

ADITYA BIRLA



UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel No.: 022-66917800/29267800, **Fax No.:** 022-66928109, **website** – www.ultratechcement.com
CIN: L26940MH2000PLC128420

NOTICE

NOTICE is hereby given that the Twenty-First Annual General Meeting of **UltraTech Cement Limited** will be held on Wednesday, 18th August, 2021 at 3.00 p.m. (IST) through video conferencing ("VC") / other audio-visual means ("OAVM"), to transact the items of business mentioned below.

ORDINARY BUSINESS

Item no. 1:

Adoption of Audited Financial Statements

To receive, consider and adopt:

- the Audited Financial Statements for the financial year ended 31st March, 2021 and the Reports of Directors' and Auditors' thereon.
- the Audited Consolidated Financial Statements for the financial year ended 31st March, 2021 and the Reports of Auditors' thereon.

Item no. 2:

Declaration of Dividend

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

Item no. 3:

Appointment of Director

To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 4:

Re-appointment of Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, Mumbai (Registration No.: 105146W/W100621) be and are hereby appointed as one of the Joint Statutory Auditors of the Company, for a second term of 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company, at a remuneration of ₹ 1,85,00,000/- (rupees one crore eighty five lakhs only) plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit of the Company for the financial year 2021-22 and further increment(s) for the remaining tenure of the appointment, as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in this behalf."

SPECIAL BUSINESS

Item no. 5:

Ratification of the remuneration of the Cost Auditors viz. M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31st March, 2022

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

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

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

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai – ₹ 15,50,000/- (rupees fifteen lakhs fifty thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 17,00,000/- (rupees seventeen lakhs only)

plus tax as applicable and reimbursement of out-of-pocket expenses.

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

Item no. 6:

Appointment of Mr. Sunil Duggal (DIN:00041825) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Rules, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sunil Duggal (DIN:00041825), who was appointed as an Additional Director (Independent) of the Company with effect from 14th August, 2020, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire

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

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

Item no. 7:

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

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

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

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

B. Remuneration:

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

- ii. Special Allowance: ₹ 9,78,031/- (rupees nine lakhs seventy-eight thousand thirty-one only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 20,00,000/- (rupees twenty lakhs only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- iii. Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 3,50,00,000/- (rupees three crores fifty lakhs only) per annum.
- iv. Long-term Incentive Compensation, including Employee Stock Options, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and / or Senior Executives of the Company and / or its Subsidiaries and / or any other incentive applicable to Senior Executives of the Company / Aditya Birla Group, in such manner and with such provisions as may be decided by the Board.
- vii. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company - as per the policy of the Company.
- viii. Leave and encashment of leave - as per the policy of the Company.
- ix. Personal accident insurance premium - as per the policy of the Company.
- x. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund - as per the policy of the Company.
- xi. Gratuity and / or contribution to the Gratuity Fund of Company - as per the policy of the Company.
- xii. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.
- xiii. Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.

C. Perquisites:

- i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation.
- ii. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per Company policy.
- iii. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- iv. Car: Two cars for use of Company's Business as per Company Car policy.
- v. Reimbursement of expenses on actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- vi. Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).

- D. Subject as aforesaid, the Whole-time Director and Chief Financial Officer shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Daga, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules, read with Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.
- G. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Daga in accordance with the applicable provisions of the Act read with the Rules thereunder and Schedule V of the Act.

- H. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to Mr. Daga during the tenure of his appointment. Annual remuneration review is effective 1st July each year, as per the policy of the Company.
- I. Though considering the provisions of Section 188 of the Act and the applicable Rules and the Schedule of the Act, Mr. Daga would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other directors for attending meetings of Board(s) of Directors / Committee(s) of Subsidiaries / Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- J. Mr. Daga shall not be subject to retirement by rotation during his tenure as the Whole-time Director and Chief Financial Officer of the Company. So long as

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

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

By Order of the Board



Sanjeeb Kumar Chatterjee
Company Secretary
Membership No.: F4533

Place: Mumbai
Date: 7th May, 2021

NOTES:

1. **An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Item nos. 4 to 7 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 5 to 7 as Special Business as they are unavoidable in nature. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, (“Listing Regulations”) of persons seeking appointment / re-appointment as Directors is also annexed.**

2. In view of the continuing restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19 and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, respectively issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 12th May, 2020 and 15th January, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members.

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

3. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. ‘B’ Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093 which shall be the deemed venue of the AGM. The route map for the venue of the AGM is therefore not attached.

5. KFin Technologies Private Limited (“KFin”), the Company’s Registrar and Transfer Agent will provide the facility for voting through remote e-voting; for participating at the AGM through VC / OAVM and for e-voting during the AGM.

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

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, certificate from the Company’s auditors certifying that the Company’s ESOS Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will be available for inspection by the Members through electronic mode during the AGM.

The aforesaid documents along with documents referred to in the AGM Notice will also be available electronically for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of the AGM, i.e. Wednesday, 18th August, 2021. Members seeking inspection of the aforementioned documents can send an email to agmutcl21@adityabirla.com with the subject line “**UltraTech Cement Limited 21st AGM**”.

8. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the Board / governing body resolution / authorisation etc. authorising their representatives to attend and vote on their behalf. The documents should be emailed to ultratechevoting@kfintech.com and a copy marked to evoting@kfintech.com with the subject line “**UltraTech Cement Limited 21st AGM**”.

9. Members of the Company had approved the re-appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No.: 101248W/W-100022), as one of the Joint Statutory Auditors at the 20th AGM held on 12th August, 2020, which is valid till the 25th AGM of the Company. In accordance with the provisions of the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.

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

10. In accordance with the provisions of the MCA and SEBI Circulars, the AGM Notice along with the Annual Report are being sent through email only to Members whose email IDs are registered with KFin; National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories” or “NSDL / CDSL”).
11. The AGM Notice and the Annual Report are available on the following weblink <https://www.ultratechcement.com/investors/financials>, the website of KFin <https://evoting.kfintech.com> and also on those of the BSE Limited www.bseindia.com and the National Stock Exchange of India Limited www.nseindia.com.
12. Members who have still not registered their email ID are requested to do so at the earliest.
 - Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant(s) (“DPs”).
 - Members holding shares in physical mode are requested to register their email ID with the Company or KFin, for receiving the AGM Notice and Annual Report. Requests can be emailed to agmutcl21@adityabirla.com or ultratech.ris@kfintech.com or einward.ris@kfintech.com or by logging into <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

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

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

13. Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the ‘Event’ for Company’s AGM.

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

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

Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

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

15. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM. Members will be able to participate in the AGM through VC / OAVM on a first-come-first-serve basis.

Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.

16. Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote thereat.
17. Members, holding shares as on the cut-off date i.e. Wednesday, 11th August, 2021 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on “Speaker Registration” during the period from Saturday, 14th August, 2021 (9:00 a.m. IST) upto Monday, 16th August, 2021 (3:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

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

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

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






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

19. Members are requested to attend and participate at the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
20. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the AGM through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
21. In case of any query and / or assistance required, relating to attending the AGM through VC / OAVM mode, Members may refer to the Help & Frequently Asked Questions (“FAQs”) and ‘AGM VC / OAVM’ user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. S.V. Raju, Deputy General Manager - Corporate Registry or Mr. Satish Poojary, Manager - Corporate Registry, KFin at the email ID evoting@kfintech.com or on phone No.: 040-6716 1500 or call KFin’s toll free No.: 1800 309 4001 for any further clarifications / technical assistance that may be required.
22. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to ‘e-voting Facility Provided by Listed Entities’ (“SEBI e-voting Circular”), the Company is pleased to provide to Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means through

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

23. The remote e-voting period commences on Saturday, 14th August, 2021 (9:00 a.m. IST) and ends on Tuesday, 17th August, 2021 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Wednesday, 11th August, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
24. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
25. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.
26. In terms of SEBI e-voting Circular, e-voting process has been enabled for all ‘individual demat account holders’, by way of a single login credential, through their demat accounts / websites of Depositories / DPs.
27. Individual Members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.
28. The process and manner for remote e-voting and joining and voting at the AGM are explained below:
- Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.
 - Access to join the AGM on KFin system and to participate and vote thereat.

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

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

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

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

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

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

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

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

They will have to follow the following process:

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

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

- vi. On successful login, the system will prompt the Member to select the “EVEN” i.e., “UltraTech Cement - AGM” and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
 - ix. Voting has to be done for each item of the Notice separately. In case Members do not desire to cast their vote on any specific item, it will be treated as abstained.
 - x. A Member may then cast their vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- (2) Members whose email IDs are not registered with the Company / DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
 - ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM

Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.

- iii. Alternatively, Members may send an email request at the email ID einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN card copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.

After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

C. Access to join the AGM on KFin system and to participate and vote thereat.

- i. Members will be able to attend the AGM through VC / OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFin.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.
- iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.

Other Instructions:

- I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- II. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Wednesday, 11th August, 2021 may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member

may send SMS: MYEPWD<space>E-voting
Event Number + Folio No. or DP ID Client ID to
+91 9212993399

Example for NSDL: MYEPWD<SPACE>
IN12345612345678

Example for CDSL: MYEPWD<SPACE>
1402345612345678

Example for Physical: MYEPWD<SPACE>
XXX1234567890

- b. If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members may call KFin toll free number 1800 309 4001.
 - d. Members may send an email request to: evoting@kfintech.com. If the Member is already registered with the KFin e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.
- IV. The Board of Directors have appointed Mr. B. Narasimhan, Proprietor, BN & Associates, Company Secretaries or failing him, Mr. Anish Gupta, Proprietor, Anish Gupta & Associates, Company Secretaries as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
- V. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC / OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform and no separate login is required for the same.
- VI. The results declared along with the Scrutinizer's report will be forwarded to BSE Limited and National Stock Exchange of India Limited; be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website www.ultratechcement.com and that of KFin <https://evoting.kfintech.com>.
- VII. KPRISM- Mobile service application by KFin:
- Members are requested to note that KFin has launched a mobile application - KPRISM and website

<https://kprism.KFintech.com/app/> for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.

BOOK CLOSURE:

29. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 4th August, 2021 to Wednesday, 18th August, 2021 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.

PAYMENT OF DIVIDEND:

30. The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Thursday, 19th August, 2021 to those Members, whose names are registered in the Company's Register of Members:
 - a) as Beneficial Owners as at the end of business on Tuesday, 3rd August, 2021 as per the lists to be furnished by NSDL and CDSL in respect of the shares held in electronic form, and
 - b) whose names appear as Members in the Register of Members of the Company in physical form which are maintained with KFin having their address at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 after giving effect to valid request(s) of transfer of shares in physical form (re-lodgment cases i.e. requests for transfer(s) which were received prior to 1st April, 2019 and returned due to deficiency in the documents) lodged with the Company/ KFin on or before Tuesday, 3rd August, 2021.

The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service ("ECS") / National Electronic Clearing Service ("NECS").

In case, the Company is unable to electronically transfer the dividend to any Member due to non-availability of their bank account details, the Company shall dispatch the dividend warrants to them by post.

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

31. In order to be able to receive the dividend amount expeditiously and also eliminate the risks associated with fraudulent encashment of warrants, Members are advised to avail of the facility for receipt of dividend through ECS / NECS.

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

Members holding shares in physical form are requested to download the ECS form from the following weblink <https://www.ultratechcement.com/investors/share-transfer> and the same duly filled up and signed along with a photocopy of a cancelled cheque may be sent to the Company or to KFin.

Members who hold shares in electronic form and want to change / correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by the Depositories to the Company.

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

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

33. To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company under the signature of the Sole / First Joint holder, the following information, so that the bank account number and name and address of the bank can be printed on the dividend warrants:

- Name of Sole / First Joint holder and Folio number.
- Particulars of bank account, viz.
 - i) Name of bank
 - ii) Name of branch
 - iii) Complete address of bank with Pincode
 - iv) Account type, whether Savings (SB) or Current Account (CA)
 - v) Bank Account Number

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

DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

34. In terms of the provisions of the Income Tax Act, 1961, dividend shall be taxed in the hands of Members at applicable rates of tax, if the amount of dividend exceeds ₹ 5,000.
35. A copy of the intimation about the deduction of tax at source on dividend, which has been previously made to the Members by email dated 4th June, 2021 is available on the following weblink <https://www.ultratechcement.com/investors/intimation>. Members are requested to refer to the same for further details.

UNPAID DIVIDEND AND TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF") ACCOUNT:

36. Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2012-2013 has been transferred by the Company to the IEPF established by the Central Government.

37. In compliance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has already transferred equity shares pertaining to the financial year 2012-2013 to the IEPF Suspense Account, after providing necessary intimations to the relevant Members.
38. Details of unpaid / unclaimed dividend and equity shares for the financial year 2012-2013 are uploaded on the website of the Company as well as that of the MCA. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Members can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules.
39. In terms of the provisions of Section 124(5) of the Act, dividend for the financial year 2013-2014 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of seven years will be transferred to IEPF.
- Further, in terms of the provisions of the IEPF Rules, equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority in terms of the IEPF Rules.
40. Members, who have so far not encashed their dividend relating to the financial year 2013-2014 are requested to do so by 31st July, 2021 by writing to the Secretarial Department at the Registered Office of the Company or to KFin, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.

GENERAL:

41. Members are requested to notify immediately any change of address:
- i. to their DPs in respect of the shares held in electronic form, and
 - ii. to the Company or KFin, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.

42. Non-resident Indian Members are requested to inform the Company or KFin or to the concerned DPs, as the case may be, immediately:
- i. the change in the residential status on return to India for permanent settlement.
 - ii. the particulars of the NRE Account with a Bank in India, if not furnished earlier.
 - iii. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or KFin quoting their Folio number or their Client ID number with DP ID number, as the case may be.
43. Members who are holding shares in identical order of names in more than one folio are requested to consider consolidating the different folios into one. Post consolidation, the number of shares would remain the same.

To enable the Company, consolidate the folios, kindly send the following, under a covering letter, addressed to KFin:

- share certificate(s)
- copy of PAN Card(s) of all the Members
- Member's email ID and mobile number

Upon receipt of the above documents, the Company will consolidate the holdings and return the share certificate(s) with necessary endorsements on the reverse thereof. The Member's email ID, mobile number and bank account will be updated in the Company's record. This will not only facilitate speedy communication but also result in faster disbursement of future dividend. Moreover, the possibility of loss / misplacement of dividend warrants will also be eliminated.

As a subsequent step, it is also recommended that Members consider migrating their shareholding to the electronic mode.

44. Depository System

The Company has entered into agreements with the Depositories. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay

in transfers, mutilation of share certificates, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

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

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

45. As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at

its Registered Office or KFin or can download the form from the following weblink <https://www.ultratechcement.com/investors/share-transfer>. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

46. The annual accounts of the Company's subsidiary companies and the related information shall be made available to Members of the holding and subsidiary companies seeking such information at any point of time.

In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or KFin in the following cases viz. deletion of name, transmission of shares and transposition of shares.

ANNEXURE TO THE NOTICE

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

Item no. 4:

Re-appointment of Auditor

M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, Mumbai (Registration No.: 105146W/W100621) ("KKC") were appointed as one of the Joint Statutory Auditors of the Company by the Members at the 16th Annual General Meeting ("AGM") held on 19th July, 2016 to hold office from the conclusion of the AGM held in the year 2016 till the conclusion of the 21st AGM of the Company to be held in the year 2021. Accordingly, their present term gets completed on conclusion of this AGM. They are eligible for re-appointment for a second term of 5 years in terms of the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee having considered various parameters like capability to serve a large organisation with multiple manufacturing locations as that of the Company; audit experience; the audit team; market standing of the firm; clientele served; technical knowledge etc. have recommended the re-appointment of KKC to the Board of Directors of the Company, which the Board has accepted and approved, subject to the approval of the Members. It is proposed that an amount of ₹ 1,85,00,000/- (rupees one crore eighty-five lakhs only) plus tax as applicable and reimbursement of out-of-pocket expenses be paid to KKC for audit of accounts of the Company for the financial year ended 31st March, 2022 and for conducting quarterly Limited Review during the financial year 2021-22, and further increment(s) for the remaining tenure of the appointment, as may be recommended by the Audit Committee and approved by the Board of Directors.

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

The Board accordingly recommends the resolution set out at item no. 4 of this Notice for your approval.

Item no. 5:

Ratification of the remuneration of the Cost Auditors viz. M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31st March, 2022

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, Cost Auditors, to conduct the audit of the

cost records of the Company for the financial year ending 31st March, 2022 as per the following details:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai - ₹ 15,50,000/- (rupees fifteen lakhs fifty thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad - ₹ 17,00,000/- (rupees seventeen lakhs only)

plus tax as applicable and reimbursement of out-of-pocket expenses.

In terms of the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is being sought for passing the resolution as set out in item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

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

The Board accordingly recommends the resolution set out at item no. 5 of this Notice for your approval.

Item no. 6:

Appointment of Mr. Sunil Duggal as an Independent Director

The Board of Directors have, based on the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee"), appointed Mr. Sunil Duggal as an Additional Director (Independent) of the Company, with effect from 14th August, 2020, to hold office for a period of five consecutive years, not liable to retire by rotation, subject to the consent of the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mr. Duggal holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice from a Member in terms of the provisions of Section 160 of the Companies Act, 2013 (the "Act"), signifying his intention to propose the appointment of Mr. Duggal as a Director of the Company. The Company has also received a declaration from Mr. Duggal confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Duggal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as a Director. The Company has received necessary declarations from Mr. Duggal confirming that he fulfils the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

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

Based on his vast experience and qualifications, as set out in the Annexure to the Notice pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, the Board is of the opinion that Mr. Duggal's appointment would be beneficial to the Company.

Mr. Duggal shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings, commission or in any other manner, within the limits stipulated under Section 197 of the Act.

A copy of the draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members on the following weblink <https://www.ultratechcement.com/about-us/leadership-team>.

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

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

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

Item no. 7:

Re-appointment of Mr. Atul Daga as Whole-time Director and Chief Financial Officer

At the Annual General Meeting held on 19th July, 2016, Members of the Company had appointed Mr. Atul Daga as Whole-time Director and Chief Financial Officer for a period of five years with effect from 9th June, 2016.

The Board of Directors at their meeting held on 7th May, 2021, based on the recommendation of the NRC Committee and subject to the consent of the Members of the Company, re-appointed Mr. Daga as Whole-time Director and Chief Financial Officer for a further term of three years, with effect from 9th June, 2021.

During his first tenure, Mr. Daga has undertaken several initiatives such as creating a robust platform for managing investor relations, acquisitions of over US\$ 5 billion and setting new benchmarks for raising long-term borrowings in the domestic financial markets, among others. Further details pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.

Given Mr. Daga's professional background, experience and contributions made by him during his tenure, his continued association would be beneficial to the Company.

The remuneration and other terms and conditions of Mr. Daga's appointment as Whole-time Director and Chief Financial Officer as set out in the resolution is subject to your approval.

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

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

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

By Order of the Board



Sanjeeb Kumar Chatterjee
Company Secretary
Membership No.: F4533

Place: Mumbai
Date: 7th May, 2021

Disclosure relating to Directors pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (SS-2):

| | |
|--|---|
| Name of Director | Mr. Kumar Mangalam Birla |
| Brief Resume | <p>Mr. Kumar Mangalam Birla, is the Chairman of the Company and the Aditya Birla Group (“the Group”), which operates in 36 countries across six continents. He is a chartered accountant and holds an MBA degree from the London Business School. He chairs the Boards of the major Group companies in India and globally.</p> <p>Outside the Group, Mr. Birla has held several key positions on various regulatory and professional boards. He was a director on the central board of the Reserve Bank of India. He was the Chairman of the advisory committee constituted by the Ministry of Company Affairs, India and also served on the Prime Minister of India’s advisory council on trade and industry. As the Chairman of the SEBI committee on corporate governance, he framed the first-ever governance code for Corporate India.</p> <p>Mr. Birla is also an eminent educationist. Apart from being the Chancellor of BITS Pilani, he also Chairs the Board of IIM Ahmedabad and was the former Chairman of the Board of IIT Delhi. As an alumnus of the London Business School, he sits on the Asia Pacific Advisory Board and is an Honorary Fellow of the school.</p> <p>He is also the first Indian Industrialist to be conferred an honorary degree by the Institute of Company Secretaries of India.</p> <p>A firm practitioner of the trusteeship concept, Mr. Birla has institutionalised the concept of caring and giving at the Group.</p> |
| Date of Birth / Age | 14 th June, 1967 / 54 years |
| Date of First Appointment | 14 th May, 2004 |
| Expertise in specific functional area | Industrialist |
| Qualification | Chartered Accountant, MBA |
| Shareholding in the Company | 1,90,360 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Son of Mrs. Rajashree Birla, Non-Executive Director |
| No. of Board meetings attended during FY21 | 5 |
| Names of other public limited companies in which directorships held | <ol style="list-style-type: none"> 1. Aditya Birla Capital Limited 2. Aditya Birla Fashion and Retail Limited 3. Aditya Birla Sun Life AMC Limited 4. Aditya Birla Sun Life Insurance Company Limited 5. Air India Limited 6. Century Textiles and Industries Limited 7. Grasim Industries Limited. 8. Hindalco Industries Limited 9. Vodafone Idea Limited |
| Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director | |
| a) Audit Committee | NIL |
| b) Stakeholders Relationship Committee | NIL |

| | |
|--|--|
| Name of Director | Mr. Sunil Duggal |
| Brief Resume | <p>Mr. Duggal is a Bachelor of Technology Hons. (Electrical Engineering) from Birla Institute of Technology & Science, Pilani and holds a post graduate diploma in Business Management (Marketing) from the Indian Institute of Management, Calcutta.</p> <p>Mr. Duggal joined Dabur India Limited in 1994 and served as its longest-serving CEO for 17 years from 2002 to 2019. Mr. Duggal has chaired and co-chaired numerous committees such as Indo-Turkish JBC and FICCI Committee on Food Processing.</p> <p>He was awarded numerous accolades such as FMCG CEO of the year three times. He was also honored with the Distinguished Alumnus Award by the Indian Institute of Management, Calcutta in 2019 for achievement in the business and social fields.</p> |
| Date of Birth / Age | 17 th July, 1957/ 64 years |
| Date of First Appointment | 14 th August, 2020 |
| Expertise in specific functional area | Vast experience in business management, strategy and operations. |
| Qualification | Bachelor of Technology Hons. (Electrical Engineering); Post graduate diploma in Business Management (Marketing), IIM, Calcutta |
| Shareholding in the Company | NIL |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | NIL |
| No. of Board meetings attended during FY21 | 3 |
| Names of other public limited companies in which directorships held | NIL |
| Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director | |
| a) Audit Committee | NIL |
| b) Stakeholders Relationship Committee | NIL |

| | |
|--|--|
| Name of Director | Mr. Atul Daga |
| Brief Resume | <p>Mr. Atul Daga is a Chartered Accountant, having over 34 years' experience, of which over 29 years have been with the Aditya Birla Group. His ability to penetrate deep into business areas and his understanding of the dynamics has been his constant strength.</p> <p>His key responsibilities include risk management, audit and compliance, planning, information technology, capital structuring and capital allocation and best use of financial reporting. He has undertaken several initiatives such as creating a robust platform for managing investor relations, acquisitions of over US\$ 5 billion and setting new benchmarks for raising long-term borrowings in the domestic financial markets. He has also successfully set up a world class 700 seat shared services centre for the Company. Development of financial strategy and monitoring of control systems, internal audit and actively participating in the Company's growth strategy are also part of his portfolio.</p> |
| Date of Birth / Age | 16 th December, 1965/ 55 years |
| Date of First Appointment | 9 th June, 2016 |
| Expertise in specific functional area | Finance, Investor Relations, Capital Structuring, among others |
| Qualification | Chartered Accountant |
| Shareholding in the Company | 9,900 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | NIL |
| No. of Board meetings attended during FY21 | 5 |
| Names of other public limited companies in which directorships held | NIL |
| Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director | |
| a) Audit Committee | NIL |
| b) Stakeholders Relationship Committee | NIL |

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

For ease of participation by Members, provided below are some key details regarding the AGM for your reference:

| Sr. No | Particulars | Details of access |
|--------|---|--|
| 1. | Link for live webcast of the AGM and for participation through VC / OAVM | https://emeetings.kfintech.com by using e-voting credentials and clicking on video conference. |
| 2. | Link for posting AGM queries and speaker registration and period of registration | https://emeetings.kfintech.com by using e-voting credentials and clicking on 'post your queries' / 'Speaker registration' as the case may be. Period of registration: Saturday, 14 th August, 2021 (9:00 a.m. IST) upto Monday, 16 th August, 2021 (3:00 p.m. IST). |
| 3 | Link for remote e-voting | https://evoting.kfintech.com |
| 4 | Username and password for VC | Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions provided in this Notice for further information. |
| 5 | Helpline number for VC participation and e-voting | Contact KFin Technologies Private Limited at 1800 309 4001 or write to them at emeetings@kfintech.com Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |
| 6 | Cut-off date for e-voting | Wednesday, 11 th August, 2021 |
| 7 | Time period for remote e-voting | Commences on Saturday, 14 th August, 2021 (9:00 a.m. IST) and ends on Tuesday, 17 th August, 2021 (5:00 p.m. IST). |
| 8 | Book closure dates | Wednesday, 4 th August, 2021 to Wednesday, 18 th August, 2021 (both days inclusive) |
| 9 | Link for Members to update e-mail address | https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx |
| 10 | Last date for publishing results of the e-voting | 20 th August, 2021 |
| 11 | Registrar and Transfer Agent-contact details | KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032. Tel: 1800 309 4001. Website: www.kfintech.com |
| 12 | UltraTech Cement Limited – contact details | 'B Wing', Ahura Centre, 2 nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093. Email: agmutcl21@adityabirla.com |