

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 OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth 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 Friday, 28th August, 2015 at 3:00 pm to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2015 and the Reports of Directors' and Auditors' thereon.
2. To declare dividend on equity shares for the year ended 31st March, 2015.
3. To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation and, being eligible, offers himself for re-appointment.
4. 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 in place of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Registration No.:117366W/W-100018), the retiring Joint Statutory Auditor, to hold office from the conclusion of this Annual General Meeting until the conclusion of the

20th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 19th Annual General Meeting, at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

5. 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), M/s.G. P. Kapadia & Co., Chartered Accountants, Mumbai (Registration No.: 104768W) be and is hereby re-appointed as one of the Joint Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

SPECIAL BUSINESS:

6. 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. N. I. Mehta & 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, 2016 be paid the remuneration as set out below:

- M/s. N. I. Mehta & Co., Cost Accountants, Mumbai – ₹ 7,70,000/- (Rupees seven lacs seventy thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 8,25,000/- (Rupees eight lacs twenty five thousand only)

plus service 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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mrs. Sukanya Kripalu (DIN: 06994202), who was appointed as an Additional Director of the Company with effect from 11th October, 2014 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 11th October, 2014.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mrs. Renuka Ramnath (DIN: 00147182), who was appointed as an Additional Director of the Company with effect

from 11th October, 2014 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 11th October, 2014.”

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to the re-designation of Mr. O. P. Puranmalka (DIN: 00062212) as the Managing Director of the Company with effect from 1st September, 2014.”

10. 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 re-appointment of Mr. O. P. Puranmalka (DIN: 00062212) as the Managing Director of the Company on the terms and conditions as mentioned below with further liberty to 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 re-appointment and remuneration of Mr. O. P. Puranmalka in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

1 year w.e.f. 1st April, 2015 with liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration:

- I. Basic Salary: ₹ 16,23,333/- (Rupees sixteen lacs twenty three thousand three hundred thirty three only) per month with such increases as the Board may decide from time to time, subject however to a ceiling of ₹ 22,00,000/- (Rupees twenty two lacs only) per month.

- II. Special Allowance: ₹ 14,69,667/- (Rupees fourteen lacs sixty nine thousand six hundred sixty seven only) per month with such increment(s) as the Board may decide from time to time, subject however to a ceiling of ₹ 30,00,000/- (Rupees thirty lacs only) per month. This allowance however, will not be taken into account for calculation of retiral benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.
 - III. Variable 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 ₹ 4,50,00,000/- (Rupees four crores fifty lacs only) per annum.
 - IV. Long-term Incentive Compensation / Employee Stock Option as per the plan applicable to the Senior Executives of the Company / Aditya Birla Group including that of any parent /subsidiary company as may be decided by the Board from time to time.
- C. Perquisites:**
- I. Housing: Free furnished accommodation or House Rent Allowance @ 50% of Basic Salary in lieu of Company provided accommodation.
 - II. Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.
 - III. Medical Expenses: Reimbursement of all expenses incurred in India for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable).
 - IV. Leave Travel Expenses: For self and family in accordance with the Rules of the Company.
 - V. Club fees: Fees of one corporate club in India (including admission and membership fees).
 - VI. Personal accident Insurance Premium: For self and family as per the Rules of the Company.
 - VII. Company's contribution towards Provident Fund and Superannuation Fund, on Basic Salary as per the Rules of the Company.
 - VIII. Gratuity calculated on Basic Salary as per the Rules of the Company.
 - IX. Car: Company maintained two cars, as per the Rules of the Company.
 - X. Leave and encashment of leave: As per the Rules of the Company.
 - XI. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per Rules of the Company. Travelling expenses of accompanying spouse on any official overseas or inland trip will be governed as per the policy of the Company.
 - XII. 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, benefits, 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 Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
 - F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the Act or any statutory modification(s) or re-enactment 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. O. P. Puranmalka in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
 - H. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.
 - I. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. O. P. Puranmalka 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 of Directors / Committee(s) of subsidiaries / Joint Ventures of the Company or companies promoted by the Aditya Birla Group.

- J. Mr. O. P. Puranmalka shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Puranmalka 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 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."

11. 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 Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Dilip Gaur (DIN: 02071393), 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 be and is hereby appointed as a Director of the Company."

12. 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. Dilip Gaur (DIN: 02071393) as the Whole-time Director (designated as Deputy Managing Director) of the Company for the period and upon the

following terms and conditions including remuneration with further liberty to 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. Dilip Gaur in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

5 years w.e.f. 15th October, 2014 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

- I. Basic Salary: ₹ 9,16,000/- (Rupees nine lacs sixteen thousand only) per month with such increases as the Board may decide from time to time, subject however to a ceiling of ₹ 15,00,000/- (Rupees fifteen lacs only) per month.
- II. Special Allowance: ₹ 9,55,000/- (Rupees nine lacs fifty five thousand only) per month with such increment(s) as the Board may decide from time to time, subject however to a ceiling of ₹ 20,00,000/- (Rupees twenty lacs 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. Variable 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 ₹ 3,00,00,000/- (Rupees three crores only) per annum.
- IV. Long-term Incentive Compensation / Employee Stock Option as per the plan applicable to the Senior Executives of the Company / Aditya Birla Group including that of any parent /subsidiary company as may be decided by the Board from time to time.

C. Perquisites:

- I. Housing: Free furnished accommodation or House Rent Allowance (HRA) in lieu of Company provided accommodation.
- II. Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.
- III. Medical Expenses Reimbursement: Reimbursement of all expenses incurred in

- India for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable).
- IV. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Rules of the Company.
 - V. Club fees: Fees of one corporate club in India (including admission and membership fees).
 - VI. Car: Two cars for use on Company's Business as per Company policy for Executive Directors.
 - VII. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per Rules of the Company. Travelling expenses of spouse accompanying the Whole-time Director (designated as Deputy Managing Director) on any official overseas or inland trip will be governed as per the policy of the Company.
 - VIII. Leave and encashment of leave: As per the Rules of the Company.
 - IX. Personal accident Insurance Premium: As per the Rules of the Company.
 - X. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, as per the Rules of the Company.
 - XI. Gratuity and /or contribution to the Gratuity Fund of Company: As per the Rules of the Company.
 - XII. 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 decide from time to time.
- D. Annual remuneration review is effective 1st July each year, as per policy of the Company.
 - E. Subject as aforesaid, the Whole-time Director (designated as Deputy Managing Director) 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. Dilip Gaur, Whole-time Director (designated as Deputy Managing Director) 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 limits prescribed from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the Act or any statutory modification(s) or re-enactment 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. Dilip Gaur in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
 - I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Whole-time Director (designated as Deputy Managing Director) during the tenure of his appointment.
 - J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Dilip Gaur 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 of Directors / Committee(s) of subsidiaries / Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
 - K. So long as Mr. Dilip Gaur functions as the Whole-time Director (designated as Deputy Managing Director) of the Company he shall not be subject to retirement by rotation and 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."

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement for Debt Securities, including any amendment, modification, variation or re-enactment to any of the forgoing and other applicable rules / regulations / guidelines and provisions of 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 offer or issue Redeemable Non-Convertible Debentures (NCDs), secured or unsecured in one or more series / tranches aggregating up to an amount not exceeding ₹ 9,000 crores (Rupees nine thousand crores only) on a private placement basis, during a period of one year from the date of passing this resolution, on such terms and conditions, as the Board may, from time to

time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to the Managing Director or Director(s) or any other Officer(s) of the Company or to any other person.”

By Order of the Board



S. K. Chatterjee
Company Secretary

Place: Mumbai

Date: 20th July, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FIFTEENTH 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. An Explanatory Statement pursuant to Section 102 of the Act in respect of item nos. 4 to 13 of the Notice set out above, is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 18th August, 2015 to Friday, 28th August, 2015 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.
9. The dividend, as recommended by the Board, if approved at the meeting, will be paid on or after 31st August, 2015 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 17th August, 2015 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 after giving effect to all valid share transfers in physical form which are lodged with the Company or its Registrar & Transfer Agent (RTA) viz. Sharepro Services (India) Private Limited having their address at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 on or before 17th August, 2015.Equity shares that may be allotted upon exercise of stock options granted under the Employee Stock Option Scheme – 2006 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.
10. *Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Unpaid / Unclaimed dividend for the financial year 2006 – 2007 has been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.*
11. *Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the Financial Year 2007-08 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 years will be transferred to IEPF. Shareholders who have so far not encashed the dividend warrant(s) for the financial year 2007–08 are requested to make their claim to the Secretarial Department at the Registered Office of the Company or the office of the RTA on or before 18th August, 2015 failing which the unpaid / unclaimed amount will be transferred to the IEPF. It may also be noted that once the unpaid / unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the Company or the IEPF in respect of such amount by the Member.*

12. *The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2012 dated 23rd July, 2012 has directed companies to upload on the company's website information regarding unpaid and unclaimed dividend.*

In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on www.ultratechcement.com.

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, Ration Card, 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 Electronic Clearing Service (ECS). The ECS facility is available at specified locations. Members holding shares in electronic form are requested to contact their respective DPs for availing ECS facility. Members holding shares in physical form are requested to download the ECS 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 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 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 / CDSL to the Company.

(c) The Securities and Exchange Board of India (SEBI) vide its Circular dated 21st March, 2013 has provided that companies making cash payments to their investors shall use approved electronic mode of payment such as ECS, NECS, NEFT etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors:-

- For securities held in electronic form, companies shall seek relevant bank details from the DPs.
- For securities held in physical form, companies shall maintain updated bank details received from the investors.

(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 and 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.

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. Disclosure pursuant to Clause 49 of the Listing Agreement and Secretarial Standards on General Meeting, with respect to Directors seeking re-appointment / appointment at the Meeting is attached hereto.
21. The Annual Report of the Company for the year 2014-15, 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.
22. *In terms of circulars issued by SEBI, it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.*
23. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is that it is near the Siddhivinayak Temple in Prabhadevi.

ANNEXURE TO THE NOTICE

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

Item Nos. 4 and 5

In terms of Section 139 of the Companies Act, 2013 ("the Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

M/s. S. B. Billimoria & Co. & M/s. G. P. Kapadia & Co. were appointed as Joint Statutory Auditors of the Company in October, 2004 and re-appointed at every Annual General Meeting thereafter. In 2007, M/s. S. B. Billimoria & Co. merged with M/s. Deloitte Haskins & Sells. M/s. Deloitte Haskins & Sells got converted into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as Deloitte Haskins & Sells LLP with effect from 20th November, 2013.

Deloitte Haskins & Sells LLP and M/s. G. P. Kapadia & Co. have been in office for more than 10 years and in compliance with the provisions of the Act, the Company will have to appoint new auditors in their place by 31st March, 2017.

The Board of Directors has, at its meeting held on 25th April, 2015, appointed BSR & Co. LLP, Chartered Accountants, Mumbai as one of the Joint Statutory Auditor of the Company in place of Deloitte Haskins & Sells LLP, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 19th Annual General Meeting. M/s G. P. Kapadia & Co. will continue to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

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

The resolutions as set out in Item nos. 4 and 5 of this Notice is accordingly commended for your approval.

Item No. 6

The Board of Directors of your Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. N. I. Mehta & 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, 2016 as per the following details:

- M/s. N. I. Mehta & Co., Cost Accountants, Mumbai - ₹ 7,70,000/- (Rupees seven lacs seventy thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 8,25,000/- (Rupees eight lacs twenty five thousand only)

plus service 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

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

The resolution as set out in Item no. 6 of this Notice is accordingly commended for your approval.

Item No.7

Based on the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have appointed Mrs. Sukanya Kripalu as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mrs. Kripalu holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("the Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mrs. Kripalu as a Director of the Company. The Company has also received a declaration from Mrs. Kripalu confirming that she meets the criteria of independence as prescribed under the Act and the Listing Agreement. Mrs. Kripalu is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Mrs. Kripalu fulfils the conditions for her appointment as an independent director as specified in the Act, the Rules made thereunder and the Listing Agreement and she is independent of the management.

Mrs. Sukanya Kripalu is a graduate from St. Xavier's college and alumni of the India Institute of Management, Calcutta. She specialises in the field of marketing, strategy, advertising, market research amongst others. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg India. She was CEO of Quadra Advisory and is presently Director at Sukanya Consulting. Considering her vast experience, her presence on the Board will be of immense value to the Company.

A copy of draft letter of appointment for independent directors, setting out terms and conditions for appointment of independent directors is available for inspection by the Members at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.ultratechcement.com.

None of the Directors, Key Managerial Personnel and their relatives, except Mrs. Sukanya Kripalu and her relatives are concerned or interested in the said resolution.

The resolution as set out in Item no. 7 of this Notice is accordingly commended for your approval.

Item No. 8

Based on the recommendations of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have appointed Mrs. Renuka Ramnath as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mrs. Ramnath holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("the Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mrs. Ramnath as a Director of the Company. The Company has also received a declaration from Mrs. Ramnath confirming that she meets the criteria of independence as prescribed under the Act and the Listing Agreement. Mrs. Ramnath is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Mrs. Ramnath fulfils the conditions for her appointment as an independent director as specified in the Act, the Rules made thereunder and the Listing Agreement and she is independent of the management.