

**Compliance Report**

**Sub: Composite Scheme of Arrangement between Kesoram Industries Limited (“the Company”) and UltraTech Cement Limited (“the Resulting Company”), and their respective shareholders and creditors under Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of arrangement pursuant to Section 230-232 and other applicable provisions of the Companies Act, 2013 (“Scheme”)**

It is hereby certified that the draft scheme of arrangement involving Kesoram Industries Limited and UltraTech Cement Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

SN	Reference	Particulars	Compliance Status
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not Applicable
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	E-voting will be provided to public shareholders in terms of the Scheme

**Kesoram Industries Limited**
  
**Company Secretary**

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 E : corporate@kesoram.com

**Kesoram Industries Limited**
  
**Whole-time Director & CEO**

 Kesoram Industries Limited  
 Registered & Corporate Office :  
 9/1, R.N. Mukherjee Road, Kolkata - 700 001  
 CIN - L17119WB1919PLC003429


Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving Kesoram Industries Limited and UltraTech Cement Limited are in compliance with all the Accounting Standards applicable to a listed entity.

**Kesoram Industries Limited**



**Chief Financial Officer**



**Kesoram Industries Limited**



**Whole-time Director & CEO**

**Place: Kolkata**

**Date: 15<sup>th</sup> December, 2023**