



CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON 28TH APRIL, 2023

"RESOLVED THAT the Scheme of Amalgamation of UltraTech Nathdwara Cement Limited, Swiss Merchandise Infrastructure Limited and Merit Plaza Limited ("Transferor Companies") with UltraTech Cement Limited ("Transferee Company" or "Company") pursuant to Sections 230 and 232 of the Companies Act, 2013 (hereinafter referred to as "Scheme" or "Scheme of Amalgamation") with effect from 1st April, 2023 ("Appointed Date"), as per draft placed before the meeting and signed by the Company Secretary for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the report of the Board u/s 232(2)(c) of the Companies Act, 2013 on the effect of the Scheme on shareholders and other persons stated therein, as per draft placed before the meeting and signed by the Company Secretary for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT any one of the following viz. Mr. Kailash Chandra Jhanwar, Managing Director; Mr. Atul Daga, Whole-time Director & CFO; Mr. Mukesh B. Agarwal, Executive President; Mr. Saurabh Chakravarty, Joint Executive President; Mr. Rajiv Pradhan, Joint President – Head Taxation; Mr. Sanjeeb Kumar Chatterjee, Company Secretary and Mr. Ajit Raj Ostwal, Joint President be and are hereby, severally, authorised to take all necessary steps in terms of the Scheme or in connection therewith, including but not limited to the following:

- (a) finalise and settle the draft Scheme and assent to such alterations, conditions and modifications, if any, to the Scheme as may be prescribed or imposed by the Hon'ble National Company Law Tribunal at Kolkata and/or Mumbai ("Tribunal" or "NCLT"), as the case may be, and/or any Statutory/Regulatory Authorities or as they may consider necessary, incidental, proper or desirable to give effect to the Scheme;
- (b) to make necessary application(s) and petition(s) to the Hon'ble NCLT for the purpose of obtaining their sanctions and approvals to the Scheme, if and to the extent required;
- (c) to file the Scheme with the Stock Exchanges;
- (d) to make applications to various other Statutory / Regulatory authorities, as may be required for the purpose of sanction and/or implementation of the Scheme and to make such disclosures to governmental or regulatory authorities as may be required for the purpose;
- (e) suitably inform, apply and/or make representation(s) before the Central and/or State Government(s) and/or local authorities in connection with the Scheme, as may be required, including but not limited to Department of Mines & Geology, Customs authorities, Excise authorities, Income Tax authorities, Sales Tax authorities, Goods and Service Tax authorities, Employees' State Insurance and Provident Fund authorities, Telephone authorities, Electricity authorities, Postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit all applications, letters, forms, returns, memoranda, undertakings, disclosures, declarations, deeds or documents and to take all steps and actions from time to time as may be required in this regard;



Signature

UltraTech Cement Limited

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

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- (f) make, sign and submit application(s) with various government, statutory and regulatory authorities, at both central and state (including local and district) levels, including mining authorities, Ministry of Environment and Forests/environment authorities, labour law authorities, revenue authorities (both central and state levels) and concerned District Collector(s) and/or any other central or state government authority or body or agency or undertaking, if and to the extent required, for transfer of mines and/or mining leases, letter of intents, prospecting licenses, environment clearances and other permissions and licenses and/or recording therein of the name of the Transferee Company in place of the Transferor Companies, pursuant to and in accordance with the Scheme;
- (g) obtain the approval and/or consents to the Scheme of the shareholders, lenders of the Company, banks, financial institutions and other creditors of the company if and to the extent required;
- (h) to engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars, scrutinizers (for conducting voting at general meeting) or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalise their fees, terms and conditions of their appointment, issue appointment/engagement letter(s) to the said agencies and/or enter into an agreement with such agencies and furnish all such information and documents as may be required by such agencies;
- (i) to verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record, *inter alia*, deeds, advertisements, announcements, disclosures, declarations, instruments, vakalatnamas, applications, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws/regulations and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the Scheme;
- (j) to file requisite form(s), resolution(s), document(s), etc., with the relevant Registrar of Companies in connection with the Scheme;
- (k) to finalise and approve notice of meeting of shareholders, creditors along with the explanatory statement thereto, if required to be issued;
- (l) authorize the officers of the Company and/or any other persons to discuss, negotiate, finalize, execute, sign, submit and file all required documents, deeds of assignment/ conveyance and any other deeds, documents, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in connection with the above resolutions without any further approval of the Board;
- (m) assent to such modification(s) to the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Hon'ble Tribunal and/or any other Statutory/Regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material modification in the said Scheme as approved in this meeting;

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- (n) settle any question or difficulty arising under the Scheme or with regard to the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law); and
- (o) to act as the representative of the Company at any meeting(s) of shareholders or creditors of UltraTech Nathdwara Cement Limited, Swiss Merchandise Infrastructure Limited and Merit Plaza Limited, as the case may be, under Section 230/232 of the Companies Act, 2013 and to attend and vote on behalf of the Company at such meeting(s) and/or any adjournment thereof and to exercise all rights and powers on behalf of the Company in respect of such meeting(s) and/or any adjournment thereof as the Company could exercise if it were an individual shareholder and/or creditor of UltraTech Nathdwara Cement Limited, Swiss Merchandise Infrastructure Limited and Merit Plaza Limited, as the case may be, as provided by Section 113(2) of the Companies Act, 2013 and to consent on behalf of the Company to dispensation of convening and holding of any such meeting(s) for approving the said Scheme of Amalgamation and confirming approval of the Company to the same in writing by letter, affidavit or otherwise, as may be necessary, desirable or expedient.
- (p) sign, execute and deliver such other deeds and documents and do such other acts, matters, deeds and things as may be necessary, proper, expedient or desirable in connection with or incidental to giving effect to the Scheme and this resolution.

RESOLVED FURTHER THAT any action already taken by the abovementioned directors and / or officers of the Company in relation to appointment of advisors, consultants, advocates, valuers, auditors, accountants, and such other entity(ies) be and is hereby ratified.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed on the documents, agreements, and any other documents, if required, in the presence of any two directors of the Company or anyone director together with anyone of the officers mentioned above, or any two of the abovementioned officers of the Company, who shall sign the same in token thereof.

RESOLVED FURTHER THAT the Common Seal of the Company be sent to any other State(s), if so required, to facilitate execution of documents, papers in connection with the Scheme.

RESOLVED FURTHER THAT copies of the foregoing resolution(s) certified to be true copies by anyone Director or the Company Secretary or anyone of the abovementioned officers of the Company be furnished to all concerned as may be necessary.”

For UltraTech Cement Limited

Sanjeeb Kumar Chatterjee
Company Secretary



UltraTech Cement Limited