


ANNEXURE V

Scheme of Arrangement between the Company, Jaiprakash Associates Limited, Jaypee Cement Corporation Limited and their respective Shareholders and Creditors

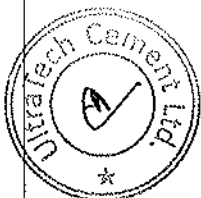
Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor 1/ Demerged Company	Transferor 2/ Demerged Company
Name of the company	UltraTech Cement Ltd.	Jaiprakash Associates Limited	Jaypee Cement Corporation Limited
Date of Incorporation & details of name changes, if any	24 th August, 2000 UltraTech Cement Limited ("the Company") was incorporated on 24 th August, 2000, as "L&T Cement Limited". The name of the Company was changed to "UltraTech CemCo Limited" with effect from 19 th November, 2003. The name of the Company was again changed to UltraTech Cement Limited with effect from 14 th October, 2004.	Jaiprakash Associates Limited was originally incorporated on 15-11-1995 in the State of Uttar Pradesh under the name of 'Bela Cement Limited'. Its name was changed to 'Jaypee Rewa Cement Limited' with effect from 30-8-2000. The name was again changed to 'Jaypee Cement Limited' with effect from 3-1-2002 and then to its present name 'Jaiprakash Associates Limited' with effect from 11-3-2004.	Jaypee Cement Corporation Limited was incorporated as public limited company under the Companies Act, 1956 on 15 th July, 1996 in the State of Maharashtra in the name of Zawar Cement Limited. The Company received a Certificate of Commencement of Business on 31st July, 1996. The Company was converted into a private limited company and its name changed to Zawar Cement Private Limited w.e.f. 22 nd August, 2003. Its name was changed to "Jaypee Cement Corporation Private Limited" w.e.f. 23 rd December, 2010'. The Company became a public company w.e.f. 18 th January, 2011 and accordingly its name was changed to "Jaypee Cement Corporation Limited". Registered office of the company was shifted from the state of Maharashtra to the state of Uttar Pradesh in terms of the order dated 19 th May, 2011 of the Hon'ble Company Law Board, Mumbai Bench, Mumbai and is presently situated at Sector 128, Noida - 201304 (U.P.)

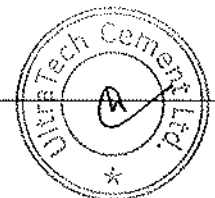


Registered Office	B Wing, Ahura Centre, 2 nd Floor, Mahakali Caves Road, Andheri (East), Mumbai – 400 093	Sector 128, Noida, Uttar Pradesh, 201304	Sector 128, Noida, Uttar Pradesh, 201304
Brief particulars of the scheme	Scheme of Arrangement between the Company, Jaiprakash Associates Limited, Jaypee Cement Corporation Limited and their respective shareholders and creditors for the acquisition of identified cement plants, on a slump exchange basis, in the States of Madhya Pradesh, Uttar Pradesh, Himachal Pradesh, Uttarakhand and Andhra Pradesh, having a capacity of 21.20 mtpa.		
Rationale for the scheme	<p>Rationale of the proposed Scheme:</p> <p>(i) In case of the Transferor 1 and the Transferor 2:</p> <p>(a) unlocking of value for the Transferor 1 and the Transferor 2 by transfer of part of its assets; and</p> <p>(b) helping the Transferor 1 and the Transferor 2 in deleveraging its balance sheet, including reduction of debt and interest outgo and the Transferor 1 and the Transferor 2 will continue to be competitors as well as creation of value for the shareholders of the Transferor 1 and the Transferor 2.</p> <p>(ii) In case of the Transferee:</p> <p>(a) a strategic fit for serving existing markets, enabling the Transferee to cater additional volumes, entry into some of the growing markets of India, including the Satna cluster in Madhya Pradesh (East), Uttar Pradesh (East), coastal Andhra Pradesh, Himachal Pradesh, and Uttarakhand;</p> <p>(b) synergies in manufacture and distribution process and logistics alignment leading to economies of scale and creation of efficiencies by reducing time to market, enhancing competitiveness and benefitting consumers; and</p> <p>(c) 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 alignment and efficiency improvement.</p>		
Date of resolution passed by the Board of Director of the company approving the scheme	4 th July, 2016	4 th July, 2016	4 th July, 2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	4 th July, 2016	4 th July, 2016	4 th July, 2016
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"> - BSE Limited (BSE) and - National Stock Exchange of India Limited (NSE) - GDRs listed on Luxembourg Stock 	<p>Listed on:</p> <ul style="list-style-type: none"> - BSE Limited (BSE) and - National Stock Exchange of India Limited (NSE) 	<p>Unlisted Company</p> 

	Exchange		
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.	Engaged in the business of Civil Engineering & Construction, Construction of River Valley and Hydro Power Projects on turnkey basis, Manufacture and Marketing of Cement, Hospitality and Real Estate development etc.	The Transferor Company is engaged, inter alia, in the business of manufacture and sale of cement and clinker in the State of Karnataka and in other parts of India.
Capital before the scheme	<p>Authorised Capital: (as on 31.03.2016)</p> <p>Rs. 280,00,00,000 divided into 28,00,00,000 equity shares of Rs. 10/- each.</p> <p>Issued Subscribed & Paid-up:</p> <p>Rs. 2,74,43,13,770 divided into 27,44,31,377 equity shares of Rs. 10/- each.</p>	<p>Authorised Capital: (as on 31.03.2016)</p> <p>Rs. 35,00,00,00,000 Comprising 1609,40,00,000 equity shares of Rs. 2/- each aggregating to Rs. 3218,80,00,000 and 281,20,000 preference shares of Rs. 100/- each aggregating to Rs. 281,20,00,000</p> <p>Issued Subscribed & Paid-up:</p> <p>Rs. 486,49,13,950 Comprising 2,43,24,56,975 equity shares of Rs. 2/- each</p>	<p>Authorised Capital: (as on 31.03.2016)</p> <p>Rs. 55,00,00,00,000 comprising 150,00,00,000 equity shares of Rs. 10/- each aggregating to Rs. 1500,00,00,000 and 40,00,00,000 preference shares of Rs. 100/- each aggregating to Rs. 4000,00,00,000/- each</p> <p>Issued Subscribed & Paid-up:</p> <p>Rs. 3727,50,00,000 Comprising 62,75,00,000 equity shares of Rs. 10/- each aggregating to Rs. 627,50,00,000 and 31,00,00,000 preference shares of Rs. 100/- each aggregating to Rs. 3100,00,00,000</p>
No. of shares to be issued	Nil		
Cancellation of shares on account of cross holding, if any	Nil		
Capital after the scheme	<p>Authorised Capital: (as on 31.12.2014)</p> <p>Rs. 1800,00,00,000 divided into 28,00,00,000 equity shares of Rs. 10/- each aggregating to Rs. 280,00,00,000/- and 1,52,000 cumulative redeemable preference shares of Rs. 1,00,000/- aggregating to Rs. 1520,00,00,000/-.</p> <p>Issued Subscribed & Paid-up:</p> <p>Rs. 1774,53,13,770 divided into</p>	<p>Authorised Capital:</p> <p>Rs. 35,00,00,00,000 Comprising 1609,40,00,000 equity shares of Rs. 2/- each and 281,20,000 preference shares of Rs. 100/- each.</p> <p>Issued Subscribed & Paid-up:</p> <p>Rs. 486,49,13,950 Comprising 2,43,24,56,975</p>	<p>Authorised Capital:</p> <p>Rs. 55,00,00,00,000 comprising 150,00,00,000 equity shares of Rs. 10/- each and 40,00,00,000 preference shares of Rs. 100/- each.</p> <p>Issued Subscribed & Paid-up:</p> <p>Rs. 3727,50,00,000 Comprising 62,75,00,000</p>



	27,44,31,377 equity shares of Rs. 10/- each aggregating to Rs. 2,74,43,13,770/- and 15,0010 preference shares of Rs. 1,00,000/- each aggregating to Rs. 1500,10,00,000/-.	equity shares of Rs. 2/- each	equity shares of Rs. 10/- each aggregating to Rs. 627,50,00,000 and 31,00,00,000 preference shares of Rs. 100/- each aggregating to Rs. 3100,00,00,000
	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.		
Net Worth	(Rs. in crores) 20,736.09 20,736.09	(Rs. in crores) 7,842.09 10,076.19	(Rs. in crores) (1,247.46) (828.16)
Pre Post*	*subject to change on account of day-to-day business operations.		
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Bansi S. Mehta & Co., Chartered Accountants		
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	As provided in the Valuation Report		
Fair value per shares	Not Applicable		
Exchange ratio	Not Applicable		
Name of Merchant Banker giving fairness opinion	J M Financial Institutional Securities Limited		
Shareholding pattern	Pre and Post		Pre and Post
	No. of Shares	% of holding	No. of Shares
			% of holding
Promoter	168,138,057	61.27	957,954,844
			39.38%
			627,500,000 (31,00,00,000 preference shares are also held by promoters)
Public	101,553,285	37.00	1,474,502,131
			60.62%
Custodian	4,746,535	1.73	-
			-
TOTAL	274,437,877	100.00	2,432,456,975
			100.00%
No of shareholders	293,858		627,484
			7
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		



ANNEXURE V-A

List of Promoters of Transferee Company (UltraTech)

List of Promoter as on 30th June, 2016:

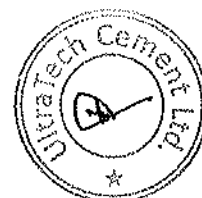
Sr. No.	Name	Address
1	Mr. Kumar Mangalam Birla	Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai 400030.
2	Grasim Industries Limited	Birlagram, Nagda – 456 331 Madhya Pradesh

List of Promoters of Transferor 1 Company (Jaiprakash Associates Limited)

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

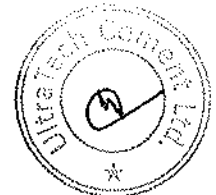
List of Promoters of Transferor 2 Company (Jaypee Cement Corporation Limited)

Kindly refer to the Pre and Post Shareholding Pattern of Jaypee Cement Corporation Limited.



Transferee Company (UltraTech)**List of Directors of Transferee Company as on 30th June, 2016:**

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 th 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.	Mrs. Alka Bharucha	7E, Harbour Heights "A", N A Sawant Marg, Colaba, Mumbai- 400 005	00114067
6.	Mr. G.M. Dave	1 st Floor, Sethna Building 55, M. Karve Road Mumbai 400 002.	00036455
7.	Mr. Rajiv Dube	Aditya Birla Centre, S.K. Ahire Marg, Worli Mumbai 400030.	0021796
8.	Mrs. Sukanya Kripalu	1703/17 th 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. O.P. Puranmalka	Aditya Birla Centre S.K. Ahire Marg, Worli Mumbai 400030.	00062212
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. K. K. Maheshwari,	Ahura Centre, A Wing, 2 nd Floor Mahakali Caves Road, Andheri (E) Mumbai 400093.	00017572
14.	Mr. Atul Daga	Ahura Centre, A Wing, 2 nd Floor Mahakali Caves Road, Andheri (E) Mumbai 400093.	06416619



JAIPRAKASH ASSOCIATES LIMITED

JAIPRAKASH ASSOCIATES LIMITED
Details of Present Directors as on 03.07.2016

S.No.	Name	Designation	Address	DIN No.
1	Shri Manoj Gaur	Executive Chairman & CEO	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 S.C. Rathi, (LIC Nominee)	Independent Director (LIC Nominee)	24, Main Street, Nasirabad, Rajasthan 305 601	02976025
4	Shri Madhav Vasant Phadke	(IDBI Nominee)	3/4, Pareira Nagar, Pachpakhadi, Khopat, Behind ST Workshop, Thane (W)-400601	03432453
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 th 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 Allantis 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.)	00816104
11	Shri C.P. Jain	Independent Director	396-C, Sheikh Sarai, Phase-I, New Delhi - 110017	00011964
12	Shri K.P. Rau	Independent Director	Flat No S-603, 6th Floor, Ari's Palace Court, 6/6, Mall Avenue, Lucknow 226001, U.P.	02327446
13	Shri T.R. Kakkar	Independent Director	D/284, Ram Prastha, P.O. Chander Nagar, Ghaziabad-201011 (U.P.)	01425589
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

For JAIPRAKASH ASSOCIATES LIMITED


(MOHINDER PAUL KHARBANDA)
Sr. General Manager (Sect.) & Company Secretary

Jaypee Cement Corporation Limited
Composition of Board of Directors as on 31.05.2016

SN.	Name	Address
1	Shri Manoj Gaur, Chairman	A-9/27, Vasant Vihar, New Delhi-110057
2	Shri Pankaj Gaur	A-1/7, Vasant Vihar, New Delhi-110057
3	Smt. Nandita Gaur	A-9/27, Vasant Vihar, New Delhi-110057
4	Shri Naveen Kumar Singh	E-2/11, Vasant Vihar, New Delhi-110057
5	Shri S.D.M. Nagpal, Independent Director	C-36, Sector - 27, Noida - 201301
6	Shri R B Singh	A-203, Harmony Apartments, Plot no. 6B, Sector-23, Phase-I, Dwarka, New Delhi- 110045
7	Shri M N Jha	C - 5/23, Vasant Kunj, New Delhi - 110070
8	Shri R S Kuchhal	C-37, NDSE, Part-1, New Delhi-110049

For JAYPEE CEMENT CORPORATION LIMITED

 (R.S.K. Jha)
 JOINT PRESIDENT (FINANCIAL)
 & COMPANY SECRETARY