

**Scheme of Arrangement between UltraTech Cement Limited and Jaiprakash Associates Limited and their respective shareholders and creditors ("Scheme of Arrangement")**

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

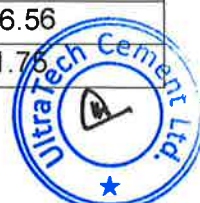
Particulars	Transferee / Resulting Company	Transferor/ Demerged Company
Name of the company	UltraTech Cement Ltd.	Jaiprakash Associates Limited
Date of Incorporation & details of name changes, if any	24 <sup>th</sup> August, 2000  UltraTech Cement Limited ("the Company") was incorporated on 24 <sup>th</sup> August, 2000, as "L&T Cement Limited". The name of the Company was changed to "UltraTech CemCo Limited" with effect from 19 <sup>th</sup> November, 2003. The name of the Company was again changed to UltraTech Cement Limited with effect from 14 <sup>th</sup> October, 2004.	15 <sup>th</sup> November, 1995  Jaiprakash Associates Limited is a public limited company incorporated under the Act, having its registered office at Sector 128, Noida, Uttar Pradesh, 201304 ("Transferor Company"). The Transferor Company is engaged, inter alia, in the business of manufacture and sale of cement and clinker. The equity shares of the Transferor Company are listed on the Stock Exchanges.
Registered Office	B Wing, Ahura Centre, 2 <sup>nd</sup> Floor, Mahakali Caves Road, Andheri (East), Mumbai – 400 093	Sector 128, Noida, Uttar Pradesh, 201304
Brief particulars of the scheme	<p>Scheme of Arrangement between UltraTech Cement Limited and Jaiprakash Associates Limited and their respective shareholders and creditors for the acquisition of the cement business of Jaiprakash Associates Limited ("JAL") in Satna, Madhya Pradesh ("MP") comprising of:</p> <ol style="list-style-type: none"> <li>1. Integrated cement plant with clinker capacity of 2.1 mtpa and cement grinding capacity of 2.6 mtpa at Bela, MP;</li> <li>2. Integrated cement plant with clinker capacity of 3.1 MTPA and cement grinding capacity of 2.3 MTPA at Sidhi, MP;</li> <li>3. 180 MW Thermal Power Plant of which 25 MW is situated at Bela and 155 MW at Sidhi.</li> </ol> <p>as a going concern on a slump exchange basis (a copy of which was tabled before the meeting and initialled by the Company Secretary for the purpose of identification) pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956.</p>	
Rationale	<p><b>In case of the Transferor Company:</b></p> <p>(a) unlocking of value for the Transferor Company by transfer of part of its assets; and</p>	



	<p>(b) helping the Transferor Company in deleveraging its balance sheet, including reduction of debt and interest outgo as well as creation of value for the shareholders of the Transferor Company.</p> <p><b>In case of the Transferee Company:</b></p> <p>(a) Entry into one of the growing markets of India, viz. the Satna cluster in Madhya Pradesh which contributes to around ten percent (10%) of all India cement demand; and</p> <p>(b) Creating value for shareholders by acquiring ready to use assets reducing time to markets, availability of land, mining leases, fly ash and railway infrastructure leading to logistical efficiency.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	23 <sup>rd</sup> January, 2015	23 <sup>rd</sup> January, 2015
Appointed Date	Shall be the effective date in terms of the Scheme of Arrangement.	
Name of Exchanges where securities of the company are listed	<p>Listed on:</p> <ul style="list-style-type: none"> <li>- BSE Limited (BSE) and</li> <li>- National Stock Exchange of India Limited (NSE)</li> <li>- GDRs listed on Luxembourg Stock Exchange</li> </ul>	<p>Listed on:</p> <ul style="list-style-type: none"> <li>- BSE Limited (BSE) and</li> <li>- National Stock Exchange of India Limited (NSE)</li> </ul>
Nature of Business	The Transferee Company is primarily engaged in the business of manufacture and sale of various grades and types of cement, ready mix concrete and other cement related products.	The Transferor Company is engaged, inter alia, in the business of manufacture and sale of cement and clinker.
Capital before the scheme	<p><b>Authorised Capital:</b> (as on 31.12.2014)</p> <p>Rs. 280,00,00,000 divided into 28,00,00,000 equity shares of Rs. 10/- each.</p> <p><b>Issued Subscribed &amp; Paid-up:</b></p> <p>Rs. 2,74,40,34,390 divided into 27,44,03,439 equity shares of Rs. 10/- each.</p>	<p><b>Authorised Capital:</b> (as on 31.12.2014)</p> <p>Rs. 25,00,00,00,000 comprising 12,34,40,00,000 equity shares of Rs. 2/- each aggregating to Rs. 24,68,80,00,000 and 31,20,000 preference shares of Rs. 100/- each aggregating to Rs. 31,20,00,000</p> <p><b>Issued Subscribed &amp; Paid-up:</b></p> <p>Rs. 486,49,13,950 Comprising 2,43,24,56,975 equity shares of Rs. 2/- each</p>
No. of shares to be issued	Nil	Nil
Cancellation of shares	Nil	Nil



on account of cross holding				
Capital after the scheme	<p><b>Authorised Capital:</b> (as on 31.12.2014)</p> <p>Rs. 280,00,00,000 divided into 28,00,00,000 equity shares of Rs. 10/- each.</p> <p><b>Issued Subscribed &amp; Paid-up:</b></p> <p>Rs. 2,74,40,34,390 divided into 27,44,03,439 equity shares of Rs. 10/- each.</p> <p>It is clarified that till the Scheme becomes effective, the Transferor Company and the Transferee Company are free to alter their authorized, issued, subscribed or paid up share capital as may be required by respective business requirements.</p>	<p><b>Authorised Capital:</b> (as on 31.12.2014)</p> <p>Rs. 25,00,00,00,000 comprising 12,34,40,00,000 equity shares of Rs. 2/- each aggregating to Rs. 24,68,80,00,000 and 31,20,000 preference shares of Rs. 100/- each aggregating to Rs. 31,20,00,000</p> <p><b>Issued Subscribed &amp; Paid-up:</b></p> <p>Rs. 486,49,13,950 Comprising 2,43,24,56,975 equity shares of Rs. 2/- each</p>		
Net Worth	(Rs. in crores)	(Rs. in crores)		
Pre	18,531.18	10,226.59		
Post*	18,531.28	11,705.77		
	*subject to change on account of day-to-day business operations.			
Valuation by independent Chartered Accountant-	Bansi S. Mehta & Co., Chartered Accountants			
Name of the valuer/ valuer firm and Regn no.				
Methods of valuation and value per share arrive under each method with weight given to each method, if any.	As provided in the Valuation Report			
Fair value per shares of the Transferee Company.	Not Applicable			
Exchange ratio	Not Applicable			
Name of Merchant Banker giving Fairness Opinion	J M Financial Institutional Securities Limited			
Shareholding pattern as on 23 <sup>rd</sup> Jan, 2015	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	169,277,874	61.69	169,277,874	61.69
Public	100,310,254	36.56	100,310,254	36.56
Custodian	4,815,581	1.75	4,815,581	1.75



<b>TOTAL</b>	<b>274,403,709</b>	<b>100.00</b>	<b>274,403,709</b>	<b>100.00</b>
No of shareholders	294,334		294,334	
Names of the Promoters	As per Annexure			
Names of the Board of Directors	As per Annexure			
Details regarding change in management control if any	Not Applicable			

For UltraTech Cement Limited



S. K. Chatterjee  
Company Secretary



**List of Promoters of Transferee Company (UltraTech)**

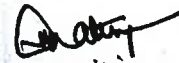
List of Promoter as on 31<sup>st</sup> December, 2014:

<b>Sr. No.</b>	<b>Name</b>	<b>Address</b>
1	Mr. Kumar Mangalam Birla	Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai 400030.
2	Grasim Industries Limited	Birlagram, Nagda – 456 331 Madhya Pradesh

**List of Promoters of Transferor Company (Jaiprakash Associates Limited)**

Kindly refer to the Pre and Post Shareholding Pattern of Jaiprakash Associates Limited.

For UltraTech Cement Limited



S. K. Chatterjee  
Company Secretary



**Transferee Company (UltraTech)**

**List of Directors of Transferee Company as on 31<sup>st</sup> December, 2014:**

S. No.	Name	Office Address	DIN No.
1.	Mr. Kumar Mangalam Birla	Aditya Birla Centre S.K. Ahire Marg, Worli Mumbai 400030.	00012813
2.	Mrs. Rajashree Birla	Aditya Birla Centre S.K. Ahire Marg, Worli Mumbai 400030.	00022995
3.	Mr. Arun Adhikari	903/9 <sup>th</sup> floor, Vivarea Wing A Sane Guruji Marg Hindustan Spg. & Wire Mills Compound Mahalaxmi, Mumbai 400011.	00591057
4.	Mr. R.C. Bhargava	220 Sector 15-A Noida, UP – 201301	00007620
5.	Mr. G.M. Dave	1 <sup>st</sup> Floor, Sethna Building 55, M. Karve Road Mumbai 400 002.	00036455
6.	Mr. Rajiv Dube	Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai 400030.	0021796
7.	Mr. Adesh Gupta	II-A Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai 400030.	00020403
8.	Mrs. Sukanya Kripalu	1703/17 <sup>th</sup> Floor, Vivarea Tower B-1 Sane Guruji Marg, Hindustan Spinning and Wire Compound Mahalaxmi, Mumbai 400011.	06994202
9.	Mr. S.B. Mathur	A-10/10, Vasant Vihar Off: Purvi Marg New Delhi 110 057.	00013239
10.	Mr. S. Rajgopal	232, Buena Vista General J. Bhosle Marg Mumbai 400021.	00001133
11.	Mrs. Renuka Ramnath	701-A, Poonam Chambers, B Wing Dr. Annie Besant Road, Worli Mumbai 400 018	00147182
12.	Mr. D.D. Rathi	Aditya Birla Centre S.K. Ahire Marg, Worli, Mumbai 400030.	00012575
13.	Mr. O.P. Puranmalka	Ahura Centre, B Wing, 2 <sup>nd</sup> floor Mahakali Caves Road, Andheri (E) Mumbai 400093.	00062212
14.	Mr. Dilip Gaur	Ahura Centre, A Wing, 1 <sup>st</sup> floor Mahakali Caves Road, Andheri (E) Mumbai 400093.	02071393

**For UltraTech Cement Limited**

**S. K. Chatterjee  
Company Secretary**

**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](http://www.ultratechcement.com)  
[www.adityabirla.com](http://www.adityabirla.com)

CIN L 26940MH2000PLC128420

**Details of Directors as on 27.01.2015**

S. No	Name	Designation	Address	DIN No.
1	Shri Manoj Gaur	Executive Chairman	A-9/27, Vasant Vihar New Delhi - 110057	00008480
2	Shri Sunil Kumar Sharma	Executive Vice Chairman	E-9/14, Vasant Vihar New Delhi - 110057	00008125
3	Shri Sarat Kumar Jain	Vice Chairman	B-1/12, Vasant Vihar New Delhi - 110057	00010073
4	Shri S.C. Rathi, (LIC Nominee)	Independent Director (LIC Nominee)	4, Jeevan Anand, Opp. Breach Candy Hospital, Rajabali Lane, Mumbai - 400 026	02976025
5	Shri Raj Narayan Bhardwaj	Independent Director	402, Moksh Apartments Upper Govind Nagar MALAD(E) - MUMBAI 400 097	01571764
6	Shri Subhash Chandra Bhargava	Independent Director	1305, B Wing, 13 <sup>th</sup> Floor, Dosti Acres, Upper Link Road, Off. SM Road, Antop Hill, Wadala East, Mumbai 400037.	00020021
7	Shri Basant Kumar Goswami	Independent Director	F-4, Kailash Colony, New Delhi 110048	00003782
8	Ms. Homai A. Daruwalla	Independent Director	Raheja Atlantis CHS Ltd. B-2001, 20th Floor, G.K. Marg, Lower Parel, Mumbai 400013	00365880
9	Shri K.N. Bhandari	Independent Director	5 New Power House Road, Sector-7, Jodhpur - 342 003 (Rajasthan)	00191219
10	Shri S.C.K. Patne	Independent Director	403, Panchmarhi Tower, Kaushambi, Ghaziabad (U.P.)	00616104
11	Shri C.P. Jain	Independent Director	396-C, Sheikh Sarai, Phase-I, New Delhi - 110017	00011964
12	Shri K.P. Rau	Independent Director	E-2, BSNL Staff Quarters, W.M.S. Compound, 47th Cross, 9th Main, Jayanagar 5th Block, Bangalore	02327446
13	Shri T.R. Kakkar	Independent Director	D/284, Ram Prastha, P.O. Chander Nagar, Ghaziabad-201011 (U.P.)	02715161
14	Shri Sunny Gaur	Managing Director (Cement)	A-9/27, Vasant Vihar New Delhi - 110057	00008293
15	Shri Pankaj Gaur	Jt. Managing Director (Construction)	A-1/7, Vasant Vihar New Delhi - 110057	00008419
16	Shri Ranvijay Singh	Whole-time Director	E-2/11, Vasant Vihar New Delhi - 110057	00020876
17	Shri Rahul Kumar	Whole-time Director & CFO	B-67, Sarvodaya Enclave, New Delhi - 110017	00020779
18	Shri Shiva Dixit	Whole-time Director	A-13/1, Vasant Vihar, New Delhi - 110057	00227844

**For JAIPRAKASH ASSOCIATES LIMITED**


*[Signature]*  
**(HARISH K. VAID)**  
 Sr. President (Corporate Affairs) & Company Secretary

**Corp. & Regd. Office** : Sector-128, Noida-201304, Uttar Pradesh (India)  
**Delhi Office** : 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi - 110 057 (India)  
 Ph. : +91 (11) 26141540, 26147411 Fax : +91 (11) 26145389, 26143591  
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 For Fixed Deposits : jalinvestor@jalindia.co.in  
**Website** : www.jalindia.com CIN : L14106UP1995PLC019017