

ADITYA BIRLA



UltraTech

17th September, 2013

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

Dear Sirs,

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

We refer to our letter dated 11th September, 2013 informing you about the decision of the Board of Directors of the Company approving the acquisition of the Cement Unit of Jaypee Cement Corporation Limited (JCCL) located in Gujarat, by way of demerger through a Scheme of Arrangement between JCCL and the Company 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. 021787 dated 17th September, 2013 amounting ₹ 101,124/- (₹ 112,360 for processing fee less TDS of ₹ 11,236/-) 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 - 400 093.

Tel. 022-66917800 / 29267800
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Website www.ultratechcement.com
www.adityabirla.com

Scheme of Arrangement between

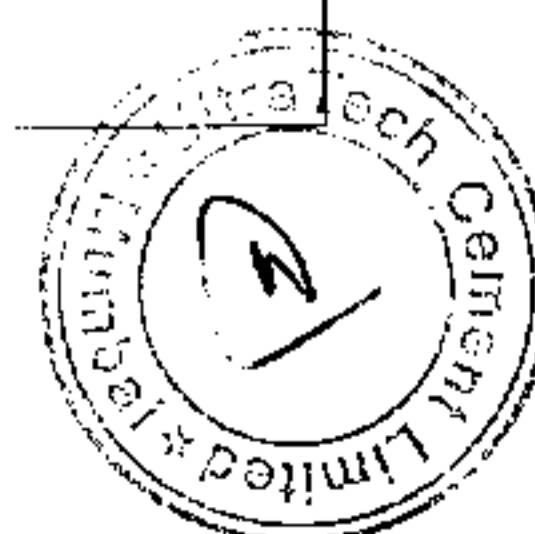
UltraTech Cement Limited,

Jaypee Cement Corporation Limited

and their respective shareholders and creditors ("Scheme of Arrangement")

Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement, for the Scheme of Amalgamation / Arrangement 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	Page Nos.	Annexure
1	Certified true copy of the resolution passed by the Board of Directors of the company.	1-5	1
2	Certified copy of the Scheme of Amalgamation / Arrangement proposed to be filed before the High Court.	6-84	2
3	Rationale of the proposed Scheme.	85	3
4	Detailed valuation report with related workings/calculations on the basis of which Swap Ratio is determined by the Company's Valuers.	86-101	4
5	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed.	102-108	5
6	Shareholding pattern of the companies pre and post Amalgamation / Arrangement as per Clause 35 of the Listing Agreement. (Post issue shareholding pattern is not required to be submitted in case if there are no new shares being issued pursuant to the scheme)	109-112	6 and 7
7	Networth certificate (excluding Revaluation Reserve) together with related workings of the company pre and post scheme.	113	8
8	Capital evolution details and Financials of the transferee/resulting and transferor/demerged companies as per format enclosed	114-120	9
9	Details about the cross holdings between the companies, if any.	-	-
10	Confirmation by the Managing Director/ Company Secretary as per format enclosed.	121	10
11	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 enclosed.	122-132	11
12	Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report issued by Independent Chartered Accountant.	133-134	12
13	Undertaking from the Company regarding non-applicability of para 5.16(a) of SEBI circulars duly certified by the Auditors of the Company	135-146	13



14	Report on Corporate Governance – Clause 49 of Listing Agreement	147-148	14
15	Complaints Report	149	15
16	Fairness opinion from Axis Capital Limited	150-157	16
17	Annual Reports of the transferee/resulting and transferor/demerged companies for the last financial year. – last 3 years	-	17 – 22
18	A CD having soft copies of the above documents is enclosed.	-	
19	Effective from April 1, 2012 the processing fee (non-refundable) payable will be as below, <u>favoring ' BSE Limited'</u> 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 add. 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: <u>sanjeeb.chatterjee@adityabirla.com</u>		

In case of scheme of amalgamation of the wholly owned subsidiary company(ies), documents at sr. no. 4 and 8 are not required to be submitted.

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

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 Governing Board of the Exchange and other Exchange requirements.

