

ADITYA BIRLA



28th January, 2015

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

Dear Sirs,

Sub: Application under clause 24(f) of the Listing Agreement for the proposed Scheme of Arrangement between UltraTech Cement Limited, Jaiprakash Associates Limited and their respective shareholders and creditors

We refer to our letter dated 23rd January, 2015 informing you about the decision of the Board of Directors of the Company approving the acquisition of the cement units of Jaiprakash Associates Limited (JAL) located at Bela and Sidhi in Madhya Pradesh through a Scheme of Arrangement between the Company and JAL under sections 391 – 394 of the Companies Act, 1956.

In continuation of the aforesaid, we are now applying under Clause 24(f) of the Listing Agreement. Enclosed is the checklist duly filled in together with the enclosures thereto relating to the Clause 24(f) application.

Please find enclosed herewith cheque bearing no. 028799 dated 27th January, 2015 amounting Rs. 102,360/- (Rs. 112,360 for processing fee less TDS of Rs. 10,000/-) drawn on HDFC Bank favoring BSE Limited.

We will be pleased to provide any clarification as you may require in this regard. We request you to kindly grant your approval to the Scheme of Arrangement at your earliest convenience.

Thanking you,

Yours faithfully
For UltraTech Cement Limited

S. K. Chatterjee
Company Secretary

Encl. a/a.

UltraTech Cement Limited

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

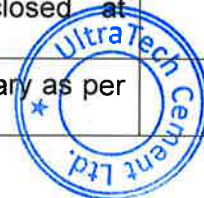
Tel. 022-66917800 / 29267800
Fax 022-66928109

Website www.ultratechcement.com
www.adityabirla.com

CIN L 26940MH2000PLC128420

Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 391, 394 and 101 of the Companies Act, 1956

Sr. No.	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Annexures	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	1	1-6
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the High Court.	2	7-137
3.	Valuation report from Independent Chartered Accountant as applicable as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.	3	138-150
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	4	151-152
5.	Fairness opinion by Merchant Banker	5	153-156
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per Clause 35 of the Listing Agreement.	6 and 7	157-158 159-165
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I	8 and 9	166 167
8.	Compliance Report as per clause 49 of the listing agreement per Annexure II	10	168
9.	Complaint report as per Annexure III . (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	11	169
10.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 as per Annexure IV	12	170-171
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para 5.16(a), is not applicable then as required under Para 5.16 (b), submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 5.16(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	13	172-183
12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	Covered in Annexure 1	-
13.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V .	14	184-190
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	15 and 16	191-192 193-195
15.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI .	17 and 18	196-198 199-200
16.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII .	19	201



17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per the format given in SEBI circular CIR/CFD/DIL/1/2014 dated March 25, 2014 enclosed as Annexure VIII .	20 and 21	202-212 213-214
18.	Annual Reports of the transferee/resulting and transferor/demerged companies for the last 3 financial years . (Also attaching the Unaudited Financial Results of the Transferee Company for the Quarter and Nine months ended 31 st December, 2014 and Unaudited Financial Results of the Transferor Company for the Quarter and Half year ended 30 th September, 2014.	22 23 24 to 29	215-218 219-224 -
19.	Processing fee (non-refundable) payable will be as below, favoring 'BSE Limited' Rs.1,00,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.		-
20.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID. Mr. S. K.Chatterjee Company Secretary UltraTech Cement Limited B Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 Tel.: 022 66917800 (Ext. 7808) Mob.: 9702259383 Email ID: sanjeeb.chatterjee@adityabirla.com		-

Kindly note that all pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.

Kindly also submit one additional set of the documents at sr. nos. 2 to 11 separately (hard copy as well as soft copy emailed to "bse.schemes@bseindia.com" mentioning company name as subject, for uploading on the Exchange website).

The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for the proposed scheme will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Board of Directors of the Exchange and other Exchange requirements.

