UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel No.: 022-66917800/29267800 **Website:** www.ultratechcement.com
CIN: L26940MH2000PLC128420

NOTICE

NOTICE is hereby given that the Twenty-Sixth Annual General Meeting of UltraTech Cement Limited will be held on Monday, 17th August, 2026, at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual means ("OAVM"), to transact the items of businesses mentioned below.

ORDINARY BUSINESS

Item no. 1:

Adoption of Audited Financial Statements

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

a. **"RESOLVED THAT** the Audited Standalone Financial Statements for the financial year ended 31st March, 2026 and the Reports of the Directors and the Auditors thereon be and are hereby received, considered and adopted."

b. **"RESOLVED THAT** the Audited Consolidated Financial Statements for the financial year ended 31st March, 2026 and the Report of the Auditors thereon be and are hereby received, considered and adopted."

Item no. 2:

Declaration of Dividend

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT dividend of ₹ 240/- per equity share of ₹ 10/- each including those represented by Global Depository Receipts, subject to deduction of tax, if any, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2026."

SPECIAL BUSINESS

Item no. 3:

Re-appointment of Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mrs. Rajashree Birla (DIN: 00022995), Non-Executive Director who has attained the age of 75 (seventy-five) years and retires from office by rotation and being eligible, offers herself for re-appointment as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 4:

Appointment of Mr. Vikram Bhalla (DIN: 01492081) as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Rules, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Vikram Bhalla (DIN: 01492081), who was appointed as an Additional Director (Independent) of the Company, with effect from 8th June, 2026, and who holds office upto the date of this Annual General Meeting, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 8th June, 2026 till 7th June, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 5:

Appointment of Mr. Jayant Dua (DIN: 00629213) as Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, Mr. Jayant Dua (DIN: 00629213), in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with effect from 1st January, 2027."

Item no. 6:

Appointment of Mr. Jayant Dua (DIN: 00629213) as Managing Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable Rules, if any, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Jayant Dua (DIN: 00629213) as Managing Director of the Company, for the period and upon the following terms and conditions including remuneration, with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Dua in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

4 years with effect from 1st January, 2027 to 31st December, 2030 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

i. Basic Salary: ₹ 26,13,833/- (rupees twenty-six lakhs thirteen thousand eight hundred and thirty-three only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 41,66,667/- (rupees forty one lakhs sixty six thousand six hundred and sixty-seven only) per month as Basic Salary.

ii. Special Allowance: ₹ 1,00,000/- (rupees one lakh only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 20,00,000/- (rupees twenty lakhs only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.

iii. Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 10,00,00,000/- (rupees ten crores only) per annum.

iv. Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Performance Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other incentive applicable to Senior Executives of the Company / Aditya Birla Group, in such manner and with such provisions as may be decided by the Board, considering the above, subject to a maximum target opportunity of ₹ 7,50,00,000/- (rupees seven crores fifty lakhs only) per annum.

C. Perquisites:

i. Housing: Company provided (furnished / unfurnished) accommodation and/or HRA in lieu of Company provided accommodation as per the Company's Policy.

ii. House Maintenance: Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy.

iii. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per the Company's Policy.

iv. Life and Accidental Insurance: Life Insurance Cover and Accidental Insurance Cover as per the Company's Policy.

v. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company's Policy.

vi. Conveyance Allowance/Car: Two cars for use of Company's Business as per Company's Car policy and conveyance allowance as per the Company's policy.

vii. Club Membership: Fees of two Corporate Clubs in India (including admission and annual membership fee).

viii. Other expenses: Entertainment, travelling and all other expenses incurred for the business of the Company as per the Company's Policy.

ix. Retirement Benefits: Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme and Gratuity as per the Company's Policy.

x. Other benefits: Leave and related benefits, Life Insurance, Personal Accident Insurance as per the Company's Policy.

xi. Other Allowances/benefits, perquisites: Any other allowances, benefits, and perquisites as per the Rules applicable to the Senior Executives of the Company and/ or which may become applicable in the future and / or any other allowance, perquisites as the Board from time to time decide.

xii. Other Retirement Benefits: Any other one time / periodic / cash or non-cash benefits as may be decided by the Board at the time of retirement.

Any revision / change in allowance / perquisites relating to Company provided furnished / unfurnished accommodation and /or HRA in lieu of Company provided accommodation / car or other allowances / perquisites, will be adjusted from the existing special allowance, subject to the ceiling as approved by the shareholders and as per the Company's policy.

D. Subject as aforesaid, Mr. Dua shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

E. For the purposes of Gratuity, Provident Fund, Superannuation, and other like benefits, if any, the service of Mr. Dua, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.

F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

G. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Dua in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

H. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to Mr. Dua during the tenure of his appointment.

I. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Dua would not be holding any office or place of profit by his being a mere Director of the Company's holding / subsidiaries / joint ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of holding / subsidiaries / joint ventures of the Company or companies promoted by the Aditya Birla Group.

J. Mr. Dua shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Dua functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Item no. 7:

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2027

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. D. C. Dave & Co., Cost Accountants, Mumbai, Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027 be paid remuneration of ₹ 50,00,000/- (rupees fifty lakhs only) plus tax as applicable and reimbursement of out-of-pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

By Order of the Board

Dhiraj Kapoor
Company Secretary
FCS 5454

Place: Mumbai
Date: 8th June, 2026

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of item nos. 3 to 7 of the Notice set out above, is annexed hereto. The Board of Directors has considered and decided to include item nos. 3 to 7 as Special Business as they are unavoidable in nature. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, ("Listing Regulations") and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, of persons seeking appointment / re-appointment as directors are also annexed.

2. In accordance with the provisions of the Act, read with the Rules made thereunder and Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies are allowed to hold Annual General Meeting ("AGM") through video conference/other audio visual means ("VC/OAVM") till further orders by MCA, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093 which shall be the deemed venue of the AGM. Since the AGM is being held through VC/OAVM, the route map for the venue of the AGM is not required to be provided.

5. KFin Technologies Limited ("KFin"), the Company's Registrar and Transfer Agent ("RTA") will provide the facility for voting through remote e-voting [hereinafter called as **"e-Voting Service Provider (ESP)"**], for participating at the AGM through VC/OAVM and for e-voting during the AGM.

6. Generally, a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since the AGM is being held through VC/OAVM, physical attendance of Members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence, proxy forms and attendance slips are not annexed to this Notice.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, certificate from the Company's Secretarial Auditors certifying that the Company's ESOS Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection by the Members through electronic mode during the AGM.

   The aforesaid documents along with documents referred to in the AGM Notice will also be available electronically for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. Monday, 17th August, 2026. Members seeking inspection of the aforementioned documents can send an email to agmutcl26@adityabirla.com with the subject line **"UltraTech Cement Limited 26th AGM"**.

8. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the Board / governing body resolution / authorisation, etc. authorising their representatives to attend and vote on their behalf. The documents should be emailed to ultratechevoting@kfintech.com and a copy marked to evoting@kfintech.com with the subject line **"UltraTech Cement Limited 26th AGM"**.

9. Members of the Company had approved the appointment of Deloitte Haskins and Sells LLP, (Registration No.: 117366W/W-100018) as the Statutory Auditors of the Company. In accordance with the provisions of the Act, the appointment of said Statutory Auditor is not required to be ratified at every AGM.

DISPATCH OF INTEGRATED AND SUSTAINABILITY REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE AND INTEGRATED AND SUSTAINABILITY REPORT:

10. In accordance with the provisions of the MCA and SEBI circulars, the Notice along with the Integrated and Sustainability Report are being sent through email only to Members whose email IDs are registered with KFin; National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL/CDSL).

11. In accordance with Regulation 36(1)(b) of the Listing Regulations, a letter containing the weblink and the path for accessing the Integrated and Sustainability Report for financial year 2025-26 is being sent to those shareholders who have not registered their email address with the Company / RTA / Depository Participants.

12. The AGM Notice and the Integrated and Sustainability Report are available on the following weblink https://www.ultratechcement.com/investors/financials, the website of KFin https://evoting.kfintech.com and also on those of the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com.

13. Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

    - **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").

    - **Physical mode** can register their email ID with the Company or KFin, for receiving the AGM Notice and Integrated and Sustainability Report. Requests can be emailed to agmutcl26@adityabirla.com or einward.ris@kfintech.com or by logging into https://kprism.kfintech.com/.

    We urge Members to support this Green Initiative effort of the Company and get their email ID registered.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

14. Members will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM at https://emeetings.kfintech.com/ by using their remote e-voting login credentials and selecting the 'Event' for the Company's AGM.

    Members who do not have the User ID and Password or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned at the link : https://evoting.kfintech.com/common/passwordoptions.aspx.

    Further, Members can also use the OTP based login (email and/or mobile registered with the folio) for logging into the e-meeting web application.

15. Members can access the AGM through laptops, smartphones, tablets or iPad. For better experience, members are requested to use internet with a good speed to avoid any disturbance and frequent disconnections. It is therefore recommended to use stable Wi-Fi or LAN connections to mitigate any glitches.

    Members will be required to grant access to the microphone and webcam to enable two-way video conferencing.

16. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM. Members will be able to participate in the AGM through VC/OAVM on a first-come-first-serve basis.

    Large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come first-serve basis.

17. Institutional Members are encouraged to participate in the AGM through VC/OAVM and vote thereat.

18. Members, holding shares as on the cut-off date i.e. Monday, 10th August, 2026, and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at https://emeetings.kfintech.com by clicking on "Speaker Registration" during the period from Monday, 10th August, 2026 (9.00 a.m. IST) upto Wednesday, 12th August, 2026 (3.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak/ express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

    Alternatively, Members holding shares as on the cut-off date may also visit https://emeetings.kfintech.com and click on the tab 'Post Your Queries' and post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window will close at 3.00 p.m. (IST) on Wednesday, 12th August, 2026.

19. Members who need assistance before or during the AGM, relating to use of technology, can contact KFin at 1800 309 4001 or write to them at evoting@kfintech.com.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

20. Members are requested to attend and participate in the ensuing AGM through VC/OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during AGM.

21. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members who cast their vote by remote e-voting, may attend the AGM through VC/OAVM, but will not be entitled to cast their vote once again on the resolutions. If a Member cast votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

22. In case of any query and/or assistance required, relating to attending the AGM through VC/OAVM mode, Members may refer to eAGM tutorial by following the link : https://emeetings.kfintech.com/#video-section or contact Mr. Dnyanesh Gharote, Vice President – Corporate Registry or Mr. Satish Poojary, Manager - Corporate Registry, KFin at the email ID evoting@kfintech.com or on phone no.: 040-6716 1500 or call KFin's toll free no.: 1800 309 4001 for any further clarifications/technical assistance that may be required.

23. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with applicable Circulars, the Company is pleased to provide to Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means through e-voting services arranged by KFin. Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").

24. The remote e-voting period commences on Thursday, 13th August, 2026 (9.00 a.m. IST) and ends on Sunday, 16th August, 2026 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Monday, 10th August, 2026 may cast their vote by remote e-voting. The remote e-voting module shall be disabled/blocked by KFin for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

25. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

26. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.

27. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts/websites of Depositories/DP.

28. Individual Members having demat account(s) would be able to cast their vote without having to register again with the ESP i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.

29. The process and manner for remote e-voting and joining and voting at the AGM are explained below:

A. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

B. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

C. Access to join the AGM on KFin system and to participate and vote thereat.

A. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	**Login Method**	
Individual Members holding securities in demat mode with NSDL	**1.**	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2.	**Existing Internet-based Demat Account Statement ("IDeAS") facility Users:**
	i.	Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile.
	ii.	On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter, enter the existing user id and password.
	iii.	After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.
	iv.	Click on company name i.e. 'UltraTech Cement Limited' or ESP i.e. KFin.
	v.	Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.
	3.	**Those not registered under IDeAS:**
	i.	Visit https://eservices.nsdl.com for registering.
	ii.	Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	iii.	Visit the e-voting website of NSDL https://www.evoting.nsdl.com.
	iv.	Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open.
	v.	Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen.
	vi.	After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
	vii.	Click on company name i.e UltraTech Cement Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.
	viii.	Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
		NSDL Mobile App is available on App Store Google Play

Type of Member	Login Method	
Individual Members holding securities in demat mode with CDSL	**1.**	**Existing user who have opted for Electronic Access To Securities Information ("Easi/Easiest") facility:**
	i.	Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com
	ii.	Click on New System MyEasi.
	iii.	Login to MyEasi option under quick login.
	iv.	Login with the registered user ID and password.
	v.	Members will be able to view the e-voting Menu.
	vi.	The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.
	2.	**User not registered for Easi/Easiest**
	i.	Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering.
	ii.	Proceed to complete registration using the DP ID, Client ID (BO ID), etc.
	iii.	After successful registration, please follow the steps given in point no. 1 above to cast your vote.
	3.	**Alternatively, by directly accessing the e-voting website of CDSL**
	i.	Visit www.cdslindia.com.
	ii.	Provide demat account number and PAN.
	iii.	System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.
	iv.	After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'UltraTech Cement Limited' or select KFin.
	v.	Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts/ Website of Depository Participant	i.	Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.
	ii.	Once logged-in, Members will be able to view e-voting option.
	iii.	Upon clicking on e-voting option, Members will be redirected to the NSDL/CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
	iv.	Click on options available against UltraTech Cement Limited or KFin.
	v.	Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625; 022-62343626; 022-62343259

B. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

(1) Members whose e-mail IDs are registered with the Company / DPs, will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

i. Launch internet browser by typing the URL: https://emeetings.kfintech.com.

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is already registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

v. Members would need to login again with the new credentials.

vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., 'UltraTech Cement - AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

ix. Voting has to be done for each item of the Notice separately. In case Members do not desire to cast their vote on any specific item, it will be treated as abstained.

x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).

(2) Members whose email IDs are not registered with the Company/DPs, and consequently the Integrated and Sustainability Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address, thereby not being in receipt of the Integrated and Sustainability Report, Notice of AGM and e-voting instructions, may get their email address and mobile number submitted with KFin, by sending the completed ISR forms as prescribed by SEBI. The ISR forms can be downloaded at the following link: https://ris.kfintech.com/clientservices/mobilereg/ mobileemailreg.aspx.

Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.

ii. Members holding shares in Demat mode are requested to get the details updated by contacting their respective DP.

C. Access to join the AGM on KFin system and to participate and vote thereat.

i. Members will be able to attend the AGM through VC/OAVM platform provided by KFin. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company / KFin.

ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.

iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.

Other Instructions:

I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

II. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Monday, 10th August, 2026 may obtain the User ID and Password in the manner as mentioned below:

a. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE> IN12345612345678
Example for CDSL: MYEPWD<SPACE> 1402345612345678
Example for Physical: MYEPWD<SPACE> XXX1234567890

b. If email ID of the Member is registered against Folio No./DP ID Client ID, then on the home page of https://evoting.kfintech.com, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Members may call KFin toll free number 1800 309 4001.

d. Members may send an email request to: evoting@kfintech.com. If the Member is already registered with the KFin e-voting platform then such Member can use his/her existing User ID and password for casting the vote through remote e-voting.

III. The Board of Directors has appointed Mr. Anish Gupta, Partner, VKMG & Associates LLP, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

IV. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same.

V. The results declared along with the Scrutinizer's report will be forwarded to BSE Limited and National Stock Exchange of India Limited; be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. www.ultratechcement.com and that of KFin viz. https://evoting.kfintech.com.

VI. KPRISM- Mobile service application by KFin:

Members are requested to note that KFin has launched a mobile application - KPRISM and website https://kprism.KFintech.com/ for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change/update bank mandate. Through the mobile application, Members can download Integrated and Sustainability Report, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store. Members can also download the KPRISM App by scanning the QR code mentioned below:

Attending AGM via KPRISM Mobile Application

Continuous innovation is a hallmark of KFin Technologies Limited. As a responsible partner committed to enhancing user experience, the company has introduced a new feature that allows shareholders to attend the Annual General Meeting (AGM) through the KPRISM mobile application.

Registered users can log in to the KPRISM app and access the live streaming of the AGM hosted on the KFINTECH platform. After logging in, simply tap the three-line menu icon at the top left corner and ☰ scroll to **Live Streaming**.

By clicking on the **Live Streaming** option, users will be directed to the event selection page. Shareholders listed on the record date can then choose the company whose AGM they wish to join and participate seamlessly in the proceedings.

RECORD DATE:

30. The Company has fixed Thursday, 30th July, 2026 as the Record Date for the purpose of payment of dividend, if any, approved by the Members.

PAYMENT OF DIVIDEND:

31. The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Tuesday, 18th August, 2026 to those Members, whose names are registered in the Company's Register of Members:

    a) as Beneficial Owners as at the end of business hours on Thursday, 30th July, 2026 as per the lists to be furnished by NSDL and CDSL in respect of the shares held in electronic form, and

    b) whose names appear as Members in the Register of Members of the Company as at the end of business hours on Thursday, 30th July, 2026 in physical form which are maintained with KFin having their address at Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddy, Telangana, India – 500 032.

    The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the National Automated Clearing House ("NACH").

32. To receive the dividend without any delay, Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR - 1' along with the original cancelled cheque bearing the name of the Member to KFin/Company to update their bank account details.

    Members holding shares in electronic form are requested to contact their respective DPs for availing NACH/NEFT facility.

    Members holding shares in physical form are requested to download the required ISR forms from the following weblink https://www.ultratechcement.com/corporate/investors-/useful-information and the same duly filled up and signed along with a photocopy of a cancelled cheque may be sent to the Company or to KFin.

    Members who hold shares in electronic form and want to change/correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by the Depositories to the Company.

33. The Listing Regulations specifies companies to use any of the approved electronic payment facility such as NACH/NEFT or RTGS etc. for making payments to members. The Company or KFin is required to maintain bank details of their members as follows:

    - for Members holding securities in dematerialised form, the Company shall seek relevant bank details from the Depositories.

    - for Members holding securities in physical mode, the Company shall maintain updated bank details from their end.

DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

34. In terms of the provisions of the Income Tax Act, 2025, dividend shall be taxed in the hands of Members at applicable rates of tax, if the amount of dividend exceeds ₹ 10,000 in a financial year.

35. A copy of the intimation about the deduction of tax at source on dividend, which has been previously sent

to the members is available on the following weblink https://www.ultratechcement.com/content/dam/ultratechcementwebsite/pdf/tds-intimation-and-forms/tds-intimation-fy26.pdf. Members are requested to refer to the same for further details.

UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:

36. Pursuant to the provisions of Section 124 of the Act, the unpaid/unclaimed dividend for the financial year 2017-18 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

37. In compliance of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has already transferred equity shares pertaining to the financial year 2017-18 to the IEPF, after providing necessary intimations to the relevant Members.

38. Details of unpaid/unclaimed dividend and equity shares for the financial year 2017-18 are uploaded on the website of the Company as well as that of the MCA. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF, respectively, pursuant to the IEPF Rules. Members can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules.

39. In terms of the provisions of Section 124(5) of the Act, dividend for the financial year 2018-19 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of seven years will be transferred to IEPF.

    Further, in terms of the provisions of the IEPF Rules, equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF, which is operated by the IEPF Authority in terms of the IEPF Rules.

40. Members, who have so far not encashed their dividend relating to the financial year 2018-19, have been informed by the Company to claim the dividend and the equity shares by Wednesday, 15th July, 2026 failing which the dividend and the equity shares relating thereto will be transferred to the IEPF.

GENERAL:

41. Members are requested to notify immediately any change of address:

    i. to their DPs in respect of the shares held in electronic form, and

    ii. to the Company or KFin, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.

42. Non-Resident Indian Members are requested to inform the Company or KFin or to the concerned DPs, as the case may be, immediately:

    i. the change in the residential status on return to India for permanent settlement.

    ii. the particulars of the NRE Account with a Bank in India, if not furnished earlier.

    iii. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or KFin quoting their Folio number or their Client ID number with DP ID number, as the case may be.

43. Members who are holding shares in identical order of names in more than one folio are requested to consider consolidating the different folios into one. Post consolidation, the number of shares would remain the same.

    To enable the Company to consolidate your folios and facilitate credit of shares in dematerialised form, kindly send the following documents under a covering letter, addressed to KFin:

    - Original share certificate(s)
    - Copy of Pan Card(s) of all the Members
    - Member's email id and mobile number
    - ISR-1 form for updating KYC
    - ISR-2 form for signature updation
    - SH-13 form nomination registration
    - ISR-3 form nomination opt-out registration
    - ISR-4 form for issue of duplicate certificate and other service requests
    - Latest Client Master List (CML) of their demat account (not older than two months) duly attested by their Depository Participant (DP)

Upon receipt and verification of the above documents, the Company/KFin will process folio consolidation, cancel the physical share certificate(s) and, directly credit the securities to the shareholder's demat account in accordance with the applicable SEBI framework.

The Member's email ID, mobile number and bank account will be updated in the Company's record. This will not only facilitate speedy communication but also result in faster disbursal of future dividend.

As a subsequent step, it is also recommended that Members consider migrating their shareholding to the demat mode.

44. Depository System

    The Company has entered into agreements with the Depositories. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

    Members can however continue to make request for transmission or transposition of securities held in physical form. As per applicable SEBI circular, the Company / RTA shall, upon verification of requisite documents, directly credit the securities to the Member's demat account.

45. As per the provisions of Section 72 of the Act, facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or KFin or can download the form from the following weblink https://www.ultratechcement.com/corporate/investors-/useful-information. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

46. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to the SEBI Circular. The Company has also sent out reminder to all the shareholders holding shares in physical mode. The aforesaid communication is also intimated to the stock exchanges and available on the website of the Company. Members holding shares in physical form are requested to go through the said communication at https://www.ultratechcement.com/corporate/investors-/useful-information.

47. Members may please note that SEBI has mandated the listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the following weblink at https://www.ultratechcement.com/corporate/investors-/useful-information.

48. The annual accounts of the Company's subsidiary companies and the related information shall be made available to Members of the holding and subsidiary companies seeking such information at any point of time.

SENIOR CITIZENS INVESTOR CELL

49. As part of our RTA's initiative to enhance the investor experience for Senior Citizens (above 60 years of age), a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. Senior Citizens wishing to avail this service can send the communication with the below details to the email id senior.citizen@kfintech.com.

    Senior Citizens have to provide the following details:

    - ID proof showing date of birth
    - Folio number
    - Company name
    - Nature of grievance

    Alternatively, you may also contact KFin on the Toll-free number: 1-800-309-4001 dedicated for Senior Citizens for any queries or information.

    The cell monitors the complaints received from Senior Citizens and assists them in redressing their grievances.

ONLINE PERSONAL VERIFICATION

50. In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity

verification are paramount. We understand the need to protect the interests of shareholders as well as to comply with KYC standards. Digital identity verification using biometrics and digital ID document checks, help combat frauds even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

51. KFin has introduced an Online Personal Verification ("OPV") process, based on liveness detection and document verification.

52. Key Benefits:
    - A fully digital process, only requiring internet access and a device.
    - Effectively reduces fraud for remote and unknown applicants.
    - Supports KYC requirements.

53. Here's how it works:
    - Users receive a link via email and SMS.
    - Users record a video, take a selfie, and capture an image with their PAN card.
    - Facial comparison ensures the user's identity matches their verified ID (PAN).

54. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or KFin in the following cases viz. deletion of name, transmission of shares and transposition of shares.

SEBI has opened a special window for one year from 5th February, 2026 to 4th February, 2027 for re-lodgement of physical share transfer requests which were originally submitted before 1st April, 2019 and were returned due to deficiencies in documentation.

While lodging request under this special window for transfer of physical shares, the mandatory requirements are as follows:

- Original security certificate(s);
- Transfer deed executed prior to 1st April, 2019;
- Proof of purchase by transferee;
- KYC documents of the transferee (as per ISR forms);
- Latest Client Master List, not older than 2 months, of the demat account of the transferee, duly attested by the Depository Participant; and
- Undertaking-cum-Indemnity

For clarity with regard to applicability of this window, below matrix may be referred to:

Execution Date of Transfer Deed	**Lodged for transfer before April 01, 2019?**	**Original Security Certificate Available?**	**Eligible to lodge in the current window?**
Before 1st April, 2019	No (it is fresh lodgement)	Yes	✓
	Yes (it was rejected/ returned earlier)	Yes	✓
	Yes	No	×
	No	No	×

Further the following cases will not be considered under this window:

- Cases involving disputes between transferor and transferee.
- Securities which have been transferred to Investor Education and Protection Fund (IEPF).

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Item no. 3

Re-appointment of Director

The Members at the Annual General Meetings (AGM) of the Company held on 12th August, 2020 and 11th August, 2023 had approved the re-appointment of Mrs. Rajashree Birla (DIN: 00022995) as director retiring by rotation and her continuation in office as a Non-Executive Director beyond the age of seventy five years.

In accordance with the provisions of the Companies Act, 2013, Mrs. Rajashree Birla retires by rotation at the ensuing AGM and, being eligible, has offered herself for re-appointment. Approval of the Members is accordingly sought for her re-appointment as well as continuation in office in terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Rajashree Birla is an exemplar in the area of community initiatives and rural development.

Mrs. Birla chairs the Aditya Birla Centre for Community Initiatives and Rural Development, the Group's apex body responsible for development projects. She is also Chairperson of the Corporate Social Responsibility Committee of the Company. She oversees the social and welfare driven work across all the Group's major companies. The footprint of the Centre's work straddles over 9,000 villages, reaching out to 11 million people. The Group runs 24 hospitals. The Group reaches out to well over 100,000 students through its network of 54 formal schools and non-formal educational institutes. Of these, girls constitute 50%. Both its hospitals as well as schools are 'Not for Profit' institutions.

Mrs. Birla is a member of the Advisory Board, Columbia Global Center, Mumbai. She is the Chairperson of Xynteo's Vikaasa Advisory Board. She chairs FICCI – Aditya Birla CSR Centre for Excellence. Mrs. Birla serves as the Chairperson on the Habitat for Humanity India's IndiaBuilds Advisory Committee, and is an active member of the Habitat for Humanity Asia Pacific Development Council. Furthermore, she serves as a member at the Habitat for Humanity International Global Council. Alongside she is also engaged with the Breach Candy Hospital Trust.

She is the Chairperson of FICCI's first ever Expert Committee on CSR and is on the Board of BAIF Development Research Foundation, Pune, a Trustee of the Gujarat Vidyapith, and a Member of the Advisory Committee of the Mahatma Gandhi Sabarmati Ashram Memorial Trust.

As a patron of arts and culture, she is the President of the "Sangit Kala Kendra", a Centre for performing arts, as well as the INT-ABPAA (INT Aditya Birla Performing Arts Academy).

In recognition of the exemplary work done by Mrs. Rajashree Birla, leading national and international organisations have showered accolades upon her. Among these the most outstanding one has been that of the Government of India who bestowed the 'Padma Bhushan Award' in 2011 on Mrs. Rajashree Birla in the area of 'Social Work'.

Most recently she was named the recipient of the 'Lal Bahadur Shastri Award for Excellence 2024'. At the G20 EMPOWER Meet in Ahmedabad, the 'G20 EMPOWER Award for 'Lifetime Achievement' was conferred upon Mrs. Birla by Smt. Smriti Irani, the erstwhile Minister of Women and Child Development / Minority Affairs, Government of India. Furthermore, Mrs. Birla was named as an exemplar in Rotary International's healthcare programmes by the Hon'ble President, Smt. Droupadi Murmu. Yet another prestigious award accorded to Mrs. Birla is BRICS 'Living Legend and Icon for Community Excellence and Lifetime Achievement Award', at the hands of the then President of India, Mr. Ram Nath Kovind.

Additionally, for Mrs. Birla's unrelenting endeavours towards polio eradication, she was given the much coveted 'Polio Eradication Champion Award' by the Government of India. Likewise, the 'Global Golden Peacock Award for CSR' was bestowed upon her by Dr. Ola Ullsten, the Former Prime Minister of Sweden in Portugal. Among other distinctive awards conferred upon Mrs. Birla include - the All-India Management Association's 'Corporate Citizen of the Year Award', the IOD's 'Distinguished Fellowship Award' and the 'FICCI FLO Golden Laurel Award'. Under her exemplary leadership, the Economic Times' prestigious 'Corporate Citizen of the Year Award' was presented twice to the Group in 2002 and 2012 and received by Mrs. Birla.

Over the years, Mrs. Birla has acquired a deep insight into the Company's business, operations and industry landscape, enabling her to provide valuable guidance and balanced judgment on key matters, and the Board is confident about her being able to function and effectively discharge her duties in an able and competent manner.

Based on the recommendation of the Nomination, Remuneration and Compensation Committee and considering Mrs. Birla's distinguished seniority, expertise and rich experience, which has immensely benefited the Company and added significant value to the Company's governance and strategic oversight, and also that she continues to be physically fit and in good health, the Board of Directors considered and approved re-appointment and continuation of Mrs. Birla as a

Non-Executive Director of the Company, liable to retire by rotation. Her continued association is therefore considered beneficial for the Company.

None of the Directors, Key Managerial Personnel and their relatives, other than Mrs. Birla and Mr. Kumar Mangalam Birla and their relatives, are in any way, concerned or interested in the said resolution.

The Board accordingly recommends the resolution set out at item no. 3 of this Notice for your approval.

Item no. 4:

Appointment of Mr. Vikram Bhalla (DIN: 01492081) as an Independent Director

The Board of Directors by resolution dated 27th May, 2026, based on the recommendation of the Nomination, Remuneration and Compensation Committee, appointed Mr. Vikram Bhalla as an Additional Director (Independent) of the Company, to hold office for a period of five consecutive years with effect from 8th June, 2026 upto 7th June, 2031, not liable to retire by rotation, subject to approval of the Members of the Company.

As an Additional Director, Mr. Vikram Bhalla holds office till the date of this Annual General Meeting and is eligible for being appointed as an Independent Director.

Mr. Vikram Bhalla is a senior partner and a founding team member of the Boston Consulting Group (BCG) India, with nearly 30 years of advisory experience spanning strategy, transformation, people and organization, and family business transformation. He has advised leading Indian conglomerates, mid-cap companies, and family enterprises across more than 30 countries.

He brings deep expertise in strategic planning and evaluation of complex business decisions across several industries and geographies. His experience in leading large-scale transformations equips him to anticipate and mitigate potential execution challenges. He has significant proficiency in leadership and organizational development across diverse entities, including multinational corporations, large and midsized organizations, and family-controlled businesses, enabling the unlocking of sustained organizational performance. He also brings a broad understanding of multiple sectors, geographies, and functional disciplines.

Mr. Bhalla started his career with the BCG in Mumbai in 1996, as a part of the founding team. He has been a key part of the leadership team throughout BCG, becoming a Partner in 2005 and a Senior Partner in 2012.

He currently serves on the Advisory Board of several non-profit organizations including The Convergence Foundation, Center Square Foundation, and CEGIS. He holds an undergraduate degree in Physics from the University of Delhi and an MBA from the Indian Institute of Management, Calcutta.

Key skills, expertise and competencies of Mr. Vikram Bhalla are as follows: Corporate Governance; Legal & Compliance; Financial Literacy; General Management; Human Resource Development; Marketing; Risk Management and Strategic expertise.

In the opinion of the Board, Mr. Vikram Bhalla fulfils the conditions for his appointment as Independent Director as specified in the Act, the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Vikram Bhalla is independent of the management.

Considering his vast experience and qualifications, the Board is of the opinion that Mr. Vikram Bhalla's appointment as an Independent Director is in the best interest of and beneficial to the Company.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, proposing the appointment of Mr. Vikram Bhalla as a Director of the Company. Mr. Vikram Bhalla has consented to act as a Director of the Company, if appointed. He has submitted a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has received a declaration from Mr. Vikram Bhalla that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, Mr. Vikram Bhalla has confirmed that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India or Caution List/ Specific Approval List issued by Export Credit Guarantee Corporation of India.

In terms of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure to this Notice.

Mr. Vikram Bhalla shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings, commission or in any other manner, within the limits stipulated under Section 197 of the Act. A copy of the draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members on the following weblink https://www.ultratechcement.com/about-us/board-of-directors.

Mr. Vikram Bhalla is not related to any other Director, Key Managerial Personnel and Promoter of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Vikram Bhalla and his relatives, are in any way, concerned or interested in the said resolution.

The Board accordingly recommends the resolution set out at item no. 4 of this Notice for your approval.

Item nos. 5 and 6

Appointment of Mr. Jayant Dua (DIN: 00629213) as Director and Managing Director

Mr. K. C. Jhanwar, Managing Director and Key Managerial Personnel will be superannuating from the Company at the end of his tenure on close of business hours of 31st December, 2026.

Mr. Jhanwar is a veteran leader of the Aditya Birla Group with over four decades of distinguished service within the Group. A Chartered Accountant by qualification, he joined the Group's cement business in 1981 as a management trainee and has since held a wide range of leadership roles across finance, operations, project management, and general management in the cement and chemicals businesses. He has significant experience in acquisitions and integration. He has been exceptional in his networking and relationship building skills with customers and other stakeholders and has built a strong franchise for the business. He has been a capable team builder and has strong people skills. He assumed the role of Managing Director of the Company in January 2020. Under his leadership, the Company's installed capacity increased by approximately 77%, from 116 MTPA to 205.5 MTPA, driven by a combination of capacity expansion and successful acquisition and integration. During this period, the Company's market capitalization more than doubled, from US$ 20.85 billion to about US$ 42 billion, reflecting sustained value creation and strengthened market leadership.

The Nomination, Remuneration and Compensation Committee ("NRCC") at its meeting held on 6th March, 2026 had noted the above.

The NRCC also noted the structured and comprehensive search process undertaken for the selection of the new Managing Director, covering identification, evaluation, shortlisting, reference checks, among others. The search evaluated a wide pool of senior leadership talent from large-scale industrial businesses, with emphasis on P&L leadership, distribution scale, capital allocation, innovation and ESG alignment. The final assessment prioritised candidates with proven experience in leading complex, capital intensive businesses, particularly within the cement sector, to ensure leadership readiness and effectiveness for the Company's forthcoming phase.

After considering all the above, the NRCC decided to recommend to the Board the appointment of Mr. Jayant Dua as Managing Director (Designate), w.e.f. 1st April, 2026. Further, the NRCC also considered the appointment of Mr. Dua as Managing Director and Key Managerial Personnel w.e.f. 1st January, 2027 for a term of four years, upon completion of Mr. Jhanwar's term as Managing Director, and recommended the same to the Board for its consideration and approval. Mr. Jhanwar would oversee a planned and phased leadership transition until 31st December, 2026.

Based on the recommendation of the NRCC, the Board appointed Mr. Jayant Dua as Managing Director (Designate) with effect from 1st April, 2026. He was also appointed as Managing Director and Key Managerial Personnel with effect from 1st January, 2027, subject to approval of the Members.

Mr. Jayant Dua is a seasoned leader with 37 years of experience. He joined the Aditya Birla Group in 1996 in the cement business and spent a decade across functional and business leadership roles. Over the last two decades, he has held multiple P&L and CEO responsibilities, building and scaling businesses across diverse industries such as Insulators, Insurance (Birla Sun Life Insurance), Century Cement and the Chlor-Alkali Business. In 2023, he was elevated as the Business Head – Renewables and Textiles.

Mr. Dua brings versatile leadership experience across multiple businesses, having led diverse mandates and built a strong track record across a wide range of contexts of growth and transformation. Mr. Dua is a recipient of the Chairman's Individual Award in the Exceptional Contribution Category (2002), the Outstanding Leader (2009) and the Leader of Leaders (2022).

He holds an Engineering Degree from IIT Delhi, MBA from International Management Institute and has completed the Advanced Management Program from Harvard Business School.

Key skills, expertise and competencies of Mr. Dua are as follows: Industry Knowledge; Innovation, Technology and Digitisation; Marketing; Strategic Expertise; Risk Management; Sustainability and General Management.

The Company has received a notice from a Member in terms of the provisions of Section 160(1) of the Act, proposing the appointment of Mr. Jayant Dua as a Director of the Company. The Company has also received consent from Mr. Dua to act as a Director of the Company, if appointed, along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Dua confirming that his name does not appear in the list of wilful defaulters issued by Reserve Bank of India or Caution List/ Specific Approval List issued by Export Credit Guarantee Corporation of India.

The remuneration and other terms and conditions of Mr. Dua's appointment as Managing Director as set out in the resolution is subject to your approval.

In terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure to this Notice.

Mr. Dua is not related to any other Director or Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Dua and his relatives are, in any way, concerned or interested in the said resolution.

The Board accordingly recommends the resolutions set out at item nos. 5 and 6 of this Notice for your approval.

Item no. 7:

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2027

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. D. C. Dave & Co., Cost Accountants, Mumbai as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027 at a remuneration of ₹ 50,00,000/- (rupees fifty lakhs only), plus tax as applicable and reimbursement of out-of-pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing the resolution as set out in item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2027.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the said resolution.

The Board accordingly recommends the resolution set out at item no. 7 of this Notice for your approval.

By Order of the Board

Dhiraj Kapoor
Company Secretary
FCS 5454

Place: Mumbai
Date: 8th June, 2026

Disclosure relating to Directors pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (SS-2):

Name of Director	**Mrs. Rajashree Birla**
DIN	00022995
Brief Resume	Mrs. Rajashree Birla is an exemplar in the area of community initiatives and rural development. Mrs. Birla chairs the Aditya Birla Centre for Community Initiatives and Rural Development, the Group's apex body responsible for development projects. She oversees the social and welfare driven work across all the Group's major companies. The footprint of the Centre's work straddles over 9,000 villages, reaching out to 11 million people. The Group runs 24 hospitals. The Group reaches out to well over 100,000 students through its network of 54 formal schools and non-formal educational institutes. Of these, girls constitute 50%. Both its hospitals as well as schools are 'Not For Profit' institutions. For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth/Age	15th September, 1945 / 80 years
Date of First Appointment	14th May, 2004
Expertise in specific functional area and experience	Please refer to the Report on Corporate Governance forming part of the Integrated and Sustainability Report.
Qualification	B.A.
Terms and conditions of re-appointment, details of remuneration sought to be paid and the remuneration last drawn	Terms and Conditions of re-appointment and proposed remuneration are as per the Executive Remuneration Philosophy/Policy of the Company forming part of the Integrated and Sustainability Report. Sitting fees of ₹ 2,70,000 and Commission of ₹ 6,92,00,000 was paid in FY 2025-26.
Shareholding in the Company	41,793 Equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mother of Mr. Kumar Mangalam Birla
No. of Board meetings attended during FY 2025-26	5 out of 7

Names of other companies in which directorships held*	1. Aditya Birla Real Estate Limited 2. Grasim Industries Limited 3. Century Enka Limited 4. Hindalco Industries Limited 5. Pilani Investment and Industries Corporation Limited 6. Birla Brothers Private Limited 7. IGH Holdings Private Limited 8. Birla Group Holdings Private Limited 9. Vaibhav Holdings Private Limited 10. Vikram Holdings Private Limited 11. Rajratna Holdings Private Limited 12. Aditya Birla Health Services Private Limited 13. Vaibhav Medical and Education Foundation 14. Breach Candy Hospital Trust 15. G.D. Birla Medical Research and Education Foundation 16. Mananam Foundation 17. Sahityaayan Foundation 18. Saatvik India Foundation
Chairperson/Member of the Committee of Directors* of other companies in which she is a Director	Corporate Social Responsibility Committee - Chairperson 1. Aditya Birla Real Estate Limited 2. Grasim Industries Limited 3. Hindalco Industries Limited 4. Pilani Investment and Industries Corporation Limited
Listed entities in which the Director has resigned in past three years	Nil

*excluding directorship in UltraTech Cement Limited and in foreign entities.

Name of Director	**Mr. Vikram Bhalla**
DIN	01492081
Brief Resume	Mr. Vikram Bhalla is a senior partner and a founding team member of the Boston Consulting Group (BCG) India, with nearly 30 years of advisory experience spanning strategy, transformation, people and organization, and family business transformation. He has advised leading Indian conglomerates, mid-cap companies, and family enterprises across more than 30 countries. For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth/Age	14th October, 1972 / 53 years
Date of First Appointment	8th June, 2026
Expertise in specific functional area, experience, skills and capabilities required for the role as an Independent Director	Please refer to the explanatory statement forming part of this Notice.
Qualification	B.Sc. (Physics), University of Delhi; MBA, IIM Calcutta
Terms & Conditions of appointment	Not Liable to retire by rotation
Remuneration last drawn	Not Applicable
Remuneration proposed to be paid	Mr. Vikram Bhalla shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, effective his date of appointment.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board meetings attended during FY 2025-26	Not Applicable [Appointment effective from 8th June, 2026]
Names of other companies in which directorships held*	Nil
Chairperson/Member of the Committee of Directors* of other companies in which he is a Director	Not applicable
Listed entities in which the Director has resigned in past three years	Nil

*excluding directorship in UltraTech Cement Limited and in foreign entities.

Name of Director	**Mr. Jayant Dua**
DIN	00629213
Brief Resume	Mr. Jayant Dua is a seasoned leader with 37 years of experience. He joined the Aditya Birla Group in 1996 in the cement business and spent a decade across functional and business leadership roles. Over the last two decades, he has held multiple P&L and CEO responsibilities, building and scaling businesses across diverse industries such as Insulators, Insurance (Birla Sun Life Insurance), Century Cement and the Chlor-Alkali Business. In 2023, he was elevated as the Business Head – Renewables and Textiles. Mr. Dua brings versatile leadership experience across multiple businesses, having led diverse mandates and built a strong track record across a wide range of contexts of growth and transformation. For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth/Age	30th January, 1965 / 61 years
Date of First Appointment	1st January, 2027
Experience in specific functional area and experience	Please refer to the explanatory statement forming part of this Notice.
Qualification	Engineering Degree from IIT Delhi, MBA from International Management Institute and has completed the Advanced Management Program from Harvard Business School.
Terms & Conditions of appointment	Terms and Conditions of appointment is as per the resolution forming part of this Notice.
Remuneration last drawn	Not Applicable
Remuneration proposed to be paid	Proposed remuneration is as per the resolution forming part of this Notice.
Shareholding in the Company	9,320 Equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board meetings attended during FY 2025-26	Not Applicable [Appointment effective from 1st January, 2027]
Names of other companies in which directorships held*	Aditya Birla Renewables Limited
Chairperson/Member of the Committee of Directors* of other companies in which he is a Director	Audit Committee 1. Aditya Birla Renewables Limited
Listed entities in which the Director has resigned in past three years	Nil

*excluding directorship in UltraTech Cement Limited and in foreign entities.

For ease of participation by Members, provided below are some key details regarding the AGM for your reference:

Sr. No.	Particulars	Details of access
1.	Link for live webcast of the AGM and for participation through VC / OAVM	https://emeetings.kfintech.com by using e-voting credentials and click on video conference
2.	Link for posting AGM queries and speaker registration and period of registration	https://emeetings.kfintech.com by using e-voting credentials and click on "post your queries" / "Speaker registration" as the case may be. Period of registration: Monday, 10th August, 2026 (9.00 a.m. IST) upto Wednesday, 12th August, 2026 (3.00 p.m. IST)
3.	Link for remote e-voting	https://evoting.kfintech.com
4.	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions at page no. 8 of this Notice for further information.
5.	Helpline number for VC participation and e-voting	Contact KFin Technologies Private Limited at 1800 309 4001 or write to them at emeetings@kfintech.com Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
6.	Cut-off date for e-voting	Monday, 10th August, 2026
7.	Time period for remote e-voting	Commences on Thursday, 13th August, 2026 (9.00 a.m. IST) and ends on Sunday, 16th August, 2026 (5.00 p.m. IST)
8.	Record date	Thursday, 30th July, 2026
9.	Link for Members to update e-mail address	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
10.	Date for publishing results of the e-voting	On or before Wednesday, 19th August, 2026
11.	Registrar and Transfer Agent contact details	KFin Technologies Limited Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddy, Telangana, India – 500 032 Tel: 1800 309 4001 Website: www.kfintech.com
12.	UltraTech Cement Limited contact details	'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093 Email: agmutcl26@adityabirla.com