

**EXHIBIT D-1**

Certification and Agreement of Persons Acquiring Rule 144A ADSs  
Upon Deposit of Shares Pursuant to Section 2.02 of the  
Rule 144A Deposit Agreement

Citibank, N.A., as Depositary  
ADR Department  
388 Greenwich Street – 14<sup>th</sup> Floor  
New York, New York 10013

Re: Ultratech Cement Limited

We refer to the Rule 144A Deposit Agreement, dated as of May 27, 2004 (the "Deposit Agreement"), among Ultratech Cement Limited ("Company"), CITIBANK, N.A., as Depositary, (the "Depositary") and Holders and Beneficial Owners from time to time of Global Depositary Shares (the "GDSs") evidenced by Global Depositary Receipts (the "GDRs") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This Certification and Agreement is furnished in connection with the deposit of Shares and request for issuance request of GDSs pursuant to Section 2.02 of the Rule 144A Deposit Agreement.

2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the GDRs, the GDSs evidenced thereby and the Shares represented thereby have not been and will not be registered under the Securities Act of 1933, as amended (the "Act"), or with any securities regulatory authority in any state or other jurisdiction of the United States.

3. We certify that we are not the Company or an "Affiliate" (as such term is defined in Regulation C under the Act) of the Company and that, if we are acting on behalf of another person, such person is not the "Company" and has confirmed to us that it is not an "Affiliate" of the Company and that it is not acting on behalf of the Company or an "Affiliate" of the Company.

We certify that either:

(a) We are a Qualified Institutional Buyer (as defined in Rule 144A under the Act), and at the time of issuance of the GDSs referred to above, we (or one or more Qualified Institutional Buyers for whose account we are acting) will be the beneficial owner thereof.

OR

D-1-1

(b) We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that it is a Qualified Institutional Buyer and either:

(i) at the time of issuance of the GDSs referred to above, it will be the beneficial owner of thereof, or

(ii) it is acting for the account of a Qualified Institutional Buyer that, at the time of issuance, will be the beneficial owner of the GDSs referred to above.

OR

(c) At the time of issuance, we will be the beneficial owner of the GDSs; and we are not a U.S. Person (as such term is defined in Regulation S under the Act) and are located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S).

OR

(d) We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that either (i) it will be at the time of issuance the beneficial owner of the GDSs, it is not a U.S. Person (as such term is defined in Regulations S under the Act) and is located outside the United States (within the meaning of Regulation S under the Act) and acquired, or has agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S); or (ii) it is located outside the United States (within the meaning of Regulation S) and is acting for the account of a person other than a U.S. Person (as defined in Regulation S) located outside the United States (within the meaning of Regulation S) who acquired, or has agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S) and who, at the time of issuance, will be the beneficial owner of the GDSs evidenced thereby.

5. As the beneficial owner of the GDSs, we agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the GDRs, the GDSs evidenced thereby or the Shares represented thereby except (a) to a person whom we reasonably believe is a Qualified Institutional Buyer within the meaning of Rule 144A under the Act purchasing for its own account or for the account of another Qualified Institutional Buyer in a transaction meeting the requirements of Rule 144A under the Act, (b) outside the United States to a person other than a U.S. Person (as defined in Regulation S) in accordance with Regulation S under the Act, or (c) in accordance with Rule 144 under the Act (if available), or (d) pursuant to an effective registration statement under the Act, in each case in accordance with any applicable securities laws of any state of the United States.

D-1-2

Very truly yours,

\_\_\_\_\_  
[NAME OF CERTIFYING ENTITY]

By: \_\_\_\_\_  
Name:  
Title:

Dated: