

ADITYA BIRLA



UltraTech

UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel No.: 022-6691 7800 / 2926 7800, **Fax No.:** 022-6692 8109, **website :** www.ultratechcement.com
CIN: L26940MH2000PLC128420

NOTICE

NOTICE is hereby given that the Twenty-Second Annual General Meeting of **UltraTech Cement Limited** will be held on Wednesday, 17th August, 2022 at 3:00 p.m. (IST) through video conferencing ("VC") / other audio-visual means ("OAVM"), to transact the items of business mentioned below:

ORDINARY BUSINESS

Item no. 1:

Adoption of Audited Financial Statements

To receive, consider and adopt:

- the Audited Financial Statements for the financial year ended 31st March, 2022 and the Reports of Directors' and Auditors' thereon.
- the Audited Consolidated Financial Statements for the financial year ended 31st March, 2022 and the Reports of Auditors' thereon.

Item no. 2:

Declaration of Dividend

To declare dividend on equity shares for the year ended 31st March, 2022.

Item no. 3:

Appointment of Director

To appoint a Director in place of Mr. Krishna Kishore Maheshwari (DIN: 00017572), 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, 2023

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, 2023 be paid the remuneration as set out below:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai – ₹ 17,50,000/- (rupees seventeen lakhs fifty thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 19,00,000/- (rupees nineteen 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:

Re-appointment of Mr. Kailash Chandra Jhanwar (DIN: 01743559), 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 or modification or re-enactment 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 w.e.f. 1st January, 2023 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration

- i. Basic Salary: ₹ 21,05,417/- (rupees twenty-one lakhs five thousand four hundred and seventeen only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 33,33,333/- (rupees thirty-three lakhs thirty-three thousand three hundred and thirty-three only) per month as Basic Salary.
- ii. Special Allowance: ₹ 21,78,428/- (rupees twenty-one lakhs seventy-eight thousand four hundred and twenty-eight only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 33,33,333/- (rupees thirty-

three lakhs thirty-three thousand three hundred and thirty-three 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 ₹ 8,00,00,000/ (rupees eight crores only) per annum.
- iv. Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, 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.

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. Life Insurance: Life Insurance cover as per the Company’s policy.
- v. Accidental Insurance: Accidental insurance cover as per the Company’s policy.
- vi. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company’s policy.
- vii. Car: Two cars for use of Company’s Business as per the Company’s policy.
- viii. Other expenses: Entertainment, travelling and all other expenses incurred for the business of the Company as per the Company’s policy.

- ix. Contribution towards Provident Fund and Superannuation Fund and / or National Pension Scheme or Annuity Fund - as per the Company's policy.
- x. Gratuity and / or contribution to the Gratuity Fund of the Company - as per the Company's policy.
- xi. Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- xii. Other Benefits: Leave and related benefits as per the Company's policy.
- xiii. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.
- xiv. Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.
- xv. In case Mr. Kailash Chandra Jhanwar is elevated to the next higher level of the Company, the allowances, perquisites and benefits applicable to that level, will also apply to him.
- xvi. 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 service 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 Section 197, 198 and other applicable provisions of the Act read with Schedule V of

the Act or any statutory modifications or re-enactments 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.

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

Item no. 6:

Adoption of the UltraTech Cement Limited Employee Stock Option and Performance Stock Unit Scheme 2022

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 (" the Act") and rules made thereunder; Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; any rules, guidelines and

regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the “Applicable Laws”), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee to exercise its powers conferred by this Resolution), consent of the Members be and is hereby granted for adoption of the ‘UltraTech Cement Limited Employee Stock Option and Performance Stock Unit Scheme 2022’ (“the Scheme 2022”), the salient features of which are furnished in the explanatory statement to the Notice and the same be implemented through the UltraTech Employees Welfare Trust (“the Trust”).

RESOLVED FURTHER THAT consent be and is hereby granted to the Board to create, grant, offer and issue in one or more tranches under the Scheme 2022, at any time to or for the benefit of the employees of the Company, whether working in India or outside India, including any managing or whole-time directors of the Company, its Group Company (ies) as defined in the SEBI SBEB & SE Regulations, including holding / subsidiary or associate company (ies), such number of stock options (comprising of options and / or performance stock units, as the case may be) (the “Stock Options”) exercisable into not more than 974,000 equity shares of ₹ 10/- each (“Equity Shares”) being 0.34% of the paid-up equity share capital of the Company as on 31st March, 2022 (or such other number adjusted in terms of the Scheme 2022 as per Applicable Laws), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division or other reorganisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted

earlier. Further, the above ceiling of 0.34% i.e. 974,000 Equity Shares shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares are either sub-divided or consolidated, then the number of Equity Shares to be transferred on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the Scheme 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Scheme 2022 and determine the detailed terms and conditions of the aforementioned Scheme 2022 including but not limited to the quantum of Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and directors of the Company and its group companies, including holding / subsidiary and associate company(ies), at such time and on such terms and conditions as set out in the Scheme 2022 and as the Board may in its absolute discretion think fit, subject to Applicable Laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme 2022 at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the Scheme 2022, as it may deem fit, from time to time or to suspend, withdraw or revive the Scheme 2022 from time to time in conformity with the provisions of the Act and rules made thereunder, the SEBI SBEB & SE Regulations and other Applicable Laws, provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees who have been granted Stock Options under the Scheme 2022.”

Item no. 7:

To approve extending the benefits of the UltraTech Cement Limited Employee Stock Option and Performance Stock Unit Scheme 2022 to the employees of the group companies, including holding, subsidiary and associate companies of the Company

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder; Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the “Applicable Laws”), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee to exercise its powers conferred by this Resolution), consent of the Members be and is hereby accorded to the Board to extend the benefits and coverage of the Scheme 2022 (referred to in the resolution under item no. 6 of this Notice) to such persons who are in employment of any present and future group company of the Company including holding, associate and subsidiary company (ies) of the Company who is working in India or outside India, including any managing or whole-time director(s) (selected on the basis of criteria decided by the Board) under the Scheme 2022 in the manner mentioned in the resolution under item no. 6 of this Notice on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its

absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard.”

Item No. 8:

To approve (a) the use of the trust route for the implementation of the UltraTech Cement Limited Employee Stock Option and Performance Stock Unit Scheme 2022 (“the Scheme 2022”); (b) secondary acquisition of the equity shares of the Company by the trust; and (c) grant of financial assistance / provision of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2022

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

“RESOLVED THAT pursuant to the provisions of Section 67 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the “Applicable Laws”), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee to exercise its powers conferred by this Resolution), consent of the Members be and is hereby accorded to the Board to:

- (a) implement the UltraTech Cement Limited Employee Stock Option and Performance Stock Unit Scheme 2022 (the “Scheme 2022”) through the UltraTech Employees Welfare Trust (“the Trust”) in accordance with the SEBI SBEB & SE Regulations.
- (b) acquire, hold and deal in such number of equity shares of the Company, from the secondary market through the

Trust, not exceeding 974,000 fully paid-up equity shares of the Company of face value of ₹ 10/- each ("Equity Shares"), being below the ceiling of 5% of the paid-up equity share capital of the Company as on 31st March, 2022, as prescribed under the Applicable Laws.

- (c) extend an interest free financial assistance / provision of money to the Trust not exceeding an amount of ₹ 714 crores (rupees seven hundred and fourteen crores only) in accordance with the Applicable Laws, in one or more tranches, for acquisition of up to 974,000 Equity Shares of the Company from the secondary market through the stock exchanges, representing 0.34% of the paid-up equity share capital of the Company as on 31st March, 2022, for the purpose of implementation of the Scheme 2022, in accordance with the provisions of the Act and rules made thereunder and the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Equity Shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed 2% of the paid-up equity share capital (or such other limit as may be prescribed under the SEBI SBEB & SE Regulations from time to time) as at the end of the financial year preceding the date of the intended acquisition.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division or other reorganisation of capital structure of the Company, the number of Equity Shares of the Company to be acquired from the secondary market by the Trust shall be appropriately adjusted and to give effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a

fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 0.34% equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the financial assistance / money provided by the Company to the Trust shall be repayable to and recoverable by the Company from time to time during the term of the Scheme 2022 subject to exercise price being paid by the employees on exercise of stock options and performance stock units under the Scheme 2022.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, the Act and all other applicable laws at all times in connection with dealing with the equity shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

By Order of the Board



Sanjeeb Kumar Chatterjee
Company Secretary
Membership No.: F4533

Place: Mumbai

Date: 22nd July, 2022

NOTES:

- 1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Item nos. 4 to 8 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 4 to 8 as Special Business as they are unavoidable in nature. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) of persons seeking appointment / re-appointment as Directors is also annexed.**
2. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) companies are allowed to hold Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
3. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purposes 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, 17th August, 2022. Members seeking inspection of the aforementioned documents can send an email to agmutcl22@adityabirla.com with the subject line “**UltraTech Cement Limited 22nd 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 narasimhan.b8@gmail.com and a copy marked to evoting@kfintech.com with the subject line “**UltraTech Cement Limited 22nd 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. KKC & Associates LLP (formerly Khimji Kunverji & Co. LLP), Chartered Accountants, Mumbai (Registration No.: 105146W/W100621) as the Statutory Auditors of the Company. In accordance with the provisions of the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.

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

10. In accordance with the provisions of the MCA and SEBI circulars, the AGM Notice along with the Annual Report are being sent through email only to Members whose email IDs are registered with KFin; National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories” or “NSDL / CDSL”).
11. The AGM Notice and the Annual Report are available on the following weblink <https://www.ultratechcement.com/investors/financials>, the website of KFin <https://evoting.kfintech.com> and also on those of the BSE Limited www.bseindia.com and the National Stock Exchange of India Limited www.nseindia.com.
12. Members who have still not registered their email IDs are requested to do so at the earliest.
 - Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant(s) (“DPs”).
 - Members holding shares in physical mode are requested to register their email ID with the Company or KFin, for receiving the AGM Notice and Annual Report. Requests can be emailed to agmutcl22@adityabirla.com or ultratech.ris@kfintech.com or einward.ris@kfintech.com or by logging into <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>.

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

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

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

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

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

Please note that participants connecting from mobile devices or tablets or through laptops 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 webcam to enable two-way video conferencing.

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

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

16. Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote thereat.
17. Members, holding shares as on the cut-off date i.e. Wednesday, 10th August, 2022 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, 13th August, 2022 (9.00 a.m. IST) upto Monday, 15th August, 2022 (3.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

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

queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will open from Saturday, 13th August, 2022 (9:00 a.m. IST) up to Monday, 15th August, 2022 (3:00 p.m. IST).

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






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

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

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

23. The remote e-voting period commences on Saturday, 13th August, 2022 (9:00 a.m. IST) and ends on Tuesday, 16th August, 2022 (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, 10th August, 2022 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
24. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
25. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.
26. In terms of SEBI e-voting Circular, e-voting process has been enabled for all ‘individual demat account holders’, by way of a single login credential, through their demat accounts / websites of Depositories / DPs.
27. Individual Members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.
28. The process and manner for remote e-voting and joining and voting at the AGM are explained below:
- Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.
 - Access to join the AGM on KFin system and to participate and vote thereat.

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

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

	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 DP	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://evoting.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 “EVENT” i.e., ‘UltraTech Cement - AGM’ and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
 - ix. Voting has to be done for each item of the Notice separately. In case Members do not desire to cast their vote on any specific item, it will be treated as abstained.
 - x. A Member may then cast their vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (2) Members whose email IDs are not registered with the Company/ DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
 - ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.
 - iii. Alternatively, Members may send an email request at the email ID einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN card copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.
- After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- C. Access to join the AGM on KFin system and to participate and vote thereat.**
- i. Members will be able to attend the AGM through VC / OAVM platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFin.
 - ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.
 - iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.
- Other Instructions:**
- I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
 - II. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e Wednesday, 10th August, 2022 may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>
1402345612345678

Example for Physical: MYEPWD<SPACE>
XXXX1234567890

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

forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.

BOOK CLOSURE:

29. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 4th August, 2022 to Wednesday, 17th August, 2022 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.

PAYMENT OF DIVIDEND:

30. The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Thursday, 18th August, 2022 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 Wednesday, 3rd August, 2022 as per the lists to be furnished by NSDL and CDSL in respect of the shares held in electronic form, and
 - b) whose names appear as Members in the Register of Members of the Company in physical form which are maintained with KFin having their address at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 on Wednesday, 3rd August, 2022.

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 Electronic Clearing Service ("NECS").

In case, the Company is unable to electronically transfer the dividend to any Member due to non-availability of their bank account details, the Company shall dispatch the dividend 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. In order to be able to receive the dividend amount expeditiously and also eliminate the risks associated with fraudulent encashment of warrants, Members are

advised to avail of the facility for receipt of dividend through NECS.

In order 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. The Form ISR-1 can be downloaded from the Company's website at <https://www.ultratechcement.com/investors/useful-information#forms>.

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

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 NECS or RTGS etc. for making payments to Members. The Company or KFin is required to maintain bank details of the Members as follows:
- for Members holding securities in dematerialised form, the Company shall seek relevant bank details from the Depositories.
 - for Members holding securities in physical mode, the Company shall maintain updated bank details from their end.

DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

33. In terms of the provisions of the Income Tax Act, 1961, dividend shall be taxed in the hands of Members at applicable rates of tax, if the amount of dividend exceeds ₹ 5,000.
34. A copy of the intimation about the deduction of tax at source on dividend, which has been emailed to the Members on 27th May, 2022 is available on the following weblink <https://www.ultratechcement.com/investors/corporate-governance>. Members are requested to refer to the same for further details.

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

35. Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2013-2014 has been transferred by the Company to the IEPF.
36. In compliance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has already transferred equity shares pertaining to the financial year 2013-14 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 2013-14 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 2014-15 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of seven consecutive years will be transferred to IEPF.
- Further, in terms of the provisions of the IEPF Rules, equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority in terms of the IEPF Rules.
39. Members who have so far not encashed their dividend relating to the financial year 2014-15 are requested to do so by 31st July, 2022 by writing to the Secretarial Department at the Registered Office of the Company or to KFin, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.

GENERAL:

40. Members are requested to notify immediately any change of address:
- i. to their DPs in respect of the shares held in electronic form, and

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

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

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

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

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

43. Depository System

The Company has entered into agreements with the Depositories. The Depository System envisages the

elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

44. As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or KFin or can download the form from the following weblink <https://www.ultratechcement.com/investors/useful-information#csn>. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
45. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021. 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 the following weblink <https://www.ultratechcement.com/investors/useful-information#csn>.
46. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the following weblink at <https://www.ultratechcement.com/investors/useful-information#csn>.
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.

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, 2023

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, 2023 as per the following details:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai – ₹ 17,50,000/- (rupees seventeen lakhs fifty thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 19,00,000/- (rupees nineteen lakhs only)

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

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

Accordingly, consent of the Members is being sought for passing the resolution as set out in item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

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:

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

Based on the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee"), Mr. K.C. Jhanwar (DIN: 01743559) was appointed as Managing Director of the Company with effect from 1st January, 2020.

The appointment was also approved by the shareholders at the Annual General Meeting held on 12th August, 2020.

The Board of Directors, based on the recommendation of the NRC Committee, at its meeting held on 22nd July, 2022 and taking into account the contributions made by Mr. Jhanwar, including his vast experience and knowledge, has approved the re-appointment of Mr. Jhanwar as Managing Director of the Company with effect from 1st January, 2023 for a period of 2 years, subject to the approval of the Members. He will also continue to be a Key Managerial Personnel of the Company.

A brief profile of Mr. Jhanwar is given below:

Mr. K. C. Jhanwar, Managing Director of your Company from 1st January, 2020 is a Chartered Accountant with over 40 years' experience, of which 39 years' have been with the Aditya Birla Group ("the Group"). He has held various roles in Finance, Operations and General Management across the Cement and Chemicals Business of the Group, including greenfield and brownfield projects. He also has significant experience in acquisitions and integration. 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.

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 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 the 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. 5 of this Notice for your approval.

Item nos. 6, 7 and 8:

Adoption of the UltraTech Cement Limited Employee Stock Option and Performance Stock Unit Scheme 2022 ("the Scheme 2022"); extending the benefits of the Scheme

2022 to employees of the group companies including holding, associate, and subsidiary companies of the Company; approval for implementing the Scheme 2022 through the trust route, secondary acquisition of the equity shares of the Company by the Trust and extending financial assistance / provision of money by the Company to the Trust to fund the acquisition of its equity shares, in terms of the Scheme 2022

The Board of Directors ("Board") of the Company at its meeting held on 22nd July, 2022, based upon the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee") approved adoption of the 'UltraTech Cement Limited Employee Stock Option and Performance Stock Unit Scheme 2022' ("the Scheme-2022") for the benefit of eligible employees of the Company, its group company(ies) including subsidiary company(ies), associate company(ies) and holding company [as defined under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") and the Companies Act, 2013 ("the Act")], which entitles them to the equity shares of the Company, subject to the approval of the Members by way of a special resolution.

The Company aims to provide competitive remuneration opportunities to its employees, including through annual incentive plans and long-term incentive plans. The Company believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company. The Company views stock options and units as long-term incentive instruments to enable the employees to share the value they create for the Company in the years to come. Accordingly, the main objectives of the Scheme 2022 are:

- (i) to achieve sustained growth of the Company and create stakeholder value by aligning the interests of the employees with the long term interests of the Company;
- (ii) to attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability;
- (iii) to recognise and reward the efforts of employees and their continued association with the Company and its group company(ies) including associate company(ies) and subsidiary company(ies) and holding company; and
- (iv) to promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.

The Board has nominated the NRC Committee to be designated as the Compensation Committee for the administration and superintendence of the Scheme 2022 in accordance with the SEBI SBEB & SE Regulations. Approval of the Members is being sought for grant of employee stock options ("Options") and / or performance stock units ("PSUs") (collectively "Stock Options") to the eligible employees as may be determined by the NRC Committee.

The Scheme 2022 shall be implemented through the UltraTech Employees Welfare Trust ("the Trust"). The Trust will acquire equity shares of the Company through secondary acquisition such that the secondary acquisition in a financial year shall not exceed 2% of the paid-up equity share capital of the Company as at the end of the previous financial year. Further, in terms of the SEBI SBEB & SE Regulations, the total equity shares to be held by the Trust shall not exceed 5% of the paid-up equity share capital as at the end of the financial year immediately prior to the year in which the shareholder approval is obtained. As at 31st March, 2022, 5% of the paid-up equity share capital of the Company comprises of 1,44,33,542 (one crore forty-four lakhs thirty-three thousand five hundred forty-two) equity shares.

In accordance with the SEBI SBEB & SE Regulations, approval of Members by way of special resolution is required to be passed, for adoption of the Scheme 2022 which is being implemented through a trust, extending the benefits of the Scheme 2022 to eligible employees of the group company(ies) including subsidiary company(ies), associate company(ies) and holding company and for provision of financial assistance / provision of money for secondary acquisition of equity shares of the Company by the Trust. Accordingly, separate resolutions are being passed for the above.

Upon approval of the Members and after complying with the procedural and statutory formalities, the Trust is empowered to acquire in one or more tranches, upto 974,000 Equity Shares of the Company from the secondary market through the stock exchanges, representing 0.34% of the paid-up equity share capital of the Company as on 31st March, 2022, for the implementation of the Scheme 2022.

The Company will provide financial assistance / provision of money to the Trust upto an amount not exceeding ₹ 714 crores (rupees seven hundred and fourteen crores only) in one or more tranches. The financial assistance / provision of money shall be interest free and will be utilised for implementation of the Scheme 2022. As and when the exercise price is recovered from the employees upon exercise of options, the Trust shall repay the money to the Company.

The relevant disclosures, as required, under Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and under the SBEB & SE Regulations and other applicable laws are as follows:

No.	Particular	Detail
(a)	A brief description of the scheme	The Company aims to provide competitive remuneration opportunities to its employees, including through annual incentive plans and long-term incentive plans. The Company believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company. The Scheme 2022 is being implemented through the UltraTech Employees Welfare Trust ("the Trust").
(b)	The total number of Stock Options to be granted	<p>The aggregate number of Stock Options proposed to be granted under the Scheme 2022, shall not be exercisable into more than 974,000 equity shares equivalent to 0.34% of the overall ceiling of Equity Shares to be issued under the Scheme 2022 (which number shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time). Upon exercise, each Stock Option entitles the relevant grantee to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share and one PSU will entitle the grantee to one Equity Share).</p> <p>In case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional equity shares are issued by the Company to the grantees, for making such fair and reasonable adjustment, the ceiling of 974,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued. Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present Scheme 2022 or under a new scheme, subject to compliance with Applicable Laws.</p>
(c)	Identification of classes of employees entitled to participate and be beneficiaries in the Scheme 2022 and money is being provided for purchase of shares	<p>(a) An employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>(b) A director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</p> <p>(c) An employee as defined in sub-clauses (a) or (b) above, of a group company including subsidiary company or its associate company, in India or outside India, or of a holding company of the Company,</p> <p>but does not include—</p> <p>(1) an employee who is a promoter or belongs to the promoter group;</p> <p>(2) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.</p>
(d)	Requirements of vesting and period of vesting	The Board or the NRC Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics which would include profitability, revenue, ESG metric or any other strategic metrics as may be decided, on the achievement of which the granted Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard.

		<p>The Board or the NRC Committee shall lay down certain criteria including, but not limited to, the performance metrics which would include profitability, revenue, ESG metric or any other strategic metrics as may be decided, on the achievement of which the granted PSUs would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard.</p> <p>Vesting of Stock Options shall be subject to, amongst other things:</p> <p>(A) the condition that a minimum of one year has completed from the grant date, except in case of death or permanent incapacity of the grantee, in which case the Stock Options, as the case may be, shall vest immediately, and</p> <p>(B) the condition that the grantee is:</p> <p>(i) in continuous employment with the Company or group company(ies) including subsidiary company (ies) or associate company(ies) or holding company;</p> <p>(ii) is not serving any notice of resignation / termination on the date of such vesting [except in case of (a) death of employee; (b) permanent incapacity suffered by the grantee; (c) retirement; or (d) transfer or deputation to a group company, including holding company, subsidiary company, or an associate company]; and</p> <p>(iii) is not subject to any pending disciplinary proceeding.</p> <p>In case of cessation of employment due to retirement or superannuation, Stock Options granted to such employees would continue to vest in accordance with the respective Vesting Schedules even after retirement or superannuation, subject to the discretion of the NRC Committee, and in accordance with the Company's policies, and Applicable Laws.</p> <p>Vesting Period for Stock Options: The Stock Options granted shall vest not earlier than one year in one or more tranche and not later than four years from the date of grant for Stock Options or such other period as may be determined by the NRC Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the Stock Options would vest) would be determined by the NRC Committee, subject to the minimum vesting period of one year from the date of grant of Stock Options (except in case of death and permanent incapacity).</p>
(e)	The maximum period within which the Stock Options shall be vested	Four years.
(f)	Exercise price	<p>Exercise price for Options: The Equity Shares to be transferred pursuant to the exercise of the Options would be transferred at the market price of the equity shares at the time of grant of Options or at such other price as may be decided by the NRC Committee from time to time in compliance with the SEBI SBEB & SE Regulations. Provided that the exercise price per Option shall not be less than the face value of the equity share of the Company.</p> <p>Exercise price for PSUs: Upon exercise of the PSUs the Equity Shares may be transferred at face value of the equity share of the Company or at such price as may be determined by the Board or the NRC Committee provided that the exercise price per PSU shall not be less than the face value of the equity share of the Company.</p>
(g)	Exercise period and process of exercise	The exercise period shall not be more than a period of five years from the date of vesting of Stock Options or such other period as may be determined by the NRC Committee, subject to Applicable Law. The Stock Options will be exercisable by the employees through a written application to the Company / Trust accompanied by payment of the exercise price in such manner and on execution of such documents,

		as may be prescribed by the NRC Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.																									
(h)	The appraisal process for determining the eligibility of employees for the scheme	The appraisal process for determining the eligibility criteria of the employees will be specified by the NRC Committee, and will be based on criteria such as role/level of the employee, past performance record, future potential of the employee, and/or such other criteria that may be determined by the NRC Committee at its sole discretion.																									
(i)	The maximum number of options to be issued per employee and in aggregate	The maximum number of Options and PSUs that can be granted to a single Employee under the Scheme 2022 shall not exceed 1% of the paid-up equity share capital of the Company at the time of grant. The maximum number of Options and PSUs that can be granted in aggregate is 974,000 equity shares, being 0.34% of the paid-up equity share capital of the Company as on 31 st March, 2022.																									
(j)	The maximum quantum of benefits to be provided per employee under a scheme	Apart from grant of Options and PSUs as stated above in item (i), no monetary benefits are contemplated under the Scheme 2022.																									
(k)	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	The Scheme 2022 will be implemented through the UltraTech Employees Welfare Trust.																									
(l)	The particulars of the trustee in whose favour such shares are to be registered	Same as (m) below																									
(m)	The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors and key managerial personnel	<p>(1) Name: UltraTech Employees Welfare Trust</p> <p>(2) Address of the Trust: C/o UltraTech Cement Limited B Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.</p> <p>(3) Trustees:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name</th> <th>Address</th> <th>Occupation</th> <th>Nationality</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Anil Malik</td> <td>Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai – 400 030</td> <td>Service</td> <td>Indian</td> </tr> <tr> <td>2.</td> <td>Mr. Sushil Pareek</td> <td>Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai – 400 030</td> <td>Service</td> <td>Indian</td> </tr> <tr> <td>3.</td> <td>Mr. Samik Basu</td> <td>Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai – 400 030</td> <td>Service</td> <td>Indian</td> </tr> <tr> <td>4.</td> <td>Mr. Indrajit Pathak</td> <td>Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai – 400 030</td> <td>Service</td> <td>Indian</td> </tr> </tbody> </table> <p>None of the above Trustees and their respective relatives are related to Promoters, Directors and Key Managerial Personnel of the Company. Subject to the compliance of the provisions of applicable law, the aforesaid Trustees may be changed at any time. In accordance with the SEBI SBEB & SE Regulations, none of the Trustees hold 10% or more beneficial interest in the Company.</p>	Sr. No.	Name	Address	Occupation	Nationality	1.	Mr. Anil Malik	Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai – 400 030	Service	Indian	2.	Mr. Sushil Pareek	Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai – 400 030	Service	Indian	3.	Mr. Samik Basu	Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai – 400 030	Service	Indian	4.	Mr. Indrajit Pathak	Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai – 400 030	Service	Indian
Sr. No.	Name	Address	Occupation	Nationality																							
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4.	Mr. Indrajit Pathak	Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai – 400 030	Service	Indian																							

(n)	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	The Scheme 2022 will only involve secondary acquisition of equity shares by the Trust through the recognised stock exchanges. The secondary acquisition of equity shares will be undertaken in compliance with the SEBI SBEB & SE Regulations and other applicable laws.
(o)	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	The Company shall make interest free financial assistance / provision of money upto an amount not exceeding ₹ 714 crores (rupees seven hundred and fourteen crores only) in one or more tranches to fund the acquisition of equity shares by the Trust from the stock exchanges through secondary acquisition, in terms of the Scheme 2022. The exercise price received from the employees upon exercise of Stock Options shall be used for the purposes of repayment to the Company.
(p)	The maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme(s)	The Trust may acquire equity shares through secondary acquisition such that secondary acquisition in a financial year shall not exceed 2% of the paid-up equity share capital of the Company as at the end of the previous financial year.
(q)	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations	The Company shall follow the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations. In addition, the Company shall disclose such details as required under the Applicable Laws.
(r)	The method which the company shall use to value its options	To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Stock Options granted or such valuation method as may be prescribed from time to time in accordance with Applicable Laws.
(s)	Transferability of Stock Options	The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.
(t)	Any interest of the key managerial personnel, directors or promoters in the Scheme 2022 or Trust and effect thereof	The Promoters and Promoter Group are not interested in the Scheme 2022 or the Trust. Directors and Key Managerial Personnel may be deemed to be interested to the extent of Stock Options as may be offered to them under the Scheme 2022.
(u)	The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme 2022	The employees can exercise Stock Options granted to them to get equity shares.
(v)	Details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme 2022 would be exercised	The Trustees shall not exercise voting rights in respect of the Equity Shares held by the Trust pursuant to the Scheme 2022. The SEBI SBEB & SE Regulations provide that the Trustees of the Trust, which is governed under the SEBI SBEB & SE Regulations, shall not vote in respect of the shares held by such Trust, so as to avoid any misuse arising out of exercising such voting rights.

Pursuant to Section 102 of the Act, the Board of Directors of the Company do hereby confirm that none of its Directors or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise, except to the extent that the Stock Options may be granted to them pursuant to the Scheme 2022.

The Board accordingly recommends the resolutions set out at item nos. 6, 7 and 8 of this Notice for your approval.

By Order of the Board



Sanjeeb Kumar Chatterjee
Company Secretary
Membership No.: F4533

Place: Mumbai
Date: 22nd July, 2022

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

Name of Director	Mr. Krishna Kishore Maheshwari
Brief Resume	Mr. K. K. Maheshwari is a proven leader with expertise in strategy and finance, a passion for building outstanding teams and a disciplined focus on innovation and excellence in operations. In a distinguished career spanning four decades, of which 38 years have been with the Aditya Birla Group, Mr. Maheshwari has held several key leadership roles, including that of steering the Group's chemicals, international trading, pulp and fibre, textiles and cement business. Mr. Maheshwari is credited with steering the growth of each of the businesses towards a more competitive and sustainable model and has overseen various greenfield and brownfield expansions as well as strategic acquisitions globally. Mr. Maheshwari holds a master's degree in commerce (business administration) and is a Fellow Member of the Institute of Chartered Accountants of India.
Date of Birth / Age	1 st March, 1955 / 67 years
Date of First Appointment	1 st April, 2016
Expertise in specific functional area	Company Executive
Qualification	Chartered Accountant
Shareholding in the Company	9,600
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	-
No. of Board meetings attended during FY22	4
Names of other public limited companies in which directorships held	1. Aditya Birla Sun Life Insurance Company Limited 2. Vodafone Idea Limited
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director	
a) Audit Committee	1. Vodafone Idea Limited - Member
b) Stakeholders' Relationship Committee	1. Vodafone Idea Limited – Chairman

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

Name of Director	Mr. Kailash Chandra Jhanwar
Brief Resume	Mr. K. C. Jhanwar is a chartered accountant with over 42 years' experience, 41 of them with the Group. He has held various roles in finance, operations and general management across the cement and chemicals business of the Aditya Birla Group, including greenfield and brownfield projects. He also has significant experience in acquisitions and integration. 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.
Date of Birth / Age	30 th June, 1957 / 65 years
Date of First Appointment	19 th October, 2018
Expertise in specific functional area	Company Executive
Qualification	Chartered Accountant
Shareholding in the Company	14,665
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board meetings attended during FY22	5
Names of other public limited companies in which directorships held	1. Merit Plaza Limited 2. Swiss Merchandise Infrastructure Limited 3. UltraTech Nathdwara Cement Limited
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director	
a) Audit Committee	1. UltraTech Nathdwara Cement Limited - Member
b) Stakeholders' Relationship Committee	Nil

Note: 1) Pursuant to Regulation 26 of the Listing Regulations, only two Committees 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, 13 th August, 2022 (9.00 a.m. IST) upto Monday, 15 th August, 2022 (3.00 p.m. IST).
3	Link for remote e-voting	https://evoting.kfintech.com
4	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions provided in this Notice for further information.
5	Helpline number for VC participation and e-voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at emeetings@kfintech.com Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 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, 10 th August, 2022
7	Time period for remote e-voting	Commences on Saturday, 13 th August, 2022 (9.00 a.m. IST) and ends on Tuesday, 16 th August, 2022 (5.00 p.m. IST)
8	Book closure dates	Thursday, 4 th August, 2022 to Wednesday, 17 th August, 2022 (both days inclusive)
9	Link for Members to update e-mail address	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
10	Last date for publishing results of the e-voting	19 th August, 2022
11	Registrar and Transfer Agent contact details	KFin Technologies Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Tel: 1800 309 4001 Website: www.kfintech.com
12	UltraTech Cement Limited – contact details	B Wing, Ahura Centre, 2 nd Floor Mahakali Caves Road, Andheri (East), Mumbai – 400 093 Tel.: 022 - 66917800 Email: agmutcl22@adityabirla.com