



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.

Mrs. Renuka Ramnath is one of the most experienced private equity fund managers in India with a full cycle track record of investing capital raised from institutions of global repute. She played a pivotal role in shaping the Indian private equity market both in terms of leading pioneering investments as well as opening new pockets of capital for investment into India.

Mrs. Ramnath successfully built several businesses in the ICICI Group including Investment Banking, e-commerce and private equity. Mrs. Ramnath turned an entrepreneur to set up Multiples in 2009. Multiples is a \$400 million independent private equity fund that has the rare distinction of being backed by 15 Indian and global institutions.

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. Renuka Ramnath and her relatives are concerned or interested in the said resolution.

The resolution as set out in Item no. 8 of this Notice is accordingly commended for your approval.

Item Nos. 9 and 10

Based on the recommendations of the Nomination, Remuneration and Compensation Committee ("NRC"), the Board of Directors of the Company ("the Board") at its meeting held on 2nd September, 2014, re-designated Mr. O. P. Puranmalka as Managing Director with effect from 1st September, 2014.

Mr. Puranmalka was appointed as Whole-time Director of the Company for a period of five years with effect from 1st April, 2010. The Board, based on the recommendation of the NRC, at its meeting held on 18th October, 2014, re-appointed Mr. O. P. Puranmalka as Managing Director for a term upto 31st March, 2016, subject to the approval of the Members. The remuneration and other terms and conditions of Mr. Puranmalka's re-appointment as Managing Director as set out in the resolution is subject to your approval.

Mr. O. P. Puranmalka last drew remuneration of ₹ 7.42 crores. In terms of the Employees Stock Option Scheme – 2006, 3,744 stock options have vested in Mr. Puranmalka during the year. Mr. Puranmalka is a member of the Company's Corporate Social Responsibility Committee and Risk Management Committee. Other details required to

be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice.

Mr. Puranmalka is not related to any Director or Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. O. P. Puranmalka and his relatives are concerned or interested in the resolutions.

The resolutions as set out in item Nos. 9 and 10 of this Notice are accordingly commended for your approval.

Item Nos. 11 and 12

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, Mr. Dilip Gaur was appointed as an Additional Director on the Board of the Company with effect from 15th October, 2014 to hold office up to the date of the ensuing Annual General Meeting. He was also appointed as the Whole-time Director of the Company (designated as Deputy Managing Director) with effect from 15th October, 2014, subject to the approval of the Members.

Mr. Gaur joined the Aditya Birla Group in November 2004 as the Country Head and President for the Group's Businesses in Malaysia, before moving to Alexandria Carbon Black Company as its Managing Director in 2007. In February 2008, Mr. Gaur was appointed as Group Executive President and Unit Head of Birla Copper with the Manufacturing, Sales Marketing, Finance & Commercial and all other Unit functions of Birla Copper reporting to him.

Prior to joining the Aditya Birla Group, Mr. Gaur had been with Hindustan Lever Ltd. for over 24 years. He started his career with Engineers India Ltd. Mr. Gaur holds a degree in B. Tech (Chemical Eng.).

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Dilip Gaur as a Director of the Company.

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

In terms of the provisions of Employee Stock Option Scheme-2013, 15,042 Stock Options and 5,313 Restricted Stock Units have been granted to Mr. Dilip Gaur during the year. Mr. Gaur is a member of the Company's Risk Management Committee. Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice.

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

None of the Directors, Key Managerial Personnel and their relatives except Mr. Dilip Gaur and his relatives are concerned or interested in the said resolution.

The resolution as set out in Item nos. 11 and 12 of this Notice is accordingly commended for your approval.

Item No. 13

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 requires any offer or invitation for subscription of redeemable Non-Convertible Debentures (NCDs) and its issuance on private placement basis to be approved by the Members by way of a special resolution. The Rules provide that the said special resolution must be passed in respect of all offers / invitation for the NCDs to be issued during a year.

In order to augment resources for, inter alia, the on going capital expenditure and / or refinancing / repayment / prepayment of existing loans and / or for general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable NCDs, in one or more series / tranches on private placement basis, issuable / redeemable at discount / par / premium.

Accordingly, the approval of the Members is being sought by way of a special resolution as set out in Item No.13 of this Notice authorising the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) of the Company to issue up to an amount not exceeding ₹ 9,000 crores (Rupees nine thousand crores only) on a private placement basis, at a discount or at par or at a premium and at such interest rate as may be appropriate considering the prevailing money market conditions at the time of issuance, during a period of one year from the date of passing of this resolution.

The Board accordingly commends the resolution set out at Item No. 13 of the Notice for your approval.

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

By Order of the Board



S. K. Chatterjee

Company Secretary

Place: Mumbai

Date: 20th July, 2015

Disclosure relating to Directors pursuant to Clause 49 of Listing Agreement and Secretarial Standards on General Meetings.:

Name of Director	Mr. Kumar Mangalam Birla	Mrs. Renuka Ramnath	Mrs. Sukanya Kripalu	Mr. O. P. Purnamalka	Mr. Dilip Gaur
Date of Birth / Age	14 th June, 1967 / 48 years	14 th September, 1961 / 54 years	30 th October, 1960 / 55 years	2 nd January, 1952 / 63 years	20 th May, 1957 / 58 years
Date of First Appointment	14 th May, 2004	11 th October, 2014	11 th October, 2014	16 th January, 2010	15 th October, 2014
Expertise in specific General Functional area	Industrialist	Private equity fund manager	Marketing consultant	Company Executive	Company Executive
Qualification	ACA, MBA	BE and MBA from Mumbai University, AMP from Harvard Business School.	IIM, Calcutta	F.C.A	B. Tech (Chemical Eng.)
Shareholding in the Company	14,065	Nil	Nil	8,089	Nil
No. of Board meetings attended during FY15	6	2	3	7	3
List of outside Directorships held (Public Limited Companies)	1. Aditya Birla Nuvo Limited 2. Birla Sun Life Asset Management Co. Limited 3. Birla Sun Life Insurance Company Limited 4. Century Textiles and Industries Limited 5. Grasim Industries Limited 6. Hindalco Industries Limited 7. Idea Cellular Limited 8. Pilani Investment & Industries Corporation Limited	1. Air India Limited 2. Arvind Lifestyle Brands Limited 3. Arvind Limited 4. Bhartiya Mahila Bank Limited 5. India Energy Exchange Limited 6. Institutional Investor Advisory Services India Limited 7. L&T Technology Services Limited 8. PVR Limited 9. Tata Communications Limited	1. Huhtamaki PPL Limited 2. Pantaloons Fashion and Retail Limited 3. Positive Packaging Industries Limited	1. Dakshin Cements Limited	Nil
Chairman / Member of the Committee of the Board of Directors of the Company	Nil	1. Audit Committee - Member	Nil	Nil	Nil
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director					
a) Audit Committee	Nil	Tata Communications Limited – Chairman	Pantaloons Fashion and Retail Limited – Member	Nil	Nil
b) Stakeholders Committee	Nil	Nil	Nil	Nil	Nil

Note: Pursuant to Clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Stakeholder's Committee have been considered.

Instructions for Remote e-voting

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting"). In order to enable the Members, who do not have the access to remote e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of AGM, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for remote e-voting are given herein below.
2. The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting or by Ballot form shall be able to exercise their right at the AGM.
3. The Members who have cast their vote by remote e-voting or by Ballot form prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Tuesday, 25th August, 2015 (9:00 a.m. IST) and ends on Thursday, 27th August, 2015 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date i.e. Friday, 21st August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depository Participants) :
 - (i) Open the e-mail and also open PDF file viz."UTCL remote e-voting.pdf" with your Client ID or Folio No. as password. The

said PDF file contains your User ID and Password/PIN for remote e-voting. Please note that the Password provided is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting, in which case you can use your existing password for casting the vote.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click 'Login'.
 - (v) Password change menu will appear. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any person and take utmost care of the same.
 - (vi) Home page of remote e-voting will open. Click on remote e-voting – Active Voting cycles.
 - (vii) Select EVEN of UltraTech Cement Limited which is "102245"
 - (viii) Now you are ready for remote e-voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to scrutinizer.utcl@adityabirla.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email IDs are not registered with the Company/ Depository Participant or requesting physical copy)
1. Initial Password is provided, as below, at the bottom of the Attendance Slip for the AGM.

EVEN (Electronic Voting Event Number)	User ID	Password/ PIN
-	-	-

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

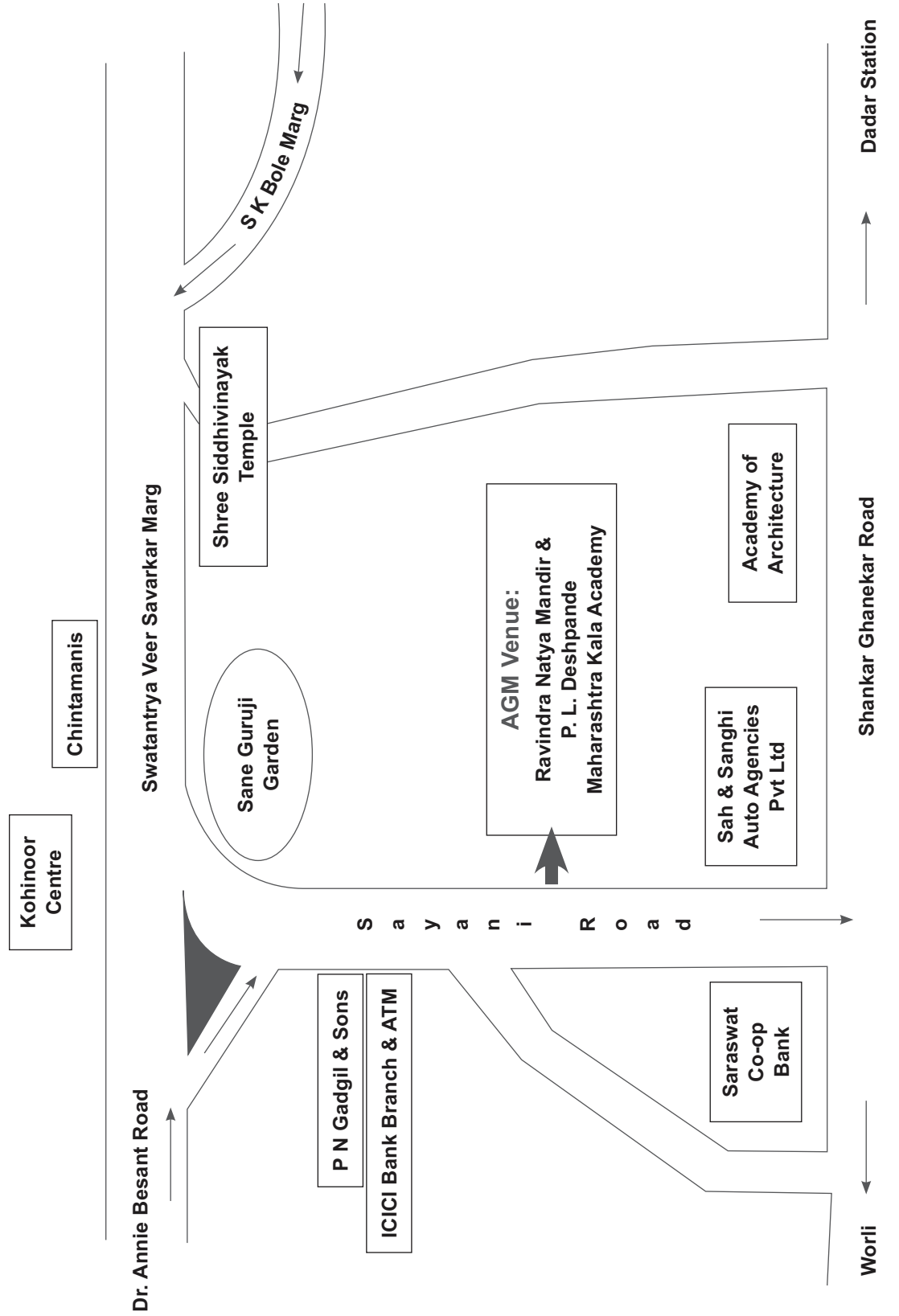
C. Other Instructions:

- I. In case of any queries, please refer to the Frequently Asked Questions (FAQs) for Members and the remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com>. or call on toll free no.: 1800-222-990
- II. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 21st August, 2015.
- IV. 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. 21st August, 2015, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in.
- V. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-900.
- VI. A Member may participate in the AGM even after exercising his right to vote through remote e-voting or Ballot form but shall not be allowed to vote again at the AGM.
- VII. 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, voting through Ballot form as well as voting at the AGM.
- VIII. Mr. Jatin Popat, Partner, BNP & Associates, Practicing Company Secretaries (CP No. 6880) has been appointed as the Scrutiniser to scrutinise the remote e-voting process (including the Ballot form received from the Member(s) who do not have access to the

remote e-voting process) and voting at the AGM in a fair and transparent manner.

- IX. Members who do not have access to remote e-voting facility may send duly completed Ballot form (enclosed with the Annual Report) so as to reach the Scrutiniser appointed by the Board of Directors of the Company, Mr. Jatin Popat, Partner, BNP & Associates, Practicing Company Secretaries not later than Thursday, 27th August, 2015 (5:00 p.m.). Ballot form(s) received after this date will be treated as invalid.
- X. A Member can opt for only one mode of voting. i.e. either through remote e-voting or by Ballot form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot form shall be treated as invalid.
- XI. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutiniser order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.
- XII. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and also votes cast Ballot form, there after unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The results declared along with the Scrutiniser's report shall be placed on the Company's website www.ultratechcement.com and on the website of NSDL www.evoting.nsdl.com immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Route Map for the venue of the Annual General Meeting.



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

Form no. MGT-11

PROXY FORM

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

Name of the Member(s):

Registered address:

E-mail ID:

Folio No. / DP ID and Client ID:

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

1. Name:E-Mail ID:

Address

Signatureor failing him/her

2. Name:E-Mail ID:

Address.....

Signatureor failing him/her

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

Address.....

Signature.....

as my/our proxy to attend and vote(on a poll) for me/us and my/our behalf at the 15th Annual General Meeting, to be held on Friday, 28th August, 2015 at 3:00 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

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

Resolution No.	Description	For	Against
1.	Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31 st March, 2015, the Reports of Directors' and Auditors' thereon.		
2.	Declaration of Dividend.		
3.	Re- appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation.		
4.	Appointment of BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.		
5.	Re- appointment of M/s. G. P. Kapadia & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.		

Resolution No.	Description	For	Against
6.	Ratification of the remuneration of the Cost Auditors viz. M/s. N. I. Mehta & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31 st March, 2016.		
7.	Appointment of Mrs. Sukanya Kripalu as an Independent Director of the Company.		
8.	Appointment of Mrs. Renuka Ramnath as an Independent Director of the Company.		
9.	Re-designation of Mr. O. P. Puranmalka as the Managing Director of the Company.		
10.	Re-appointment and remuneration of Mr. O. P. Puranmalka as the Managing Director of the Company upto 31 st March, 2016.		
11.	Appointment of Mr. Dilip Gaur as a Director of the Company.		
12.	Appointment and remuneration of Mr. Dilip Gaur as the Whole-time Director (designated as Deputy Managing Director) of the Company.		
13.	Issue of Non-convertible Redeemable Debentures on private placement basis upto an amount of ₹ 9,000 crores		

Signed this day of2015.

Affix
a Re. 1/-
Revenue
Stamp

.....
Signature of Shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

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

Notes:

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



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

Fifteenth Annual General Meeting – Friday, 28th August, 2015

BALLOT FORM

(To be returned to Scrutiniser appointed by the Company)

Name(s) of the Member(s) :

Address :

Folio No. / DPID No. and Client ID* :

Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the Fifteenth Annual General Meeting of the Company, to be held on Friday, 28th August, 2015 at 3:00 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025 in respect of businesses as stated in the Notice dated 20th July, 2015 by conveying my/our assent or dissent to the said resolution(s) by placing the tick(✓) mark at the box against the respective matters:

Item No.	Description	No. of equity shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31 st March, 2015, the Reports of Directors' and Auditors' thereon.			
2.	Declaration of Dividend.			
3.	Re- appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation.			
4.	Appointment of BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.			
5.	Re- appointment of M/s. G. P. Kapadia & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.			
6.	Ratification of the remuneration of the Cost Auditors viz. M/s. N. I. Mehta & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31 st March, 2016.			
7.	Appointment of Mrs. Sukanya Kripalu as an Independent Director of the Company.			
8.	Appointment of Mrs. Renuka Ramnath as an Independent Director of the Company.			
9.	Re-designation of Mr. O. P. Puranmalka as the Managing Director of the Company.			
10.	Re-appointment and remuneration of Mr. O. P. Puranmalka as the Managing Director of the Company upto 31 st March, 2016.			

Item No.	Description	No. of equity shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
11.	Appointment of Mr. Dilip Gaur as a Director of the Company.			
12.	Appointment and remuneration of Mr. Dilip Gaur as the Whole-time Director (designated as Deputy Managing Director) of the Company.			
13.	Issue of Non-convertible Redeemable Debentures on private placement basis upto an amount of ₹ 9,000 crores			

*Applicable for investors holding shares in Electronic Form.

Place: _____

Date: _____

Signature of the Member/Beneficial Owner

INSTRUCTIONS

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send it to the Scrutiniser, appointed by the Board of Directors of the Company viz. Mr. Jatin Papat, Partner, BNP & Associates, Practicing Company Secretaries at Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.
2. In case of shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned ballot forms will be rejected.
4. A member need not cast all the votes in the same manner.
5. Duly completed ballot form should reach the Scrutiniser not later than 5:00 p.m. on Thursday, 27th August, 2015.
6. The Scrutiniser's decision on the validity of the ballot form will be final.



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

Attendance Slip for the 15th Annual General Meeting (to be handed over at the registration counter)

Folio No. /	:
DP ID and Client ID	
Name	:
Address	:
No. of Shares	:

I/We hereby record my / our presence at the 15th Annual General Meeting of the Company on Friday, 28th August, 2015 at 3:00 pm at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025.

First / Sole holder / Proxy

Second holder / Proxy

Third holder / Proxy

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password / PIN

Note: The Company is pleased to offer the option of remote e-voting facility to the Members. The business, as set out in the Notice of the Annual General Meeting (AGM), may be transacted by remote e-voting. Members desiring to exercise remote e-voting option may refer to the detailed procedure on electronic voting provided in the Notice of the AGM.