

ADITYA BIRLA



24th June, 2016

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 16th 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 16th Annual General Meeting of the Company to be held on Tuesday, 19th July, 2016 at Nehru Centre Auditorium, Discovery of India Building, Ground Floor, Dr. Annie Besant Road, Worli, Mumbai – 400 018 at 3.30 p.m.

This is for your information and record, please.

Thanking You,

Yours very truly,

S. K. Chatterjee
Company Secretary

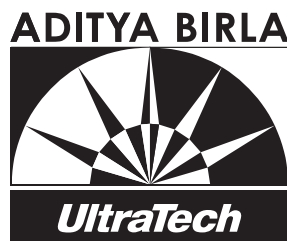
Encl: as above

UltraTech Cement Limited

Registered Office :
B - Wing, Ahura Centre, 2nd Floor
Mahakali Caves Road, Andheri (E), Mumbai - 400093

Tel. 022-66917800 / 29267800
Fax 022-66928109

Website www.ultratechcement.com
www.adityabirla.com
CIN L 26940MH2000PLC128420



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 OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixteenth Annual General Meeting of UltraTech Cement Limited will be held at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400 018 on Tuesday, 19th July, 2016 at 3:30 pm to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2016 and the Reports of Directors' and Auditors' thereon.
2. To declare dividend on equity shares for the year ended 31st March, 2016.
3. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation and, being eligible, offers herself for re-appointment.
4. 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 thereof, for the time being in force), the Company hereby ratifies the appointment of BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No.: 101248W/W-100022) as one of the Joint Statutory Auditor 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 service 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."

5. 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 thereof, for the time being in force), M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No.: 105146W) be and is hereby appointed as one of the Joint Statutory Auditor of the Company in place of M/s. G. P. Kapadia & Co., Chartered Accountants, Mumbai (Registration No.: 104768W), the retiring Joint Statutory Auditor, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 20th Annual General Meeting, at such remuneration plus service 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:

6. 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 thereof, for the time being in force), the Cost Auditors viz. M/s. N. I. Mehta & 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, 2017 be paid the remuneration as set out below:

- M/s. N. I. Mehta & Co., Cost Accountants, Mumbai– ₹ 8,25,000/- (rupees eight lacs twenty five thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad– ₹ 9,00,000/- (rupees nine lacs only)

plus service 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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Krishna Kishore Maheshwari (DIN: 00017572), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) 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 appointment of Mr. Krishna Kishore Maheshwari

(DIN: 00017572) as the 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 appointment and remuneration of Mr. K. K. Maheshwari in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

4 years w.e.f. 1st April, 2016 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration:

- i. Basic Salary: ₹ 17,43,000/- (rupees seventeen lacs forty three thousand only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 35,00,000/- (rupees thirty five lacs only) per month as Basic Salary.
- ii. Special Allowance: ₹ 21,56,250/- (rupees twenty one lacs fifty six thousand two hundred fifty only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 45,00,000/- (rupees forty five lacs 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. Variable 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 ₹ 7,00,00,000/- (rupees seven crores only) per annum.
- iv. Long-term Incentive Compensation / Employee Stock Option as per the plan applicable to Executive Directors and/or Senior Executives of the Company / Aditya Birla Group, including that of any parent / subsidiary company as may be decided by the Board.

C. Perquisites:

- i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation.
- ii. Reimbursement of expenses on actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- iii. Car: Two cars for use of Company’s Business as per Company Car policy.

- iv. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per Company policy.
 - v. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
 - vi. Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
 - vii. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
 - viii. Leave and encashment of leave - as per the policy of the Company.
 - ix. Personal accident Insurance Premium - as per the policy of the Company.
 - x. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
 - xi. Gratuity and / or contribution to the Gratuity Fund of Company - as per the policy of the Company.
 - xii. 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.
 - xiii. Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.
- D. Annual remuneration review is effective 1st July each year, as per the policy of the Company.
- E. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. K. K. Maheshwari, Managing Director will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- G. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. K. K. Maheshwari in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.
- J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. K. K. Maheshwari would not be holding any office or place of profit by his being a mere Director of the Company's holding company / Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of holding company / Subsidiaries / Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- K. Mr. K. K. Maheshwari shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. K. K. Maheshwari functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
- RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."
9. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
- "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof,

Mrs. Alka Marezbhan Bharucha (DIN: 00114067), who was appointed as an Additional Director of the Company with effect from 9th June, 2016 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 9th June, 2016.”

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Atul Satish Daga (DIN: 06416619) who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) 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 appointment of Mr. Atul Satish Daga (DIN: 06416619) as the Whole-time Director and Chief Financial Officer of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Atul Daga in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

5 years w.e.f. 9th June, 2016 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration:

- i. Basic Salary: ₹ 375,209/- (rupees three lacs seventy five thousand two hundred and nine only) per month

with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 7,50,000/- (rupees seven lacs fifty thousand only) per month as Basic Salary.

- ii. Special Allowance: ₹ 4,55,510/- (rupees four lacs fifty five thousand five hundred and ten only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 10,00,000/- (rupees ten lacs 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 ₹ 85,00,000/- (rupees eighty five lacs only) per annum.
- iv. Long-term Incentive Compensation/ Employee Stock Option as per the plan applicable to Executive Directors and/or Senior Executives of the Company/ Aditya Birla Group, including that of any parent/ subsidiary company as may be decided by the Board.

C. Perquisites:

- i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation.
- ii. Reimbursement of expenses on actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company 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 policy.
- iv. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- v. Two cars for use of Company’s Business as per Company Car policy.
- vi. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
- vii. Leave and encashment of leave: as per the policy of the Company.
- viii. Personal accident Insurance Premium: as per the policy of the Company.

- ix. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund: as per the policy of the Company.
 - x. Gratuity and /or contribution to the Gratuity Fund of Company: as per the policy of the Company.
 - xi. 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.
- D. Annual remuneration review is effective 1st July each year, as per the policy of the Company.
- E. Subject as aforesaid, the Whole-time Director and Chief Financial Officer shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Atul Daga, Whole-time Director and Chief Financial Officer will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- G. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Atul Daga in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Whole-time Director and Chief Financial Officer during the tenure of his appointment.
- J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Atul Daga would not be holding any office or place of profit by his being a mere Director of the Company's holding company / Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of holding company / Subsidiaries / Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- K. Mr. Atul Daga shall not be subject to retirement by rotation during his tenure as the Whole-time Director and Chief Financial Officer of the Company. So long as Mr. Atul Daga functions as the Whole-time Director and Chief Financial Officer, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
- RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."
12. 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 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 foregoing 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."

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

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company through postal ballot on 8th September, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and 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 borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is ₹ 6,000 crores (rupees six thousand crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this 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, proper, or desirable and to settle any question, difficulty, doubt that may

arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company through postal ballot on 8th September, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and 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) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s)

or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/Agent(s)/Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / *pari passu* / subservient with / to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

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

"RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Consolidated FDI Policy, as amended, all applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions, issued by the Reserve Bank of India, including any statutory modification(s) or re-enactment thereof for the time being in force, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 as amended from time to time and all applicable Rules, Regulations, Circulars and any other applicable laws for the time being in force; and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities

and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which may be agreed to by 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), consent of the Company be and is hereby accorded to the Board to permit Registered Foreign Portfolio Investors ("RFPIs") registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time and the existing Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI") including their sub-accounts registered with SEBI to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares of the Company upto an aggregate limit of 30% (thirty per cent) of the paid-up equity share capital of the Company at the time of making such investment, provided that the individual shareholding of RFPIs/FIIs on its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Directors or Officers of the Company."

By Order of the Board



S. K. Chatterjee
Company Secretary

Place: Mumbai

Date: 9th June, 2016

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SIXTEENTH 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 15 of the Notice set out above, is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 7th July, 2016 to Tuesday, 19th July, 2016 (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 21st July, 2016 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 6th July, 2016 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 6th July, 2016.

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 205A(5) and 205C of the Companies Act, 1956, the Unpaid / Unclaimed dividend for the financial year 2007 – 2008 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.*
11. *Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the Financial Year 2008-09 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 years will be transferred to IEPF. Shareholders who have so far not encashed the dividend warrant(s) for the financial year 2008–09 are requested to make their claim to the Secretarial Department at the Registered Office of the Company or the office of the RTA on or before 10th August, 2016 failing which the unpaid / unclaimed amount will be transferred to the IEPF. It may also be noted that once the unpaid / unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the Company or the IEPF in respect of such amount by the Member.*
12. *The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2012 dated 23rd July,*

2012 has directed companies to upload on the company's website information regarding unpaid and unclaimed dividend.

In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on www.ultratechcement.com.

13. a) Members are requested to notify immediately any change of address:
 - i. to their Depository Participants ("DPs") in respect of the shares held in electronic form, and
 - ii. 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.
14. 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.
15. 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.
16. 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.
17. (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 to 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 Securities and Exchange Board of India ("SEBI") has provided that companies making cash payments to their investors shall use approved electronic mode of payment such as ECS, NECS, NEFT etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors:-
 - For securities held in electronic form, companies shall seek relevant bank details from the DPs.
 - For securities held in physical mode, companies shall maintain updated bank details received from the investors.
 - (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
18. 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.

19. 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.
20. Disclosure pursuant to Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing

Regulations") with respect to Directors seeking re-appointment/appointment at the Meeting is attached hereto.

21. The Annual Report of the Company for the year 2015-16, 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.
22. *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.*
23. 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 upto 18th July, 2016 on all days (except Saturdays, Sundays and public holidays).
24. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, it is near to "Nehru Planetarium".

CHANGE OF YOUR COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT ("RTA")

SEBI vide its Order No. WTM/RKA/MIRSD2/41/2016 dated 22nd March, 2016 ("the Order") has debarred Sharepro Services (India) Private Limited ("Sharepro") from accessing the Capital Market. The Order also directs all the clients of Sharepro to carry out / switchover their activities related to registrar and share transfer agents, either in-house or through another RTA registered with SEBI.

The Board of Directors of the Company has appointed Karvy Computershare Private Limited as its new RTA in place of Sharepro.

Shareholders are requested to send the documents / correspondence relating to the Company's securities and share transfer activity to the new RTA at the following address:

Karvy Computershare Private Limited
"Karvy Selenium", Tower B, Plot No. 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500 032
Tel: +91 40 6716 2222
Fax: +91 40 2342 0814
Email: ultratech.ris@karvy.com
Website: www.karvycomputershare.com

Annexure to the Notice

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

Item Nos. 4 and 5

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

BSR & Co. LLP ("BSR"), Chartered Accountants were appointed as one of the Joint Statutory Auditors of the Company at the previous Annual General Meeting ("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. G. P. Kapadia & Co., Chartered Accountants, Mumbai were appointed as one of the Joint Statutory Auditor of the Company in October, 2004 and re-appointed at every AGM thereafter. M/s. G. P. Kapadia & Co. have been in office for more than 10 years and in compliance with the provisions of the Act, the Company will have to appoint a new auditor in their place by 31st March, 2017.

The Board of Directors have, at their meeting held on 25th April, 2016, recommended the appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as one of the Joint Statutory Auditor of the Company in place of M/s. G. P. Kapadia & Co. to hold office from the conclusion of this AGM until the conclusion of the 21st AGM of the Company, subject to ratification by the Members at every AGM till the 20th AGM.

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

The resolutions as set out in item nos. 4 and 5 of this Notice are accordingly commended for your approval.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. N. I. Mehta & 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, 2017 as per the following details:

- M/s. N. I. Mehta & Co., Cost Accountants, Mumbai - ₹ 8,25,000/- (rupees eight lacs twenty five thousand only)
- M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad - ₹ 9,00,000/- (rupees nine lacs only)

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

In terms of the provisions of Section 148 of the Companies Act, 2013 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 the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

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

The resolution as set out in item no. 6 of this Notice is accordingly commended for your approval.

Item Nos. 7 and 8

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, Mr. K. K. Maheshwari was appointed as an Additional Director on the Board of the Company with effect from 1st April, 2016 to hold office upto the date of the Annual General Meeting. He was also appointed as the Managing Director of the Company with effect from 1st April, 2016, subject to the approval of the Members.

Mr. Maheshwari has a very long association with the Aditya Birla Group, and brings in multi business, multi-geography and multi-cultural exposure in various roles across the Group. A Chartered Accountant by qualification, with around 38 years of experience, of which over 3 decades have been with the Aditya Birla Group, Mr. Maheshwari has extensive profit and cost centre experience in more than one Business. He scripted the growth of the Group's VSF Business towards a more competitive and sustainable model, guiding greenfield and brownfield expansions in India and overseas. He has brought in strong execution rigor to his work, and has considerably strengthened both innovation and new products development.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Maheshwari as a Director of the Company.

The remuneration and other terms and conditions of Mr. Maheshwari's appointment as Managing Director as set out in the resolution is subject to your approval. In terms of the provisions of the Employee Stock Option Scheme – 2013, 15,042 Stock Options and 5,313 Restricted Stock Units have been granted to Mr. Maheshwari during the year. Mr. Maheshwari is a member of the Company's Corporate Social Responsibility Committee and Risk Management Committee. Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice.

Mr. Maheshwari 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. Maheshwari and his relatives are, in any way, concerned or interested in the said resolutions.

The resolutions as set out in item nos. 7 and 8 of this Notice is accordingly commended for your approval.

Item No. 9

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have appointed Mrs. Alka Bharucha as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mrs. Bharucha holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mrs. Bharucha as a Director of the Company. The Company has also received a declaration from Mrs. Bharucha confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mrs. Bharucha is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Mrs. Bharucha fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

Mrs. Bharucha began her career with Mulla & Mulla & Craigie Blunt & Caroe, and joined Amarchand & Mangaldas as partner in 1992. In 2008, she co-founded Bharucha & Partners which,

since inception, has been ranked by RSG Consulting, London among the top fifteen firms in India. Mrs. Bharucha chairs the transactions practice at Bharucha & Partners.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.ultratechcement.com.

Mrs. Bharucha is not related to any other Director and Key Managerial Personnel of the Company.

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

The resolution as set out in item No. 9 of this Notice is accordingly commended for your approval.

Item Nos. 10 and 11

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, Mr. Atul Daga was appointed as an Additional Director on the Board of the Company with effect from 9th June, 2016 to hold office up to the date of the Annual General Meeting. He was also appointed as the Whole-time Director and Chief Financial Officer of the Company with effect from 9th June, 2016, subject to the approval of the Members.

Mr. Atul Daga is a Chartered Accountant by qualification with over 29 years' experience, of which over two decades have been with the Aditya Birla Group. He joined the Group in 1988 at Rajashree Cement, a division of the then Indian Rayon Limited. He has worked as Executive Assistant with the late Mr. Aditya Birla, in which role he worked closely with the cement, aluminium, carbon black and VSF & Chemicals business. Mr. Daga has worked with the Corporate Finance Group of Aditya Birla Management Corporation Private Limited, as the portfolio owner of Corporate Management Information Systems. In 2007, he moved to Aditya Birla Retail Limited, to head the Finance function of the start-up. He built a strong team, taking over as the Chief Financial Officer from 2010. In 2014, Mr. Daga took over as the Chief Financial Officer of the Company. At the Company, he has undertaken several initiatives, such as, creating a robust platform for managing Investor Relations, evaluating M&A opportunities, and setting new benchmarks for raising long term borrowings in the domestic financial market.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Daga as a Director of the Company.

The remuneration and other terms and conditions of Mr. Daga's appointment as Whole-time Director and Chief Financial Officer as set out in the resolution is subject to your approval. In terms of the provisions of the Employee Stock Option Scheme – 2013, 1,570 Stock Options have been vested in Mr. Daga during the year. Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice.

Mr. Daga 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. Daga and his relatives are, in any way, concerned or interested in the said resolutions.

The resolutions as set out in item nos. 10 and 11 of this Notice are accordingly commended for your approval.

Item No. 12

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment 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 a special resolution as set out in Item No. 12 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 and their relatives are, in any way, concerned or interested in the said resolution.

The resolution as set out in item No 12 of this Notice is accordingly commended for your approval.

Item Nos. 13 and 14

The Members of the Company had, through postal ballot, on 8th September, 2014, authorised the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding ₹ 2,000 crores (rupees two thousand crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act").

The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

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

The resolutions as set out in item nos. 13 and 14 of this Notice are accordingly commended for your approval.

Item No. 15

In terms of the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, read with the relevant Notifications / Circulars / Press Notes / Press Releases issued by the Department of Industrial Policy and Promotion and the Reserve Bank of India in connection with foreign investment, the Foreign Institutional Investors ("FIIs") class has been re-classified as Registered Foreign Portfolio Investor ("RFPIs"). Further, FIIs registered with SEBI including their sub-accounts are subsumed under this new category viz. RFPIs.

The aggregate holdings of RFPIs and Deemed RFPIs put together shall not exceed 24% of the paid-up equity share capital of

the Company. However this limit may be increased up to the sectoral cap applicable to the Company which is 100% of the paid-up capital, with the approval of the Board of Directors and the shareholders of the Company by way of a special resolution.

The existing RFPI shareholding in your Company is 19.35%. To make more space for RFPIs to invest in the equity share capital of the Company, it is proposed to increase the RFPIs (including Deemed RFPIs) investment limit up to 30% of its total paid-up equity share capital, subject to the approval of Members by way of a special resolution.

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

The resolution as set out in item nos. 15 of this Notice is accordingly commended for your approval.

By Order of the Board



S. K. Chatterjee
Company Secretary

Place: Mumbai

Date: 9th June, 2016

Disclosure relating to Directors pursuant to Regulation 26(4) of Listing Regulations and Secretarial Standards on General Meetings:

Name of Director	Mrs. Rajashree Birla	Mr. K. K. Maheshwari	Mrs. Alka Bharucha	Mr. Atul Daga
Date of Birth / Age	15 th September, 1945 / 71 years	1 st March, 1955 / 61 years	6 th March, 1957 / 59 years	16 th December, 1965 / 50 years
Date of First Appointment	14 th May, 2004	1 st April, 2016	9 th June, 2016	9 th June, 2016
Expertise in specific General Functional area	Industrialist	Company Executive	Solicitor	Company Executive
Qualification	B.A.	C.A.	B.A. (Hons), LLB, LLM	C.A.
Shareholding in the Company	41,701	8	-	230
No. of Board meetings attended during FY16	2	Not Applicable	Not Applicable	Not Applicable
List of outside Directorships held (Public Limited Companies)	- Aditya Birla Health Services Limited - Aditya Birla Nuvo Limited - Century Enka Limited - Century Textiles and Industries Limited - Grasim Industries Limited - Hindalco Industries Limited - Idea Cellular Limited	Grasim Industries Limited	- Aditya Birla Finance Limited - Birla Sun Life Asset Management Company Limited - Honda Cars India Limited - Honda Siel Power Products Limited	Dakshin Cements Limited
Chairman / Member of the Committee of the Board of Directors of the Company	Nil	Nil	Nil	Nil
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director				
a) Audit Committee	Nil	Nil	- Honda Cars India Limited - Chairperson - Honda Siel Power Products Limited - Member	Nil
b) Stakeholders Committee	Nil	Nil	Nil	Nil

Note:1) Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders 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 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 Saturday, 16th July, 2016 (9:00 a.m. IST) and ends on Monday, 18th July, 2016 (5:00 p.m. IST). During this period, Members of the Company 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). 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 folio / demat account.
- (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 authorised 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 email IDs are not registered with the Company/ Depository Participant or requesting physical copy):

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

User ID	Password/PIN
-	-

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

C. Other Instructions:

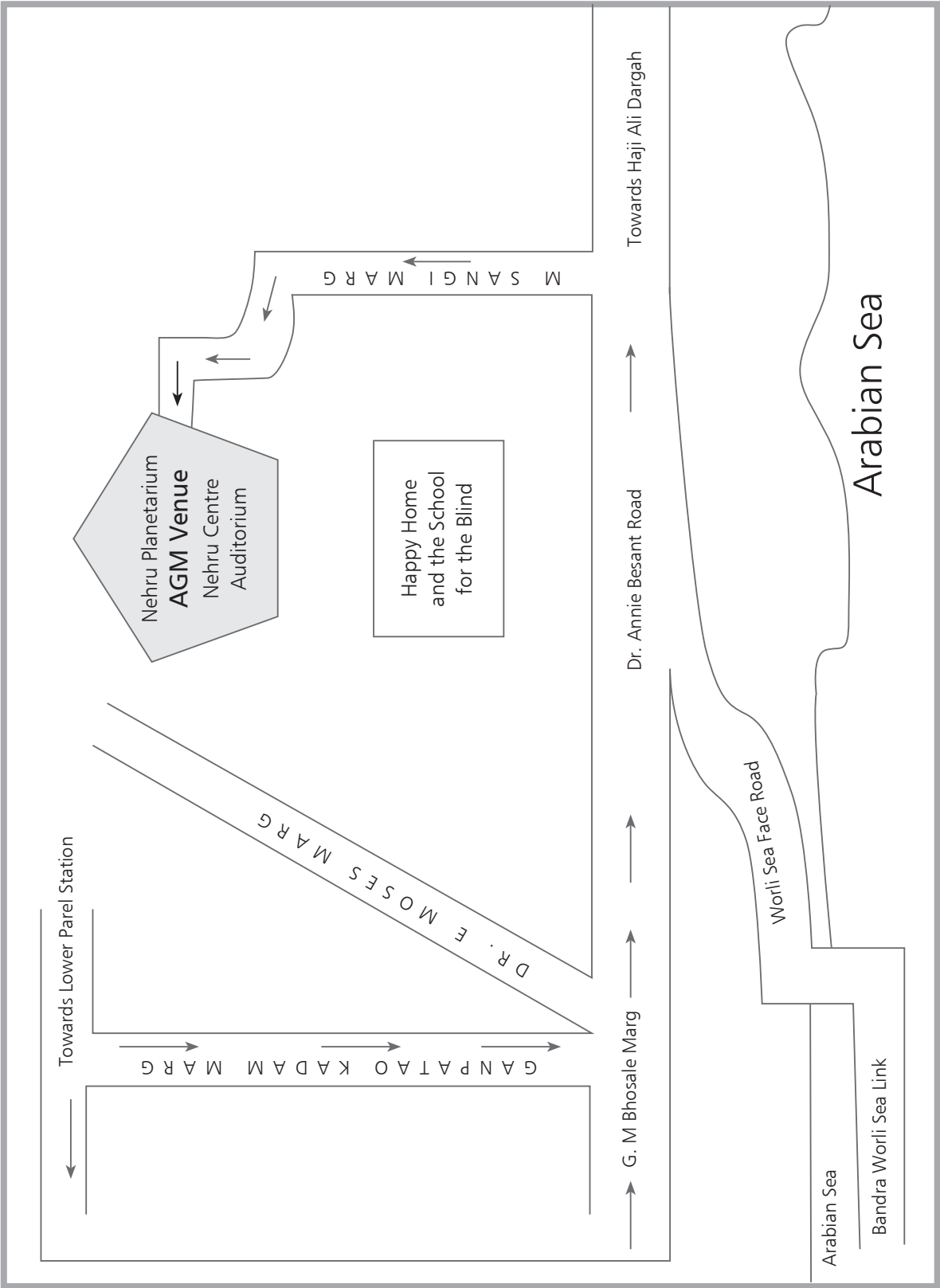
- I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- II. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 12th July, 2016.
- 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. Tuesday, 12th July, 2016 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 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 Scrutinizer 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, thereafter 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 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 for 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 16th Annual General Meeting, to be held on Tuesday, 19th July, 2016 at 3:30 p.m. at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400 018 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 31 st March, 2016, the Reports of the Board of Directors' and Auditors' thereon.		
2.	Declaration of Dividend.		
3.	Re- appointment of Mrs. Rajashree Birla, Director retiring by rotation.		

Resolution No.	Description	For*	Against*
4.	Ratification of appointment of BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.		
5.	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. N. I. Mehta & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31 st March, 2017.		
7.	Appointment of Mr. K. K. Maheshwari as a Director of the Company.		
8.	Appointment and remuneration of Mr. K. K. Maheshwari as the Managing Director of the Company.		
9.	Appointment of Mrs. Alka Marezbhan Bharucha as an Independent Director of the Company.		
10.	Appointment of Mr. Atul Daga as a Director of the Company.		
11.	Appointment and remuneration of Mr. Atul Daga as Whole-time Director and Chief Financial Officer of the Company.		
12.	Issue of Non-convertible Redeemable Debentures on private placement basis upto an amount of ₹ 9,000 crores.		
13.	Increase in borrowing limits of the Company.		
14.	Creation of security on the properties of the Company, both present and future, in favour of lenders.		
15.	Increase in limits for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors including Foreign Institutional Investors from 24% to 30%.		

Signed this day of 2016

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.