

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 Twentieth Annual General Meeting of **UltraTech Cement Limited** will be held on Wednesday, 12th August, 2020 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 receive, consider and adopt:

- the Audited Financial Statements for the financial year ended 31st March, 2020 and the Reports of Directors' and Auditors' thereon.
- the Audited Consolidated Financial Statements for the financial year ended 31st March, 2020 and the Reports of Auditors' thereon.

Item no. 2: Declaration of Dividend

To declare dividend on equity shares for the year ended 31st March, 2020.

Item no. 3: Appointment of Director

To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation and, being eligible, offers herself for re-appointment.

Item no. 4: Re-appointment of 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 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 thereof, for the time being in force), BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No.:101248W/W-100022) be and is hereby appointed as one of the Joint Statutory Auditor of the Company, for a second term of five consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company, at a remuneration of ₹ 2,50,00,000/- (rupees two crores fifty lakhs only) plus tax as applicable and reimbursement of out-

of-pocket expenses in connection with the audit of the Company for the financial year 2020-21 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."

SPECIAL BUSINESS

Item no. 5: 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, 2021

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 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, 2021 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. 6: Appointment of Mr. Kailash Chandra Jhanwar (DIN: 01743559) as Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 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 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. Kailash Chandra Jhanwar (DIN: 01743559) as Managing Director of the Company, for the period and upon the following terms and conditions including remuneration, with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Jhanwar in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

3 years with effect from 1st January, 2020 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration

- i. Basic Salary: ₹ 14,85,000/- (rupees fourteen lakhs eighty-five thousand only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 30,00,000/- (rupees thirty lakhs only) per month as Basic Salary.
- ii. Special Allowance: ₹ 12,15,392/- (rupees twelve lakhs fifteen thousand three hundred ninety-two 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. 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 ₹ 5,50,00,000/- (rupees five crores 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 the Executive Directors and / or Senior Executives of the Company and / or its Subsidiaries and / or any other Incentive applicable to Senior Executives of the Company / Aditya Birla Group, in such manner and with such provisions as may be decided by the Board.

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 Company policy.
- 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 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 the Senior Executives of the Company and / or which may become applicable in the future

and/or any other allowance, perquisites as the Board may from time to time decide.

- xiii. Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.
- D. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Jhanwar, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act read with Schedule V to 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.
- G. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Jhanwar in accordance with the applicable provisions of the Act read with the Rules thereunder and Schedule V of the Act.
- H. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment. Annual remuneration review is effective 1st July each year, as per the policy of the Company.
- I. Though considering the provisions of Section 188 of the Act and the applicable Rules and the Schedule of the Act, Mr. 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.
- J. Mr. Jhanwar shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Jhanwar functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary in this regard."

Item no. 7: Continuation of directorship of Mrs. Rajashree Birla (DIN: 00022995) as a Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws, rules and regulations, consent of the Members be and is hereby accorded to the continuation of Mrs. Rajashree Birla (DIN: 00022995), who will be attaining the age of 75 years on 15th September, 2020, as a Non-Executive Director of the Company."

Item no. 8: Revision in remuneration of Mr. Atul Daga (DIN: 06416619)

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and all 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), 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 and upon recommendation of the Nomination, Remuneration and Compensation Committee of the Board of Directors of the Company, consent of the Members be and is hereby accorded to the revision in the remuneration of Mr. Atul Daga (DIN: 06416619), Whole-time Director and Chief Financial Officer with effect from 1st July, 2020 as follows :

- 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 ₹ 2,00,00,000/- (rupees two crores only) per annum.

All other terms and conditions of remuneration remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary in this regard."

Item no. 9: Re-appointment of Mrs. Alka Bharucha (DIN: 00114067) 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. Alka Bharucha (DIN: 00114067), who was appointed as an Independent Director of the Company to hold office for a term upto five consecutive years with effect from 9th June, 2016, 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 five consecutive years on the Board of the Company with effect from 9th June, 2021 till 8th June, 2026.”

By Order of the Board



Sanjeeb Kumar Chatterjee
Company Secretary
Membership No.: F4533

Place: Mumbai
Date: 20th May, 2020

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) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") of persons seeking appointment/ re-appointment as Director is also annexed.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ("MCA"), and the Securities and Exchange Board of India ("SEBI"), have allowed companies to conduct Annual General Meetings ("AGM") through video-conferencing ("VC") / other audio-visual means ("OAVM") during the calendar year 2020, without the physical presence of Members. This also addresses the health and safety of the Members.

This AGM is being convened in compliance with applicable provisions of the Act and the Rules made thereunder; provisions of the Listing Regulations; the provisions of General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020; General Circular No.17/2020 dated 13th April, 2020 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, ("MCA and SEBI Circulars").
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. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, 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 venue of the AGM. The route map for the venue of the AGM is therefore not attached.
5. KFin Technologies Private Limited, ("KFin"), the Company's Registrar and Transfer Agent will provide the facility for voting through remote e-voting, for participating in the AGM through VC / OAVM and e-voting during the AGM.

6. Generally, a Member entitled to attend and vote at the 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, the certificate from the statutory auditors of the Company certifying that the ESOS Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by the Members through electronic mode during the AGM.

The aforesaid documents along with documents referred to in the 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. Wednesday, 12th August, 2020. Members seeking inspection of the aforementioned documents can send an email to agmutcl@adityabirla.com with the subject line "UltraTech Cement Limited 20th 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 at email IDs ultratechevoting@kfintech.com with a copy marked to evoting@kfintech.com with the subject line "UltraTech Cement Limited 20th AGM".
9. Members of the Company had approved the appointment of M/s. Khimji Kunverji & Co. LLP, Chartered Accountants (Registration No: 105146W/W100621), as one of the Joint Statutory Auditors at the 16th AGM of the Company, which is valid till the 21st AGM of the Company. In accordance with the provisions of the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.

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

10. In accordance with the provisions of the MCA and SEBI Circulars, the Notice along with the Annual Report is being sent through email only to Members whose email IDs are registered with KFin and the Depository Participant / Depository.

11. The Notice of the AGM and the Annual Report are available on the website of the Company viz. www.ultratechcement.com, the website of KFin viz. <https://evoting.karvy.com> and also on those of the BSE Limited viz. www.bseindia.com and the National Stock Exchange of India Limited viz. www.nseindia.com.

12. Members who have still not registered their email IDs are requested to do so at the earliest.

Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant.

Members holding shares in physical mode are requested to register their email IDs with the Company or KFin, for receiving the Notice and Annual Report. Requests can be emailed to agmutcl@adityabirla.com or ultratech.ris@kfintech.com or einward.ris@kfintech.com or by logging into https://ris.kfintech.com/email_registration/.

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

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

13. 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 Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.

14. Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members will be required to grant access to the web-cam to enable two-way video conferencing.

15. 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.

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

17. Members, holding shares as on the cut-off date i.e. Wednesday, 5th August, 2020 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 Saturday, 8th August, 2020 (9:00 a.m. IST) upto Monday, 10th August, 2020 (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 speakers depending on the availability of time at 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 Monday, 10th August, 2020.

18. Members who need assistance before or during the AGM with use of technology, can contact KFin at 1-800-3454-001 or write to them at evoting@kfintech.com

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

19. 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 the AGM.

20. 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 have 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 resolutions.

21. In case of any query and / or help, in respect of attending the AGM through VC / OAVM mode, Members may refer

to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download Section of <https://evoting.karvy.com> or contact Mr. S. V. Raju, Deputy General Manager - Corporate Registry or Mr. Sathish Poojary, Senior 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.: 1800-3454-001 for any further clarifications / technical assistance that may be required.

22. In compliance with the provisions of Section 108 of the Act 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 Listing Regulations the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services arranged by KFin. The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").
23. The remote e-voting period commences on Saturday, 8th August 2020 (9:00 a.m. IST) and ends on Tuesday, 11th August, 2020 (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. Wednesday, 5th August, 2020 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 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 email from KFin (for Members whose email IDs 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**). Folio No./ DP ID-Client ID will be the User ID. However, if a Member has already registered with KFin for e-voting, they can use the existing User ID and password for casting the vote.
- (iii) After entering these details appropriately, Click on "LOGIN".
- (iv) The Member will now reach password change menu wherein they are required to mandatorily change their 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 to change the password and update the contact details like mobile number, email ID, etc. on first login. Members may also enter a secret question and answer of their choice to retrieve the password in case it is forgotten. It is strongly recommended not to share the password with any other person and to take utmost care to keep the password confidential.

- (v) Please login again with the new credentials.
 - (vi) On successful login, the system will prompt 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, a Member may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the total shareholding as mentioned hereinabove. A Member may also choose the option ABSTAIN. If the 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 a Member does not desire to cast their vote on any specific item it will be treated as abstained.
 - (x) Please 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 confirmed, a Member 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).
- B. In case email ID of a Member is not registered with the Depository Participant / Company, then such Member is requested to register/update their email ID with the Depository Participant (in case of shares held in dematerialised form) or inform KFin at the email ID evoting@kfintech.com (in case of shares held in physical form):**
- (i) Upon registration, Member will receive an email from KFin which includes details of E-Voting Event Number (EVEN), User ID and Password.

(ii) Please follow all steps from Note. No. 23(A) (i) to (xi) above to cast the vote by electronic means.

C. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts 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.

D. 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. 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. Wednesday, 5th August, 2020.

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. Wednesday, 5th August, 2020 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 Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

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.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 KFin toll free number 1-800-3454-001.

d. Members may send an email request to: evoting@kfintech.com. If the Member is already

registered with the KFin e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.

IV. The Board of Directors has appointed Mr. B. Narasimhan, Proprietor, BN & Associates, Company Secretaries as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

V. 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.

VI. 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.karvy.com>.

VII. 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/app/> 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 annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.

BOOK CLOSURE:

24. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 31st July, 2020 to Wednesday, 12th August, 2020 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members at the AGM.

PAYMENT OF DIVIDEND:

25. The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Thursday,

13th August, 2020 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 Thursday, 30th July, 2020 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) 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 Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 after giving effect to valid request(s) of transfer of shares in physical form (re-lodgment cases i.e. requests for transfer(s) which were received prior to 1st April, 2019 and returned due to deficiency in the documents) lodged with the Company/ KFin on or before Thursday, 30th July, 2020.

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 Electronic Clearing Service ("ECS") / National Electronic Clearing Service ("NECS").

In terms of the MCA and SEBI Circulars, in case, the Company is unable to pay dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall upon normalisation of the postal services dispatch the dividend warrant to such Member by post.

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

26. In order 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 ECS / NECS.

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

Members holding shares in physical form are requested to download the ECS / 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 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 NSDL or CDSL to the Company.

27. The Listing Regulations specifies companies to use any of the approved electronic payment facility such as ECS, NECS or RTGS etc. for making payments to Members. The Company or KFin is required to maintain bank account details of Members as follows:

- for Members holding securities in dematerialised form, the Company shall seek relevant bank account details from NSDL or CDSL.
- for Members holding securities in physical mode, the Company shall maintain updated bank account details at their end.

28. 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 and name and address of the bank can be printed on the dividend warrants:

- Name of Sole / First Joint holder and Folio number.
- 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

Further, in case Members have not updated their bank account details, please do so by sending a copy of a

cancelled cheque leaf (self-attested), with name, bank account number, bank address and IFSC code printed thereon. In case the cheque leaf does not contain the aforesaid details, please submit a copy of the first page of the bank account passbook showing the aforesaid details, duly attested and signed by the bank manager.

DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

29. The Finance Act, 2020 has abolished dividend distribution tax (DDT). Consequently, dividend shall be taxed in the hands of Members at applicable rates of tax, if the amount of dividend exceeds ₹ 5,000.
30. The Company has by email dated 4th June, 2020, informed Members about the deduction of tax at source on dividend, a copy of which is also uploaded on the website of the Company viz. www.ultratechcement.com. Members are requested to refer to the same for further details.

UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:

31. Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2011-2012 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.
32. In compliance with the aforesaid Rules, the Company has already transferred equity shares pertaining to the financial year 2011-12 to the IEPF Suspense Account, after providing necessary intimations to the relevant Members.
33. Details of unpaid / unclaimed dividend and equity shares for the financial year 2011-12 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.
34. In terms of the provisions of Section 124(5) of the Act, dividend for the financial year 2012-13 and the dividends for the subsequent financial 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 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 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.

35. Members, who have so far not encashed their dividend relating to the financial year 2012-13 are requested to do so by 31st July, 2020, by writing to sharesutcl@adityabirla.com or to KFin, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.

GENERAL:

36. 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 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, Aadhaar Card etc.
37. 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.
38. 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

Upon receipt of the above documents, the Company will consolidate the holdings and return the share certificate(s) with necessary endorsements on the reverse thereof. 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 electronic mode.

39. 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, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

With effect from 1st April, 2019, the Company has stopped effecting transfer of securities in physical form.

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

40. 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 from the office of KFin 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.
41. The annual accounts of the Company's subsidiaries and the related information will be available to Members of the holding and subsidiary companies seeking such information at any point of time.
42. 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.

ANNEXURE TO THE NOTICE

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

Item no. 4: Re-appointment of Auditor

M/s. BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No.:101248W/W-100022) ("BSR") were appointed as one of the Joint Statutory Auditors of the Company by the Members at the 15th Annual General Meeting ("AGM") held on 28th August, 2015 to hold office from the conclusion of the AGM held in the year 2015 till the conclusion of the 20th AGM of the Company to be held in the year 2020. Accordingly, their present term gets completed on conclusion of this AGM. They are eligible for re-appointment for a second term of five years in terms of the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee having considered various parameters like capability to serve a large organisation with multiple manufacturing locations as that of the Company; audit experience; the audit team; market standing of the firm; clientele served; technical knowledge etc. have recommended the re-appointment of BSR to the Board of Directors of the Company, which the Board has accepted and approved, subject to the approval of the Members. It is proposed that an amount of ₹ 2,50,00,000/- (rupees two crores and fifty lakhs only) plus tax as applicable and reimbursement of out-of-pocket expenses be paid to BSR for audit of accounts of the Company for the financial year ended 31st March, 2021 and for conducting quarterly Limited Review during the financial year 2020-21, 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.

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: 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, 2021

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, 2021 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 Act, 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

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: Appointment of Mr. Kailash Chandra Jhanwar as Managing Director

Based on the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee"), Mr. K.C. Jhanwar (DIN: 01743559) was appointed as Whole-time Director (designated as Deputy Managing Director and Chief Manufacturing Officer) of the Company with effect from 19th October, 2018. The Board of Directors, based on the recommendation of the NRC Committee, at its meeting held on 4th September, 2019 has approved the appointment of Mr. Jhanwar as Managing Director of the Company with effect from 1st January, 2020, subject to the approval of the Members.

A brief profile of Mr. Jhanwar is given below:

Mr. K. C. Jhanwar, Managing Director of your Company from 1st January, 2020 is a Chartered Accountant with over 40 years' experience, of which 39 years' have been with the Aditya Birla Group ("the 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 projects.

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

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

The Board accordingly recommends the resolution set out at item no. 6 of this Notice for your approval.

Item no. 7: Continuation of directorship of Mrs. Rajashree Birla as a Non-Executive Director

In terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April, 2019, no listed company shall appoint or continue the appointment of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect. The Nomination Remuneration and Compensation Committee ("NRC Committee") has considered and recommended the continuation of Mrs. Rajashree Birla (DIN: 00022995) as Director as she will be attaining the age of 75 years. Approval of Members is therefore required by way of special resolution for her continuation as Director.

A brief profile of Mrs. Rajashree Birla is given below:

Mrs. Rajashree Birla is an exemplar in the area of community initiatives and rural development. Mrs. Birla spearheads the Aditya Birla Centre for Community Initiatives and Rural Development, the Group's apex body responsible for development projects. She oversees the Group's social and welfare driven work across 40 companies. The footprint of the Centre's work straddles over 5,000 villages, reaching out to 7.5 million people. Furthermore, Mrs. Birla is the Chairperson of the FICCI – Aditya Birla CSR Centre for Excellence, Habitat for Humanity (India) and is on the Board of the Asia Pacific Committee as well as Habitat's Global Committee. She is the Chairperson of FICCI's first ever Expert Committee on CSR. She serves on the Board of Director's CSR Committee of State Bank of India. She is Member on the Advisory Board of "The Research Society for the Care, Treatment and Training of Children in Need of Special Care", Mumbai, and of BAIF Development Research Foundation, Pune. As a patron of arts and culture, she heads the "Sangit Kala Kendra", a Centre for performing arts, as its President.

In recognition of the exemplary work done by Mrs. Birla, leading national and international organisations have showered accolades upon her. Among these the most outstanding ones have been that of the Government of India's "Padma Bhushan" Award in 2011 in the area of "Social Work", The Economic Times "Corporate Citizen of the Year Award" twice over, in 2002 and 2012, besides the "Global Golden Peacock Award for CSR" presented by Dr. Ola Ullsten, the Former Prime Minister of

Sweden, in Portugal in 2010. The Institute of Directors ("IOD") Distinguished Fellowship Award, and FICCI FLO's Lifetime Achievement Award, are among the many other distinctions received by her.

Apart from your Company, Mrs. Birla is a Director on the Boards of Grasim Industries Limited, Hindalco Industries Limited, Century Textiles and Industries Limited, Century Enka Limited and Pilani Investment and Industries Corporation Limited. She is also on the Board of the Group's international companies spanning Thailand, Indonesia, Philippines and Egypt.

Considering Mrs. Birla's seniority, expertise and vast experience, which has immensely benefited the Company, the Board, based on the recommendation of the NRC Committee, considered and approved Mrs. Birla's continuation as Non- Executive Director of the Company.

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

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

Item no. 8: Revision in remuneration of Mr. Atul Daga

Mr. Atul Daga (DIN: 06416619) was appointed as Whole-time Director and Chief Financial Officer of the Company by the Board at its Meeting held on 9th June, 2016 and which was subsequently approved by the Members at the Annual General Meeting held on 19th July, 2016.

Considering the contributions of Mr. Daga and the progress made by the Company under his leadership and based on the recommendation of the Nomination Remuneration and Compensation Committee, the Board at its meeting held on 20th May, 2020 approved the revision in remuneration of Mr. Daga effective from 1st July, 2020, subject to approval by the Members.

The revised remuneration of Mr. Daga as set out in the resolution is subject to your approval.

Mr. Daga is a member of the Company's Finance Committee and Risk Management and Sustainability Committee.

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

The Board recommends the resolution as set out in item no. 8 of this Notice for your approval.

Item no. 9: Re-appointment of Mrs. Alka Bharucha as an Independent Director

Mrs. Alka Bharucha (DIN: 00114067) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies

(Appointment and Qualification of Directors) Rules, 2014. Mrs. Bharucha holds office as Independent Director of the Company for a term of upto five consecutive years with effect from 9th June, 2016 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination, Remuneration and Compensation Committee ("NRC Committee") of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mrs. Bharucha as Independent Director for a second term of five consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the NRC Committee considers that given Mrs. Bharucha's background and experience and contributions made by her during her tenure, the continued association of Mrs. Bharucha would be beneficial to the Company and it is desirable to continue to avail her service as Independent Director. Accordingly, it is proposed to re-appoint Mrs. Alka Bharucha as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years on the Board of the Company with effect from 9th June, 2021.

A brief profile of Mrs. Alka Bharucha is given below:

Mrs. Alka Bharucha, Masters in Law from the University of Bombay and University of London and Solicitor High Court Mumbai and Supreme Court of England and Wales began her career with Mulla & Mulla & Craigie Blunt & Caroe, and joined Amarchand & Mangaldas as partner in 1992. In 2008, she co-founded Bharucha & Partners which, on inception, was ranked by RSG Consulting, London among the top fifteen firms in India. Mrs. Bharucha has been ranked by Chambers Global, Legal 500 and Who's Who Legal amongst India's leading lawyers. She chairs the transactions practice at Bharucha

& Partners. Her core areas of expertise are mergers and acquisitions, joint ventures, private equity, banking and finance.

Mrs. Bharucha is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received declarations from Mrs. Bharucha that she meets 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, Mrs. Bharucha fulfils the conditions for her appointment as Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations.

A copy of the draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members at the Company's website viz. www.ultratechcement.com.

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

The Board accordingly recommends the resolution set out at item no. 9 of this Notice for your approval.

By Order of the Board



Sanjeeb Kumar Chatterjee
Company Secretary
Membership No.: F4533

Place: Mumbai
Date: 20th May, 2020

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

Name of Director	Mr. K. C. Jhanwar	Mrs. Rajashree Birla	Mr. Atul Daga	Mrs. Alka Bharucha
Date of Birth / Age	30 th June, 1957 / 63 years	15 th September, 1945 / 75 years	16 th December, 1965 / 54 years	6 th March, 1957 / 63 years
Date of First Appointment	19 th October, 2018	14 th May, 2004	9 th June, 2016	9 th June, 2016
Expertise in specific functional area	Company Executive	Industrialist	Company Executive	Solicitor
Qualification	C. A.	B.A	C. A	B.A. (Hons), LLB, LLM
Shareholding in the Company	3,541	41,701	8,668	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	-	Mother of Mr. Kumar Mangalam Birla	-	-
No. of Board meetings attended during FY20	6	3	5	6
Names of other public limited companies in which directorships held	<ol style="list-style-type: none"> 1. Bahar Ready Mix Concrete Limited 2. Merit Plaza Limited 3. Swiss Merchandise Infrastructure Limited 4. UltraTech Nathdwara Cement Limited 	<ol style="list-style-type: none"> 1. Aditya Birla Health Services Limited 2. Century Enka Limited 3. Century Textiles and Industries Limited 4. Grasim Industries Limited 5. Hindalco Industries Limited 6. Pilani Investment and Industries Corporation Limited 	<ol style="list-style-type: none"> 1. Dakshin Cements Limited 	<ol style="list-style-type: none"> 1. Aditya Birla Finance Limited 2. Aditya Birla Sun Life AMC Limited 3. Birla Soft Limited 4. Hindalco Industries Limited 5. Honda Cars India Limited 6. Honda Siel Power Products Limited 7. Orient Electric Limited 8. Ultra Tech Nathdwara Cement 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"> 1. UltraTech Nathdwara Cement Limited - Member 	-	-	<ol style="list-style-type: none"> 1. Honda Cars India Limited - Chairperson 2. Birlasoft Limited - Member 3. Honda Siel Power Products Limited - Member 4. Orient Electric Limited - Member 5. Ultra Tech Nathdwara Cement Limited - Member
b) Stakeholders Relationship Committee	-	-	-	<ol style="list-style-type: none"> 1. Birlasoft Limited - Chairperson 2. Orient Electric Limited - Chairperson

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

For ease of participation by Members, provided below are key details regarding the AGM for 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 clicking 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 clicking on "post your queries" / "Speaker registration" as the case may be. Period of registration: Saturday, 8 th August, 2020 (9:00 a.m IST) to Monday, 10 th August, 2020 (3:00 p.m IST)
3	Link for remote e-voting	https://evoting.karvy.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 provided in the Notice.
5	Helpline number for VC participation and e-voting	Contact KFin Technologies Private Limited at 1-800-3454-001 or write to them at evoting@kfintech.com
6	Cut-off date for e-voting	Wednesday, 5 th August, 2020
7	Time period for remote e-voting	Commences on Saturday, 8 th August, 2020 (9:00 a.m. IST) and ends on Tuesday, 11 th August, 2020 (5:00 p.m. IST)
8	Book closure dates	Friday, 31 st July, 2020 to Wednesday, 12 th August, 2020 (both days inclusive)
9	Link for Members to update email ID	https://ris.kfintech.com/email_registration/
10	Last date for publishing results of the e-voting	14 th August, 2020
11	Registrar and Transfer Agent - contact details	KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Tel: 1-800-5724-001 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: agmutcl@adityabirla.com