

## ANNEXURE G

## BRIEF DETAILS OF THE COMPANY AND DIPL

Brief particulars of the Company and DIPL are as follows:

| SR. No. | PARTICULARS   | TRANSFEROR COMPANY  | TRANSFeree COMPANY   |
|---------|---|---|--|
| 1.      | Name of the company                                       | Dirk (India) Private Limited (hereinafter referred to as "DIPL").   | Ambuja Cements Limited (hereinafter referred to as the "Company").   |
| 2.      | Date of incorporation and details of name changes, if any | <ul style="list-style-type: none"> <li>DIPL was originally incorporated in the year 2000 under the Companies Act as a private limited company, under the name 'Dirk India Private Limited'. There has been no change in the name of the company since incorporation.</li> </ul> | <ul style="list-style-type: none"> <li>The Company was originally incorporated in the year 1981 under the name 'Ambuja Cements Private Limited' as a private limited company.</li> <li>The name of the Company was changed from 'Ambuja Cements Private Limited' to 'Ambuja Cements Limited' in the year 1983, pursuant to necessary resolution passed under Section 21 of the Companies Act, 1956 and a fresh certificate of incorporation consequent upon change of name issued on March 19, 1983.</li> <li>Subsequently, the name of the Company was changed from 'Ambuja Cements Limited' to 'Gujarat Ambuja Cements Limited' in the year 1983, pursuant to necessary resolution passed under Section 21 of the Companies Act, 1956 and a fresh certificate of incorporation consequent upon change of name issued on May 19, 1983.</li> <li>Finally, the name of the Company was changed from 'Gujarat Ambuja Cements Limited' to 'Ambuja Cements Limited' in the year 2007, pursuant to necessary resolution passed under Section 21 of the Companies Act, 1956 and a</li> </ul> |



| SR. No. | PARTICULARS                     | TRANSFEROR COMPANY  | TRANSFeree COMPANY   |
|---------|---------------------------------|---|--|
|         |                                 |   | fresh certificate of incorporation consequent upon change of name issued on April 5, 2007.                           |
| 3.      | Registered Office               | The Registered Office of DIPL is at Plot No.10 India House, Geetanjali Colony, Indira Nagar, Mumbai Agra Road, Nashik - 422009  | The Registered Office of the Company is at P.O. Ambujanagar, Taluka Kodinar, District Gir Somnath, Gujarat - 362715. |
| 4.      | Brief particulars of the Scheme | <ul style="list-style-type: none"> <li>▪ The Scheme of Amalgamation provides for the Amalgamation of DIPL with the Company. Upon the coming into effect of the Scheme of Amalgamation and with effect from the Appointed Date under the scheme of amalgamation, the undertaking of HIPL shall, pursuant to the sanction of the scheme of amalgamation by the relevant High Court and pursuant to the provisions of Sections 391 to 394, and other applicable provisions, if any, of the Companies Act, 1956 be and stand transferred to and vested in and/or be deemed to have been transferred to and vested in the Company, as a going concern without any further act, instrument, deed, matter or thing so as to become, as and from the appointed date. Pursuant to the scheme of amalgamation, DIPL will be dissolved without winding up.</li> <li>▪ The amalgamation of DIPL with the Company pursuant to the Scheme of Amalgamation shall take place with effect from the Appointed Date (<i>mentioned below</i>) and shall be in accordance with the provisions of Section 2(1B) of the Income Tax Act, 1961.</li> </ul> |  |
| 5.      | Rationale of the Scheme         | <p>The rationale for the Company proposing the proposed amalgamation is set out below:</p> <ul style="list-style-type: none"> <li>▪ The nature of business carried on by the Amalgamating Company is complimentary to the business carried on by the Amalgamated Company;</li> <li>▪ The Amalgamating Company has the business of processing fly ash into Pozzocrete which will now be extended to the Amalgamated Company.</li> <li>▪ Simplify management Structure leading to better administration and reduction in cost from more focused operational efforts, simplification of business process and elimination of duplication and rationalisation of administrative efforts and will result in cost savings;</li> <li>▪ The Company will immensely benefit by way of sharing of best practices, co-ordination in several back end processes such as supply chain, IT Systems and logistic alignment, benefit from increased scale of operations, saving fixed costs;</li> <li>▪ Consequently, the Board of Directors of the amalgamating company and the Board of Directors of the Amalgamated</li> </ul>                  |  |

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|---------|--|---|--|
|         |  | Company have considered and proposed the amalgamation of the Amalgamating Company with the Amalgamated Company.   |  |
| 6.      | Date of resolution passed by the board of director of the companies approving the Scheme of Amalgamation | July 27, 2015   | July 27, 2015  |
| 7.      | Date of meeting of the Audit Committee in which the draft Scheme has been approved                       | N/A   | July 27, 2015  |
| 8.      | Appointed Date   | April 1, 2015   | April 1, 2015  |
| 9.      | Name of Exchanges where securities of the companies are listed   | Unlisted.   | <ul style="list-style-type: none"> <li>▪ The equity shares of the Company are listed on the National Stock Exchange of India Limited and the BSE Limited.</li> <li>▪ The global depository receipts issued by the Company are listed on the Euro MTF Platform of the Luxemburg Stock Exchange.</li> </ul>  |
| 10.     | Nature of Business   | <ul style="list-style-type: none"> <li>▪ To design, develop, construct, invent, create, produce, purchase, sell, import, export, licence, use, market and deal in any way with any kind of by-products from the Thermal Power Stations in India and Abroad.</li> <li>▪ To carry on the business as manufacturers and dealers in PPC, OPC, Grey Cement, White Portland Cement, Ordinary Portland Cement, and Cement of all kinds and varieties, Concrete, Lime, Clay, Gypsum and Limestone, Sagole, Soap Stone, Repifix Cement and allied products and by-products.</li> </ul> | <ul style="list-style-type: none"> <li>▪ To carry on the business as manufacturers and deals in grey cement, white Portland cement, ordinary Portland cement and cement of all kinds and varieties, concrete, lime, clay, gypsum and lime stone, sagole, soap stone, repifix cement and allied products and by-products.</li> <li>▪ To establish, construct, acquire, run, operate on any factory for manufacturing cement and allied products.</li> </ul> |
| 11.     | Capital before the Scheme (as of June 30, 2015)  | 2,075,383 equity shares of Rs. 10 each fully paid aggregating to  | 1,551,897,421 equity shares of Rs.2/- each fully paid up aggregating to Rs.  |





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|---------|--|---|---|
|         |  | Rs. 2,07,53,830/-   | 3,103,794,842 (which includes equity shares underlying 3,17,11,113 Global Depository Receipts of the Company).<br><br>The Company also has outstanding:<br><br>▪ Tradable Warrants kept in abeyance exercisable into 1,86,690 equity shares of Rs. 2 each fully paid up; and<br><br>▪ Rights Shares kept in abeyance exercisable into 1,39,830 equity shares of Rs. 2 each fully paid up. |
| 12.     | No. of shares to be issued   | NIL, since as no fresh shares would be issued pursuant to the scheme.   |   |
| 13.     | Cancellation of shares on account of cross holding, if any   | N/A   | N/A   |
| 14.     | Capital after the Scheme   | NIL   | 1,551,897,421 equity shares of Rs.2/- each fully paid up aggregating to Rs. 3,103,794,842 (which includes equity shares underlying 3,17,11,113 Global Depository Receipts of the Company).  |
| 15.     | Net Worth  | (Rs. in crores)   | (Rs. in crores)   |
|         | Pre  | 28.65   | 10,167.00   |
|         | Post   | NIL   | 10,116.00   |
| 16.     | Valuation by independent chartered accountant -<br><br>Name of the valuer/ valuer firm and registration number | There is no Valuation as no fresh shares would be issued under the scheme, a certificate from SGCO & Co., Independent Chartered accountant to this effect, appointed by the Company is attached.<br>Firm Registration no. 112081W<br><br>Not Applicable |   |
| 17.     | Methods of valuation   | Not Applicable  | Not Applicable  |
| 18.     | Fair value per shares  | Not Applicable as no fresh shares would be issued under   | Not Applicable as no fresh shares would be issued under   |



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| SR. NO. | PARTICULARS                                     | TRANSFEROR COMPANY  | TRANSFeree COMPANY   |
|---------|---|---|--|
|         |   | the scheme, a opinion from Axis Capital, Merchant Banker to this effect, appointed by the Company is attached.  | the scheme, a opinion from Axis Capital, Merchant Banker to this effect, appointed by the Company is attached.           |
| 19.     | Exchange ratio                                  | Not Applicable  |  |
| 20.     | Name of Merchant Banker giving fairness opinion | Axis Capital Limited (appointed by the Company)   |  |
| 21.     | Shareholding pattern (Ambuja Cements Limited)   | Pre and Post shareholding pattern is same as no fresh shares would be issued under the scheme   |  |
|         |   | No. of Shares   | % of holding   |
|         | Promoter  | 780,308,553   | 50.28  |
|         | Public  | 739,877,755   | 47.68  |
|         | Custodian                                       | 31,711,113  | 2.04   |
|         | <b>TOTAL</b>                                    | 1,551,897,421   | 100.00   |
| 22.     | No. of shareholders                             | <ul style="list-style-type: none"> <li>As on July 31, 2015, DIPL is a wholly owned subsidiary of Ambuja Cements Ltd (ACL). Accordingly the entire shareholding in DIPL is held by ACL.</li> </ul> | As of 30 <sup>th</sup> June, 2015 there are 1,81,390 holder of equity shares and 7 holders of global depository receipts |
| 23.     | Names of the Promoters                          | Ambuja Cements Ltd  | <ul style="list-style-type: none"> <li>Holderind Investments Ltd</li> <li>Holcim India Pvt Ltd</li> </ul>                |



| SR.<br>No. | PARTICULARS   | TRANSFEROR COMPANY   | TRANSFeree COMPANY  |
|------------|---|--|---|
| 24.        | Names of the Board of Directors                       | <ul style="list-style-type: none"> <li>▪ Mr. Vilas Deshmukh</li> <li>▪ Mr. Sanjeev Churiwala</li> <li>▪ Mr. Sujit Ghosh</li> </ul>   | <ul style="list-style-type: none"> <li>▪ Mr. Narotam Sekhsaria, Chairman;</li> <li>▪ Mr. Bernard Terver, Vice Chairman;</li> <li>▪ Mr. Eric Olsen;</li> <li>▪ Mr. Rajendra Chitale;</li> <li>▪ Mr. Nasser Munjee;</li> <li>▪ Mr. Shailesh Haribhakti;</li> <li>▪ Dr. Omkar Goswami;</li> <li>▪ Mr. Haigreve Khaitan;</li> <li>▪ Ms. Usha Sangwan</li> <li>▪ Mr. B.L. Taparia;</li> <li>▪ Mr. Ajay Kapur, Managing Director and CEO</li> </ul> |
| 25.        | Details regarding change in management control if any | <ul style="list-style-type: none"> <li>▪ There will be no change in the management control post amalgamation.</li> <li>▪ DIPL will stand dissolved without winding up pursuant to the Scheme.</li> </ul> |   |

