

ADITYA BIRLA



UltraTech

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of arrangement between the Company, Jaypee Cement Corporation Limited and their respective shareholders and creditors

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(f) of the Listing agreement or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393, it shall disclose the pre and post-arrangement (expected) capital structure and shareholding pattern and the "fairness opinion" obtained from an Independent merchant bankers on valuation of assets / shares done by the valuer for the company and unlisted company.
- c) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

For UltraTech Cement Limited

S. K. Chatterjee

Managing Director/ Company Secretary
Company Secretary

Date: 16th September, 2013

UltraTech Cement Limited

Registered Office :
B-Wing, Ahura Centre, 2nd Floor,
Mahakali Caves Road, Andheri (E), Mumbai - 400 093.

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