



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 Fourteenth 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 Wednesday, 6th August 2014 at 3.00 pm to transact, with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended 31st March, 2014 and the Report of the Directors' and Auditors' thereon.
2. To declare dividend on equity shares for the year ended 31st March, 2014.
3. To appoint a Director in place of Mr. D. D. Rath (DIN: 00012575), 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), Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Registration No.: 117366 W / W-100018) and M/s. G. P. Kapadia & Co., Chartered Accountants, Mumbai (Registration No.: 104768W) be and are hereby re-appointed as Joint Statutory Auditors of the Company, to hold office from the conclusion of the Fourteenth Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration to each of them, 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 143 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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. Haribhakti & Co., Chartered Accountants, Mumbai (Registration No.: 103523W) be and are hereby re-appointed as Branch Auditors of the Company, to audit the Accounts in respect of the Company's Units at Jafrabad and Magdalla in Gujarat and Ratnagiri in Maharashtra, to hold office from the conclusion of the Fourteenth Annual General Meeting until the conclusion of the next Annual General Meeting of the Company 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.

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."

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, 2015 be paid the remuneration as set out below:

- M/s. N. I. Mehta & Co., Cost Accountants, Mumbai - ₹ 7,00,000/- (Rupees seven lacs only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 7,50,000/- (Rupee seven lacs fifty 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, 152, 161 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, Mr. Arun Adhikari (DIN: 00591057), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice, pursuant to the provisions of Section 160 of the Act, from a member signifying his intention to propose Mr. Adhikari as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the

Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation.”

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, 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, Mr. R. C. Bhargava (DIN: 00007620) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Mr. Bhargava as a candidate for the office of Director of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 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, Mr. G. M. Dave (DIN: 00036455) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting

till the conclusion of the Nineteenth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Mr. Dave as a candidate for the office of Director of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 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, Mr. S. B. Mathur (DIN: 00013239) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Mr. Mathur as a candidate for the office of Director of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 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, Mr. S. Rajgopal (DIN: 00001133) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation, and in respect of whom the Company has received a notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose Mr. Rajgopal as a candidate for the office of Director of the Company.”

By Order of the Board



S. K. Chatterjee
Company Secretary

Place: Mumbai
Date: 28th June, 2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FOURTEENTH 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 FORTYEIGHT 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. Corporate members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 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.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 6 to 11 of the Notice set out above, is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 26th July, 2014 to Wednesday, 6th August, 2014 (both days inclusive) for the purpose of payment of dividend, if any, approved by the members.
6. The dividend, as recommended by the Board, if approved at the meeting, will be paid on or after 7th August, 2014 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 25th July, 2014 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 25th July, 2014.

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.

7. *Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Unpaid / Unclaimed dividend for the financial year 2005 – 2006 has been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.*
8. *Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the Financial Year 2006-07 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 2006–07 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 5th August, 2014, 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.*
9. *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.

10. 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.
11. 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.
12. 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.
13. 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.
14. (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 demat mode, companies shall seek relevant bank details from the Depositories.
 - For securities held in physical mode, 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 Saving (SB) or Current Account (CA)
 - v) Bank Account Number
15. 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.*
16. As per the provisions of Section 72 of the Companies Act 2013, 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.
17. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to Directors seeking re-appointment/appointment at the Annual General Meeting is attached hereto.
18. The Annual Report of the Company for the year 2013-14, 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.
19. *In terms of circulars issued by Securities and Exchange Board of India (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.*
20. In line with the measures of Green Initiative taken by SEBI, Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with the Company or its RTA and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
- If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- A 'Green Initiative' form can be downloaded from the Company's website viz. www.ultratechcement.com for registering the email ID.

Instructions for E-Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

The instructions to Members for e-voting are as under:

(a) In case of Members receiving an e-mail from NSDL:

- (i) Open the PDF file attached to the e-mail, using your Client ID/Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Insert User ID and Initial Password as noted in step (i) above and click 'Login'
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-voting – Active Voting cycles.
- (vii) Select EVEN of UltraTech Cement Limited.
- (viii) Now you are ready for 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.

(b) In case of Members receiving physical copy of the Notice of Annual General Meeting (AGM) and Attendance Slip

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

EVEN (Electronic Voting Event Number)	User ID	Password/ PIN
Provided in the Electronic Voting Particulars Portion of the Attendance Slip		

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xi) above, to cast vote.
- (iii) In case of any queries, please refer to the Frequently Asked Questions (FAQs) for members and the e-voting user manual for members available in the 'Downloads' section of <http://www.evoting.nsdl.com>. You can also contact NSDL via email at evoting@nsdl.co.in

General Instructions:

- (i) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (ii) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Wednesday, 25th June, 2014.
- (iii) In terms of Clause 35B of the Listing Agreement entered into with the stock exchange, the Company has provided an option to their Members who do not have access to the e-voting facility, to cast their votes by way of a ballot. The ballot form is enclosed with the Annual Report.
- (iv) The facility of e-voting shall commence at 9.00 a.m. on Thursday, 31st July, 2014 and shall remain open upto 5.00 p.m. on Saturday, 2nd August, 2014. Members will not be able to cast their votes after 5.00 p.m. on 2nd August, 2014.
- (v) Institutional Members (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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail scrutinizer.utcl@adityabirla.com with a copy marked to evoting@nsdl.co.in.

- (vi) Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting, voting through ballot or e-voting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
- (vii) Mr. Nilesh Trivedi, Partner, KBNT & Associates, Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the Member(s) who do not have access to the e-voting process) in a fair and transparent manner.
- (viii) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour of, or against, if any, forthwith to the Chairman of the Company.
- (ix) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Nilesh Trivedi, Partner, KBNT & Associates, Practicing Company Secretaries not later than 5.00 p.m. on Saturday, 2nd August, 2014. Ballot Form received thereafter will be treated as invalid.
- (x) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ultratech-cement.com within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

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

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, 2015.

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, 2015.

None of the Directors, Key Managerial Personnel and their relatives thereof 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

Mr. Arun Adhikari was appointed as an additional director on the Board of the Company with effect from 3rd December, 2013 to hold office only up to the date of the ensuing Annual General Meeting.

Mr. Adhikari is an alumni of the Indian Institute of Technology, Kanpur and the Indian Institute of Management, Calcutta. He has also undergone an Advanced Management Program at the Wharton School, University of Pennsylvania, USA. He joined Hindustan Lever Limited as Management Trainee in 1977 and was with the Unilever Group working in India and overseas. He has held roles of increasing responsibility in the organisation across strategy, corporate development, sales, consumer research and marketing, culminating in general management and leadership roles.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the candidature of Mr. Adhikari as a Director of the Company.

Mr. Adhikari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence for appointment of an Independent Director on the Company's Board. An Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of directors liable to retire by rotation.

The Company has received a declaration from Mr. Adhikari that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Adhikari fulfils the conditions for his appointment as an Independent Director as specified in the Act, the Rules made thereunder and the Listing Agreement. Mr. Adhikari is independent of the management.

Considering his vast experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Mr. Adhikari as an Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Adhikari and his 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 Nos. 8 to 11

The Companies Act, 2013 ("the Act") provides for appointment of Independent Directors for a term upto 5 consecutive years. Further the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed Company.

The following Directors are Independent Directors viz. Mr. R. C. Bhargava, Mr. G. M. Dave, Mr. S. B. Mathur and Mr. S. Rajgopal on the Board of the Company.

It is proposed to appoint each of them as Independent Directors under Section 149 of the the Act and Clause 49 of the Listing Agreement to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation.

- Mr. R. C. Bhargava holds a Master's degree in Science (Maths) and Arts (Dev. Economics). He joined the Indian Administrative Service in 1956. He has held several senior positions with the Government of India (Joint Secretary, Ministry of Energy and Joint Secretary in Cabinet Secretariat) and Public Sector Undertakings. He is presently the Chairman of Maruti Suzuki India Limited and also serves on the Board of many reputed Companies.
- Mr. G. M. Dave holds a Master's Degree in Commerce and a Bachelor's Degree in Law. He is a partner of Dave & Girish & Co., Advocates. He is also on the Board of several companies.
- Mr. S. B. Mathur was the Chairman of the Life Insurance Corporation of India (LIC) from August 2002 to October 2004. He has been sponsored by United States Agency for International Development ("USAID") for a training program on housing finance at the Wharton Business School of the University of Pennsylvania. He also holds Trusteeships, Advisory/Administrative Roles on Government Bodies, Authorities and Corporations. He is the former Secretary General of Life Insurance Council.
- Mr. S. Rajgopal is an IAS Officer. He served in the Indian Administrative Service and retired as Union Cabinet Secretary, Government of India.

The Company has received notices pursuant to the provision of Section 160 of the Act from Members signifying their intention to propose the candidature of Mr. Bhargava, Mr. Dave, Mr. Mathur and Mr. Rajgopal as Independent Directors of the Company.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Bhargava, Mr. Dave, Mr. Mathur and Mr. Rajgopal fulfil the conditions for their appointment as Independent Directors as specified in the Act, the Rules made thereunder and the Listing Agreement. All of them are independent of the management.

Considering their vast experience, their presence on the Board will be of immense value to the Company.

A copy of their draft letters of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Bhargava, Mr. Dave, Mr. Mathur and Mr. Rajgopal and their relatives are concerned or interested in the respective resolutions for their appointment.

The resolutions as set out in Item nos. 8 to 11 of this Notice are accordingly commended for your approval.

By Order of the Board



S. K. Chatterjee
Company Secretary

Place: Mumbai
Date: 28th June, 2014

Disclosure pursuant to Clause 49 of the Listing Agreement relating to Directors seeking re-appointment / appointment at the Annual General Meeting :

Name of Director	Mr. D. D. Rath	Mr. Arun Adhikari	Mr. R. C. Bhargava	Mr. G. M. Dave	Mr. S. B. Mathur	Mr. S. Rajgopal
Date of Birth	11 th January, 1947	20 th January, 1954	30 th July, 1934	12 th July, 1938	11 th October, 1944	17 th July, 1935
Date of Appointment	6 th July, 2004	3 rd December, 2013	6 th July, 2004	7 th July, 2006	10 th September, 2008	20 th October, 2007
Expertise in specific General Functional area	Company Executive	Company Executive	General Management	Advocate & Corporate Advisor	Company Executive	Civil Service
Qualification	B.Com, FCA	B Tech, PGDM	M.Sc. (Maths), M.A. (Dev. Economics)	M. Com, LLB, CAIIB	B. Com., F.C.A., ICWA Part I& II London	B.A. Hons (Mathematics), M.A. (History)
List of outside Directorships held (Public Limited Companies)	1. Grasim Industries Limited	Nil	1. Dabur India Limited 2. Grasim Industries Limited 3. Idea Cellular Limited 4. Infrastructure Leasing and Financial Services Limited 5. Maruti Suzuki India Limited 6. Polaris Financial Technology Limited 7. Thomson Press India Limited	1. Aditya Birla Chemicals (India) Limited 2. Aditya Birla Retail Limited 3. Grasim Bhiwani Textiles Limited 4. PCS Technology Limited 5. Vinati Organics Limited	1. Axis Bank Limited 2. Cholamandalam MS General Insurance Co. Limited 3. DCM Shriram Industries Limited 4. Havells India Limited 5. Housing Development & Infrastructure Limited 6. Hindustan Oil Exploration Company Limited 7. Infrastructure Leasing and Financial Services Limited 8. IDFC Trustee Co Limited 9. ITC Limited 10. Mindas Corporation Limited 11. National Collateral Management Services Limited 12. National Stock Exchange of India Limited.	1. Larsen & Toubro Limited
Chairman / Member of the Committee of the Board of Directors of the Company	1. Share Transfers and Shareholders/Investors Grievance Committee - Member	—	1. Audit Committee – Chairman 2. Share Transfer and Shareholders/Investors Grievance Committee – Member	1. Audit Committee – Member 2. Share Transfers and Shareholders/Investors Grievance Committee - Member	—	1. Audit Committee – Member

Name of Director	Mr. D. D. Rathi	Mr. Arun Adhikari	Mr. R. C. Bhargava	Mr. G. M. Dave	Mr. S. B. Mathur	Mr. S. Rajgopal
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director a) Audit Committee	Nil	Nil	1. Infrastructure Leasing and Financial Services Limited – Chairman 2. Thomson Press India Limited – Chairman 3. Dabur India Limited – Member 4. Grasim Industries Limited – Member 5. Polaris Financial Technology Limited – Member	1. Aditya Birla Retail Limited – Chairman 2. PCS Technology Limited – Chairman 3. Aditya Birla Chemicals (India) Limited – Member 4. Grasim Bhiwani Textiles Limited – Member 5. Vinati Organics Limited – Member	1. Axis Bank Limited – Chairman 2. Cholamandalam MS General Insurance Co. Limited – Chairman 3. Hindustan Oil Exploration Company Limited – Chairman 4. ITC Limited – Chairman 5. DCM Shriram Industries Limited – Member 6. Havells India Limited – Member 7. Mindas Corporation Limited – Member	Nil
b) Shareholders Committee	1. Grasim Industries Limited- Member	Nil	1. Maruti Suzuki India Limited – Chairman	Nil	1. Axis Bank Limited – Member 2. National Stock Exchange of India Limited - Member	Nil

Note: 1) Pursuant to Clause 49 of the Listing Agreement, only two Committee viz. Audit Committee and Shareholder's Committee have been considered.
 2) The number of shares held by the Directors in the Company is disclosed in the Report on Corporate Governance which forms part of this Annual report.



UltraTech Cement Limited

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

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

CIN: L26940MH2000PLC128420

Form No. MGT -11

PROXY FORM

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

Name of the Member(s):

Registered address:

E-mail ID:

Folio No. / DP ID and Client ID:.....

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

1. Name: E-mail ID:

Address

Signature, or failing him/her

2. Name: E-mail ID:

Address

Signature, or failing him/her

3. Name: E-mail ID:

Address

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting, to be held on Wednesday, the 6th August, 2014 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 Balance Sheet as at 31 st March, 2014, the Statement of Profit & Loss for the financial year ended 31 st March, 2014, the Report of the Board of Directors' and Auditors' thereon.		
2.	Declaration of Dividend.		
3.	Re-appointment of Mr. D. D. Rath, Director retiring by rotation.		
4.	Re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai and M/s. G. P. Kapadia & Co., Chartered Accountants, Mumbai as joint statutory auditors of the Company.		

Resolution No.	Description	For	Against
5.	Re-appointment of M/s. Haribhakti & Co., Chartered Accountants as branch auditor of the Company.		
6.	Approval 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, 2015.		
7.	Appointment of Mr. Arun Adhikari as an Independent Director of the Company.		
8.	Appointment of Mr. R. C. Bhargava as an Independent Director of the Company.		
9.	Appointment of Mr. G. M. Dave as an Independent Director of the Company.		
10.	Appointment of Mr. S. B. Mathur as an Independent Director of the Company.		
11.	Appointment of Mr. S. Rajgopal as an Independent Director of the Company.		

Signed this day of 2014.

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 resolutions 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

Fourteenth Annual General Meeting – Wednesday, 6th August, 2014

BALLOT FORM

(To be returned to Scrutinizer 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 Fourteenth Annual General Meeting of the Company, to be held on Wednesday, 6th August, 2014 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 28th June, 2014 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 Balance Sheet as at 31 st March, 2014, the Statement of Profit & Loss for the financial year ended 31 st March, 2014, the Report of the Board of Directors' and Auditors' thereon.			
2.	Declaration of Dividend.			
3.	Re-appointment of Mr. D. D. Rathi, Director retiring by rotation.			
4.	Re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai and M/s. G. P. Kapadia & Co., Chartered Accountants, Mumbai as joint statutory auditors of the Company.			
5.	Re-appointment of M/s. Haribhakti & Co., Chartered Accountants as branch auditor of the Company.			
6.	Approval 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, 2015.			
7.	Appointment of Mr. Arun Adhikari as an Independent Director of the Company.			
8.	Appointment of Mr. R. C. Bhargava as an Independent Director of the Company.			
9.	Appointment of Mr. G. M. Dave as an Independent Director of the Company.			
10.	Appointment of Mr. S. B. Mathur as an Independent Director of the Company.			
11.	Appointment of Mr. S. Rajgopal as an Independent Director of the Company.			

* 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 Scrutinizer, appointed by the Board of Directors of the Company viz. Mr. Nilesh Trivedi, Partner, KBNT & 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 way.
5. Duly completed ballot form should reach the Scrutinizer not later than 5.00 p.m. on Saturday, 2nd August, 2014.
6. The Scrutinizer's decision on the validity of a ballot form will be final.

STAYING FOCUSED DELIVERING PERFORMANCE



ANNUAL REPORT
2013 - 2014

UltraTech Cement Limited



Mr. Aditya Birla
We live by his values.
Integrity, Commitment, Passion, Seamlessness and Speed.



Dear Shareholder,

The Global Scenario

Worldwide 2014 portends to be much more encouraging than 2013, with the forces driving the global economic recovery firmly entrenched. The IMF projects that global economic growth will rise from 3% in 2013 to 3.6% in 2014, and to 3.9% in 2015. This is largely due to a turn for the better in the developed economies - estimated to grow 2.25% in 2014, a full percentage point more than in 2013. US GDP growth for 2014 is projected at 2.8%, and in the Euro area at 1.2%, while China's economy is expected to grow at 7.5%. GDP growth in the emerging markets and developing economies is slated to increase from 4.7% in 2013 to 4.9% in 2014, as these regions step up exports to the developed markets. Continued fiscal easing, loose monetary policy in developed economies and stable commodity prices should boost the global recovery. The nervousness in the financial markets, particularly related to stability of the southern European economies, has abated considerably. Furthermore, we must be prepared for unforeseen geopolitical developments which may have disruptive ripple effects on the global economy.

The Indian Economy – moving on to a stable footing

The outlook for the Indian economy has turned distinctly positive. The increasing traction of the global economic revival and plans to restore vim to India's economy through a slew of timely measures by the new Government by addressing fiscal imbalances and fast-forwarding investment activity should play out positively in the coming year. The RBI's deft moves to stabilize the Rupee, enabled it to recover from a low of around ₹ 68/\$ to under ₹ 60/\$. The current account deficit for the year has been contained at around 2.5% of GDP. Some progress has been achieved on clearing the backlog of large projects whose approvals had been held up. GDP growth is predicted at around 5.5% in 2014-15.

However industrial production needs to accelerate with the IIP declining 0.1% year-on-year in the first 11 months of 2013-14, vis-à-vis 0.9% growth in the same period last year. Inflation also remains a concern, with the wholesale and consumer price indices in March 2014 up 5.7% and 8.3% respectively year-on-year. Continuing inflationary pressures have been a constraint in reducing interest rates. In the medium term, the economy stands to benefit, if the Goods and Services Tax is rolled out. Further initiatives and reforms in areas such as land acquisition, allocation of natural resources, and taxation would help greatly to boost investor confidence and accelerate investment activity. Overall, the stage seems set for India to shift to a higher growth trajectory.

These developments on the global and the domestic front have a telling effect on your Company's growth and end-results.

“All of your Company's expansion plans are on track. During the year your Company commissioned – a 10,000 TPD clinkerisation plant together with a cement grinding capacity of 1.45 mtpa at Rajashree Cement Works, Karnataka; . . .

In the face of these odds, your Company has posted a turnover of US \$ 3.32 bn (₹ 20,078 crores) and an EBIDTA of US \$ 0.7 bn (₹ 4,147 crores)

The acquisition of the 4.8 mtpa Gujarat Cement Unit of Jaypee Cement Corporation at a cost of US \$ 636 million (₹ 3,800 crores) represents a milestone in your Company's growth strategy. It strengthens your Company's foothold in the growing Western market, bolsters its coastal footprint and enables it to deepen its exports as well. There are many other synergies which are mutually reinforcing.

All of your Company's expansion plans are on track. During the year your Company commissioned – a 10,000 TPD clinkerisation plant together with a cement grinding capacity of 1.45 mtpa at Rajashree Cement Works, Karnataka; a 1.6 mtpa cement grinding unit in Odisha and Thermal Power Plants of 30 mega watts at Rawan Cement Works and 25 mega watts each at Rajashree Cement Works and Andhra Pradesh Cement Works at a total capex of US \$ 450 million (₹ 2,562 crores).

Your Company's installed capacity has been scaled up to nearly 62 million tons. In the next 2 years, we expect it to touch 70 million tons when all of its ongoing projects will be fully commissioned.

Despite the rather subdued growth of the industry, I believe the long term fundamentals and growth prospects remain intact and the capacity additions keep us in the state of preparedness.

Outlook

In the Cement Sector, a 6% growth with the potential to move to over 8% with the economy on a more stable footing, augurs well for your Company.

... a 1.6 mtpa cement grinding unit in Odisha and Thermal Power Plants of 30 mega watts at Rawan Cement Works and 25 mega watts each at Rajashree Cement Works and Andhra Pradesh Cement Works at a total capex of US \$ 450 million (₹ 2,562 crores). ”

“Despite the tectonic shifts witnessed globally and in India, at the Group level we have managed to sustain our revenues at US \$ 40 billion. Much credit must go to the talent resident in our 1,20,000 committed workforce, spanning 36 countries and 42 nationalities.”

“Our reputation as an employer of choice is again something we are incredibly proud of . . .

Having said that, with additional capacities coming on stream your Company is well poised to further consolidate its leadership position in the sectors.

To our teams

In the face of continuing external challenges, our teams across geographies have stayed focused and delivered performance. I thank all of our employees for their tenacity and commitment to sustain top line and bottom line growth year after year.

The Aditya Birla Group in perspective

Despite the tectonic shifts witnessed globally and in India, at the Group level we have managed to sustain our revenues at US \$ 40 billion. Much credit must go to the talent resident in our 1,20,000 committed workforce, spanning 36 countries and 42 nationalities.

I would like to reiterate that we place big bets on our people. Let me elaborate on this aspect in some detail.

As a high performance driven, meritocratic Group, we are constantly focusing on building our talent pool to support our business vision. To this end, substantive initiatives taken earlier have since materialized. These include focused endeavours to build a robust talent pipeline, building the employer brand of our Group beyond India, and achieving the distinction of becoming the most aspirational employer for manufacturing professionals also, besides augmenting talent on the technical side. Furthermore to support our long-term strategies, our business structures have been significantly bolstered.

Our reputation as an employer of choice is again something we are incredibly proud of. We are recognized

as an employer that offers a World of Opportunities and is concerned about the professional growth of its people. We continue to fast track our talent – from our management cadre comprising of 38,200 colleagues, 13% have been promoted, 20% have changed roles and 12% have moved location during the year.

Gyanodaya, our in-house world-class university, continues to be an important mainstay of our progress. Leveraging resources across geographies and partnering with leading global faculty, institutions and corporates, it ensures that our leadership and talent pool stays contemporary and is always in the learning mode.

To be a learning and growing organization is an ongoing endeavour.

Ranked No. 1 in the Nielsen Corporate Image Monitor

I am pleased to share with you that for the second year running our Group has been ranked **No. 1 in the Nielsen Corporate Image Monitor 2013-14**. Across the six pillars of corporate performance – products and services, vision and leadership, workplace environment, financial performance, operating style and social responsibility, Aditya Birla Group “emerges as the pace setter, way ahead of 40 corporates. Nielsen’s Corporate Image Monitor measures the reputation of the 40 leading companies in India across sectors and serves as an important indicator of the strength of the corporate brand”, they state. The companies were covered in the survey, using the Economic Times 500 and the Business Today 500 ranking of listed companies.

Nielsen is among the most renowned global market research companies, headquartered in New York and operating in 60 countries.

... We are recognized as an employer that offers a World of Opportunities and is concerned about the professional growth of its people.”

“I am pleased to share with you that for the second year running our Group has been ranked No. 1 in the Nielsen Corporate Image Monitor 2013-14 ...

*... Aditya Birla Group
emerges as the pace
setter, way ahead of
40 corporates."*

In sum

With the best of talent in our midst, our strong Balance Sheets, robust cash flows, the eye on the customer and unrelenting focus on delivering shareholder value, we are confident of the future. The year ahead I believe will be the one when we consolidate and reinforce what we have achieved in recent years. And see the fruition of the several projects and initiatives in each of the businesses that are currently underway.

Yours sincerely,



Kumar Mangalam Birla

Board of Directors

Kumar Mangalam Birla,
Chairman

Mrs. Rajashree Birla

Arun Adhikari

R. C. Bhargava

G. M. Dave

Rajiv Dube

Adesh Gupta

S. B. Mathur

S. Rajgopal

D. D. Rath

O. P. Puranmalka,
Whole-time Director

Chief Financial Officer

K. C. Birla

Company Secretary

S. K. Chatterjee

Executives

R. K. Shah
*Group Executive President &
CMO (Mfg. & Projects)*

Vivek Agrawal
Chief Marketing Officer

R. Mohnot
Unit Head – White Cement

Gautam Chainani
Chief People Officer

Corporate Finance Division

M. B. Agarwal
Executive President

V. Swaminathan
President (Finance)

Statutory Auditors

Deloitte Haskins & Sells LLP, *Chartered Accountants, Mumbai*

G. P. Kapadia & Co., *Chartered Accountants, Mumbai*

Branch Auditors

Haribhakti & Co., *Chartered Accountants, Mumbai*

Cost Auditors

N. I. Mehta & Co., *Cost Accountants, Mumbai*

N. D. Birla & Co., *Cost Accountants, Ahmedabad*

Solicitors

Amarchand & Mangaldas & Suresh A. Shroff & Co.,
Advocates & Solicitors, Mumbai

1	Financial Highlights
2	Management Discussion and Analysis
9	Report on Corporate Governance
19	Shareholder Information
28	Secretarial Audit Report
30	Social Report – Towards Inclusive Growth
36	Sustainable Development – Synergizing Growth with Responsibility
39	Business Responsibility Report
48	Directors' Report to the Shareholders
62	Independent Auditors' Report
68	Balance Sheet
69	Statement of Profit and Loss
70	Cash Flow Statement
71	Notes
104	Consolidated Financial Statements

REGISTERED OFFICE: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel. : (022) 6691 7800 Fax : (022) 6692 8109. Website : www.ultratechcement.com/www.adityabirla.com
CIN: L26940MH2000PLC128420

REGISTRAR & TRANSFER AGENT: 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
Tel. : (022) 6772 0300 / 6772 0400 Fax : (022) 2859 1568 / 2850 8927

Particulars	Units	2013-14	2012-13	2011-12	2010-11	2009-10
PRODUCTION (Quantity)						
- Clinker	Mn.T	31.52	31.75	31.31	26.75	15.55
- Cement	Mn.T	40.79	40.13	39.43	32.92	17.64
SALES (Quantity)						
- Clinker	Mn.T	0.34	0.50	0.97	1.56	2.46
- Cement	Mn.T	41.13	40.16	39.77	33.23	17.77
PROFIT & LOSS ACCOUNT						
Gross Sales	₹ Crs	22,803	22,705	20,425	14,855	7,729
Excise duty	₹ Crs	2,725	2,682	2,267	1,649	679
Net Sales	₹ Crs	20,078	20,023	18,158	13,206	7,050
Operating Expenses	₹ Crs	16,462	15,504	14,162	10,646	5,078
Operating Profit	₹ Crs	3,616	4,518	3,996	2,560	1,972
Other Income	₹ Crs	531	462	523	262	122
EBITDA	₹ Crs	4,147	4,980	4,519	2,822	2,094
Depreciation / Amortisation	₹ Crs	1,052	945	903	766	388
EBIT	₹ Crs	3,095	4,035	3,617	2,056	1,706
Interest	₹ Crs	319	210	224	273	118
Profit Before Tax	₹ Crs	2,776	3,825	3,393	1,783	1,588
Tax Expenses	₹ Crs	631	1,170	947	379	495
Net Earnings	₹ Crs	2,144	2,655	2,446	1,404	1,093
Cash Earnings	₹ Crs	3,269	3,765	3,356	2,167	1,589
Dividend	₹ Crs	247	247	219	164	75
Dividend distribution tax	₹ Crs	42	42	36	27	12
Dividend (incl. Dividend tax)	₹ Crs	289	289	255	191	87
BALANCE SHEET						
Net Fixed Assets including CWIP	₹ Crs	18,650	17,415	14,798	12,506	5,201
Investments (Non - Current & Current)	₹ Crs	5,392	5,109	3,789	3,730	1,670
Current Assets	₹ Crs	5,713	4,885	4,359	3,759	1,472
Current Liabilities	₹ Crs	5,161	4,859	4,195	3,454	1,299
Net Working Capital	₹ Crs	551	25	164	305	173
Capital Employed	₹ Crs	24,593	22,549	18,750	16,541	7,044
Net Worth represented by:-						
Equity Share Capital	₹ Crs	274	274	274	274	124
Reserves & Surplus	₹ Crs	16,823	14,961	12,586	10,392	4,484
Net Worth	₹ Crs	17,098	15,235	12,860	10,666	4,609
Loan Funds	₹ Crs	5,199	5,409	4,153	4,145	1,605
Deferred Tax Liabilities	₹ Crs	2,296	1,906	1,738	1,730	831
Capital Employed	₹ Crs	24,593	22,549	18,750	16,541	7,044
RATIOS & STATISTICS						
EBITDA Margin	%	21%	25%	25%	21%	30%
Net Margin	%	11%	13%	13%	11%	16%
Interest Cover (EBITDA/Gross Interest)	Times	10.46	15.09	17.27	10.24	15.38
ROCE (PBIT/Average Capital Employed)	%	13%	20%	20%	16%	25%
Current Ratio	Times	1.11	1.01	1.04	1.09	1.13
Debt Equity Ratio	Times	0.30	0.36	0.32	0.39	0.35
Dividend per share	₹ / Share	9.00	9.00	8.00	6.00	6.00
Dividend Payout on Net Profit	%	13.5%	10.9%	10.4%	13.6%	8.0%
EPS	₹ / Share	78.21	96.87	89.26	62.74	87.82
Cash EPS before exceptional items	₹ / Share	119.22	137.36	122.48	95.14	127.65
Book Value per share	₹ / Share	623	556	469	389	370
No. of Equity Shares	Nos. Crs	27.42	27.42	27.41	27.40	12.45

1.Short Term Borrowings and Current maturities of Long Term Borrowings have been included in Loan Funds excluding the same from Current Liabilities.



OVERVIEW

The year 2013-14 continues to be a challenging year for the global economy which grew at 3% in 2013 as against 3.2% in 2012. The Indian economy was also impacted to some extent due to the global factors.

Domestic growth slowed down to around 4.5% - 5% from the high growth era of 8% to 9%. Although agriculture and allied sectors showed some improvement, performance of the manufacturing sector was muted. The government in a bid to contain fiscal deficit cut down its expenditure which further impacted growth. The government and the RBI took several measures to contain fiscal and current account deficit to stabilise the exchange rate and eventually investor confidence. Although the Cabinet Committee on investments approved large infrastructure projects, implementation and execution remain the key. The pillars for driving growth in the long term viz. favourable demographics and abundant natural resources remains intact. Proper policy measures to leverage on these pillars would drive long term growth. Nevertheless, India's growth story is attractive as compared to other advanced and emerging economies. With gradual reduction in fiscal deficit and moderating inflation, it is expected that interest rates may soften resulting in stimulating demand in the housing sector.

The Indian cement industry was impacted by these developments. Although the year began with hopes of rise in cement demand on the back of government spending in the run up to the general

elections, overall the demand remained sluggish on account of lack of government spending, prolonged monsoon, gloomy political environment including policy matters, shortage of sand in major cement consuming states and low off-take from the infrastructure and housing sectors.

More capacity addition in the recent past compared to incremental demand continued to plague the industry. This resulted in sector capacity utilisation declining to below 70%. The demand-supply mis-match is expected to stay for some more time. The subdued demand and over-capacity resulted in prices remaining under pressure. Further, logistics and raw material costs continued to rise given the increase in railway freight and HSD prices. Though prices of imported coal softened, the depreciation in rupee negated the benefit.

The outlook in the short term continues to remain challenging, demand growth in the long term is likely to be around 8% on the back of housing and infrastructure spends as outlined in the 12th five year plan (2012-17). The total investment in the infrastructure sector in the 12th Five year plan is estimated to be USD 1 Trillion.

Your Company continued its efforts towards cost optimisation and operational efficiencies which to some extent helped in containing costs.

Against this background the performance of your Company during the year under review is presented as indicated:



Your Company's Cement Unit

BUSINESS AND FINANCIAL PERFORMANCE REVIEW

– Production and Capacity Utilisation

	FY14	FY13	% change
Grey Cement			
Installed capacity (MMTPA):			
Cement	53.95	50.90	6
Production (MMT):			
Cement	40.79	40.13	2
Capacity Utilisation:*			
Grey cement capacity utilisation	79%	82%	(3)
White Cement & Putty			
Installed capacity (LMT):	13.60	13.60	—
Production (LMT):	11.67	10.20	14%

*capacity utilisation based on period of new capacity in operations

MMTPA = Million Metric Tonne Per Annum .

MMT = Million Metric Tonne. LMT = Lac Metric Tonne

Upon commissioning of Cement grinding capacity of 3.05 MMTPA during the year, your Company's total Cement capacity stands at 53.95 MMTPA in India.

Your Company has produced 40.79 million tonnes of cement, which is marginally up by 2% over

the last year, though capacity utilisation declined to 79% due to the lag between the capacity expansion and demand growth.

– Sales Volume

	FY14	FY13	% change
Sales Volume (MMT):			
Domestic –			
Cement (Grey)	40.38	39.42	2
Clinker	0.23	0.16	44
Total	40.61	39.58	3
Exports –			
Cement (Grey)	0.75	0.74	0.13
Clinker	0.11	0.33	(67)
Total	0.86	1.07	(20)
Total Sales Volume	41.47	40.65	2
White Cement & Putty (LMT)	11.41	10.18	12

Domestic cement volume grew by 2% over the last year as compared to expected industry growth of around 1%. Cement exports volume remained in line with the last year, though clinker export volume declined to 0.11 million tonnes from 0.33 million tonnes.

Financial Highlights

(₹ in Crores)

	FY14	FY13	% change
Net Turnover	20,078	20,023	—
Domestic	19,791	19,709	—
Exports	287	314	(9)
Other Income	531	462	15
Total Expenditure	16,462	15,505	(6)
Profit Before Interest, Depreciation and Tax (PBIDT)	4,147	4,980	(17)
PBIDT Margin (%)	21	25	(4)
Depreciation	1,052	945	(11)
Profit Before Interest and Tax (PBIT)	3,095	4,035	(23)
Interest	319	210	(52)
Profit Before Tax	2,776	3,825	(27)
Tax Expenses	631	1,170	(46)
Net Profit after Tax	2,144	2,655	(19)

Net Turnover & Realisation

The overall net turnover at ₹ 20,078 crores is on par with the previous year. The impact of increase in sales volume has been negated by the decline in cement sales prices. During the year overall cement prices remained under pressure in the absence of demand pick-up and the over-capacity

situation in the sector. This has resulted in decline in domestic cement realisation by 4% at ₹ 4,097 per tonne against ₹ 4,253 per tonne in FY13.

Other Income

Other income is up from ₹ 462 crores to ₹ 531 crores in FY14, on account of higher fiscal incentives related to newly commissioned capacities.

PBIDT Margin

PBIDT margin reduced from 25% in FY13 to 21% in FY14 because of lower cement sales prices and increased logistics cost.

Cost Highlights: External factors like the devaluation of the rupee and a regular hike in diesel prices have impacted costs. Your Company's continued focus on controlling cost and optimisation of fuel mix helped in curtailing cost to some extent.

(i) Energy cost

The overall energy cost eased by 5% at ₹ 948/t over the previous year. The gain in cost has been achieved with an ongoing focus on improving efficiencies in consumption and increasing usage of pet coke and alternative fuel. During the year pet coke consumption in the kilns was at an all time high of around 50%.



A Ready Mix Concrete Unit

Besides this, the softening in imported coal prices also served to contain the energy cost though the impact was negated with the devaluation in currency. However, increased domestic coal prices on account of soaring freight cost off-set the saving in energy cost.

Your Company commissioned 80 MW Thermal Power Capacities and 6.5 MW Waste Heat Recovery Systems (WHRS) - green power capacity. Post these commissioning, the total thermal power and WHRS capacities of your Company is 620 MW. Your Company has further extended the wheeling of power to some of its cement grinding units. These measures have resulted in your Company being able to meet over 80% of its power consumption through captive sources.

With the capex initiatives undertaken to improve efficiency of equipment becoming operational, your Company could achieve saving in power consumption by 2 kwh/t of cement production.

(ii) Input material cost

The mining cost of limestone and landed cost of all major input material have increased in the range of 10-15% compared to the previous year. A larger part of this rise is

linked to the regular hike in HSD prices, which grew by more than 20% over the previous year. Packaging material cost also witnessed a substantial increase of around 15% on account of higher PP granule prices.

(iii) Freight and Forwarding expenses

Freight and forwarding expenses was impacted the most during the year. In the last Railway Budget, freight charges have been linked with the Fuel Adjustment Charges (FAC) and as a result rail freight has amplified by more than 6% from the beginning of the year. Apart from this, regular hike in diesel prices (more than 20%) has impacted the road logistics cost substantially.

However with the various cost saving measures undertaken, your Company could restrict the overall cost increase to 6% from ₹ 925/t to ₹ 976/t.

(iv) Employee costs

Lower retiral provision restricted the increase in employee cost to 5% over FY13.

Depreciation

Your Company commissioned various on-going projects in a phased manner and capitalised over



Bulk Terminal in Colombo, Sri Lanka

₹ 3,800 crores. This has led to an increase in depreciation from ₹ 945 crores to ₹ 1,052 crores.

Finance Cost

Finance cost has risen from ₹ 210 crores to ₹ 319 crores mainly due to lower capitalisation of interest upon the commissioning of various projects.

Tax Expenses

Tax expenses charge for the year includes a reversal of ₹ 96 crores related to earlier years provision. Additionally, due to higher capitalisation, there is a MAT credit of ₹ 222 crores.

Net Profit

Net profit for the year stood at ₹ 2,144 crores as compared to ₹ 2,655 crores in the previous year.

– Cash Flow Statement

(₹ in Crores)

	FY14	FY 13
Sources of Cash		
Cash from operations	3,173	3,961
Non-operating cash flow	317	302
Proceeds from issue of share capital	4	8
Increase in borrowings (net)	—	1,256
Decrease in working capital	69	—
Total	3,563	5,526
Uses of Cash		
Net capital expenditure	2,228	3,247
Increase in investments	298	1,336
Repayment of borrowings (net)	209	—
Interest	405	327
Dividend	288	254
Increase in working capital	—	409
Total	3,428	5,573
Increase/(Decrease) in cash & cash equivalents	135	(47)

Sources of Cash

Cash from operations

Cash from operations is lower compared to the previous year linked with lower earnings, given lower cement prices.

Non-Operating Cash Flow

Non-operating cash flow remained almost flat.

Uses of Cash

Net Capital Expenditure

The capex expenditure of ₹ 2,228 is in line with your Company's on-going capex programme. During the year your Company has invested mainly in brownfield capacity expansion projects in the States of Karnataka, Chhattisgarh and Rajasthan, a packaging terminal in Maharashtra, Thermal Power and Waste Heat Recovery Plants, Jetty Expansion in Gujarat, Ready Mix Concrete Plants and other normal capex.

Increase in investments

Your Company has made an additional investment of ₹ 107 crores in its wholly-owned subsidiary, UltraTech Cement Middle East Investments Limited (UCMEIL) in the UAE for acquiring the balance equity stake in ETA Star cement companies. With this, the ETA Star cement companies have become wholly-owned subsidiaries of UCMEIL.

Your Company has also acquired 100% equity of Bhagwati Lime Stone Company Private Limited (Bhagwati) for ₹ 11 crores. Bhagwati has a limestone mining lease in Rajasthan.

Repayment of Borrowings

Your Company has repaid total long-term borrowings of ₹ 597 crores. Further, your Company has also raised long-term debt of ₹ 577 crores mainly in the form of External Commercial Borrowings (ECBs) for the various projects of your Company.

Besides this it has also repaid short term borrowings net of availment for ₹ 190 crores.

CAPITAL EXPENDITURE PLAN

During the year the Company has commissioned -

- Clinkerisation plant of 3.30 MMTPA, 25 MW TPP and 1.45 MMTPA cement plant at Rajashree Cement Works in Karnataka;
- 1.6 MMTPA cement mill at Jharsuguda Cement Works in Odisha.
- 25 MW TPP in Andhra Pradesh Cement Works;
- 30 MW TPP in Rawan Cement Works in Chhattisgarh and
- 6.5 MW Waste Heat Recovery System at Awarpur Cement Works in Maharashtra

With the commissioning of these units the cement capacity of your Company stands at 53.95 MMTPA.

Your Company has earmarked around ₹ 10,000 crores to be incurred in setting up the remaining grinding units, clinkerisation plants, cement terminals and other capex in the current round of expansions. These are likely to be commissioned in a phased manner by 2015. A judicious mix of internal accruals and borrowings has been used for funding the projects.

CONSOLIDATED PERFORMANCE

(₹ in Crores)

	FY14	FY13
Net Turnover	21,444	21,161
Profit Before Interest, Depreciation and Tax (PBITD)	4,358	5,143
Interest	361	252
Gross Profit (PBDT)	3,997	4,891
Depreciation	1,139	1,023
Profit Before Tax	2,858	3,867
Tax Expenses	645	1,179
Net Profit before Minority interest	2,213	2,688
Minority Interest	7	10
Net Profit after Minority Interest	2,206	2,678

HUMAN RESOURCES

Your Company strives to foster a culture of high performance. Ongoing learning, aligning HR systems in line with global bench-marks, aligning rewards and recognition with performance have enabled your Company sustain its reputation of being a meritocratic organisation.

The Group's Corporate Human Resources function continues to play an integral role in your Company's talent management programme.

As on 31st March, 2014 your Company's employee strength is 13,117 employees (12,660 employees).

RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on a Company's business. Risk management is a structured approach to manage uncertainty. It involves identifying potential risks, assessing their potential impact, taking timely action to minimise potential impact and continuous monitoring of identified risks. Your Company has a robust risk

management process to identify and assess business risks and opportunities. Your Company's risk management plan describes the potential risk, contains an analysis of the impact of risks and includes risk strategies to help the business reduce the consequences. The risk management plan of your Company is regularly reviewed to ensure that it accurately reflects the current potential risks to its business. Your Company has identified the following as key risks:

- Excess cement capacity

The cement industry has been experiencing a mismatch between supply and demand. The industry has created capacity on the back of government's projection of potential cement demand arising out of the thrust given for infrastructure development in the country. However, cement demand, as projected, has not materialised, while capacity has been created. Going forward, incremental capacity addition is expected to be limited while the cement demand would improve resulting in higher capacity utilisation.

- Securing critical resources

Limestone and coal are the basic inputs for manufacturing cement. Although your Company has sufficient limestone reserves for its existing operations, securing additional reserves to meet your Company's expansion is critical. With respect to coal, the challenge is to get quality resources at competitive prices. Coal price escalations, stressed supplies and deteriorating quality of the resources continue to remain a major area of concern for your Company. To ensure continuous availability of quality coal at reasonable prices, your Company is focusing on entering into long term contracts, securing coal blocks and linkages.

- Competition

The competitive landscape in the cement industry is becoming more intense. Your Company continues to focus on enhancing brand equity, value added services and cost optimisation measures to mitigate this risk.

- Compliance

The growth in business coupled with increasing regulatory enactments has

brought in additional compliances. With the increasing level of compliance with various statutes and regulations, non compliance may not only lead to monetary penalties but also have an impact on the reputation of the organisation and the goodwill it enjoys. The risk is mitigated through regular monitoring and review of changes in the regulatory framework to ensure compliance with all the applicable statutes and regulations.

- **Financial risk**

The financial risk for your Company emanates from fluctuations in interest rate, exchange rate and commodity prices. Your Company has well defined policies for foreign exchange, treasury investments, interest rate and imported coal hedging. The policies are reviewed periodically to align with the changes in financial market practices and regulations.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has in place adequate internal control systems commensurate with the size of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback

on achievement of operational and strategic goals, compliance with policies, procedures, applicable laws and regulations, safeguarding of assets and economical and efficient use of resources. The system is assessed periodically. The Internal Audit team continuously monitors the effectiveness of the internal control systems. It reports to the Audit Committee about the adequacy and effectiveness of the internal control system of your Company.

CONCLUSION

The growth prospects of the cement industry are linked to the growth of the overall economy, more particularly the real estate and construction sectors. Low off take from the infrastructure and housing sectors during the year has resulted in demand remaining sluggish. The subdued demand coupled with the demand-supply mis-match resulted in prices remaining under pressure.

However, the long term drivers for cement demand remain intact. Higher infrastructure spending, robust potential in rural housing and peaking interest rates are likely to augur well for the cement sector. Importantly, the government's focus on infrastructure development is expected to boost cement demand.

CAUTIONARY STATEMENT:

Statement in this "Management Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, finished goods prices, feed stock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance encompasses the manner in which corporations are governed, directed and controlled. The governance structure lays down the manner in which rights and responsibilities are distributed among stakeholders and involve a set of relationships between them.

Corporate Governance at the Aditya Birla Group is a continuing process. The Group is committed to the adoption of best governance practices and their adherence in true spirit at all times.

Your Company strives to achieve excellence in corporate governance through its values – Integrity, Commitment, Passion, Seamlessness and Speed.

In terms of Clause 49 of the Listing Agreement executed with stock exchanges, the details of compliance are as follows:

I. BOARD OF DIRECTORS

• Composition

Your Company's Board comprises of 12 (twelve) Directors, which include the Whole-time Director and 6 (six) Independent Directors. The details of the Directors with regard to outside directorships and committee positions are as follows:

Name of Director	Executive/ Non-Executive/ Independent ¹	No. of outside directorship(s) held ²	No. of outside committee position(s) held ³	
		Public	Chairman	Member
Kumar Mangalam Birla	Non-Executive	9	-	-
Mrs. Rajashree Birla	Non-Executive	6	-	1
Arun Adhikari ⁴	Independent	-	-	-
R. C. Bhargava	Independent	7	3	3
M. Damodaran	Independent	9	2	7
G. M. Dave	Independent	5	2	3
Rajiv Dube	Non-Executive	1	-	-
Adesh Gupta	Non-Executive	9	-	3
S. B. Mathur	Independent	12	4	5
S. Rajgopal	Independent	1	-	-
D. D. Rathi	Non-Executive	1	-	1
O. P. Puranmalka	Whole-time Director	1	-	-

1. Independent Director means a Director as defined under Clause 49 of the Listing Agreement.

2. Excluding alternate directorships and directorships in private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956 ("the Act").

3. Only two committees viz. the Audit Committee and the Shareholder / Investor Grievance Committee of all public limited companies are considered.

4. Mr. Arun Adhikari appointed as an Additional Director w.e.f. 3rd December, 2013.

5. No Director is related to any other Director on the Board, except for Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla, who are son and mother respectively.

• Non-Executive Directors' compensation and disclosures

Sitting fees / commission paid to the Non-Executives Directors and Independent Directors are approved by the Board of Directors and have shareholder's approval. The details of sitting fees / commission paid / to be paid to the Non-Executive Directors and Independent Directors are given separately in this Report.

- **Other provisions as to Board and Committees**

The number of Board meetings held during the year under review, dates on which held and number of Directors present are as follows:

Date of Board meetings	Board strength	No. of Directors present
22 nd April, 2013	12	12
13 th June, 2013	12	9
29 th July, 2013	11	10
11 th September, 2013	11	8
19 th October, 2013	11	10
20 th January, 2014	12	10

Your Company's Board plays a pivotal role in ensuring good governance and functioning of your Company. The Directors are professionals, have expertise in their respective functional areas and bring a wide range of skills and experience to the Board.

The Board has unfettered and complete access to any information within your Company. Members of the Board have complete freedom to express their views on agenda items and can discuss any matter at the meeting with the permission of the Chairman. The Board periodically reviews all the relevant information, which is required to be placed before it pursuant to Annexure IA to Clause 49 of the Listing Agreement with the stock exchanges and in particular reviews and approves corporate strategies, business plans, annual budgets, projects and capital expenditure etc. The Board provides direction and exercises appropriate control to ensure that your Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations. In addition to the quarterly meetings, the Board also meets to address specific needs and business requirement of your Company.

The details of attendance of each Director at the Board meetings and the last Annual General Meeting (AGM) are as follows:

Name of Director	No. of Board Meetings		Attended Last AGM®
	Held	Attended	
Kumar Mangalam Birla	6	4	Yes
Mrs. Rajashree Birla	6	3	No
Arun Adhikari ¹	6	1	N.A.
R. C. Bhargava	6	6	Yes
M. Damodaran	6	5	Yes
G. M. Dave	6	5	Yes
Rajiv Dube	6	5	Yes
Adesh Gupta	6	5	Yes
S. B. Mathur	6	5	Yes
S. Rajgopal	6	5	Yes
D. D. Rathi	6	6	Yes
O. P. Puranmalka	6	6	Yes

@ AGM held on 29th July, 2013 at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025.

1. Mr. Arun Adhikari appointed as an Additional Director w.e.f. 3rd December, 2013.

- **Code of Conduct**

The Board of Directors have laid down a Code of Conduct ("the Code") for all Board members and senior management personnel of your Company. The Code is posted on your Company's website www.ultratechcement.com.

All Board members and senior management personnel have confirmed compliance with the Code. A declaration signed by the Whole-time Director is attached and forms part of this Annual Report.

II. AUDIT COMMITTEE

• Composition, meetings, attendance during the year and sitting fees paid

The Audit Committee of the Board comprises three Non-Executive Independent Directors. The members of the Audit Committee are financially literate. The composition of the Audit Committee meets the requirements of Section 292A of the Act and Clause 49 of the Listing Agreement.

During the year, the Audit Committee met 6 times to deliberate on various matters. The meetings were held on 22nd April, 2013; 16th May, 2013; 29th July, 2013; 11th September, 2013; 19th October, 2013 and 20th January, 2014.

The composition, attendance and sitting fees paid are as follows:

Name of Member	No. of meetings		Sitting fees paid (₹ in lacs)
	Held	Attended	
R. C. Bhargava	6	6	1.20
G. M. Dave	6	5	1.00
S. Rajgopal	6	6	1.20

Mr. R. C. Bhargava is the Chairman of the Committee.

Permanent Invitees

Mr. D. D. Rathi - Director of your Company

Mr. K. C. Birla - Chief Financial Officer of your Company.

The Statutory and Internal Auditors of your Company attend the Audit Committee meetings.

The Company Secretary acts as the Secretary to the Committee.

The Audit Committee acts as a link between the management, the statutory and internal auditors and the Board.

The Audit Committee monitors and effectively supervises your Company's financial reporting process with a view to provide accurate, timely and proper disclosure and maintain the integrity and quality of financial reporting.

The Audit Committee also reviews from time to time, the audit and internal control procedures,

the accounting policies of your Company, oversight of your Company's financial reporting process so as to ensure that the financial statements are correct, sufficient and credible.

• Powers

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

• Role

1. Oversight of your Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and Cost Auditor and the fixation of audit fees.
3. Approval of payment to Statutory Auditors for any other services rendered by them.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.

5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
 7. Reviewing with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems.
 8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 9. Discussion with Internal Auditors any significant findings and follow up there on.
 10. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 11. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors, if any.
- **The Audit Committee reviews the following information**
 1. Management Discussion and Analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

3. Management letters / letters of internal control weaknesses issued by the Statutory Auditors, if any;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor; and
6. Risk Management Policy of your company.

During the year, the Committee has reviewed the internal controls put in place to ensure that the accounts of your Company are properly maintained and that the Financial transactions are in accordance with prevailing laws and regulations. In conducting such reviews, the Committee found no material discrepancy or weakness in the internal control system of your Company.

The Committee has also reviewed the procedures laid down by your Company for assessing and managing risks.

III. SUBSIDIARY COMPANY

Your Company does not have any material non listed Indian subsidiary company. The Audit Committee and Board reviews the financial statements, significant transactions and working of the unlisted subsidiary companies. Your Company has unlisted subsidiary companies in India, Sri Lanka, Middle East, Indonesia and South Africa. The financial results of these companies are presented to your Company's Board.

IV. DISCLOSURES

- **Disclosures on materially significant related party transaction that may have potential conflict with the interests of your Company at large**

The transactions with related parties entered into by your Company in the normal course of business are placed before the Audit Committee.

Particulars of related party transactions are listed out in Note 40 of the Accounts. However, all these transactions are on normal commercial arm's length basis.

- **Disclosure of Accounting treatment**

Your Company has followed all relevant Accounting Standards while preparing the financial statements.

- **Risk Management**

Your Company has in place a Risk Management programme which is monitored on a continuous basis. The Audit Committee reviews the efficacy of the Risk Management process, the key risks associated with the business of your Company and the measures in place to mitigate the same. The Management Discussion and Analysis Report sets out the risks identified and the mitigation plans thereof.

- **Proceeds from public issues, rights issues, preferential issues etc.**

During the year, your Company did not raise any funds by way of public, rights, preferential issues etc.

- **Remuneration of Directors**

All decisions relating to the remuneration of the Directors are taken by the Board of Directors of your Company in accordance with the

shareholder's approval, wherever necessary. Sitting fees for attending Board and Committee meetings is ₹ 20,000/- per meeting. At the Annual General Meeting held on 29th July, 2010, shareholders approved payment of commission to the Non-Executive Directors of an amount not exceeding 1% per annum of the net profit of your Company. The Board fixes the amount to be paid as commission. For the year 2013 – 2014, the Board has approved payment of ₹ 22.50 crores as commission to the Non-Executive Directors. The amount of commission payable is determined after assigning weightage to attendance, type and significance of the meetings to the overall functioning of your Company.

Details of remuneration paid / to be paid to the Directors for attending Board meetings and their shareholding in your Company are as under:

Name of Director	Sitting fees paid (₹ in lacs)	Commission payable (₹ in lacs)	Number of shares held
Kumar Mangalam Birla	0.80	2,025.00	14,065
Mrs. Rajashree Birla	0.60	116.15	41,701
Arun Adhikari ¹	0.20	2.25	-
R. C. Bhargava	1.20	34.95	129
M. Damodaran	1.00	11.25	-
G. M. Dave	1.00	19.35	-
Rajiv Dube	1.00	1.00	-
Adesh Gupta ²	1.00	1.00	619
Prof. Nirmalya Kumar ³	0.40	4.50	-
S. B. Mathur	1.00	11.25	57
V. T. Moorthy ⁴	0.20	-	634
S. Rajgopal	1.00	22.30	-
D. D. Rathi	1.20	1.00	3,315
O. P. Puranmalka ⁵	Nil	Nil	4,346

1. Mr. Arun Adhikari appointed as an Additional Director w.e.f 3rd December, 2013.
2. During the year 1,563 stock options vested in Mr. Adesh Gupta on 8th September, 2013 which can be exercised within a period of five years from the date of vesting.
3. Prof. Nirmalya Kumar resigned as Director w.e.f. 1st July, 2013.
4. Mr. V. T. Moorthy resigned as Director w.e.f. 26th April, 2013.
5. During the year, 3,743 stock options vested in Mr. O. P. Puranmalka on 8th September, 2013 which can be exercised within a period of five years from the date of vesting.

The details of remuneration paid to the Whole-time Director are as follows:

Whole-time Director	Relationship with other Director	Remuneration during 2013-14			
		All elements of remuneration package i.e. salary, benefits, pensions etc.	Performance linked incentives, alongwith performance criteria (a)	Service contracts, notice period, severance fee	Stock option details, if any
O. P. Puranmalka	–	₹ 543.06 lacs	₹ 371.94 lacs	See note (b)	See note (c)

- (a) Mr. O. P. Puranmalka was paid a sum of ₹ 371.94 lacs towards performance linked incentive for achievement of targets for the year 2012 – 13.
- (b) Appointment of Mr. O. P. Puranmalka as Whole-time Director is subject to termination by three months notice in writing on either side.
- (c) In terms of your Company's Employee Stock Option Scheme - 2006, 3,743 stock options have vested in and in terms of your Company's Employee Stock Option Scheme-2013, 60,167 Stock Options and 21,253 Restricted Stock Units have been granted to Mr. O.P. Puranmalka during the year. For further details please refer to Annexure II to the Director's Report to the shareholders.

All decisions relating to the remuneration of the Whole-time Director is taken by the Board in accordance with the resolution passed by the shareholders of your Company.

• Management

- The Management Discussion and Analysis forms part of the Annual Report and is in accordance with the requirements laid out in Clause 49 of the Listing Agreement.
- No material transaction has been entered into by your Company with the Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have a potential conflict with interests of your Company.
- Your Company has instituted a comprehensive Code of Conduct in compliance with the SEBI regulations on prevention of insider trading.

• Shareholders

- Details of the Directors seeking re-appointment / appointment at the ensuing AGM are provided in the Notice convening the AGM.
- Press Releases and financial results are made available on the website of your Company (www.ultratechcement.com) and also that of the Aditya Birla Group (www.adityabirla.com).

• Share Transfers and Shareholders / Investors Grievance Committee

Composition, meeting, attendance and sitting fees paid during the year

A "Share Transfer and Shareholder / Investor Grievance Committee" has been constituted at

the Board level, under the Chairmanship of a Non-Executive Independent Director.

During the year the Committee met on 22nd April, 2013 and 19th October, 2013. The composition, attendance and sitting fees paid are as follows:

Name of Member	No. of meetings		Sitting fees paid (₹ in lacs)
	Held	Attended	
R. C. Bhargava	2	2	0.40
G. M. Dave	2	2	0.40
D. D. Rathi	2	2	0.40

Mr. R. C. Bhargava chaired the meetings of the Committee. The Company Secretary acts as Secretary to the Committee and is also the Compliance Officer.

Your Company's shares are compulsorily traded in the dematerialised form. To expedite transfers in the physical segment, necessary authority has been delegated by your Board to Director(s) and Officers of your Company to approve transfers / transmissions of shares / debentures. Details of share transfers / transmissions approved by the Directors and Officers are placed before the Board.

- **Role**

The Committee looks into:

- issues relating to share / debenture holders including transfer/transmission of shares/debentures;
- issue of duplicate share/debenture certificates;
- non-receipt of dividend;
- non receipt of annual report;
- non-receipt of share certificate after transfers;
- delay in transfer of shares;
- any other complaints of shareholders.

- **Number of shareholders' complaint received so far / number not solved to the satisfaction of shareholders / number of pending complaints**

Details of complaints received, number of shares transferred during the year, time taken for effecting these transfers and the number of share transfers pending are furnished in the "Shareholder Information" section of this Annual Report.

- **Details of non-compliance by your Company, penalties and strictures imposed on your Company by stock exchanges or the Securities and Exchange Board of India (SEBI) or any other statutory authority, on any matter relating to capital markets, during the year**

There has been no instance of non-compliance by your Company on any matter related to capital markets during the year under review and hence no strictures /penalties have been imposed on your Company by the stock exchanges or SEBI or any statutory authority.

- **Finance Committee**

A "Finance Committee" has been constituted at the Board level, under the Chairmanship of a Non-Executive Independent Director.

During the year, the Committee met on 29th July, 2013 and 19th October, 2013. The composition, attendance and sitting fees paid are as follows:

Name of Member	No. of meetings		Sitting fees paid (₹ in lacs)
	Held	Attended	
R. C. Bhargava	2	2	0.40
S. Rajgopal	2	2	0.40
D. D. Rathi	2	2	0.40

The Committee is authorised to exercise all powers and discharge all functions relating to working capital management, foreign currency contracts, operation of bank accounts and authorising officers of your Company to deal in matters relating to excise, sales tax, income tax, customs and other judicial or quasi judicial authorities.

- **ESOS Compensation Committee**

Employee Stock Option Scheme – 2006 ("ESOS – 2006"):

The ESOS Compensation Committee constituted for implementing, administering and supervising the ESOS – 2006 comprises of Mr. Kumar Mangalam Birla, Mr. G. M. Dave and Mr. S. Rajgopal.

During the year, the Committee vested 15,440 stock options to eligible employees, subject to the provisions of the ESOS – 2006, statutory provisions including Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") as may be applicable from time to time and the rules and procedures set out by your Company in this regard. Further the Committee allotted 61,470 equity shares of ₹ 10/- each of your Company to Option Grantees pursuant to the exercise of stock options under the ESOS-2006.

Employee Stock Option Scheme – 2013 ("ESOS – 2013"):

The Board of Directors of your Company have approved the formulation of a new ESOS – 2013 in terms of the SEBI Guidelines and mandated the existing ESOS Compensation Committee to implement and administer the ESOS – 2013.

At the AGM held on 29th July, 2013, shareholders approved the formulation of ESOS – 2013.

Accordingly, the Committee at its meeting held on 19th October, 2013 formulated the ESOS – 2013 and granted 237,953 Stock Options at an exercise price of ₹ 1,965/- per stock options exercisable into the same number of equity shares of ₹ 10/- each and 84,056 Restricted Stock Units at an exercise price of ₹ 10/- each to the eligible employees of your Company.

Mr. S. Rajgopal and Mr. G. M. Dave attended the meeting and were paid sitting fees of ₹ 20,000/- each.

- **Corporate Social Responsibility Committee**

The Corporate Social Responsibility (CSR) Committee constituted at the Board level comprising Mrs. Rajashree Birla, Mr. G. M. Dave and Mr. O. P. Puranmalka.

Permanent Invitee - Dr. Pragnya Ram, Group Executive President, Corporate Communication & CSR.

The Company Secretary shall act as Secretary to the Committee.

The CSR Committee shall monitor and implement your Company's CSR Policy.

- **V. CEO/CFO Certification**

The Whole-time Director and Chief Financial Officer of your Company have issued necessary certificate pursuant to the provisions of Clause 49 of the Listing Agreement and the same is attached and forms part of the Annual Report.

- **VI. REPORT ON CORPORATE GOVERNANCE**

The Corporate Governance Report forms part of the Annual Report. Your Company complies with the provisions of Clause 49 of the Listing Agreement with the stock exchanges.

- **VII. COMPLIANCE**

- Certificate from the Statutory Auditors confirming compliance with all the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the stock exchanges forms part of the Annual Report.

- **Status of compliances of non – mandatory requirements**

1. Your Company maintains a separate office for the Non-Executive Chairman. All necessary infrastructure and assistance is made available to enable him to discharge his responsibilities effectively.
2. Your Company is in the process of constituting a Nomination and Remuneration Committee.
3. A half-yearly declaration of financial performance including summary of the significant events in the first half of the financial year under review has been sent to each household of shareholders.

4. The statutory financial statements of your Company are unqualified.

VIII. GENERAL BODY MEETINGS

Date and time of the AGMs, held during the preceding 3 years and the Special Resolution(s) passed thereat are as follows:

2013

Date and time: 29th July, 2013; 3.30 p.m.

Place: Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025.

Special Resolutions passed:

- Allotment of equity shares u/s 81(1A) of the Companies Act, 1956 upon exercise of stock options and restricted stock units by the employees of your Company.
- Allotment of equity shares u/s 81(1A) of the Companies Act, 1956 upon exercise of stock options and restricted stock units by the employees of your Company's holding company and / or its subsidiary (ies).

2012

Date and time: 30th August, 2012; 3.30 p.m.

Place: Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025.

2011

Date and time: 9th September, 2011; 3.30 p.m.

Place: Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai – 400 020.

- Whether any special resolution passed last year through postal ballot.

Yes

Details of voting pattern

Postal ballot conducted pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the (Passing of the Resolution by Postal Ballot) Rules, 2011, on the Special Resolution set out in the Notice dated 15th October, 2013 seeking consent of the Members of your Company for alteration of Article 5 of the Articles of Association of your Company to increase the maximum number of Directors from existing 12 to 15.

The results of the postal ballot are:

Category of the shareholders	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	169,887,299	168,546,016	99.21	168,546,016	0.00	100.00	0.00
Public Institutional/ Bank holders	86,106,455	51,481,973	59.79	51,446,503	35,470	99.93	0.07
Public-Others	18,220,935	3,190,812	17.51	3,139,383	51,429	98.39	1.61
Total	274,214,689	223,218,801	81.40	223,131,902	86,899	99.96	0.04

- Person who conducted the postal ballot exercise
Mr. Nilesh Trivedi, Partner, KBNT & Associates, Practicing Company Secretaries, Mumbai was appointed as Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
- Whether any special resolution is proposed to be conducted through postal ballot and procedure for the same
If required, shall be conducted as per law.

- Any website, where displayed
www.ultratechcement.com
www.adityabirla.com
- Whether your Company's website displays

All official news releases	Yes
Presentation made to Institutional Investors/ Analysts	Yes (Also through your Company's holding company)

IX. MEANS OF COMMUNICATION

- Quarterly results
- Which newspapers normally published in:

Newspaper	Cities of Publication
Business Standard	All editions
Economic Times	All editions
Free Press Journal	Mumbai
Navshakti	Mumbai

CODE OF CONDUCT DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2014.

Mumbai
23rd April, 2014

O. P. Puranmalka
Whole-time Director

CEO/CFO CERTIFICATION

The Board of Directors
UltraTech Cement Limited

We certify that:

1. We have reviewed the financial statement, read with the cash flow statement of UltraTech Cement Limited (the Company) for the year ended 31st March, 2014 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements and other financial information included in this report present a true and fair view of the Company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting;
4. We have disclosed to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
 - a) significant changes in the Company's internal control over financial reporting during the year.
 - b) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
 - c) instances of significant fraud of which we have become aware and involvement therein, if any, of management or other employees having a significant role in the Company's internal control system over financial reporting.

Mumbai
23rd April, 2014

O. P. Puranmalka
Whole-time Director

K. C. Birla
Chief Financial Officer

1. Annual General Meeting

- Date and Time : Wednesday, 6th August, 2014, 3:00 p.m.
- Venue : Ravindra Natya Mandir,
P.L. Deshpande Maharashtra Kala
Academy, Near Siddhivinayak Temple,
Sayani Road, Prabhadevi,
Mumbai - 400 025.

2. Financial Calendar

- Financial reporting for the quarter ending 30th June, 2014 : End July, 2014
- Financial reporting for the half year ending 30th September, 2014 : End October, 2014
- Financial reporting for the quarter ending 31st December, 2014 : End January, 2015
- Financial reporting for the year ending 31st March, 2015 : End April, 2015
- Annual General Meeting for the year ending 31st March, 2015 : End July/August, 2015

3. Dates of Book Closure : Saturday 26th July, 2014 to Wednesday 6th August, 2014 (both days inclusive)**4. Dividend Payment Date** : On or after 7th August, 2014
5. Registered Office : UltraTech Cement Limited
 "B" Wing, Ahura Centre, 2nd Floor,
 Mahakali Caves Road, Andheri (East),
 Mumbai - 400 093.
 Tel.: (022) 66917800
 Fax: (022) 66928109
 Email: sharesutcl@adityabirla.com
 Web: www.ultratechcement.com
www.adityabirla.com
 CIN: L26940MH2000PLC128420
6. (a) Listing Details:

Equity Shares	Non-Convertible Debentures	Global Depository Receipts (GDRs)
1. BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001	National Stock Exchange of India Limited "Exchange Plaza", Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.	Luxembourg Stock Exchange Societe De La Bourse de Luxembourg Postal Address: B.P. 165 L-2011 Luxembourg. Mailing Address: 35 A, Boulevard Jozeph II L-1840 Luxembourg.
2. National Stock Exchange of India Limited "Exchange Plaza", Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051		

Note: Listing fees for the year 2014 - 15 has been paid to the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). Listing fee for the GDRs has been paid to Luxembourg Stock Exchange (LSE) for the calendar year 2014.

(b) Name and address of Trustees
for the Debentureholders

: SBICAP Trustee Company Limited
Appejay House, 6th Floor, West Wing,
3, Dinshaw Wachha Road,
Churchgate, Mumbai - 400 020
Tel No: (022) 43025555
Fax No: (022) 43055500

(c) Overseas Depository for GDRs

: Citibank N. A.
Depository Receipt Services
388, 14th Floor, Greenwich Street,
New York; NY - 10013 USA
Tel: +212-816-6852
Fax: +212-816-6865

(d) Domestic Custodian of GDRs

: Citibank N.A.
Custody Services
FIFC 11th Floor,
C 54 & 55, G Block,
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051
Tel: (022) 61757110
Fax: (022) 26532205

7. Stock Code

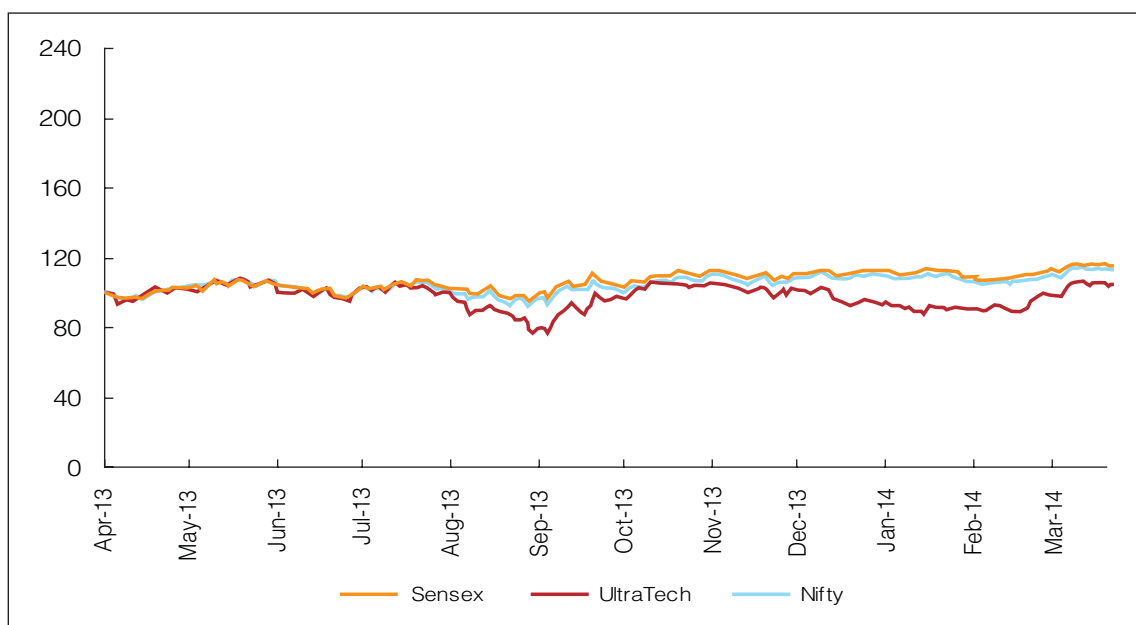
: ISIN for equity shares - INE481G01011
: ISIN for 144A GDRs - US90403E1038
: ISIN for Level 1 GDRs - US90403E2028

	Stock Code	Reuters	Bloomberg
BSE	532538	ULTC.BO	UTCEM IB
NSE	ULTRACEMCO	ULTC.NS	UTCEM IS
LSE			UTCEM LX

8. Stock Price Data:

	BSE				NSE				LSE		
	High	Low	Close	Volume	High	Low	Close	Volume	High	Low	Close
	(In ₹)			(In Nos.)	(In ₹)			(In Nos.)	(In USD)		
Apr-13	1,943.85	1,732.25	1,901.10	1,31,536	1,940.00	1,731.01	1,900.85	40,01,052	35.77	30.65	35.37
May-13	2,066.25	1,858.00	1,889.15	17,56,194	2,069.05	1,855.15	1,878.30	48,33,950	36.74	31.83	33.44
Jun-13	1,958.70	1,760.00	1,875.95	83,030	1,917.60	1,760.10	1,877.00	31,83,402	33.40	29.21	31.51
Jul-13	1,990.00	1,826.00	1,832.70	95,013	1,999.95	1,823.55	1,836.65	31,28,937	33.19	29.20	30.46
Aug-13	1,834.00	1,404.95	1,471.65	15,41,768	1,834.90	1,411.90	1,474.85	63,97,233	30.18	19.60	22.40
Sep-13	1,890.00	1,407.85	1,809.55	2,57,184	1,884.95	1,402.35	1,809.30	40,88,428	29.73	21.21	28.68
Oct-13	2,010.00	1,794.25	1,966.05	2,15,155	2,009.00	1,791.00	1,966.85	40,82,224	33.40	28.92	31.81
Nov-13	1,968.00	1,804.95	1,905.30	68,055	1,990.00	1,800.00	1,907.80	23,63,330	31.71	28.06	30.51
Dec-13	1,959.00	1,710.00	1,763.35	1,16,274	1,961.45	1,705.00	1,764.10	26,99,831	31.72	25.70	28.53
Jan-14	1,779.70	1,635.00	1,707.20	5,38,147	1,777.90	1,634.00	1,710.70	39,04,144	28.46	24.50	27.24
Feb-14	1,875.00	1,652.00	1,839.85	1,89,119	1,879.00	1,650.30	1,839.20	26,19,708	30.09	24.10	29.72
Mar-14	2,194.00	1,820.10	2,188.90	3,97,284	2,195.00	1,820.40	2,186.95	40,09,037	36.51	29.00	36.51

9. Stock Performance:



10. Stock Performance and Returns:

Absolute Returns

(In Percentage)	1 Year	3 Years	5 Years
UltraTech	17.01	93.28	296.65
BSE Sensex	8.23	7.46	20.40
NSE Nifty	7.31	8.26	20.02

Annualised Returns

(In Percentage)	1 Year	3 Years	5 Years
UltraTech	17.01	24.56	31.73
BSE Sensex	8.23	2.43	3.78
NSE Nifty	7.31	2.68	3.72

11. Registrar and Transfer Agents (RTA)

(For shares transfers and other communication relating to share certificates, dividend and change of address)

: 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
 Tel: (022) 67720300 / 67720400
 Fax : (022) 28591568 / 28508927
 Email: utcl@shareproservices.com

12. Share Transfer system :

Share transfer in physical form are registered and returned within a period of 12 days from the date of receipt, if the documents are clear in all respects. Officers of your Company have been authorised to approve transfers upto 5,000 shares in physical form under one transfer deed. One Director jointly with one Officer of your Company have been authorised to approve the transfers exceeding 5,000 shares under one transfer deed.

The RTA attends to investor grievances in consultation with the Secretarial Department of your Company.

Transfer Period (in days)	2013-14			2012-13		
	No. of transfers	No. of shares	%	No. of transfers	No. of shares	%
1 - 15	1,120	56,296	100.00	1,335	41,934	99.11
16 - 20	–	–	–	9	450	0.67
21 - 30	–	–	–	3	407	0.22
Total	1,120	56,296	100.00	1,347	42,791	100.00

Number of pending share transfers as at 31st March, 2014

: 34 transfers in respect of 4,053 shares pending as registered notices have been issued to sellers.

13. Investor Services:

Complaints received during the year

Nature of Complaints	2013-14		2012-13	
	Received	Cleared	Received	Cleared
Relating to Transfer, Transmission, Dividend, Demat and Change of address etc.	21	21	42	42

Legal proceedings on share transfer issues, if any

: No major legal proceedings relating to transfer of shares.

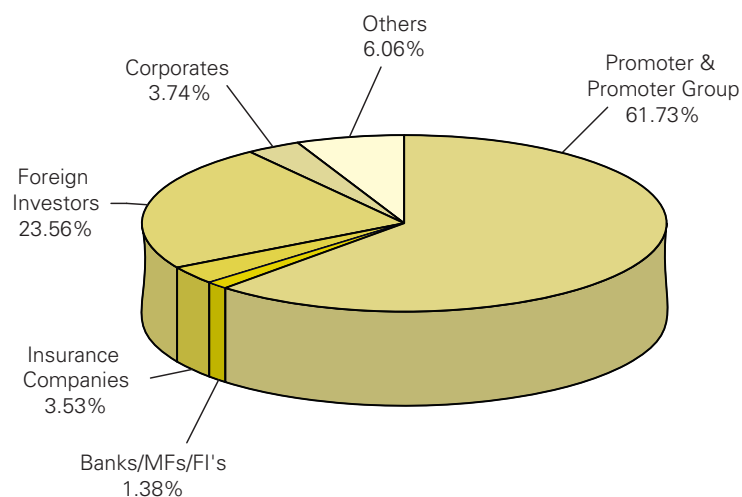
14. Distribution of Shareholding as on 31st March, 2014:

No. of Equity Shares held	No. of share holders	% of share holders	No. of shares held	% share holding
1 - 100	265,034	88.85	7,140,886	2.60
101 – 200	18,664	6.26	2,705,288	0.99
201 – 500	9,930	3.33	3,069,660	1.12
501 – 1000	2,731	0.92	1,907,040	0.70
1001 - 5000	1,407	0.47	2,611,918	0.95
5001-10000	133	0.04	930,378	0.34
10001 & above	378	0.13	255,876,217	93.30
Total	298,277	100.00	274,241,387	100.00

15. Category of Shareholding as on 31st March, 2014:

Category	No. of share holders	% of share holders	No. of shares held	% of share holding
Promoter & Promoter Group	13	0.00	169,297,124	61.73
Banks/MFs / FIs				
Mutual Fund & UTI	179	0.06	3,646,019	1.33
Banks, FI's and Central / State Governments	129	0.04	137,275	0.05
Insurance Companies	45	0.02	9,668,314	3.53
Foreign Investors				
FII's	489	0.16	57,459,657	20.95
GDRs	1	0.00	4,917,286 [@]	1.79
NRI's/OCBs	5,877	1.97	2,257,518	0.82
Corporates	2,510	0.84	10,251,869	3.74
Others	289,034	96.91	16,606,325	6.06
Total	298,277	100.00	274,241,387	100.00

@ 2,744,168 GDRs held by Promoter and Promoter Group.



16. Dematerialisation of Shares and Liquidity

: 98.06% of outstanding equity shares have been dematerialised as on 31st March, 2014. Trading in shares of your Company is permitted only in the dematerialised form.

17. Details on use of public funds obtained in the last three years

: No public funds have been obtained.

18. Outstanding GDR/Warrants and Convertible Bonds

: 4,917,286 GDRs are outstanding as on 31st March, 2014. Each GDR represents one underlying equity share. There are no warrants/convertible bonds outstanding as at the year end.

19. Plant Locations (Integrated Plants) :

Aditya Cement Works

Adityapuram
Sawa – Shambhupura Road,
District: Chittorgarh,
Rajasthan – 312 622
Tel: 01472-221001-10
Fax: 01472-221020

Andhra Pradesh Cement Works

Bhogasamudram,
Tadipatri Mandal,
District: Anantapur
Andhra Pradesh – 515 413
Tel: 08558-288001
Fax: 08558-288859

Awarpur Cement Works

P.O. Awarpur,
Taluka : Korpana,
District: Chandrapur
Maharashtra – 442 917
Tel: 07173-266323
Fax: 07173-266339

Gujarat Cement Works

P.O. Kovaya,
Taluka: Rajula,
District: Amreli,
Gujarat – 365 541
Tel: 02794-283034
Fax: 02794-283036

Hirmi Cement Works

Village & Post: Hirmi
Taluka: Simga,
District: Baloda Bazar-Bhatapara,
Chhattisgarh – 493 195
Tel: 07726-281217/218/221
Fax: 07726-281268

Jafrabad Cement Works

P. B. No. 10,
Village: Babarkot,
Taluka: Jafrabad,
District: Amreli, Gujarat – 365 540
Tel: 02794-245103
Fax: 02794-245110

Kotputli Cement Works

V & P. O. Mohanpura,
Tehsil: Kotputli,
District: Jaipur,
Rajasthan – 303 108
Tel: 01421-288664

Rajashree Cement Works

Aditya Nagar, Malkhed Road,
Tehsil: Sedam,
District: Gulbarga
Karnataka – 585 292
Tel: 08441-288888
Fax: 08441-288624/ 288365

Rawan Cement Works

Grasim Vihar Village,
P.O. Rawan, Tehsil: Simga,
District: Baloda Bazar - Bhatapara
Chhattisgarh – 493 196
Tel: 07726-288217-20
Fax: 07726-288215, 288209

Reddipalayam Cement Works

Reddipalayam PO
District: Ariyalur,
Tamil Nadu – 621 704
Tel: 04329-249240
Fax: 04329-249253

Vikram Cement Works

Vikram Nagar
P.O.- Khor
Tehsil - Jawad
District: Neemuch
Madhya Pradesh – 458 470
Tel: 07420-230554, 230567
Fax: 07420-235524

White Cement

Birla White
Rajashree Nagar,
P.O. Kharia Khangar,
Tehsil: Bhopalgarh,
District: Jodhpur, Rajasthan – 342 606
Tel: 02920-264040 – 47
Fax: 02920-264244 / 264222

20. Investor Correspondence:

Registered Office

UltraTech Cement Limited
'B' Wing, Ahura Centre, 2nd Floor,
Mahakali Caves Road,
Andheri (East),
Mumbai – 400 093
Tel: (022) 66917800
Fax: (022) 66928109
Email: sharesutcl@adityabirla.com;
kamal.r@adityabirla.com
Contact Person: Mr. Kamal Rath

Registrar & Share Transfer Agent

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
Tel: (022) – 67720300 / 67720400
Fax: (022) – 28591568/28508927
Email: utcl@shareproservices.com
satishp@shareproservices.com
Contact Person: Mr. Satish Poojari

Email for investor correspondence under SEBI requirements: sharesutcl@adityabirla.com

21. Other Useful Information for Shareholders:**Unpaid/Unclaimed Dividends**

Dividend warrants in respect of the dividend declared in July, 2013 have been despatched to the shareholders at the addresses registered with the Company. Those shareholders who have not yet received the dividend warrants may please write to the Company or its RTA for further information in this behalf. Shareholders who have not encashed the warrants are requested to do so by getting them revalidated from the Registered Office of the Company or its RTA.

The Unpaid / Unclaimed dividend for the financial year 2005 – 2006 has been transferred by the Company to the Investor Education and Protection Fund (IEPF) constituted by the Central Government under Section 205A and 205C of the Companies Act, 1956 ("the Act"). No claim by the Shareholders shall lie against IEPF or the Company in respect of the said unclaimed account.

Pursuant to the provisions of Section 205A of the Act, as amended, dividend for the Financial Year 2006-07 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 2006 – 07 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 5th August, 2014, 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 IEPF or the Company in respect of such amount by the shareholder.

Unclaimed shares in physical form

Securities and Exchange Board of India (SEBI) has notified new Clause 5A II ("the Clause") to the Listing Agreement. The Clause provides the manner of dealing with the shares issued in physical form pursuant to a public issue or any other issue, which remains unclaimed with the Company. In compliance with the provisions of the Clause, the Company has sent three reminders to the shareholders whose share certificates are lying unclaimed.

Disclosure pursuant to Clause 5A II of the Listing Agreement

- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as at 1st April, 2013

17,206 shareholders holding 333,401 equity shares of the Company.

- Number of shareholders who approached the issuer for transfer of shares from Unclaimed Suspense Account during the year

98 shareholders holding 2,628 equity shares of the Company.

- Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year

98 shareholders holding 2,628 equity shares of the Company

- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as at 31st March, 2014

17,108 shareholders holding 330,773 equity shares of the Company

ECS/NECS Facility

The Company uses "Electronic Clearing Service" (ECS) facility for remitting dividend to its shareholders wherever available.

In terms of a notification issued by the Reserve Bank of India, with effect from 1st October, 2009, remittance of dividend through ECS is replaced by "National Electronic Clearing Service" (NECS). Banks have been instructed to move to the NECS platform. The advantages of NECS over ECS include faster credit of remittance to the beneficiary's account, coverage of more bank branches and ease of operations.

NECS essentially operates on the new and unique bank account number, allotted by banks post implementation of Core Banking Solutions (CBS) for centralised processing of inward instructions and efficiency in handling bulk transactions.

To enable remittance of dividend through NECS, members are requested to provide their new account number allotted to them by their respective banks after implementation of CBS. The account number must be provided to the

Company or its RTA in respect of shares held in physical form and to the Depository Participants in respect of shares held in electronic form.

The SEBI vide its Circular dated 21st March, 2013 provided that companies making cash payments to its 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 Depositories.
- For securities held in physical form, companies shall maintain updated bank details of its investors.

Share Transfer / Dematerialisation

1. Share transfer requests are acted upon within 12 days from the date of their receipt at the Share Department. In case no response is received from the Company within 15 days of lodgement of transfer request, the lodger should immediately write to the Company or its RTA with full details so that necessary action could be taken to safeguard interest of the concerned against any possible loss / interception during postal transit.
2. Dematerialisation requests duly completed in all respects are normally processed within 7 days from the date of their receipt at the Company or its RTA.
3. Equity Shares of the Company are under compulsory demat trading by all investors. Considering the advantages of scripless trading, shareholders are requested to consider dematerialisation of their shareholding so as to avoid inconvenience in future.
4. The equity shares of the Company have been admitted with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) bearing ISIN No. **INE481G01011**.

Correspondence with the Company

Shareholders / Beneficial Owners are requested to quote their Folio Number / DP & Client ID

Numbers as the case may be, in all correspondence with the Company or its RTA.

Non-Resident Shareholders

Non-resident shareholders are requested to immediately notify:

- Indian address for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement;
- Particulars of their NRE Bank Account with a bank in India, if not furnished earlier.

Others

1. In terms of the Regulations of NSDL and CDSL, the bank account details of Beneficial Owners of shares in demat form will be printed on the dividend warrants as furnished by the Depository Participants(DPs). The Company will not entertain any request for change of bank details printed on their dividend warrants. In case of any changes in your bank details please inform your DPs immediately.
2. Shareholders holding shares in physical form are requested to notify to the Company or its RTA, change in their address / pin code number and Bank Account details promptly by written request under the signatures of sole / first joint holder. Beneficial Owners of shares in demat form are requested to send their instructions regarding change of name, change of address, bank details, nomination, power of attorney, etc. directly to their DPs as the same are maintained by the DPs.
3. To prevent fraudulent encashment of dividend warrants, shareholders are requested to provide their bank account details (if not provided earlier) to the Company or its RTA (if shares held in physical form) or to DPs (if shares held in electronic form), as the case may be, for printing of the same on their dividend warrants.
4. In case of loss / misplacement of shares, shareholders should immediately lodge a FIR/ Complaint with the Police and inform the Company or its RTA along with original or certified copy of FIR / Acknowledged copy of Police complaint.
5. For expeditious transfer of shares, shareholders should fill in complete and

correct particulars in the transfer deed. Wherever applicable, registration number of Power of Attorney should also be quoted in the transfer deed at the appropriate place.

6. Shareholders are requested to keep record of their specimen signature before lodgement of shares with the Company to obviate possibility of difference in signature at a later date.
7. Section 72 of the Companies Act, 2013 extends nomination facility to individuals holding shares in physical form in

companies. Shareholders, in particular, those holding shares in single name, may avail of the above facility by furnishing the particulars of their nominations in the prescribed Nomination Form which can be obtained from the Company or its RTA or download the same from the Company's website.

8. Shareholders are requested to give us their valuable suggestions for improvement in our investor services.

Addresses of the redressal agencies for investors to lodge their grievances:

Ministry of Corporate Affairs (MCA)

'A' Wing, Shastri Bhawan,
Rajendra Prasad Road,
New Delhi – 110 001
Tel.: (011) 23384660, 23384659
Web: www.mca.gov.in

Stock Exchanges:

BSE Limited (BSE)

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Tel.: (022) 22721233/34
Fax: (022) 22721919
Web: www.bseindia.com

Depositories:

National Securities Depository Limited (NSDL)

Trade World, 'A' Wing, 4th & 5th Floors,
Kamala Mills Compound,
Lower Parel, Mumbai – 400 013
Tel.: (022) 24994200
Fax: (022) 24976351
Web: www.nsdl.co.in

Securities and Exchange Board of India (SEBI)

Plot No.C4-A,'G' Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Tel.: (022) 26449000/40459000
Fax: (022) 26449019-22
Web: www.sebi.gov.in

National Stock Exchange of India Limited (NSE)

Exchange Plaza, Plot No. C/1, 'G' Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Tel.: (022) 26598100-8114
Fax: (022) 26598120
Web: www.nseindia.com

Central Depository Services (India) Limited (CDSL)

17th Floor, P. J. Towers,
Dalal Street, Fort
Mumbai – 400 001
Tel.: (022) 22723333
Fax: (022) 22723199
Web: www.cdslindia.com

The Board of Directors,
UltraTech Cement Limited,
B – Wing, Ahura Centre, 2nd Floor,
Mahakali Caves Road,
Andheri East.
Mumbai – 400 093.

We have examined the relevant registers, records and documents of UltraTech Cement Limited (“the Company”) for the financial year ended on 31st March, 2014 (“the financial year”). Based on our examination and verification of the said registers, records and documents produced to us and according to the information and explanations given to us by the Company, we report that-

1. The Company has, in our opinion, complied with the provisions of the Companies Act, 1956 as also the applicable provisions of the Companies Act, 2013 (“the Act”), the rules made under the Act and the Memorandum and Articles of Association of the Company, with regard to:
 - (a) maintenance of various statutory registers and documents and making necessary entries therein;
 - (b) closure of the Register of Members;
 - (c) forms, returns, documents and resolutions required to be filed;
 - (d) service of documents by the Company on its Members, Debenture holders, Debenture Trustees and the Auditors;
 - (e) notice of Board meetings and Committee meetings of Directors;
 - (f) the meetings of Directors and Committee of Directors including passing of resolutions by circulation;
 - (g) the 13th Annual General Meeting held on July 29, 2013;
 - (h) minutes of proceedings of General Meetings and of the Board and its Committee Meetings;
 - (i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
 - (j) constitution of Board of Directors / Committee(s) of Directors, appointment, reappointment of Directors including the Whole-time Director;
 - (k) payment of remuneration to Directors including the Whole-time Director;
 - (l) appointment and remuneration of Auditors and Cost Auditors;
 - (m) payment of interest on debentures;
 - (n) declaration and payment of dividends;
 - (o) transfer of certain amount as required under the Act to the Investor Education and Protection Fund;
 - (p) borrowings and registration, modification and satisfaction of charges wherever applicable;
 - (q) investments of the Company's funds including inter corporate loans and investments and loans to others;
 - (r) giving guarantees in connection with loans taken by subsidiaries and associate companies;
 - (s) obtaining necessary approvals under various provisions of the Act;
 - (t) form of the balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule 6 to the Act;

- (u) report of the Board of Directors;
 - (v) contracts, common seal, registered office and publication of name of the Company; and
 - (w) generally, the other applicable provisions of the Act and the Rules made under the Act.
2. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholding / debenture holdings and directorships in other companies and interests in other entities.
 3. The Directors have complied with disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.
 4. There was no prosecution initiated and no fines or penalties were imposed during the financial year under the Act; the Securities & Exchange Board of India Act, 1992; the Securities Contracts Regulations Act, 1956; the Depositories Act, 1996; Listing Agreements executed by the Company with the BSE Limited and the National Stock Exchange of India Limited ("the Stock Exchanges"); and the Rules, Regulations and Guidelines framed under the said Acts against / on the Company or its Directors and Officers.

The Competition Commission of India (CCI) had imposed a penalty of Rs. 1,175.49 crore on the Company for the alleged cartelisation with certain other cement manufacturing companies. The Company filed an appeal against the Order of the CCI before the Competition Appellant Tribunal (COMPAT). COMPAT has granted a stay on the CCI Order on the condition that the Company deposits 10% of the penalty amounting to Rs. 117.55 crore. The Company has deposited the said amounts of Rs. 117.55 crore, and the Order of the CCI is accordingly stayed.

5. The Company has complied with the provisions of the Depositories Act, 1996 and the Bye-laws framed thereunder by the Depositories with regard to dematerialisation / rematerialisation of securities and reconciliation of records of dematerialised securities with all securities issued by the Company.
6. The Company has complied with the requirements under the Listing Agreements entered into with the stock exchanges including requirements under clause 49 of the said agreement relating to Corporate Governance.
7. The Company has also complied with the requirements under the Listing Agreements entered into with the Luxembourg Stock Exchange in respect of Global Depository Receipts.
8. The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997/2011 including the provisions with regard to disclosures and maintenance of records required under the Regulations.
9. The Company has complied with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to implementation of Employee Stock Option Scheme, grant of Options and other aspects.

For **KBNT & Associates**
Company Secretaries

Keyoor Bakshi
(FCS 1844, CP 2720)
Partner

Mumbai, April 21, 2014

Our Vision

“To actively contribute to the social and economic development of the communities in which we operate. In so doing build a better, sustainable way of life for the weaker sections of society and raise the country’s human development index.”

**- Mrs. Rajashree Birla,
Chairperson, Aditya Birla Centre for Community
Initiatives and Rural Development**

Adds Mrs. Birla: “Over these decades through our committed engagement, largely around our plants, all of us have laboured hard to lift the burden of poverty from the lives of thousands. Each one of our Group Companies such as yours has played a significant role to bring in change. And together, we have managed to make a difference. Today, our Group is regarded as an exemplar in the CSR domain. Our work has been well recognised.”

Since its inception, your Company has been working towards inclusive growth.

The provisions relating to Corporate Social Responsibility (“CSR”) introduced under the Companies Act, 2013 (“the Act”) brings in inclusive growth in totality, through roping as many corporates as possible.

Our focus areas are health care, education, sustainable livelihood, infrastructure and social reform. The Act clubs several areas under different headings in 10 buckets given below. Consequently, we have reclassified our activities as well.

The **first** is eradicating hunger, poverty and malnutrition, preventive health care and sanitation and making available safe drinking water.

Second, education continues to be a major plank. Within education, the Act includes employment enhancing vocational skills and livelihood enhancement projects.

The **third** plank is promoting gender equality, empowering women, setting up homes and hostels for women and orphans. This sits in well with our

women empowerment programmes, including SHGs.

Fourth on their list is ensuring environmental sustainability, inclusive of animal welfare and agro forestry. The projects that we do with BAIF — integrated livestock development and animal welfare, water harvesting structures and non-conventional energy programmes, come within its purview.

Fifth on their list is protection of national heritage, art and culture, as well as promotion and development of traditional arts and handicrafts. Over the years, we have been doing this in a small way. Maybe wherever possible we can scale it up.

The **sixth** subject in which we are engaged to some extent is training to promote rural sports.

The **seventh** item on the agenda is the rural development projects. All of our work by and large falls within its ambit.

Other areas that the Act has specified as CSR include measures for the benefit of armed forces veterans, war widows and their dependents, contributions to the Prime Minister’s Relief Fund and other funds set up by the Central Government, contribution of funds to trusts for CSR engagement and to technology incubators in academic institutes approved by the Central Government.

The Act also makes it mandatory to have a CSR policy and a CSR board-level committee in specified companies.

The CSR board-level committee of your Company comprises:

- Mrs. Rajashree Birla, Chairperson
- Mr. G. M. Dave, Independent Director
- Mr. O. P. Puranmalka, Wholetime Director
- Dr. (Mrs.) Pragnya Ram, Group Executive President, Corporate Communications and CSR, Permanent Invitee

The CSR policy is available on www.ultratechcement.com and www.adityabirla.com

Highlights

We pursue a project-based approach with a robust implementation structure, monitoring process and a team of professionals in place at your Company's Units.

Your Company works intensively in 407 villages [including 18 model villages] in proximity to its 21 manufacturing Units across 13 states of the country. We reach out to a rural population of 13 lakhs at Reddipalayam and Arrakonam in Tamil Nadu; Malkhed and Ginigera in Karnataka; Tadipatri in Andhra Pradesh; Awarpur, Hotgi, Ratnagiri in Maharashtra; Kovaya, Jafrabad and Magdalla in Gujarat; Khor and Dhar in Madhya Pradesh; Shambhupura, Kharia Khangar and Kotputli in Rajasthan; Aligarh and Dadri in Uttar Pradesh; Bhatinda in Punjab; Panipat in Haryana; Hirni and Rawan in Chhattisgarh; Jharsuguda in Odisha; Durgapur and Dankuni in West Bengal.

Health Care

We organised 210 rural medical camps and 40 speciality medical camps in remote villages at Khor, Kharia Khangar, Shambhupura, Kotputli, Malkhed, Kovaya, Jafrabad, Awarpur, Rawan, Tadipatri and Durgapur. At these camps, a total of 113,000 persons underwent free medical checkups, availed of medicines and other diagnostic/referral facilities. Those requiring advanced treatment or with serious ailments were either taken to our hospitals or referred with ambulance services to speciality hospitals.

Eye check up camps and cataract surgery benefitted 9,000 patients at Khor, Shambhupura,

Rawan, Malkhed, Kharia Khangar, Kotputli, Kovaya and Jafrabad. We performed 4,115 cataract operations in these camps and distributed 3,500 spectacles.

At the dental health camps, 3,187 patients registered and received treatment.

In 2013-14, the emphasis was on preventive health care. This was done by demonstrating to 3,950 people, the practical approaches of using low-smoke wood stoves, better health practices through yoga, specific awareness campaigns to prevent lifestyle diseases. To prevent rural homemakers from getting pulmonary disease, more than 2,000 low-smoke fuel efficient wooden stoves were distributed at Tadipatri, Awarpur and Kharia Khangar.

At blood donation camps we had 200 donors in Khor, Kharia Khangar and Reddipalayam.

Our hospitals at plant locations in remote areas of the country treated more than 42,000 patients for minor and major ailments. When dealing with complicated cases, our high-tech telemedicine services at locations in remote areas link up with the Aditya Birla Memorial Hospital (Pune) and the Apollo Hospital (Hyderabad) to get advice on treatment.

Mother and Child Health Care

In collaboration with the district health department, over 175,400 polio doses were administered through 499 booths in all locations. More than 3,960 children were immunised for other diseases.

School health check-up camps were organised in village schools at all locations. More than 4,500 children were examined and given treatment as required.

Apart from this, 7,439 women participated in camps for check-ups, treatment and counselling of ante-natal, post natal, mass immunisation, nutrition and escort services for institutional delivery. These form part of our Reproductive and Child Health Care Programmes and also include sessions on adolescent health care and nutrition. As a result of our intensive motivation drive towards responsible family raising, 2,805 villagers opted for planned families.

Safe drinking water and sanitation

The installation of Reverse Osmosis Plants and water tanks has had a salutary impact on villagers. Up until now, 7 plants have been installed around our operational areas in Tadipatri, giving more than 9,000 villagers access to safe drinking water. Backed by our initiatives, villages around Khor, Shambhupura, Hotgi and other locations, 80,000 villagers have been able to access safe drinking water.

Under the Nirmal Gram Yojana, we have facilitated the construction of 500 individual toilets in villages around Khor, Kovaya, Jafrabad, Awarpur and Arrakonam.

Education

Rural schools were extensively supported in the campaign for enrolment, and reducing dropout rates of students at Awarpur, Hirmi, Kovaya, Narmada and Shambhupura. In this we reached out to 120 schools and 6,700 children. In addition to this, merit scholarships were awarded to more than 1,400 students at Tadipatri, Reddipalayam, Rawan, Hirmi, Khor and Awarpur.

For our English coaching classes and career counselling programmes at Kovaya, Jafrabad, Kotputli, Kharia Khangar, Reddipalayam, Malkhed and Awarpur, the response has been encouraging with the enlistment of 1,750 students.

Uniforms, books, notebooks, writing pads, bags and stationery were distributed to 30,000 children near our plants at Kovaya, Jafrabad, Khor, Rawan, Hirmi, Tadipatri, Malkhed, Shambhupura, Kharia Khangar, Kotputli, Awarpur, Ratnagiri, Magdalla, Reddipalayam, Jharsuguda, Hotgi and Durgapur.

At Shambhupura, we are transforming 20 schools into model schools. School infrastructure, library and teaching tools are being contemporised. A total of 1,980 students are enrolled at these schools.

In our Girl Child Education initiatives, we continue to support Kasturba Gandhi Balika Vidyalyas – residential schools, by identifying girls and counselling them for enrolment. We also provide uniforms and safe drinking water. Currently, we are engaged in 6 schools with 339 girls at Malkhed, Kharia Khangar, Khor, Kovaya, Jafrabad and Durgapur and have supported 240 girls to continue

mainstream education. Towards their holistic development, we teach them life skills such as first aid training, adolescent health care and enlist them in cultural events. As a result, 28 girls have been respectfully employed in various vocations.

Our talent search programmes drew 1,396 children from different schools in Reddipalayam, Kotputli, Rawan, Awarpur and Shambhupura. Our computer training programmes in Rawan, Malkhed, Khor, Hirmi, Shambhupura, Ratnagiri, Magdalla, Dhar and Kharia Khangar were availed by 1,100 school children.

We assist in the delivery of mid-day meal programmes in schools at Jafrabad, Jharsuguda, Hotgi and Durgapur through need-based support to maintain basic hygiene.

A study tour was conducted for 1,325 students from grades VI to IX from Jafrabad, Khor, Hirmi, Ratnagiri, Kharia Khangar and Kovaya. The tour, to historical places in and around Chittorgarh and Junagarh, evoked students' interest and added to their knowledge base.

At Rawan, Hirmi and Kotputli, this year, 340 girls and boys were given special coaching to compete in the entrance examination for Navodaya schools in these areas. Until now, 38 students from villages close to Hirmi and Rawan have made the grade. Around 70% of them belong to poor families.

Libraries set up in villages across our areas of operation are accessed by 12,000 students.

At Malkhed, Rajashree Cement's Smart Class Computer project continues to support 4 government schools with 1,500 students.

Balwadi and *anganwadi* projects are running on all cylinders in the areas where we operate. We have supported 5,152 children at these *anganwadis* with educational materials.

At Rawan, Kotputli, Hirmi, Tadipatri, Kovaya, Shambhupura, Khor, Kharia Khangar, Jharsuguda and Awarpur, we conducted free coaching classes for students due to appear in the board exams. Around 1,900 students participated in these.

For the visually impaired, we support two residential schools at Kovaya and Gulbarga (Karnataka).

In 18 villages surrounding Khor, Durgapur, Jafrabad and Malkhed, more than 450 women in the 25-60 age group actively participate in our functional

literacy programmes. For their convenience, these are conducted during the evening when the women are free from household chores.

To empower students, computer classes were conducted at Khor, Rawan, Hirmi, Malkhed and Kovaya with 10,500 students. Extended facilities such as school transport and fixtures were accessed by around 21,000 students.

Sustainable Livelihood

Agriculture

On the agricultural front, we have helped farmers earn better. This was done through farmer training programmes on advance cropping techniques and other processes to improve yield. These learning programmes were highly appreciated by the 2,037 farmers at Khor, Kharia Khangar, Shambhupura, Malkhed, Rawan, Jafrabad, Awarpur, Hirmi and Jharsuguda.

At Vikram Cement, the Public Private Partnership (PPP) watershed project in the Neemuch district of Madhya Pradesh is on track. Our collaborator is the Rajiv Gandhi Watershed Mission implemented

by the Madhya Pradesh Government. To be implemented in phases, the project will bring 5,742 hectares of land under irrigation, directly benefiting 20,000 people. Facilitated by a dedicated multidisciplinary team, the project involves making farmers and local people aware of rainwater harvesting, training them in diverse agro-based activities and ways to support watershed management. In all, 70 structures have been constructed.

Under this project, over 2,500 farmhands, including villagers, and 1,400 activity based user group members were trained in state-of-the-art agricultural practices and water management. The project aims to improve agricultural productivity and non farm income through environmental sustainability.

Animal Husbandry

We immunised 35,207 animals at animal husbandry and other veterinary camps in our Units. The Navjeevan Gaushala at Kharia Khangar, which gives shelter to 720 stray cows and oxen, has provided treatment to and rehabilitated 150 cattle heads this year.



In addition, we have tied up with a development support organisation BAIF, for integrated breed improvement programme at our Kovaya and Jafrabad locations in Gujarat. At Shambhupura in Rajasthan, our infertility treatment programme for cattle has been strengthened. These programmes, run in association with the Rajasthan government and covering 1,200 milch cattle, have helped increase the incomes of their owners.

Vocational Training

Through our Sustainable Livelihood projects, we have provided vocational skills training to 8,500 youngsters at Tadipatri, Hirmi, Khor, Shambhupura, Kharia Khangar, Rawan, Magdalla, Jharsuguda, Kovaya, Jafrabad, Arrakonam, Awarpur, Reddipalayam, Malkhed, Kotputli, Magdalla and Ratnagiri.

In the recent past, Birla White in Rajasthan has widened its Applicator's Training Programme to include women and unskilled construction workers. Through this programme, so far we have trained more than 6,000 people including 1,100 women in the specialised application of Birla White putty. This has been a boon for the underprivileged.

Over 600 students have been trained at Rajashree Cement's Kagina Industrial Training Centre. The Centre, which takes in 80 students every year, trains them to become electricians, fitters, mechanics and welders. Students who have completed the course have been gainfully employed.

At Kharia Khangar, we have instituted the 'Rajashree Birla Talent Development Centre' which provides multiple opportunities for honing the skills of rural youth, women and farmers. It reaches out to more than 30 villages around the plant, largely in Jodhpur and Nagaur district. In the first phase, training is being given in tailoring and embroidery, computers and typing, mobile repairing and plumbing.

Self Help Groups and Income Generation

Across your Company, 840 Self Help Groups empower 7,940 households financially and socially. Most of the SHGs have been linked with the economic schemes of Nabard and the District

Industries Centre. At the various centres, 7,000 women are being supported for different livelihood support programmes. We cite a few examples.

The jute bag centre at Tadipatri receives orders from many business houses. The garment manufacturing Unit at Hirmi is self sustainable, catering to specific product needs of the entire district. At Reddipalayam, 240 women contribute 50% to their family through their earnings from tailoring. At Shambhupura, Aditya Cement has introduced a fashion designing course which 40 women have completed. They have already started making a living from the skill learned. At Jharsuguda, the art of mushroom cultivation has been imparted to 30 village women. We worked closely with the Krishi Vigyan Kendras. Several women entrepreneurs have set up their own businesses each year with our help. At Vikram Cement, the handgloves making unit caters to the industry need besides giving alternative livelihood to 30 women. The carpet centres continue to produce high quality carpets with 100% products exported through business tie-ups.

Infrastructure Development

Under infrastructure development, we are engaged in water conservation/harvesting, renewable energy (solar lights), building roads, repair of school buildings and helping the communities in which we operate. Overall, our infrastructure development projects are a boon to 5,43,857 people across our Units at Shambhupura, Kotputli, Panipat, Kharia Khangar, Khor, Bhatinda, Aligarh, Dadri, Rawan, Hirmi, Durgapur, Jharsuguda, Kovaya, Jafrabad, Ratnagiri, Magdalla, Awarpur, Malkhed, Hotgi, Tadipatri, Arrakonam, Ginigera, and Reddipalayam.

Espousing Social Causes

Through our innovative interventions, we try to address social ills. These include child labour, illiteracy, child marriages, the marginalisation and abuse of the girl child and women among others.

The teams adopted 200 poor couples for solemnising mass marriages in Kovaya, Jafrabad, Hirni and Rajashree Cement. This year, 258,828 people participated in our programmes.

Accolades/Awards

The feather in the cap was receiving of the ASIAN CSR Award for Corporate Social Responsibility and Governance by the Asian Institute of Management, Manila, by your Company. The Bhamashah Award was given to Aditya Cement by the Government of Rajasthan.

The FICCI Water Award was awarded to Vikram Cement for its work in water conservation.

Our Partners/Collaborators include

- District rural development authorities at various locations
- Local hospital and district health departments
- District panchayatiraj institutions
- District animal husbandry
- District agriculture department
- District horticulture department
- BAIF
- The Khadi and Village Industries Commission (KVIC)
- Sarva Shiksha Abhiyan
- Greenway Grameen Infra
- Aide et Action, South East Asia
- Red Cross
- Rajiv Gandhi Watershed Mission, Government of Madhya Pradesh
- Rajasthan Skill Development Mission, Government of Rajasthan

Our Investments

For the year 2013-14, your Company's CSR spend was ₹ 48.56 crores.

In sum

Our CSR work is making a difference to the lives of thousands. In our humble way we have helped lower the level of poverty in villages and urban slums near our plants. We attained this by reaching out to 496,164 people through health care interventions, 121,516 people through education, 106,421 people through sustainable livelihood, 543,857 people through rural infrastructure and 258,828 people through social causes.

At a different level, to provide support for the education of the needy and the deserving children for pursuing Under Graduate and Post Graduate professional courses, we have set up the A World Of Opportunities (AWOO) Foundation. The intent is to provide scholarships for the courses that leads to employment. The AWOO is a charitable trust with a single minded focus on the social cause of education of children in India. The foundation will fulfill its commitment by providing scholarships to those children who wish and have the potential to pursue quality higher education but are unable to do so for lack of resources and means. Over 8,000 employees of the Aditya Birla Group have donated a sum of ₹ 4.2 crores for this very noble cause.

"With all of us working so wholeheartedly and the Government also fully committed to inclusive growth, transparency and good governance, we can hope for a holistic transformation of our country. At the end of the day, we look forward to a time when the word poverty will be struck off the lexicon and no mention of it will be made in relation to India," avers Mrs. Birla.

Your Company's Sustainable Development philosophy is to manage the businesses in a responsible manner far ahead of legal compliance. It has been this way since our inception and this year we are pleased to report that, while maintaining our ISO 14001 certification, we have taken more positive steps to preserve the environment.

Your Company is a member of Cement Sustainability Initiative (CSI) of the World Business Council for Sustainable Development, a Global voluntary initiative on sustainability. Through this association your Company is playing a leadership role as co-chair of CSI India, the Indian Chapter of CSI. It is also a reflection of your Company's commitment to sustainable issues at a higher level and engaging with multiple stakeholders in this orbit.

Your Company's Units are ISO 14001 EMS, OHSAS 18001 and SA 8000 certified. During the year, Vikram Cement Works (VC), Andhra Pradesh Cement Works (APCW) and Reddipalyam Cement Works (RDCW) have also been certified for ISO 50001 Energy Management System.

• **Energy Management**

Two new clinker lines have been added to the Units at Rawan Cement Works (RCW) and at Rajashree Cement Works (RC). Both these Units have been successfully commissioned and have already achieved the performance guarantees in electrical energy and specific fuel consumption

norms. On achieving full capacity, these two Units will set benchmarks in energy conservation.

All the Integrated Units are close to achieving the energy reduction targets set by the PAT Scheme of Bureau of Energy Efficiency.

"It is our responsibility to see sustainability becoming one of the defining attributes of our Group.
I appreciate the commitment of our businesses and their teams to sustainable development.
I believe that in so far as it relates to sustainability, there is no finish line.
Because the goalpost will keep moving.
Therefore, our endeavour should be to constantly raise the bar and strive to match the world's best on all the metrics of sustainability measurements".

**– Kumar Mangalam Birla
Chairman, Aditya Birla Group**

To further cut our energy footprint, your Company will soon implement a capex project for modification to the clinker cooler at Awarpur Cement Works (ACW), RC and Hirmi Cement Works. Orders have been placed and we expect the systems to be commissioned in FY15/16. The implementation of these projects will help to pare the carbon footprint further by 78,442 tones.

• **Waste Heat Recovery (WHR)**

The first set of boilers of WHR at ACW has been commissioned and the plant has started generating 5 MW of power. We expect the second unit also to be operational in the first quarter of FY15. The other three WHR plants at RCW, RC and Aditya Cement Works (AC) are expected to be commissioned in FY15. Both the new lines commissioned at RC and RCW have WHR as part of the project and should go on stream in FY15.

• **Waste Management**

Your Company has used 111,700 Mt of alternative fuel in the current year. An overall thermal substitution rate of over 2% has been achieved which is 28% over that of the last year. Our focus has been more on the use of non-hazardous industrial waste.

Your Company is in the process of setting up alternative fuel processing and feeding systems in Gujarat Cement Works (GCW) and AC for solid, semi-solid and liquid waste. With the commissioning of the system in FY15, AFR usage is expected to increase. To achieve a sustained feed rate, agreements have been signed with waste generators. These efforts will contribute significantly to environment conservation by avoiding land fill and unwanted emissions.

Renewable Energy

The use of Renewable Energy source has been a priority. With the commissioning of the 2.6 MW of photovoltaic cell based solar power plants, our electricity generation from Renewable Energy sources has risen substantially. During the year, your Company generated 2.9 million units from solar power panels and 1.95 million units from wind power.

Water

The installation of bag house in the raw mill and air cooled condensers in the thermal power plant are major steps taken. Your Company has installed air cooled condensers in the captive power plant at ACW. This has saved about 6 lakhs M3/ annum of water compared to water cooled condenser. All our power plants are ordered with air cooled condensers as a standard practice to conserve water.

Water bodies in the catchment areas for the rain water storage and aquifer recharging system have been set up wherever possible. Rain water harvesting system has also been installed in the schools, shopping complexes, hospitals and school roofs at various Units. The pits created after mining of limestone have been converted as storage of rain water for use of our Units and the nearby community. The water bodies maintain the



biodiversity of the area and aquifer water level. More than 30% of our water requirement is met through rain water harvesting.

At all integrated Units, part of the treated water from the sewage treatment plants is recycled for process needs such as dust suppression and cooling. Over 15% of total water demand is met by recycling of waste water. The balance water from sewerage plants is used for horticulture and gardening. At most of the Units, there is zero water discharge.

Air Emissions

Your Company continues to invest in enhancing the capacity of gas filtration equipment to reduce air emissions. In this regard, your Company has upgraded the electro static precipitators at APCW by installing state of the art controllers and at GCW Line-I by changing the electrodes. We have also reviewed the emission and optimised the performance of pollution control equipment in seven pollution control equipments using computational fluid dynamic tools. These efforts

have reduced emission to the atmosphere. Many of your Company's Units have installed online ambient air quality monitoring stations, which are connected to the state level pollution control authorities. Some of the Units have also installed continuous emission monitoring stations, connected to the website of State Pollution Control Boards.

To improve ambient air quality your Company has invested in covered storage for raw material and concreting of internal roads.

Green Belt Development

Every year your Company plants trees in its Units, Mines and also gives saplings to the community to increase the green cover in and around the Unit, thus contributing to the biodiversity of the area. During the year, 311,763 saplings have been planted in the Units and mines area with a survival rate of more than 85%.

Your Board and Management team across all the operations remain committed to a sustainable future.

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company	L26940MH2000PLC128420			
2. Name of the Company	UltraTech Cement Limited			
3. Registered address	B Wing, Ahura Centre, 2 nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093			
4. Website	www.ultratechcement.com			
5. E-mail id	brr.utcl@adityabirla.com			
6. Financial Year reported	1 st April, 2013 to 31 st March, 2014			
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	Group	Class	Sub Class	Description
	239	2394	23941 23942	Manufacture of cement
8. List three key products/services that the Company manufactures/provides	(i) Ordinary Portland and Portland Pozzolana Cement (ii) Ready-Mix Concrete (iii) White Cement			
9. Total number of locations where business activity is undertaken by the Company	i. Number of International Locations <ul style="list-style-type: none"> • United Arab Emirates • Sri Lanka • Bahrain • Bangladesh ii. Number of National Locations <ul style="list-style-type: none"> • 11 Integrated Cement Units; 11 Grinding Units; 1 White Cement Unit; 1 Wall Care Putty; 5 Bulk Terminals; over 100 Ready Mix Concrete Units, Registered Office and Zonal Marketing Offices 			
10. Markets served by the Company	Local	State	National	International
	✓	✓	✓	✓

Section B: Financial Details of the Company

1. Paid-up Capital (INR)	₹ 274 crores
2. Total Turnover (INR)	₹ 20,078 crores
3. Total Profits after Taxes (INR)	₹ 2,144 crores
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit after Tax (%)	The Company's total spending on CSR is 2.24% of the average profit after taxes in the previous three financial years.
5. List of activities in which expenditure in 4 above has been incurred	a. Education b. Health Care c. Women Empowerment d. Sustainable Livelihood e. Infrastructure Development f. Social Welfare

Section C: Other Details

1. Does the Company have any Subsidiary Company/ Companies?

Yes, the Company has 9 (nine) subsidiaries - 4 (four) domestic and 5 (five) foreign.

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(ies):

The Business Responsibility initiatives of the parent Company apply to its subsidiaries.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:

Other entities viz. suppliers, distributors etc with whom the Company does business do not participate in the Business Responsibility initiatives of the Company.

Section D: BR Information

1. Details of Director/Directors responsible for BR

a) Details of the Director/Director responsible for implementation of the BR policy/policies

DIN Number : 00062212
Name : Mr. O. P. Puranmalka
Designation : Whole - time Director

b) Details of the BR head

Sr. No.	Particulars	Details
1.	DIN Number (if applicable)	N.A.
2.	Name	Mr. S. K. Chatterjee
3.	Designation	Company Secretary
4.	Telephone number	022 66917800
5.	E-mail id	brr.utcl@adityabirla.com

2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)

The 9 principles are:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the wellbeing of all employees.
P4	Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

S.No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy / policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national / international standards?	—								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/Owner / CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the Company have a specified committee of the Board/ Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?	view restricted to employees.								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to key internal stakeholders of the Company. The communication is an on-going process to cover all stakeholders.								
8.	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	The Company publishes a Sustainability Report which is GRI application level A+ checked and covers policies mentioned herein. The Report is assured by an independent certifying agency.								

2 a. If answer to S. No.1 against any principle, is 'No', please explain why: (Tick up to 2 options)

S.No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The Company has not understood the Principles	Not Applicable								
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The Company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 months									
5.	It is planned to be done within the next 1 year									
6.	Any other reason (please specify)									

3. Governance related to BR

- **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

The Business Responsibility performance of the Company is assessed periodically by the management.

- **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The Company publishes its Sustainability Report bi-annually. The Report is GRI application level A+ checked. The Report is assured by an independent certifying agency and is available on the website of the Company – www.ultratechcement.com

Section E: Principle-wise performance

Principle 1 – Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

- 1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/ Others?**

The Company's governance structure guides the organisation keeping in mind the core values of Integrity, Commitment, Passion, Seamlessness and Speed. The Corporate Principles and Code of Conduct cover the Company and its subsidiaries and is applicable to all the employees of the Company.

- 2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

No complaints were received during the year.

Principle 2 – Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

- 1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

The Company provides a range of products that cater to construction needs from

foundation to finish. These include Ordinary Portland Cement, Portland Blast Furnace Slag Cement, Portland Pozzaland Cement, White Cement and White Cement based Products, Ready Mix Concrete including Specialty Concrete, Building Products like AAC bricks and jointing mortars and a host of others in retail formats. The Company has explored options to reduce the environmental impact of the products. Some of the initiatives include incorporating waste heat recovery systems right at the design stage, installing energy efficient equipments, increasing the blending percentage by utilising industrial by-products, maximising the use of alternative fuel to decrease natural resource consumption, opting for alternative source of power for captive consumption like wind, solar etc.

The Company has also taken initiatives for educating its stakeholders on the sustainable aspects of its products. The Technical Services Department educates the users of cement like masons and the Individual House Builder (IHB) on using cement optimally and reducing wastage. The Company also informs other stakeholders about the advantages of using cement for mass housing and roads and the benefits of using blended cement. Several seminars have been conducted on concrete roads and white topping to impress on the environmental benefits of switching from bituminous roads.

- 2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

- i. Reduction during sourcing/ production/ distribution achieved since the previous year throughout the value chain?**

The Company consumes alternative fuels (hazardous and non hazardous waste materials), which help conserve the conventional fossil fuels. Further it also uses fly ash and slag in its production.

- ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

Cement as a product is used for variety of purposes and by diverse consumers. Hence it is not feasible to measure the usage (energy, water) by consumers.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

Procurement practices and criteria in the Company are focused in favour of protection of environment, societal interest and cost effective procurement seeking resources efficiently, improving the quality of products and services and ultimately optimising the cost.

The criteria for procurement of equipment is based upon resource efficiency mainly comprising of but not limited to energy efficiency, fuel efficiency, emission control etc. The impact of the product / services being procured is considered over its whole life cycle. As regards social aspect, the emphasis is on ethical issues at the time of vendor evaluation stage itself. The vendor registration form requires its potential vendors to specify their commitment on the following social aspects:

1. Child Labour
2. Forced & Compulsory Labour
3. Health & Society
4. Working Hours
5. Statutory Compliance

The Company also believes that sustainability in logistics may be achieved by using less polluting and less fuel consuming transport option or selecting the vendors who are close to our manufacturing locations. This has been demonstrated by transporting around 40% of its petcoke out of 4.8 MMT by rail and hence saving on fuels which would have been used for road transportation to transport the same amount of petcoke.

It also involves educating our suppliers to match our quality standards. We encourage them for achieving ISO 14001 / ISO 9001 certifications which will enhance their contribution towards sustainability. The Company gives priority for sourcing material from local vendors which are close to the manufacturing locations.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company has always given preference to local vendors when it comes to sourcing materials. Around 20 % of PP bags is sourced from near-by or local vendors (< 60km distance), which indirectly saves on fuel consumption for transportation of those bags to the Units. Sourcing of PP bags from vendors located close to the Units have resulted in lower fuel consumption, less emission as average movement of bags was brought down from 339 kms/bag (April-2013) to 311 kms/bag (March-2014). The Company has been encouraging its PP bag vendors to get ISO 14001 certification which takes care of many aspects of sustainability.

The Company also believes in long term partnership with the vendors by having rate contracts with them and providing periodical feedback on their performance in terms of quality, delivery, service, environmental health and safety aspect etc, which helps the vendors to improve their performance by taking corrective action on the parameters where they are found lacking. The Company is also making efficient use of Information Technology for reducing the procurement cycle time and has launched a vendor portal which not only reduces the cycle time but also empowers vendors to make use of its vendor friendly features like knowing the approval status of their material, payment status, posting advance shipping notification etc. It also helps in reduction of paper usage as most of the activities / documentation is done in electronic format. The Company is having a zero tolerance policy for safety compromise and business is done only with those vendors who are approved on stringent safety parameters.

5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The cement manufacturing process as such does not involve production of any byproducts or waste. However the flyash generated from the Company's captive power plants during power generation is being utilised in blending cement.

Principle 3 – Businesses should promote the wellbeing of all employees

1. Please indicate the total number of employees.

13,117

2. Please indicate the total number of employees hired on temporary/contractual/casual basis.

23,164

3. Please indicate the number of permanent women employees.

252

4. Please indicate the number of permanent employees with disabilities.

Nil

5. Do you have an employee association that is recognised by management.

Yes, we have recognised trade unions constituted in terms of the Trade Union Act at the Company's manufacturing Units.

6. What percentage of your permanent employees is members of this recognised employee association?

Around 20% of our permanent employees are members of the above mentioned trade unions.

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

S. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as at end of the financial year
1.	Child labour/forced labour/involuntary labour	Nil	NA
2.	Sexual harassment	Nil	NA
3.	Discriminatory employment	Nil	NA

8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?

	Safety	Skill upgradation
Permanent employees	100%	32%
Permanent women employees	100%	49%
Casual / Temporary / Contractual employees	100%	17%
Employees with disabilities	NA	NA

Principle 4 – Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

1. Has the Company mapped its internal and external stakeholders? Yes/No

Yes, the Company has mapped its internal as well as external stakeholders.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders?

The Company has identified the disadvantaged, vulnerable and marginalised stakeholders viz. communities around its manufacturing Units and its workers / contractual workers.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.

The Company's endeavour to bring in inclusive growth are channelised through the Aditya Birla Centre for Community Initiatives and Rural Development.

Several initiatives such as health care, education, infrastructure, watershed management, safe drinking water and sanitation, sustainable livelihood, self help groups and income generation etc. are extended to the Company's contract workers and people living near to the Company's manufacturing Units.

Worker's safety is of utmost importance and a culture of safety is brought in, not just for the Company's staff but also for contract workers, raw material suppliers etc. through training programmes.

Principle 5 – Businesses should respect and promote human rights.

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company has a Human Rights Policy which is also applicable to its subsidiaries.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

No complaints were received during the last financial year.

Principle 6 – Businesses should respect, protect and make efforts to restore the environment.

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

The Company's policy on Safety, Health and Environment extends to its subsidiaries as well.

2. Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

The Company is a member of the Cement Sustainability Initiatives (CSI) of the World Business Council for Sustainable Development (WBCSD). This engagement has given better understanding of the environmental and climate change initiatives. The Company has addressed environment and climate change issues with clear goals, targets and achievements. The Company proactively measures carbon footprint as per Cement Sustainability Initiatives CO₂ protocol.

Please follow the link.

http://www.ultratechcement.com/images/downloads_Ultratech_Sustainability_Report%202010-2012-final.pdf

3. Does the Company identify and assess potential environmental risks? Y/N

The Company has procedures in place for identifying environmental issues and the risks arising out of it. The Company is a member of CSI of WBCSD and the tools developed by CSI is being used by the Company to assess the potential risk arising out of its operations and take necessary action to mitigate the same. One such tool developed by WBCSD is the Global Water Tool (GWT) which helps the Company to map its water use and assess risks relative to operations and supply chains. The GWT tool is available on the following website:

<http://wbcsdcement.org/index.php/key-issues/water>

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Yes, the Company has two registered projects under Clean Development Mechanism (CDM).

- Use of alternative fuels at Reddipalayam Cement Works, Tamil Nadu.
- Waste Heat Recovery [WHR] based on power generation at Andhra Pradesh Cement Works – Tadipatri, Andhra Pradesh.

Five others WHR projects are ready for registration.

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

The Company was one of the co-chairs of the expert working group for the development of "Technology Roadmap - Low Carbon Technology for the Indian Cement Industry" which was jointly developed by WBCSD, CSI and the International Energy Agency (IEA) along with other CSI members. The roadmap outlines a low-carbon growth pathway for Indian Cement Industry that could lead to carbon intensity reductions. The link to the technology roadmap is available on

<http://www.wbcsdcement.org/index.php/technology/india-roadmap>

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes, the emissions/waste generated by the Company are within the permissible limits given by Central Pollution Control Board (CPCB)/State Pollution Control Board (SPCB).

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as at end of financial year.

No such cases are pending at the end of the FY14.

Principle 7 – Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

- a. Cement Sustainability Initiative (CSI), an extension of World Business Council for Sustainable Development.
- b. Confederation of Indian Industry (CII).
- c. Federation of Indian Chambers of Commerce and Industry (FICCI).

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water, Food Security, Sustainable Business Principles, Others)

The Company continuously advocates the use of eco-friendly mining practices, use of alternative fuels, energy conservation and construction of concrete roads.

Principle 8 – Businesses should support inclusive growth and equitable development.

1. Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.

The Company has specified programs in pursuit of its policy on inclusive growth and equitable development. These cover education, basic healthcare, women empowerment, sustainable livelihood, infrastructure and social reform.

2. Are the programmes / projects undertaken through in-house team / own foundation / external NGO /government structures/any other organisation?

The Company's social projects are carried on under the aegis of the Aditya Birla Centre for Community Initiatives and Rural Development. Collaborative partnerships are formed with the government, district authorities, village panchayats, NGOs and like-minded stakeholders. The Company also engages with CII, FICCI in its social activities.

3. Have you done any impact assessment of your initiative?

To measure the impact of the work done, a social satisfaction survey / audit is carried out by an external agency.

4. What is your Company's direct contribution to community development projects- amount in INR and the details of the projects undertaken.

The Company has spent an amount of ₹ 48.56 crores on its CSR activities during 2013-14 in education, health care, women empowerment, sustainable livelihood, infrastructure development etc.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Prior to the commencement of projects, a baseline study of the villages is carried out. The study encompasses various parameters such as health indicators, literacy levels, sustainable livelihood processes, population data, state of infrastructure, among others. From the data generated a 1-year plan and a 5-year rolling plan is developed. Projects are assessed under the agreed strategy and are monitored on a quarterly basis. Wherever necessary, midcourse corrections are carried out.

Principle 9 – Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year.

48 customer complaints / consumer cases were pending as on the end of FY14.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks (additional information).

The Company displays product information as mandated by Bureau of Indian Standards.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

The Competition Commission of India (CCI) upheld the complaint of alleged

cartelisation against certain cement manufacturing companies including the Company. The CCI has imposed a penalty of ₹ 1,175.49 crores on the Company. The Company has filed an appeal against the Order before the Competition Appellate Tribunal (COMPAT).

COMPAT has granted stay on the CCI order on condition that the Company deposit 10% of the penalty, amounting to ₹ 117.55 crores, which has been deposited.

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

Yes, the Company carried out customer feedback analysis study through Netscribes (India) Pvt. Ltd in June, 2013.

The Company also carries out Brand Health Study regularly (thrice a year). The study is conducted by globally renowned research agency – Nielsen India Pvt. Ltd., for tracking Brand Equity across customer segments. The Company has also conducted an extensive customer satisfaction study with research agency IMRB across customer segments.

Dear Shareholders,

Your Directors present the Fourteenth Annual Report together with the Audited Accounts of your Company for the year ended 31st March, 2014.

FINANCIAL RESULTS

(₹ in crores)

	2013-14	2012-13
Net Turnover	20,078	20,023
Profit before Depreciation, Interest and Tax (PBDIT)	4,147	4,980
Depreciation	1,052	945
Profit before Interest and Tax (PBIT)	3,095	4,035
Interest	319	210
Profit before Tax (PBT)	2,776	3,825
Tax Expenses	631	1,170
Profit after Tax	2,144	2,655

OVERVIEW AND REVIEW OF OPERATIONS

The Indian cement industry was impacted by the developments in the global and domestic economy. Although the year began with expectations of the rise in demand for cement in the hope of government spending in the run up to the general elections, demand remained sluggish. The prolonged monsoon and low offtake from the infrastructure and housing sectors, subdued the demand. This resulted in prices remaining under pressure. On the supply side, overcapacity continued to hurt the industry. The demand-supply mis-match is expected to stay on. Further, logistics and raw material costs continued to rise, driven by the increase in railway freight and high diesel prices.

Although the outlook in the short term continues to remain challenging, demand growth in the long term is likely to be around 8%. Housing and infrastructure spends as outlined in the 12th five year plan offer much encouragement.

The performance of your Company during the year under review must therefore be viewed against this backdrop.

Your Company produced 40.79 MMT of cement as against 40.13 MMT in the previous year. The effective capacity utilisation was 79% as against 82%. The aggregate sales volume increased by 2% from 40.65 MMT to 41.47 MMT.

Your Company's net turnover stood at ₹ 20,078 crores vis-a-vis ₹ 20,023 crores achieved in the previous year. Profit before interest and tax was at ₹ 3,095 crores as against ₹ 4,035 crores.

DIVIDEND

Your Directors recommend that dividend be maintained at ₹ 9/- per equity share of ₹ 10/- each for the year ended 31st March, 2014. The dividend distribution would result in a cash outgo of ₹ 289 crores (including tax on dividend of ₹ 42 crores) which is identical to the amount in the year 2012-13.

CAPITAL EXPENDITURE

Your Company has commissioned –

- Clinkerisation plant of 3.30 MMTPA, 25 MMTPA and 1.45 MMTPA cement plant at Rajashree Cement Works in Karnataka;
- 1.6 MMTPA cement mill at Jharsuguda Cement Works in Odisha;
- 25 MW TPP in Andhra Pradesh Cement Works;
- 30 MW TPP at Rawan Cement Works in Chhattisgarh; and
- 6.5 MW Waste Heat Recovery System at Awarpur Cement Works in Maharashtra.

With these projects the cement capacity of your Company stands at 53.95 MMTPA.

Your Company has earmarked around ₹ 10,000 crores to be incurred in setting up the remaining

grinding units, clinkerisation plants, cement terminals and other capex in the current round of expansions. These are likely to be commissioned in a phased manner by 2015. A judicious mix of internal accruals and borrowings has been used for funding the projects.

CORPORATE DEVELOPMENTS

– Jaypee Cement Corporation Limited

During the year, the Board of Directors of your Company approved the acquisition of the Gujarat Cement Unit of Jaypee Cement Corporation Limited ("JCCL"), comprising of an integrated cement unit at Sewagram and Grinding Unit at Wanakbori at an enterprise value of ₹ 3,800 crores besides the actual net working capital at Closing ("the Unit"). JCCL is a wholly-owned subsidiary of Jaiprakash Associates Limited ("JAL").

The transaction is being carried out by way of a Scheme of Arrangement in terms of the provisions of the Companies Act, 1956 ("the Act") between your Company, JCCL and their respective shareholders and creditors ("the Scheme"). The Scheme has been approved by the shareholders and creditors of both JCCL and your Company, the Hon'ble Bombay High Court and the Hon'ble Allahabad High Court. The Competition Commission of India has also approved the proposed combination. The Scheme is now subject to the approval of the Securities and Exchange Board of India (SEBI).

Upon its effectiveness, your Company will take over all the assets and the liabilities of the Unit and the net amount of enterprise value less liabilities taken over will be the consideration for the Scheme. Such consideration will be discharged by allotment of equity shares of your Company to the shareholders of JCCL, subject to a maximum value of such equity shares being ₹ 150 crores.

– Madanpur (North) Coal Block

Your Company alongwith seven other allottees was allotted a coal block in Madanpura North, Chhattisgarh. In terms of the allocation letter, a joint venture company viz. Madanpur (North) Coal Company Private Limited was incorporated with your Company holding around 11% of the equity. The joint venture Company was in the process of achieving the milestones in terms of the letter of allocation. However, during the year, the Ministry of Coal, Government of India based on the recommendation of the Inter-Ministerial Group

issued an order for de-allocation of the coal block. The joint venture company incorporated by the allottees for mining coal has filed a petition against the de-allocation order in the Delhi High court. The Court has ordered maintaining status-quo after the de-allocation and has also directed the government not to re-allocate the same coal block nor create any third party interest therein till further orders.

– Competition Commission of India

The Competition Commission of India (CCI) upheld the complaint of alleged cartelisation against certain cement manufacturing companies including your Company. The CCI has imposed a penalty of ₹ 1,175.49 crores on your Company. Your Company has filed an appeal against the Order before the Competition Appellate Tribunal (COMPAT).

COMPAT has granted stay on the CCI order on condition that your Company deposit 10% of the penalty, amounting to ₹ 117.55 crores, which has been deposited.

Your Company, backed by a legal opinion, continues to believe that it has a good case and accordingly no provision has been made in the accounts.

CORPORATE GOVERNANCE

Your Directors reaffirm their continued commitment to good corporate governance practices. During the year under review, your Company was in compliance with the provisions of Clause 49 of the Listing Agreement with the stock exchanges relating to corporate governance.

The compliance report is provided in the Corporate Governance section of the Annual Report. The auditor's certificate on compliance with the provisions of Clause 49 of the Listing Agreement is given in **Annexure I** to this Report.

EMPLOYEE STOCK OPTION SCHEME

ESOS – 2006

During the year 15,440 Stock Options were vested in eligible employees. The ESOS Compensation Committee allotted 61,470 equity shares of ₹ 10/- each of your Company upon exercise of Stock Options by the employees.

ESOS – 2013

The Board of Directors of your Company had approved the formulation of a new Stock Option

Scheme viz. ESOS – 2013 in terms of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“SEBI Guidelines”) and had mandated the existing ESOS Compensation Committee to implement and administer ESOS – 2013. At the Annual General Meeting held on 29th July, 2013, the shareholders of your Company approved the formulation of ESOS – 2013.

In terms of ESOS – 2013, the ESOS Compensation Committee has approved a grant of 237,953 Stock Options at an exercise price of ₹ 1,965/- per Stock Option exercisable into the same number of equity shares of ₹ 10/- each and 84,056 Restricted Stock Units at an exercise price of ₹ 10/- each to the eligible employees of your Company.

The Disclosures, under Clause 12 of the SEBI Guidelines is set out in **Annexure II** to this Report. A certificate from the Statutory Auditor on the implementation of your Company's Employees Stock Option Schemes will be placed at the ensuing Annual General Meeting for inspection by the Members.

AWARDS

Your Company was the recipient of the following Awards:

- Safety Award 2013 (2013-14) “UNNATHA SURAKSHA PURASKARA AWARD” from National Safety Council, Karnataka Chapter for Rajashree Cement Works (RC);
- 3 Star Rating in appreciation towards Safety Practice for the year 2013 (2013-14) from Confederation of Indian Industry (CII) for RC;
- National Award for Excellence in Energy Management – 2013 “Cement Plant” from CII for Kotputli Cement Works;
- “Golden Peacock Innovation Management Award” (2013) for Birla White;
- “Energy Conservation and Efficiency Award” (2012–13) from the New And Renewable Energy Development Corporation of Andhra Pradesh Ltd. for Andhra Pradesh Cement Works;
- “National Energy Award 2013 (for Power Plant)” from CII for Hirni Cement Works.
- “IMC Ramakrishna Bajaj National Quality Performance Excellence Trophy 2013” in Manufacturing Category for Vikram Cement Works;
- Top Exporter Award from CAPEXIL for the 17th consecutive year.

RESEARCH AND DEVELOPMENT

Your Company's Research & Development (R&D) activities have been progressively increasing as an intellectual resource centre to support sustained growth of business. Continuous product customisation and process upgradation is its main forte, aimed at creating greater customer value.

The R&D activities of your Company are engaged in basic and applied research, material characterisation and mutual compatibility, mineral securitisation and process debottlenecking. Your Company is focused on sustainable development and strives to unearth new techniques for conservation of non-renewable resources, upkeep of environment and waste utilisation, use of alternative fuel and optimal consumption of captive limestone reserves. These have resulted in preservation of natural and non-renewable resources, conservation of energy and improved durability features of the product.

Your Company is engaged with Aditya Birla Science and Technology Company Limited (ABSTCL), which is the corporate research and development centre for the Aditya Birla Group.

ABSTCL supports the broad diversity of the Group's businesses through multi-disciplinary teams of experts, scientists and engineers who lead fundamental and applied research projects.

HUMAN RESOURCES

Your Company strives to foster a culture of high performance. Ongoing learning, aligning HR systems in line with global benchmarks, aligning rewards and recognitions with performance have enabled your Company sustain its reputation of being a meritocratic organisation.

The Group's Corporate Human Resources function continues to play an integral role in your Company's talent management programme.

SAFETY

Your Company is committed to safety of its employees, contractors, vendors, customers and the people residing in proximity of its operations. The continuous focus on safety has not only positively impacted people's behaviour but is also building confidence about your Company being a safety oriented organisation. Your Company continues its engagement with DuPont Sustainable Solution team on its Safety Excellence Journey.

The year witnessed high level of people involvement across the hierarchy in safety improvement processes and has resulted in significant upgradation of safety practices and performance.

The Apex Safety Committee, headed by the Whole-time Director and the six strategic subcommittees and Site level Safety Apex Committees, have taken several measures to strengthen the safety management system. These include, among others, development and implementation of safety standards in its mines and marine operations, finalising policy and facilitating implementation to improve people's behaviour outside workplace including family involvement.

A new program to engage front level employees in safety improvement process through self and peers correction under the "Employee Action in Improving Safety (EAIS)" program has also been started. To obtain high level of safety commitment from contractors, your Company has strengthened contracting process by integrating pre, periodic and post job contractor's performance evaluation. Corporate Safety Audits are conducted at regular intervals to validate enforcement of safety standard in the manufacturing Units.

These actions have resulted in your Company improving on the Lost Time Injury Frequency Rate (LTIFR) which at 0.67 is 32% lower as compared to the previous year's performance of 0.99.

SUBSIDIARY COMPANIES

The annual accounts of your Company's subsidiaries viz. Dakshin Cements Limited, Harish Cement Limited, Gotan Lime Stone Khanij Udyog Private Limited, Bhagwati Lime Stone Company Private Limited, UltraTech Cement Middle East Investments Limited, UltraTech Cement Lanka (Pvt) Limited, PT UltraTech Mining Indonesia and PT UltraTech Investments Indonesia and the related detailed information shall be made available to shareholders of your Company and its subsidiaries, upon receipt of a request from them. They will also be kept open for inspection at the Registered Office of your Company and its subsidiaries during business hours.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements have been prepared in accordance with the applicable Accounting Standards and the provisions of the Listing Agreement with the stock exchanges and forms part of the Annual Report.

FINANCE

Your Company has adequate liquidity and a strong balance sheet. CRISIL has re-affirmed the "CRISIL AAA/Stable and CRISIL A1+" rating for your Company's long term borrowings and bank loan facilities respectively. Your Company has a debt outstanding of ₹ 5,199 crores, treasury investments of ₹ 4,841 crores and net debt of ₹ 358 crores.

Your Company has raised long term borrowings of ₹ 571 crores by way of External Commercial Borrowings (ECBs). These are being utilised for financing the various projects of your Company. All Foreign Currency borrowings outstanding are hedged.

Your Company has repaid Long Term borrowings (Non-Convertible Debentures and External Commercial Borrowings) amounting to ₹ 510 crores during the year.

Your Company has not accepted any fixed deposits and, as such, no amount of principal or interest on fixed deposit was outstanding as of the balance sheet date.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo, required to be disclosed pursuant to Section 217(1)(e) of the Act read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in **Annexure III** to this Report.

PARTICULARS OF EMPLOYEES

In accordance with the provisions of Section 217(2A) of the Act read with the Companies (Particulars of Employees) Rules, 1975, the names and other particulars of employees are to be set out in the Directors' Report, as an addendum thereto. However, in line with the provisions of

Section 219(1)(b)(iv) of the Act, the Report and Accounts as set out therein, are being sent to all Members of your Company excluding the aforesaid information about the employees. Any Member, who is interested in obtaining these particulars about employees, may write to the Company Secretary at the Registered Office of your Company.

BUSINESS RESPONSIBILITY REPORT

In terms of Clause 55 of the Listing Agreement executed with stock exchanges, a Business Responsibility Report forms part of the Annual Report.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Audited Accounts for the year under review are in conformity with the requirements of the Act and the Accounting Standards. The financial statements reflect fairly the form and substance of transactions carried out during the year under review and reasonably present your Company's financial condition and results of operations.

Your Directors confirm that:

- i. in the preparation of the Annual Accounts, applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- ii. the accounting policies selected have been applied consistently and judgments and estimates are made that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2014 and of the profit of your Company for the year ended on that date;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting frauds and other irregularities;
- iv. the Annual Accounts of your Company have been prepared on a going concern basis.

DIRECTORS

Mr. Arun Adhikari was appointed Additional Director on the Board of your Company with effect

from 3rd December, 2013. Mr. Adhikari holds office upto the date of the ensuing Annual General Meeting (AGM). Notice pursuant to Section 160 of the Companies Act, 2013 has been received from a Member proposing Mr. Adhikari for appointment as Director of your Company.

Mr. D. D. Rathi retires from office by rotation and being eligible, offers himself for re-appointment.

The Board recommends these appointment / re-appointment.

Items seeking your approval on the above are included in the Notice convening the AGM together with a brief resume of the Directors being appointed / re-appointed.

AUDITORS

Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai and M/s. G.P. Kapadia & Co., Chartered Accountants, Mumbai were appointed Joint Statutory Auditors of your Company from the conclusion of the previous AGM until the conclusion of the ensuing AGM. Being eligible, they offer themselves for re-appointment as auditors of your Company.

The Board proposes the re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai and M/s. G.P. Kapadia & Co., Chartered Accountants, Mumbai, as Joint Statutory Auditors of your Company based on the recommendation of the Audit Committee, to hold office from the conclusion of the ensuing AGM until the conclusion of the next AGM.

The Board also proposes the re-appointment of M/s. Haribhakti & Co., Chartered Accountants, Mumbai as the Branch Auditor of your Company's Units at Jafrabad and Magdalla in Gujarat and Ratnagiri in Maharashtra, based on the recommendation of the Audit Committee, to hold office from the conclusion of the ensuing AGM until the conclusion of the next AGM.

Resolutions seeking your approval on these items are included in the Notice convening the AGM.

The observation made in the Auditor's Report are self-explanatory and therefore, do not call for any further comments under Section 217(3) of the Act.

COST AUDITORS

The Board of Directors of your Company have on the recommendation of the Audit Committee, appointed M/s. N.I. Mehta & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, as Cost Auditors, to conduct the cost audit of your Company for the financial year ending 31st March, 2015, at a remuneration as mentioned in the Notice convening the AGM, subject to ratification of the remuneration by the Members of your Company.

The Audit Committee has received a Certificate from the Cost Auditors certifying their independence and arm's length relationship with your Company. In accordance with the Companies (Cost Audit Report) Rules, 2011, the due date for filing the Cost Audit Report in XBRL for the financial year ended 31st March, 2013 was 30th September, 2013 and the same was filed on 23rd August, 2013 vide SRN No. S21929849 with the Ministry of Corporate Affairs, New Delhi.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation of the contribution made by employees at all levels. We applaud them for their superior levels of competence, dedication and commitment to your Company.

Your Directors also express their deep sense of gratitude to the Central and State Governments, banks, financial institutions, stakeholders and business associates for their co-operation and support and look forward to their continued support in future.

For and on behalf of the Board



Kumar Mangalam Birla
Chairman

Mumbai, 23rd April, 2014

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**To the Member of
UltraTech Cement Limited**

We have examined the compliance of the conditions of Corporate Governance by **UltraTech Cement Limited** for the year ended on March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the condition of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For G. P. Kapadia & Co.
Chartered Accountants
Firm Regn. No.:104768W

Atul B. Desai
(Partner)
Membership No. 30850

Place: Mumbai
Date: 23rd April, 2014

Disclosure pursuant to Clause 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999

	Particulars	ESOS – 2006						ESOS – 2013	
		Tranche I (23 rd August, 2007)	Tranche II (25 th January, 2008)	Tranche II (8 th September, 2010)	Tranche IV (20 th September, 2010)	Tranche V (20 th September, 2010)	Tranche VI (1 st June, 2012)	Stock Option (19 th October, 2013)	Restricted Stock Unit (RSU) (19 th October, 2013)
a.	No. of options granted	99,010	69,060	60,403	88,907	8,199	7,880	237,953	84,056
b.	The pricing formula	The Exercise Price is the average price of the equity shares of your Company in the immediate preceding seven days period (at a stock exchange as determined by the ESOS Compensation Committee) on the date prior to the date on which the ESOS Compensation Committee finalised the specific number of options to be granted to the employees, discounted by 30%.	The Exercise Price is the average price of the equity shares of your Company in the immediate preceding seven days period (at a stock exchange as determined by the ESOS Compensation Committee) on the date prior to the date on which the ESOS Compensation Committee finalised the specific number of options to be granted to the employees, discounted by 2%.	The Exercise Price is the average price of the equity shares of your Company in the immediate preceding seven days period (at a stock exchange as determined by the ESOS Compensation Committee) on the date prior to the date on which the ESOS Compensation Committee finalised the specific number of options to be granted to the employees, discounted by 30%.	In terms of the Scheme of Amalgamation of Samudhi Cement Limited with your Company	In terms of the Scheme of Amalgamation of Samudhi Cement Limited with your Company	The Exercise Price is the average price of the equity shares of your Company in the immediate preceding seven days period (at a stock exchange as determined by the ESOS Compensation Committee) on the date prior to the date on which the ESOS Compensation Committee finalised the specific number of options to be granted to the employees, discounted by 30%.	The exercise price is the previous day's closing price on the date on which the ESOS Compensation Committee finalised the specific number of options to be granted to the employees.	The exercise price is at the face value of ₹ 10/- each of the equity shares of your Company.
c.	Options vested	89,490	43,235	40,405	87,828	8,199	1,972	Nil	Nil
d.	Options exercised	86,090	43,235	16,102	69,574	5,391	1,632	Nil	Nil
e.	The total number of shares arising as a result of exercise of the options.	86,090	43,235	16,102	69,574	5,391	1,632	Nil	Nil
f.	Options lapsed	9,520	25,825	8,568	1,079	Nil	Nil	Nil	Nil
g.	Variation of terms of options	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h.	Money realised by exercise of options	₹ 52,170,540/-	₹ 34,328,590/-	₹ 10,546,810/-	₹ 49,327,966/-	₹ 5,719,851/-	₹ 1,589,588/-	Nil	Nil
i.	Total number of options in force: – Vested – Unvested	3,400 —	— —	24,303 11,430	18,254 —	2,808 —	340 5,918	— 237,953	— 84,056
j.	Employee wise details of options granted to: i. Senior Managerial Personnel Mr. O. P. Puramalka Whole-time Director ii. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year. iii. Identified employee who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	Nil Nil Nil	Nil Nil Nil	14,973 Mr. R. K. Shah - 17,960 Nil	4,042 Nil Nil	Nil Nil Nil	Nil Mr. Rahul Mondol - 6,530 Mr. Pradeep Sharma - 1,360 Nil	60,167 Mr. R. K. Shah - 45,125 Nil	21,253 Mr. R. K. Shah - 15,940 Nil
k.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earning Per Share'	₹ 78.18							

l.	<p>Where the Company has calculated the employee compensation cost using the intrinsic value method of accounting for options issued under the ESOS.</p> <p>Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options:</p> <p>i. the difference between the employee compensation cost so computed and the employee compensation cost that shall be recognised if it had used the fair value of the options shall be disclosed.</p> <p>ii. The impact of this difference:</p> <p>– on profits</p> <p>– EPS</p>	<p>The Company has calculated the employee compensation cost using the intrinsic value method of accounting for options issued under the ESOS.</p> <p>Employee Compensation Cost:</p> <p>- Intrinsic value based ₹ 2,68 crores</p> <p>- fair value based ₹ (6,90) crores</p> <p>Difference ₹ (4,22) crores</p> <p>Reported Adjusted</p> <p>Net Profit ₹ 2,144.47 crores ₹ 2,140.25 crores</p> <p>Basic ₹ 78.21 ₹ 78.05</p> <p>Diluted ₹ 78.18 ₹ 78.02</p>	<p>—</p> <p>₹ 701/-</p> <p>—</p> <p>₹ 476/-</p>	<p>₹ 1,955/-</p> <p>—</p> <p>₹ 10/-</p> <p>—</p> <p>₹ 1,040</p>
m.	<p>Weighted average exercise prices of options:</p> <p>i. equal or exceed to market price of the stock</p> <p>ii. less than market price of the stock</p> <p>Weighted average fair values of options</p> <p>i. equal or exceed to market price of the stock</p> <p>ii. less than the market price of the stock.</p>	<p>A description of the method used during the year to estimate the fair values of options.</p> <p>Significant assumptions used during the year to estimate the fair values of options including the following weighted average information:</p> <p>i. Risk - free interest rate</p> <p>ii. Expected life</p> <p>iii. Expected volatility</p> <p>iv. Expected dividend</p>	<p>Black - Scholes Method</p> <p>8% (Tranche I-V), 8.14% (Tranche VI)</p> <p>Period up to vesting plus the average of the exercise period correspondingly to each vesting.</p> <p>Implied volatility of your Company's stock prices on NSE based on the price data of last one year up to the date of grant. Tranche I = 49%; Tranche II = 52%; Tranche III to V = 30%; Tranche VI = 25%</p> <p>Adjustment of closing price of your Company's share on the NSE for the expected dividend yield over the expected life of the options (dividend for FY2006-07 and a growth factor have been considered which are then discounted and an average present value of dividend ascertained).</p>	<p>₹ 937/-</p> <p>₹ 1,955/-</p>
n.	<p>The price of the underlying share in the market at the time of option grant.</p>			

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

A. CONSERVATION OF ENERGY:

a) Energy Conservation Measures Taken

- o Installation of Variable Speed Drives in fan of bag filter of packing plant.
- o Replacement of higher capacity of blower (30 kw) with lower capacity (11 kw) for raw meal silo (5000 MT).
- o Taking fine collection of bag filter (2 nos) directly into cement silo.
- o Installation of high efficiency air heater fan.
- o Installation of storage bin for chalk at coarse putty plant to take directly material from chalk plant to avoid secondary extraction from silo.
- o Optimise the dense phase system of chalk transfer from 60 tph to 80 tph with 2 nos of compressors (160 kw each) against requirement of 3 nos (160 kw each).

b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy

- o Installation of Waste Heat Recovery Systems in pre-heater and cooler.
- o Progressive phasing out of low efficiency drives.
- o Installation of Waste feeding System.

c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods

The above measures helped in reduction of power consumption and shall continue to help in reduction of power and fuel consumption.

d) Total energy consumption and energy consumption per unit of production

As per FORM-A of this Annexure.

B. TECHNOLOGY ABSORPTION:

Efforts made in technology absorption as per FORM-B of this Annexure.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

i. Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, and export plans.

Your Company continuously reviews the possibility of further exports based on the availability of material, international demand and price.

ii. The information on foreign exchange earnings and outgo is contained in Note 49 and 48 of the Accounts.

Form - A

(See Rule 2)

Form for disclosure of particulars with respect to conservation of energy

A. POWER AND FUEL CONSUMPTION

		Current Year 2013-14	Previous Year 2012-13
1. Electricity			
(a) Purchased			
Unit	000 Kwh	583398	652499
Total Amount	₹ Crores	388.93	412.80
Rate/unit	₹	6.67	6.33
(b) Own generation*			
(i) Through Diesel generator			
Unit	000 Kwh	35818	62995
Units (Kwh) per Ltr. of fuel oil		3.15	3.38
Cost/Unit	₹	14.76	13.57
(ii) Through Steam Turbine/Generator			
Unit	000 Kwh	2735008	2719775
Units (Kwh) per kg of coal		1.24	1.21
Cost/Unit	₹	4.02	4.15
(iii) Waste Heat Recovery System			
Unit	000 Kwh	10953	11447
Cost/Unit	₹	0.26	0.41
(iv) Through Solar System			
Unit	000 Kwh	2928	2065
Cost/Unit	₹	0.52	0.27
(v) Through Windmill			
Unit	000 Kwh	2051	1851
Cost/Unit	₹	1.98	0.92
2. Fuel (Slack, Steam & ROM including lighting Coal)			
a. For Co-generation of Steam & Power			
Quantity	Tonnes	2448613	2536204
Total Cost	₹ Crores	961.64	983.29
Average rate	₹/Tonnes	3927	3877
b. For Process in Cement Plants			
Quantity	Tonnes	3786660	3883427
Total Cost	₹ Crores	2439.32	2537.58
Average rate	₹/Tonnes	6442	6534
3. Furnace Oil			
Quantity	K. Ltrs	12618	18465
Total amount	₹ Crores	50.41	72.67
Average rate	₹/K ltr	39955	39354
4. Light Diesel Oil (LDO)			
Quantity	K. Ltrs	1239	1793
Total amount	₹ Crores	6.45	9.16
Average rate	₹/K ltr	52067	51097
5. High Speed Diesel Oil (HSD)			
Quantity	K. Ltrs	6003	9313
Total amount	₹ Crores	37.51	41.52
Average rate	₹/K ltr	62484	44584

B. CONSUMPTION PER UNIT OF PRODUCTION**Grey Cement:**

Electricity #	Kwh /T of Cement	79.02	81.05
Furnace oil \$	Ltr /T of Clinker	0.11	0.11
Coal	Kcal /Kg of Clinker	714	710

White Cement:

Electricity #	Kwh /T of Cement	116.91	115.06
Furnace oil \$	Ltr /T of Clinker	1.35	1.87
Coal	Kcal /Kg of Clinker	1083	1094

* Excludes Auxillary & Wheeling

Excludes non production power consumption

\$ Furnace oil used for kiln light up

FORM - B

(See Rule 2)

Form for disclosure of particulars with respect to absorption

RESEARCH AND DEVELOPMENT (R&D)**1. Specific areas in which R&D carried out by your Company****A. Developmental projects:**

- i. Usage of high magnesia limestone for manufacturing high quality cement.
- ii. Development of advance simulation platform for improving process efficiency and energy conservations.
- iii. Development of different mathematical and computational modeling for process debottlenecking, productivity improvement and reduction of fuel consumption.
- iv. Development of PLC cements with non-cement grade limestone.
- v. Development of Nano-cement.
- vi. Recovery of high purity limestone from the process (by-pass dust).
- vii. Design & development of high strength cement binder for insulator application.
- viii. Improvement of raw milling efficiency by controlled limestone fragmentations preconditioning.
- ix. Debottlenecking and enhanced process efficiency of comminution systems for improving productivity, lowering energy consumptions.

B. Lab. Investigation project:

- i. Characterisation and evaluation of gypsum and other minerals for prediction of its behavioural performance.
- ii. Separation of high purity limestone contaminated with multiple alkaline materials.
- iii. Strength prediction of mortar and concrete using microscopic technique.
- iv. Development of multiple composition of clinker for improved performance and lowering fuel consumption.
- v. Improvement of flowability retention of cement paste for wider applications of cement in infrastructure.
- vi. Removal of Magnesia in high dolomite limestone.
- vii. Evaluating influence of nano particulate seeding on cement hydration behaviour.
- viii. Prediction of cement strength using Isothermal conduction Calorimeter.
- ix. Maximising use of pet coke and industrial waste.
- x. Maximising fly ash usage in concrete for enhanced durability and strength.
- xi. Identifying appropriate additives and design different raw meal for improved productivity and maintaining colour index.
- xii. Long term durability study of structure made using Portland Lime Stone Cement.

C. Plant activities/services:

- i. Customisation of product quality for wider product acceptability.
- ii. Improvement of Flowability and its retention for all varieties of cement for more usage of cement in infrastructure.
- iii. Improvement in early strength of Portland Pozzalona cement.
- iv. Chemical and mineralogical characterisations of bulk limestone and prediction of behavioural performance.
- v. Standardisation and Calibration services for laboratories and process equipments for all Units.
- vi. Analytical services for all group units / projects and marketing.
- vii. Product Quality benchmarking.

- viii. Identifying usage of chemical admixtures for improving early strength response and flowability.
- ix. Gainful utilisation of industrial waste, alternative materials and fuel for product customisation, energy conservation.
- x. Organising specialised workshop for knowledge and skill enhancement.

2. Benefits derived as a result of the above R&D

- a. Consistent cement quality to customers.
- b. Enhancing usage of mineral admixtures addition in blended cement.
- c. Increased usage of alternative fuels and industrial waste.
- d. Conservation of energy and non-renewable mineral resources.

3. Future plan of action

- a. Development of different cementitious nano metric binder.
- b. Computational modeling on cement hydration.
- c. Wider usage of industrial waste for manufacturing of cement.
- d. Mathematical and computational modeling for prediction and product behaviour and process debottlenecking.
- e. Development of Portland cement from dolomatic limestone.
- f. Usage of unconventional industrial waste for manufacturing of cement.
- g. Creation of world class centre for characterisation of alternative fuel and materials.
- h. Characterisation of building debris useful construction materials.

4. Expenditure on R&D

	2013-14	(₹ in crores) 2012-13
a. Capital expenditure	8.05	5.32
b. Recurring Expenditure	10.99	9.39
c. Total Expenditure	19.04	14.71
d. Total R&D expenditure as % of turnover	0.095	0.073

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts in brief made towards technology absorption, adaptation and innovation:

- Usage of different newer generation, mathematical and computational modeling to improve process efficiency and product quality improvement.
- Multiple collaborative research projects with national and international institutes for future generation building materials.
- Training of Unit and R&D personnel in alternative fuel testing and characterisation.
- Participation in national / international seminars.
- Increased focus and awareness towards energy conservation through various inhouse initiatives.

2. Benefits derived as results of the above efforts:

- Reduction in specific energy consumption.
- Increased use of alternative fuels.
- Above benefits shall also help compliance with PAT (Perform, Achieve and Trade) targets.
- Reduction in cost of cement produced and improved quality.
- Increased stock of knowledge to cater to future challenges.

3. Information regarding technology imported during the last 5 years: Nil

Financial Statements

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ULTRATECH CEMENT LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **ULTRATECH CEMENT LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information, in which are incorporated the Returns for the year ended on that date audited by the branch auditors of the Company's branches at Jafrabad, Magdalla and Ratnagiri.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Emphasis of Matter

We draw attention to Note 30(b) to the financial statements which, describes the uncertainty related to the penalty of ₹ 1,175.49 crores imposed by the Competition Commission of India for alleged cartelization by certain cement manufacturing companies including the Company, for which, based on a legal opinion, no provision has been made. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - (c) The reports on the accounts of the branches at Jafrabad, Magdalla and Ratnagiri, audited by the branch auditors appointed under Section 228 of the Act, have been forwarded to us and have been properly dealt with by us in preparing this report.
 - (d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
 - (e) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs).
 - (f) On the basis of the written representations received from the directors as on March 31, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Rajesh K. Hiranandani
Partner
Membership No. 36920
Mumbai, April 23, 2014

For **G. P. KAPADIA & Co.**
Chartered Accountants
(Firm Registration No. 104768W)

Atul B. Desai
Partner
Membership No. 30850

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date of UltraTech Cement Limited for the year ended March 31, 2014.)

Having regard to the nature of the Company's business/activities/results during the year, clauses (x) regarding cash loss incurred by the Company, (xiii) regarding chit fund, nidhi/mutual benefit fund/societies and (xiv) regarding dealing or trading in shares, securities, debentures and other investments, of paragraph 4 of the Order, are not applicable to the Company.

- (i) In respect of its fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a program of verification of fixed assets to cover all the assets in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (ii) In respect of its inventories:
 - a. As explained to us, inventories were physically verified during the year by the Management at reasonable intervals. In respect of inventories lying with third parties, confirmations have been obtained from those parties and in respect of goods in transit subsequent goods receipt have been verified or confirmations have been obtained from those parties.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured, to/ from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956 ("the Act").
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in such internal control system.
- (v) To the best of our knowledge and belief and according to the information and explanations given to us, there were no contracts or arrangements, particulars of which needed to be entered in the Register maintained under Section 301 of the Act.
- (vi) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year in terms of the provisions of Sections 58A and 58AA or any other relevant provisions of the Act.
- (vii) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature its business.

- (viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Act and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (ix) According to the information and explanations given to us, in respect of statutory dues:
- The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2014 for a period of more than six months from the date they became payable.
 - Details of dues of Income Tax, Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited as on March 31, 2014 on account of disputes are given below:

Name of statute	Nature of the dues	Forum where dispute is pending	Period to which the amount relates (Assessment Years)	Amount (₹ in Crores)
Sales Tax Act / Value Added Tax Act	Sales Tax and interest	Supreme Court	1999-2006	64.62
		High Court	1988-2011	16.75
		Tribunal(s)	1985-1992 1993-2011	75.17
		Appellate Authorities	1992-2014	25.59
		Assessing Officers	1997-2003 2004-2005 2006-2014	0.64
Central Excise Act	Excise Duty, penalty and interest	Supreme Court	1996-2002 2004-2005 2007-2011	25.38
		High Court	1998-2011	25.39
		Tribunal(s)	1994-2014	273.96
		Appellate Authorities	2003-2014	40.78
Service Tax Act	Service Tax	High Court	2004-2010	19.16
		Tribunal(s)	1997-2014	71.56
		Appellate Authorities	2004-2014	5.39

Name of statute	Nature of the dues	Forum where dispute is pending	Period to which the amount relates (Assessment Years)	Amount (₹ in Crores)
Custom Act	Custom Duty and penalty	Supreme Court	2001-2002	0.11
		High Court	2002-2005	13.96
		Tribunal(s)	2000-2011 2012-2013	104.83
		Appellate Authorities	2003-2007	0.05
Cess (Excluding Education Cess)		Supreme Court	2002-2014	74.22
		High Court	2005-2013	7.12
		Assessing Officers	2001-2002 2011-2012	0.45
Income Tax Act	Income Tax and interest	High Court	2001-2006	0.47
		Appellate Authorities	2004-2005 2008-2010	0.11
		Assessing Officer	2009-2010	0.15

- (x) In our opinion and according to the information and explanations given to us, and based on the records of the Company, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xii) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by subsidiaries from banks or financial institutions are not, prima facie, prejudicial to the interest of the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained, other than temporary deployment pending application.
- (xiv) In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have, prima facie, not been used during the year for long-term investment.
- (xv) According to the information and explanations given to us and the records examined by us, during the year, the Company has not made preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Act.
- (xvi) According to the information and explanations given to us, during the period covered by our audit report, the Company has not issued any debentures.
- (xvii) During the year, the Company has not raised money by public issues.

- (xviii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year nor have we been informed of such case by the management.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Rajesh K. Hiranandani
Partner
Membership No.36920

Mumbai, April 23, 2014

For **G.P. KAPADIA & CO.**
Chartered Accountants
(Firm Registration No.104768W)

Atul B. Desai
Partner
Membership No.30850

₹ in Crores

Particulars	Notes	As at March 31, 2014	As at March 31, 2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	274.24	274.18
Reserves and Surplus	3	16,823.27	14,960.64
		17,097.51	15,234.82
Non-Current Liabilities			
Long-term Borrowings	4	4,493.58	3,893.92
Deferred Tax Liabilities (Net)	5	2,295.83	1,905.92
Other Long-term Liabilities	6	2.30	1.81
Long-term Provisions	7	137.94	134.02
		6,929.65	5,935.67
Current Liabilities			
Short-term Borrowings	8	379.20	568.76
Trade Payables	9	2,424.22	2,173.14
Other Current Liabilities	10	2,088.41	2,561.30
Short-term Provisions	7	835.02	935.18
		5,726.85	6,238.38
TOTAL		29,754.01	27,408.87
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11	15,780.92	13,074.00
Intangible Assets	11	90.92	48.36
Capital Work-in-Progress		2,038.44	3,505.31
Intangible Assets under Development		3.19	0.06
		17,913.47	16,627.73
Non-Current Investments	12	1,662.33	1,981.77
Long-Term Loans and Advances	13	1,180.54	983.17
		20,756.34	19,592.67
Current Assets			
Current Investments	14	3,729.34	3,126.95
Inventories	15	2,368.36	2,350.47
Trade Receivables	16	1,281.02	1,017.24
Cash and Bank Balances	17	277.50	142.66
Short-term Loans and Advances	13	1,326.19	1,173.22
Other Current Assets	18	15.26	5.66
		8,997.67	7,816.20
TOTAL		29,754.01	27,408.87

Significant Accounting Policies 1**The accompanying Notes are an integral part of the Financial Statements.**

In terms of our report attached.

For and on behalf of the Board

For DELOITTE HASKINS & SELLS LLP
Chartered AccountantsFor G. P. KAPADIA & CO.
Chartered AccountantsS. RAJGOPAL
DirectorRAJESH K. HIRANANDANI
PartnerATUL B. DESAI
PartnerK. C. BIRLA
Sr. Executive President & CFOG. M. DAVE
Director

Mumbai, April 23, 2014

S. K. CHATTERJEE
Company SecretaryO. P. PURANMALKA
Whole-time Director

**STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED MARCH 31, 2014**

		₹ in Crores	
Particulars	Notes	Year ended March 31, 2014	Year ended March 31, 2013
Revenue			
Sale of Products and Services (Gross)	19	22,803.13	22,704.98
Less: Excise Duty		(2,725.25)	(2,682.02)
Sale of Products and Services (Net)		20,077.88	20,022.96
Other Operating Revenues	20	201.92	157.00
Revenue from Operations (Net)		20,279.80	20,179.96
Other Income	21	329.04	305.00
Total Revenue (I)		20,608.84	20,484.96
Expenses			
Cost of Raw Materials Consumed	22	2,910.95	2,792.12
Purchases of Stock-in-Trade	23	309.37	235.71
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24	106.98	(118.19)
Employee Benefits Expense	25	1,014.63	968.35
Power and Fuel		4,135.42	4,298.94
Freight and Forwarding Expense	26	4,580.80	4,223.99
Other Expenses	27	3,436.17	3,148.55
		16,494.32	15,549.47
Less: Captive Consumption of Cement {Net of Excise Duty ₹ 28.89 Crores, (Previous Year ₹ 39.80 Crores)}		(32.42)	(44.99)
Total Expenses (II)		16,461.90	15,504.48
Profit before Interest, Depreciation and Tax (PBITD) (I)-(II)		4,146.94	4,980.48
Finance Costs	28	319.17	209.71
Depreciation and Amortisation Expense	29	1,052.26	945.37
Profit before Tax		2,775.51	3,825.40
Income Tax Expenses:			
Current Tax		558.82	1,005.65
MAT Credit		(222.13)	—
Excess tax provision reversal related to prior years		(95.56)	(3.83)
Deferred Tax Charge		389.91	168.15
Total		631.04	1,169.97
Profit for the Year		2,144.47	2,655.43
Earnings Per Equity Share (Face Value ₹ 10 each)	41		
Basic (in ₹)		78.21	96.87
Diluted (in ₹)		78.18	96.85
Significant Accounting Policies	1		
The accompanying Notes are an integral part of the Financial Statements.			

In terms of our report attached.

For and on behalf of the Board

For DELOITTE HASKINS & SELLS LLP
Chartered AccountantsFor G. P. KAPADIA & CO.
Chartered AccountantsS. RAJGOPAL
DirectorRAJESH K. HIRANANDANI
PartnerATUL B. DESAI
PartnerK. C. BIRLA
Sr. Executive President & CFOG. M. DAVE
Director

Mumbai, April 23, 2014

S. K. CHATTERJEE
Company SecretaryO. P. PURANMALKA
Whole-time Director

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

Annual Report | 2013-2014

₹ in Crores

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
(A) Cash Flow from Operating Activities:		
Profit Before tax	2,775.51	3,825.40
Adjustments for:		
Depreciation and Amortisation	1,052.26	945.37
Compensation Expenses under Employees Stock Options Scheme	2.68	0.36
Provision for Doubtful Advances/ debts (net)	(0.04)	-
Bad Debts Written-off	0.29	0.21
Excess Provision written back (net)	(16.91)	(22.48)
Provision for Wealth Tax	1.96	1.72
Provision for Retirement Benefits	3.75	17.50
Provision for Mines Restoration	1.95	2.10
Interest and Dividend Income	(51.75)	(56.64)
Finance Costs	319.17	209.71
Unrealised Foreign Exchange Loss	14.00	3.10
Profit on Sale of Fixed Assets (net)	(5.67)	(0.30)
Profit on Sale of Current Investments (net)	(265.71)	(245.02)
Operating Profit before Working Capital Changes	3,831.49	4,681.03
Movements in working capital:		
Increase/(decrease) in Trade payable and other Liabilities	422.74	238.06
Decrease/(Increase) in Trade receivables	(264.07)	(251.49)
Decrease/(Increase) in Inventories	(17.89)	(314.53)
Decrease/(Increase) in Loans and Advances	(72.27)	(80.98)
Cash Generated from Operations	3,900.00	4,272.09
Direct Taxes paid	(654.94)	(716.51)
Expenditure for Mines Restoration	(3.49)	(3.16)
Net Cash Generated from Operating Activities (A)	3,241.57	3,552.42
(B) Cash Flow from Investing Activities:		
Purchase of Fixed Assets	(2,228.20)	(3,249.46)
Sale of Fixed Assets	9.55	2.13
Expenditure for Cost on Assets transferred from Samruddhi Cement Limited (SCL), pursuant to Scheme of Amalgamation	(9.72)	-
Proceeds / (Purchase) of Non current Investments (net)	449.08	(675.08)
Advances to Subsidiaries and Joint Venture (net)	(15.00)	(15.01)
Investment in Subsidiaries / Joint Venture	(129.64)	(160.02)
(Purchase) / Proceeds of current Investments (net)	(336.68)	(240.99)
Interest / Dividend Received	51.05	56.18
Net Cash used in Investing Activities (B)	(2,209.56)	(4,282.25)
(C) Cash Flow from Financing Activities:		
Proceeds from Issue of Share Capital	4.40	7.92
Repayment of Long Term Borrowings	(596.84)	(220.03)
Proceeds from Long Term Borrowings	577.18	1,068.86
Proceeds / (Repayment) of Short Term Borrowings	(189.56)	406.84
Interest paid	(404.56)	(326.83)
Dividend Paid	(245.85)	(218.28)
Corporate Dividend Tax	(41.94)	(35.57)
Net Cash (Used) / Generated from Financing Activities (C)	(897.17)	682.91
Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)	134.84	(46.92)
Cash and Cash Equivalents at the Beginning of the Year	142.66	189.58
Cash and Cash Equivalents at the End of the Year	277.50	142.66

Notes:

- Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 notified under Section 211(3C) of the Companies Act, 1956.
- Purchase of fixed assets includes movements of capital work-in-progress (including Capital Advances) during the year.
- Cash and Cash equivalents represent cash and bank balances. (Refer Note 17)

Significant Accounting Policies

Note 1

The accompanying Notes are an integral part of the Financial Statements.

In terms of our report attached.

For and on behalf of the Board

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

For G. P. KAPADIA & CO.
Chartered Accountants

S. RAJGOPAL
Director

RAJESH K. HIRANANDANI
Partner

ATUL B. DESAI
Partner

K. C. BIRLA
Sr. Executive President & CFO

G. M. DAVE
Director

Mumbai, April 23, 2014

S. K. CHATTERJEE
Company Secretary

O. P. PURANMALKA
Whole-time Director

Note 1 - Significant Accounting Policies:**(i) Basis of Accounting and preparation of Financial Statements:**

The financial statements are prepared and presented under the historical cost convention on accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These financial statements comply in all material aspects with the Accounting Standards (AS) notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continues to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of the General Circular 15/2013 dated September 13, 2013, issued by the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act / 2013 Act, as applicable and applicable guidelines issued by the Securities and Exchange Board of India (SEBI).

The accounting policies adopted in the preparation of these financial statements are consistent with those of the previous year.

(ii) Use of estimates:

The preparation of financial statements in conformity with the Indian GAAP requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements, the reported amounts of revenues and expenses during the reporting period and the disclosures relating to contingent liabilities as of the date of the financial statements. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes different from the estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialise.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in the current and future periods.

(iii) Fixed Assets:

Fixed assets (whether Tangible or Intangible) are stated at cost less accumulated depreciation / amortization / impairment loss (if any), net of Modvat / Cenvat (wherever claimed). The cost of fixed assets includes taxes, duties, freight, borrowing cost, if capitalisation criteria are met, and other incidental expenses incurred in relation to their acquisition / bringing the assets for their intended use.

Spares which can be used only in connection with a particular Plant and Equipment of the Company and use is expected to be irregular, are capitalised at cost, net of Cenvat / Modvat (wherever claimed).

Fixed Assets held for disposal are stated at lower of net book value and net realizable value and disclosed separately in the financial statements under other current assets.

Losses arising from the retirement of, and gains / losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

(iv) Expenditure during construction period:

Expenditure / Income, during construction period is included under Capital Work-in-Progress, and the same is allocated to the respective fixed assets on the completion of their construction.

(v) Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Borrowing cost consists of interest expense and other financial costs incurred in connection with borrowing of funds.

The difference between the face value and the issue price of 'Discounted Value Non-Convertible Debentures', being in the nature of interest, is charged to the Statement of Profit and Loss, on a compound interest basis determined with reference to the yield inherent in the discount.

(vi) Depreciation and Amortisation:

Depreciation is provided on straight-line basis at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 except for some assets which are at higher rates consequent to management estimate of the useful life of the same, as stated under:

No.	Fixed Asset	Useful life of the assets
1	Roads, Culverts, Walls, etc., within factory premises	28 Years
2	Computers and Office Equipment	4 Years
3	Furniture and Fixtures	7 years
4	Mobile Phones	3 years
5	Company Vehicles (other than those provided to the employees)	5 Years
6	Motor Cars given to the employees as per the Company's Scheme	Scheme Period
7	Leasehold Land and Mining Lease	Period of the Lease
8	Assets not owned by the Company	As per period specified in the agreement, else 5 years
9	Expenditure incurred on Jetty	Over the period of the relevant agreement such that the cumulative amortisation is not less than the cumulative rebate availed by the Company.
10	Assets acquired up to September 30, 1987	Rates prevailing at the time of acquisition
11	Software	3 years
12	Spares which are capitalised	Allocated on Systematic basis over the useful life of related fixed assets

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis upto the month preceding the month of deduction/disposal.

(vii) Impairment of Assets:

The carrying amount of assets are reviewed at each balance sheet date, if there is an indication of impairment based on internal and external factors.

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable amount. An asset's recoverable amount is the higher of an assets net selling price and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

An impairment loss, if any, is charged to the Statement of Profit and Loss in the year in which the asset is identified as impaired. Impairment loss recognised in prior years is reversed when there is an indication that impairment loss recognised for the asset no longer exists or has decreased.

(viii) Foreign Currency Transactions:

- a) Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated, in foreign currency at the balance sheet date are translated at the year-end rates.
- b) In respect of forward exchange contracts, premium or discount, being the difference between the forward exchange rate and the exchange rate at the inception of contract is recognised as expense or income over the life of the contract.
- c) Exchange difference including premium or discount on forward exchange contracts, relating to borrowed funds, liabilities and commitments in foreign currency for acquisition of fixed assets, arising till the assets are ready for their intended use, are adjusted to cost of fixed assets. Any other exchange difference either on settlement or translation is recognised in the Statement of Profit and Loss.
- d) Investment in equity capital of companies registered outside India are carried in the Balance Sheet at the rates at which transactions have been executed.

(ix) Derivatives:

Financial Derivative Instruments

Derivative instruments are used to hedge risk associated with foreign currency fluctuations and interest rates. The derivative contracts are closely linked with the underlying transactions and are intended to be held till maturity. Premium paid for derivative contracts and realised exchange gain / loss on account of settlement of derivative contracts, arising till the assets are ready for their intended use are adjusted to cost of fixed assets otherwise charged to Statement of Profit and Loss.

Commodity Hedging

The realised gain or loss in respect of commodity hedging contracts, the pricing period of which has expired or contracts cancelled during the year, are recognised in the Statement of Profit and Loss. However, in respect of contracts, the pricing period of which extends beyond the Balance Sheet date, suitable provision for likely loss, if any, is made in the accounts.

(x) Investments:

Investments, that are intended to be held for not more than one year, are classified as current investments. All other investments are classified as long term investments / non-current investments.

Long-term investments are carried at cost after deducting provisions made, if any, for diminution in value of investments other than temporary, determined separately for each individual investment. Current investments are carried at lower of cost and fair value determined for each category of investments.

(xi) Inventories:

Inventories are valued as follows:

- a) Raw material, fuel, stores & spare parts and packing materials:

Valued at lower of cost and net realisable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.

- b) Work-in- progress (WIP), finished goods, stock-in-trade and trial run inventories:

Valued at lower of cost and NRV. Finished goods and WIP cost includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

- c) Waste / Scrap:

Waste / Scrap inventory is valued at NRV.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(xii) Employee Benefits:

a) Short term employee benefits

Short term employee benefits are recognised as an expense on accrual basis.

b) Defined Contribution Plan

Contributions payable to recognised provident fund, approved superannuation scheme and national pension scheme, which are substantially defined contribution plans, are recognised as expense in the Statement of Profit and Loss, as they are incurred.

Contributions as specified by law are paid to the provident fund set up as irrevocable trust. The Company is generally liable for annual contribution and any shortfall in the fund assets based on the government specified minimum rates of return and recognizes such contribution and shortfall, if any, as an expense in the year incurred.

c) Defined Benefit Plan

The obligation in respect of defined benefit plans, which cover Gratuity, Pension and Post retirement medical benefits, are provided for on the basis of an actuarial valuation, using the projected unit credit method, at the end of each financial year. Gratuity is funded with an approved fund. Actuarial gains/ losses, if any, are recognised immediately in the Statement of Profit and Loss.

Obligation is measured at the present value of estimated future cash flows using a discount rate that is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

d) Other Long Term Benefits

Long-term compensated absences are provided for on the basis of an actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains/losses, if any, are recognised immediately in the Statement of Profit and Loss.

- e) Presentation of Non funded obligation of defined benefit plans and other long term benefits, as long term and short term liability is on the basis of actuary's report.

(xiii) Employee Share based payments:

The Company follows intrinsic value method for valuation of Employee Stock Option in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share based payments, issued by the Institute of Chartered Accountants of India. The excess of market price of shares at the time of grant of options, over the exercise price to be paid by the option holder is considered as employee compensation expense and is amortised in the Statement of Profit and Loss over the period of vesting, adjusting for the actual and expected vesting.

(xiv) Income Taxes:

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the provisions of the Income-tax Act, 1961.

Deferred Tax reflects the impact of timing difference between accounting income and taxable income during the current year and reversal of timing differences for the earlier years. Deferred tax charge or credit and corresponding deferred tax liabilities or assets are measured using the tax rates and laws enacted or substantively enacted as on the balance sheet date. Deferred tax assets are recognised and carried forward only to the extent that there is reasonable certainty, except for carried forward losses and unabsorbed depreciation which is recognised based on virtual certainty, that the assets will be realised in future.

Minimum Alternate Tax (MAT):

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

(xv) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured.

- a) Sales are recognised on transfer of significant risks and rewards of ownership of the goods to the buyer. Sales are net of Sales Tax, VAT, trade discounts, rebates and returns but include excise duty.
- b) Income from services is recognised as they are rendered, based on agreement/arrangement with the concerned parties.
- c) Dividend income is accounted for when the right to receive the income is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable. Income other than dividend and interest on Investments is recognised on maturity or sale.
- d) Export incentives, insurance, railway and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

(xvi) Mines Restoration Expenditure:

The Company provides for the estimated expenditure required to restore quarries and mines. The total estimate of restoration expenses is apportioned over the estimate of mineral reserves and a provision is made based on minerals extracted during the year.

The total estimate of restoration expenses is reviewed periodically, on the basis of technical estimates.

(xvii) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent Liabilities are not recognised but are disclosed and Contingent Assets are neither recognised nor disclosed, in the financial statements.

(xviii) Earnings Per Share:

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit / (loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

(xix) Government Grants and Subsidies:

- a) Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached thereto and that the grants will be received.
- b) Capital Government Grants or Subsidies relating to specific fixed assets are deducted from the gross value of the respective fixed assets and other capital grants are credited to Capital Reserve.
- c) Other Government Grants or Subsidies relating to an expense item are recognised as income over the period to match them on a systematic basis to the costs or deducted from related expenses.

(xx) Segment Reporting:

Primary Segment is identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Secondary segment is identified based on geography in which major operating divisions of the Company operate.

(xxi) Research and development expenditure:

Revenue expenditure on research and development is expensed as incurred. Capital expenditure incurred on research and development is capitalised as fixed assets and depreciated in accordance with the depreciation policy of the Company.

(xxii) Operating lease:

Leases where significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases and lease rentals thereon are charged to the Statement of Profit and Loss.

(xxiii) Classification of Assets and Liabilities into Current / Non current:

All assets and liabilities are presented as Current or Non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule VI of the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle as 12 months for the purpose of Current / Non current classification of assets and liabilities.

(xxiv) Cash and Cash Equivalents:

Cash and cash equivalents for the purpose of Cash Flow Statement includes cash in hand, Balances with Banks and Fixed deposits with banks.

NOTE 2
SHARE CAPITAL

₹ in Crores

	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Amount	No. of Shares	Amount
Authorised				
Equity shares of ₹ 10 each	280,000,000	280.00	280,000,000	280.00
Issued, Subscribed and Fully Paid-up				
Equity shares of ₹ 10 each fully paid-up	274,241,387	274.24	274,179,917	274.18
(a) Reconciliation of the Shares Outstanding at the beginning and at the end of the Reporting Period				
	No. of Shares	Amount	No. of Shares	Amount
Outstanding at the beginning of the period	274,179,917	274.18	274,065,301	274.07
Add: Shares allotted out of shares kept in abeyance in terms of the Scheme of Amalgamation of erstwhile Samruddhi Cement Limited (SCL) with the Company	—	—	15	—
Add: Shares issued under Employees Stock Options Scheme	61,470	0.06	114,601	0.11
Outstanding at the end of the period	274,241,387	274.24	274,179,917	274.18
(b) Shares held by Holding Company				
Grasim Industries Limited	165,335,150	165.34	165,335,150	165.34
(c) List of shareholders holding more than 5% of Paid-up Equity Share Capital				
	No. of Shares	% Holding	No. of Shares	% Holding
Grasim Industries Limited	165,335,150	60.29%	165,335,150	60.30%
	No. of Shares	Amount	No. of Shares	Amount
(d) Equity Shares of ₹ 10 each reserved for issue under Employees Stock Option Scheme (Refer Note 45)	388,462	0.39	129,963	0.13
(e) Aggregate number of Shares issued for consideration other than cash during the period of five years immediately preceding the reporting date				
Equity shares of ₹ 10 each issued as fully paid up to the shareholders of erstwhile SCL, pursuant to the Scheme of Amalgamation. {Excluding issue of 8,503 Equity Shares kept in abeyance against shares of Grasim Industries Limited}	149,533,484	149.53	149,533,484	149.53
(f) Equity Shares of ₹ 10 each represented by Global Depository Receipts (No Voting Rights)	4,917,286	—	5,405,667	—
(g) The Company has only one class of Equity Shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.				

NOTE 3 RESERVES AND SURPLUS

As at March 31, 2014

₹ in Crores

Particulars	Capital Reserve	Cash Subsidy Reserve	Debenture Redemption Reserve	General Reserve	Securities Premium Account	Share Options Outstanding Account#	Surplus as per Statement of Profit and Loss	Total
Opening Balance	25.32	0.10	133.75	11,880.31	14.17	3.16	2,903.83	14,960.64
Additions during the year	-	-	22.50	1,800.10	5.77*	1.23	2,144.47	3,974.07
Deductions during the year	-	(0.10)	(79.00)	-	-	-	(1,743.57)@	(1,822.67)
Proposed dividend (including Corporate Dividend Tax)	-	-	-	-	-	-	(288.77)	(288.77)
Closing Balance	25.32	-	77.25	13,680.41	19.94	4.39	3,015.96	16,823.27

As at March 31, 2013

₹ in Crores

Particulars	Capital Reserve	Cash Subsidy Reserve	Debenture Redemption Reserve	General Reserve	Securities Premium Account	Share Options Outstanding Account#	Surplus as per Statement of Profit and Loss	Total
Opening Balance	25.32	0.10	124.39	9,580.31	4.12	5.05	2,846.46	12,585.75
Additions during the year	-	-	38.11	2,300.00	10.05*	-	2,655.43	5,003.59
Deductions during the year	-	-	(28.75)	-	-	(1.89)	(2,309.36)	(2,340.00)
Proposed dividend (including Corporate Dividend Tax)	-	-	-	-	-	-	(288.70)	(288.70)
Closing Balance	25.32	0.10	133.75	11,880.31	14.17	3.16	2,903.83	14,960.64

* On account of Employees Stock Options exercised during the year.

Net of Deferred Employees Compensation Expenses ₹ 14.15 Crores (Previous Year ₹ 0.47 Crore).

@ Includes ₹ 0.07 Crore for rounding off.

Note 3.1 - The Board of Directors has recommended a dividend of ₹ 9 per share for the year ended March 31, 2014 (Previous year ₹ 9 per share). Total Cash outflows on account of dividend ₹ 246.82 Crores (Previous Year ₹ 246.76 Crores) and on account of Corporate Dividend Tax ₹ 41.95 Crores (Previous Year ₹ 41.94 Crores).

NOTE 4
LONG-TERM BORROWINGS

₹ in Crores

Particulars	Long-Term		Current Maturity of Long-Term Debts*	
	As at March 31, 2014	As at March 31, 2013	As at March 31, 2014	As at March 31, 2013
Secured:				
Non-Convertible Debentures - Note (a)	259.00	450.00	200.00	324.90
Term Loans from Banks:				
In Foreign Currency - Note (b)	1,335.94	850.11	85.29	183.74
In Local Currency - Note (c)	450.00	450.00	-	-
	1,785.94	1,300.11	85.29	183.74
Sales Tax Deferment Loan - Note (d)	22.98	21.14	3.10	-
	2,067.92	1,771.25	288.39	508.64
Unsecured:				
Term Loans from Banks - In Foreign Currency - Note (b)	2,110.42	1,771.39	-	348.19
Sales Tax Deferment Loan - Note (d)	315.24	351.28	38.15	89.03
	2,425.66	2,122.67	38.15	437.22
Total	4,493.58	3,893.92	326.54	945.86

* Amount disclosed under the head "Other Current Liabilities" (Note 10)

Particulars	As at March 31, 2014	As at March 31, 2013
(a) Non - Convertible Debentures (NCDs)		
(i) Fixed Rate NCDs		
8.01% NCDs (Redeemable at par on July 14, 2016, Put and Call Option to both parties on July 14, 2014)	200.00	200.00
8.80% NCDs (Redeemable at par on December 30, 2015, Put and Call Option to both parties on December 30, 2013)	9.00	100.00
10.48% NCDs (Redeemable at par on December 16, 2013)	-	200.00
6.65% NCDs (Redeemable at par on April 30, 2013)	-	5.00
9.15% NCDs (Redeemable at par on August 28, 2017)	250.00	250.00
(ii) Discounted Value NCDs		
Zero coupon NCDs, yield to maturity of 6.80% (Face Value ₹ Nil, Previous Year ₹ 20 crores, Redeemable at par on April 30, 2013)	-	19.90
	459.00	774.90
Less: Current Portion of NCDs shown under Other Current Liabilities	(200.00)	(324.90)
Total	259.00	450.00

The Company retains the option to purchase the NCDs in the secondary market, and cancel, hold, or reissue the same at such price and on such terms as the Company may deem fit or as permitted under the Law. NCDs repurchased have not been kept alive for reissuance as at March 31, 2014.

The NCDs are secured by way of first charge, having *pari passu* rights, on the Company's movable and immovable assets (save and except stocks and book debts), both present and future, situated at certain locations, in favour of Debenture Trustees.

₹ in Crores

Particulars	Repayment Schedule	As at March 31, 2014	As at March 31, 2013
(b) Term Loans from Banks in Foreign Currency			
Secured:			
Hongkong & Shanghai Banking Corporation Ltd., Singapore (Japanese Yen 69.53 Crores; Previous Year: 139.17 Crores)	In 3 equal annual installments beginning September 2012	31.24	62.53
DBS Bank Ltd., Singapore (Japanese Yen - Nil; Previous Year: 184.80 Crores)	January 2014	-	98.40
HSBC Bank (Mauritius) Ltd., Mauritius (US Dollar 0.78 Crores; Previous Year: 0.78 Crores)	October 2016	38.19	38.19
Credit Agricole Corporate & Investment Bank, Singapore (Japanese Yen 176.64 Crores; Previous Year: 176.64 Crores)	December 2016	113.52	113.52
Cooperative Central Raiffeisen-Boerenleen bank B.A. (Trading as Rabo International, Singapore, Japanese Yen 180.00 Crores; Previous Year: 270.00 Crores)	In 3 equal annual installments beginning March 2014	108.11	162.16
BNP Paribas, Singapore (Japanese Yen 130.00 Crores; Previous Year: 130.00 Crores)	March 2017	78.53	78.53
DBS Bank Ltd., Singapore (Japanese Yen 240.00 Crores; Previous Year: 240.00 Crores)	March 2017	145.22	145.22
HSBC Bank (Mauritius) Ltd., Mauritius (US Dollar 5.00 Crores; Previous Year: 5.00 Crores)	May 2016	224.00	224.00
J P Morgan, Singapore (US Dollar 2.00 Crores; Previous Year: 2.00 Crores)	December 2015	111.30	111.30
International Finance Corporation, Washington (US Dollar 5.00 Crores; Previous Year: Nil)	In 14 semi annual installments beginning December 2015	324.80	-
HSBC Bank (Mauritius) Ltd., Mauritius* (US Dollar 4.00 Crores; Previous Year: Nil)	February 2019	246.32	-
		1,421.23	1,033.85
Less: Current Portion of Foreign Currency Loans shown under Other Current Liabilities		(85.29)	(183.74)
Total		1,335.94	850.11

The foreign currency loans are secured by way of first charge, having pari passu rights, on the Company's movable and immovable assets (save and except stocks and book debts), both present and future, situated at certain locations, in favour of Company's lenders/ trustees.

* Security creation pending.

₹ in Crores

Particulars	Repayment Schedule	As at March 31, 2014	As at March 31, 2013
(b) Term Loans from Banks in Foreign Currency			
Unsecured:			
Mizuho Corporate Bank, Singapore (Japanese Yen 180.00 Crores; Previous Year: 180.00 Crores)	March 2016	122.48	122.48
Sumitomo Mitsui Banking Corporation and Bank of Nova Scotia, Singapore (Japanese Yen 400.00 Crores; Previous Year: 485.45 Crores)	March 2016	237.09	245.84
Mizuho Corporate Bank, Singapore (Japanese Yen 170.00 Crores; Previous Year: 191.80 Crores)	March 2016	101.94	102.35
Mizuho Corporate Bank, Singapore (US Dollar 5.00 Crores; Previous Year: 5.00 Crores)	May 2016	224.00	224.00
Mizuho Corporate Bank, Singapore (US Dollar 7.50 Crores; Previous Year: 7.50 Crores)	October 2016	369.15	369.15
Sumitomo Mitsui Banking Corporation, Singapore (US Dollar 7.50 Crores; Previous Year: 7.50 Crores)	3 equal annual installment beginning November 2015	366.75	366.75
Sumitomo Mitsui Banking Corporation, Singapore (US Dollar 7.50 Crores; Previous Year: 7.50 Crores)	3 equal annual installments beginning October 2016	415.76	415.76
Mizuho Corporate Bank, Singapore (US Dollar 5.00 Crores; Previous Year: 5.00 Crores)	December 2017	273.25	273.25
		2,110.42	2,119.58
Less: Current Portion of Foreign Currency Loans shown under Other Current Liabilities		-	(348.19)
Total		2,110.42	1,771.39
(c) Term Loans from Banks in Local Currency - Secured :			
Axis Bank Ltd.	January 2017	200.00	200.00
HDFC Bank Ltd.	In 3 annual installments beginning: December 2015 (30%), December 2016 (30%) and December 2017 (40%)	250.00	250.00
Total		450.00	450.00
Rupee Term loans from banks are secured by way of first charge, having pari passu rights, on movable and immovable assets (save and except stocks and book debts), both present and future, situated at one of the Company's location.			
(d) Sales Tax Deferment Loan:			
Secured:			
Department of Industries and Commerce, Haryana	Varied Annual Payments from January 2015 to March 2018	26.08	21.14
Less: Current Portion of Sales tax deferment loan shown under Other Current Liabilities		(3.10)	-
Total		22.98	21.14
Sales Tax Deferment Loan is secured by bank guarantee backed by hypothecation of Inventories and book debts of the Company.			
Unsecured:			
Commercial Tax Department, Chattisgarh	Varied Annual payments from April 2012 to April 2016	57.97	74.99
Commercial Tax Department, Vellore	Varied Monthly payments from March 2013 to February 2014	-	45.73
SICOM Limited, Mumbai	Varied annual payments in April 2012 and April 2013	-	0.96
Commercial Tax Department, Gandhinagar	Varied Annual payments in April 2013 and May 2014	0.57	1.14
Commercial Tax Department, Hyderabad	Varied Annual payments from October 2012 to October 2026	294.74	317.38
Commercial Tax Department, Chattisgarh	Payable in FY15	0.11	0.11
Total		353.39	440.31
Less: Current Portion of Sales tax deferment loan shown under Other Current Liabilities		(38.15)	(89.03)
Total		315.24	351.28

Note 5**DEFERRED TAX LIABILITIES (Net)**

₹ in Crores

Particulars	Deferred Tax (Assets) / Liabilities as at April 01, 2013	Current Year Charge	Deferred Tax (Assets) / Liabilities as at March 31, 2014
Deferred Tax Assets:			
Provision allowed under tax on payment basis	(107.73)	(10.47)	(118.20)
Others	(59.94)	(0.93)	(60.87)
	(167.67)	(11.40)	(179.07)
Deferred Tax Liabilities:			
Depreciation and Amortisation differences	2,073.59	401.31	2,474.90
	2,073.59	401.31	2,474.90
Net Deferred Tax Liability	1,905.92	389.91	2,295.83

Deferred Tax benefits are recognised on assets to the extent that it is more likely than not, future taxable profit will be available against which the asset can be utilised.

NOTE 6**OTHER LONG-TERM LIABILITIES**

Particulars	As at March 31, 2014	As at March 31, 2013
Trade Payables (other than Micro and Small Enterprises; refer Note 9.1)	2.30	1.81

NOTE 7**PROVISIONS**

Particulars	Long-Term		Short Term	
	As at March 31, 2014	As at March 31, 2013	As at March 31, 2014	As at March 31, 2013
For Employee Benefits	131.17	128.35	18.57	17.64
For Mines Restoration Expenditure	6.77	5.67	-	2.64
For Cost of Assets transferred	-	-	162.82	172.54
For Tax (net of Advance Tax)	-	-	364.86	453.66
For Proposed Dividend	-	-	246.82	246.76
For Corporate Dividend Tax	-	-	41.95	41.94
	137.94	134.02	835.02	935.18

Note 7.1: Movement of provisions during the year as required by Accounting Standard - 29 "Provisions, Contingent Liabilities and Contingent Asset" notified under Section 211(3C) of the Companies Act, 1956:

(a) Mines Restoration Expenditure:

Opening Balance	8.31	9.37
Add: Provision during the year	1.95	2.10
Less: Utilisation during the year	(3.49)	(3.16)
Closing Balance	6.77	8.31

₹ in Crores

	As at March 31, 2014	As at March 31, 2013
(b) Provision for Cost of Transfer of Assets:		
Opening Balance	172.54	172.54
Add: Provision during the year	-	-
Less: Utilisation during the year	(9.72)	-
Closing Balance	162.82	172.54

NOTE 8 SHORT-TERM BORROWINGS

Secured:

Loans repayable on demand:

From Banks - Cash Credits / Working Capital Borrowings (Secured by Hypothecation of Stocks and Book Debts of the Company)	321.43	376.09
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Unsecured:

From Banks	50.06	183.36
From Others	7.71	9.31
	57.77	192.67
	379.20	568.76

NOTE 9 TRADE PAYABLES

Due to Micro and Small enterprises (To the extent identified with available information)	1.83	0.52
Due to Others	2,422.39	2,172.62
	2,424.22	2,173.14

Note 9.1 - There is no principal amount and interest overdue to Micro and Small Enterprises. During the year no interest has been paid to such parties. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and the same has been relied upon by the auditors.

NOTE 10 OTHER CURRENT LIABILITIES

Current maturities of long-term debts (Refer Note 4)	326.54	945.86
Interest Accrued but not due on Borrowings	78.36	79.39
Investor Education and Protection fund, will be credited with following amounts (as and when due)		
Unpaid Dividends	4.84	3.91
Due to Related Parties (Refer Note 40)	1.46	0.11
Liability for Capital Goods	190.86	213.77
Others (including Security and other Deposits, Advances from Customers, etc.)	1,486.35	1,318.26
	2,088.41	2,561.30

Note 11

Fixed Assets

₹ in Crores

Particulars	Gross Block			As at March 31, 2014	Depreciation and Amortisation			As at March 31, 2014	Net Block As at March 31, 2014
	As at April 01, 2013	Additions	Deductions/ Adjustments		As at April 01, 2013	For the year	Deductions/ Adjustments		
(A) Tangible Assets									
Land:									
Freehold Land	1,457.67	442.88	-	1,900.55	-	-	-	-	1,900.55
Leasehold Land	120.34	14.49	0.24	134.59	36.08	9.58	0.24	45.42	89.17
Buildings	1,660.66	308.52	7.80	1,961.38	386.98	53.58	2.62	437.94	1,523.44
Railway Sidings	324.15	167.80	-	491.95	175.61	17.28	-	192.89	299.06
Plant and Equipment									
Own	17,218.67	2,760.71	79.14	19,900.24	7,238.91	902.43	65.62	8,075.72	11,824.52
Given on Lease	55.42	-	-	55.42	44.13	2.76	-	46.89	8.53
Office Equipment	193.05	34.49	14.75	212.79	139.16	19.95	14.03	145.08	67.71
Furniture and Fixtures	108.33	16.01	3.46	120.88	73.57	10.85	3.42	81.00	39.88
Jetty	80.60	-	-	80.60	79.09	0.95	-	80.04	0.56
Vehicles	52.91	8.23	6.15	54.99	24.27	7.61	4.39	27.49	27.50
Total Tangible Assets	21,271.80	3,753.13	111.54	24,913.39	8,197.80	1,024.99	90.32	9,132.47	15,780.92
(B) Intangible Assets									
Software	62.17	10.64	0.91	71.90	47.58	9.91	0.91	56.58	15.32
Mining Rights	48.25	44.23	-	92.48	14.48	2.40	-	16.88	75.60
Total Intangible Assets	110.42	54.87	0.91	164.38	62.06	12.31	0.91	73.46	90.92
Total Assets (A+B)	21,382.22	3,808.00	112.45	25,077.77	8,259.86	1,037.30	91.23	9,205.93	15,871.84

Particulars	Gross Block			As at March 31, 2013	Depreciation and Amortisation			As at March 31, 2013	Net Block As at March 31, 2013
	As at April 01, 2012	Additions	Deductions/ Adjustments		As at April 01, 2012	For the year	Deductions/ Adjustments		
(A) Tangible Assets									
Land									
Freehold Land	1,085.63	372.04	-	1,457.67	-	-	-	-	1,457.67
Leasehold Land	100.56	23.91	4.13	120.34	28.44	8.52	0.88	36.08	84.26
Buildings	1,389.03	273.65	2.02	1,660.66	341.39	47.06	1.47	386.98	1,273.68
Railway Sidings	309.16	18.15	3.16	324.15	163.80	14.82	3.01	175.61	148.54
Plant and Equipment									
Own	15,573.72	1,689.09	44.14	17,218.67	6,452.84	820.25	34.18	7,238.91	9,979.76
Given on Lease	55.42	-	-	55.42	41.40	2.73	-	44.13	11.29
Office Equipment	182.85	21.87	11.67	193.05	131.54	18.87	11.25	139.16	53.89
Furniture and Fixtures	102.00	11.59	5.26	108.33	68.35	9.31	4.09	73.57	34.76
Jetty	80.60	-	-	80.60	78.13	0.96	-	79.09	1.51
Vehicles	46.84	13.20	7.13	52.91	22.68	7.26	5.67	24.27	28.64
Total Tangible Assets	18,925.81	2,423.50	77.51	21,271.80	7,328.57	929.78	60.55	8,197.80	13,074.00
(B) Intangible Assets									
Software	49.66	11.30	(1.21)	62.17	39.67	7.13	(0.78)	47.58	14.59
Mining Rights	38.37	5.75	(4.13)	48.25	11.42	2.18	(0.88)	14.48	33.77
Total Intangible Assets	88.03	17.05	(5.34)	110.42	51.09	9.31	(1.66)	62.06	48.36
Total Assets (A+B)	19,013.84	2,440.55	72.17	21,382.22	7,379.66	939.09	58.89	8,259.86	13,122.36

	Year ended March 31, 2014	Year ended March 31, 2013
A) Depreciation and Amortisation for the year	1037.30	939.09
Add: Obsolescence	17.34	11.45
Less: Depreciation transferred to Pre-operative Expenses	(2.38)	(5.17)
Depreciation as per Statement of Profit and Loss	1052.26	945.37

- B) 1. Fixed Assets include assets costing ₹ 307.83 Crores (Previous Year ₹ 279.12 Crores) not owned by the Company.
2. Buildings include ₹ 16.07 Crores (Previous year ₹ 16.07 Crores) being cost of Debentures of and Shares in a company entitling the right of exclusive occupancy and use of certain premises.
3. Opening Gross Block includes Research and Development Assets (Building, Plant and Equipment, Furniture and Fixtures, Office Equipment and Intangible Assets) of ₹ 24.31 Crores (Previous year ₹ 19.24 Crores) and Net Block of ₹ 18.96 Crores (Previous year ₹ 14.98 Crores). Addition for the Research and Development Assets during the year is ₹ 8.05 Crores (Previous Year ₹ 5.32 Crores).
4. The title deeds of some of the immovable properties transferred pursuant to the Scheme of Arrangement with SCL are yet to be transferred in the name of the Company.
5. Capital Work-in-progress includes:

	Year ended March 31, 2014	Year ended March 31, 2013
Pre-operative expenses pending allocation:		
Raw Materials Consumed	14.72	-
Power and Fuel Consumed	1.60	0.81
Salary, Wages, Bonus, Ex-gratia and Provisions	36.36	43.38
Insurance	2.93	1.23
Exchange Loss / (Gain)	0.39	(0.43)
Depreciation	2.38	5.17
Finance Costs	84.30	137.10
Miscellaneous expenses	51.53	41.58
Total Pre-operative expenses	194.21	228.84
Less: Sale of Products / Other Income	(5.94)	(2.04)
Less: Trial Run production transferred to Inventory	(14.72)	-
Add: Brought forward from Previous Year	262.90	153.11
Less: Capitalised / Charged during the Year	(267.55)	(117.01)
Balance included in Capital Work-in-Progress	168.90	262.90

NOTE 12

NON-CURRENT INVESTMENTS Long Term

(Valued at cost, unless stated otherwise)

₹ in Crores

Particulars	As at March 31, 2014		As at March 31, 2013	
	Nos.	Amount	Nos.	Amount
Quoted - Other Investments:				
Face value of ₹ 1000 each				
National Highways Authority of India - Tax Free Bond Series 1 - 8.20% 2022	98,895	9.89	98,895	9.89
Power Finance Corporation Limited - Tax Free Bond Series 1 - 8.20% 2022	56,958	5.70	56,958	5.70
Indian Railway Finance Corporation Limited - Tax Free Bond Series 80 A - 8.10% 2027	108,754	10.87	108,754	10.87
Housing and Urban Development Corporation Limited - Tax Free Bond Series 2 - 8.20% 2027	500,000	50.00	5,00,000	50.00
		76.46		76.46
Unquoted:				
Trade Investments				
Equity Instruments:				
Subsidiaries:				
Face value of ₹ 10 each fully paid:				
Dakshin Cements Limited	50,000	0.05	50,000	0.05
Harish Cement Limited	50,000	0.10	50,000	0.10
Bhagwati Lime Stone Company Private Limited	10,000	10.95	-	-
Gotan Lime Stone Khanij Udyog Private Limited	2,000,000	160.00	2,000,000	160.00
Sri Lankan Rupee 10 each fully paid:				
UltraTech Cement Lanka (Private) Limited	40,000,000	23.03	40,000,000	23.03
UAE Dirham 10 each fully paid:				
UltraTech Cement Middle East Investments Limited	23,518,468	311.53	16,267,966	204.30
Indonesian Rupiah 8,923 each fully paid:				
PT UltraTech Mining Indonesia	712,500	3.41	712,500	3.41
Indonesian Rupiah 9,163 each fully paid:				
PT UltraTech Investment Indonesia	1,900,000	11.46	-	-
		520.53		390.89
Joint Ventures:				
Face value of ₹ 10 each fully paid:				
Madanpur (North) Coal Company (P) Limited	1,152,560	1.15	1,152,560	1.15
Bhaskarpara Coal Company Limited	8,141,050	8.14	8,141,050	8.14
		9.29		9.29
		529.82		400.18
Other Investments				
Equity Instruments:				
Face value of ₹ 10 each fully paid:				
Aditya Birla Ports Ltd	50,000	0.05	50,000	0.05
Raj Mahal Coal Mining Limited	1,000,000	1.00	75,000	0.08
Preference Shares:				
4.5% Cumulative Non-Convertible Redeemable Preference Shares of ₹ 100 each fully paid				
Aditya Birla Health Services Limited	2,000,000	20.00	2,000,000	20.00
Government or trust securities: ₹ 32,000 (Previous Year ₹ 32,000) Pledged as Security Deposit	-	-	-	-
Debts schemes of Various Mutual Funds	1,035,000,000	1,035.00	1,475,944,005	1,485.00
		1,662.33		1,981.77
Aggregate Book Value of:				
Quoted Investments		76.46		76.46
Unquoted Investments		1,585.87		1,905.31
		1,662.33		1,981.77
Aggregate Market Value of Quoted Investments		75.26		80.35

**NOTE 13
LOANS AND ADVANCES**

₹ in Crores

Particulars	Long-Term		Short Term	
	As at March 31, 2014	As at March 31, 2013	As at March 31, 2014	As at March 31, 2013
Secured, Considered good:				
Loans against House Property (Secured by way of title deeds)	0.04	0.06	0.01	0.01
	0.04	0.06	0.01	0.01
Unsecured				
Considered good:				
Capital Advances	736.27	787.39	-	-
Security Deposits	53.22	45.81	184.36	167.68
Balance with Government Authorities	157.73	138.29	280.53	324.47
Advances recoverable in cash or in kind or for value to be received	11.15	11.62	554.16	488.04
Advance Tax (net of Provisions)	-	-	127.49	26.57
MAT Credit Entitlement	222.13	-	-	-
Loans and advances to related parties (Refer Note 40)	-	-	179.64	166.45
	1,180.50	983.11	1,326.18	1,173.21
Considered doubtful:				
Advances recoverable in cash or in kind or for value to be received	-	-	-	0.25
Less: Provision for Doubtful Advances	-	-	-	(0.25)
	1,180.54	983.17	1,326.19	1,173.22

Note 13.1 - Disclosure as per clause 32 of the listing agreement:**(a) Loans and Advances given to Subsidiaries**

Name of the Subsidiary Companies	Amount Outstanding		Maximum Balance Outstanding during the year ended		Investment by Subsidiary in Shares of the Company (no. of Shares)	
	As at March 31, 2014	As at March, 31 2013	March 31, 2014	March, 31 2013	March 31, 2014	March, 31 2013
Dakshin Cements Limited	-	-	-	0.37	-	-
Harish Cement Limited	150.96	149.78	150.96	149.78	-	-
Gotan Lime Stone Khanij Udyog Private Limited	22.40	12.34	23.54	12.34	-	-
Bhagwati Lime Stone Company Private Limited	2.02	-	2.02	-	-	-
PT UltraTech Mining Indonesia	1.35	1.35	1.35	1.37	-	-

(b) Payments made to employees by way of Loans and Advances in the nature of loan where no interest is charged or charged at a rate less than the rate prescribed in Section 372A of the Companies Act, 1956.

Particulars	As at March 31, 2014	As at March 31, 2013
Outstanding balance	21.09	20.04
Maximum balance outstanding during the year	26.64	26.59

₹ in Crores

Particulars	As at March 31, 2014	As at March 31, 2013
NOTE 14		
CURRENT INVESTMENTS - OTHERS		
(At lower of cost and fair value)		
Unquoted:		
Units of Debt Schemes of Various Mutual Funds {No. of Units 3,061,722,040; (Previous year 2,262,968,072)}	3,729.34	3,126.95
Aggregate Book Value of:		
Unquoted Investments	3,729.34	3,126.95
Note 14.1 : Current Investments include current portion of Long-term investments as per Accounting Standard 13 - "Accounting for Investments" notified under Section 211(3C) of the Companies Act, 1956:	2,585.00	1,265.00
NOTE 15		
INVENTORIES: (Valued at lower of Cost and net realisable value, unless otherwise stated)		
Raw Materials {includes in transit ₹ 25.82 Crs, (Previous year ₹ 14.46 Crs)}	321.50	261.34
Work-in-progress	349.40	451.21
Finished Goods {includes in transit ₹ 59.50 Crs, (Previous year ₹ 38.45 Crs)}	324.24	313.55
Stock-in-trade	0.01	-
Stores & Spares {includes in transit ₹ 7.34 Crs, (Previous year ₹ 5.93 Crs)}	871.81	822.03
Fuel {includes in transit ₹ 84.80 Crs, (Previous year ₹ 39.90 Crs)}	454.83	455.21
Packing Materials	41.65	39.73
Scrap (valued at net realisable value)	4.92	7.40
	2,368.36	2,350.47
NOTE 16		
TRADE RECEIVABLES		
Outstanding for a period exceeding six months from the date they are due for payment		
Secured, Considered good	0.76	0.47
Unsecured, Considered good	45.06	23.62
Doubtful	1.66	1.45
	47.48	25.54
Less: Provision for doubtful receivables	1.66	1.45
	45.82	24.09
Others:		
Secured, Considered good	216.19	175.99
Unsecured, Considered good	1,019.01	817.16
	1,235.20	993.15
	1,281.02	1,017.24

₹ in Crores

Particulars	As at March 31, 2014	As at March 31, 2013
NOTE 17		
CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Cash on hand	0.38	0.56
Cheques on hand	60.88	81.01
Balance with banks (Current Account)	63.43	56.28
	124.69	137.85
Other Bank Balances		
Earmarked Balance with Bank for Unpaid Dividends	4.82	3.90
Fixed Deposits with Banks *		
Maturity more than 3 months and upto 12 months {Refer Note 30 (b)}	147.96	0.86
Maturity more than 12 months	0.03	0.05
	147.99	0.91
	277.50	142.66

* ₹ 117.99 Crores, lodged as Security with Government departments. (Previous Year ₹ 0.91 Crore)

NOTE 18**OTHER CURRENT ASSETS:**

Assets held for Disposal	0.05	0.05
Others (including Insurance Claim receivable, Accrued Interest, etc.)	15.21	5.61
	15.26	5.66

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
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NOTE 19**SALE OF PRODUCTS AND SERVICES (GROSS)**

Sale of Products	22,781.98	22,682.66
Sale of Services	21.15	22.32
	22,803.13	22,704.98

NOTE 20**OTHER OPERATING REVENUES**

Scrap Sales	54.86	51.41
Lease Rent	0.55	0.55
Insurance Claim	16.95	15.35
Provision no longer required	6.63	12.32
Unclaimed Credit Balances written back	10.28	10.16
Miscellaneous Income / Receipts	112.65	67.21
	201.92	157.00

₹ in Crores

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
NOTE 21		
OTHER INCOME		
Interest Income on		
Government and Other Securities	6.26	9.79
Bank and Other Accounts	24.98	15.59
	31.24	25.38
Dividend Income on		
Current Investments - Mutual Fund	5.97	26.23
Long-Term Investment - From a Subsidiary Company	14.54	5.03
	20.51	31.26
Exchange Gain (net)	3.17	-
Profit on Sale of Fixed Assets (net)	5.67	0.30
Profit on Sale of Current Investments (net)	265.71	245.02
Others	2.74	3.04
	329.04	305.00
NOTE 22		
COST OF RAW MATERIALS CONSUMED		
Opening Stock	261.34	243.68
Purchase and Incidental Expenses	2,971.11	2,809.78
	3,232.45	3,053.46
Less: Closing Stock	321.50	261.34
	2,910.95	2,792.12
Note 22.1 - Details of Raw Materials Consumed		
Limestone	684.62	690.09
Fly Ash	408.24	391.21
Gypsum	270.20	255.68
Aggregates	290.92	312.52
Sand	227.72	240.75
Others	1,029.25	901.87
	2,910.95	2,792.12
NOTE 23		
PURCHASES OF STOCK-IN-TRADE		
Grey Cement	102.76	96.96
Others	206.61	138.75
	309.37	235.71
NOTE 24		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Closing Inventories		
Work-in-progress	349.40	451.21
Finished Goods	324.24	313.55
	673.64	764.76
Opening Inventories		
Work-in-progress	451.21	407.45
Finished Goods	313.55	222.47
	764.76	629.92
Decrease / (Increase) in Inventories	91.12	(134.84)
Add: Decrease / (Increase) in Excise Duty on Inventories	1.14	16.65
Add: Stock Transfer from Pre-Operative	14.72	-
	106.98	(118.19)

₹ in Crores

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
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NOTE 25**EMPLOYEE BENEFITS EXPENSE**

Salaries, Wages and Bonus	889.48	825.31
Contribution to Provident and Other Funds	57.44	73.55
Expenses on Employees Stock Options Scheme	2.68	0.36
Staff Welfare Expenses	65.03	69.13
	1,014.63	968.35

NOTE 26**FREIGHT AND FORWARDING EXPENSE**

On Finished Products	4,096.57	3,787.41
On Clinker Transfer	484.23	436.58
	4,580.80	4,223.99

NOTE 27**OTHER EXPENSES**

Consumption of Stores, Spare Parts and Components	564.33	579.37
Consumption of Packing Materials	707.93	597.40
Repairs to Plant and Machinery	253.86	215.08
Repairs to Buildings	44.38	45.13
Repairs Others	90.18	85.03
Insurance	41.22	35.57
Rent (including Lease Rent)	98.72	80.98
Rates and Taxes	113.61	118.57
Directors' Fees	0.17	0.12
Directors' Commission	22.50	30.00
Advertisement	149.64	139.00
Discount, Sales Promotion and Other Selling Expenses	895.83	797.45
Exchange Loss (net)	-	0.59
Miscellaneous Expenses	453.80	424.26
	3,436.17	3,148.55

NOTE 28**FINANCE COSTS**

Interest Expense:		
On Borrowings (Refer Note 52)	342.64	276.54
Others	53.81	53.46
	396.45	330.00
Other Borrowing Cost	7.02	16.81
Less: Finance Costs Capitalised	(84.30)	(137.10)
	319.17	209.71

NOTE 29**DEPRECIATION AND AMORTISATION EXPENSE**

Depreciation	1,034.92	933.92
Obsolescence	17.34	11.45
	1,052.26	945.37

Note 30 (a) - Contingent Liabilities not provided for in respect of:

	₹ in Crores	
	As at March 31, 2014	As at March 31, 2013
Claims not acknowledged as debts in respect of matters in appeals		
(a) Sales-tax / VAT Matters	167.45	139.80
(b) Excise Duty and Service Tax Matters	431.61	374.37
(c) Royalty on Limestone/ Marl	233.98	219.30
(d) Customs	113.82	2.05
(e) Others	253.93	229.35

Cash outflows for the above are determinable only on receipt of judgments pending at various forums / authorities.

Note 30 (b)

The Competition Commission of India (CCI) upheld the complaint of alleged cartelisation against certain cement manufacturing companies including the Company. The CCI has imposed a penalty of ₹ 1,175.49 crores on the Company. The Company filed an appeal against the Order before the Competition Appellate Tribunal (COMPAT). COMPAT has granted stay on the CCI order on condition that the Company deposit 10% of the penalty, amounting to ₹ 117.55 crores. The same has been deposited by the Company. The Company backed by a legal opinion, continues to believe that it has a good case and accordingly no provision has been made in the accounts.

Note 30 (c)

The Company has issued corporate guarantees in favour of Bankers / Lenders / Government Authorities on behalf of its Subsidiaries and Joint Ventures (JV); details of which are given below:

- (i) Madanpur (North) Coal Company Private Limited (JV) ₹ 3.65 Crores (Previous year ₹ 3.65 Crores).
- (ii) Bhaskarpara Coal Company Limited (JV) ₹ 4.00 Crores (Previous year ₹ 4.00 Crores).
- (iii) UltraTech Cement Middle East Investment Limited and its subsidiaries:
 - US\$ 481.02 Mn (₹ 2,882.02 Crores) {Previous year US\$ 447.11 Mn (₹ 2,427.14 Crores)} against loans availed.
 - US\$ 44.00 Mn (₹ 263.63 Crores) {Previous year Nil} against loans yet to be availed.

Note 31- Capital and other commitments:

Estimated amount of contracts remaining to be executed on capital account, not provided for (net of advances) ₹ 1,903.06 Crores. (Previous Year ₹ 1,634.66 Crores).

Note 32

The Ministry of Textiles, vide its orders dated June 30, 1997 and July 1, 1999 has deleted cement from the list of commodities to be packed in jute bags under the Jute Packaging (Compulsory Use in Packing Commodities) Act, 1987. In view of this, the Company does not expect any liability for non-dispatch of cement in jute bags in respect of earlier years.

Note 33

The Company was allocated a coal block, jointly with Electrotherm (India) Limited (joint venture partner), in Bhaskarpara, Chhattisgarh. During the previous financial year the Ministry of Coal, Government of India had issued an order for de-allocation of the coal block. The Company has filed a writ petition against the order and has obtained a stay. Hearings are continuing in the matter.

Note 34

The Company along with seven other allottees were allotted a coal block in Madanpura North, Chhattisgarh. In terms of the allocation letter, a joint venture company viz. Madanpur (North) Coal Company Private Limited (JV Company) was incorporated with the Company holding 11% of the equity. The JV Company was in the

process of achieving the milestones in terms of the letter of allocation. However, during the year, the Ministry of Coal, Government of India based on the recommendation of the Inter-Ministerial Group issued an order for de-allocation of the coal block. JV Company incorporated by the allottees for mining coal has filed a petition against the de-allocation order in the Delhi High court. The Court has ordered maintaining status-quo after the de-allocation and has also directed the government not to re-allocate the same coal block nor create any third party interest therein till further orders.

Note 35

- (a) The Company has entered into a Share Purchase Agreement with the shareholders of Bhagwati Lime Stone Company Private Limited (BLSCPL) and has acquired BLSCPL's entire equity stake. Consequently, BLSCPL has become a wholly owned subsidiary of the Company with effect from April 3, 2013.
- (b) The Board of Directors approved the acquisition of the Gujarat Cement Units of Jaypee Cement Corporation Limited (JCCL), comprising of an integrated cement unit at Sewagram and grinding unit at Wanakbori, at an enterprise value of ₹ 3,800 crores besides actual net working capital at closing. The acquisition is subject to receipt of various statutory approvals.

The transaction has been approved by the Competition Commission of India and the shareholders and the creditors of the Company. The Hon'ble High Court at Bombay and Hon'ble High Court at Allahabad have also by their Order dated April 04, 2014 and April 17, 2014 respectively sanctioned the Scheme of Arrangement between JCCL and the Company and their respective shareholders and creditors ("the Scheme"). The Scheme is now subject to the approval of Securities & Exchange Board of India (SEBI).

Note 36

During the year the Company's wholly-owned subsidiary 'UltraTech Cement Middle East Investments Limited' (UCMEIL) has completed the acquisition of the balance equity stake of ETA Star Companies ("the Companies") having operations in United Arab Emirates (UAE), Bahrain and Bangladesh. With this, the ETA Star Cement Companies have become wholly owned subsidiaries of UCMEIL.

Note 37 - Derivative Instruments outstanding:

(A) Derivatives for hedging currency and interest rates, outstanding are as under:

In Crores					
Particulars	Purpose	Currency	As at March 31, 2014	As at March 31, 2013	Cross Currency
a. Forward Contracts	Imports	USD	7.68	3.30	Rupees
	Buyers Credit	USD	0.85	3.35	Rupees
	ECB*	USD	0.09	-	Rupees
	ECB*	JPY	3.83	-	Rupees
	Others	USD	-	1.97	Rupees
	Imports	Euro	0.29	0.22	USD
	Imports	Euro	0.67	0.88	Rupees
b. Other Derivatives:					
i. Currency Option	Imports	USD	-	0.15	Rupees
ii. Currency & Interest Rate Swap (CIRS)	ECB*	USD	40.28	40.28	Rupees
	ECB*	JPY	976.17	1997.86	Rupees
iii. Principal only Swap	ECB*	JPY	350.00	-	USD
	ECB*	USD	14.51	-	Rupees

(B) Derivatives for hedging South African Coal price risk (from floating price to fixed price), outstanding as on March 31, 2014 are as under:

Particulars	Purpose	Quantity Hedged (Metric Tonne)	Currency	In Crores	
				As at March 31, 2014	As at March 31, 2013
South African Coal Fixed Price Swaps	Hedging floating price risk	150,000 (Previous Year: Nil)	USD	1.10	-

(C) Un-hedged Foreign Currency Exposure:

Particulars		Currency	In Crores		
			As at March 31, 2014	As at March 31, 2013	Cross Currency
ECB*		JPY	220.00	-	USD

*ECB-External Commercial Borrowings

Note 38 - Employee Benefits:

(A) Defined Benefit Plans as per Actuarial Valuation:

	Particulars	As at March 31, 2014			As at March 31, 2013		
		Gratuity (Funded)	Pension	Post-Retirement Medical Benefits	Gratuity (Funded)	Pension	Post-Retirement Medical Benefits
(i)	Change in defined benefit obligation						
	Opening Balance of Present value of Defined Benefit Obligation	247.23	8.15	0.58	207.06	8.12	0.56
	Adjustment of:						
	Current Service Cost	21.54	-	-	17.82	-	-
	Interest Cost	20.62	0.62	0.04	18.41	0.65	0.04
	Actuarial Losses / (Gain)	(19.03)	(0.38)	(0.05)	14.92	0.29	0.02
	Benefits Paid	(11.56)	(0.90)	(0.04)	(10.98)	(0.91)	(0.04)
	Closing Balance of Present value of Defined Benefit Obligation	258.80	7.49	0.53	247.23	8.15	0.58
(ii)	Change in Fair Value of Assets						
	Opening Balance of Fair Value of Plan Assets	245.94	-	-	207.05	-	-
	Adjustment of:						
	Return on Plan Assets	19.19	-	-	16.40	-	-
	Actuarial Gain/(Losses)	5.37	-	-	3.63	-	-
	Contribution / Paid by the employer	18.26	0.90	0.04	29.84	0.91	0.04
	Benefits Paid	(11.56)	(0.90)	(0.04)	(10.98)	(0.91)	(0.04)
	Closing Balance of Fair Value of Plan Assets	277.20	-	-	245.94	-	-

₹ in Crores

	As at March 31, 2014				As at March 31, 2013		
	Particulars	Gratuity (Funded)	Pension	Post-Retirement Medical Benefits	Gratuity (Funded)	Pension	Post-Retirement Medical Benefits
(iii)	Net Asset / (Liability) recognised in the Balance Sheet						
	Present value of Defined Benefit Obligation	(258.80)	(7.49)	(0.53)	(247.23)	(8.15)	(0.58)
	Fair Value of Plan Asset	277.20	-	-	245.94	-	-
	Net Asset / (Liability) in the Balance Sheet	18.40	(7.49)	(0.53)	(1.29)	(8.15)	(0.58)
(iv)	Expenses recognised in the Statement of Profit and Loss						
	Current Service Cost	21.54	-	-	17.82	-	-
	Interest Cost	20.62	0.62	0.04	18.41	0.65	0.04
	Expected Return on Plan Assets	(19.19)	-	-	(16.40)	-	-
	Actuarial (Gain)/Losses	(24.40)	(0.38)	(0.05)	11.29	0.29	0.02
	Total Expense	(1.43)	0.24	(₹ 46,463)	31.12	0.94	0.06
	Less: Transferred to Pre-operative Expenses	-	-	-	(0.75)	-	-
	Total expenses charged to the Statement of Profit and Loss	(1.43)	0.24	(₹ 46,463)	30.37	0.94	0.06
(v)	The major categories of plan assets as a percentage of total plan						
	Government of India Securities	-	N.A.	N.A.	-	N.A.	N.A.
	Public Sector Bonds	-	N.A.	N.A.	-	N.A.	N.A.
	Insurer Managed Funds	100%	N.A.	N.A.	99%	N.A.	N.A.
	Others	-	N.A.	N.A.	1%	N.A.	N.A.
	Total	100%	N.A.	N.A.	100%	N.A.	N.A.
(vi)	Actuarial Assumptions:						
	Discount Rate (p.a.)	9.15%	9.15%	9.15%	8%	8%	8%
	Expected Return on Plan Assets (p.a.)	8%	-	-	8%	-	-
	Turnover Rate	1%-2%	-	-	1%-2%	-	-
	Mortality tables	Indian Assured Lives Mortality (2006-08)	PA(90) annuity rates down by 4 years	PA(90) annuity rates down by 4 years	Indian Assured Lives Mortality (2006-08)	PA(90) annuity rates down by 4 years	PA(90) annuity rates down by 4 years
	Salary Escalation Rate (p.a.)	8.50%	-	-	8%	-	-
	Retirement age	Management 60 Yrs Non-Management 58 Yrs	-	-	Management 60 Yrs Non-Management 58 Yrs	-	-
	Leaving Service:						
	Age: 21-44	2%	-	-	2%	-	-
	Age: 45 & above	1%	-	-	1%	-	-

(vii) **Basis used to determine Expected Rate of Return on Plan Assets:**

Expected rate of return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

(viii) **Salary Escalation Rate:**

The estimates of future salary increases are considered taking into account inflation, seniority, promotion and other relevant factors.

(ix) **Experience Adjustments:**

₹ in Crores

Particulars	2009-10	2010-11	2011-12	2012-13	2013-14
(a) Gratuity (Funded)					
Defined Benefit Obligation	52.10	177.88	207.06	247.23	258.80
Fair Value of Plan Assets	44.84	161.16	207.05	245.94	277.20
Surplus/(Deficit)	(7.26)	(16.72)	(0.01)	(1.29)	18.40
Expected Adjustments on Plan Liabilities	(0.34)	7.12	10.49	3.60	(0.86)
Expected Adjustments on Plan Assets	0.62	0.90	2.70	3.63	5.37
(b) Pension Liabilities:					
Defined Benefit Obligation	0.74	0.75	0.73	0.75	0.68
Fair Value of Plan Assets	-	-	-	-	-
Surplus/(Deficit)	(0.74)	(0.75)	(0.73)	(0.75)	(0.68)
Expected Adjustments on Plan Liabilities	(₹ 9,037)	₹ 27,673	₹ 17,534	₹ 19,571	₹ 23,669
(c) Post-Retirement Medical Scheme Liabilities:					
Defined Benefit Obligation	0.56	0.57	0.56	0.58	0.53
Fair Value of Plan Assets	-	-	-	-	-
Surplus/(Deficit)	(0.56)	(0.57)	(0.56)	(0.58)	(0.53)
Expected Adjustments on Plan Liabilities	₹ 41,143	(0.01)	(0.01)	(₹ 4,810)	₹ 2,322

(x) The Company's expected contribution during next year is ₹ 10.15 Crores. (Previous Year ₹ 10.15 Crores)

(B) Defined Contribution Plans

Amount recognised as an expense and included in Note 25 under the head "Contribution to Provident and other Funds" of Statement of Profit and Loss ₹ 55.93 Crores (Previous Year ₹ 51.39 Crores).

(C) Amount recognized as an expense in respect of Compensated Leave Absence is ₹ 15.20 Crores (Previous Year ₹ 27.95 Crores).

(D) Amount recognised as expense for other long term employee benefits ₹ 0.43 Crore (Previous Year ₹ 0.30 Crore).

Note 39 - Segment Reporting:**Business Segment**

The Company is exclusively engaged in the business of cement and cement related products. This in the context of AS 17 "Segment Reporting", notified under Section 211(3C) of the Companies Act, 1956, constitutes one single primary segment.

Geographical Segment is identified as the secondary segment and details are given below:

₹ in Crores

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
Segment Revenues (Sales):		
India	19,790.44	19,709.41
Rest of the World	287.44	313.55
Total	20,077.88	20,022.96

Note 40 - Disclosure of related parties / related party transactions:

Parties	Relationship
(A) Parties where control exists:	
Grasim Industries Limited	Holding Company
Dakshin Cements Limited	Wholly Owned Subsidiary
Harish Cement Limited	Wholly Owned Subsidiary
UltraTech Cement Middle East Investments Limited (UCMEIL)	Wholly Owned Subsidiary
UltraTech Cement SA (PTY)	Wholly Owned Subsidiary
Gotan Limestone Khanij Udyog Private Limited	Wholly Owned Subsidiary
Bhagwati Lime Stone Company Private Limited (BLSCPL) (w.e.f. April 3, 2013)	Wholly Owned Subsidiary
UltraTech Cement Lanka Private Limited	Subsidiary
PT UltraTech Mining Indonesia	Subsidiary
PT UltraTech Investments Indonesia (PTUII)	Subsidiary
Star Cement Co. LLC, UAE	Subsidiary's Subsidiary – UCMEIL
Star Cement Co. LLC, RAK Ras-Al-Khaimah, UAE	Subsidiary's Subsidiary – UCMEIL
Al Nakhla Crusher LLC, Fujairah, UAE	Subsidiary's Subsidiary – UCMEIL
Arabian Cement Industry LLC, Abu Dhabi	Subsidiary's Subsidiary – UCMEIL
Arabian Gulf Cement Co W.L.L., Bahrain	Subsidiary's Subsidiary – UCMEIL
Emirates Power Company Limited, Bangladesh	Subsidiary's Subsidiary – UCMEIL
Emirates Cement Bangladesh Limited, Bangladesh	Subsidiary's Subsidiary – UCMEIL
UltraTech Cement Mozambique Limitada	Subsidiary's Subsidiary – UCMEIL
PT UltraTech Cement Indonesia	Subsidiary's Subsidiary – PTUII
(B) Other Related Parties with whom there were transactions during the year:	
Parties	Relationship
Madanpur (North) Coal Company Private Limited	Joint Venture
Bhaskarpara Coal Company Limited	Joint Venture
Samruddhi Swastik Trading and Investments Limited	Fellow Subsidiary
Grasim Bhiwani Textiles Limited	Fellow Subsidiary
Mr. O.P. Puranmalka, Whole-time Director	Key Management Personnel (KMP)
Mrs. Sita Puranmalka	Relative of KMP (Wife)

Disclosure of related party transactions:

₹ in Crores

Nature of Transactions	Year Ended March 31, 2014	Year Ended March 31, 2013
Sale of Goods:		
Grasim Industries Limited	20.88	36.54
UltraTech Cement Lanka Private Limited	213.03	197.86
Gotan Limestone Khanij Udyog Private Limited	0.02	-
Grasim Bhiwani Textiles Limited	0.09	0.06
Total	234.02	234.46
Purchase of Goods:		
Grasim Industries Limited	1.88	0.84
Grasim Bhiwani Textiles Limited	0.76	0.72
Gotan Limestone Khanij Udyog Private Limited	8.20	3.33
Total	10.84	4.89

₹ in Crores

Nature of Transactions	Year Ended March 31, 2014	Year Ended March 31, 2013
Receiving of Services:		
Grasim Industries Limited	0.70	0.67
Grasim Bhiwani Textiles Limited	2.56	0.75
Samruddhi Swastik Trading & Investment Limited	0.42	0.42
UltraTech Cement Lanka Private Limited	45.38	17.52
Key Management Personnel (*includes ₹ 0.54 Crore, related to Previous Year)	9.15	7.95*
Relative of Key Management Personnel	0.19	0.14
Total	58.40	27.45
Rendering of Services:		
UltraTech Cement Lanka Private Limited	17.55	33.28
Dividend received		
UltraTech Cement Lanka Private Limited	14.54	5.03
Dividend Paid		
Grasim Industries Limited	148.80	132.27
Loans and Advances Given:		
Harish Cement Limited	1.18	2.26
Bhagwati Lime Stone Company Private Limited	2.02	-
Gotan Limestone Khanij Udyog Private Limited	10.06	8.34
Total	13.26	10.60
Investments		
UltraTech Cement Middle East Investments Limited	107.23	-
PT UltraTech Investments Indonesia	11.46	-
Madanpur (North) Coal Company Private Limited	-	0.02
Total	118.69	0.02
Advances Against Equity:		
PT UltraTech Mining Indonesia	-	1.35
Madanpur (North) Coal Company Private Limited	0.05	-
Bhaskarpara Coal Company Limited	1.69	0.08
Total	1.74	1.43
Advances Against Equity Refund:		
Bhaskarpara Coal Company Limited	-	0.60
PT UltraTech Mining Indonesia	-	0.03
Total	-	0.63
Corporate Guarantees given to UltraTech Cement Middle East Investments Limited and its Subsidiaries		
On Loans availed	203.16	37.94
On Loans yet to be availed	263.63	-

₹ in Crores

Outstanding balances	As at March 31, 2014	As at March 31, 2013
Loans and Advances:		
Grasim Industries Limited	-	1.81
Harish Cement Limited	150.96	149.78
Gotan Limestone Khanij Udyog Private Limited	22.40	12.34
Samruddhi Swastik Trading & Investment Limited	0.31	0.31
Madanpur (North) Coal Company Private Limited (against Equity)	0.05	-
PT UltraTech Mining Indonesia (against Equity)	1.35	1.35
Bhaskarpara Coal Co. Limited (against Equity)	2.55	0.86
Bhagwati Lime Stone Company Private Limited	2.02	-
Total	179.64	166.45
Trade Receivables:		
UltraTech Cement Lanka Private Limited	12.72	7.51
Other Current Liabilities:		
Grasim Industries Limited	1.20	-
Grasim Bhiwani Textiles Limited	0.26	0.11
Total	1.46	0.11
Deposit:		
Relative of Key Management Personnel	0.98	0.98
Corporate Guarantees:		
Madanpur (North) Coal Company Private Limited	3.65	3.65
Bhaskarpara Coal Co. Limited	4.00	4.00
UltraTech Cement Middle East Investments Limited & its Subsidiaries	3145.65	2427.14
On Loans availed	2,882.02	2,427.14
On Loans yet to be availed	263.63	-
Total	3,153.30	2,434.79

Note 41 - Earning per Share (EPS):

Particulars	As at March 31, 2014	As at March 31, 2013
(A) Basic EPS:		
(i) Net Profit attributable to Equity Shareholders	2,144.47	2,655.43
(ii) Weighted average number of Equity Shares outstanding (Nos.)	274,204,862	274,109,232
Basic EPS (₹) (i)/(ii)	78.21	96.87
(B) Diluted EPS:		
(i) Weighted average number of Equity Shares Outstanding	274,204,862	274,109,232
(ii) Add: Potential Equity Shares on exercise of option	109,504	82,205
(iii) Weighted average number of Equity Shares Outstanding for calculation of Diluted EPS (i+ii)	274,314,366	274,191,437
Diluted EPS (₹) {(A) (i) / (B) (iii)}	78.18	96.85
(C) Face value of Shares (₹)	10	10

Note 42

Details of the Company's interest in its Joint Venture, having Joint Control, as per the requirement of Accounting Standard (AS) -27 on "Financial Reporting of Interests in Joint Ventures" notified under Section 211(3C) of the Companies Act, 1956, are as under:

₹ in Crores

Sr. No.	Particulars	Madanpur (North) Coal Company Pvt. Limited		Bhaskarpara Coal Co. Limited	
		As at March 31, 2014	As at March 31, 2013	As at March 31, 2014	As at March 31, 2013
	% Shares Held	11.17%	11.17%	47.37%	47.37%
(a)	Assets	1.19	1.15	9.10	8.31
(b)	Liabilities	-	-	0.02	0.02
(c)	Income	-	-	-	-
(d)	Expenses	-	-	0.01	0.01
(e)	Other Matters – Contingent Liability	3.65	3.65	4.00	4.00

Both JV's are incorporated in India.

Note 43 – Auditors' remuneration (excluding service tax) and expenses:

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
(a) Statutory Auditors:		
Audit fees	1.02	0.96
Tax audit fees	0.12	0.11
Fees for other services	1.32	1.18
Expenses reimbursed	0.02	0.05
(b) Branch Auditors:		
Audit fees	0.06	0.05
Fees for other services	0.03	0.03
(c) Cost Auditors:		
Audit fees	0.13	0.11
Fees for other services (₹ 50,000, Previous Year - ₹ 25,000)	-	-
Expenses reimbursed (Previous Year - ₹ 35,000)	0.01	-

Note 44

The following expenses are included in the different heads of expenses in the Statement of Profit and Loss:

Particulars	Year Ended March 31, 2014			Year Ended March 31, 2013		
	Raw Materials Consumed	Power and Fuel Consumed	Total	Raw Materials Consumed	Power and Fuel Consumed	Total
Stores and Spares Consumed	66.71	59.26	125.97	69.85	68.06	137.91
Royalty and Cess	303.26	-	303.26	293.98	-	293.98

Note 45

The Company has granted 655,478 options to its eligible employees in various ESOS Schemes, details are as under:

A) Employee Stock Option Scheme (ESOS 2006):

Particulars	Tranche I	Tranche II	Tranche III	Tranche IV*	Tranche V*	Tranche VI
Nos. of Options	99,010	69,060	60,403	88,907	8,199	7,890
Method of Accounting	Intrinsic Value	Intrinsic Value	Intrinsic Value	As per the Terms of Scheme	As per the Terms of Scheme	Intrinsic Value
Vesting Plan	Graded Vesting - 25% every year	Graded Vesting - 25% every year	Graded Vesting - 25% every year			Graded Vesting - 25% every year
Exercise Period	5 Years from the date of Vesting	5 Years from the date of Vesting	5 Years from the date of Vesting			5 Years from the date of Vesting
Grant Date	23.08.2007	25.01.2008	08.09.2010	20.09.2010	20.09.2010	01.06.2012
Grant Price (₹ per share)	606	794	655	709*	1061*	974
Market Price on the date of Grant of Option (₹ per share)	853	794	994	-*	-*	1424
Discount on Average Price	30.00%	1.98%	30.00%	-	-	30.00%

*Issued to Employees of erstwhile Samruddhi Cement Limited (SCL) option holders pursuant to Scheme of Amalgamation of SCL with the Company.

B) Employee Stock Option Scheme (ESOS 2013):

Particulars	Restricted Stock Units	Stock Options
Nos. of Options	84,056	237,953
Method of Accounting	Intrinsic Value	Intrinsic Value
Vesting Plan	100% on 19.10.2016	Graded Vesting - 25% every year
Exercise Period	5 Years from the date of Vesting	5 Years from the date of Vesting
Grant Date	19.10.2013	19.10.2013
Grant Price (₹ per share)	10	1965
Market Price on the date of Grant of Option (₹ per share)	1965	1965
Discount on Average Price	99.49%	-

C) Movement of Options Granted:

Particulars	As at March 31, 2014	As at March 31, 2013
Outstanding at the beginning of the year	129,963	243,202
Granted during the year	322,009	7,890
Exercised during the year	(61,470)	(114,601)
Forfeited during the year	(2,040)	(6,528)
Outstanding at the end of the year	388,462	129,963

The weighted average price at the date of exercise for options was ₹ 1,673 per share.

D) Movement of Exercisable Options:

₹ in Crores

Particulars	As at March 31, 2014	As at March 31, 2013
Exercisable at the beginning of the year	95,135	197,899
Vested during the year	15,440	15,101
Exercised during the year	(61,470)	(114,601)
Vested Options Forfeited	-	(3,264)
Options exercisable at the end of the year	49,105	95,135

(e) Fair Valuation:

The fair value of options used to compute proforma net income and earnings per equity share have been done by an independent firm of Chartered Accountants on the date of grant using the Black-Scholes Model.

The Key assumptions in the Black-Scholes Model for calculating fair value as on the date of grant:

(a) For ESOS Scheme 2006:

1. Risk Free Rate - 8% (Tranche I-V), 8.14% (Tranche VI)
2. Option Life - Vesting period (1 Year) + Average of exercise period
3. Expected Volatility - Tranche-I: 0.49, Tranche-II: 0.52, Tranche-III: 0.30, Tranche-IV: 0.30, Tranche-V: 0.30, Tranche-VI: 0.25
4. Expected Growth in Dividend - 20%

(b) For ESOS Scheme 2013:

1. Risk Free Rate - 8.5%
2. Option Life - (a) For Options - Vesting period (1 Year) + Average of exercise period
(b) For RSU – Vesting period (3 Years) + Average of exercise period
3. Expected Volatility - 0.29
4. Expected Growth in Dividend - 20%

The weighted average fair value of the option, as on the date of grant for ESOS Scheme 2006 works out to ₹ 476 per stock option and for ESOS Scheme 2013 works out to ₹ 1,040 per stock option.

Had the compensation cost for the stock options granted under above Schemes has been determined, based on fair-value approach, the Company's net profit and earnings per share would have been as per the proforma amounts indicated below:

₹ in Crores

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
Net Profit	2,144.47	2,655.43
Add: Compensation Expenses under ESOS included in the Net Profit	2.68	0.36
Less: Compensation Expenses under ESOS as per Fair Value	(6.90)	(0.80)
Net Profit (Fair value basis)	2,140.25	2,654.99
Basic Earning Per Share (Reported) – ₹ / Share	78.21	96.87
Basic Earning Per Share (Fair value basis)– ₹ / Share	78.05	96.86
Diluted Earning Per Share (Reported) – ₹ / Share	78.18	96.85
Diluted Earning Per Share (Fair value basis) – ₹ / Share	78.02	96.83

Note 46 - Value of Imports (on CIF basis):

₹ in Crores

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
(i) Raw materials	428.57	256.76
(ii) Components and spare parts	120.43	155.33
(iii) Capital goods	48.96	383.90

Note 47 - Value of Imported and Indigenous Raw Materials, Stores and Spares consumed:

Particulars	Year Ended March 31, 2014		Year Ended March 31, 2013	
	Value ₹ in Crores	%	Value ₹ in Crores	%
Raw materials:				
Imported	402.29	13.8	300.52	10.8
Indigenous	2,508.66	86.2	2,491.60	89.2
Total	2,910.95	100.0	2,792.12	100.0
Stores and spares:				
Imported	119.63	17.3	109.91	15.3
Indigenous	570.67	82.7	607.37	84.7
Total	690.30	100.0	717.28	100.0

Note 48 - Expenditure in Foreign Currency:

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
Freight / Dispatch / Demurrage	69.99	50.48
Service Fees	2.09	2.85
Interest	31.58	27.80
Other Matters	12.13	13.27

Note 49 - Earnings in Foreign Exchange:

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
Export of goods {Including ₹ 283.86 Crores (Previous Year ₹ 309.86 Crores) on FOB basis}	287.44	313.55
Dividend	14.54	5.03
Other receipts	37.74	41.40

Note 50 - Dividends remitted in Foreign Currency to Non-Resident Shareholders:

(i) Remittance in foreign currency

Sr. No.	Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
1	Dividend for the year ended	31.03.2013	31.03.2012
2	Number of Non Resident Equity Shareholders	134	138
3	Number of Shares held by them	1,509,624	1,511,850
4	Amount remitted as dividend (₹ Crores)	1.36	1.21

- (ii) Except for the above equity shareholders, the Company has not made any remittance in foreign currency on account of dividends during the year and does not have information as to the extent to which remittances in foreign currencies on account of dividends have been made by or on behalf of non-resident equity shareholders.
- (iii) The particulars of non-resident equity shareholders and the amount of dividends paid to them are as under:

		₹ in Crores	
Sr. No.	Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
1	Equity Dividend for the year ended	31.03.2013	31.03.2012
2	Number of Non Resident Equity Shareholders including those under (i) above	7,140	7,258
3	Number of Shares held by them	64,510,685	62,484,232
4	Amount paid as dividend (₹ Crores)	58.06	49.98

Note 51

Revenue expenditure on Research and Development included in different heads of expenses in the Statement of Profit and Loss is ₹ 10.99 Crores. (Previous Year ₹ 9.39 Crores).

Note 52

Other Operating Revenues include VAT Refund, under State Investment Promotion Scheme, of ₹ 102.02 Crores (Previous Year ₹ 37.71 Crores).

Interest and Wages Expenses are net of subsidy received, under State Investment Promotion Scheme, of ₹ 61.54 Crores (Previous Year ₹ 66.59 Crores) and ₹ 6.36 Crores (Previous Year ₹ 4.97 Crores) respectively.

Note 53

- (a) Operating lease payment recognised in the Statement of Profit and Loss amounting to ₹ 98.72 Crores (Previous Year ₹ 80.93 Crores)
- (b) General Description of leasing agreements:
- (i) Leased Assets : Godowns, Offices, Flats, Land, Machinery & Others.
 - (ii) Future Lease rentals are determined on the basis of agreed terms.
 - (iii) At the expiry of lease terms, the Company has an option to return the assets or extend the term by giving notice in writing.
 - (iv) Lease agreements are generally cancellable and are renewable by mutual consent on mutually agreed terms.

Note 54

Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year classification / disclosure.

Note 55

Figures less than ₹ 50,000 have been shown at actual, wherever statutorily required to be disclosed, as the figures have been rounded off to the nearest lakh.

Signatures to Note '1' to '55'

For and on behalf of the Board

S. RAJGOPAL
Director

K. C. BIRLA
Sr. Executive President & CFO

G. M. DAVE
Director

S. K. CHATTERJEE
Company Secretary

O. P. PURANMALKA
Whole-time Director

Mumbai, April 23, 2014

INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF ULTRATECH CEMENT LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of UltraTech Cement Limited ("the Company"), its subsidiaries and jointly controlled entities (the Company, its subsidiaries and jointly controlled entities constitute "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors/one of the joint auditors on the financial statements of the subsidiaries and jointly controlled entities and the management accounts referred to below in the Other Matter paragraphs, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the Profit of the Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the Cash Flows of the Group for the year ended on that date.

Emphasis of Matter

We draw attention to Note 34(b) to the financial statements which describe the uncertainty related to the penalty of ₹ 1,175.49 crores imposed by the Competition Commission of India for alleged cartelization by certain cement manufacturing companies including the Company, for which, based on a legal opinion, no provision has been made.

Our opinion is not qualified in respect of this matter.

Other Matter

The financial statements of two subsidiaries as considered in the consolidated financial statements, which reflect total assets (net) of ₹ 154.36 crores as at March 31, 2014, total revenues of ₹ Nil and net cash outflows amounting to ₹ 1.15 crores for the year ended on that date, have been audited by M/s G. P. Kapadia & Co., Chartered Accountants, one of the joint auditors of the Company.

We did not audit the financial statements of fourteen subsidiaries and two jointly controlled entities, whose financial statements reflect total assets (net) of ₹ 2,823.96 crores as at March 31, 2014, total revenues of ₹ 1,593.65 crores and net cash outflows amounting to ₹ 107.96 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities, is based solely on the reports of the other auditors.

The consolidated financial statements include the unaudited financial statements (management accounts) of two subsidiaries, whose financial statements reflect total assets (net) of ₹ Nil as at March 31, 2014, total revenue of ₹ Nil and net cash flows amounting to ₹ Nil for the year ended on that date. Our opinion, in so far as it relates to the amounts included in respect of these subsidiaries, is based solely on such management accounts.

Our opinion is not qualified in respect of these matters.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

For **G.P.KAPADIA & Co.**
Chartered Accountants
(Firm Registration No. 104768W)

Rajesh K. Hiranandani
Partner
(Membership No. 36920)

Atul B. Desai
Partner
(Membership No. 30850)

Mumbai, April 23, 2014

**CONSOLIDATED BALANCE SHEET
AS AT MARCH 31, 2014**

Annual Report | 2013-2014

₹ in Crores

Particulars	Notes	As at March 31, 2014	As at March 31, 2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	274.24	274.18
Reserves and Surplus	3	16,907.66	14,955.41
		17,181.90	15,229.59
Minority Interest		16.64	78.12
Non-Current Liabilities			
Long-term Borrowings	4	6,020.76	5,169.06
Deferred Tax Liabilities (Net)	5	2,299.65	1,909.55
Other Long-term Liabilities	6	2.30	1.81
Long-term Provisions	7	138.98	134.59
		8,461.69	7,215.01
Current Liabilities			
Short-term Borrowings	8	984.56	1,227.35
Trade Payables	9	2,587.01	2,311.79
Other Current Liabilities	10	2,105.73	2,578.71
Short-term Provisions	7	855.26	949.36
		6,532.56	7,067.21
TOTAL		32,192.79	29,589.93
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11	17,028.88	14,254.07
Intangible Assets	11	104.29	62.01
Capital Work-in-Progress		2,174.70	3,601.11
Intangible Assets under Development		3.19	0.06
		19,311.06	17,917.25
Goodwill on Consolidation		966.53	733.66
Non-Current Investments	12	1,132.51	1,581.59
Deferred Tax Assets (net)	13	9.29	8.38
Long-Term Loans and Advances	14	1,271.24	1,066.16
		2,413.04	2,656.13
Current Assets			
Current Investments	15	3,729.34	3,126.95
Inventories	16	2,580.35	2,540.67
Trade Receivables	17	1,632.06	1,376.29
Cash and Bank Balances	18	348.49	184.79
Short-term Loans and Advances	14	1,192.72	1,048.18
Other Current Assets	19	19.20	6.01
		9,502.16	8,282.89
TOTAL		32,192.79	29,589.93

Significant Accounting Policies

1

The accompanying Notes are an integral part of the Consolidated Financial Statements.

In terms of our report attached.

For and on behalf of the Board

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

For G. P. KAPADIA & CO.
Chartered Accountants

S. RAJGOPAL
Director

RAJESH K. HIRANANDANI
Partner

ATUL B. DESAI
Partner

K. C. BIRLA
Sr. Executive President & CFO

G. M. DAVE
Director

Mumbai, April 23, 2014

S. K. CHATTERJEE
Company Secretary

O. P. PURANMALKA
Whole-time Director

		₹ in Crores	
Particulars	Notes	Year ended March 31, 2014	Year ended March 31, 2013
Revenue			
Sale of Products and Services (Gross)	20	24,168.97	23,843.16
Less: Excise Duty		(2,725.25)	(2,682.02)
Sale of Products and Services (Net)		21,443.72	21,161.14
Other Operating Revenues	21	208.48	162.97
Revenue from Operations (Net)		21,652.20	21,324.11
Other Income	22	322.72	303.59
Total Revenue (I)		21,974.92	21,627.70
Expenses			
Cost of Raw Materials Consumed	23	3,372.83	3,141.72
Purchases of Stock-in-Trade	24	309.37	241.86
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	25	98.76	(115.20)
Employee Benefits Expense	26	1,104.15	1,042.69
Power and Fuel		4,520.87	4,645.71
Freight and Forwarding Expense	27	4,596.66	4,243.27
Other Expenses	28	3,647.15	3,329.72
		17,649.79	16,529.77
Less: Captive Consumption of Cement (Net of Excise Duty ₹ 28.89 Crores, (Previous Year ₹ 39.80 Crores))		(32.42)	(44.99)
Total Expenses (II)		17,617.37	16,484.78
Profit before Interest, Depreciation and Tax (PBITD) (I)-(II)		4,357.55	5,142.92
Finance Costs	29	360.95	252.34
Depreciation and Amortisation Expense	30	1,139.00	1,023.37
Profit before Tax		2,857.60	3,867.21
Income Tax Expenses:			
Current Tax		572.65	1,014.76
MAT Credit		(222.13)	-
Excess tax provision reversal related to prior years		(95.56)	(3.83)
Deferred Tax Charge		389.86	168.21
Total		644.82	1,179.14
Profit after Tax		2,212.78	2,688.07
Minority Interest		6.75	10.34
Profit for the Year		2,206.03	2,677.73
Earnings Per Equity Share (Face Value ₹ 10 each)	44		
Basic (in ₹)		80.45	97.69
Diluted (in ₹)		80.42	97.66
Significant Accounting Policies	1		
The accompanying Notes are an integral part of the Consolidated Financial Statements.			

In terms of our report attached.

For and on behalf of the Board

For DELOITTE HASKINS & SELLS LLP
Chartered AccountantsFor G. P. KAPADIA & CO.
Chartered AccountantsS. RAJGOPAL
DirectorRAJESH K. HIRANANDANI
PartnerATUL B. DESAI
PartnerK. C. BIRLA
Sr. Executive President & CFOG. M. DAVE
Director

Mumbai, April 23, 2014

S. K. CHATTERJEE
Company SecretaryO. P. PURANMALKA
Whole-time Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

Annual Report | 2013-2014

₹ in Crores

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
(A) Cash Flow from Operating Activities:		
Profit Before tax	2,857.60	3,867.21
Adjustments for:		
Depreciation and Amortisation	1,139.00	1,023.37
Compensation Expenses under Employees Stock Options Scheme	2.68	0.36
Provision for Doubtful Advances/ debts (net)	(0.04)	-
Bad Debts Written-off	0.29	0.21
Excess Provision written back (net)	(16.91)	(22.48)
Provision for Wealth Tax	1.96	1.72
Provision for Retirement Benefits	7.23	18.62
Provision for Mines Restoration	1.96	2.10
Interest and Dividend Income	(42.39)	(53.03)
Finance Costs	360.95	252.34
Unrealised Foreign Exchange Loss	14.00	3.10
Profit on Sale of Fixed Assets (net)	(6.13)	(0.30)
Profit on Sale of Current Investment (net)	(265.71)	(245.02)
Operating Profit before Working Capital Changes	4,054.49	4,848.20
Movements in working capital:		
Increase/(Decrease) in Trade payable and other Liabilities	448.03	211.36
Decrease/(Increase) in Trade receivables	(256.06)	(286.74)
Decrease/(Increase) in Inventories	(39.68)	(342.71)
Decrease/(Increase) in Loans and Advances	(71.97)	(83.14)
Cash Generated from Operations	4,134.81	4,346.97
Taxes paid	(669.45)	(726.23)
Expenditure for Mines Restoration	(3.49)	(3.16)
Net Cash Generated from Operating Activities (A)	3,461.87	3,617.58
(B) Cash Flow from Investing Activities:		
Purchase of Fixed Assets	(2,321.33)	(3,365.40)
Sale of Fixed Assets	10.60	2.18
Expenditure for Cost on Assets transferred from Samruddhi Cement Limited (SCL), pursuant to Scheme of Amalgamation	(9.72)	-
Proceeds / (Purchase) of Non current Investments (net)	449.08	(675.08)
Investment in Subsidiaries	(237.03)	(160.00)
(Purchase) / Proceeds of current Investments	(336.68)	(240.99)
Interest / Dividend Received	41.69	52.57
Net Cash used in Investing Activities (B)	(2,403.39)	(4,386.72)
(C) Cash Flow from Financing Activities:		
Proceeds from Issue of Share Capital	4.40	7.92
Repayment of Long Term Borrowings	(596.84)	(220.03)
Proceeds from Long Term Borrowings	697.01	1,068.86
Proceeds / (Repayment) of Short Term Borrowings	(312.91)	486.45
Interest paid	(448.95)	(373.23)
Dividend Paid	(249.57)	(219.54)
Corporate Dividend Tax	(41.94)	(35.57)
Net Cash (Used) / Generated from Financing Activities (C)	(948.80)	714.86
Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)	109.68	(54.28)
Cash and Cash Equivalents at the Beginning of the Year	184.79	214.29
Cash and Cash equivalents transferred from GKU, pursuant to acquisition:	-	1.01
Effect of exchange rate on consolidation of Foreign Subsidiary	54.02	23.77
Cash and Cash Equivalents at the End of the Year	348.49	184.79

Notes:

- Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 notified under Section 211(3C) of the Companies Act, 1956.
- Purchase of fixed assets includes movements of capital work-in-progress (including Capital Advances) during the year.
- Cash and Cash equivalents represent cash and bank balances. (Refer Note 18)

Accounting Policies

1

Accompanying Notes are an integral part of the Financial Statements

In terms of our report attached.

For and on behalf of the Board

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

For G. P. KAPADIA & CO.
Chartered Accountants

S. RAJGOPAL
Director

RAJESH K. HIRANANDANI
Partner

ATUL B. DESAI
Partner

K. C. BIRLA
Sr. Executive President & CFO

G. M. DAVE
Director

Mumbai, April 23, 2014

S. K. CHATTERJEE
Company Secretary

O. P. PURANMALKA
Whole-time Director

Note 1 - Significant Accounting Policies:**(i) Basis of Accounting and preparation of Financial Statements:**

The financial statements are prepared and presented under the historical cost convention on accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These financial statements comply in all material aspects with the Accounting Standards (AS) notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continues to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of the General Circular 15/2013 dated September 13, 2013, issued by the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act / 2013 Act, as applicable and applicable guidelines issued by the Securities and Exchange Board of India (SEBI).

The accounting policies adopted in the preparation of these financial statements are consistent with those of the previous year.

(ii) Use of estimates:

The preparation of financial statements in conformity with the Indian GAAP requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements, the reported amounts of revenues and expenses during the reporting period and the disclosures relating to contingent liabilities as of the date of the financial statements. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes different from the estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialise.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in the current and future periods.

(iii) Fixed Assets:

Fixed assets (whether Tangible or Intangible) are stated at cost less accumulated depreciation / amortization / impairment loss (if any), net of Modvat / Cenvat (wherever claimed). The cost of fixed assets includes taxes, duties, freight, borrowing cost, if capitalisation criteria are met, and other incidental expenses incurred in relation to their acquisition / bringing the assets for their intended use.

Spares which can be used only in connection with a particular Plant and Equipment of the Company and use is expected to be irregular, are capitalised at cost net of Cenvat / Modvat (wherever claimed).

Fixed Assets held for disposal are stated at lower of net book value and net realizable value and disclosed separately in the financial statements under other current assets.

Losses arising from the retirement of, and gains / losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

(iv) Expenditure during construction period:

Expenditure / Income, during construction period is included under Capital Work-in-Progress, and the same is allocated to the respective fixed assets on the completion of their construction.

(v) Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Borrowing cost consists of interest expense and other financial costs incurred in connection with borrowing of funds.

NOTES (Contd.)

The difference between the face value and the issue price of 'Discounted Value Non-Convertible Debentures', being in the nature of interest, is charged to the Statement of Profit and Loss, on a compound interest basis determined with reference to the yield inherent in the discount.

(vi) Depreciation and Amortisation:

Depreciation is provided on straight-line basis at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 except for some assets which are at higher rates consequent to management estimate of the useful life of the same, as stated under:

Sr.No.	Fixed Asset	Useful life of the assets
1	Roads, Culverts, Walls, etc., within factory premises	25-28 Years
2	Computers and Office Equipment	4 Years
3	Furniture and Fixtures	4-7 years
4	Mobile Phones	3 years
5	Company Vehicles (other than those provided to the employees)	5 Years
6	Motor Cars given to the employees as per the Company's Scheme	Scheme Period
7	Leasehold Land and Mining Lease	Period of the Lease
8	Assets not owned by the Company	As per period specified in the agreement, else 5 years
9	Expenditure incurred on Jetty	Over the period of the relevant agreement such that the cumulative amortisation is not less than the cumulative rebate availed by the Company.
10	Assets acquired up to September 30, 1987	Rates prevailing at the time of acquisition
11	Software	3-4 years
12	Spares which are capitalised	Allocated on Systematic basis over the useful life of related fixed assets

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis upto the month preceding the month of deduction/disposal.

(vii) Impairment of Assets:

The carrying amount of assets are reviewed at each balance sheet date, if there is an indication of impairment based on internal and external factors.

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable amount. An asset's recoverable amount is the higher of an assets net selling price and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

NOTES (Contd.)

An impairment loss, if any, is charged to the Statement of Profit and Loss in the year in which the asset is identified as impaired. Impairment loss recognised in prior years is reversed when there is an indication that impairment loss recognised for the asset no longer exists or has decreased.

(viii) Foreign Currency Transactions:

- (a) Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency at the balance sheet date are translated at the year-end rates.
- (b) In respect of forward exchange contracts, premium or discount, being the difference between the forward exchange rate and the exchange rate at the inception of contract is recognised as expense or income over the life of the contract.
- (c) Exchange difference including premium or discount on forward exchange contracts, relating to borrowed funds, liabilities and commitments in foreign currency for acquisition of fixed assets, arising till the assets are ready for their intended use, are adjusted to cost of fixed assets. Any other exchange difference either on settlement or translation is recognised in the Statement of Profit and Loss.
- (d) Investment in equity capital of companies registered outside India are carried in the Balance Sheet at the rates at which transactions have been executed.

(ix) Derivatives:**Financial Derivative Instruments**

Derivative instruments are used to hedge risk associated with foreign currency fluctuations and interest rates. The derivative contracts are closely linked with the underlying transactions and are intended to be held till maturity. Premium paid for derivative contracts and realised exchange gain / loss on account of settlement of derivative contracts, arising till the assets are ready for their intended use are adjusted to cost of fixed assets otherwise charged to Statement of Profit and Loss.

Commodity Hedging

The realised gain or loss in respect of commodity hedging contracts, the pricing period of which has expired or contracts cancelled during the year, are recognised in the Statement of Profit and Loss. However, in respect of contracts, the pricing period of which extends beyond the Balance Sheet date, suitable provision for likely loss, if any, is made in the accounts.

(x) Investments:

Investments, that are intended to be held for not more than one year, are classified as current investments. All other investments are classified as long term investments / non-current investments.

Long-term investments are carried at cost after deducting provisions made, if any, for diminution in value of investments other than temporary, determined separately for each individual investment. Current investments are carried at lower of cost and fair value determined for each category of investments.

(xi) Inventories:

Inventories are valued as follows:

- (a) Raw material, fuel, stores & spare parts and packing materials:

Valued at lower of cost and net realizable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.

NOTES (Contd.)

- (b) Work-in- progress (WIP), finished goods, stock-in-trade and trial run inventories:

Valued at lower of cost and NRV. Finished goods and WIP cost includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

- c) Waste / Scrap:

Waste / Scrap inventory is valued at NRV.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(xii) Employee Benefits:

(a) Short term employee benefits

Short term employee benefits are recognised as an expense on accrual basis.

(b) Defined Contribution Plan

Contributions payable to recognised provident fund, approved superannuation scheme and national pension scheme, which are substantially defined contribution plans, are recognised as expense in the Statement of Profit and Loss, as they are incurred.

Contributions as specified by law are paid to the provident fund set up as irrevocable trust. The Company is generally liable for annual contribution and any shortfall in the fund assets based on the government specified minimum rates of return and recognizes such contribution and shortfall, if any, as an expense in the year incurred.

c) Defined Benefit Plan

The obligation in respect of defined benefit plans, which cover Gratuity, Pension and Post retirement medical benefits, are provided for on the basis of an actuarial valuation, using the projected unit credit method, at the end of each financial year. Gratuity is funded with an approved fund. Actuarial gains/losses, if any, are recognised immediately in the Statement of Profit and Loss.

Obligation is measured at the present value of estimated future cash flows using a discount rate that is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

d) Other Long Term Benefits

Long-term compensated absences are provided for on the basis of an actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains/losses, if any, are recognised immediately in the Statement of Profit and Loss.

- e) Presentation of Non funded obligation of defined benefit plans and other long term benefits, as long term and short term liability is on the basis of actuary's report.

(xiii) Employee Share based payments:

The Company follows intrinsic value method for valuation of Employee Stock Option in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share based payments, issued by the Institute of Chartered Accountants of India. The excess of market price of shares at the time of grant of options, over the exercise price to be paid by the option holder is considered as employee compensation expense and is amortised in the Statement of Profit and Loss over the period of vesting, adjusting for the actual and expected vesting.

NOTES (Contd.)**(xiv) Income Taxes:**

Income Tax expenses comprise current tax and deferred tax charge or credit.

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the provisions of the Income-tax Act, 1961.

Deferred Tax reflects the impact of timing difference between accounting income and taxable income during the current year and reversal of timing differences for the earlier years. Deferred tax charge or credit and corresponding deferred tax liabilities or assets are measured using the tax rates and laws enacted or substantively enacted as on the balance sheet date. Deferred tax assets are recognised and carried forward only to the extent that there is reasonable certainty, except for carried forward losses and unabsorbed depreciation which is recognised based on virtual certainty, that the assets will be realised in future.

Minimum Alternate Tax (MAT):

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

(xv) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured.

- (a) Sales are recognised on transfer of significant risks and rewards of ownership of the goods to the buyer. Sales are net of Sales Tax, VAT, trade discounts, rebates and returns but include excise duty.
- (b) Income from services is recognised as they are rendered, based on agreement/arrangement with the concerned parties.
- (c) Dividend income is accounted for when the right to receive the income is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable. Income other than dividend and interest on Investments is recognised on maturity or sale.
- (d) Export incentives, insurance, railway and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

(xvi) Mines Restoration Expenditure:

The Company provides for the estimated expenditure required to restore quarries and mines. The total estimate of restoration expenses is apportioned over the estimate of mineral reserves and a provision is made based on minerals extracted during the year.

The total estimate of restoration expenses is reviewed periodically, on the basis of technical estimates.

(xvii) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events,

NOTES (Contd.)

the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent Liabilities are not recognised but are disclosed and Contingent Assets are neither recognised nor disclosed, in the financial statements.

(xviii) Earnings Per Share:

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit / (loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

(xix) Government Grants and Subsidies:

- (a) Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached thereto and that the grants will be received.
- (b) Capital Government Grants or Subsidies relating to specific fixed assets are deducted from the gross value of the respective fixed assets and other capital grants are credited to Capital Reserve.
- (c) Other Government Grants or Subsidies relating to an expense item are recognised as income over the period to match them on a systematic basis to the costs or deducted from related expenses.

(xx) Segment Reporting:

Primary Segment is identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Secondary segment is identified based on geography in which major operating divisions of the Company operate.

(xxi) Research and development expenditure:

Revenue expenditure on research and development is expensed as incurred. Capital expenditure incurred on research and development is capitalised as fixed assets and depreciated in accordance with the depreciation policy of the Company.

(xxii) Operating lease:

Leases where significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases and lease rentals thereon are charged to the Statement of Profit and Loss.

(xxiii) Classification of Assets and Liabilities into Current / Non current:

All assets and liabilities are presented as Current or Non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule VI of the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle as 12 months for the purpose of Current / Non current classification of assets and liabilities.

(xxiv) Cash and Cash Equivalents:

Cash and cash equivalents for the purpose of Cash Flow Statement includes Cash in Hand, Balances with Banks and Fixed deposits with banks.

(xxv) Goodwill:

Goodwill arising out of consolidation of financial statements of Subsidiaries and Joint Ventures is not amortised. However the same is tested for impairment at each Balance Sheet date.

NOTES (Contd.)

NOTE 2

SHARE CAPITAL

₹ in Crores

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Amount	No. of Shares	Amount
Authorised				
Equity shares of ₹ 10 each	280,000,000	280.00	280,000,000	280.00
Issued, Subscribed and Fully Paid-up				
Equity shares of ₹ 10 each fully paid-up	274,241,387	274.24	274,179,917	274.18

NOTE 3

RESERVES AND SURPLUS

As at March 31, 2014

Particulars	Capital Reserve	Cash Subsidy Reserve	Debenture Redemption Reserve	General Reserve	Securities Premium Account	Share Options Outstanding Account #	Foreign Exchange Translation Reserve \$	Surplus as per Statement of Profit and Loss	Total
Opening Balance	25.32	0.10	133.75	11,873.31	14.17	3.16	32.19	2,873.41	14,955.41
Additions during the period	-	-	22.50	1,801.42	5.77*	1.23	28.06	2,206.03	4,065.01
Deductions during the year	-	(0.10)	(79.00)	-	-	-	-	(1,744.89)@	(1,823.99)
Proposed dividend(including Corporate Dividend Tax)	-	-	-	-	-	-	-	(288.77)	(288.77)
Closing Balance	25.32	-	77.25	13,674.73	19.94	4.39	60.25	3,045.78	16,907.66

As at March 31, 2013

Particulars	Capital Reserve	Cash Subsidy Reserve	Debenture Redemption Reserve	General Reserve	Securities Premium Account	Share Options Outstanding Account #	Foreign Exchange Translation Reserve \$	Surplus as per Statement of Profit and Loss	Total
Opening Balance	25.32	0.10	124.39	9,573.31	4.12	5.05	24.32	2,793.74	12,550.35
Additions during the year	-	-	38.11	2,300.00	10.05*	-	7.87	2,677.73	5,033.76
Deductions during the year	-	-	(28.75)	-	-	(1.89)	-	(2,309.36)	(2,340.00)
Proposed dividend (including Corporate Dividend Tax)	-	-	-	-	-	-	-	(288.70)	(288.70)
Closing Balance	25.32	0.10	133.75	11,873.31	14.17	3.16	32.19	2,873.41	14,955.41

* On account of Employees Stock Options exercised during the year.

Net of Deferred Employees Compensation Expenses ₹ 14.15 Crores (Previous Year ₹ 0.47 Crore).

@ Includes ₹ 0.07 Crore for rounding off.

\$ Foreign Exchange Translation Reserve has been created for Exchange variation in Opening Equity Share Capital and Reserves and Surplus of UltraTech Cement Lanka (Pvt.) Ltd, UltraTech Cement Middle East Investments Ltd, PT UltraTech Mining Indonesia and PT UltraTech Investment Indonesia.

NOTES (Contd.)

NOTE 4

LONG-TERM BORROWINGS

₹ in Crores

Particulars	Long-Term		Current Maturity of Long-Term Debts*	
	As at March 31, 2014	As at March 31, 2013	As at March 31, 2014	As at March 31, 2013
Secured:				
Non-Convertible Debentures	259.00	450.00	200.00	324.90
Term Loans from Banks:				
In Foreign Currency	1,335.94	850.11	85.29	183.74
In Local Currency	450.00	450.00	-	-
	1,785.94	1,300.11	85.29	183.74
Sales Tax Deferment Loan	22.98	21.14	3.10	-
	2,067.92	1,771.25	288.39	508.64
Unsecured:				
Term Loans from Banks:				
In Foreign Currency	3,637.60	3,046.53	-	348.19
Sales Tax Deferment Loan	315.24	351.28	38.15	89.03
	3,952.84	3,397.81	38.15	437.22
	6,020.76	5,169.06	326.54	945.86

*Amount disclosed under the head "Other Current Liabilities" (Note 10)

NOTE 5

DEFERRED TAX LIABILITIES (Net)

Particulars	Deferred Tax (Assets)/ Liabilities as at April 01, 2013	Current Year Charge	Defferex Tax (Assets)/ Liabilities as at March 31, 2014
Deferred Tax Assets:			
Provision allowed under tax on payment basis	(107.93)	(10.70)	(118.63)
Others	(59.94)	(0.93)	(60.87)
	(167.87)	(11.63)	(179.50)
Deferred Tax Liabilities:			
Depreciation and Amortisation differences	2,077.42	401.73	2,479.15
	2,077.42	401.73	2,479.15
Net Deferred Tax Liability	1,909.55	390.10	2,299.65

Deferred Tax benefits are recognised on assets to the extent that it is more likely than not, future taxable profit will be available against which the asset can be utilised.

NOTE 6

OTHER LONG-TERM LIABILITIES

Particulars	As at March 31, 2014	As at March 31, 2013
Trade Payables (other than Micro and Small Enterprises)	2.30	1.81

NOTES (Contd.)

NOTE 7
PROVISIONS

₹ in Crores

Particulars	Long-Term		Short Term	
	As at March 31, 2014	As at March 31, 2013	As at March 31, 2014	As at March 31, 2013
For Employee Benefits	132.20	128.92	30.44	26.49
For Mines Restoration Expenditure	6.78	5.67	-	2.64
For Cost of Assets transferred	-	-	162.82	172.54
For Tax (net of Advance Tax)	-	-	373.23	458.99
For Proposed Dividend	-	-	246.82	246.76
For Corporate Dividend Tax	-	-	41.95	41.94
	138.98	134.59	855.26	949.36

Note 7.1 - Movement of provisions during the year as required by Accounting Standard - 29 "Provisions, Contingent Liabilities and Contingent Asset" notified under Section 211(3C) of the Companies Act, 1956:

(a) Mines Restoration Expenditure:

Opening Balance	8.31	9.37
Add: Provision during the year	1.96	2.10
Less: Utilisation during the year	(3.49)	(3.16)
Closing Balance	6.78	8.31

(b) Provision for Cost of Transfer of Assets:

Opening Balance	172.54	172.54
Add: Provision during the year	-	-
Less: Utilisation during the year	(9.72)	-
Closing Balance	162.82	172.54

NOTE 8
SHORT-TERM BORROWINGS**Secured:**

Loans repayable on demand:

From Banks - Cash Credits/ Working Capital Borrowings (Secured by Hypothecation of Stocks and Book Debts of the Company)	381.71	424.24
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Unsecured:

From Banks	595.14	793.80
From Others	7.71	9.31
	602.85	803.11
	984.56	1,227.35

NOTES (Contd.)

₹ in Crores

Particulars	As at March 31, 2014	As at March 31, 2013
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**NOTE 9
TRADE PAYABLES**

Due to Micro and Small Enterprises	1.83	0.52
Others	2,585.18	2,311.27
	2,587.01	2,311.79

**NOTE 10
OTHER CURRENT LIABILITIES**

Current maturities of long-term debts (Refer Note 4)	326.54	945.86
Interest Accrued but not due on Borrowings	84.21	86.41
Investor Education and Protection fund, will be credited with following amounts (as and when due)		
Unpaid Dividends	4.84	3.91
Due to Related Parties	1.46	0.11
Liability for Capital Goods	190.86	213.77
Others (including Security and other Deposits, Advances from Customers, etc.)	1,497.82	1,328.65
	2,105.73	2,578.71

**NOTE 11
FIXED ASSETS**

Particulars							Gross Block							Depreciation and Amortisation							Net Block	
							As at April 01 2013	Trans- ferred from BLCPL	Other Adjust- ments*	Addi- tions	Deducti- ons/ Adjust- ments	As at March 31, 2014	As at April 01 2013	Trans- ferred from BLCPL	Other Adjust- ments*	For the year	Deducti- ons/ Adjust- ments	As at March 31, 2014	As at March 31, 2014			
(A) Tangible Assets																						
Land:																						
Freehold Land	1,564.98	1.88	0.75	450.40	0.41	2,017.60	-	-	-	-	-	-	-	-	-	-	-	2,017.60				
Leasehold Land	120.67	-	0.12	15.90	0.24	136.45	36.88	-	0.05	9.73	0.24	46.42	90.03									
Buildings	1,747.67	-	8.85	310.58	7.80	2,059.30	408.61	-	2.21	55.80	2.62	464.00	1,595.30									
Railway Sidings	324.15	-	-	167.80	-	491.95	175.61	-	-	17.28	-	192.89	299.06									
Plant and Equipment																						
Own	18,579.78	-	140.27	2,785.65	79.14	21,426.56	7,602.57	-	36.62	981.71	65.60	8,555.30	12,871.26									
Given on Lease	55.43	-	-	-	-	55.43	44.13	-	-	2.76	-	46.89	8.54									
Office Equipment	194.14	-	0.06	34.68	14.82	214.06	140.23	-	0.05	20.05	14.12	146.21	67.85									
Furniture and Fixtures	130.32	0.01	2.21	17.01	3.46	146.09	88.34	-	1.46	13.11	3.42	99.49	46.60									
Jetty	80.60	-	-	-	-	80.60	79.09	-	-	0.95	-	80.04	0.56									
Vehicles	61.23	-	0.75	10.60	7.75	64.83	29.44	-	0.52	8.60	5.81	32.75	32.08									
Total Tangible Assets	22,858.97	1.89	153.01	3,792.62	113.62	26,692.87	8,604.90	-	40.91	1,109.99	91.81	9,663.99	17,028.88									
(B) Intangible Assets																						
Software	88.15	-	2.69	10.64	0.91	100.57	61.20	-	1.40	11.61	0.91	73.30	27.27									
Mining Rights	49.68	-	-	44.49	-	94.17	14.62	-	-	2.53	-	17.15	77.02									
Total Intangible Assets	137.83	-	2.69	55.13	0.91	194.74	75.82	-	1.40	14.14	0.91	90.45	104.29									
Total Assets (A+B)	22,996.80	1.89	155.70	3,847.75	114.53	26,887.61	8,680.72	-	42.31	1,124.13	92.72	9,754.44	17,133.17									

* On account of foreign currency translation

	Year ended March 31, 2014	Year ended March 31, 2013
(A) Depreciation and Amortisation for the year	1,124.13	1,017.15
Add: Obsolescence	17.34	11.45
Less: Depreciation transferred to Pre-operative Expenses	(2.47)	(5.23)
Depreciation as per Statement of Profit and Loss	1,139.00	1,023.37

(B) 1. Fixed Assets include assets costing ₹ 307.83 Crores (Previous Year ₹ 279.12 Crores) not owned by the Company.

2. The title deeds of some of the immovable properties transferred pursuant to the Scheme of Arrangement with Samruddhi Cement Limited are yet to be transferred in the name of the Company.

NOTES (Contd.)

FIXED ASSETS (Contd.)

₹ in Crores

Particulars	Gross Block						Depreciation and Amortisation						Net Block	
	As at April 1, 2012	Transferred from GKU	Other Adjustments*	Additions	Deductions/ Adjustments	As at March 31, 2013	As at April 1, 2012	Transferred from GKU	Other Adjustments*	For the year	Deductions/ Adjustments	As at March 31, 2013	As at March 31, 2013	As at March 31, 2013
(A) Tangible Assets														
Land:														
Freehold Land	1,186.47	2.87	0.60	375.04	-	1,564.98	-	-	-	-	-	-	1,564.98	
Leasehold Land	100.36	0.41	0.12	23.91	4.13	120.67	29.09	0.01	0.05	8.61	0.88	36.88	83.79	
Buildings	1,461.40	-	4.79	284.15	2.67	1,747.67	359.97	-	1.42	49.25	2.03	408.61	1,339.06	
Railway Sidings	309.16	-	-	18.15	3.16	324.15	163.80	-	-	14.82	3.01	175.61	148.54	
Plant and Equipment														
Own	16,814.54	-	88.99	1,720.39	44.14	18,579.78	6,725.25	-	19.88	891.63	34.19	7,602.57	10,977.21	
Given on Lease	55.43	-	-	-	-	55.43	41.40	-	-	2.73	-	44.13	11.30	
Office Equipment	183.72	-	0.05	22.04	11.67	194.14	132.46	-	0.05	18.97	11.25	140.23	53.91	
Furniture and Fixtures	120.91	-	1.35	13.34	5.28	130.32	80.61	-	0.88	10.96	4.11	88.34	41.98	
Jetty	80.60	-	-	-	-	80.60	78.13	-	-	0.96	-	79.09	1.51	
Vehicles	54.11	-	0.54	13.82	7.24	61.23	26.75	-	0.26	8.21	5.78	29.44	31.79	
Total Tangible Assets	20,366.70	3.28	96.44	2,470.84	78.29	22,858.97	7,637.46	0.01	22.54	1,006.14	61.25	8,604.90	14,254.07	
(B) Intangible Assets														
Software	64.31	-	0.96	21.67	(1.21)	88.15	50.95	-	0.78	8.72	(0.75)	61.20	26.95	
Mining Rights	38.37	1.43	-	5.75	(4.13)	49.68	11.42	0.03	-	2.29	(0.88)	14.62	35.06	
Total Intangible Assets	102.68	1.43	0.96	27.42	(5.34)	137.83	62.37	0.03	0.78	11.01	(1.63)	75.82	62.01	
Total Assets (A+B)	20,469.38	4.71	97.40	2,498.26	72.95	22,996.80	7,699.83	0.04	23.32	1,017.15	59.62	8,680.72	14,316.08	

* On account of foreign currency translation

Particulars	As at March 31, 2014		As at March 31, 2013	
NOTE 12				
NON-CURRENT INVESTMENTS	Nos.	Amount	Nos.	Amount
Long term (valued at cost, unless stated otherwise)				
Quoted - Other Investments: (Long term)				
Face value of ₹ 1,000 each				
National Highways Authority of India - Tax Free Bond Series 1 - 8.20% 2022	98,895	9.89	98,895	9.89
Power Finance Corporation Limited - Tax Free Bond Series 1 - 8.20% 2022	56,958	5.70	56,958	5.70
Indian Railway Finance Corporation Limited - Tax Free Bond Series 80 A - 8.10% 2027	108,754	10.87	108,754	10.87
Housing and Urban Development Corporation Limited - Tax Free Bond Series 2 - 8.20% 2027	500,000	50.00	500,000	50.00
		76.46		76.46
Unquoted:				
Other Investments				
Equity Instruments:				
Face Value of ₹ 10 each fully paid:				
Aditya Birla Ports Ltd.	50,000	0.05	50,000	0.05
Raj Mahal Coal Mining Limited	1,000,000	1.00	75,000	0.08
Preference Shares:				
4.5% Cumulative Non-Convertible Redeemable Preference Shares of ₹ 100 each fully paid				
Aditya Birla Health Services Limited.	2,000,000	20.00	2,000,000	20.00
Government or trust securities: ₹ 32,000 (Previous Year ₹ 32,000) Pledged as Security Deposit	-	-	-	-
Debt Schemes of Various Mutual Funds	1,035,000,000	1,035.00	1,475,944,005	1,485.00
		1,132.51		1,581.59
Aggregate Book Value of:				
Quoted Investments		76.46		76.46
Unquoted Investments		1,056.05		1,505.13
		1,132.51		1,581.59
Aggregate Market Value of Quoted Investments		75.26		80.35

NOTES (Contd.)

NOTE 13

DEFERRED TAX ASSETS (Net)

₹ in Crores

Particulars	Deferred Tax Assets/ (Liabilities) as at April 01, 2013	Current Year (Charge)/ Credit	Deferred Tax Assets/ (Liabilities) as at March 31, 2014
Deferred Tax Assets:			
Provision allowed under tax on payment basis	0.08	0.01	0.09
Unabsorbed Losses	25.48	2.77	28.25
	25.56	2.78	28.34
Deferred Tax Liabilities:			
Accumulated Depreciation	(17.18)	(1.87)	(19.05)
	(17.18)	(1.87)	(19.05)
Net Deferred Tax Asset	8.38	0.91	9.29

Deferred Tax benefits are recognised on assets to the extent that it is more likely than not future taxable profit will be available against which the asset can be utilised.

NOTE 14

LOANS AND ADVANCES

Particulars	Long-term		Short-term	
	As at March 31, 2014	As at March 31, 2013	As at March 31, 2014	As at March 31, 2013
Secured, Considered good:				
Loans against House Property (Secured by way of title deeds)	0.04	0.06	0.01	0.01
Unsecured				
Considered good:				
Capital Advances	779.23	815.90	-	-
Security Deposits	56.53	49.11	186.21	169.82
Balances with Government Authorities	182.53	170.10	281.23	325.11
Advances recoverable in cash or in kind or for value to be received	30.78	30.99	580.26	511.96
Advance Tax (net of Provision)	-	-	143.35	38.71
MAT Credit Entitlement	222.13	-	-	-
Loans and advances to related parties	-	-	1.66	2.57
	1,271.20	1,066.10	1,192.71	1,048.17
Considered doubtful:				
Advances recoverable in cash or in kind - considered doubtful	-	-	-	0.25
Less: Provision for Doubtful Advances	-	-	-	(0.25)
	-	-	-	-
	1,271.24	1,066.16	1,192.72	1,048.18

NOTES (Contd.)

Particulars	₹ in Crores	
	As at March 31, 2014	As at March 31, 2013

NOTE 15**CURRENT INVESTMENTS - OTHERS (At lower of cost and fair value)****Unquoted:**

Units of Debt Schemes of Various Mutual Funds {No. of Units 3,061,722,040; (Previous Year 2,262,968,072)}	3,729.34	3,126.95
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Aggregate Book Value of:

Unquoted Investments	3,729.34	3,126.95
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Note 15.1: Current Investments include current portion of Long-term investments as per Accounting Standard 13 - "Accounting for Investments" notified under Section 211(3C) of the Companies Act, 1956:	2,585.00	1,265.00
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NOTE 16**INVENTORIES: (Valued at lower of Cost and net realisable value, unless otherwise stated)**

Raw Materials {includes in transit ₹ 25.82 Crs, (Previous year ₹ 14.46 Crs)}	378.64	321.45
Work-in-progress	350.33	451.70
Finished Goods {includes in transit ₹ 70.81 Crs, (Previous year ₹ 42.58 Crs)}	374.17	349.57
Stock-in-trade	0.01	-
Stores and Spares {includes in transit ₹ 7.34 Crs, (Previous year ₹ 5.93 Crs)}	959.61	886.44
Fuel {includes in transit ₹ 84.80 Crs, (Previous year ₹ 39.90 Crs)}	465.40	480.92
Packing Materials	47.02	43.13
Scrap (valued at net realisable value)	5.17	7.46
	2,580.35	2,540.67

NOTE 17**TRADE RECEIVABLES****Outstanding for a period exceeding six months from the date they are due for payment**

Secured, Considered good	20.31	23.45
Unsecured, Considered good	58.06	36.25
Doubtful	1.82	1.60
	80.19	61.30
Less: Provision for doubtful receivables	1.82	1.60
	78.37	59.70
Others:		
Secured, Considered good	453.07	412.67
Unsecured, Considered good	1,100.62	903.92
	1,553.69	1,316.59
	1,632.06	1,376.29

NOTES (Contd.)

Particulars	₹ in Crores	
	As at March 31, 2014	As at March 31, 2013
NOTE 18		
CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Cash on hand	1.24	0.92
Cheques on hand	60.88	81.01
Balance with banks (Current Account)	84.32	74.39
	146.44	156.32
Other Bank Balances		
Earmarked Balance with Bank for Unpaid Dividends	4.82	3.90
Fixed Deposits with Banks*		
Maturity more than 3 months and upto 12 months {Refer Note 34 (b)}	187.85	23.26
Maturity more than 12 months	9.38	1.31
	197.23	24.57
	348.49	184.79

* ₹ 119.51 Crores lodged as Security with Government departments. (Previous Year ₹ 1.09 Crores)

NOTE 19
OTHER CURRENT ASSETS:

Assets held for Disposal	0.05	0.05
Others (including Insurance Claim receivable, Accrued Interest, etc.)	19.15	5.96
	19.20	6.01

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
NOTE 20		
SALE OF PRODUCTS AND SERVICES (GROSS)		
Sale of Products	24,147.82	23,820.84
Sale of Services	21.15	22.32
	24,168.97	23,843.16

NOTE 21
OTHER OPERATING REVENUES

Scrap Sales	54.87	51.42
Lease Rent	0.55	0.55
Insurance Claim	16.95	15.35
Provision no longer required	6.63	12.32
Unclaimed Credit Balances written back	10.28	10.16
Miscellaneous Income / Receipts	119.20	73.17
	208.48	162.97

NOTES (Contd.)

Particulars	₹ in Crores	
	Year ended March 31, 2014	Year ended March 31, 2013
NOTE 22		
OTHER INCOME		
Interest Income on		
Government & Other Securities	6.81	10.08
Bank and Other Accounts	29.61	16.72
	36.42	26.80
Dividend Income on Current Investments - Mutual Fund	5.97	26.23
Exchange Gain (net)	3.03	-
Profit on Sale of Fixed Assets (net)	6.13	0.30
Profit on Sale of Current Investments (net)	265.71	245.02
Others	5.46	5.24
	322.72	303.59

NOTE 23
COST OF RAW MATERIALS CONSUMED

Opening Stock	321.45	300.04
Add: Exchange rate fluctuation on account of average rate transferred to currency translation reserve	6.87	3.92
Purchase and Incidental Expenses	3,423.70	3,159.35
	3,752.02	3,463.31
Add/(Less): Exchange rate fluctuation on account of average rate transferred to currency translation reserve	(0.55)	(0.14)
Less: Closing Stock	378.64	321.45
	3,372.83	3,141.72

NOTE 24
PURCHASES OF STOCK-IN-TRADE

Grey Cement	102.76	103.11
Others	206.61	138.75
	309.37	241.86

NOTE 25
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Closing Inventories		
Work-in-progress	350.33	451.70
Finished Goods	366.55	345.44
Add/(Less): Exchange rate fluctuation on account of average rate transferred to currency translation reserve	0.39	0.06
	717.27	797.20
Opening Inventories		
Work-in-progress	451.70	408.03
Finished Goods	345.44	255.48
Add: Exchange rate fluctuation on account of average rate transferred to currency translation reserve	3.03	1.84
	800.17	665.35
Decrease/(Increase) in Inventories	82.90	(131.85)
Add: Decrease/(Increase) in Excise Duty on Inventories	1.14	16.65
Add: Stock Transfer from Pre-Operative	14.72	-
	98.76	(115.20)

NOTES (Contd.)

Particulars	₹ in Crores	
	Year ended March 31, 2014	Year ended March 31, 2013
NOTE 26		
EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	971.75	894.77
Contribution to Provident and Other Funds	59.32	74.65
Expenses on Employees Stock Options Scheme	2.68	0.36
Staff Welfare Expenses	70.40	72.91
	1,104.15	1,042.69
NOTE 27		
FREIGHT AND FORWARDING EXPENSE		
On Finished Products	4,112.43	3,806.69
On Clinker Transfer	484.23	436.58
	4,596.66	4,243.27
NOTE 28		
OTHER EXPENSES		
Consumption of Stores, Spare Parts and Components	615.91	628.07
Consumption of Packing Materials	740.91	622.67
Repairs to Plant and Machinery	276.19	238.76
Repairs to Buildings	45.13	46.56
Repairs to Others	90.82	85.85
Insurance	44.86	38.60
Rent (including Lease Rent)	113.86	95.51
Rates and Taxes	114.10	119.24
Directors' Fees	0.17	0.12
Directors' Commission	22.50	30.00
Advertisement	150.71	140.03
Discount, Sales Promotion and Other Selling Expenses	920.46	810.51
Exchange Loss (net)	-	0.60
Miscellaneous Expenses	511.53	473.20
	3,647.15	3,329.72
NOTE 29		
FINANCE COSTS		
Interest Expense:		
On Borrowings	385.86	319.38
Others	53.81	53.46
	439.67	372.84
Other Borrowing Cost	7.02	16.96
Less: Finance Costs Capitalised	(85.74)	(137.46)
	360.95	252.34
NOTE 30		
DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation	1,121.66	1,011.92
Obsolescence	17.34	11.45
	1,139.00	1,023.37

NOTES (Contd.)**Note 31 - Principles of Consolidation:**

- (a) The Consolidated Financial Statements (CFS) are prepared on the following basis in accordance with Accounting Standard on "Consolidated Financial Statements" (AS – 21), and "Financial Reporting of Interest in Joint Ventures" (AS – 27), notified under Section 211(3C) of the Companies Act, 1956:
- (i) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating material intra-group balances and intra-group transactions and resulting unrealised profits or losses on intra-group transactions.
 - (ii) The difference between the costs of investment in the subsidiaries and the Company's share of net assets at the time of acquisition of the share in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.
 - (iii) The Company's interest in Jointly Controlled Entities (JV's) is consolidated on a proportionate consolidation basis by adding together the proportionate book values of assets, liabilities, income and expenses and eliminating material intra-group balances and intra-group transactions and resulting unrealised profits or losses on intra-group transactions.
 - (iv) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and appropriate adjustments are made to the financial statements of subsidiaries when they are used in preparing the consolidated financial statements that are presented in the same manner as the Company's separate financial statements.
 - (v) The financial statements of the Company, its Subsidiaries and JV's used in the consolidation are drawn upto the same reporting date i.e. March 31, 2014.
 - (vi) Financial Statements of foreign Subsidiaries have been re-stated in Indian Rupees considering them as non-integral part of the Group's operations and the resultant exchange gain/ loss on conversion has been carried forward as foreign currency translation reserve. The Consolidated Financial Statements (CFS) are comprised of financial statements of UltraTech Cement Limited, its Subsidiaries and its interest in JV's (Group) as at March 31, 2014, which are as under:

Name of the Company	Country of Incorporation	% Shareholding and Voting Power	
		As at March 31, 2014	As at March 31, 2013
(I) Subsidiary Companies:			
(a) Dakshin Cements Limited	India	100%	100%
(b) UltraTech Cement Lanka Private Limited	Sri Lanka	80%	80%
(c) Harish Cement Limited	India	100%	100%
(d) PT UltraTech Mining Indonesia	Indonesia	100%!	100%
(e) PT UltraTech Investments Indonesia	Indonesia	100%!	100%
(f) UltraTech Cement SA (PTY)	South Africa	100%	100%
(g) UltraTech Cement Middle East Investments Limited (UCMEIL)	UAE	100%	100%
(h) Star Cement Co. LLC, Dubai*	UAE	100% ^s	80%
(i) Star Cement Co. LLC, Ras-Al-Khaimah*	UAE	100% ^s	80%
(j) Al Nakhla Crusher LLC, Fujairah*	UAE	100% ^s	80%
(k) Arabian Cement Industry LLC, Abu Dhabi*	UAE	100% ^s	80%

NOTES (Contd.)

Name of the Company	Country of Incorporation	% Shareholding and Voting Power	
		As at March 31, 2014	As at March 31, 2013
(l) Arabian Gulf Cement Co W.L.L, Bahrain*	Bahrain	100%^	80%
(m) Emirates Power Company Limited, Bangladesh*	Bangladesh	100%+	80%
(n) Emirates Cement Bangladesh Limited, Bangladesh*	Bangladesh	100%+	80%
(o) Bhagwati Lime Stone Company Private Limited (BLCPL) (w.e.f. April 3, 2013)	India	100%	-
(p) UltraTech Cement Mozambique Limitada, Mozambique*	Mozambique	100% @	100% @
(q) Gotan Limestone Khaniy Udyog Private Limited	India	100%	100%
(r) PT UltraTech Cement Indonesia#	Indonesia	99%	99%
(II) Joint Ventures:			
(a) Madanpur (North) Coal Company Private Limited (MNCCPL)	India	11.17%	11.17%
(b) Bhaskarpara Coal Company Limited (BCCL)	India	47.37%	47.37%

* Subsidiaries of UCMEIL.

! 5% Share holding of UCMEIL.

@ 90% Share holding of UCMEIL.

Subsidiary of PT UltraTech Investments Indonesia.

\$ 51% held by nominee as required by local law for beneficial interest of the group.

^ 1 share held by employee as nominee for the beneficial interest of the group.

+ Legal formalities for balance 10% share transfer is still in process.

Note 32

Notes on Accounts of the financial statements of the Company, its Subsidiaries and its interest in Joint Venture are set out in their respective financial statements.

Note 33 – Goodwill on Consolidation:

Goodwill represents the difference between the Group's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries. For this purpose, the Group's share of net worth is determined on the basis of the latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition.

Goodwill arising out of an acquisition of equity stake in a foreign subsidiary is translated at the closing rate on each Balance Sheet date as per AS 11 "The Effects of Changes in Foreign Exchange Rates" notified under Section 211(3C) of the Companies Act, 1956.

Reserves shown in the consolidated balance sheet represents the group's share in the respective reserves of the Group companies.

Note 34 (a) - Contingent Liabilities not provided for in respect of:

₹ in Crores

Claims not acknowledged as debts in respect of matters in appeals	As at March 31, 2014	As at March 31, 2013
(a) Sales-tax / VAT Matters	168.80	141.01
(b) Excise Duty and Service Tax Matters	431.61	374.37
(c) Royalty on Limestone/ Marl	233.97	219.30
(d) Customs	113.82	2.05
(e) Others	314.12	322.99

Cash outflows for the above are determinable only on receipt of judgments pending at various forums / authorities.

NOTES (Contd.)**Note 34 (b)**

The Competition Commission of India (CCI) upheld the complaint of alleged cartelisation against certain cement manufacturing companies including the Company. The CCI has imposed a penalty of ₹ 1,175.49 crores on the Company. The Company filed an appeal against the Order before the Competition Appellate Tribunal (COMPAT). COMPAT has granted stay on the CCI order on condition that the Company deposit 10% of the penalty, amounting to ₹ 117.55 crores. The same has been deposited by the Company. The Company backed by a legal opinion, continues to believe that it has a good case and accordingly no provision has been made in the accounts.

Note 34 (c)

The Company has issued Corporate guarantees in favour of Government Authorities for its Joint Ventures:

- (i) Madanpur (North) Coal Company (Private) Limited ₹ 3.65 Crores (Previous year ₹ 3.65 Crores)
- (ii) Bhaskarpara Coal Company Limited ₹ 4.00 Crores (Previous year ₹ 4.00 Crores)

Note 34 (d)

The Sri Lankan customs commenced an inquiry alleging that dividends declared by 'UltraTech Cement Lanka Private Limited' ("UCLPL") and remitted to the Company represents part of settlement in respect of cement imported by UCLPL; hence additional duty is payable by UCLPL. The Sri Lankan Customs have not provided a basis for any value to be attributed as alleged additional duty payable.

UCLPL filed a Writ Application in the Court of Appeal in seeking inter alia to quash the aforesaid decision by Sri Lanka Customs to hold the said inquiry and both parties have filed their submissions in writing before the Court. However, the application was dismissed by the Court on 28th March 2014.

UCLPL contends there is no basis to include dividends paid in the value of goods and consequently intend to resist the aforesaid contention of the Customs at any inquiry.

Note 34 (e)

In 2009, a Memorandum of Understanding ("MOU") was entered into between the ETA Group through its subsidiary in Sudan and World Wide Cement (WWC). World Wide Cement (WWC) filed a case against Star Cement in Dubai Court in 2010 (Case No 1673/2009).

- (a) The Judgment of first instance was in favor of Star Cement, WWC appealed against the Judgment. Judgment of Court of Appeal is in favor of WWC and Star Cement has to pay ₹ 17.17 Crores (including interest and charges).
- (b) On December 22, 2013 Star deposited the HSBC bank guarantee of ₹ 17.17 Crores to the execution court.
- (c) On December 25, 2013, the Court of Cassation granted Star's application (made in June 2013) to stay all execution procedures against Star until the main Cassation appeal case is decided. The main Cassation appeal case is rescheduled for April 30, 2014.

The management of the ETA Group, on the basis of their review and assessment of the case believe that the Company has a strong case. Liabilities, if any, arising on account of the litigation will be fully & exclusively borne by ETA Group (erstwhile promoter of Star Cement).

Note 35 – Capital and Other Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 2,047.47 Crores (Previous Year ₹ 1,746.67 Crores).

Note 36

The Ministry of Textiles, vide its orders dated June 30, 1997 and July 1, 1999 has deleted cement from the list of commodities to be packed in Jute bags under the Jute Packaging (Compulsory Use in Packing Commodities) Act 1987. In view of this, the Company does not expect any liability for non-dispatch of cement in Jute bags in respect of earlier years.

Note 37

The Company was allocated a coal block, jointly with Electrotherm (India) Limited (joint venture partner), in Bhaskarpara, Chhattisgarh. During the previous financial year the Ministry of Coal, Government of India had issued an order for de-allocation of the coal block. The Company has filed a writ petition against the order and has obtained a stay. Hearings are continuing in the matter.

NOTES (Contd.)

Note 38

The Company alongwith seven other allottees were allotted a coal block in Madanpura North, Chhattisgarh. In terms of the allocation letter, a joint venture company viz. Madanpur (North) Coal Company Private Limited (JV Company) was incorporated with the Company holding 11% of the equity. The JV Company was in the process of achieving the milestones in terms of the letter of allocation. However, during the year, the Ministry of Coal, Government of India based on the recommendation of the Inter-Ministerial Group issued an order for de-allocation of the coal block. JV Company incorporated by the allottees for mining coal has filed a petition against the de-allocation order in the Delhi High court. The Court has ordered maintaining status-quo after the de-allocation and has also directed the government not to re-allocate the same coal block nor create any third party interest therein till further orders.

Note 39

- (a) The Company has entered into a Share Purchase Agreement with the shareholders of Bhagwati Lime Stone Company Private Limited (BLSCPL) and has acquired BLSCPL's entire equity stake. Consequently, BLSCPL has become a wholly owned subsidiary of the Company with effect from April 3, 2013.
- (b) The Board of Directors approved the acquisition of the Gujarat Cement Unit of Jaypee Cement Corporation Limited (JCCL), comprising of an integrated cement unit at Sewagram and grinding unit at Wanakbori, at an enterprise value of ₹ 3,800.00 crores besides actual net working capital at closing. The acquisition is subject to receipt of various statutory approvals.

The transaction has been approved by the Competition Commission of India and the shareholders and the creditors of the Company. The Hon'ble High Court at Bombay and Hon'ble High Court at Allahabad have also by their Order dated April 04, 2014 and April 17, 2014 respectively sanctioned the Scheme of Arrangement between JCCL and the Company and their respective shareholders and creditors ("the Scheme"). The Scheme is now subject to the approval of Securities & Exchange Board of India (SEBI).

- (c) During the year, the Company's wholly-owned subsidiary 'UltraTech Cement Middle East Investments Limited' (UCMEIL) has completed the acquisition of the balance equity stake of ETA Star Companies ("the Companies") having operations in United Arab Emirates (UAE), Bahrain and Bangladesh. With this, the ETA Star Cement Companies have become wholly owned subsidiaries of UCMEIL.

Note 40 - Derivative Instruments Outstanding:

(A) Derivatives for hedging currency and interest rates, outstanding are as under:

Particulars	Purpose	Currency	In Crores		
			As at March 31, 2014	As at March 31, 2013	Cross Currency
a. Forward Contracts					
	Imports	USD	7.68	3.30	Rupees
	Buyers Credit	USD	0.85	3.35	Rupees
	ECB*	USD	0.09	-	Rupees
	ECB*	JPY	3.83	-	Rupees
	Others	USD	-	1.97	Rupees
	Imports	Euro	0.29	0.22	USD
	Imports	Euro	0.67	0.88	Rupees
b. Other Derivatives:					
i. Currency Option	Imports	USD	-	0.15	Rupees
ii. Currency & Interest Rate Swap (CIRS)	ECB*	USD	40.28	40.28	Rupees
	ECB*	JPY	976.17	1997.86	Rupees
iii. Principal only Swap	ECB*	JPY	350.00	-	USD
	ECB*	USD	14.51	-	Rupees

NOTES (Contd.)

- (B) Derivatives for hedging South African Coal price risk (from floating price to fixed price), outstanding as on March 31, 2014 are as under: In Crores

Particulars	Purpose	Quantity Hedged (MT)	Currency	As at March 31, 2014	As at March 31, 2013
South African Coal Fixed Price Swaps	Hedging floating price risk	150,000 (Previous Year: Nil)	USD	1.10	-

- (C) Un-hedged Foreign Currency Exposure: In Crores

Particulars	Currency	As at March 31, 2014	As at March 31, 2013	Cross Currency
ECB*	JPY	220.00	-	USD

*ECB- External Commercial Borrowings

Note 41 - Employee Benefits

- (A) Defined Benefit Plans as per Actuarial Valuation: ₹ in Crores

Particulars	As at March 31, 2014				As at March 31, 2013			
	Gratuity		Pension	Post-Retirement Medical Benefits	Gratuity		Pension	Post-Retirement Medical Benefits
	Funded	Others			Funded	Others		
(i) Change in defined benefit obligation								
Opening Balance of Present value of Defined Benefit Obligation	247.23	0.66	8.15	0.58	207.06	0.46	8.12	0.56
Adjustment of:								
Current Service Cost	21.54	0.11	-	-	17.82	0.08	-	-
Interest Cost	20.62	0.10	0.62	0.04	18.41	0.08	0.65	0.04
Actuarial Losses /(Gain)	(19.03)	0.12	(0.38)	(0.05)	14.92	0.01	0.29	0.02
Benefits Paid	(11.56)	(0.01)	(0.90)	(0.04)	(10.98)	-	(0.91)	(0.04)
Adjustment on account of exchange difference	-	0.05	-	-	-	0.03	-	-
Obligation during Current year	-	0.15	-	-	-	-	-	-
Closing Balance of Present value of Defined Benefit Obligation	258.80	1.18	7.49	0.53	247.23	0.66	8.15	0.58
(ii) Change in Fair Value of Assets								
Opening Balance of Fair Value of Plan Assets	245.94	-	-	-	207.05	-	-	-
Adjustment of:								
Return on Plan Assets	19.19	-	-	-	16.40	-	-	-
Actuarial Gain/(Losses)	5.37	-	-	-	3.63	-	-	-
Contribution by the employer	18.26	-	0.90	0.04	29.84	-	0.91	0.04
Benefits Paid	(11.56)	-	(0.90)	(0.04)	(10.98)	-	(0.91)	(0.04)
Closing Balance of Fair Value of Plan Assets	277.20	-	-	-	245.94	-	-	-
(iii) Net Asset / (Liability) recognised in the Balance Sheet								
Present value of Defined Benefit Obligation	(258.80)	-	(7.49)	(0.53)	(247.23)	-	(8.15)	(0.58)
Fair Value of Plan Asset	277.20	-	-	-	245.94	-	-	-
Net Asset / (Liability) in the Balance Sheet	18.40	-	(7.49)	(0.53)	(1.29)	-	(8.15)	(0.58)

NOTES (Contd.)

₹ in Crores

Particulars	As at March 31, 2014				As at March 31, 2013			
	Gratuity		Pension	Post-Retirement Medical Benefits	Gratuity		Pension	Post-Retirement Medical Benefits
	Funded	Others			Funded	Others		
(iv) Expenses recognised in the Statement of Profit and Loss								
Current Service Cost	21.54	0.11	-	-	17.82	0.08	-	-
Interest Cost	20.62	0.10	0.62	0.04	18.41	0.08	0.65	0.04
Expected Return on Plan Assets	(19.19)	-	-	-	(16.40)	-	-	-
Actuarial (Gain)/Losses	(24.40)	0.12	(0.38)	(0.05)	11.29	0.01	0.29	0.02
Transition liability during the year	-	0.15	-	-	-	-	-	-
Total Expense	(1.43)	0.48	0.24	(₹ 46,463)	31.12	0.17	0.94	0.06
Add/(Less): Transferred to/from Pre-operative Expenses	-	-	-	-	(0.75)	-	-	-
Total expenses charged to Statement of Profit and Loss	(1.43)	0.48	0.24	(₹ 46,463)	30.37	0.17	0.94	0.06
(v) The major categories of plan assets as a percentage of total plan								
Government of India Securities	-	N.A.	N.A.	N.A.	-	N.A.	N.A.	N.A.
Public Sector Bonds	-	N.A.	N.A.	N.A.	-	N.A.	N.A.	N.A.
Insurer Managed Funds	100%	N.A.	N.A.	N.A.	99%	N.A.	N.A.	N.A.
Others	-	N.A.	N.A.	N.A.	1%	N.A.	N.A.	N.A.
Total	100%	N.A.	N.A.	N.A.	100%	N.A.	N.A.	N.A.
(vi) Actuarial Assumptions:								
Discount Rate (p.a.)	9.15%	10.0%	9.15%	9.15%	8%	11.5%	8%	8%
Expected Return on Plan Assets (p.a.)	8%	-	-	-	8%	-	-	-
Turnover Rate	1%-2%	-	-	-	1%-2%	1-10%	-	-
Mortality tables	Indian Assured Lives Mortality (2006-08)	GA 1983 Mortality	PA (90) annuity rates down by 4 years	PA (90) annuity rates down by 4 years	Indian Assured Lives Mortality (2006-08)	GA 1983 Mortality	PA (90) annuity rates down by 4 years	PA (90) annuity rates down by 4 years
Salary Escalation Rate (p.a.)	8.50%	10.0%	-	-	8%	10%	-	-
Retirement age	Management 60 Yrs Non-Management 58 Yrs	55 Yrs	-	-	Management 60 Yrs Non-Management 58 Yrs	55 Yrs	-	-
Leaving Service:								
Age: 21-44	2%	-	-	-	2%	-	-	-
Age: 45 & above	1%	-	-	-	1%	-	-	-

(vii) Basis used to determine Expected Rate of Return on Plan Assets:

Expected rate of return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

(viii) Salary Escalation Rate:

The estimates of future salary increases are considered taking into account the inflation, seniority, promotion and other relevant factors.

(ix) Experience Adjustments:

(a) Gratuity (Funded):

₹ in Crores

Particulars	2009-10	2010-11	2011-12	2012-13	2013-14
Defined Benefit Obligation	52.10	177.88	207.06	247.23	258.80
Fair Value of Plan Assets	44.84	161.16	207.05	(245.94)	277.20
Surplus/(Deficit)	(7.26)	(16.72)	(0.01)	(1.29)	18.40
Expected Adjustments on Plan Liabilities	(0.34)	7.12	10.49	3.60	(0.86)
Expected Adjustments on Plan Assets	0.62	0.90	2.70	3.63	5.37

NOTES (Contd.)

(b) Pension Liabilities:

₹ in Crores

Particulars	2009-10	2010-11	2011-12	2012-13	2013-14
Defined Benefit Obligation	0.74	0.75	0.73	0.75	0.68
Fair Value of Plan Assets	-	-	-	-	-
Surplus/(Deficit)	(0.74)	(0.75)	(0.73)	(0.75)	(0.68)
Expected Adjustments on Plan Liabilities	(₹ 9,037)	₹ 27,673	₹ 17,534	₹ 19,571	₹ 23,669

(c) Post-Retirement Medical Scheme Liabilities:

Particulars	2009-10	2010-11	2011-12	2012-13	2013-14
Defined Benefit Obligation	0.56	0.57	0.56	0.58	0.53
Fair Value of Plan Assets	-	-	-	-	-
Surplus/(Deficit)	(0.56)	(0.57)	(0.56)	(0.58)	(0.53)
Expected Adjustments on Plan Liabilities	₹ 41,143	(0.01)	(0.01)	(₹ 4,810)	₹ 2,322

(x) The Company's expected contribution during next year is ₹ 10.15 Crores. (Previous Year ₹ 10.15 Crores)

(B) Defined Contribution Plans:

Amount recognised as an expense and included in Note 26 under the head "Contribution to Provident and other Funds" of Statement of Profit and Loss ₹ 56.53 Crores, (Previous Year ₹ 51.86 Crores).

(C) Amount recognised as an expense in respect of Compensated Leave Absences is ₹ 15.75 Crores. (Previous Year ₹ 31.27 Crores)

(D) Amount recognised as expense for other long term employee benefits ₹ 0.43 Crore. (Previous Year ₹ 0.30 Crore)

Note 42 – Segment Reporting:

Business Segment

The Company is exclusively engaged in the business of cement and cement related products. This is in context of AS 17 "Segment Reporting", notified under Section 211(3C) of the Companies Act, 1956, constitutes one single primary segment.

Geographical Segment is identified as secondary segment and details are given below:

	Year Ended March 31, 2014	Year Ended March 31, 2013
Segment Revenues (Sales):		
India	19,790.97	19,709.41
Rest of the World	1,652.75	1,451.73
Total	21,443.72	21,161.14

Note 43 - Disclosure of Related Parties / Related Party Transactions:

(a) Names of Related parties with whom transactions were carried out during the year and description of relationship:

Parties	Relationship
Grasim Industries Limited	Holding Company
Samruddhi Swastik Trading and Investments Limited	Fellow Subsidiary
Grasim Bhiwani Textiles Limited	Fellow Subsidiary
Mr. O. P. Puranmalka, Whole Time Director	Key Management Personnel (KMP)
Mrs. Sita Puranmalka	Relative of KMP (Wife)

NOTES (Contd.)

(b) Disclosure of related party transactions:

₹ in Crores

Nature of Transactions	Year Ended March 31, 2014	Year Ended March 31, 2013
Sale of Goods:		
Grasim Industries Limited	20.98	36.54
Grasim Bhiwani Textiles Limited	0.09	0.06
Total	21.07	36.60
Purchase of Goods:		
Grasim Industries Limited	1.88	0.84
Grasim Bhiwani Textiles Limited	0.76	0.72
Total	2.64	1.56
Receiving of Services:		
Grasim Industries Limited	0.70	0.67
Grasim Bhiwani Textiles Limited	2.56	0.75
Samruddhi Swastik Trading & Investment Limited	0.42	0.42
Key Management Personnel (* includes ₹ 0.54 Crores related to previous year)	9.15	7.95*
Relative of Key Management Personnel	0.19	0.14
Total	13.02	9.93
Dividend Paid		
Grasim Industries Limited	148.80	132.27

(c) Outstanding Balances:

Outstanding balances	As at March 31, 2014	As at March 31, 2013
Loans and Advances:		
Grasim Industries Limited	-	1.81
Samruddhi Swastik Trading & Investment Limited	0.31	0.31
Total	0.31	2.12
Other Current Liabilities:		
Grasim Industries Limited	1.18	-
Grasim Bhiwani Textiles Limited	0.26	0.11
Total	1.44	0.11
Deposit:		
Relative of Key Management Personnel	0.98	0.98

Note 44 - Earning per Share (EPS):

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
(A) Basic EPS:		
(i) Net Profit attributable to Equity Shareholders	2,206.03	2,677.73
(ii) Weighted average number of Equity Shares outstanding (Nos.)	274,204,862	274,109,232
Basic EPS (₹) (i)/(ii)	80.45	97.69
(B) Diluted EPS:		
(i) Weighted average number of Equity Shares Outstanding (Nos.)	274,204,862	274,109,232
(ii) Add: Potential Equity Shares on exercise of option (Nos.)	109,504	82,205
(iii) Weighted average number of Equity Shares Outstanding for calculation of Diluted EPS (i + ii) (Nos.)	274,314,366	274,191,437
Diluted EPS (₹) {(A) (i)/(iii)}	80.42	97.66
(C) Face value of Shares (₹)	10	10

NOTES (Contd.)**Note 45**

The Company's proportionate share in Assets, Liabilities, Income and Expenses of its Joint Venture companies included in these Consolidated Financial Statements are given below:

(a) BALANCE SHEET

₹ in Crores

Particulars	As at March 31, 2014	As at March 31, 2013
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share Capital	9.29	9.29
Reserves and Surplus	(0.27)	(0.26)
Share Application Money Pending Allotment	1.25	0.41
TOTAL	10.27	9.44
Current Liabilities		
Trade Payables	0.02	0.02
Total	10.29	9.46
ASSETS		
Non-Current Assets		
Fixed Assets		
Tangible Assets	3.33	2.82
Capital Work-in-Progress	6.33	6.13
	9.66	8.95
Long-term Loans Advances	0.01	0.01
Current Assets		
Cash and Bank Balances	0.49	0.48
Short term Loans and Advances	0.02	0.02
Other Current Assets	0.11	-
	0.62	0.50
TOTAL	10.29	9.46

(b) STATEMENT OF PROFIT AND LOSS

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
Expenses		
Other Expenses	0.01	0.01
Total expenditure	0.01	0.01
Loss Before Tax	(0.01)	(0.01)
Loss After Tax	(0.01)	(0.01)

Note 46 – Auditors' remuneration (excluding service tax) and expenses:

	Year Ended March 31, 2014	Year Ended March 31, 2013
(a) Statutory Auditors:		
Audit fees	1.70	1.52
Tax audit fees	0.12	0.11
Fees for other services	1.59	1.42
Expenses reimbursed	0.02	0.05
(b) Branch Auditors:		
Audit fees	0.06	0.05
Fees for other services	0.03	0.03
(c) Cost Auditors:		
Audit fees	0.13	0.11
Fees for other services (₹ 50,000, Previous Year - ₹ 25,000)	-	-
Expenses reimbursed (Previous Year - ₹ 35,000)	0.01	-

47 Information relating to Subsidiaries including subsidiaries of subsidiaries: (In terms of Government of India, Ministry of Corporate Affairs general Circular No: 2/2011, No: 5/12/2007-CL-III dated 8th February, 2011)

₹ in Crores

Sr. No.	Name of the Subsidiary Companies	Year	Currency	Share Capital including Share Application Money	Reserves and Surplus	Total Assets (Non-Current Assets + Current Assets + Deferred Tax Assets) excluding Current and Non-Current Investments	Total Liabilities (Non-Current Liabilities + Current Liabilities + Deferred Tax Liabilities)	Details of Current Non-Current Investments (excluding investment in the Subsidiary Companies) -Treasury Bill	Net Turnover	Profit / (Loss) before Taxation	Provision for Taxation	Profit / (Loss) after Taxation	Proposed Dividend (including Corporate Dividend Tax)
1	Dakshin Cements Limited	2013-14	₹	0.05	(0.05)	₹ 49,989	₹ 38,958	-	-	(₹ 11,236)	-	(₹ 11,236)	-
2	Harish Cement Limited	2012-13	₹	0.05	(0.05)	₹ 49,989	₹ 37,722	-	-	(0.05)	-	(0.05)	-
3	Golan Limestone Khani Udyog Pvt. Ltd.	2012-13	₹	0.05	-	154.36	154.31	-	-	-	-	-	-
4	Bhagwati Lime Stone Company Pvt. Ltd.	2012-13	₹	2.00	(4.60)	21.20	23.80	-	8.73	(2.20)	0.05	(2.25)	-
5	UltraTech Cement Lanka Pvt. Ltd.	2012-13	₹	2.00	(2.35)	12.81	13.16	-	3.33	(2.14)	0.17	(2.31)	-
6	UltraTech Cement Middle East Investment Ltd. (Standalone)	2012-13	₹	0.01	(0.15)	1.89	2.03	-	-	(0.02)	-	(0.02)	-
7	Star Cement Co LLC, Dubai @	2013-14	SLR	50.00	131.58	251.38	69.81	-	964.18	99.13	27.96	71.17	40.00
8	Arabian Cement Industry LLC, Abu Dhabi @	2012-13	SLR	22.91	60.29	115.19	31.99	-	448.45	46.46	12.74	33.73	18.60
9	Star Cement Co LLC, Ras Al Khaimah @	2012-13	₹	5.00	100.83	213.21	62.38	-	978.95	66.82	19.23	47.60	15.00
10	AI Nakha Crushers LLC, Fujairah @	2012-13	₹	21.41	43.18	91.05	26.48	-	411.26	28.71	8.23	20.48	6.30
11	Arabian Gulf Cement Company WLL, Bahrain @	2013-14	AED	23.52	(2.94)	0.08	53.13	-	-	(0.84)	-	(0.84)	-
12	Emirates Cement Bangladesh Ltd. Bangladesh @	2012-13	₹	383.65	(47.99)	1.28	866.73	-	-	(13.88)	-	(13.88)	-
13	Emirates Power Company Ltd, Bangladesh @	2012-13	₹	16.27	(2.10)	0.01	44.94	-	-	(0.80)	-	(0.80)	-
14	PT UltraTech Cement Indonesia	2013-14	₹	240.44	(31.02)	0.14	664.15	-	-	(11.81)	-	(11.81)	-
15	PT UltraTech Investment Indonesia	2012-13	₹	5.09	(12.70)	54.47	62.08	-	44.81	(3.45)	-	(3.45)	-
16	PT UltraTech Cement Indonesia	2012-13	₹	83.00	(207.14)	888.58	1,012.72	-	738.05	(56.87)	-	(56.87)	-
17	Star Cement Co LLC, Ras Al Khaimah @	2012-13	₹	5.09	(9.25)	44.80	48.95	-	37.24	(1.19)	-	(1.19)	-
18	Arabian Cement Industry LLC, Abu Dhabi @	2013-14	AED	75.20	(136.64)	662.09	723.53	-	551.78	(17.65)	-	(17.65)	-
19	Star Cement Co LLC, Ras Al Khaimah @	2012-13	₹	1.00	(4.31)	17.44	20.75	-	18.98	(2.29)	-	(2.29)	-
20	AI Nakha Crushers LLC, Fujairah @	2012-13	₹	16.31	(70.30)	284.48	338.46	-	312.57	(37.74)	-	(37.74)	-
21	Star Cement Co LLC, Ras Al Khaimah @	2012-13	₹	1.00	(2.02)	18.61	19.63	-	18.95	(0.31)	-	(0.31)	-
22	Star Cement Co LLC, Ras Al Khaimah @	2012-13	₹	14.78	(29.83)	275.05	290.10	-	280.71	(4.63)	-	(4.63)	-
23	Star Cement Co LLC, Ras Al Khaimah @	2012-13	₹	14.36	14.67	75.00	75.00	-	41.85	6.83	-	6.83	-
24	AI Nakha Crushers LLC, Fujairah @	2012-13	₹	234.28	239.36	1,697.05	1,233.42	-	689.28	112.50	-	112.50	-
25	AI Nakha Crushers LLC, Fujairah @	2012-13	₹	14.36	7.84	101.36	79.76	-	40.63	3.29	-	3.29	-
26	AI Nakha Crushers LLC, Fujairah @	2012-13	₹	212.27	115.91	1,507.02	1,178.85	-	601.98	48.72	-	48.72	-
27	AI Nakha Crushers LLC, Fujairah @	2012-13	₹	0.20	(3.35)	5.49	8.63	-	3.74	0.64	-	0.64	-
28	Arabian Gulf Cement Company WLL, Bahrain @	2012-13	₹	2.96	(49.46)	81.11	127.61	-	55.37	9.42	-	9.42	-
29	Arabian Gulf Cement Company WLL, Bahrain @	2013-14	Bahrain Dirham (BHD)	0.03	0.80	0.90	0.07	-	1.65	0.19	-	0.19	-
30	Arabian Gulf Cement Company WLL, Bahrain @	2012-13	₹	4.77	126.73	142.29	10.79	-	264.26	29.88	-	29.88	-
31	Emirates Cement Bangladesh Ltd. Bangladesh @	2012-13	₹	0.03	0.61	0.71	0.06	-	1.35	0.05	-	0.05	-
32	Emirates Cement Bangladesh Ltd. Bangladesh @	2012-13	₹	4.32	88.06	101.59	9.21	-	195.05	6.93	-	6.93	-
33	Emirates Cement Bangladesh Ltd. Bangladesh @	2013-14	Takka	158.93	(99.21)	225.37	165.65	-	232.58	4.62	1.16	3.46	-
34	Emirates Cement Bangladesh Ltd. Bangladesh @	2012-13	₹	122.60	(76.53)	173.84	127.78	-	183.97	3.55	0.92	2.73	-
35	Emirates Power Company Ltd, Bangladesh @	2012-13	₹	158.93	(102.67)	210.57	154.31	-	167.45	(12.71)	1.12	(13.83)	-
36	Emirates Power Company Ltd, Bangladesh @	2013-14	Takka	110.58	(71.43)	146.51	107.36	-	114.39	(8.68)	0.77	(9.45)	-
37	PT UltraTech Mining Indonesia	2012-13	₹	27.00	(21.15)	28.41	22.57	-	5.93	0.01	-	0.01	-
38	PT UltraTech Mining Indonesia	2013-14	₹	1,137.30	(22.77)	1,120.92	6.39	-	4.05	(0.63)	-	(0.63)	-
39	PT UltraTech Investment Indonesia	2012-13	₹	6.00	(0.12)	5.91	0.03	-	0.01	(0.01)	-	(0.01)	-
40	PT UltraTech Investment Indonesia	2013-14	₹	914.23	(22.14)	959.96	67.87	-	0.05	(0.05)	-	(0.05)	-
41	PT UltraTech Investment Indonesia	2012-13	₹	5.10	(0.13)	5.35	0.38	-	-	(0.05)	-	(0.05)	-
42	PT UltraTech Cement Indonesia	2012-13	₹	1,992.40	45.22	2,056.19	18.57	-	-	60.29	15.07	45.22	-
43	PT UltraTech Cement Indonesia	2013-14	₹	10.51	0.24	10.85	0.10	-	-	0.33	0.08	0.25	-
44	PT UltraTech Cement Indonesia	2012-13	₹	-	-	-	-	-	-	-	-	-	-
45	PT UltraTech Cement Indonesia	2013-14	₹	2,033.46	(111.81)	1,938.72	17.07	-	-	(111.81)	-	(111.81)	-
46	PT UltraTech Cement Indonesia	2012-13	₹	10.73	(0.59)	10.23	0.09	-	-	(0.62)	-	(0.62)	-

@ Subsidiaries of UltraTech Cement Middle East Investment Ltd. UltraTech Cement SA (PTY) (Wholly owned Subsidiary) and UltraTech Cement Mozambique Limitada (Subsidiary's Subsidiary) are yet to start operations and no equity infusion. Note: For converting the figures given in foreign currency appearing in the accounts of the subsidiary companies into equivalent INR, following exchange rates are used for 1 INR.

Sr No	Currency	Balance Sheet (Closing Rate)	Profit & Loss Account (Average Rate)
1	Sri Lankan Rupee (SLR)	2013-14 2.1823	2013-14 2.1500
2	UAE Dirham (AED)	0.0613	0.0677
3	Takka	1.2964	1.4373
4	Bahrain Dirham	0.0063	0.0069
5	Indonesian Rupee	189.5795	181.4280

NOTES (Contd.)**Note 48**

Other Operating Revenues include VAT Refund, under State Investment Promotion Scheme, of ₹ 102.02 Crores (Previous Year ₹ 37.71 Crores).

Interest and Wages Expenses are net of subsidy received, under State Investment Promotion Scheme, of ₹ 61.54 Crores (Previous Year ₹ 66.59 Crores) and ₹ 6.36 Crores (Previous Year ₹ 4.97 Crores) respectively.

Note 49

- (a) Operating lease payment recognised in the Statement of Profit and Loss amounting to ₹ 113.87 Crores (Previous Year ₹ 95.34 Crores)
- (b) General Description of leasing agreements:
- (i) Leased Assets : Godowns, Offices, Flats, Land, Machinery & Others.
 - (ii) Future Lease rentals are determined on the basis of agreed terms.
 - (iii) At the expiry of lease terms, the Company has an option to return the assets or extend the term by giving notice in writing.
 - (iv) Lease agreements are generally cancellable and are renewable by mutual consent on mutually agreed terms.

Note 50

Figures pertaining to the subsidiary companies and Joint Venture have been reclassified wherever necessary to bring them in line with the Company's financial statements.

Note 51

Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year classification / disclosure.

Note 52

Figures less than ₹ 50,000 have been shown at actual, wherever statutorily required to be disclosed, as the figures have been rounded off to the nearest lakh.

Signatures to Notes '1' to '52'

For and on behalf of the Board

S. RAJGOPAL
Director

K. C. BIRLA
Sr. Executive President & CFO

G. M. DAVE
Director

S. K. CHATTERJEE
Company Secretary

O. P. PURANMALKA
Whole-time Director

Mumbai, April 23, 2014



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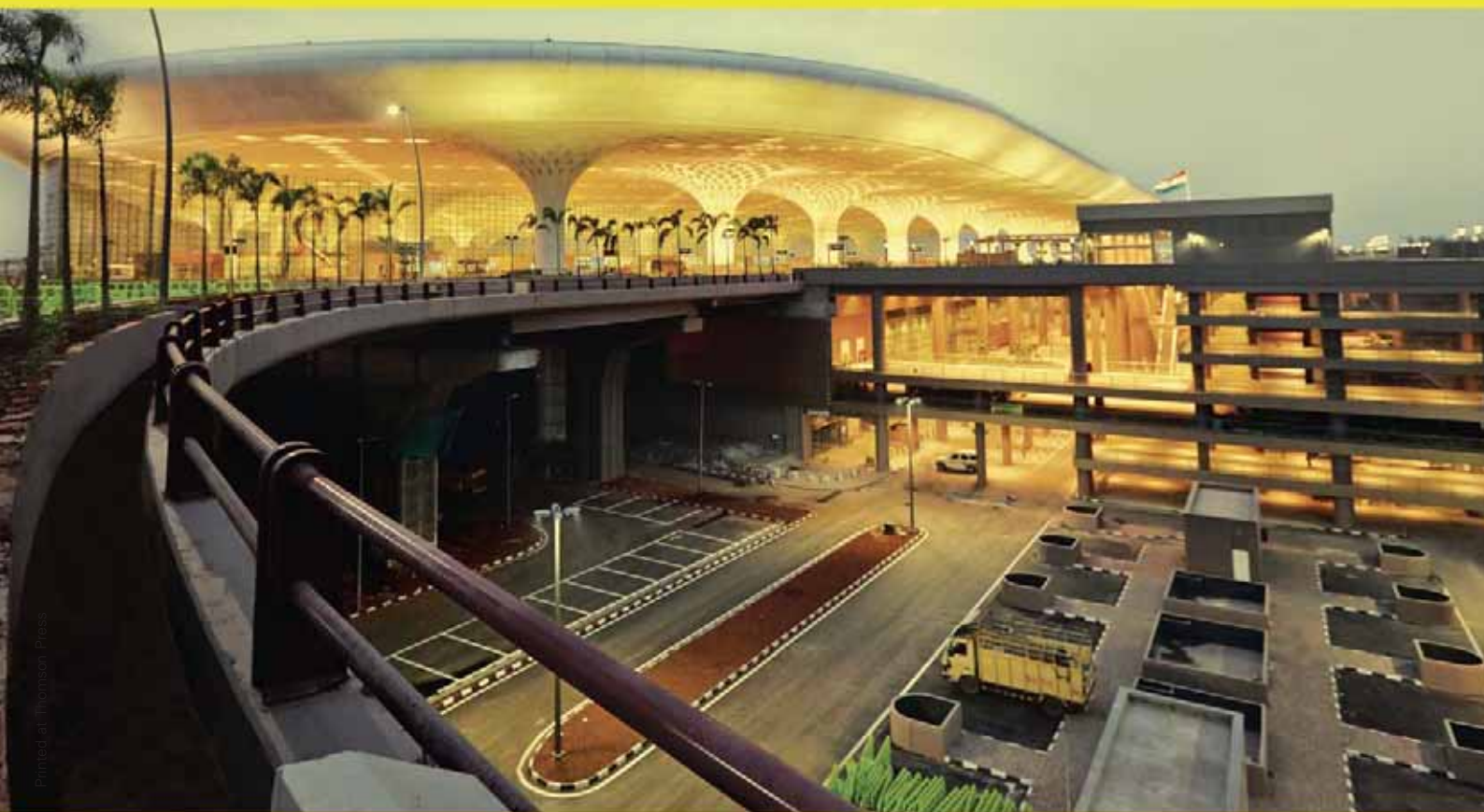
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happened overnight; rather it is the constant surpassing of expectations and the creation of new ones for others that have made UltraTech Cement the choice of Mumbai. Having partnered with UltraTech Cement, India's largest manufacturer and exporter of cement, Mumbai has given further impetus to its vision of scaling great heights.

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CEMENT
The Engineer's Choice



FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

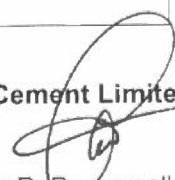
1.	Name of the company	UltraTech Cement Limited
2.	Annual financial statements for the yearended	31 st March, 2014
3.	Type of Audit observation	<p>Un—qualified / Emphasis of Matter</p> <p>Emphasis of Matter</p> <p>We draw attention to Note 30(b) to the financial statements which describe the uncertainty related to the penalty of Rs. 1,175.49 crores imposed by the Competition Commission of India for alleged cartelization by certain cement manufacturing companies including the Company, for which based on a legal opinion no provision has been made. Our opinion is not qualified in respect of this matter.</p> <p>Note 30 (b)</p> <p>The Competition Commission of India (CCI) upheld the complaint of alleged cartelisation against certain cement manufacturing companies including the Company. The CCI has imposed a penalty of Rs. 1,175.49 crores on the Company. The Company filed an appeal against the Order before the Competition Appellate Tribunal (COMPAT), COMPAT has granted stay on the CCI order on condition that the Company deposit 10% of the penalty, amounting to Rs. 117.55 crores. The same has been deposited by the Company. The Company backed by a legal opinion, continues to believe that it has a good case and accordingly no provision has been made in the accounts.</p>
4.	Frequency of observation	Continuing, was also included in the previous year's Audit Report

Refer our Audit Report dated 23rd April, 2014 on the standalone financial statements of the Company

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Registration No. 117366W / W-100018)

For G. P. Kapadia & Co.
Chartered Accountants
(Registration No. 104768W)

For UltraTech Cement Limited


O. P. Purnamalka
Whole-time Director



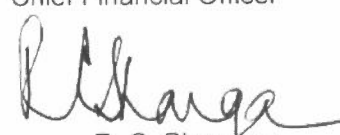
Rajesh K. Hiranandani
Partner
Membership No. 36920



Atul B. Desai
Partner
Membership No. 30850



K. C. Birla
Chief Financial Officer



R. C. Bhargava
Chairman – Audit Committee

Mumbai, Date: 23rd April, 2014

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	UltraTech Cement Limited
2.	Annual financial statements for the year ended	31 st March, 2014
3.	Type of Audit observation	Un-qualified / Emphasis of Matter Emphasis of Matter We draw attention to Note 34(b) to the financial statements which describe the uncertainty related to the penalty of Rs. 1,175.49 crores imposed by the Competition Commission of India for alleged cartelization by certain cement manufacturing companies including the Company, for which based on a legal opinion no provision has been made. Our opinion is not qualified in respect of this matter. Note 34 (b) The Competition Commission of India (CCI) upheld the complaint of alleged cartelisation against certain cement manufacturing companies including the Company. The CCI has imposed a penalty of Rs. 1,175.49 crores on the Company. The Company filed an appeal against the Order before the Competition Appellate Tribunal (COMPAT), COMPAT has granted stay on the CCI order on condition that the Company deposit 10% of the penalty, amounting to Rs. 117.55 crores. The same has been deposited by the Company. The Company backed by a legal opinion, continues to believe that it has a good case and accordingly no provision has been made in the accounts.
4.	Frequency of observation	Continuing, was also included in the previous year's Audit Report

Refer our Audit Report dated 23rd April, 2014 on the consolidated financial statements of the Company

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Registration No. 117366W / W-100018)

For G. P. Kapadia & Co.
Chartered Accountants
(Registration No. 104768W)

For UltraTech Cement Limited

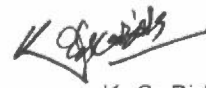
O. P. Puranmalka
Whole-time Director



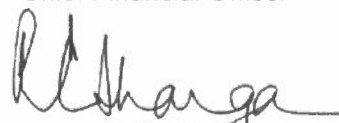
Rajesh K. Hiranandani
Partner
Membership No. 36920



Atul B. Desai
Partner
Membership No. 30850



K. C. Birla
Chief Financial Officer



R. C. Bhargava
Chairman – Audit Committee

Mumbai, Date: 23rd April, 2014