

Quarterly Compliance report on Corporate Governance

Name of the Company : UltraTech Cement Limited

Quarter ending on : 30th June, 2016

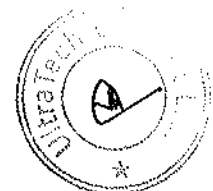
I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/Non-Executive/Independent/ Nominee) ⁶	Date of Appointment in the current term/cessation	Tenure ⁷	No. of Directorship in listed entities including this listed entity Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/Stakeholders Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kumar Mangalam Birla	DIN - 00012813 PAN - AEFPB5926H	Chairman; Non Executive	14-May-04	N.A.	7	0	0
Mrs.	Rajashree Birla	DIN - 00022995 PAN - AAFPB1583L	Non Executive	14-May-04	N.A.	7	0	0
Mr.	Arun Adhikari	DIN - 00591057 PAN - AEQPA0493K	Independent	8-Aug-14	5 years from 8 Aug, 2014	1	1	0
Mr.	R. C. Bhargava	DIN - 00007620 PAN - AAAPB0832F	Independent	6-Aug-14	5 years from 06 Aug, 2014	5	7	2
Mrs.	Alka Bharucha	DIN - 00114067 PAN - AABPB5063D	Independent	9-Jun-16	5 years from 9 Jun, 2016	2	2	1
Mr.	G.M.Dave	DIN - 00036455 PAN - AABPD1235F	Independent	6-Aug-14	5 years from 8 Aug, 2014	4	6	0
Mr.	Rajiv Dube	DIN - 00021796 PAN - ABYPD5385Q	Non Executive	29-Apr-13	N.A.	1	0	0
Mrs.	Sukanya Kripalu	DIN - 06994202 PAN - AAAPK9658A	Independent	11-Oct-14	5 years from 11 Oct, 2014	3	1	0
Mr.	S. B. Mathur	DIN - 00013239 PAN - AGWPM9645F	Independent	6-Aug-14	5 years from 6 Aug, 2014	6	5	2
Mr.	O.P.Puranmalka	DIN - 00062212 PAN - ABKPP2254L	Non Executive	16-Jan-10	N.A.	1	0	0
Mrs.	Renuka Ramnath	DIN - 00147182 PAN - AADPR8108D	Independent	11-Oct-14	5 years from 11 Oct, 2014	4	4	2
Mr.	D. D. Rathi	DIN - 00012575 PAN - AABPR6706M	Non Executive	6-Jul-04	N.A.	1	1	0
Mr.	Krishna Kishore Maheshwari	DIN - 00017572 PAN - AAEPM3740M	Executive - Managing Director	1-Apr-16	N.A.	2	0	0
Mr.	Atul Daga	DIN - 06416619 PAN - AAEPD2269C	Executive - Whole Time Director & CFO	9-Jun-16	N.A.	1	0	0

⁵PAN number of any Director would not be displayed on the website of Stock Exchange.⁶ Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen.⁷ To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.⁸ Directorships of companies whose equity shares are listed have been considered.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁶
1. Audit Committee	Mr. R. C. Bhargava	Chairman; Independent
	Mr. G. M. Dave	Member; Independent
	Mrs. Renuka Ramnath	Member; Independent
2. Nomination, Remuneration and Compensation Committee	Mr. Kumar Mangalam Birla	Member; Non Executive
	Mr. G.M. Dave	Chairman; Independent
	Mr. Arun Adhikari	Member; Independent
3. Risk Management Committee	Mr. Rajiv Dube	Chairman; Non Executive
	Mr. Krishnakishore Maheshwari	Member; Executive
	Mr. K. C. Jhanwar	Member, Company Executive
4. Stakeholders Relationship Committee	Mr. R. C. Bhargava	Member; Independent
	Mr. G. M. Dave	Member; Independent
	Mr. D. D. Rathi	Member; Non Executive

⁶ Category of Directors means Executive/ Non-Executive/ Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	
20th January, 2016	25th April, 2016	44 days	
15th February, 2016	9th June, 2016		
31st March, 2016			
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
25th April, 2016	Yes - All members were present.	20th January, 2016	57 days
22nd June, 2016	Yes - 2 Members present	31st March, 2016	
Nomination, Remuneration and Compensation Committee			
25th April, 2016	Yes - 2 Members present	N.A.	44 days
9th June, 2016	Yes - All members were present.		
Stakeholders Relationship Committee			
25th April, 2016	Yes - All members were present	N.A.	-
Risk Management Committee			
-	-	31st March, 2016	-
This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional.			
V. Related Party Transactions			
Subject		Compliance Status (Yes/No/N.A.)	
Whether prior approval of audit committee obtained.		Yes	
Whether shareholder approval obtained for material RPT.		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.		Yes	
Note			
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/ No./ N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. There were no material contracts with the related parties during the quarter ended 30th June, 2016.</p>			
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee</p> <p>3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.</p> <p>4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>5. The report submitted in the previous quarter ended 31st March, 2016 has been placed before Board of Directors.</p>			

For UltraTech Cement Limited


S. K. Chatterjee
Company Secretary

