


Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Resulting Company	Demerged Company
Name of the company	UltraTech Cement Limited	Century Textiles and Industries Limited
Date of Incorporation & details of name changes, if any	UltraTech Cement Limited was originally incorporated on 24 th August, 2000 in the State of Maharashtra under the name of 'L&T Cement Limited'. Its name was changed to 'UltraTech CemCo Limited' with effect from 19 th November, 2003. The name was again changed to 'UltraTech Cement Limited' with effect from 14 th October, 2004.	Century Textiles and Industries Limited was originally incorporated on 20 th October, 1897 in the State of Maharashtra under the name of 'The Century Spinning & Manufacturing Company Ltd.' Its name was changed to 'Century Textiles And Industries Limited' with effect from 26 th May, 1987.
Registered Office	B Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai – 400 093	Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai – 400025
Brief particulars of the scheme	Scheme of Arrangement amongst Century Textiles and Industries Limited, the Company and their respective shareholders and creditors for demerger of identified Cement Division of Century into UltraTech.	
Rationale for the scheme	<p>(a) in case of the Demerged Company:</p> <p>A. unlocking the value of the Cement Business for the shareholders of the Demerged Company; and</p> <p>B. 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</p> <p>(b) in case of the Resulting Company:</p> <p>A. expansion in markets having good potential demand for cement.</p> <p>B. creating value for its shareholders by acquiring ready to use assets which shall create operational efficiencies, reduce time to markets vis-à-vis greenfield projects which are time consuming due to challenges in acquisition of land and limestone mining leases.</p> <p>C. strategic fit for serving existing markets and catering to additional volume requirements in new markets; and</p> <p>D. 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.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	20 th May, 2018	20 th May, 2018
Date of meeting of the Audit Committee in which the draft scheme has been approved	20 th May, 2018	20 th May, 2018 Certified True Copy For UltraTech Cement Limited  S. K. Chatterjee Company Secretary
Appointed Date	Appointed date is the effective date as mentioned in the Scheme	

Name of Exchanges where securities of the company are listed	Listed on: - BSE Limited (BSE) - National Stock Exchange of India Limited (NSE) - GDRs listed on Luxembourg Stock Exchange	Listed on: - BSE Limited (BSE) - National Stock Exchange of India Limited (NSE)
Nature of Business	Engaged in the business of manufacture of sale of various grades and types of Cement ready mix concrete and other cement related products	Engaged in the following businesses: (a) production and sale of cotton fabrics ("Textile Business"); (b) production of all types of paper products like writing and printing paper ("Pulp and Paper Business"); (c) business of manufacture, production, sale and distribution of cement ("Cement Business"); and (d) dealing in commercial and residential property ("Real Estate Business").
Capital before the scheme (No. of equity shares as well as capital in rupees)	Authorised Share Capital 28,00,00,000 equity shares of Rs. 10 each and 1,52,000 cumulative redeemable preference shares of Rs. 1,00,000 each aggregating to Rs. 18,00,00,00,000. Issued, Subscribed and Paid-up Capital 27,46,13,985 equity shares of INR 10 each and 100,010 cumulative redeemable preference shares of INR 1,00,000 each aggregating to INR 12,74,71,39,850	Authorised Share Capital 14,80,00,000 equity shares of Rs. 10 each and 100,00,000 redeemable cumulative non-convertible preference shares of Rs. 100 each aggregating to Rs. 248,00,00,000. Issued Share Capital 11,17,11,090 equity shares of Rs. 10 each amounting to Rs. 117,11,10,900 Subscribed and Paid-up Share Capital 11,16,95,680 equity shares of Rs. 10 each amounting to Rs. 111,69,56,800
No. of shares to be issued	around 1.4 crore equity shares	
Cancellation of shares on account of cross holding, if any	Not Applicable	
Capital after the scheme (No. of equity shares as well as capital in rupees)	Authorised Share Capital 78,00,00,000 equity shares of Rs. 10 each and 1,02,000 cumulative redeemable preference shares of Rs. 1,00,000 each aggregating to Rs. 1800,00,00,000. Issued, Subscribed and Paid-up Capital 28,85,79,746 equity shares of Rs. 10 each and 100,010 cumulative redeemable preference shares of Rs. 1,00,000 each aggregating to Rs. 1303,57,57,606.	Authorised Share Capital 14,80,00,000 equity shares of Rs. 10 each and 100,00,000 redeemable cumulative non-convertible preference shares of Rs. 100 each aggregating to Rs. 248,00,00,000. Issued Share Capital 11,17,11,090 equity shares of Rs. 10 each amounting to Rs. 117,11,10,900. Subscribed and Paid-up Share Capital 11,16,95,680 equity shares of Rs. 10 each amounting to Rs. 111,69,56,800.



Net Worth	(Rs. In crores)		(Rs. In crores)	
Pre	25,923.02		2,370.63	
Post	31,544.11		2,498.31	
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	Joint Valuation Report: 1. Bansi S Mehta & Company, Chartered Accountants, Mumbai, Independent Chartered Accountants (Regn. No. 100991W); and 2. Walker Chandiok & Co LLP, Chartered Accountants, Mumbai, Independent Chartered Accountants (Regn. No. 001076N/N500013)			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Copy of Valuation Report is attached.			
Fair value per shares	Rs. N.A.		Rs. N.A.	
Exchange ratio	For every 8 (eight) fully paid-up equity shares of Rs.10/- each held in the Demerged Company 1 (one) fully paid-up equity share of Rs. 10/- each of the Resulting Company			
Name of Merchant Banker giving fairness opinion	Axis Capital Ltd.			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	As per Annexure I			
Public				
Custodian				
TOTAL				
No of shareholders	As per Annexure II			
Names of the Promoters (with PAN nos.)				
Names of the Board of Directors (with DIN and PAN nos.)				
Please specify relation among the companies involved in the scheme, if any	Both the Companies are not related to each other.			
Details regarding change in management control in listed or resulting company seeking listing if any	There is no change in the Management Control of the Company			



Pre Demerger Shareholding of UltraTech Cement Ltd.

	No. of Shares	% of holding
Promoter	16,74,59,599	60.98
Public	10,26,54,767	37.38
Custodian(GDR)*	45,03,420	1.64
Total	27,46,17,786	100.00
No. of Shareholders		2,58,626

* 27,44,168 GDRs held by Promoter Group.

Post Demerger Shareholding of UltraTech Cement Ltd.

	No. of Shares	% of holding
Promoter	17,66,54,892	61.22
Public	10,74,21,434	37.22
Custodian(GDR)	45,03,420	1.56
Total	28,85,79,746	100.00
No. of Shareholders		3,21,017

* 27,44,168 GDRs held by Promoter Group.

Pre and Post Shareholding of Century Textiles and Industries Limited

	No. of Shares	% of holding
Promoter	5,60,77,970	50.21
Public	5,56,17,710	49.79
Custodian(GDR)	-	-
Total	11,16,95,680	100.00
No. of Shareholders		62,393



List of Promoters of Resulting Company (UltraTech) as on 20th May, 2018

Sr. No.	Name	PAN
1	Mr. Kumar Mangalam Birla	AEFPB5926H
2	Grasim Industries Limited	AAACG4464B

List of Directors of Resulting Company (UltraTech) as on 20th May, 2018:

Sr. No	Name	DIN	PAN
1	Mr. Kumar Mangalam Birla	00012813	AEFPB5926H
2	Mrs. Rajashree Birla	00022995	AAFPB1583L
3	Mr. Arun Adhikari	00591057	AEQPA0493K
4	Ms. Alka Bharucha	00114067	AABPB5063D
5	Mr. G.M. Dave	00036455	AABPD1235F
6	Mrs. Sukanya Kripalu	06994202	AAAPK9658A
7	Mr. S.B. Mathur	00013239	AGWPM9645F
8	Mr. O.P. Puranmalka	00062212	ABKPP2254L
9	Mrs. Renuka Ramnath	00147182	AADPR8108D
10	Mr. D.D. Rathi	00012575	AABPR6706M
11	Mr. K.K. Maheshwari	00017572	AAEPM3740M
12	Mr. Atul Daga	06416619	AAEPD2269C



Annexure II

**List of Promoters of Demerged Company (Century Textiles and Industries Ltd.)
as on 20th May, 2018**

Sr. No.	Name	PAN
1	Pilani Investment And Industries Corporation Ltd.	AABCP7642R
2	IGH Holdings Private Limited	AABCT4426F
3	Aditya Marketing And Manufacturing Limited	AACCA8226F
4	Cygnat Industries Limited	AAGCC0662F
5	Prakash Educational Society	AAATP1227G
6	Birla Educational Institution	AAATB3103B
7	Padmavati Investment Limited	AABCP8632M
8	Manav Investment And Trading Co. Ltd.	AACCM0875E
9	Basant Kumar Birla	AEKPB3110L

**List of Directors of Demerged Company (Century Textiles and Industries Ltd.)
as on 20th May, 2018:**

Sr.No.	Name	PAN No.	DIN No.
1	Shri B. K. Birla, Chairman	AEKPB 3110L	00055856
2	Shri Kumar Mangalam Birla, Vice Chairman	AEFPB5926H	00012813
3	Smt. Rajashree Birla	AAFPB1583L	00022995
4	Shri Pradip Kumar Daga	AGAPD8547R	00040692
5	Shri Yazdi P. Dandiwala	AACPD0318G	01055000
6	Shri Rajan A. Dalal	AABPD8799G	00546264
7	Shri Sohanlal Kundanmal Jain	AAQPJ5701P	02843676
8	Shri D. K. Agrawal, Whole-time Director	AABPA4891L	00040123

