

ADITYA BIRLA



UltraTech

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 Twenty-First Annual General Meeting of **UltraTech Cement Limited** will be held on Wednesday, 18th August, 2021 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, 2021 and the Reports of Directors' and Auditors' thereon.
- the Audited Consolidated Financial Statements for the financial year ended 31st March, 2021 and the Reports of Auditors' thereon.

Item no. 2:

Declaration of Dividend

To declare dividend on equity shares for the year ended 31st March, 2021.

Item no. 3:

Appointment of Director

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.

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(s) thereof, for the time being in force), M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, Mumbai (Registration No.: 105146W/W100621) be and are hereby appointed as one of the Joint Statutory Auditors of the Company, for a second term of 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company, at a remuneration of ₹ 1,85,00,000/- (rupees one crore eighty five 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 2021-22 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, 2022

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act,

2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors viz. M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022 be paid the remuneration as set out below:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai – ₹ 15,50,000/- (rupees fifteen lakhs fifty thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 17,00,000/- (rupees seventeen 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. Sunil Duggal (DIN:00041825) as an Independent Director

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, and other applicable Rules, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sunil Duggal (DIN:00041825), who was appointed as an Additional Director (Independent) of the Company with effect from 14th August, 2020, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire

by rotation and to hold office for a term of five consecutive years with effect from 14th August, 2020 till 13th August, 2025.

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

Item no. 7:

Re-appointment of Mr. Atul Daga (DIN: 06416619), Whole-time Director and Chief Financial Officer

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable Rules, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Atul Daga (DIN: 06416619) as Whole-time Director and Chief Financial Officer 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. Daga in the best interests of the Company and as may be permissible at law, viz.:

A. Period: 3 years with effect from 9th June, 2021 with liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration:

- i. Basic Salary: ₹ 6,34,893/- (rupees six lakhs thirty-four thousand eight hundred and ninety-three only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 12,50,000/- (rupees twelve lakhs fifty thousand only) per month as Basic Salary.

- ii. Special Allowance: ₹ 9,78,031/- (rupees nine lakhs seventy-eight thousand thirty-one only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 20,00,000/- (rupees twenty lakhs only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- iii. Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 3,50,00,000/- (rupees three crores fifty lakhs only) per annum.
- iv. Long-term Incentive Compensation, 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 Whole-time Director and Chief Financial Officer 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. Daga, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules, 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. Daga 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 Mr. Daga 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. Daga 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. Daga shall not be subject to retirement by rotation during his tenure as the Whole-time Director and Chief Financial Officer of the Company. So long as

Mr. Daga functions as the Whole-time Director and Chief Financial Officer, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board 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."

By Order of the Board



Sanjeeb Kumar Chatterjee
Company Secretary
Membership No.: F4533

Place: Mumbai
Date: 7th May, 2021

NOTES:

1. **An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Item nos. 4 to 7 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 5 to 7 as Special Business as they are unavoidable in nature. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, (“Listing Regulations”) of persons seeking appointment / re-appointment as Directors 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 and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, respectively issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 12th May, 2020 and 15th January, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members.

In compliance with the provisions of the Act, Listing Regulations, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.

3. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. ‘B’ Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093 which shall be the deemed venue of the AGM. The route map for the venue of the AGM is therefore not attached.
5. KFin Technologies Private Limited (“KFin”), the Company’s Registrar and Transfer Agent will provide the facility for voting through remote e-voting; for participating at the AGM through VC / OAVM and for e-voting during the AGM.

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

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, certificate from the Company’s auditors certifying that the Company’s ESOS Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) 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 AGM Notice will also be available electronically for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of the AGM, i.e. Wednesday, 18th August, 2021. Members seeking inspection of the aforementioned documents can send an email to agmutcl21@adityabirla.com with the subject line **“UltraTech Cement Limited 21st AGM”**.

8. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the Board / governing body resolution / authorisation etc. authorising their representatives to attend and vote on their behalf. The documents should be emailed to ultratechevoting@kfintech.com and a copy marked to evoting@kfintech.com with the subject line **“UltraTech Cement Limited 21st AGM”**.
9. Members of the Company had approved the re-appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No.: 101248W/W-100022), as one of the Joint Statutory Auditors at the 20th AGM held on 12th August, 2020, which is valid till the 25th 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 AGM Notice along with the Annual Report are being sent through email only to Members whose email IDs are registered with KFin; National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories” or “NSDL / CDSL”).
11. The AGM Notice and the Annual Report are available on the following weblink <https://www.ultratechcement.com/investors/financials>, the website of KFin <https://evoting.kfintech.com> and also on those of the BSE Limited www.bseindia.com and the National Stock Exchange of India Limited www.nseindia.com.
12. Members who have still not registered their email ID are requested to do so at the earliest.
 - Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant(s) (“DPs”).
 - Members holding shares in physical mode are requested to register their email ID with the Company or KFin, for receiving the AGM Notice and Annual Report. Requests can be emailed to agmutcl21@adityabirla.com or ultratech.ris@kfintech.com or einward.ris@kfintech.com or by logging into <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

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

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

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 this 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, 11th August, 2021 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, 14th August, 2021 (9:00 a.m. IST) upto Monday, 16th August, 2021 (3:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab ‘Post Your Queries’ and post their queries / views / questions in the window provided,

by mentioning their name, demat account number / folio number, email ID and mobile number. The window will close at 3.00 p.m. (IST) on Monday, 16th August, 2021.

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


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

19. Members are requested to attend and participate at 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 cast their vote by remote e-voting, may attend the AGM through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a Member 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.
21. In case of any query and / or assistance required, relating to 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.kfintech.com> or contact Mr. S.V. Raju, Deputy General Manager - Corporate Registry or Mr. Satish Poojary, Manager - Corporate Registry, KFin at the email ID evoting@kfintech.com or on phone No.: 040-6716 1500 or call KFin's toll free No.: 1800 309 4001 for any further clarifications / technical assistance that may be required.
22. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is pleased to provide to Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means through

e-voting services arranged by KFin. Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").

23. The remote e-voting period commences on Saturday, 14th August, 2021 (9:00 a.m. IST) and ends on Tuesday, 17th August, 2021 (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, 11th August, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
24. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
25. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.
26. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / DPs.
27. Individual Members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP") i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.
28. The process and manner for remote e-voting and joining and voting at the AGM are explained below:
 - A. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - B. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.
 - C. Access to join the AGM on KFin system and to participate and vote thereat.

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

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:
	i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile.
	ii. On the e-services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. Thereafter enter the existing user ID and password.
	iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on ‘Access to e-voting’ under e-voting services, after which the e-voting page will be displayed.
	iv. Click on company name i.e. ‘UltraTech Cement Limited’ or ESP i.e. KFin.
	v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the AGM.
	2. Those not registered under IDeAS:
	i. Visit https://eservices.nsdl.com for registering.
	ii. Select ‘Register Online for IDeAS Portal’ or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/ .
	iv. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder / Member’ section. A new screen will open.
	v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
	vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
	vii. Click on Company name i.e UltraTech Cement Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period and voting during the AGM.
	viii. Members can also download the NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.
	
Individual Members holding securities in demat mode with CDSL	1. Existing user who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:
	i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com
	ii. Click on New System Myeasi.
	iii. Login to MyEasi option under quick login.
	iv. Login with the registered user ID and password.
	v. Members will be able to view the e-voting Menu.
	vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.
	2. User not registered for Easi / Easiest
	i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering.
	ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.
	iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.

	3.	Alternatively, by directly accessing the e-voting website of CDSL
	i.	Visit www.cdslindia.com
	ii.	Provide demat account number and PAN
	iii.	System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account.
	iv.	After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company i.e. 'UltraTech Cement Limited' or select 'KFin'.
	v.	Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of Depository Participant	i.	Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.
	ii.	Once logged-in, Members will be able to view e-voting option.
	iii.	Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
	iv.	Click on options available against UltraTech Cement Limited or KFin.
	v.	Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

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

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.

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

- vi. On successful login, the system will prompt the Member to select the “EVEN” i.e., “UltraTech Cement - AGM” and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
 - ix. Voting has to be done for each item of the Notice separately. In case Members do not desire to cast their vote on any specific item, it will be treated as abstained.
 - x. A Member may then cast their vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- (2) Members whose email IDs are not registered with the Company / DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
 - ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.
- Alternatively, Members may send an email request at the email ID einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN card copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.
- After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- C. Access to join the AGM on KFin system and to participate and vote thereat.**
- i. Members will be able to attend the AGM through VC / OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFin.
 - ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.
 - iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.
- Other Instructions:**
- I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
 - II. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Wednesday, 11th August, 2021 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