22nd June, 2018

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Tel.: 22721233/4
Fax: 022 2272 2039
Scrip Code: 532538

The Manager
Listing Department
The National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051.
Tel.: 26598236
Fax: 2659 8237 / 38.
Scrip Code: ULTRACEMCO

Dear Sirs,

Sub: Notice of the 18th Annual General Meeting

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the notice of the 18th Annual General meeting of the Company to be held on Wednesday, 18th July, 2018 at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai- 400 025 at 3.30 p.m.

This is for your information and records please.

Thanking You,

Yours faithfully,

S. K. Chatterjee
Company Secretary

Encl: as above

UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel No.: 022-66917800/29267800, **Fax No.:** 022-66928109, **website:** www.ultratechcement.com,
CIN: L26940MH2000PLC128420

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of UltraTech Cement Limited will be held at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025 on Wednesday, 18th July, 2018 at 3:30 p.m. to transact the following business:

ORDINARY BUSINESS:

Item no. 1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2018 and the Reports of Directors' and Auditors' thereon.

Item no. 2 - Declaration of Dividend

To declare dividend on equity shares for the year ended 31st March, 2018.

Item no. 3 - Re-appointment of Director

To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation and, being eligible, offers himself for re-appointment.

Item no. 4 - Ratification of appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 139 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 Company hereby ratifies the appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No.:101248W/W 100022) as one of the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

Item no. 5 - Ratification of appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 139 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 Company hereby ratifies the appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No.:105146W) as one of the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

SPECIAL BUSINESS:

Item no. 6 - 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, 2019

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, 2019 be paid the remuneration as set out below:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai – ₹ 12,00,000/- (rupees twelve lakhs only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 13,00,000/- (rupees thirteen 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. 7 - Issue of Redeemable Non-convertible Debentures on private placement basis up to an amount of ₹ 9,000 crores

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment to any of the forgoing and other applicable rules / regulations / guidelines and provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to offer or issue Redeemable Non-Convertible Debentures ("NCDs"), secured or unsecured in one or more series / tranches aggregating up to an amount not exceeding ₹ 9,000 crores (rupees nine thousand crores only) on a private placement basis, during a period of one year from the date of passing this resolution, on such terms and conditions, as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to the Managing Director or Director(s) or any other Officer(s) of the Company or to any other person."

By Order of the Board



S. K. Chatterjee
Company Secretary

Place: Mumbai
Date: 25th April, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EIGHTEENTH ANNUAL GENERAL MEETING ("the Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. **A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**

3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

4. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.

5. Corporate members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the meeting.

6. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the meeting shall be sent to the registered office of the Company and addressed to the "Secretarial Department".

7. An Explanatory Statement pursuant to Section 102 of the Act in respect of item nos. 4 to 7 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") of person seeking re-appointment as Director is also annexed.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 12th July, 2018 to Wednesday, 18th July, 2018 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.

9. The dividend, as recommended by the Board, if approved at the meeting, will be paid on or after 19th July, 2018 to those Members or their mandates whose names are registered in the Company's Register of Members:

   a) as Beneficial Owners as at the end of business on 11th July, 2018 as per the lists to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of the shares held in electronic form, and

   b) as Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form which are lodged with the Company or its Registrar & Transfer Agent ("RTA") viz. Karvy Computershare Private Limited having their address at "Karvy Selenium", Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda Hyderabad – 500 032 on or before 11th July, 2018.

   Equity shares that may be allotted upon exercise of stock options granted under the Employee Stock Option Scheme – 2006 and 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 Meeting.

10. *Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2009 – 2010 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.*

11. *In terms of the provisions of Section 124(5) of the Act, dividend which remains unpaid / unclaimed for a period of seven years from the date of declaration will be transferred to the IEPF.*

    Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("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 pursuant to the IEPF Rules.

    Shareholders, who have so far not encashed their dividend relating to the financial year 2010-11 are requested to do so by 10th August, 2018, by writing to the Secretarial Department at the Registered Office of the Company or to the RTA, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.

In compliance with the aforesaid Rules, the Company has already transferred equity shares pertaining to the financial year 2009-10 to the IEPF Suspense Account, after providing necessary intimations to the relevant shareholders.

Details of unpaid / unclaimed dividend and equity shares for the financial year 2009 – 10 are uploaded on the website of the Company as well as that of the Ministry of Corporate Affairs, Government of India ("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.

12. a) Members are requested to notify immediately any change of address:

    1. to their Depository Participants ("DPs") in respect of the shares held in electronic form, and

    2. to the Company or its RTA, 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.

    b) In case the mailing address mentioned on this Annual Report is without the PINCODE, Members are requested to kindly inform their PINCODE immediately.

13. Non-resident Indian Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:

    (a) the change in the residential status on return to India for permanent settlement.

    (b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.

14. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.

15. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.

16. (a) Members are advised to avail the facility for receipt of dividend through Electronic Clearing Service ("ECS"). The ECS facility is available at specified locations. Members holding shares in electronic form are requested to contact their respective DPs for availing ECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz. www.ultratechcement.com and the same duly filled up and signed along with a photocopy of a cancelled cheque may be sent to the Company or its RTA.

    (b) 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 NSDL/CDSL to the Company.

    (c) The Listing Regulations specifies companies to use any of the approved electronic payment facility viz: ECS, NECS or RTGS etc. for making cash payments to investors. The Company or its RTA is required to maintain bank details of their investors as follows:

    - for investors holding securities in dematerialised form, companies shall seek relevant bank details from the depositories.
    - for investors holding securities in physical mode, companies shall maintain updated bank details of the investors at their end.

    (d) To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company under the signature of the Sole / First Joint holder, the following information, so that the bank account number and name and address of the bank can be printed on the dividend warrants:

    1) Name of Sole / First Joint holder and Folio number.

    2) Particulars of bank account, viz.

        i) Name of bank

        ii) Name of branch

        iii) Complete address of bank with PINCODE

        iv) Account type, whether Savings (SB) or Current Account (CA)

        v) Bank Account Number

17. Depository System

    The Company has entered into agreements with NSDL and CDSL. 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, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

    Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.

18. 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 its RTA or can download the form from the Company's website viz. www.ultratechcement.com. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

19. The Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company's website viz. www.ultratechcement.com. The annual accounts of the Company's subsidiary companies and the related detailed information shall be made available to shareholders of the holding and subsidiary companies seeking such information at any point of time.

20. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.

21. All documents referred to in the notice will be available for inspection at the Company's registered office between 11:00 am and 1:00 pm up to 17th July, 2018 on all days (except Saturdays, Sundays and public holidays).

22. The route map of the venue of the Meeting is given in the Notice. A prominent landmark for the venue is near Siddhivinayak Temple in Prabhadevi.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Item nos. 4 and 5 - Ratification of appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai and M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company

In terms of the provisions of Section 139(1) of the Companies Act, 2013 ("the Act"), the appointment of statutory auditors is subject to ratification by the Members of the Company at every Annual General Meeting ("AGM") of the Company.

M/s. BSR & Co. LLP ("BSR"), Chartered Accountants were appointed as one of the Joint Statutory Auditors of the Company at the AGM of the Company held on 28th August, 2015 to hold office from the conclusion of the 15th AGM until the conclusion of the 20th AGM of the Company to be held in 2020. In terms of the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for appointment of BSR in the resolution set out at item no. 4 of this notice.

M/s. Khimji Kunverji & Co., ("KKC") Chartered Accountants, Mumbai were appointed as one of the Joint Statutory Auditors of the Company at the AGM of the Company held on 19th July, 2016 to hold office from the conclusion of the 16th AGM until the conclusion of the 21st AGM of the Company to be held in 2021. In terms of the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for appointment of KKC in the resolution set out at item no. 5 of this notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions.

The Board accordingly recommends the resolutions set out at item nos. 4 and 5 of this Notice for your approval.

Item no. 6 - 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, 2019

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, 2019 as per the following details:

- M/s. D. C. Dave & Co., Cost Accountants, Mumbai – ₹ 12,00,000/- (rupees twelve lakhs only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad – ₹ 13,00,000/- (rupees thirteen 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. 6 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

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

The Board accordingly recommends the resolution set out at item no. 6 of this Notice for your approval.

Item no. 7 - Issue of Redeemable Non-convertible Debentures on private placement basis up to an amount of ₹ 9,000 crores

Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) requires any offer or invitation for subscription of Redeemable Non-Convertible Debentures ("NCDs") and its issuance on private placement basis to be approved by the Members by way of a special resolution. The Rules provide that the said special resolution must be passed in respect of all offers / invitation for the NCDs to be issued during a year.

In order to augment resources for, inter alia, the ongoing capital expenditure and / or refinancing / repayment / prepayment of existing loans and / or for general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable NCDs, in one or more series / tranches on private placement basis, issuable / redeemable at discount / par / premium.

Accordingly, the approval of the Members is being sought by way of special resolution as set out in item No. 7 of this Notice authorising the Board of Directors (hereinafter referred to

as "the Board" which term shall be deemed to include any Committee of the Board) of the Company to issue up to an amount not exceeding ₹ 9,000 crores (rupees nine thousand crores only) on a private placement basis, at a discount or at par or at a premium and at such interest rate as may be appropriate considering the prevailing money market conditions at the time of issuance, during a period of one year from the date of passing of this resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

The Board accordingly recommends the resolution set out at item no. 7 of this Notice for your approval.

By Order of the Board



S. K. Chatterjee
Company Secretary

Place: Mumbai
Date: 25th April, 2018

Disclosure relating to Director pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings:

Name of Director	Mr. Kumar Mangalam Birla
Brief resume	Mr. Kumar Mangalam Birla is at the helm of the over US$40 billion multinational Aditya Birla Group, which operates in 36 countries across six continents. Over 53 per cent of its revenues flow from its operations outside India. He chairs the Boards of the major Group companies in India and globally. The Group's businesses are spread across a swath of industries. These include aluminium, copper, cement, textiles (pulp, fibre, yarn, fabric and branded apparel), carbon black, insulators, natural resources, power, agribusiness, telecommunications, financial services, retail and trading.
Date of Birth / Age	14th June, 1967 / 51 years
Date of First Appointment	14th May, 2004
Expertise in specific functional area	Industrialist
Qualification	Chartered Accountant
Shareholding in the Company	14,065
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mrs. Rajashree Birla
No. of Board meetings attended during FY18	4
Names of other public limited companies in which directorships held	1. Aditya Birla Capital Limited; 2. Aditya Birla Sun Life AMC Limited; 3. Aditya Birla Sun Life Insurance Company Limited; 4. Century Textiles and Industries Limited; 5. Grasim Industries Limited; 6. Hindalco Industries Limited; 7. Idea Cellular Limited; 8. Pilani Investment and Industries Corporation Limited.
Chairman / Member of the Committee of Directors of other public limited companies in which he is a Director:	
a) Audit Committee	Nil
b) Stakeholders Relationship Committee	Nil

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

Instructions for Remote e-voting

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services arranged by Karvy Computershare Private Limited ("Karvy"). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").
2. The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Sunday, 15th July, 2018 (9:00 a.m. IST) and ends on Tuesday, 17th July, 2018 (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 of Wednesday, 11th July, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):

(i) Launch internet browser by typing the URL: https://evoting.karvy.com.

(ii) Enter the login credentials (i.e. User ID and Password mentioned above). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iii) After entering these details appropriately, Click on "LOGIN".

(iv) You will now reach password change Menu wherein you are required to mandatorily change your 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 you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the "EVENT" i.e., UltraTech Cement Limited.

(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, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder 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) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

(ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(x) You may then cast your 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 you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ultratechevoting@karvy.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

B. In case a Member receives physical copy of the Notice of AGM (for members whose e-mail IDs are not registered with the Company/ Depository Participant or requesting physical copy)

(i) Initial Password is provided, as below, at the bottom of the Attendance Slip for the AGM.

User ID	Password/PIN
-	-

(ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) above in (A), to cast your vote.

C. Other Instructions:

I. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 11th July, 2018.

II. 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.

III. 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, 11th July, 2018 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> XXXXIN12345612345678

Example for CDSL:
MYEPWD<SPACE> XXXX1402345612345678

Example for Physical:
MYEPWD<SPACE> XXXX1234567890

b. If e-mail address of the Member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.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 Karvy's toll free number 1-800-3454-001.

d. Members may send an e-mail request to: evoting@karvy.com. If the Member is already registered with the Karvy e-voting platform then such member can use his/her existing User ID and password for casting the vote through remote e-voting.

IV. The Board of Directors has appointed Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries as a Srutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.

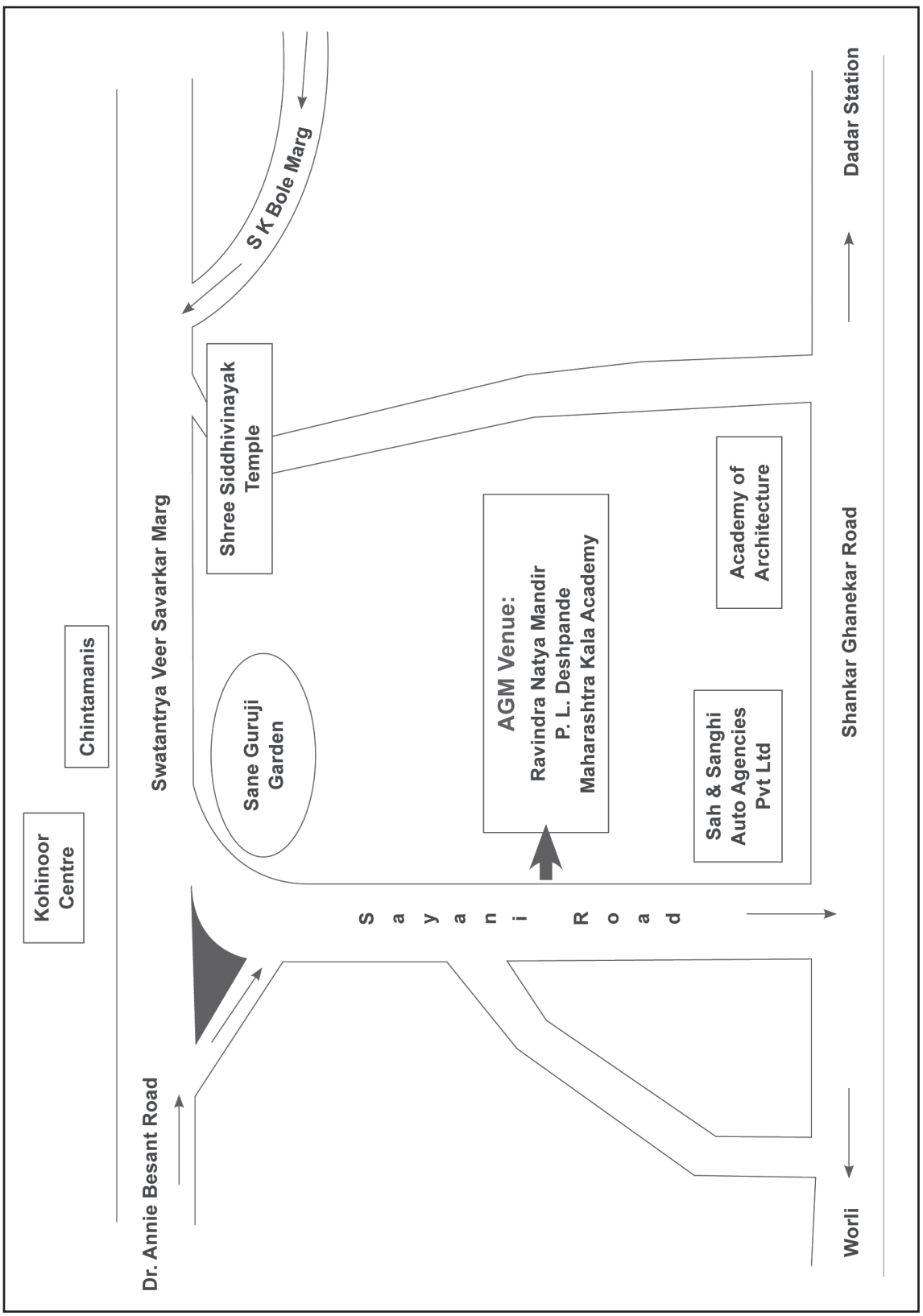
V. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.

VI. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes at the meeting, there after unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

VII. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ultratechcement.com and on the website of Karvy www.evoting.karvy.com immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

VIII. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy's website www.evoting.karvy.com.

Route map to the venue of the Annual General Meeting



UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel No.: 022-66917800/29267800, **Fax No**.: 022-66928109, **website**: www.ultratechcement.com
CIN: L26940MH2000PLC128420

Form No. MGT – 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): .....

Registered address: .....

E-mail ID: .....

Folio No. / DP ID and Client ID: .....

I/We, being the Member(s) of ..... Shares of the above named Company, hereby appoint

1. Name: ..... E-Mail ID:.....
   Address .....
   Signature ..... or failing him/her
2. Name: ..... E-Mail ID:.....
   Address .....
   Signature ..... or failing him/her
3. Name: ..... E-Mail ID:.....
   Address .....
   Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 18th Annual General Meeting, to be held on Wednesday, 18th July, 2018 at 3:30 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolution No.	Description	For*	Against*
1.	Adoption of the Audited Financial Statements (including audited consolidated financial statements) for the financial year ended 31st March, 2018, the Reports of the Directors' and Auditors' thereon.		
2.	Declaration of Dividend.		
3.	Re-appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation.		

Resolution No.	Description	For*	Against*
4.	Ratification of appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.		
5.	Ratification of appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.		
6.	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, 2019.		
7.	Issue of Redeemable Non-convertible Debentures on private placement basis up to an amount of ₹ 9,000 crores.		

Signed this ..... day of 2018

Affix a Re. 1/- Revenue Stamp

.....

Signature of Shareholder

.....	.....	.....
Signature of first proxy holder	Signature of second proxy holder	Signature of third proxy holder

*Please put a (✓) in the appropriate column against the resolution as indicated in the box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

1. **This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.