

ADITYA BIRLA



UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093

Tel No.: 022-66917800/29267800, Fax No.: 022-66928109, website: www.ultratechcement.com,

CIN: L26940MH2000PLC128420

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of UltraTech Cement Limited will be held at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025 on Thursday, 18th July, 2019 at 3:30 p.m. to transact the following business:

ORDINARY BUSINESS:

Item no. 1 - Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2019 and the Reports of Directors' and Auditors' thereon.

Item no. 2 - Declaration of Dividend

To declare dividend on equity shares for the year ended 31st March, 2019.

SPECIAL BUSINESS:

Item no. 3 - Retirement by rotation of Mr. O. P. Puranmalka

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

"RESOLVED THAT Mr. O. P. Puranmalka (DIN: 00062212), a Director who retires by rotation and who has not offered himself for re-appointment, be not re-appointed as a Director of the Company and that the vacancy so caused on the Board of the Company not be presently filled-up."

Item no. 4 - Ratification of the remuneration of the Cost Auditors viz. M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31st March, 2020.

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, 2020 be paid the remuneration as set out below:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai – ₹ 13,50,000/- (rupees thirteen lakhs fifty thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 15,00,000/- (rupees fifteen 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."

Item no. 5 - Appointment of Mr. K. C. Jhanwar as a Director

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and 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), Mr. K. C. Jhanwar (DIN: 01743559), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting 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 a Director of the Company, liable to retire by rotation."

Item no. 6 - Appointment of Mr. K. C. Jhanwar as a Whole-time Director designated as Deputy Managing Director and Chief Manufacturing Officer

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 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (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. K. C. Jhanwar (DIN: 01743559) as Whole-time Director (designated as Deputy Managing Director and Chief Manufacturing Officer) of the Company, subject to retirement by rotation, 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. Jhanwar in the best interests of the Company and as may be permissible at law, viz.:

A. Period

4 Years w.e.f. 19th October, 2018 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration

- i. Basic Salary: ₹ 12,76,000/- (rupees twelve lakhs seventy six thousand only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 25,00,000/- (rupees twenty five lakhs only) per month.
- ii. Special Allowance: ₹ 9,51,336/- (rupees nine lakhs fifty one thousand three hundred and thirty six only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 21,00,000/- (rupees twenty one 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

₹ 3,50,00,000/- (rupees three crore fifty lakhs only) per annum.

- iv. Long-term Incentive Compensation (LTIC) including Employee Stock Options, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to 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.

C. Perquisites

- i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation.
- ii. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per Company policy.
- iii. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- iv. Car: Two cars for use of Company’s Business as per Company car policy.
- v. Reimbursement of expenses on actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the policy of the Company.
- vi. Club fees: Fees of one corporate club in India (including admission and annual membership fee).
- vii. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
- viii. Leave and encashment of leave: as per the policy of the Company.
- ix. Personal accident insurance premium: as per the policy of the Company.
- x. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, as per the policy of the Company.
- xi. Gratuity and /or contribution to the Gratuity Fund of the Company: as per the policy of the Company.
- xii. Other Allowances / benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules

applicable to Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may decide from time to time.

- xiii. Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.
- D. Annual remuneration review is effective 1st July each year, as per the policy of the Company.
- E. Subject as aforesaid, the Deputy Managing Director and Chief Manufacturing Officer shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. K. C. Jhanwar, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- G. 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 read with Schedule V of the 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.
- H. 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. K. C. Jhanwar in accordance with the applicable provisions of the Act read with the Rules thereunder and Schedule V of the Act.
- I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Deputy Managing Director and Chief Manufacturing Officer during the tenure of his appointment.
- J. Though considering the provisions of Section 188 of the Act and the applicable Rules and Schedules thereto, Mr. K. C. Jhanwar would not be holding any office or place of profit by his being a mere director of the Company's 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 subsidiaries / Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- K. Mr. K. C. Jhanwar shall be subject to retirement by rotation during his tenure as the Deputy Managing Director and Chief Manufacturing Officer of the Company. So long as Mr. Jhanwar functions as the Deputy Managing Director

and Chief Manufacturing Officer, 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 the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

Item no. 7 - Re-appointment of Mr. Arun Adhikari 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 and 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the 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), Mr. Arun Adhikari (DIN: 00591057), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the conclusion of this Annual General Meeting till 17th July, 2024."

Item no. 8 - Re-appointment of Mr. S. B. Mathur 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 and 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the 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), Mr. S. B. Mathur (DIN: 00013239), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting

and who will be attaining the age of 75 years and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the conclusion of this Annual General Meeting till 17th July, 2024.”

Item no. 9 - Re-appointment of Mrs. Sukanya Kripalu 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 and 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the 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), Mrs. Sukanya Kripalu (DIN: 06994202), who was appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years with effect from 11th October, 2014, 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 her candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 11th October, 2019 till 10th October 2024.”

Item no. 10 - Re-appointment of Mrs. Renuka Ramnath 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 and 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the 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), Mrs. Renuka Ramnath (DIN: 00147182), who was appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years with effect from 11th October, 2014, 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 her candidature for the office of Director of the Company be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 11th October, 2019 till 10th October 2024.”

Item no. 11 - Increase in borrowing limits from ₹ 6,000 crores over and above the aggregate of the paid-up share capital and free reserves of the Company to ₹ 8,000 crores over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

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

“RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the Annual General Meeting held on 19th July, 2016 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) 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, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is ₹ 8,000 crores (rupees eight thousand crores only) over and above the aggregate of the paid-up share capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and its securities premium and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Item no. 12 - Creation of charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings

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

“RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the Annual General Meeting held on 19th July, 2016 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) 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, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company and its subsidiaries by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company and its subsidiaries including deferred sales tax loans availed / to be availed by various Units of the Company and its subsidiaries, (“hereinafter collectively referred to as “Loans”) provided that the total amount of loans shall not at any time exceed ₹ 8,000 crores (rupees eight thousand crores only) over and above the

aggregate of the paid-up share capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and its securities premium, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, including the power to delegate authority in favour of such Officers of the Company, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

By Order of the Board



S. K. Chatterjee
Company Secretary

Place: Mumbai

Date: 24th April, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE NINETEENTH ANNUAL GENERAL MEETING (“the Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
4. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
5. Corporate members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the meeting.
6. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the meeting shall be sent to the registered office of the Company and addressed to the “Secretarial Department”.
7. The Company’ Statutory Auditors M/s. BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No: 101248W/W100022) and M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No: 105146W) were appointed as Joint Statutory Auditors of the Company for a period of five consecutive years on a remuneration to be determined by the Board of Directors. Their appointment was subject to ratification by the Members at every subsequent Annual General Meeting held after their appointment.

Pursuant to the amendments made to Section 139 of the Act by the Companies (Amendment) Act, 2017 effective

from 7th May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification of the Members for continuance of the appointment of Statutory Auditors at this Annual General Meeting is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

8. An Explanatory Statement pursuant to Section 102 of the Act in respect of Item nos. 3 to 12 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) of persons seeking re-appointment as Director is also annexed.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 12th July, 2019 to Thursday, 18th July, 2019 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.
10. The dividend, as recommended by the Board of Directors, if approved at the meeting, will be paid on or after 19th July, 2019 to those Members or their mandates whose names are registered in the Company’s Register of Members:
 - a) as Beneficial Owners as at the end of business on 11th July, 2019 as per the lists to be furnished by National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) in respect of the shares held in electronic form, and
 - b) as Members in the Register of Members of the Company in physical form which are maintained with the Company’s Registrar & Transfer Agent (“RTA”) viz. Karvy Fintech Private Limited having their address at Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad – 500 032 on 11th July, 2019.

Equity shares that may be allotted upon exercise of stock options granted under the Employee Stock Option Scheme – 2006 and Employee Stock Option Scheme - 2013 before the book closure date shall rank pari passu with the existing equity shares and shall also be entitled to receive the dividend, if approved at the Meeting.

11. *Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2010 –*

2011 has been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

12. In terms of the provisions of Section 124(5) of the Act, dividend, which remains unpaid or unclaimed for a period of 7 (seven) years from the date of declaration will be transferred to IEPF.

Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), equity shares in respect of which dividend has not been paid or claimed for 7 (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 pursuant to the IEPF Rules.

Shareholders, who have so far not encashed their dividend relating to the financial year 2011-12 are requested to do so by 30th August, 2019, by writing to the Secretarial Department at the Registered Office of the Company or to the RTA, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.

In compliance with the aforesaid Rules, the Company has already transferred equity shares pertaining to the financial year 2010-11 to the IEPF Suspense Account, after providing necessary intimations to the relevant shareholders.

Details of unpaid / unclaimed dividend and equity shares for the financial year 2010-11 are uploaded on the website of the Company as well as that of the Ministry of Corporate Affairs, Government of India ("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.

13. a) Members are requested to notify immediately any change of address:
- (i) to their Depository Participants (DPs) in respect of the shares held in electronic form, and
 - (ii) to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Voter ID Card, Passport etc.
- b) In case the mailing address mentioned on this Annual Report is without the PINCODE, Members are requested to kindly inform their PINCODE immediately.

14. Non-resident Indian Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:

- (a) the change in the residential status on return to India for permanent settlement.
- (b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.

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

16. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.

17. (a) Members are advised to avail of the facility for receipt of dividend through National Electronic Clearing Service (NECS). The NECS facility is available at specified locations. Members holding shares in electronic form are requested to contact their respective DPs for availing NECS facility. Members holding shares in physical form are requested to download the NECS form from the website of the Company viz. www.ultratechcement.com and the same duly filled up and signed along with a photocopy of a cancelled cheque may be sent to the Company or its RTA.

- (b) Members who hold shares in electronic form and want to change / correct the bank account details should send the same immediately to their concerned DPs 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 NSDL/CDSL to the Company.

- (c) The Listing Regulations specifies companies to use any of the approved electronic payment facility such as NECS or RTGS etc. for making payments to investors. The Company or its RTA is required to maintain bank details of their investors as follows:

- for investors holding securities in dematerialised form, companies shall seek relevant bank details from the depositories.

- for investors holding securities in physical mode, companies shall maintain updated bank details of the investors at their end.

(d) To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company under the signature of the Sole / First Joint holder, the following information, so that the bank account number, name and address of the bank can be printed on the dividend warrants:

- 1) Name of Sole / First Joint holder and Folio number.
- 2) Particulars of bank account, viz.
 - i) Name of bank
 - ii) Name of branch
 - iii) Complete address of bank with PINCODE
 - iv) Account type, whether Savings (SB) or Current Account (CA)
 - v) Bank Account Number

18. Depository System

The Company has entered into agreements with NSDL and CDSL. 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, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.

In terms of the amendments to the Listing Regulations, w.e.f. 1st April, 2019 requests for effecting transfer of securities in physical form shall not be processed unless

the securities are held in dematerialised form with the depository, i.e. NSDL and CDSL.

Members are therefore requested to demat their physical holding for any further transfer. Members can however continue to make request for transmission or transposition of securities held in physical form.

19. 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 its RTA or can download the form from the Company's website viz. www.ultratechcement.com. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
20. The Annual Report of the Company for the year 2018-19, circulated to the Members of the Company, is available on the Company's website viz. www.ultratechcement.com. The annual accounts of the Company's subsidiary companies and the related detailed information shall be made available to shareholders of the holding and subsidiary companies seeking such information at any point of time.
21. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. deletion of name, transmission of shares and transposition of shares.
22. All documents referred to in this Notice will be available for inspection at the Company's registered office between 11:00 am and 1:00 pm up to 17th July, 2019 on all days (except Saturdays, Sundays and public holidays).
23. In terms of the provisions of the Listing Regulations, the Company is pleased to provide the facility of the webcast of proceedings of the Meeting. Members can view the proceeding of the Meeting by logging on the e-voting website of Karvy at <https://evoting.karvy.com> using their remote e-voting credentials.
24. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is near Siddhivinayak Temple in Prabhadevi.

ANNEXURE TO THE NOTICE

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

Item no. 3 - Retirement by rotation of Mr. O. P. Puranmalka

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. O. P. Puranmalka is to retire by rotation at the upcoming Annual General Meeting. Mr. Puranmalka has conveyed to the Company that he will not be seeking re-appointment as a Director due to other personal commitments.

At present, it is proposed that the vacancy on the Board of the Company created by Mr. Puranmalka's retirement be not filled-up. Under Section 152(7) of the Act, where a vacancy created by retirement by rotation of a director is not to be filled-up, a resolution of the shareholders is required.

Mr. Puranmalka has a long association with the Company. He was earlier the Managing Director of the Company, having retired as such on 31st March, 2016. The Board places on record its appreciation for the valuable contributions during his tenure with the Company.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Puranmalka 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. 3 of this Notice for your approval.

Item no. 4 - Ratification of the remuneration of the Cost Auditors viz. M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31st March, 2020

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, 2020 as per the following details:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai – ₹ 13,50,000/- (rupees thirteen lakhs fifty thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 15,00,000/- (rupees fifteen 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 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

None of the Directors, Key Managerial Personnel 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. 4 of this Notice for your approval.

Item nos. 5 and 6 - Appointment of Mr. K. C. Jhanwar as a Director and as a Whole-time Director designated as Deputy Managing Director and Chief Manufacturing Officer

Based on the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee"), Mr. K. C. Jhanwar (DIN: 01743559) was appointed as an Additional Director on the Board of the Company with effect from 19th October, 2018 to hold office upto the date of the Annual General Meeting and is eligible to be appointed as Director. He was also appointed as Whole-time Director (designated as Deputy Managing Director and Chief Manufacturing Officer) of the Company with effect from 19th October, 2018, subject to the approval of the Members.

Mr. Jhanwar is a Chartered Accountant with over 39 years' experience, of which 38 years' have been with the Aditya Birla Group. He has held various roles in Finance, Operations and General Management across the Cement and Chemicals Business of the Group, including greenfield and brownfield expansions.

The remuneration and other terms and conditions of Mr. Jhanwar's appointment as Whole-time Director (designated as Deputy Managing Director and Chief Manufacturing Officer) as set out in the resolution is subject to your approval.

Mr. Jhanwar is a member of the Company's Stakeholders Relationship Committee and the Risk Management and Sustainability Committee. Other details required to be disclosed in terms of the provisions of the Secretarial Standard on General Meetings forms part of this Notice.

Mr. Jhanwar is not related to any other Director and Key Managerial Personnel of the Company.

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

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

Item nos. 7 to 10 - Re-appointment of Mr. Arun Adhikari, Mr. S. B. Mathur, Mrs. Sukanya Kripalu and Mrs. Renuka Ramnath as Independent Directors

Mr. Arun Adhikari (DIN: 00591057), Mr. S. B. Mathur (DIN: 00013239), Mrs. Sukanya Kripalu (DIN: 06994202) and Mrs. Renuka Ramnath (DIN: 00147182) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. Mr. Adhikari and Mr. Mathur hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company and Mrs. Kripalu and Mrs. Ramnath hold office as Independent Directors of the Company upto 10th October, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination, Remuneration and Compensation Committee (the "NRC Committee") of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, have recommended the re-appointment of Mr. Adhikari, Mr. Mathur, Mrs. Kripalu and Mrs. Ramnath as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company in accordance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The NRC Committee has also considered the continuation of Mr. Mathur as Director as he will be attaining the age of 75 years.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the NRC Committee considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Adhikari, Mr. Mathur, Mrs. Kripalu and Mrs. Ramnath would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Adhikari, Mr. Mathur, Mrs. Kripalu and Mrs. Ramnath as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

A brief profile of the Directors, being re-appointed, is given below:

- Mr. Adhikari is an alumni of the Indian Institute of Technology, Kanpur and the Indian Institute of Management, Calcutta. He joined Hindustan Lever Limited as a Management Trainee in 1977 and worked with the

Unilever Group in India, UK, Japan and Singapore. His areas of responsibility included, sales and marketing, culminating in general management and leadership roles. Mr. Adhikari retired from Unilever in January, 2014 following which he was a Senior Advisor with McKinsey and Company for four years.

- Mr. Mathur is a Chartered Accountant who has served as the Chairman of the Life Insurance Corporation of India (LIC) from August, 2002 to October, 2004. He is on the board of various companies. He also holds Trusteeships, Advisory/Administrative Roles on Government Bodies, Authorities and Corporations.
- Mrs. Kripalu is a graduate from St. Xavier's College and the Indian Institute of Management, Calcutta. She is a consultant in the fields of marketing, strategy, advertising and market research. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the CEO of Quadra Advisory a WPP Group Company.
- Mrs. Ramnath has over the course of three decades in financial services, successfully built several businesses. In 2009, she founded Multiples, a dedicated India focused private equity fund with an AUM of close to USD 1 billion. The young independent platform of Multiples has had stellar success under her leadership and has supported transformational journeys of young companies and new-age professional entrepreneurs across various sectors and situations to build a successful track record for Multiples.

Mrs. Ramnath started her career with the ICICI Group including stints in investment banking and e-commerce; she led ICICI Venture as the MD & CEO of ICICI Venture, to become one of the largest private equity funds in India, scaling the proprietary platform from USD 50 mn to USD 2.5 bn under her management in 8 years. In the Indian PE market, she has pioneered first-to-market transactions like leveraged buyouts and management buyouts as well as incubated several companies. Mrs. Ramnath thrives on the challenges that markets and competition throw in the business, consistently finding ways to succeed by deploying the full human potential to deliver extraordinary returns.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Adhikari, Mr. Mathur, Mrs. Kripalu and Mrs. Ramnath fulfil the conditions for their re-appointment as Independent Directors as specified in the Act, the Rules made thereunder and the Listing Regulations. All of them are independent of the management.

A copy of their draft letters of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 am to 1:00 pm up to 17th July, 2019.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Adhikari, Mr. Mathur, Mrs. Kripalu and Mrs. Ramnath and their relatives are concerned or interested in the respective resolutions for their appointment.

The Board accordingly recommends the resolutions as set out at item nos. 7 to 10 of this Notice for your approval.

Item no. 11 and 12 – Increase in borrowing limits from ₹ 6,000 crores over and above the aggregate of the paid-up share capital and free reserves of the Company to ₹ 8,000 crores over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company and creation of charge over the movable and immovable properties of the Company, both present and future, in respect of borrowings

The Members of the Company at the Annual General Meeting held on 19th July, 2016, authorised the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge over the movable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding ₹ 6,000 crores (rupees six thousand crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act") to ₹ 8,000 crores (rupees eight thousand crores only) above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge over any of the movable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings and those of its subsidiary(ies).

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

The Board accordingly recommends the resolutions set out at item nos. 11 and 12 of this Notice for your approval.

By Order of the Board



S. K. Chatterjee
Company Secretary

Place: Mumbai
Date: 24th April, 2019

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

Name of Director	K. C. Jhanwar	Arun Adhikari	S. B. Mathur	Sukanya Kripalu	Renuka Ramnath
Date of Birth / Age	30 th June, 1957 / 62 years	20 th January, 1954 / 65 years	11 th October, 1944 / 75 years	30 th October, 1960 / 59 years	14 th September, 1961 / 58 years
Date of First Appointment	19 th October, 2018	3 rd December, 2013	10 th September, 2008	11 th October, 2014	11 th October, 2014
Expertise in specific functional area	Company Executive	Company Executive	Company Executive	Marketing consultant	Private equity fund Manager
Qualification	Chartered Accountant	B Tech, PGDM	B.Com, F.C.A, ICWA Part I & II London	IIM, Calcutta	BE and MBA from Mumbai University, AMP from Harvard Business School.
Shareholding in the Company	-	-	-	-	-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	-	-	-	-	-
No. of Board meetings attended during FY19	2	6	5	6	2
Names of other public limited companies in which directorships held	<ol style="list-style-type: none"> Bahar-Ready Mix Concrete Limited Merit Plaza Limited Swiss Merchandise Infrastructure Limited UltraTech Nathdwara Cement Limited 	<ol style="list-style-type: none"> Aditya Birla Capital Limited Aditya Birla Sun Life Insurance Company Limited Vodafone Idea Limited Voltas Limited 	<ol style="list-style-type: none"> DCM Shriram Industries Limited ITC Limited National Collateral Management Services Limited NSE Investments Limited GRG Enterprises Limited Thomas Cook (India) Limited Travel Corporation (India) Limited 	<ol style="list-style-type: none"> Aditya Birla Fashion and Retail Limited Aditya Birla Health Insurance Company Limited Colgate-Palmolive (India) Limited Entertainment Network (India) Limited Huhtamaki PPL Limited 	<ol style="list-style-type: none"> Arvind Limited Indian Energy Exchange Limited Institutional Investor Advisory Services India Limited L&T Technology Services Limited PVR Limited Tata Communications Limited Vastu Housing Finance Corporation Limited
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director					
a) Audit Committee	<ol style="list-style-type: none"> UltraTech Nathdwara Cement Limited - Member 	<ol style="list-style-type: none"> Aditya Birla Sun Life Insurance Company Limited - Member Voltas Limited - Member 	<ol style="list-style-type: none"> ITC Limited- Chairman Travel Corporation (India) Limited - Chairman DCM Shriram Industries Limited - Member NSE Investments Limited - Member GRG Enterprises Limited - Member Thomas Cook (India) Limited - Member Thomas Cook (India) Limited - Member 	<ol style="list-style-type: none"> Aditya Birla Fashion and Retail Limited-Member Aditya Birla Health Insurance Company Limited - Member Colgate Palmolive (India) Limited - Member 	<ol style="list-style-type: none"> Tata Communications Limited - Chairperson L&T Technology Services Limited - Member
b) Stakeholders Relationship Committee	-	-	<ol style="list-style-type: none"> Thomas Cook (India) Limited - Member 	<ol style="list-style-type: none"> Huhtamaki PPL Limited-Chairperson Aditya Birla Fashion and Retail Limited-Member 	<ol style="list-style-type: none"> L&T Technology Services Limited - Chairperson

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

Instructions for Remote e-voting

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services arranged by Karvy Fintech Private Limited ("Karvy"). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").
2. The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Monday, 15th July, 2019 (9:00 a.m. IST) and ends on Wednesday, 17th July, 2019 (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 of Thursday, 11th July, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- (ii) Enter the login credentials (i.e. User ID and Password mentioned above). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, Click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your 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 you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e., UltraTech Cement Limited.
- (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, you may partially

enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder 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) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your 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 you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ultratechevoting@karvy.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/ Depository Participant or requesting physical copy)

- (i) Initial Password is provided, as below, at the bottom of the Attendance Slip for the AGM.

User ID	Password/PIN
-	-

- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) above in (A), to cast your vote.

C. Other Instructions:

- I. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 11th July, 2019.
- II. 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.
- III. 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. Thursday, 11th July, 2019 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

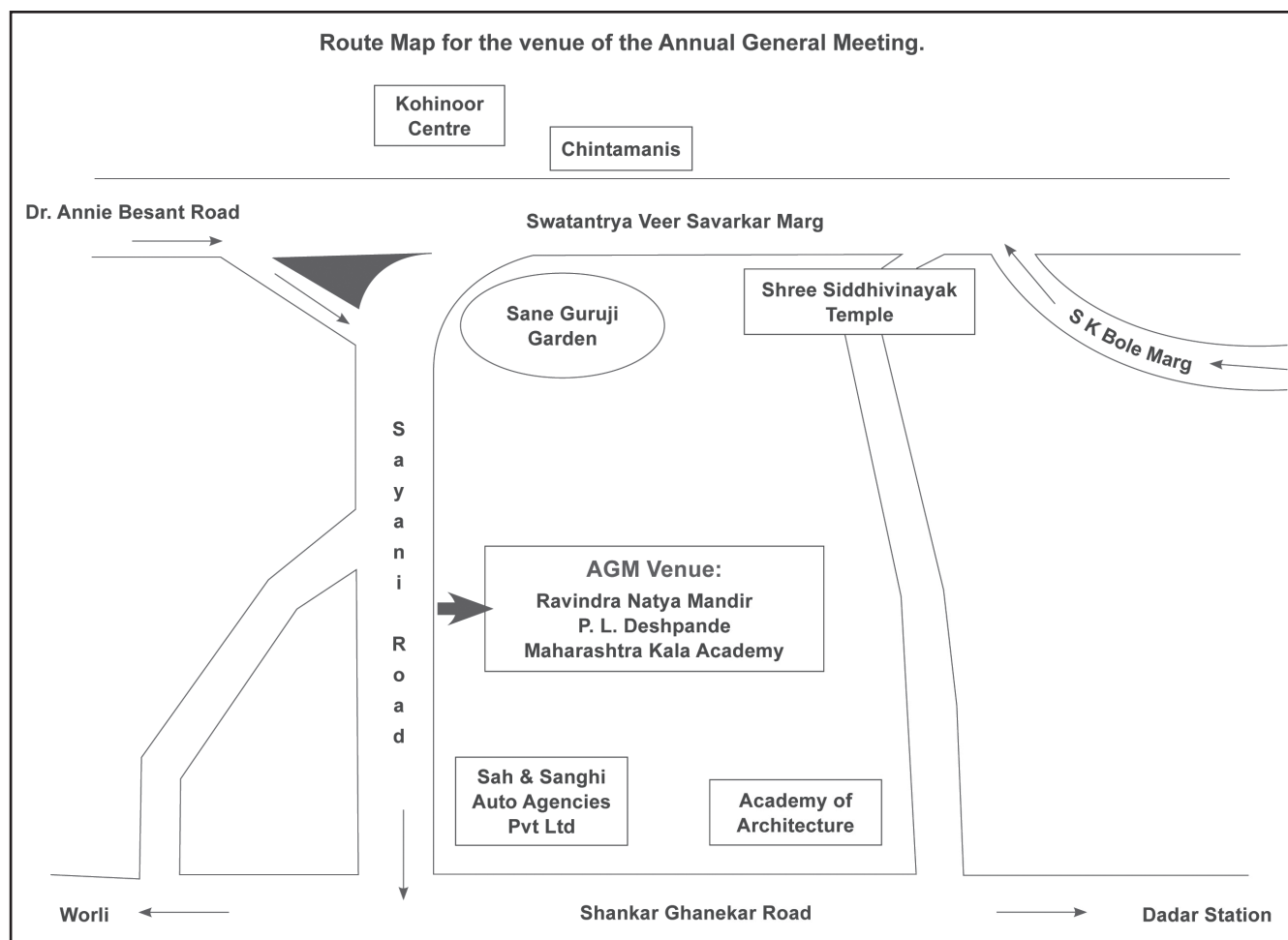
Example for NSDL:
MYEPWD<SPACE> XXXXIN12345612345678

Example for CDSL:
MYEPWD<SPACE> XXXX1402345612345678

Example for Physical:
MYEPWD<SPACE> XXXX1234567890

- b. If e-mail address of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.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 Karvy's toll free number 1-800-3454-001.
 - d. Members may send an e-mail request to evoting@karvy.com. If the Member is already registered with the Karvy e-voting platform then such member can use his/her existing User ID and password for casting the vote through remote e-voting.
- IV. The Board of Directors has appointed Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries as a Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
- V. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
- VI. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes at the meeting, there after unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- VII. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ultratechcement.com and on the website of Karvy www.evoting.karvy.com immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- VIII. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy's website www.evoting.karvy.com.

Route map to the venue of the Annual General Meeting





UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093

Tel No.: 022-66917800/29267800, Fax No: 022-66928109, website: www.ultratechcement.com

CIN: L26940MH2000PLC128420

Form No. MGT – 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail ID:

Folio No. / DP ID and Client ID:

I/We, being the Member(s) of Shares of the above named Company, hereby appoint

1. Name: E-Mail ID:.....

Address

Signature or failing him/her

2. Name: E-Mail ID:.....

Address

Signature or failing him/her

3. Name: E-Mail ID:.....

Address

Signature

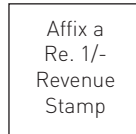
as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 19th Annual General Meeting, to be held on Thursday, 18th July, 2019 at 3:30 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

* I/We wish my above proxy(ies) to vote in the manner I/as indicated in the box below:

Resolution No.	Description	For	Against
1.	Adoption of the Audited Financial Statements (including audited consolidated financial statements) for the financial year ended 31 st March, 2019, the Report of the Board of Directors' and Auditors' thereon.		
2.	Declaration of Dividend.		
3.	Retirement by rotation of Mr. O. P. Puranmalka.		

Resolution No.	Description	For	Against
4.	Ratification of the remuneration of the Cost Auditors viz. M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31 st March, 2020.		
5.	Appointment of Mr. K. C. Jhanwar as a Director.		
6.	Appointment of Mr. K. C. Jhanwar as a Whole-time Director (designated as Deputy Managing Director and Chief Manufacturing Officer).		
7.	Re-appointment of Mr. Arun Adhikari as an Independent Director.		
8.	Re-appointment of Mr. S. B. Mathur as an Independent Director.		
9.	Re-appointment of Mrs. Sukanya Kripalu as an Independent Director.		
10.	Re-appointment of Mrs. Renuka Ramnath as an Independent Director.		
11.	Increase in borrowing limits from ₹ 6,000 crores over and above the aggregate of the paid-up share capital and free reserves of the Company to ₹ 8,000 crores over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.		
12.	Creation of charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings.		

Signed this day of 2019



.....
Signature of Shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

* Please Put a (✓) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

- This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- A proxy need not be a Member of the Company.
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.