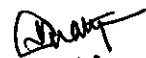


## Report on Corporate Governance

Name of the Company : UltraTech Cement Limited

| Particulars                                                              | Clause of Listing Agreement | Compliance Status Yes/No | Remarks                                                                                                             |
|--------------------------------------------------------------------------|-----------------------------|--------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>I. Board of Directors</b>                                             | 49 I                        |                          |                                                                                                                     |
| A. Composition of Board                                                  | 49 (I A)                    | Yes                      | Steps being taken for filling vacancy arising on resignation of independent director on 1 <sup>st</sup> July, 2013. |
| B. Non-executive Directors' Compensation & disclosures                   | 49 (I B)                    | Yes                      |                                                                                                                     |
| C. Other provisions as to Board and Committees                           | 49 (I C)                    | Yes                      |                                                                                                                     |
| D. Code of Conduct                                                       | 49 (I D)                    | Yes                      |                                                                                                                     |
| <b>II. Audit Committee</b>                                               | 49 II                       |                          |                                                                                                                     |
| A. Qualified & Independent Audit Committee                               | 49 (II A)                   | Yes                      |                                                                                                                     |
| B. Meeting of Audit Committee                                            | 49 (II B)                   | Yes                      |                                                                                                                     |
| C. Powers of Audit Committee                                             | 49 (II C)                   | Yes                      |                                                                                                                     |
| D. Role of Audit Committee                                               | 49 (II D)                   | Yes                      |                                                                                                                     |
| E. Review of Information by Audit Committee                              | 49 (II E)                   | Yes                      |                                                                                                                     |
| <b>III. Subsidiary Companies</b>                                         | 49 (III)                    | Yes                      |                                                                                                                     |
| <b>IV. Disclosures</b>                                                   | 49 (IV)                     |                          |                                                                                                                     |
| A. Basis of related party transactions                                   | 49 (IV A)                   | Yes                      |                                                                                                                     |
| B. Disclosure of Accounting Treatment                                    | 49 (IV B)                   | N.A.                     |                                                                                                                     |
| C. Board Disclosures – Risk Management                                   | 49 (IV C)                   | Yes                      |                                                                                                                     |
| D. Proceeds from public issues, rights issues, preferential issues, etc. | 49 (IV D)                   | N.A.                     |                                                                                                                     |
| E. Remuneration of Directors                                             | 49 (IV E)                   | Yes                      |                                                                                                                     |
| F. Management                                                            | 49 (IV F)                   | Yes                      |                                                                                                                     |
| G. Shareholders                                                          | 49 (IV G)                   | Yes                      |                                                                                                                     |
| <b>V. CEO/ CFO Certification</b>                                         | 49 (V)                      | Yes                      |                                                                                                                     |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                     | Yes                      |                                                                                                                     |
| <b>VII. Compliance</b>                                                   | 49 (VII)                    | Yes                      |                                                                                                                     |

For UltraTech Cement Limited


S. K. Chatterjee  
Company Secretary

## Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.



- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

