

ADITYA BIRLA



UltraTech

UltraTech Cement Limited

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

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

CIN: L26940MH2000PLC128420

NOTICE

NOTICE is hereby given that the Twenty-Third Annual General Meeting of **UltraTech Cement Limited** will be held on Friday, 11th August, 2023 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 Standalone Financial Statements for the financial year ended 31st March, 2023 and the Reports of Directors' and Auditors' thereon.
- the Audited Consolidated Financial Statements for the financial year ended 31st March, 2023 and the Reports of Auditors' thereon.

Item no. 2:

Declaration of Dividend

To declare dividend on equity shares for the financial year ended 31st March, 2023.

SPECIAL BUSINESS

Item no.3:

Appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995) who retires from office by rotation, and being eligible, offers herself for re-appointment and continuation in office

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and

Qualification of Directors) Rules, 2014, Articles of Association of the Company and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mrs. Rajashree Birla (DIN: 00022995), Non-Executive Director who has attained the age of 75 (seventy-five) years and retires from office by rotation and being eligible, offers herself for re-appointment and continuation as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 4:

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, 2024

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, 2024 be paid the remuneration as set out below:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai - ₹ 20,00,000/- (rupees twenty lakhs only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad - ₹ 21,50,000/- (rupees twenty-one lakhs fifty-thousand 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. 5:

Alteration of Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the provisions of Regulation 23(6) of the

Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021, as amended, and subject to such other requisite approvals, if any, as may be required, approval of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company by addition of the following new clause 122A providing for appointment of a person nominated by the debenture trustee(s) as a director on its Board:

“122A: To appoint a nominee director on the Board of the Company at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee(s) in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.’

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

By Order of the Board



Sanjeeb Kumar Chatterjee
Company Secretary
FCS 4533

Place: Mumbai

Date: 28th April, 2023

NOTES:

1. **An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Item nos. 3 to 5 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 3 to 5 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 Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) of person seeking appointment / re-appointment as Director is also annexed.**
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India (“SEBI”) (“the Circulars”), companies are allowed to hold Annual General Meeting (“AGM”) through video conference/other audio visual means (“VC/OAVM”) upto 30th September, 2023, without the physical presence of the Members at a common venue. Hence, in compliance with the 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 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 Secretarial 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 and Sweat Equity) Regulations, 2021, 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 AGM, i.e. Friday, 11th August, 2023. Members seeking inspection of the aforementioned documents can send an email to agmutcl23@adityabirla.com with the subject line “**UltraTech Cement Limited 23rd 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 23rd 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), and M/s. KKC & Associates LLP (formerly known as Khimji Kunverji & Co. LLP), Chartered Accountants, Mumbai (Registration No.: 105146W/W100621) as the Statutory Auditors 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 at <https://www.ultratechcement.com/investors/financials>, the website of KFin at <https://evoting.kfintech.com> and also on those of the BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com.
12. Members who have still not registered their email IDs 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) (“DP”).
 - 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 agmutcl23@adityabirla.com or ultratech.ris@kfintech.com or einward.ris@kfintech.com or by logging into <https://ris.kfintech.com/clientservices/mobileereg/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, MS Edge or Mozilla Firefox.

Please note that participants connecting from mobile devices or tablets or through laptops connected 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. Friday, 4th August, 2023 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> by clicking on “Speaker Registration” during the period from Monday, 7th August, 2023 (9:00 a.m. IST) upto Wednesday, 9th August, 2023 (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 open at 9:00 a.m. (IST) from Monday, 7th August, 2023 and will close at 3:00 p.m. (IST) on Wednesday, 9th August, 2023.

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 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 Vice President - Corporate Registry or Mr. Satish Poojary, Senior 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 Tuesday, 8th August, 2023 (9:00 a.m. IST) and ends on Thursday, 10th August, 2023 (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. Friday, 4th August, 2023 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 on the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.
26. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / DPs.
27. Individual Members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP") i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.
28. The process and manner for remote e-voting and joining and voting at the AGM are explained below:
- A. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - B. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.
 - C. Access to join the AGM on KFin system and to participate and vote thereat.

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

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:
	i. Visit the e-services website of NSDL https://eservices.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.
	vii. 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
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.	

Type of Member	Login Method	
	iii.	After successful registration, please follow the steps given in point no. 1 above to cast your vote.
	3.	Alternatively, by directly accessing the e-voting website of CDSL
	i.	Visit www.cdslindia.com
	ii.	Provide demat account number and PAN
	iii.	System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.
	iv.	After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. '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.: (022) 4886 7000 or (022) 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

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 IDs 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 Friday, 4th August, 2023 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>XXXX1234567890
- 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.
- III. The Board of Directors has appointed Mr. B. Narasimhan, Proprietor, BN & Associates, Company Secretaries or failing him, Mr. Anish Gupta, Partner, VKMG & Associates LLP, Company Secretaries as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
- IV. 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.
- V. The results declared along with the Scrutinizer's report will be forwarded to BSE Limited and National Stock Exchange of India Limited, and be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. www.ultratechcement.com and that of KFin viz. <https://evoting.kfintech.com>.
- VI. 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 Friday, 28th July, 2023 to Friday, 11th August, 2023 (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 Monday, 14th August, 2023 to those Members, whose names are registered in the Company's Register of Members:
- as Beneficial Owners as at the end of business on Thursday, 27th July, 2023 as per the lists to be furnished by NSDL and CDSL in respect of the shares held in electronic form, and
 - 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 Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddy, Telangana, India - 500 032 on Thursday, 27th July, 2023.

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 National Automated Clearing House ("NACH").

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 warrant 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. 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 NACH/NEFT.

To receive the dividend without any delay, Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR - 1' along with the original cancelled cheque bearing the name of the Member to KFin/ Company to update their bank account details.

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

Members holding shares in physical form are requested to download the required ISR Forms from the following weblink <https://www.ultratechcement.com/investors/useful-information#csn> 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 specifies companies to use any of the approved electronic payment facility such as NACH/NEFT 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.

DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

33. 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.

34. 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 Monday, 5th June, 2023 is available on the following weblink <https://www.ultratechcement.com/investors/useful-information>. Members are requested to refer to the same for further details.

UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:

35. Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2014-2015 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.
36. 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 2014-15 to the IEPF Suspense Account, after providing necessary intimations to the relevant Members.
37. Details of unpaid / unclaimed dividend and equity shares for the financial year 2014-15 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.
38. In terms of the provisions of Section 124(5) of the Act, dividend for the Financial Year 2015-16 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of seven consecutive 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.

39. Members, who have so far not encashed their dividend relating to the financial year 2015-16 are requested to do so by 15th July, 2023 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:

40. 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.

41. 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.

42. 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
- ISR-1 form for updating KYC
- ISR-2 form for signature updation
- SH-13 form nomination registration
- ISR-3 form nomination opt-out registration
- ISR-4 form for issue of duplicate certificate and other service requests

Upon receipt of the above documents, the Company will consolidate the holdings and issue Letter of Confirmation ("LOC") for dematerialization of shares through DP.

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

43. 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. However, as per SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, the Company / RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC.

44. 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/useful-information#csn>. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

45. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021. Reminders were sent to all shareholders holding shares in physical form on 16th March, 2023. The aforesaid communication is also intimated to the stock exchanges and available on the website of the Company. Members holding shares in physical form are requested to go through the said communication under the following the weblink at <https://www.ultratechcement.com/investors/common-and-simplified-norms-for-processing-investors-service-request-by-rtas>.

46. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the following weblink at <https://www.ultratechcement.com/investors/common-and-simplified-norms-for-processing-investors-service-request-by-rtas>
47. 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. 3:

Appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995) who retires from office by rotation, and being eligible, offers herself for re-appointment and continuation in office

At the AGM held on 12th August, 2020, Members had approved the re-appointment of Mrs. Rajashree Birla (DIN: 00022995) as director retiring by rotation as well as continuation in office, having attained the age of 75 years in September 2020.

In terms of the provisions of the Companies Act, 2013, Mrs. Rajashree Birla, is liable to retire by rotation at the ensuing AGM, and being eligible, offers herself for re-appointment. Approval of the Members is accordingly sought for her re-appointment as well as continuation in office, in terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Rajashree Birla is an exemplar in the area of community initiatives and rural development. Mrs. Birla spearheads

the Aditya Birla Centre for Community Initiatives and Rural Development, the Aditya Birla Group ("Group") apex body responsible for development projects.

She oversees the social and welfare driven work across all the Group's companies. The footprint of the Centre's work straddles over 7,000 villages, reaching out to 9 million people. The Group runs 20 hospitals. It reaches out to well over 100,000 students through its network of 52 formal schools and non-formal educational institutes. Of these, girls constitute 50%. Both its hospitals as well as schools are 'Not For Profit' institutions. Mrs. Birla is the Chairperson of the FICCI - Aditya Birla CSR Centre for Excellence, Habitat for Humanity (India) and is on the Board of the Asia Pacific Committee as well as Habitat's Global Committee.

She is the Chairperson of FICCI's first ever Expert Committee on CSR. She is on the Board of BAIF Development Research Foundation, Pune and also served on the Board of Directors of the CSR Committee of the SBI Foundation and is a Trustee of the Gujarat Vidyapith. As a patron of arts and culture, she is the President of the "Sangit Kala Kendra", a Centre for performing arts, as well as the INT-ABCPA (Indian National Theatre-Aditya Birla Centre for Performing Arts).

In recognition of the exemplary work done by Mrs. Rajashree Birla, leading national and international organisations have showered accolades upon her. Among these the most outstanding one has been that of the Government of India which bestowed the "Padma Bhushan" Award in 2011 on Mrs. Rajashree Birla in the area of "Social Work".

In recognition of Mrs. Birla's unrelenting endeavours towards polio eradication, she was honoured with the much coveted "Polio Eradication Champion" Award by the Government of India. Likewise, the "Global Golden Peacock Award for CSR" was conferred upon her by Dr. Ola Ullsten, the Former Prime Minister of Sweden in Portugal. Among other distinctive awards received by Mrs. Birla, feature the Economic Times' prestigious Award: Corporate Citizen of the Year, twice in a decade, first in 2003 and again in 2012; the All India Management Association's "Corporate Citizen of the Year Award", the IOD's "Distinguished Fellowship Award" and the "FICCI FLO Golden Laurel Award".

Apart from the Company, Mrs. Birla is a Director on the Boards of Grasim Industries Limited, Hindalco Industries Limited, Century Textiles and Industries Limited, Century Enka Limited and Pilani Investment and Industries Corporation Limited. She is also on the Board of the Group's international companies spanning Thailand, Indonesia, Philippines and Egypt. Over the years Mrs. Rajashree Birla has acquired a deep knowledge of the working of the Company.

Based on the recommendation of the Nomination, Remuneration and Compensation Committee and considering Mrs. Birla's seniority, expertise and vast experience, which has immensely benefited the Company, and also that she continues to be physically fit and in good health, the Board of Directors considered and approved re-appointment and continuation of Mrs. Birla as a Non-Executive Director of the Company, liable to retire by rotation.

None of the Directors, Key Managerial Personnel and their relatives, other than Mrs. Birla and Mr. Kumar Mangalam Birla and their relatives, are in any way, concerned or interested in the said resolution.

The Board accordingly recommends the resolution set out at item no. 3 of this Notice for your approval.

Item no. 4:

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, 2024

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, 2024 as per the following details:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai - ₹ 20,00,000/- (rupees twenty lakhs only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad - ₹ 21,50,000/- (rupees twenty-one lakhs fifty thousand 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 must 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

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:

Alteration of Articles of Association of the Company

The Securities and Exchange Board of India has by circular dated 2nd February, 2023 issued the Securities and Exchange Board of India (Issue And Listing of Non-Convertible Securities) (Amendment) Regulations, 2023, carrying out certain amendments to the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

The amendments, among others provide that in cases where the issuer of non-convertible securities is a company, the Articles of Association should provide for appointment of a nominee director on the Board of the company at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

Entities whose debt securities are listed on the stock exchanges are mandated to amend their Articles of Association on or before 30th September, 2023, so as to include the aforesaid.

The Company's debt securities being listed on the National Stock Exchange of India Limited, will have to amend the Articles of Association in compliance with the above amendments.

Accordingly, consent of the Members is sought to amend the Articles of Association by addition of new Article 122A, providing for appointment of a person nominated by the debenture trustee(s) as a director on its Board.

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. 5 of this Notice for your approval.

By Order of the Board



Sanjeeb Kumar Chatterjee
Company Secretary
FCS 4533

Place: Mumbai
Date: 28th April, 2023

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

Name of Director	Mrs. Rajashree Birla
Brief Resume	<i>Please refer to the Explanatory Statement forming part of this Notice.</i>
Date of Birth / Age	15 th September, 1945/78 years
Date of First Appointment	14 th May, 2004
Expertise in specific functional area	Industrialist
Qualification	BA
Terms & Conditions of re-appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn(sitting fees and commission)	₹ 595.70 Lakhs
Remuneration proposed to be paid	Sitting fees and Commission as approved
Shareholding in the Company	41,701 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mother of Mr. Kumar Mangalam Birla
No. of Board meetings held and attended during FY23	5 out of 6
List of listed entity from which she has resigned as a Director in the past three years	NIL
Names of other public limited companies in which directorships held	<ol style="list-style-type: none"> 1. Century Enka Limited 2. Century Textiles and Industries Limited 3. Hindalco Industries Limited 4. Grasim Industries Limited 5. Pilani Investment and Industries Corporation 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

Note: 1) 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 click 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 click on “post your queries” / “Speaker registration” as the case may be. Period of registration: Monday, 7 th August, 2023 (9:00 a.m. IST) upto Wednesday, 9 th August, 2023 (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 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.: (022) 4886 7000 or (022) 2499 7000 Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
6.	Cut-off date for e-voting	Friday, 4 th August, 2023
7.	Time period for remote e-voting	Commences on Tuesday, 8 th August, 2023 (9:00 a.m. IST) and ends on Thursday, 10 th August, 2023 (5:00 p.m. IST)
8.	Book closure dates	Friday, 28 th July, 2023 to Friday, 11 th August, 2023 (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	13 th August, 2023
11.	Registrar and Transfer Agent contact details	KFin Technologies Limited Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddy, Telangana, India – 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: agmutcl23@adityabirla.com