

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, **Website:** www.ultratechcement.com

CIN: L26940MH2000PLC128420

NOTICE

NOTICE is hereby given that the Twenty-Fourth Annual General Meeting of UltraTech Cement Limited will be held on Wednesday, 14th August, 2024 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, 2024 and the Reports of Directors' and Auditors' thereon.
- the Audited Consolidated Financial Statements for the financial year ended 31st March, 2024 and the Reports of Auditors' thereon.

Item no. 2:

Declaration of Dividend

To declare dividend on equity shares for the year ended 31st March, 2024.

Item no. 3:

Re-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.

SPECIAL BUSINESS

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, 2025

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, 2025 be paid the remuneration as set out below:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai - ₹ 24,00,000/- (rupees twenty four lakhs only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad - ₹ 24,00,000/- (rupees twenty four 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. 5:

Appointment of Ms. Anita Ramachandran (DIN: 00118188) as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special 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 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) and the Articles of Association of the Company, Ms. Anita Ramachandran (DIN: 00118188), who was appointed as an Additional Director (Independent) of the Company, with effect from 17th July, 2024, and who holds office upto the date of this Annual General Meeting, 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 her 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 17th July, 2024 till 16th July, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board 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. Anjani Kumar Agrawal (DIN: 08579812) as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special 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 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) and the Articles of Association of the Company, Mr. Anjani Kumar

Agrawal (DIN: 08579812), who was appointed as an Additional Director (Independent) of the Company, with effect from 17th July, 2024, and who holds office upto the date of this Annual General Meeting, 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 17th July, 2024 till 16th July, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board 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:

Appointment of Mr. Vivek Agrawal (DIN: 10599212) as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vivek Agrawal (DIN: 10599212), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 9th June, 2024 and who holds office up to the date of this Annual General Meeting 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 a Director of the Company.”

Item no. 8:

Appointment of Mr. Vivek Agrawal (DIN: 10599212) as Whole-time Director and Chief Marketing 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 appointment of Mr. Vivek Agrawal (DIN: 10599212) as Whole-time Director and Chief Marketing 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. Agrawal in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

With effect from 9th June, 2024 to 31st December, 2026 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

- i. Basic Salary: ₹ 13,11,750/- (rupees thirteen lakhs eleven thousand seven hundred and fifty only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 19,00,000/- (rupees nineteen lakhs only) per month as Basic Salary.
- ii. Special Allowance: ₹ 14,70,619 (rupees fourteen lakhs seventy thousand six hundred and nineteen only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 21,00,000/- (rupees twenty-one 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 ₹ 5,00,00,000/- (rupees five crores only) per annum.
- iv. Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted / Performance 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, considering the above, subject to a maximum target opportunity of ₹ 5,00,00,000/- (rupees five crores only) per annum.

C. Perquisites:

- i. Housing: Company provided (furnished / unfurnished) accommodation and/or HRA in lieu of Company provided accommodation as per the Company's Policy.
- ii. House Maintenance: Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy.
- iii. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per the Company's policy.
- iv. Travel Expenses: Travel Expenses for self-accordance with the Company's Policy.
- v. Car: Two cars for use of Company's Business as per the Company's policy.
- vi. Club Membership: Fees of two Corporate Club in India (including admission and annual membership fee).
- vii. Other Expenses: Entertainment, travelling and all other expenses incurred for the business of the Company as per the Company's Policy.
- viii. Retirement Benefits: Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme and Gratuity as per the Company's Policy.
- ix. Other Benefits: Leave and related benefits, Life Insurance, Personal Accident Insurance as per the Company's Policy.
- x. 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 from time to time decide.

- xi. Other Retirement Benefits: Any other one time / periodic / cash or non-cash benefits as may be decided by the Board at the time of retirement.

Any revision / change in allowance / perquisites relating to Company provided furnished / unfurnished accommodation and /or HRA in lieu of Company provided accommodation / car or other allowances / perquisites, will be adjusted from the existing special allowance, subject to the ceiling as approved by the shareholders and as per the Company's policy.

- D. In case Mr. Agrawal is elevated to the next higher level of the Company, the allowances, perquisites and benefits applicable to that level, will also apply to him. Annual remuneration review is effective 1st July each year, as per policy of the Company.
- E. Subject as aforesaid, the Whole-time Director and Chief Marketing Officer shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation, and other like benefits, if any, the service of Mr. Agrawal, Whole-time Director and Chief Marketing Officer will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- G. 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 made thereunder, read with Schedule V of the said 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.
- H. 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. Agrawal in accordance with the applicable provisions of the Act read with Schedule V.
- I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Whole-time Director and Chief Marketing Officer during the tenure of his appointment.
- J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Agrawal would not be holding any office or place

of profit by his being a mere Director of the Company's Holding / 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 Holding / Subsidiaries / Joint Ventures of the Company or companies promoted by the Aditya Birla Group.

- K. Mr. Agrawal shall not be subject to retirement by rotation during his tenure as the Whole-time Director and Chief Marketing Officer of the Company. So long as Mr. Agrawal functions as the Whole-time Director and Chief Marketing Officer, he shall not be paid any fees for attending the meetings of the Board or any Committees(s) thereof of the Company."

Item no. 9:

Re-appointment of Mr. Kailash Chandra Jhanwar (DIN: 01743559) as Managing Director

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 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules, if any, ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment(s) or 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. Kailash Chandra Jhanwar (DIN: 01743559) as Managing Director 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 re-appointment and remuneration of Mr. Jhanwar in the best interests of the Company and as may be permissible at law, viz.:

A. Period

2 years with effect from 1st January, 2025 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

- i. Basic Salary: ₹ 25,24,500/- (rupees twenty-five lakhs twenty-four thousand five hundred only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 37,50,000/- (rupees thirty-seven lakhs fifty thousand only) per month as Basic Salary.
- ii. Special Allowance: ₹ 26,23,643/- (rupees twenty-six lakhs twenty-three thousand six hundred and forty-three only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 37,50,000/- (rupees thirty-seven lakhs fifty thousand 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 ₹ 10,00,00,000/- (rupees ten crores only) per annum.
- iv. Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted / Performance 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, considering the above, subject to a maximum target opportunity of ₹ 7,50,00,000/- (rupees seven crores fifty lakhs only) per annum.

C. Perquisites:

- i. Housing: Company provided (furnished / unfurnished) accommodation and / or HRA in lieu of Company provided accommodation as per the Company's Policy.
- ii. House Maintenance: Reimbursement of expenses at actuals pertaining to electricity, gas, water,

telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy.

- iii. 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 the Company's policy.
- iv. Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company's policy.
- v. Car: Two cars for use of Company's Business as per the Company's policy.
- vi. Club Membership: Fees of two corporate clubs in India (including admission and annual membership fee).
- vii. Other expenses: Entertainment, travelling and all other expenses incurred for the business of the Company as per the Company's policy.
- viii. Retirement Benefits: Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme and Gratuity as per the Company's policy.
- ix. Other Benefits: Leave and related benefits, life insurance, personal accident insurance as per the Company's policy.
- x. 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 from time to time decide.
- xi. Other Retirement Benefits: Any other one time/ periodic/cash or non-cash benefits as may be decided by the Board at the time of retirement.

Annual remuneration review is effective 1st July, as per the Company's policy.

Any revision / change in allowance / perquisites relating to Company provided furnished / unfurnished accommodation and /or HRA in lieu of Company provided accommodation / car or other allowances / perquisites, will be adjusted from the existing special allowance, subject to the ceiling as approved by the shareholders and as per the Company's policy.

D. Subject as aforesaid, Mr. Jhanwar 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 services of Mr. Jhanwar, 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 Sections 197, 198 and other applicable provisions of the Act read with Schedule V of 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. Jhanwar in accordance with the applicable provisions of the Act read with Schedule V of the Act.
- H. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to Mr. Jhanwar during the tenure of his appointment.
- I. Though considering the provisions of Section 188 of the Act and the applicable Schedule of the Act,

Mr. Jhanwar 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. Jhanwar shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Jhanwar functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committees thereof of the Company."

By Order of the Board

Sanjeeb Kumar Chatterjee
Company Secretary

FCS 4533

Place: Mumbai

Date: 29th April, 2024

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of Item nos. 4 to 9 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 4 to 9 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 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. 09/2023 dated 25th September, 2023, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 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, 2024, 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. Wednesday, 14th August, 2024. Members seeking inspection of the aforementioned documents can send an email to agmutcl24@adityabirla.com with the subject line **"UltraTech Cement Limited 24th 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 24th 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 of M/s. 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 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 at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com.
12. Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:
 - **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").
 - **Physical mode** can register their email ID with the Company or KFin, for receiving the AGM Notice and Annual Report. Requests can be emailed to agmutcl24@adityabirla.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, 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 in the AGM through VC / OAVM and vote thereat.
17. Members, holding shares as on the cut-off date i.e. Wednesday, 7th August, 2024 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, 10th August, 2024 (9.00 a.m. IST) upto Monday, 12th August, 2024 (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, 12th August, 2024.

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 in 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 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 Sunday, 11th August, 2024 (9.00 a.m. IST) and ends on Tuesday, 13th August, 2024 (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, 7th August, 2024 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/ DP.
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.nsdl.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.nsdl.com for registering.
	ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp .
	iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.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.

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.: 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 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 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 Annual Report, Notice of AGM 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 demat 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, 7th August, 2024 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.
- 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, 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 the National Stock Exchange of India Limited; 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/> 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, 31st July, 2024 to Wednesday, 14th August, 2024 (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 Friday, 16th August, 2024 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, 30th July, 2024 as per the lists to be furnished by NSDL and CDSL in respect of the shares held in demat 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 Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddy, Telangana, India – 500 032 on Tuesday, 30th July, 2024.

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/corporate/investors-/useful-information> 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 demat 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 is available on the following weblink <https://>

www.ultratechcement.com/corporate/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 2015-16 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.
36. In compliance of 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 2015-16 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 2015-16 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 2016-17 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 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 2016-17, have been informed by the Company to claim the dividend and the equity shares by 15th July, 2024 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 demat, 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 to 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 for nomination registration
- ISR-3 form for 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.

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

disbursal 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 demat 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, 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 LOC in lieu of share certificate, which should be dematerialized 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/corporate/investors-/useful-information>. Members holding shares in demat 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 and also the Company has sent out reminder to all the shareholders holding shares in physical mode as per the SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 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 at <https://www.ultratechcement.com/corporate/investors-/useful-information>.

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 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/corporate/investors-/useful-information>
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.

SENIOR CITIZENS INVESTOR CELL

48. As part of our RTA's initiative to enhance the investor experience for Senior Citizens (above 60 years of age), a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. Senior Citizens wishing to avail this service can send the communication with the below details to the email id senior.citizen@kfintech.com.
49. Senior Citizens have to provide the following details :
1. ID proof showing date of birth
 2. Folio Number
 3. Company Name
 4. Nature of Grievance

50. The cell monitors the complaints received from Senior Citizens and assists them in redressing their grievances.

ONLINE PERSONAL VERIFICATION

51. In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of shareholders as well as to comply with KYC standards. Digital identity verification using biometrics and digital ID document checks, help combat frauds even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.
52. KFin has introduced an Online Personal Verification ("OPV") process, based on liveness detection and document verification.
53. Key Benefits:
- A fully digital process, only requiring internet access and a device.
 - Effectively reduces fraud for remote and unknown applicants.
 - Supports KYC requirements.
54. Here's how it works:
1. Users receive a link via email and SMS.
 2. Users record a video, take a selfie, and capture an image with their PAN card.
 3. Facial comparison ensures the user's identity matches their verified ID (PAN).
55. 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:

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, 2025

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, 2025 as per the following details:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai - ₹ 24,00,000/- (rupees twenty four lakhs only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad - ₹ 24,00,000/- (rupees twenty four 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 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, 2025.

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:

Appointment of Ms. Anita Ramachandran (DIN: 00118188) as an Independent Director

The Board of Directors at their meeting held on 29th April, 2024, based on the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee"), appointed Ms. Anita Ramachandran as an Additional Director (Independent) of the Company, to hold office for a period of five consecutive years with effect from 17th July, 2024 upto 16th July, 2029, not liable to retire by rotation, subject to approval of the Members of the Company.

As an Additional Director, Ms. Ramachandran holds office till the date of this Annual General Meeting and is eligible for being appointed as an Independent Director.

Ms. Anita Ramachandran holds a master's degree in management studies from Jammalal Bajaj Institute of Management. She is a renowned Human Resource professional with deep knowledge and experience of about 40 years as a management consultant. She is also one of the first generation of women professionals to become an entrepreneur and run a highly successful HR consulting and services organisation.

Ms. Ramachandran began her career with AF Ferguson & Co. [AFF] (the KPMG network Company in India then) in 1976 as the first woman consultant of the firm. In her 19 years stint with AFF she worked across various parts of the country and in a wide range of functional areas. She was a director at the time of leaving the firm.

Ms. Ramachandran founded Cerebrus Consultants in 1995 to focus on HR advisory services, including organisation transformation. Her reputation and innovative work helped her build Cerebrus into a firm with national presence and the firm has worked with over 1000 companies in South Asia. Ms. Ramachandran is known as an authority in reward management in the country. In recent years she has been involved with several large organisations in South Asia on organisation transformation and talent management issues. Her wide general management consulting experience and insights on HR have enabled her to be a strategic advisor to many family groups. She also works with several PE firms and start-ups to mentor them through their growth journey.

Ms. Ramachandran has been an Independent Director on boards of several large companies for over 20 years.

Ms. Ramachandran supports many organisations in the social sector through pro-bono professional work and remains deeply committed to work with women. She was former Chairperson of TIE Women.

Key skills, expertise and competencies of Ms. Ramachandran are as follows: Financial Literacy; Human Resource Development; Corporate Governance Legal & Compliance and General Management.

In the opinion of the Board, Ms. Ramachandran fulfils the conditions for her appointment as Independent Director as specified in the Companies Act, 2013 ("Act"), the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Ramachandran is independent of the management. Considering her vast experience and qualifications, the Board is of the opinion that Ms. Ramachandran's appointment as an Independent Director is in the best interest of and beneficial to the Company.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, proposing the appointment of Ms. Ramachandran as a Director of the Company.

Ms. Ramachandran has consented to act as a Director of the Company, if appointed. She has submitted a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has received a declaration from Ms. Ramachandran that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, Ms. Ramachandran has confirmed that her name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

In terms of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure to this Notice.

Ms. Ramachandran shall be paid remuneration by way of fees 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/board-of-directors>.

Ms. Ramachandran is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Ms. Ramachandran and her relatives, 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. Anjani Kumar Agrawal (DIN: 08579812) as an Independent Director

The Board of Directors at their meeting held on 29th April, 2024, based on the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC

Committee"), appointed Mr. Anjani Kumar Agrawal as an Additional Director (Independent) of the Company, to hold office for a period of five consecutive years with effect from 17th July, 2024 upto 16th July, 2029, not liable to retire by rotation, subject to approval of the Members of the Company.

As an Additional Director, Mr. Agrawal holds office till the date of this Annual General Meeting and is eligible for being appointed as an Independent Director.

Mr. Anjani Agrawal is a Chartered Accountant, Certified Internal Auditor (Institute of Internal Auditors, USA), and has done Advance Business Strategy (INSEAD), Business Sustainability Management (CISL, Cambridge UK).

Starting as Audit Partner with EY, he handled transactions and valuations, before setting up EY's Advisory practice in India. With more than 40 years' experience, of which 26 years as partner at EY, he has worked across most industry verticals.

At EY, Mr. Agrawal led several advisory engagements that included sector strategy, market opportunity and growth strategy, enterprise risk management, performance improvement, supply chain management, enterprise intelligence, BPR, data analytics, internal audits transformation, cost reduction, SOPs, Large IT transformation programs, and other areas of advisory. Mr. Agrawal retired from EY in 2019 as the firm's Global sector leader (Metals) and Global Client Service Partner for some of the largest conglomerates.

Mr. Agrawal has been National Committee Member and speaker at National Industry Associations like CII, FICCI, FIMI, ICC, IIA, IMC etc., guest faculty at ISB, SDA Bocconi and other business schools and Institute of Directors. He has worked with the Central Government, NITI Aayog on Policy making and strategy, PM Trophy etc.

Apart from being a director in several public listed companies, Mr. Agrawal is also Founder of a Board Advisory firm focusing on strategy, governance, ESG and long-term value. His areas of expertise and interests include corporate governance, strategic risk management, sustainability strategy, transformation of governance, risk and controls, sustainability reporting, policy frameworks etc.

He is also involved with the social entrepreneurship development space and impact investing in India. Mr. Agrawal is also currently on the advisory panel of social sector NGOs focused on tribal / rural area development, women empowerment, child education and culture.

Key skills, expertise and competencies of Mr. Anjani Kumar Agrawal are as follows: Corporate Governance; Financial Literacy; Strategic Risk Management; Sustainability strategy and Policy frameworks.

In the opinion of the Board, Mr. Agrawal fulfils the conditions for his appointment as Independent Director as specified in the Companies Act, 2013 ("Act"), the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Agrawal is independent of the management. Considering his vast experience and qualifications, the Board is of the opinion that Mr. Agrawal's appointment as an Independent Director is in the best interest of and beneficial to the Company.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, proposing the appointment of Mr. Agrawal as a Director of the Company.

Mr. Agrawal has consented to act as a Director of the Company, if appointed. He has submitted a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has received a declaration from Mr. Agrawal that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, Mr. Agrawal has confirmed that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

In terms of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure to this Notice.

Mr. Agrawal shall be paid remuneration by way of fees 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/board-of-directors>.

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

None of the Directors, Key Managerial Personnel or their relatives except Mr. Agrawal 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 nos. 7 and 8:

Appointment of Mr. Vivek Agrawal (DIN: 10599212) as Whole-time Director and Chief Marketing Officer

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, Mr. Vivek Agrawal (DIN: 10599212) was appointed as an Additional Director on the Board of the Company with effect from 9th June, 2024 to hold office up to the date of the Annual General Meeting. He was also appointed as the Whole-time Director and Chief Marketing Officer of the Company with effect from 9th June, 2024, subject to approval of the Members.

Mr. Vivek Agrawal is currently Business Head - Chief Marketing and has served the cement business of the Aditya Birla Group for over 30 years. He joined the Group in 1993 as a Zonal Manager in the Cement Marketing Division and went on to hold important positions such as Zonal Head – Grey Cement South; Head, Marketing – Birla White and Head – RMC Business, holding several critical positions.

He took over as the CEO of the acquired entity Star Cement in 2010 and took on the role of Chief Marketing Officer of the Company in October 2013. He was named an Aditya Birla Fellow in 2017 and was a recipient of the Chairman's Outstanding Leader Award in 2019. He has previously worked with Tata Motors before joining the Company. He is a B.E.(Hons.) from NIT Allahabad and MBA from FMS, Delhi. He has done his Advanced Management Program (AMP) from Wharton Business School.

Key skills, expertise and competencies of Mr. Agrawal are as follows: Industry Knowledge; Innovation, Technology and Digitisation; Marketing; Strategic Expertise; Risk Management; Sustainability and General Management.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, proposing the appointment of Mr. Vivek Agrawal as a Director of the Company. The Company has also received consent from Mr. Vivek Agrawal to act as a Director of the Company, if appointed, along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Agrawal confirming that his name does not appear in the list of wilful defaulters issued by Reserve Bank of India.

In terms of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite

information, as required, forms part of the Annexure to this Notice.

Mr. Agrawal is not related to any other Director or Key Managerial Personnel of the Company.

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

The Board accordingly recommends the resolutions set out at item nos. 7 and 8 of this Notice for your approval.

Item no. 9:

Re-appointment of Mr. Kailash Chandra Jhanwar (DIN: 01743559) as Managing Director

Mr. K. C. Jhanwar (DIN: 01743559) was re-appointed as Managing Director of the Company with for a period of 2 years with effect from 1st January, 2023.

The Board of Directors, based on the recommendation of the Nomination, Remuneration and Compensation Committee, at its meeting held on 29th April, 2024 and considering the experience of Mr. Jhanwar and his contribution during his earlier stint as Managing Director and given the various expansion projects in the pipe-line, which required an element of continuity at the helm of affairs, decided to recommend to the Members the re-appointment of Mr. Jhanwar as Managing Director of the Company for a further period of 2 years with effect from 1st January, 2025. He will also continue to be a Key Managerial Personnel of the Company.

Mr. K. C. Jhanwar is a chartered accountant with over 43 years' experience, 42 of them with the Group. He has held various roles in finance, operations and general management across the cement and chemicals business of the Group with high focus on value accretive growth of the business. He has helped drive disproportionate growth by increasing the scale and size of the business through organic and inorganic route, while maintaining the highest standards to make them future ready. He also has significant experience in acquisitions and integration. Mr. Jhanwar is a well-respected industry leader and is recognized as the pre-eminent voice of the cement and building materials industry in India. He has been exceptional in his networking and relationship building skills with customers and other stakeholders and has built a strong franchise for the business. He is a capable team builder and has strong people skills.

Mr. Jhanwar was honoured as one of India's best CEOs for 2024 in the prestigious BT-PwC India's Best CEOs rankings. This year's Best CEO List is a line-up of the country's sharpest

and most effective business leaders who have guided their companies through choppy waters and remained resilient in the wake of unforeseen challenges. Mr. Jhanwar has led the sustainability agenda for UltraTech. He has been an active advocate of the sustainability agenda through industry bodies like, Global Cement & Concrete association (GCCA), Cement Manufacturing Association (CMA), the Confederation of Indian Industry (CII) and Federation of Indian Chambers of Commerce and Industry (FICCI) among several others. Under his leadership, UltraTech has achieved key sustainability milestones like SBTi validation of its GHG emission reduction targets and adoption of Internal Carbon Price (ICP). Under his stewardship the Company has become both water positive and plastic negative in its operations. UltraTech has the distinction of being the first Company from India and the second in Asia to issue Sustainability linked Bonds (SLB), a resounding endorsement of the progress made by the Company on its sustainability agenda.

The remuneration and other terms and conditions of Mr. Jhanwar's re-appointment as Managing Director as set out in the resolution is subject to your approval.

Mr. Jhanwar is a member of the Company's Corporate Social Responsibility, Stakeholders' Relationship Committee and Risk Management and Sustainability Committee. Other details required to be disclosed in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS 2) are provided in the Annexure to this Notice.

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

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Jhanwar 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. 9 of this Notice for your approval.

By Order of the Board

Sanjeeb Kumar Chatterjee
Company Secretary
FCS 4533

Place: Mumbai

Date: 29th April, 2024

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

Name of Director	Mr. Kumar Mangalam Birla
DIN	00012813
Brief Resume	<p>Mr. Kumar Mangalam Birla is the Chairman of the Board of Directors of your Company and the Chairman of Aditya Birla Group (“Group”), which operates in 36 countries across six continents. He is a chartered accountant and holds an MBA degree from the London Business School.</p> <p>Mr. Birla chairs the Boards of all major Group companies in India and globally. In the 28 years that he has been at the helm of the Group, he has accelerated growth, built meritocracy, and enhanced stakeholder value. In the process he has raised the Group’s turnover by over 30 times.</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 Directors of the Reserve Bank of India. He was Chairman of the Advisory Committee constituted by the Ministry of Company Affairs and also served on the Prime Minister of India’s Advisory Council on Trade and Industry. As the Chairman of the Securities Exchange Board of India Committee on Corporate Governance, he framed the first- ever governance.</p> <p>Please refer to the Report on Corporate Governance forming part of the Integrated and Sustainability Report for more details.</p>
Date of Birth / Age	14 th June, 1967 / 57 years
Date of First Appointment	14 th May, 2004
Expertise in specific functional area and experience	Please refer to the Report on Corporate Governance forming part of the Integrated and Sustainability Report.
Qualification	Chartered Accountant, MBA
Terms and conditions of re-appointment, details of remuneration sought to be paid and the remuneration last drawn	Terms and Conditions of re-appointment and proposed remuneration are as per the Executive Remuneration Philosophy / Policy of the Company forming part of the Integrated and Sustainability Report. Sitting fees of ₹ 4,30,000 was paid for FY 2023-24.
Shareholding in the Company	1,90,360 Equity shares
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 FY24	7 out of 7
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 Insurance Company Limited 4. Century Textiles and Industries Limited 5. Grasim Industries Limited 6. Hindalco Industries Limited 7. Vodafone Idea Limited
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director	Nil
Listed entities in which the Director has resigned in past three years	Aditya Birla Sun Life AMC Limited

Note: 1) Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders’ Relationship Committee have been considered.

Name of Director	Ms. Anita Ramachandran
DIN	00118188
Brief Resume	Ms. Anita Ramachandran holds a master's degree in management studies from Jamnalal Bajaj Institute of Management. She is a renowned Human Resource professional with deep knowledge and experience of about 40 years as a management consultant. She is also one of the first generation of women professionals to become an entrepreneur and run a highly successful HR consulting and services organisation. For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth / Age	28 th April, 1955 / 68 years
Date of First Appointment	17 th July, 2024
Expertise in specific functional area, experience, skills and capabilities required for the role as an Independent Director	Please refer to the explanatory statement forming part of this Notice.
Qualification	MBA (Finance), Jamnalal Bajaj Institute of Management Studies, Mumbai
Terms & Conditions of re-appointment	Not Liable to retire by rotation
Remuneration last drawn	Not Applicable [Appointment effective from 17 th July, 2024]
Remuneration proposed to be paid	Ms. Ramachandran shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, effective her date of appointment.
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 FY 2023-24	Not Applicable [Appointment effective from 17 th July, 2024]
Names of other public limited companies in which directorships held	<ol style="list-style-type: none"> 1. Aragen Life Sciences Limited 2. Godrej and Boyce Manufacturing Company Limited 3. Blue Star Limited 4. FSN E-Commerce Ventures Limited 5. Ujjivan Small Finance Bank Limited 6. Happiest Minds Technologies Limited 7. Metropolis Healthcare Limited 8. Grasim Industries Limited 9. Aditya Birla Housing Finance Limited

Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director	<p>Audit Committee:</p> <ol style="list-style-type: none"> 1. FSN E-Commerce Ventures Limited 2. Happiest Minds Technologies Limited 3. Metropolis Healthcare Limited 4. Aragen Life Sciences Limited 5. Godrej And Boyce Manufacturing Company Limited 6. Aditya Birla Housing Finance Limited <p>Stakeholders Relationship Committee:</p> <ol style="list-style-type: none"> 1. Happiest Minds Technologies Limited (Chairperson) 2. Grasim Industries Limited (Chairperson) 3. Godrej And Boyce Manufacturing Company Limited (Chairperson) 4. Aditya Birla Housing Finance Limited (Chairperson)
Listed entities in which the Director has resigned in past three years	<ol style="list-style-type: none"> 1. Rane (Madras) Limited 2. Utkarsh Small Finance Bank Limited

Note: 1) Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

Name of Director	Mr. Anjani Kumar Agrawal
DIN	08579812
Brief Resume	Mr. Anjani Agrawal is a Chartered Accountant, Certified Internal Auditor (Institute of Internal Auditors, USA), and has done Advance Business Strategy (INSEAD), Business Sustainability Management (CISL, Cambridge UK). Starting as Audit Partner with EY, he handled transactions and valuations, before setting up EY's Advisory practice in India. With more than 40 years' experience, of which 26 years as partner at EY, he has worked across most industry verticals. For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth / Age	18 th July, 1958 / 65 years
Date of First Appointment	17 th July, 2024
Expertise in specific functional area, experience, skills and capabilities required for the role as an Independent Director	Please refer to the explanatory statement forming part of this Notice.
Qualification	Chartered Accountant, CIA & INSEAD Alumuni
Terms & Conditions of re-appointment	Not Liable to retire by rotation
Remuneration last drawn	Not Applicable [Appointment effective from 17 th July, 2024]
Remuneration proposed to be paid	Mr. Agrawal shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, effective his date of appointment.
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 FY 2023-24	Not Applicable [Appointment effective from 17 th July, 2024]
Names of other public limited companies in which directorships held	<ol style="list-style-type: none"> 1. Vodafone Idea Limited 2. Firstsource Solutions Limited 3. Evonith Value Steel Limited 4. Evonith Metallics Limited 5. Emami Limited 6. Welspun Corp Limited

Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director	Audit Committee: 1. Welspun Corp Limited (Chairperson) 2. Firstsource Solutions Limited 3. Vodafone Idea Limited 4. Emami Limited 5. Evonith Value Steel Limited (Chairperson) 6. Evonith Metallics Limited (Chairperson)
Listed entities in which the Director has resigned in past three years	Hindustan Zinc Limited

Note: 1) Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered.

Name of Director	Mr. Vivek Agrawal
DIN	10599212
Brief Resume	Mr. Vivek Agrawal is currently Business Head - Chief Marketing and has served the cement business of the Aditya Birla Group for over 30 years. He joined the Group in 1993 as a Zonal Manager in the Cement Marketing Division and went on to hold important positions such as Zonal Head – Grey Cement South; Head, Marketing – Birla White and Head – RMC Business, holding several critical positions. For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth / Age	2 nd December, 1962 / 61 years
Date of First Appointment	9 th June, 2024
Expertise in specific functional areas and experience	Please refer to the explanatory statement forming part of this Notice.
Qualification	B.E.(Hons.), NIT Allahabad Master of Business Administration, FMS, Delhi Advanced Management Program (AMP), Wharton Business School.
Terms and conditions of re-appointment, details of remuneration sought to be paid and the remuneration last drawn	Terms and Conditions of appointment and proposed remuneration are as per the resolution forming part of this Notice. Remuneration of ₹ 9.35 crores was paid for FY 2023-24 in his capacity as Chief Marketing Officer.
Shareholding in the Company	8,173 Equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board meetings attended during FY 2023-24	Not Applicable [Appointment effective from 9 th June, 2024]
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	Nil
Listed entities in which the Director has resigned in past three years	Nil

Note: 1) Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

Name of Director	Mr. Kailash Chandra Jhanwar
DIN	01743559
Brief Resume	Mr. K. C. Jhanwar is a chartered accountant with over 43 years' experience, 42 of them with the Group. He has held various roles in finance, operations and general management across the cement and chemicals business of the Group with high focus on value accretive growth of the business. He has helped drive disproportionate growth by increasing the scale and size of the business through organic and inorganic route, while maintaining the highest standards to make them future ready. He also has significant experience in acquisitions and integration. Mr. Jhanwar is a well-respected industry leader and is recognized as the preeminent voice of the cement and building materials industry in India. He has been exceptional in his networking and relationship building skills with customers and other stakeholders and has built a strong franchise for the business. He is a capable team builder and has strong people skills. For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth / Age	30 th June, 1957 / 67 years
Date of First Appointment	19 th October, 2018
Expertise in specific functional areas and experience	Please refer to the explanatory statement forming part of this Notice.
Qualification	Chartered Accountant
Terms and conditions of re-appointment, details of remuneration sought to be paid and the remuneration last drawn	Terms and Conditions of appointment and proposed remuneration are as per the resolution forming part of this Notice. Remuneration of ₹ 18.68 crores was paid for FY 2023-24.
Shareholding in the Company	28,006 Equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board meetings attended during FY 2023-24	7 out of 7
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	Nil
Listed entities in which the Director has resigned in past three years	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: Saturday, 10 th August, 2024 (9.00 a.m. IST) upto Monday, 12 th August, 2024 (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 at page no. 10 of 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, 7 th August, 2024
7	Time period for remote e-voting	Commences on Sunday, 11 th August, 2024 (9.00 a.m. IST) and ends on Tuesday, 13 th August, 2024 (5.00 p.m. IST)
8	Book closure dates	Wednesday, 31 st July, 2024 to Wednesday, 14 th August, 2024 (both days inclusive)
9	Link for Members to update e-mail address	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
10	Date for publishing results of the e-voting	Friday, 16 th August, 2024
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: agmutcl24@adityabirla.com