



19th December, 2023

To,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.
Scrip Code: 532538

Dear Sirs,

Sub: Application for obtaining 'No Objection Certificate' to the Composite Scheme of Arrangement between Kesoram Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors ("Scheme")

Ref.: Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (SEBI LODR Regulations)

We refer to our letter dated 30th November, 2023 informing you about the decision of the Board of Directors of the Company approving the Scheme..

In continuation of the aforesaid, we are now submitting the draft Scheme under Regulation 37 of the SEBI LODR Regulations for obtaining the No Objection Certificate. Also enclosed is the checklist, duly filled in together with the annexures thereto.

We will be pleased to provide any clarification / information as may be required in relation to the above. We request you to kindly grant the No Objection Certificate to the Scheme at your earliest convenience.

Thanking You.

Yours faithfully,
For UltraTech Cement Limited

A handwritten signature in blue ink, appearing to read "Sanjeeb Kumar Chatterjee".

Sanjeeb Kumar Chatterjee
Company Secretary and Compliance Officer



Encl. a/a.



UltraTech Cement Limited

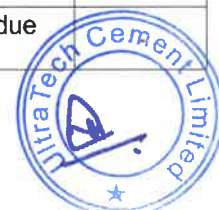
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**Composite Scheme of Arrangement between
Kesoram Industries Limited (Demerged Company), UltraTech Cement Limited (Resulting Company)
and their respective shareholders and creditors ("Scheme")**

Documents required to be submitted for approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc.) proposed to be filed under Sections 230-234 and Section 66 of Companies Act, 2013

Note: Kindly refer the file on pre-checks before filing the scheme under Regulation 37 of LODR Regulations, non-compliance of which will lead to scheme related documents being returned even before processing and processing fee will be forfeited.

Sr. No.	List of documents	Annexures / Remarks	Page No.
1.	Certified true copy of the resolution passed by the Board of Directors of the Company approving the scheme and taking into account the Audit Committee Report, Independent Report and all the relevant documents related to scheme.	1.1 & 1.2	1-9
2.	Certified copy of the draft Scheme of Arrangement proposed to be filed before the NCLT.	2	10-98
3.	i. Valuation report from Registered Valuer ii. Confirmation from the Company stating: a) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation. b) Declaration / details on any past defaults of listed debt obligations of the entities forming part of the scheme	3.1 & 3.2	99-116
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at point no. 3 above.	4	117-122
5.	Fairness opinion by Independent SEBI Registered Merchant Banker as per Para (A)(2)(d) of Part I of SEBI Master Circular.	5	123-129
6.	Shareholding pattern of equity shares and/or preference shares or any other type of security involved in the scheme of all the Companies pre and post Arrangement as per the format provided under Regulation 31 of the LODR Regulations.	6.1 - 6.8	130-171
7.	Shareholding pattern of all the Companies pre and post Arrangement in Word Format.	Word files are separately provided	
8.	Pre and Post Arrangement number of Shareholders in all the companies in the format as provided in Annexure III.	7	172
9.	Audited Standalone and Consolidated financials of the Resulting and Demerged companies for the last 3 financial years. 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.	8.1-8.2	173-206
10.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (A)(5) of Part I of SEBI Master Circular, as per the format given in Annexure III of said SEBI Master Circular.	9	207-210
11.	Detailed Compliance Report as per the format specified in Annexure III of SEBI Master Circular duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with each regulatory requirements specified for schemes of arrangement and all accounting standards as per Para (A)(2)(h) of Part I of SEBI Master Circular.	10	211
12.	Report from the Committee of Independent Directors recommending the draft scheme taking into consideration	11	212-217
13.	Complaint report as per Annexure IV of SEBI Master Circular (To be submitted within 7 days of expiry of 21 days from the date of	Will be provided in due course	



Sr. No.	List of documents	Annexures / Remarks	Page No.
26.	In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the Proviso to Para (A)(1)(b) of Part II of SEBI Mater Circular by CS/MD and statutory auditor of the company.	Not applicable as the scheme is between two listed entities.	-
27.	If there are any pending dues / fines / penalties imposed by SEBI, Stock Exchanges and Depositories, submit a 'Report on the Unpaid Dues' which shall contain the details of such unpaid dues in the format given in Annexure IV of SEBI Master circular	20	257
28.	An undertaking from the listed entity signed by Managing Director/ Company Secretary/ Compliance Officer stating initiation of the process of obtaining the No Objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees.	21	258
29.	Undertaking to be confirmed by the resulting company that: (i) The resulting company will not issue/reissue shares not covered under the draft scheme. (ii) As on date of application there are no outstanding Warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. In case there are such outstanding instrument, kindly provide details and also provide the shareholding pattern of the listed entity/resulting company on fully diluted basis.	22	259
30.	Details to be submitted by the company in case of demerger where there is no change in shareholding pattern of Demerged company and the Resulting company. In case of scheme of demerger wherein mirror image is created in the resulting company standard information to be submitted by the listed company.	Not applicable	-
31.	Annual Report for the last 3 financial years for all unlisted companies involved in the scheme.	Not applicable	-
32.	NOC/Clearance from the respective sectorial regulators, if any sectoral regulators approval is applicable to the any of the company involved in the scheme. Also confirm status of the approval. If not applicable, all the companies involved in the Scheme are requested to provide an undertaking confirming the same.	23.1 - 23.2	260-261
33.	Prior history of any scheme of arrangement concerning the Company	24.1 - 24.2	262-265
34.	Please confirm that the proposed Scheme of Arrangement is in accordance with the Memorandum of Association & Article of Association of the Companies involved in the scheme of arrangement.	25.1 - 25.2	266-267
35.	Kindly submit non-applicability certificate of the requirements of the corporate governance, if required.	Not applicable	-
36.	Name: Sanjeeb Kumar Chatterjee Designation: Company Secretary and Compliance Officer Tel No.: 022 - 66917800 (Ext. 7808) Mobile No.: 9702259383 Email ID: sanjeeb.chatterjee@adityabirla.com	-	-

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"** mentioning company name as subject, for dissemination on the Exchange's website:
 - a) Covering letter for dissemination of draft scheme on the Exchange website, under Regulation 37(6) of the SEBI (LODR), Regulations, 2015 inter alia confirming that schemes of arrangement involving merger of wholly owned subsidiary or its division with its holding company.
 - b) Certified true copy of Board of Director's resolution from all the entities involved in the scheme approving the draft scheme of amalgamation of WOS or its division with its holding company.
 - c) Certified true copy of Draft scheme.
 - d) Processing fee (non-refundable) of Rs. 25,000/- plus GST, as applicable payable to BSE, through RTGS-Details given in **Annexure XII**.

Kindly also submit one additional set of the documents at sr. nos. 2 to 12 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.

