



26th November, 2024

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code: 532538

The Manager
Listing Department
The National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051
Scrip Code: ULTRACEMCO

Sub: Approval of Hon'ble National Company Law Tribunal, Mumbai Bench to the Composite Scheme of Arrangement between Kesoram Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors

Ref: Regulation 30 and 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal") has today, sanctioned the Composite Scheme of Arrangement between Kesoram Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

A copy of the order of the Hon'ble Tribunal sanctioning the Scheme, as uploaded on their website is attached herewith.

The Scheme will become effective on the first day of the month immediately succeeding the month in which the conditions mentioned under Clause 21 of the Scheme are fulfilled.

The above is for your information and record.

Thanking You,

Yours faithfully,
For UltraTech Cement Limited

Sanjeeb Kumar Chatterjee
Company Secretary and Compliance Officer

Luxembourg Stock Exchange
BP 165 / L – 2011 Luxembourg
Scrip Code:
US90403E1038 and
US90403E2028

Singapore Exchange
11 North Buona Vista Drive,
#06-07 The Metropolis Tower 2,
Singapore 138589
ISIN Code:
US90403YAA73 and USY9048BAA18



UltraTech Cement Limited

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In the matter of

The Companies Act, 2013 (18 of 2013);

And

In the matter of

Sections 232 r/w Section 230

and other applicable provisions of the Companies

Act, 2013 and Rules framed thereunder as in

force from time to time;

and

In the matter of

Scheme of Amalgamation

UltraTech Cement Limited

CIN: L26940MH2000PLC128420

...Petitioner Company/

Resulting Company

Order delivered on 26.11.2024

Coram:

Shri Prabhat Kumar

Justice V.G. Bisht (Retd.)

Hon'ble Member (Technical)

Hon'ble Member (Judicial)

Appearances (through)

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For the Petitioner : Senior Advocate Mr. Gaurav Joshi a/w Mr
Peshwan Jehangir, Mr. Aman Yagnik,
Mr. Haabil Vahanvaty, Mr. Jamsheed
Dadachanji, Ms. Ishrita Bagchi, i/b
Khaitan & Co.

For the Regional Director: Mr. Bhagwati Prasad, Deputy
Director, Western Region,
Ministry of Corporate Affairs.

ORDER

1. Heard Learned Senior Counsel for the Petitioner Company.
No objection has been received by the Tribunal opposing the
Company Scheme Petition and nor has any party controverted
any averments made in the Company Scheme Petition.
2. The sanction of this Tribunal is sought under Sections 232 r/w
Section 230 and other applicable provisions of the Companies
Act, 2013 (“**Act**”) for Composite Scheme of Arrangement
between **Kesoram Industries Limited** (“**Demerged
Company**”) and **UltraTech Cement Limited** (“**Petitioner
Company**” or “**Resulting Company**”) and their respective
shareholders and creditors (“**Scheme**”).
3. The Scheme provides for:

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- (i) the demerger of the Demerged Undertaking (*as defined in the Scheme*) from the Demerged Company and its transfer to and vesting into the Petitioner Company on a going concern basis, and issue of shares by the Petitioner Company to the shareholders of the Demerged Company; and
- (ii) reduction and cancellation of the Preference Share Capital (*as defined in the Scheme*) of the Demerged Company.

The Board of Directors of the Petitioner Company *vide* resolution dated 30th November 2023 have approved the Scheme.

- 4. The registered office of the Petitioner Company is situated in Mumbai, Maharashtra and hence, the subject matter of the Petition is within the jurisdiction of the National Company Law Tribunal, Mumbai Bench.
- 5. The registered office of the Demerged Company is situated in Kolkata and the Demerged Company has filed the Company Scheme Petition No. C.P.(CAA)/175(KB)2024 before the National Company Law Tribunal, Kolkata Bench. The National Company Law Tribunal, Kolkata Bench *vide* its order dated September 27, 2024 has admitted the said Company Scheme Petition filed by the Resulting Company. The matter is currently reserved for orders by the National Company Law

Tribunal, Kolkata Bench *vide* its order dated November 4, 2024.

6. The Petitioner Company is, *inter alia*, engaged in the business of manufacture and sale of various grades and types of cement, ready mix concrete and other building solutions related products.

Rationale for the Scheme

The transfer of the Demerged Undertaking from the Demerged Company to the Resulting Company pursuant to this Scheme would, inter alia, result in the following benefits for the Demerged Company and the Resulting Company:

(A) in case of the Demerged Company:

- (i) unlocking the value of the Cement Business for the shareholders of the Demerged Company;*
- (ii) assisting in the de-leveraging of its balance sheet including reduction of debt and outflow of interest as well as creation of value for its shareholders; and*
- (iii) focusing on core business areas such as rayon, transparent paper and chemicals.*

(B) in case of the Resulting Company:

- (i) expansion in markets where the Resulting Company has no physical presence;*

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- (ii) creating value for shareholders by acquiring ready to use assets which shall create operational efficiencies and reduce time to markets vis-a-vis greenfield projects which are time consuming on account of acquisition of land and limestone mining leases;*
- (iii) good fit for serving existing markets and catering to additional cement volume requirements in new markets;*
- (iv) the transaction will provide the Resulting Company the opportunity to extend its footprint in the highly fragmented, competitive and fast growing Western and Southern markets in the country;*
- (v) it will help enhance the Resulting Company's geographic reach in Southern markets; and*
- (vi) synergies in manufacture and distribution process and logistics alignment leading to economies of scale and creation of efficiency by reducing time to market and benefiting customers.*

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Demerged Company and the Resulting Company.

7. The consideration for the Scheme is as under:

- (i) 1 (one) fully paid up equity share of INR 10 (Indian Rupees Ten only) each of the Resulting Company for every 52 (fifty two) fully paid up*

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equity shares of INR 10 (Indian Rupees Ten only) each of the Demerged Company (Ref: Clause 9.1.1 of Scheme – Pg. 30 – Vol I)

(ii) 54,86,608 (Fifty four lakh eighty six thousand six hundred and eight) fully paid 7.3% non-convertible redeemable preference shares of INR 100 (Indian Rupees Hundred only) each of the Resulting Company for 90,00,000 (Ninety Lakhs) 5% cumulative non-convertible redeemable preference of INR 100 (Indian Rupees Hundred only) each of the Demerged Company (Ref: Clause 9.1.2 of Scheme – Pg. 30 – Vol I)

(iii) 8,64,275 (Eight lakh sixty four thousand two hundred and seventy five) fully paid 7.3% non-convertible redeemable preference shares of INR 100 (Indian Rupees Hundred only) each of the Resulting Company for 19,19,277 (Nineteen Lakhs Nineteen Thousand Two Hundred Seventy-Seven) zero% optionally convertible redeemable preference shares of INR 100 (Indian Rupees Hundred only) each of the Demerged Company (Ref: Clause 9.1.3 of Scheme – Pg. 30 – Vol I)

8. The Appointed Date means the opening business hours of 1 April 2024 or such other date as may be mutually agreed by the respective Board of the Parties, subject to receipt of regulatory approvals from the CCI or any other Appropriate Authority.

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9. The Company Scheme Petition No. C.P.(CAA)/176(MB)/2024 was filed in consonance with the Order dated July 8, 2024 passed by this Tribunal in the Company Scheme Application No. C.A.(CAA)/112(MB)/2024. The Petitioner Company submits that on September 27, 2024, the Company Scheme Petition was admitted and the date for hearing and final disposal was fixed as November 12, 2024. The Petitioner Company has complied with all the requirements as per the directions of this Tribunal. Moreover, the Petitioner Company undertakes to comply with all statutory requirements, if any, as required under the Companies Act, 2013 and the rules & regulations made thereunder. The said undertaking is accepted.
10. The Regional Director has filed his Report dated 05.11.2024 making certain observations and the Petitioner Companies have undertaken/made following submission that :
- a. The Resulting Company shall pass such accounting entries which are necessary in connection with the Scheme to comply with such accounting standards notified under Section 133 of the Companies Act, 2013 as may be applicable;
 - b. The Scheme enclosed to the Company Scheme Application and Company Scheme Petition are one and the same and there is no discrepancy / change made;

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- c. The Scheme is in compliance with the requirements of circular no. F. No. 7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs;
 - d. The Petitioner Company shall comply with the directions of the Income Tax Department and GST Department, if any, in accordance with applicable law;
 - e. The Petitioner Company shall comply with the guidelines of RBI, FEMA, FERA, as applicable;
 - f. The Petitioner Company shall comply with the observations pointed out by the stock exchanges vide their letter dated 13th May, 2024 and 15th May, 2024; and the Petitioner Company shall also comply with the SEBI (LODR) Regulations 2015;
 - g. The Petitioner Company shall protect the interest of creditors of Demerged Company as on the appointed date of the Scheme.
11. Mr. Bhagwati Prasad, Additional Director for the Office of Regional Director (WR), Mumbai appeared on the date of hearing and submits that above explanations and clarifications given by the Petitioner Company in rejoinder are satisfactory and they have no further objection to the Scheme.
12. The Petitioner Company had filed an application in relation to the proposed Scheme with the CCI for its approval / NOC and has received the requisite approval / NOC dated March 19, 2024 from CCI. The said approval / NOC issued to the

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Petitioner Company by CCI has been placed on record as Exhibit A-16 to the captioned Company Scheme Application.

13. From the material on record, Company Scheme Petition appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. Since all the requisite statutory compliances have been fulfilled, the said Company Scheme Petition filed by the Petitioner Company is made absolute in terms of the prayers mentioned in the Company Scheme Petition. The Scheme annexed is hereby sanctioned, with the Appointed Date of April 01, 2024.
14. The creditors of undertaking, being demerged, shall be entitled to make claim against the resulting company as well as demerged company in relation to their debt up to the date of demerger. In case the resulting Company is made to pay the debt of such undertaking, it shall be entitled to seek reimbursement of the amount so paid from the Demerged Company.
15. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this scheme and, it shall be open to the income tax authorities to take necessary action as possible under the Income Tax Law.
16. The Petitioner Company is directed to file the certified copy of this Order along with a copy of the Scheme with the concerned

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Registrar of Companies, within 30 days from the date of receipt of the certified copy of this Order from the Registry of this Tribunal.

17. The Petitioner Company to lodge the certified copy of this Order along with the Scheme duly certified by the Deputy Registrar or the Assistant Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, within a period of 60 working days from the date of receipt of the certified Order from the Registry of this Tribunal or within a period of 60 working days from the date of receipt of the certified Order from the Registry of the Hon'ble National Company Law Tribunal, Kolkata Bench, whichever is later. Provided that the stamp duty shall be payable only upon the Scheme becoming effective.
18. All concerned regulatory authorities to act on a copy of this Order along with Scheme duly certified by the Deputy Registrar or the Assistant Registrar, National Company Law Tribunal, Mumbai Bench.
19. Any person interested shall be at liberty to apply to this Tribunal in the above matters for any directions that may be necessary.

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20. Any concerned Authorities are at liberty to approach this Tribunal for any further clarification as may be necessary.

21. Ordered accordingly. File to be consigned to records.

Sd/-

Prabhat Kumar

Member (Technical)

Sd/-

Justice V.G. Bisht

Member (Judicial)