



31st May, 2018

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 Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement amongst Century Textiles and Industries Limited, UltraTech Cement Limited and their respective shareholders and creditors

We refer to our letter dated 20th May, 2018 informing you about the decision of the Board of Directors of the Company approving the Scheme of Arrangement amongst Century Textiles and Industries Limited, UltraTech Cement Limited and their respective shareholders and creditors.

In continuation of the aforesaid, we are now applying under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Enclosed is the checklist duly filled in together with the enclosures thereto relating to the Regulation 37 application.

The Company has transferred an amount of Rs. 1,94,400/- (Rs. 1,80,000/- plus GST of Rs. 32,400 less TDS of Rs. 20,000) through Fund Transfer / RTGS / NEFT No. 00600340005156 dated 25th May, 2018 into the account of BSE Limited towards processing fees.

A demand draft No. 768552 dated 24th May, 2018 drawn on HDFC Bank Ltd. of Rs. 5,00,000/- in favour of "Securities and Exchange Board of India" payable at Mumbai is also attached.

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 : Ahura Centre, B - Wing, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093, India

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Scheme of Arrangement amongst
Century Textiles and Industries Limited (the Demerged Company),
UltraTech Cement Limited (the Resulting Company),
and their respective shareholders and creditors ("Scheme of Arrangement")

Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 230-234 of Companies Act, 2013

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexures	Page Nos.
1.	Certified copy of the draft Scheme of Arrangement proposed to be filed before the National Company Law Tribunal.	1	1-114
2.	Certified true copy of the resolution passed by the Board of Directors of the Company.	2	115-119
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	3	120-131
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	4	132-133
5.	Fairness opinion from Axis Capital Limited.	5	134-139
6.	Shareholding pattern of all the companies pre and post Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	6 to 8	140-159
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 II. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.	9 and 10	160-182
8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para I(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular.	11 and 12	183-188
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.	13	189
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website).	14	190
11.	If as per the company, approval from the Public shareholders through e-voting, as required under Para I(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para I(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Not Applicable	-
12.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted	Not Applicable	-



	companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.		
13.	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 2	-
14.	Brief details of the transferee/resulting and transferor/demerged companies as per format.	15	191-196
15.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	16 and 17	197-202
16.	Capital evolution details of the transferee/resulting and transferor/demerged companies.	18 and 19	203-208
17.	Confirmation by the Managing Director/ Company Secretary.	20	209
18.	A Certificate from the Statutory Auditor of Demerged Company certifying percentage turnover and profitability of the division, being hived off vis-à-vis the other divisions of the Company.	21	210-212
19.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	22 and 23	-
20.	<p>Processing fee (non-refundable) payable to BSE will be as below, through RTGS-</p> <p>- Rs.1,80,000/- plus GST as applicable, where one entities/companies are Merged or one new company formed due to Demerger – Transferred through Fund Transfer / NEFT No. 00600340005156 dated 25th May, 2018.</p> <p>Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in Annexure IX or through DD favoring 'Securities and Exchange Board of India' payable at Mumbai'</p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p>	Attached DD No. 768552 dated 24 th May, 2018.	-
21.	<p>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</p>		-

Note:

- 1) In addition to compliance with the requirements of SEBI (LODR) Regulations / SEBI circulars on scheme and other statutory requirements, the listed entity shall also comply with the following requirements:
 - a. In case of merger of an unlisted company or a division of unlisted company with the listed transferee company, the transferee company should have a minimum paid up capital of Rs.3 crores post scheme of arrangement / amalgamation.
 - b. In case a listed company merges with an unlisted company or division of a listed company is hived off into an unlisted company and the unlisted company applies for listing to BSE, the transferee / resulting company should have a minimum paid up capital of Rs.3 crores post scheme of amalgamation / arrangement.



- 2) All pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.
- 3) In case of schemes of arrangement involving merger of wholly owned subsidiary or its division with its holding company, following documents are to be submitted vide email to ["bse.schemes@bseindia.com"](mailto:bse.schemes@bseindia.com) mentioning company name as subject, for dissemination on the Exchange's website:
 - a) Certified true copy of Board of Director's resolution approving the draft scheme of amalgamation of WOS or its division with its holding company
 - b) Certified true copy of Draft scheme.
 - c) Processing fee (non-refundable) of Rs. 25,000/- plus GST, as applicable payable to BSE, through RTGS- Details given in **Annexure IX** or through Cheque/DD **favoring 'BSE Limited'**

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"](mailto: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.



