

ADITYA BIRLA



UltraTech

5th July, 2016

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 between UltraTech Cement Limited, Jaiprakash Associates Limited, Jaypee Cement Corporation Limited and their respective shareholders and creditors

We refer to our letter dated 4th July, 2016 informing you about the decision of the Board of Directors of the Company approving the Scheme of Arrangement between the Company, Jaiprakash Associates Limited, Jaypee Cement Corporation 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.

Please find enclosed herewith cheque bearing no. 025670 dated 5th July, 2016 amounting Rs. 2,10,000/- (Rs. 2,30,000 for processing fee less TDS of Rs. 20,000/-) drawn on HDFC Bank favoring National Stock Exchange of India 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

**Scheme of Arrangement between
UltraTech Cement Limited,
Jaiprakash Associates Limited,
Jaypee Cement Corporation Limited
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 391, 394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable

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 Amalgamation / Arrangement, etc. proposed to be filed before the High Court.	1	0-420
2.	Certified true copy of the resolution passed by the Board of Directors of the company.	2	421-426
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.	3	427-439
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	4	440-441
5.	Fairness opinion by Merchant Banker	5	442-446
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	6, 7 and 8	447-451 452-463 464
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. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.	9, 10 and 11	465 466 467
8.	Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as per Annexure II	12	468-469
9.	Complaint report as per Annexure III of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 (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). Format given in Annexure III	13	470
10.	Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 as per Annexure IV	14	471-472
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, 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)	15	473-478
	b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	16	479



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 .	17	480-487
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	18, 19 and 20	488-489 490-492 493-494
15.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI .	21, 22 and 23	495-500 501-503 504
16.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII .	24	505
17.	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. CIR/CFD/CMD/16/2015 dated November 30, 2015, as per the format given in Annexure II of aforesaid SEBI circular. Format given in Annexure VIII	25, 26 and 27	506-510 511 512
18.	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.	28 to 39	-
19.	Processing fee (non-refundable) payable will be as below, though RTGS - Details given in Annexure IX or though Cheque/DD 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.



UltraTech Cement Limited

NAME & ADDRESS BSE LTD. 25TH FLOOR, P. J. TOWER MUMBAI-400001					CH.NO. 025670	AMOUNT PAYABLE 230,000.00		
					05.07.2016			
					(LESS)TDS 20,000.00	NET PAYABLE 210,000.00		
ORDER NO.	INVOICE NO.	INV.DATE	AMOUNT CLAIMED	DISALL/ RECOV.	RETENTION	ADVANCE ADJUSTED	TDS	AMOUNT PAYABLE
		05.07.2016	230,000.00	0.00	0.00	0.00	20,000.00	210,000.00

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



MANECKJI WADIA BLDG., GROUND FLOOR,
NANIK MOTWANI MARG, FORT, MUMBAI - 400 023, MAHARASHTRA.
RTGS / NEFT IFSC : HDFC0000080

Payee's A/c only
Not Negotiable

दिनांक
Date

05.07.2016

0 5 . 0 7 . 2 0 1 6

Valid for 3 months Only

Pay BSE LTD.

By Order

Rupees रूपये Two Lacs Ten Thousand and Paise zero Only.

उनके आदेश पर

अवा करें



*****210,000.00

For UltraTech Cement Limited

A/c No.
खाता नं.

00600310016831

C/A

Payable at par through clearing/transfer at all branches of HDFC BANK LTD

Not Over Rs *****210,000.00/-

(Signature)

(Signature)

Authorised Signatory

Authorised Signatory

Please sign above / कृपया यहाँ पर हस्ताक्षर करें

⑈025670⑈ 400240015⑈ 917925⑈ 30