



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-Fifth Annual General Meeting of UltraTech Cement Limited will be held on Tuesday, 19th August, 2025 at 3.00 p.m. (IST) through video conferencing ("VC")/other audio-visual means ("OAVM"), to transact the items of business 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, 2025 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, 2025 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 at the rate of ₹ 77.50/- 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, 2025."

Item no. 3:

Re-appointment of 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 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Krishna Kishore Maheshwari (DIN: 00017572), Non-Executive Director who retires from office by rotation and being eligible, offers himself for re-appointment, 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 Statutory Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 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), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Deloitte Haskins and Sells LLP (Registration No.: 117366W/W-100018) be and is hereby appointed as one of the Joint Statutory Auditor of the Company, for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, at a remuneration of ₹ 5.00 crores (rupees five crores only) plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit of the Company for the financial year 2025-26 and further increment(s) for the remaining tenure of the appointment, as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in this behalf.

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.”

SPECIAL BUSINESS

Item no. 5:

Appointment of Secretarial Auditor

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

“RESOLVED THAT pursuant to and in accordance with the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), Section 204 of the Companies Act, 2013, and the rules made thereunder, and other applicable provisions, if any (“the Act”) and as recommended by the Board of Directors of the Company, M/s. Makarand M. Joshi & Co., Company Secretaries (Firm Registration No. P2009MH007000), Practicing Company Secretary, a peer reviewed firm having Peer Review No: 6832/2025 be and

is hereby appointed as the Secretarial Auditor to conduct Secretarial Audit of the Company for a period of five consecutive financial years effective 1st April, 2025 to 31st March, 2030 at a remuneration of ₹ 7.50 lakhs (rupees seven lakhs fifty thousand only) plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit of the Company, including other services, for the financial year 2025-26 and further increment(s) for the remaining tenure of the appointment, as may be mutually decided between the Company and the Secretarial Auditor and approved by the Board of Directors of the Company in this behalf.

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.”

Item no. 6:

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2026

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), the Cost Auditors viz. M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad 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, 2026 be paid the remuneration as set out below:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai - ₹ 26,50,000/- (rupees twenty six lakhs fifty thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad - ₹ 26,50,000/- (rupees twenty six lakhs fifty thousand 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.”

Item no. 7:

Appointment of Mr. V. Chandrasekaran (DIN: 03126243) 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. V. Chandrasekaran (DIN: 03126243), who was appointed as an Additional Director (Independent) of the Company, with effect from 13th August, 2025, 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 13th August, 2025 till 12th August, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board 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."

Item no. 8:

Adoption of new Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Sections 4,13, and other applicable provisions, if any, of the Companies Act, 2013 ("2013 Act") read with applicable rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other

approvals, if any, from appropriate authorities and subject to such conditions and modifications as may be deemed appropriate by the appropriate authorities at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the appropriate authority(ies), while granting such approvals, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), approval of the Members of the Company be and is hereby accorded to adopt the new Memorandum of Association as per Table - A specified under Schedule I of the 2013 Act, in place of the existing Memorandum of Association, with the following changes in the Objects and Liability Clause:

(A) Heading of existing Clause III (A) of the Objects Clause of the Memorandum of Association of the Company be restated as **"THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE."**

(B) Heading of existing Clause III (B) of the Objects Clause of the Memorandum of Association of the Company be restated as **"MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE"** and below mentioned sub-clauses be inserted after existing sub-clause 49:

50. To set up, take on lease, operate, invest in and carry out the business of maintaining and developing all types of power plants including electricity generation plants (for electricity generation), co-generation / waste-heat recovery power plants, captive power plants, power stations, hydel power stations, solar energy systems, wind power plants, solar-wind hybrid power plants, nuclear power plants and other power stations based on conventional and / or non-conventional / renewable energy sources, transmission lines and all associated or support facilities on its own or in joint venture or in association with other parties or under special purpose vehicle or on co-operative basis including electricity generation, supply thereof and to construct, lay down, establish, fix such plants, lines etc. and carry out necessary activities for the aforesaid purpose and to deal in equipment, spare parts, accessories, appliances of all types required

for taking up electricity generation, transmission, consumption, supplying, offtake and use of power, energy storage, accumulating, banking, transmitting, selling, reselling, power wheeling and transmission, and / or trading electricity, power or energy for all purposes and / or any other facility to generate and use power. And to become a member either on its own or become a client of any power exchange through any member of the power exchange for participating in trading of electricity, renewable energy, renewable energy certificates, carbon emission or offset certificates or any other product or certificate traded at the power exchange, as may be required for furtherance of objects of the Company.

51. To set up and run multi brand retail chain outlets and digital / e-commerce platforms for the marketing and sale of cement and its allied products, and to provide complete building solutions and support services for home builders, developers, contractors, engineers and related stakeholders, as may be required for furtherance of objects of the Company.
52. To design, manufacture, export or deal in, granite, gravel, marble, artificial stone, asbestos cement sheets, hume pipes, alabaster steel, iron, metal, chemicals, wood timber, stone, bricks, clay, china, tiles, porcelain, terra cotta, earthenware, pipes, mosaics, slates, basins, chimney pieces, baths, sanitary ware, household fittings, damp course materials, builders' and decorators' plant, material and requisites and fittings, conveniences of all kinds and all kinds of spare parts, accessories and equipments and all materials and substances used for buildings repairing and maintenance of the same of every description, as may be required for furtherance of objects of the Company.
53. To design, manufacture, erect, repair, buy, sell, export, and deal in all machinery used for the manufacture of cement, lime, plaster, whiting, clay, gravel, sand, minerals, artificial stone and builders requisites made out of cement and conveniences of all kinds and all kinds of spare parts, accessories and equipment and all materials and substances used for building, repairing and maintenance of the same, as may be required for furtherance of objects of the Company.

54. To import, export, manufacture, assemble, produce, exhibit, use, manipulate, work, distribute, buy, sell or otherwise deal in all kinds of tools, jigs, dies, moulds, fixtures, technical or electrical or electronic instruments and devices, automotive parts, gauges, appliances, apparatus and all other things capable of being used therein or in the maintenance and working thereof respectively of any of the articles referred to above, as may be required for furtherance of objects of the Company.

55. To carryout research in, design, develop, engineer, alter, exchange or process in any manner, manufacture, deal either as principal or agents, import and export know-how, machinery and equipment including sub-assemblies and other parts and components thereof relating to data processing specifically for improving efficiencies, innovations, products and services, as may be required for furtherance of objects of the Company.

56. To render organisation development services, staff recruitment, development and training services and assistance in equipment handling and establishing of systems and procedures including preparation/ procurement of manuals of all kinds, literature, business forms and instructions sets, consultancy and operational services, relating to management, economic, commercial, financing and technical in all fields of endeavors whether business, governmental, social, educational or any other spheres and to render marketing, market research and development services, as may be required for furtherance of objects of the Company.

(C) The existing Clause III (C) containing the "Other Objects" be deleted.

(D) The existing Clause IV i.e. Liability Clause be substituted by the following new Clause IV: **"THE LIABILITY OF THE MEMBER(S) IS LIMITED AND THIS LIABILITY IS LIMITED TO THE AMOUNT UNPAID, IF ANY, ON THE SHARES HELD BY THEM."**

RESOLVED FURTHER THAT the words 'Companies Act, 1956' wherever appearing in the existing Memorandum of Association be substituted with the words 'Companies Act, 2013' and reference to various Sections of the Companies Act, 1956 in the existing Memorandum of Association be substituted with the reference to the corresponding Sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient including filing necessary E-Form with the Registrar of Companies, to give effect to this resolution."

Item no. 9:

Alteration of Articles of Association

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other requisite approvals, if any, as may be required, approval of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company by addition of the following new article 124A after existing article 124.

124A. To set up, take on lease, operate, invest in and carry out the business of maintaining and developing all types of power plants including electricity generation plants (for electricity generation), co-generation / waste heat recovery power plants, captive power plants, power stations, hydel power stations, solar energy systems, wind power plants, solar-wind hybrid power plants, nuclear power plants and other power stations based on conventional and / or non-conventional / renewable energy sources, transmission lines and all associated or support facilities on its own or in joint venture or in

association with other parties or under special purpose vehicle or on co-operative basis including electricity generation, supply thereof and to construct, lay down, establish, fix such plants, lines etc. and carry out necessary activities for the aforesaid purpose and to deal in equipment, spare parts, accessories, appliances of all types required for taking up electricity generation, transmission, consumption, supplying, offtake and use of power, energy storage, accumulating, banking, transmitting, selling, reselling, power wheeling and transmission, and / or trading electricity, power or energy for all purposes and / or any other facility to generate and use power. And to become a member either on its own or become a client of any power exchange through any member of the power exchange for participating in trading of electricity, renewable energy, renewable energy certificates, carbon emission or offset certificates or any other product or certificate traded at the power exchange.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient including filing necessary E-Form with the Registrar of Companies, to give effect to this resolution."

By Order of the Board

Sanjeeb Kumar Chatterjee
Company Secretary
FCS 4533

Place: Mumbai
Date: 21st July, 2025

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of Item nos. 4 to 9 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 5 to 9 as Special Business as they are unavoidable in nature. The relevant details as required under Regulation 36(3) and (5) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, ("Listing Regulations") of persons seeking appointment / re-appointment as directors, and appointment of Statutory Auditor and Secretarial Auditor is 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 conferencing/other audio visual means ("VC/OAVM") upto 30th September, 2025, 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. The route map for the venue of the AGM is therefore not attached.
5. KFin Technologies Limited ("KFin"), the Company's Registrar and Transfer Agent ("RTA") will provide the facility for voting through remote e-voting, 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. Tuesday, 19th August, 2025. Members seeking inspection of the aforementioned documents can send an email to agmutcl25@adityabirla.com with the subject line **"UltraTech Cement Limited 25th 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 25th AGM"**.
9. Members of the Company had approved the re-appointment of M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, Mumbai (Registration No.: 105146W/W100621) 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 applicable 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 2024-25 is being sent to those shareholders who have not registered their email address with the Company / RTA / Depositories.
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 agmutcl25@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 number 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. Tuesday, 12th August, 2025 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> and clicking on "Speaker Registration" during the period from Friday, 15th August, 2025 (9.00 a.m. IST) upto Sunday, 17th August, 2025 (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 Sunday, 17th August, 2025.





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 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 Friday, 15th August, 2025 (9.00 a.m. IST) and ends on Monday, 18th August, 2025 (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. Tuesday, 12th August, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled 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 e-voting service provider ("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.
	<div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>

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/myeasitoken/Home/Login or https://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/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
	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.
Individual Members login through their demat accounts/ Website of Depository Participant	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.
	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/mobileereg/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. Tuesday, 12th August, 2025 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: <https://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:



RECORD DATE:

30. The Company has fixed Friday, 25th July, 2025 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 Wednesday, 20th August, 2025 to those Members,

whose names are registered in the Company's Register of Members:

- a) as Beneficial Owners as at the end of business on Friday, 25th July, 2025 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 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 on Friday, 25th July, 2025.

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").

In case, the Company is unable to electronically transfer the dividend to any Member due to non-availability of their bank account details, the Company shall dispatch the dividend warrant to them by post.

Equity shares that may be allotted upon exercise of stock options granted under the Employee Stock Option Scheme - 2013 before the record date shall rank pari passu with the existing equity shares and shall also be entitled to receive the dividend, if approved at the AGM.

32. To be able to receive the dividend amount expeditiously and also eliminate the risks associated with fraudulent encashment of warrants, Members are advised to avail of the facility for receipt of dividend through NACH/NEFT.

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, 1961, dividend shall be taxed in the hands of Members at applicable rates of tax, if the amount of dividend exceeds ₹ 10,000.
35. A copy of the intimation about the deduction of tax at source on dividend, which has been previously made to the members is available on the following weblink <https://www.ultratechcement.com/corporate/investors-useful-information>. 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 2016-17 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 2016-17 to the IEPF Suspense Account, after providing necessary intimations to the relevant Members.

38. Details of unpaid/unclaimed dividend and equity shares for the financial year 2016-17 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 and IEPF Suspense Account, 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 2017-18 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 Suspense Account, 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 2017-18, have been informed by the Company to claim the dividend and the equity shares by 15th July, 2025 failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.

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, consolidate the folios, kindly send the following, under a covering letter, addressed to KFin:

- 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

Upon receipt of the above documents, the Company will consolidate the holdings and issue Letter of Confirmation ("LOC") for dematerialization of shares through DP.

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 disbursement of future dividend. Moreover, the possibility of loss/misplacement of dividend warrants will also be eliminated.

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. However, as per applicable SEBI Circular, the

Company / RTA will issue LOC in lieu of share certificate, which should be dematerialized within 120 days from the date of issue of LOC.

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 DP's 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 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.

50. Senior Citizens have to provide the following details:
 - ID proof showing date of birth
 - Folio number
 - Company name
 - Nature of grievance
51. Alternatively, you may also contact KFin on the Toll-free number: 1-800-309-4006 dedicated for Senior Citizens for any queries or information.
52. The cell monitors the complaints received from Senior Citizens and assists them in redressing their grievances.

ONLINE PERSONAL VERIFICATION

53. 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.
54. KFin has introduced an Online Personal Verification ("OPV") process, based on liveness detection and document verification.
55. Key Benefits:
 - A fully digital process, only requiring internet access and a device.
 - Effectively reduces fraud for remote and unknown applicants.
 - Supports KYC requirements.
56. 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).
57. 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 opens special window for re-lodgement of transfer of physical shares

Background: SEBI had discontinued transfer of shares held physically from 1st April, 2019. However, transfer deeds which were lodged prior to the date and rejected due to deficiency in documents could be re-lodged before 31st March, 2021.

New Opportunity: In response to feedback from investors, companies, and transfer agents, SEBI is now offering a special window for re-lodgement of transfer requests of physical shares from 7th July, 2025 to 6th January, 2026. This will give shareholders another chance to re-submit transfer deeds which were originally lodged before 1st April, 2019 but were returned or rejected due to deficiencies in documentation.

Note: All shares re-lodged during this period will be processed through the transfer-cum-demat route, meaning they will only be issued in dematerialized (demat) form after transfer.

ANNEXURE TO THE NOTICE

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

Item no. 4:

Appointment of Statutory Auditor

BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No.:101248W/W-100022) ("BSR") were re-appointed as one of the Joint Statutory Auditor of the Company by the Members at the 20th Annual General Meeting ("AGM") held on 12th August, 2020 to hold office till the conclusion of the 25th AGM of the Company to be held in the calendar year 2025. Accordingly, the second term of BSR, Joint Statutory Auditor of the Company concludes at this AGM.

The Audit Committee having considered various parameters like capability to serve a large organisation with multiple manufacturing locations; audit experience; the audit team; market standing of the firm; clientele served; technical knowledge etc. have recommended the appointment of Deloitte Haskins and Sells LLP (Registration No.: 117366W/W-100018) ("Deloitte") to the Board of Directors of the Company.

The Board of Directors of the Company at their meeting held on 21st July, 2025, based on the recommendation of the Audit Committee, have recommended the appointment of Deloitte as the Joint Statutory Auditor of the Company, to hold office for a first term of five consecutive years from the conclusion of this AGM till the conclusion of the 30th AGM of the Company to be held in the year 2030, at a remuneration of ₹ 5.00 crores (rupees five crores only), plus tax as applicable and reimbursement of out-of-pocket expenses. It is further clarified that Deloitte shall be paid remuneration of ₹ 4.40 crores, payable on a proportionate basis from the date of their appointment, during the financial year 2025–26 for audit of accounts of the Company and for conducting quarterly Limited Review. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and Deloitte from time to time.

Deloitte was constituted in 1997 and has been converted to a Limited Liability Partnership, with the name Deloitte Haskins & Sells LLP, w.e.f. 20th November, 2013. Deloitte is registered with the Institute of Chartered Accountants of India ("ICAI") and is a part of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. They have presence in over 150 countries globally and serving around 76% of the 2023 Fortune Global 500 companies. The registered office of the Firm is One International Center, Tower 3, 31st Floor, Senapati Bapat Marg, Prabhadevi, Mumbai – 400 013, Maharashtra, India.

Pursuant to Section 139 of the Companies Act, 2013 ("the Act") and the rules framed thereunder, the Company has received written consent from Deloitte and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Deloitte has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

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. 4 of this Notice for your approval.

Item no. 5:

Appointment of Secretarial Auditor

Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended, mandates approval of Members by means of an ordinary resolution for appointment of Secretarial Auditor of the Company from the financial year 2025-26 onwards.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ("Board") has proposed the appointment of M/s. Makarand M. Joshi & Co, Peer Reviewed Firm of Company Secretaries in Practice (Firm registration number: P2009MH007000), as Secretarial Auditors of the Company, for a term of five consecutive years from FY 2025-26 till FY 2029-30 at a remuneration of ₹ 7,50,000/- (rupees seven lakh fifty thousand only) plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit of the Company including other services for the financial year 2025-26 and further increment(s) for the remaining tenure of the appointment, as may be mutually decided between the Company and the Secretarial Auditor and approved by the Board of Directors of the Company.

MMJC is a leading firm of practicing Company Secretaries with over 25 years of experience in delivering comprehensive professional services across Corporate Laws, Securities and Exchange Board of India Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc.

MMJC have consented to their appointment as the Secretarial Auditor and have confirmed that they are not disqualified

from being appointed as the Secretarial Auditor and are a peer reviewed firm holding necessary certificate issued by the Institute of Company Secretaries of India.

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. 5 of this Notice for your approval.

Item no. 6:

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2026

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 as per the following details:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai – ₹ 26,50,000/- (rupees twenty six lakhs fifty thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 26,50,000/- (rupees twenty six lakhs fifty thousand only)

plus tax as applicable and reimbursement of out-of-pocket expenses.

In terms of the provisions of Section 148 of the 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

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. 6 of this Notice for your approval.

Item no. 7:

Appointment of Mr. V. Chandrasekaran (DIN: 03126243) as an Independent Director

The Board of Directors at their meeting held on 21st July, 2025, based on the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee"), appointed Mr. V. Chandrasekaran as an

Additional Director (Independent) of the Company, to hold office for a period of five consecutive years with effect from 13th August, 2025 upto 12th August, 2030, not liable to retire by rotation, subject to approval of the Members of the Company.

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

Mr. V. Chandrasekaran is a qualified Chartered Accountant and retired Executive Director (Investment) of LIC of India. He has more than 3 decades of experience in Life Insurance Finance, Housing Finance and Mutual Fund Investment, with adequate exposure to a gamut of Investments.

His areas of expertise include investment decision making; investment monitoring; accounting and investment research; risk management; treasury management; credit appraisal; equity research; and corporate governance.

He is Chairman (Independent) of CARE Ratings Limited. He also serves as Independent Director on the Board of various companies viz. Aditya Birla Housing Finance Limited; eMudhra Limited; Grasim Industries Limited; Tata Investment Corporation Limited; CareEdge Global IFSC Limited, among others.

Key skills, expertise and competencies of Mr. V. Chandrasekaran are as follows: Corporate Governance; Financial Literacy; Strategic Risk Management; Strategic Expertise and General Management.

In the opinion of the Board, Mr. V. Chandrasekaran fulfils the conditions for his appointment as Independent Director as specified in the Companies Act, 2013 ("Act"), the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. V. Chandrasekaran is independent of the management.

Considering his vast experience and qualifications, the Board is of the opinion that Mr. V. Chandrasekaran'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. Chandrasekaran as a Director of the Company. Mr. V. Chandrasekaran 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. Chandrasekaran 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. Chandrasekaran has confirmed that his name does not appear in the list of wilful defaulters issued by the Reserve Bank 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. Chandrasekaran 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. Chandrasekaran is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Chandrasekaran 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. 7 of this Notice for your approval.

Item nos. 8 and 9:

Adoption of new Memorandum of Association and Alteration of Articles of Association

The Company was incorporated under the provisions of the Companies Act, 1956. Consequently, the existing Memorandum of Association ("MOA") of the Company is in accordance with the erstwhile Companies Act, 1956 ("Act 1956").

In terms of Section 4 of the Companies Act, 2013 ("Act 2013") read with Table A of Schedule I, (Memorandum of Association of a Company Limited by Shares), the Objects Clause are divided into:

A. The Objects to be pursued by the Company on its Incorporation are

B. Matters which are necessary for furtherance of the objects specified in Clause (A) are

The Company proposes to adopt a new MOA as per Table-A, Schedule I of Act 2013, in place of the existing MOA, with some changes in the Objects Clause and restated Liability Clause and alter the Articles of Association ("AOA") in the manner and as mentioned in the resolution forming part of this Notice.

The proposed changes are:

Existing	Proposed	
III. The title of existing Clause III is – 'THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE'	The existing title to be deleted.	
A. The Main Objects to Be Pursued by The Company on its Incorporation	A. The objects to be pursued by the company on its incorporation.	To carry on the business of manufacturers of, dealers in and sellers of cement, clinker, lime, plasters, whiting, clay, granule, sand, coke, fuel, artificial stone, builders' requisites & convenience of all kinds and any products or things which may be manufactured out of or with cement or in which the use of cement may be made. (No change)
B. Objects Incidental or Ancillary to The Attainment of The Main Objects	B. Matters which are necessary for furtherance of the objects specified in clause (A)	Retained all clauses from existing part B, i.e 'Objects Incidental or Ancillary to The Attainment of The Main Objects' under Clause III (B) with heading 'Matters which are necessary for furtherance of the objects specified in Clause (A)' and inserted new sub- clauses, being sub-clauses '50' to '56', after the existing sub-clause 49 to meet regulatory and business requirements as explained hereinbelow.

Existing	Proposed	
		<p>50. To set up, take on lease, operate, invest in and carry out the business of maintaining and developing all types of power plants including electricity generation plants (for electricity generation), co-generation / waste-heat recovery power plants, captive power plants, power stations, hydel power stations, solar energy systems, wind power plants, solar-wind hybrid power plants, nuclear power plants and other power stations based on conventional and / or non-conventional / renewable energy sources, transmission lines and all associated or support facilities on its own or in joint venture or in association with other parties or under special purpose vehicle or on co-operative basis including electricity generation, supply thereof and to construct, lay down, establish, fix such plants, lines etc. and carry out necessary activities for the aforesaid purpose and to deal in equipment, spare parts, accessories, appliances of all types required for taking up electricity generation, transmission, consumption, supplying, offtake and use of power, energy storage, accumulating, banking, transmitting, selling, reselling, power wheeling and transmission, and / or trading electricity, power or energy for all purposes and / or any other facility to generate and use power. And to become a member either on its own or become a client of any power exchange through any member of the power exchange for participating in trading of electricity, renewable energy, renewable energy certificates, carbon emission or offset certificates or any other product or certificate traded at the power exchange, as may be required for furtherance of objects of the Company.</p>
		<p>51. To set up and run multi brand retail chain outlets and digital / e-commerce platforms for the marketing and sale of cement and its allied products, and to provide complete building solutions and support services for home builders, developers, contractors, engineers and related stakeholders, as may be required for furtherance of objects of the Company.</p>

Existing	Proposed	
		52. To design, manufacture, export or deal in, granite, gravel, marble, artificial stone, asbestos cement sheets, hume pipes, alabaster steel, iron, metal, chemicals, wood timber, stone, bricks, clay, china, tiles, porcelain, terra cotta, earthenware, pipes, mosaics, slates, basins, chimney pieces, baths, sanitary ware, household fittings, damp course materials, builders' and decorators' plant, material and requisites and fittings, conveniences of all kinds and all kinds of spare parts, accessories and equipments and all materials and substances used for buildings repairing and maintenance of the same of every description, as may be required for furtherance of objects of the Company.
		53. To design, manufacture, erect, repair, buy, sell, export, and deal in all machinery used for the manufacture of cement, lime, plaster, whiting, clay, gravel, sand, minerals, artificial stone and builders requisites made out of cement and conveniences of all kinds and all kinds of spare parts, accessories and equipment and all materials and substances used for building, repairing and maintenance of the same, as may be required for furtherance of objects of the Company.
		54. To import, export, manufacture, assemble, produce, exhibit, use, manipulate, work, distribute, buy, sell or otherwise deal in all kinds of tools, jigs, dies, moulds, fixtures, technical or electrical or electronic instruments and devices, automotive parts, gauges, appliances, apparatus and all other things capable of being used therein or in the maintenance and working thereof respectively of any of the articles referred to above, as may be required for furtherance of objects of the Company.
		55. To carryout research in, design, develop, engineer, alter, exchange or process in any manner, manufacture, deal either as principal or agents, import and export know-how, machinery and equipment including sub-assemblies and other parts and components thereof relating to data processing specifically for improving efficiencies, innovations, products and services, as may be required for furtherance of objects of the Company.

Existing	Proposed	
		56. To render organisation development services, staff recruitment, development and training services and assistance in equipment handling and establishing of systems and procedures including preparation/ procurement of manuals of all kinds, literature, business forms and instructions sets, consultancy and operational services, relating to management, economic, commercial, financing and technical in all fields of endeavors whether business, governmental, social, educational or any other spheres and to render marketing, market research and development services, as may be required for furtherance of objects of the Company.
C. Other Objects	C. To delete	Objects in Clause III (C) deleted.
Clause IV. The liability of the members is limited	Clause IV – The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.	
The words 'Companies Act, 1956' and its reference to various sections wherever appearing in the existing MOA	To be substituted with the words 'Companies Act, 2013' and its reference to various sections.	
-	Addition of new Article 124A after Article 124 in the existing AOA as mentioned in the resolution forming part of this Notice, to meet the regulatory requirements.	

The proposed changes are necessitated for the following reasons:

Sub-clause 50:

As part of its operations, the Company sources electricity from various sources, both internal and external, including group captive arrangements. Recently, electricity authorities in some States have as part of the procedure for verification of status of captive generating plants and captive users, stipulated that there should be a specific clause in the MOA and AOA of a captive generating plant, enabling taking up electricity generation. This requirement needs to be in place by 31st March, 2026.

The insertion of new sub-clause 50 in the MOA and addition of new Article 124A in the AOA is to ensure compliance with the said regulatory requirement.

Sub-clauses 51 to 56:

In line with the evolving business environment, the Company is leveraging e-commerce, technology-enabled distribution and sales methods, among others. These initiatives serve as enablers that support the Company's main business and underscores its transformation from a cement manufacturer into a comprehensive building solutions provider within the cement and construction industry.

In terms of the provisions of sections 13 and 14 of the Act, 2013, a company can adopt the MOA and alter its AOA by passing special resolution.

The Board of Directors, at their meeting held on 21st July, 2025, have approved the above, subject to the approval of the Members. The adoption / alteration shall be effective upon registration of the resolutions with the Registrar of Companies.

The table given above sets out the proposed changes in existing MOA and AOA and a copy of the draft amended MOA and AOA is available for inspection by the Members at <https://www.ultratechcement.com/corporate/investors-/corporate-governance>

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

The Board accordingly recommends the resolutions set out at item nos. 8 and 9 of this Notice for your approval.

By Order of the Board

Sanjeeb Kumar Chatterjee
Company Secretary
FCS 4533

Place: Mumbai
Date: 21st July, 2025

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

Name of Director	Mr. Krishna Kishore Maheshwari
DIN	00017572
Brief Resume	Mr. K. K. Maheshwari is a proven leader with expertise in strategy and finance, a passion for building outstanding teams and a disciplined focus on innovation and excellence in operations. In a distinguished career spanning four decades, of which 38 years have been with the Aditya Birla Group, Mr. Maheshwari has held several key leadership roles, including that of steering the Group's chemicals, international trading, pulp and fibre, textiles and cement business. Mr. Maheshwari is credited with steering the growth of each of the businesses towards a more competitive and sustainable model and has overseen various greenfield and brownfield expansions as well as strategic acquisitions globally. Mr. Maheshwari holds a master's degree in commerce (business administration) and is a Fellow Member of the Institute of Chartered Accountants of India.
Date of Birth/Age	1 st March, 1955 / 70 years
Date of First Appointment	1 st April, 2016
Expertise in specific functional area and experience	Please refer to the Report on Corporate Governance forming part of the Integrated and Sustainability Report.
Qualification	Chartered Accountant
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 ₹ 4,25,000 and Commission of ₹ 40,00,000 was paid for FY 2024-25.
Shareholding in the Company	1,834 Equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board meetings attended during FY 2024-25	8 out of 11
Names of other public limited companies in which directorships held	Nil
Chairman/Member of the Committee of Directors of other public limited companies in which he/she is a Director	Nil
Listed entities in which the Director has resigned in past three years	Vodafone Idea Limited

Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

Name of Director	Mr. V. Chandrasekaran
DIN	03126243
Brief Resume	Mr. V. Chandrasekaran is a qualified Chartered Accountant and retired Executive Director (Investment) of LIC of India. He has more than 3 decades of experience in Life Insurance Finance, Housing Finance and Mutual Fund Investment, with adequate exposure to a gamut of investments. For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth/Age	11 th October, 1957 / 68 years
Date of First Appointment	13 th August, 2025
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	Chartered Accountant
Terms & Conditions of re-appointment	Not Liable to retire by rotation
Remuneration last drawn	Not Applicable [Appointment effective from 13 th August, 2025]
Remuneration proposed to be paid	Mr. Chandrasekaran 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	20 Equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board meetings attended during FY 2024-25	Not Applicable [Appointment effective from 13 th August, 2025]
Names of other public limited companies in which directorships held	<ol style="list-style-type: none"> 1. eMudhra Limited 2. Grasim Industries Limited 3. Aseem Infrastructure Finance Limited 4. Tata Investment Corporation Limited 5. Aditya Birla Housing Finance Limited 6. CARE Ratings Limited 7. CareEdge Global IFSC Limited

Chairman/Member of the Committee of Directors of other public limited companies in which he/she is a Director	<p>Audit Committee:</p> <ol style="list-style-type: none"> 1. Aditya Birla Housing Finance Limited (Chairman) 2. Grasim Industries Limited 3. Aseem Infrastructure Finance Limited 4. eMudhra Limited 5. CareEdge Global IFSC Limited <p>Stakeholders' Relationship Committee:</p> <ol style="list-style-type: none"> 1. Aseem Infrastructure Finance Limited 2. Tata Investment Corporation Limited
Listed entities in which the Director has resigned in past three years	Nil

Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

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: Friday, 15 th August, 2025 (9.00 a.m. IST) upto Sunday, 17 th August, 2025 (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. 7 of this Notice for further information.
5.	Helpline number for VC participation and e-voting	Contact KFin Technologies 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	Tuesday, 12 th August, 2025
7.	Time period for remote e-voting	Commences on Friday, 15 th August, 2025 (9.00 a.m. IST) and ends on Monday, 18 th August, 2025 (5.00 p.m. IST)
8.	Record date	Friday, 25 th July, 2025
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 Thursday, 21 st August, 2025
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, 2 nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093 Email: agmutcl25@adityabirla.com