

Ambuja Cement

Ref: ACL:SEC:

07 August 2015

To,

National Stock Exchange of India Limited

Listing Department
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051

NSE Scrip Code: AMBUJACEM

Dear Sir,

Re: Scheme of Amalgamation between Dirk India Private Limited and Ambuja Cements Limited under Sections 391 to 394, and other applicable provisions of the Companies Act, 1956

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Re: Application under Clause 24(f) of the Equity Listing Agreement

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Re: Securities and Exchange Board of India circular number CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular number CIR/CFD/DIL/8/2013 dated May 21, 2013

1. This has reference to our letter dated July 27, 2015, informing you of the meeting of the Board of Directors of Ambuja Cements Limited ("**Company**"), wherein the Board of Directors of the Company had approved:

- (a) a proposal to amalgamate Dirk India Private Limited ("**DIPL**") a wholly owned subsidiary with the Company pursuant to a Scheme of Amalgamation between DIPL and the Company ("**Scheme**") under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 ("**Companies Act**"). The Scheme provides for the amalgamation of DIPL into the Company under Sections 391 – 394, and other relevant provisions of the Companies Act, followed by the dissolution without winding up of DIPL. In terms of the Scheme, since DIPL is a wholly owned subsidiary no fresh shares will be issued pursuant to the scheme.

A copy of the aforesaid letter is enclosed herewith as **Annexure B**.

2. Clause 24(f) of the Equity Listing Agreement executed between the Company and the National Stock Exchange of India Limited ("**NSE**") and the BSE Limited ("**BSE**") (collectively referred to as the "**Stock Exchanges**") ("**Listing Agreement**") requires a company to file a scheme/ petition, proposed to be filed before any court/ tribunal, with the stock exchange(s) for approval at least 1 (one) month before it is presented to the court/ tribunal. Further, circular number CIR/CFD/DIL/5/2013 dated February 4, 2013 and circular number CIR/CFD/DIL/8/2013 dated May 21, 2013 (which

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AMBUJA CEMENTS LIMITED

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Tel.: 022- 4066 7000 / 6616 7000, Fax: 022 - 6616 7711 / 4066 7711. Website: www.ambujacement.com
Regd. Off. : P. O. Ambujanagar, Taluka - Kodinar, Dist. Gir Somnath, Gujarat.
CIN: L26942GJ1981PLC004717



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provides clarifications with respect to the aforementioned circular), both issued by the Securities and Exchange Board of India ("SEBI Circulars"), *inter alia* require certain documents to be filed along with the application under Clause 24(f) of the Listing Agreement. We are pleased to submit list containing the details of these documents (attached herewith as **Annexure A**) along with the necessary annexures for your kind consideration.

3. Report of the Audit Committee of the Company

The Scheme has been recommended by the Audit Committee of the Company, at its meeting held on July 27, 2015, taking into consideration, *inter alia*, the Valuation Report prepared by SGCO & CO. independent Chartered Accountants. The report by the Audit Committee of the Company recommending the Scheme is enclosed herewith as **Annexure C**.

4. Certified true copy of the Resolution passed by the Board of Directors of the companies

The Scheme has also been approved by the Board of Directors of the Company and DIPL at their respective meetings held on July 27, 2015. Certified true copies of the resolutions passed by the Boards of Directors of the Company and DIPL approving the Scheme are enclosed herewith as **Annexure D1** and **Annexure D2** respectively.

5. Certified copy of the Scheme

In terms of Clause 24(f) of the Listing Agreement, and the aforesaid SEBI Circulars, we hereby submit the draft Scheme enclosed herewith as **Annexure E** for your approval and necessary action.

6. Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Scheme is NSE. A certified true copy of the board resolution selecting the Designated Stock Exchange is enclosed herewith as **Annexure F**.

7. Brief history of the companies seeking approval

7.1. Ambuja Cements Limited

7.1.1. The Company is a public limited company incorporated in the year 1981 under the Companies Act having its registered office at P.O. Ambujanagar, Taluka Kodinar, District Gir Somnath, Gujarat – 362715. The Company was originally incorporated in the year 1981 under the name 'Ambuja Cements Private Limited' as a private limited company. The Company changed its name to 'Ambuja Cements Limited' in 1983, thereafter to 'Gujarat Ambuja Cements Limited' in 1983 and finally to 'Ambuja Cements Limited' in 2007.

7.1.2. The Company is engaged in the business of manufacturing and marketing of cement and clinker for domestic and export markets. Further details, in brief, of the business of the Company are detailed in **Annexure G** enclosed herewith.

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7.1.3. The equity shares of the Company are listed on the NSE and the BSE. The Global Depository Receipts issued by the Company are listed on the Euro MTF Platform of the Luxemburg Stock Exchange.

7.1.4. The share capital of the Company as of June 30, 2015 is as under:

A. Authorised Share Capital	Amount in Rupees
2,50,00,00,000 Equity Shares of Rs. 2 each	5,00,00,00,000
15,00,00,00,000 Preference Shares of Rs. 10 each	1,50,00,00,000
Total	6,50,00,00,000
B. Issued, Subscribed & Paid up Share Capital*	Amount in Rupees
1,55,18,97,421 equity shares of Rs. 2 each fully paid up	3,10,37,94,842
Total	3,10,37,94,842

* The paid up capital of the Company includes equity shares underlying 3,17,11,113 Global Depository Receipts of the Company.

7.1.5. As on June 30, 2015, the Company has outstanding (i) tradable warrants kept in abeyance exercisable into 1,86,690 (One Lakh Eighty Six Thousand Six Hundred and Ninety) equity shares of Rs. 2 (Rupees Two Only) each fully paid up; and (iii) rights shares kept in abeyance exercisable into 1,39,830 (One Lakh Thirty Nine Thousand Eight Hundred and Thirty) equity shares of Rs. 2 (Rupees Two Only) each fully paid up.

7.2. *Dirk (India) Private Limited*

7.2.1. DIPL is a private company limited by shares incorporated in the year 2000 under the Companies Act having its registered office at at Plot No.10 India House, Geetanjali Colony, Indira Nagar, Mumbai Agra Road, Nashik 422009 in the State of Maharashtra, India,

7.2.2. DIPL is primarily engaged is in the business of processing Fly ash into "Pozzocrete" and currently doing a job work for Ambuja Cement (ACL) by manufacturing PPC at its Nasik facility. Further details, in brief, of the business of HIPL are detailed in **Annexure G** enclosed herewith.

7.2.3. The share capital structure of the DIPL as on June 30, 2015 is as under:

A. Authorised Share Capital	Amount in Rupees
3,50,00,000 equity shares of Rs. 10/- each	3,50,00,000
Total	3,50,00,000,

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B. Issued, Subscribed and Paid Up Share Amount in Rupees Capital

2,075,383 equity shares of Rs. 10/- each fully paid up 2,075,3830

Total 2,075,3830

7.3. Further details, in brief, of the Company and DIPL are enclosed herewith as **Annexure G**.

8. Rationale of the Scheme

The Company believes that the amalgamation pursuant to the Scheme will result in the advantages listed out in **Annexure G** enclosed herewith.

9. **Certified true copies of the Valuation Report and Fairness Opinion mentioning that there is no fresh issue of shares and hence no valuation process is involved and the opinion is fair.**

9.1. In this regard, a certified true copy of the Valuation Report prepared by SGCO & CO. independent chartered accountants, and a certified true copy of the Fairness Opinion by Axis Capital Limited, an independent Merchant Banker, considered by the Audit Committee and the Board of Directors of the Company are enclosed herewith as **Annexure H1** and **Annexure H2**, respectively.

10. **Shareholding pattern of the companies pre and post amalgamation as per Clause 35 of the Listing Agreement**

10.1. *Shareholding pattern of the Company*

10.1.1. The shareholding pattern of the Company pre and post amalgamation as per the requirements of Clause 35 of the Listing Agreement is enclosed herewith as **Annexure I1** hereto.

10.1.2. Since there will be no fresh issue of shares the pre and post amalgamation shareholding pattern is the same.

10.2. *Shareholding pattern of DIPL*

10.2.1. The shareholding pattern of DIPL as of June 30, 2015 (i.e. prior to the amalgamation) as per the requirements of Clause 35 of the Listing Agreement is enclosed herewith as **Annexure I2**.

10.2.2. Given that DIPL will be dissolved without winding up pursuant to the Scheme, the shareholding pattern of DIPL post amalgamation will be NIL.

11. **Audited Financial Statements and Annual Reports of the Company and DIPL for the last 3 years**

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The audited Financial Statements and Annual Reports of the Company and DIPL for the last 3 (three) years are enclosed herewith as **Annexure J1** and **Annexure J2** respectively. The aforesaid annexures also contain unaudited financials of the Company as of March 31, 2015 and June 30, 2015. The financials of the Company as of March 31, 2015 and June 30, 2015 have been subjected to Limited Review by the Statutory Auditors and their report is also attached under **Annexure J1**.

12. Compliance Report as per Clause 49 of the Listing Agreement by the Company

12.1. We hereby undertake and confirm that the status of compliance of the Company with Clause 49 of the Listing Agreement is as set out in the Compliance Report enclosed herewith as **Annexure K**.

12.2. As DIPL is an unlisted company, this requirement is not applicable to DIPL.

13. Complaints Report

13.1. The Company undertakes to submit the complaints report within the prescribed time period in accordance with, and in the manner provided in, the SEBI Circulars.

13.2. There are no complaints on the draft Scheme at the time of filing of this application.

14. The net worth certificate of the Company

The net worth certificate (excluding revaluation reserve) of the Company is enclosed herewith as **Annexure L**.

15. Capital evolution details of the Company and DIPL

The capital evolution details of the Company and DIPL are enclosed herewith as **Annexure M1** and **Annexure M2**, respectively.

16. Confirmation from the Company Secretary of the Company

In accordance with Clause 24(g) of the Listing Agreement, an undertaking from the undersigned, the Company Secretary of the Company is enclosed herewith as **Annexure N**.

17. Auditor's certificate under Clause 24(i) of the Listing Agreement

In accordance with Clause 24(i) of the Listing Agreement, Statutory Auditor's certificate stating that the accounting treatment contained in the Scheme is in compliance with accounting standards specified by the Central Government under Section 211(3C) of the Companies Act is enclosed herewith as **Annexure O**.

18. Auditor's certificate for non-applicability of clause 5.16 (a) of SEBI Circular dtd: 21.05.2013

In accordance with SEBI Circular CIR/CFD/DIL/8/2013 dtd: 21.05.2013 a certificate from Auditor towards non-applicability of clause 5.16 (a) is enclosed as **Annexure P**



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19. Please see below the link to the Company's website where the draft Scheme and other documents required to be uploaded pursuant to the SEBI Circulars are provided:

www.ambujacement.com/investor-relations/scheme-of-amalgamation/DIPL

20. Payment advice towards credit of processing fees by way of RTGS for this application.
21. As mentioned above, the Company has selected NSE as the Designated Stock Exchange for the purposes of the SEBI Circulars. We would therefore request you to please forward the documents specified in the SEBI Circulars to the Securities and Exchange Board of India for their comments.

We request you to take the abovementioned information on record and to take necessary action in this regard.

We look forward to a prompt and favorable review of this application and request you to issue an observation letter at the earliest so as to enable us to file the Scheme with the Hon'ble High Court of Judicature at Bombay.

We would be happy to provide any clarifications or further information. Any intimation in this regard may be addressed to:

Mr. Rajiv Gandhi
Company Secretary and Compliance Officer
Ambuja Cements Ltd.
Elegant Business Park
MIDC Cross Road "B"
J.B. Nagar
Off Andheri – Kurla Road
Andheri (East)
Mumbai 400 059

E.mail: rajiv.gandhi@ambujacement.com
Telephone (Landline): 022 – 40667059
Telephone (Mobile): 91 9920752059

Thanking you.

Yours faithfully,

For **AMBUJA CEMENTS LIMITED**

Rajiv Gandhi

Rajiv Gandhi
Company Secretary and Compliance Officer

Encl.: a/a

