28th May, 2019

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**

**Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sirs,

In terms of Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith, Secretarial Compliance Report duly issued by BNP & Associates, Company Secretaries, for the financial year ended 31st March, 2019.

The above is for your information and record, please.

Yours faithfully,
For UltraTech Cement Limited

S. K. Chatterjee
Company Secretary

# Secretarial compliance report of UltraTech Cement Limited for the year ended 31st March, 2019

We BNP & Associates have examined:

(a) all the documents and records made available to us and explanation provided by UltraTech Cement Limited ("the listed entity"),
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

We have also examined, the following specific Regulations and the circulars/ guidelines issued thereunder:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(e) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993;
(f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, ***except*** in respect of matters specified below:

| Sr.No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---|---|---|---|
| Nil | | | |
| | | | |



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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity / its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---|---|---|---|---|
| Nil | | | | |
| | | | | |

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---|---|---|---|---|
| Not Applicable | | | | |
| | | | | |

**For BNP & Associates**
**Company Secretaries**
**[Firm Regn. No. P2014MH037400]**

BNP & Associates MUMBAI Company Secretaries

**Place: Mumbai**
**Date: 24th April, 2019**

**B. Narasimhan**
**Partner**
**FCS No.: 1303 C P No.: 10440**