

October 14, 2025

To

National Stock Exchange of India Limited	BSE Limited	Luxembourg Stock Exchange
Scrip Code: AMBUJACEM	Scrip Code: 500425	Code: US02336R2004

Sub.: Notice convening the Meeting of the Equity Shareholders of Ambuja Cements Limited ("Transferee Company" or "Company") pursuant to the Order passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Hon'ble Tribunal") in respect of Scheme of Arrangement between Sanghi Industries Limited ("Transferor Company") and the Company and their respective shareholders ("Scheme").

Dear Sir/Madam,

We wish to inform you that as directed by the Hon'ble Tribunal pursuant to the order dated September 25, 2025, read with order dated October 9, 2025, a meeting of the Equity Shareholders of the Company shall be held on **Thursday, November 20, 2025 at 01:00 p.m. IST (1300 hours)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to consider, and if thought fit, approve the arrangement embodied in the Scheme.

The Notice, Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Annexures thereto (**"Notice"**) is enclosed herewith. The same is also being sent today through electronic mode to those equity shareholders whose email IDs are registered with the Registrar and Transfer Agent/depositories/the Company as on October 3, 2025.

The Company is providing electronic voting facility (remote e-voting and e-voting during the Meeting) to its equity shareholders to enable them to cast their votes. The details regarding electronic voting are provided below:

EVSN	251013010
Cut-off Date for E-Voting	Friday, November 14, 2025
Start Date and Time	Saturday, November 15, 2025 at 03:00 p.m. IST (1500 hours)
End Date and Time	Wednesday, November 19, 2025 at 5:00 p.m. IST (1700 hours) The remote e-voting module will be disabled by CDSL thereafter.

Those equity shareholders, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the Meeting.

The information and instructions for attending the Meeting including the manner of voting by the equity shareholders of the Company have been provided in the Notice of the Meeting.

All the above-mentioned documents will be posted on the Company's website at www.ambujacement.com.

Yours faithfully,
For Ambuja Cements Limited

Manish Mistry
Company Secretary & Compliance Officer

Encl.: as above

**NOTICE - EQUITY SHAREHOLDERS
AMBUJA CEMENTS LIMITED**

Registered Office	: Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India
Tel No.	: +91 79-2656 5555
CIN	: L26942GJ1981PLC004717
Website	: www.ambujacement.com
E-mail	: investors.relation@adani.com

**MEETING OF THE EQUITY SHAREHOLDERS
WHICH ALSO CONSISTS PUBLIC SHAREHOLDERS OF AMBUJA CEMENTS LIMITED**
*(convened pursuant to the order dated September 25, 2025, read with order dated October 9, 2025,
passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench)*

MEETING:

Day	Thursday
Date	November 20, 2025
Time	1:00 p.m. IST (1300 hours)
Mode	Through Video Conference/Other Audio-Visual Means

REMOTE E-VOTING:

Start Date and Time	Saturday, November 15, 2025 at 3:00 p.m. IST (1500 hours)
End Date and Time	Wednesday, November 19, 2025 at 5:00 p.m. IST (1700 hours)
Cut-off Date for E-Voting	Friday, November 14, 2025

E-VOTING DURING THE MEETING

E-voting shall be available to the Equity Shareholders of Ambuja Cements Limited during the Meeting.

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
AHMEDABAD BENCH**
C.A. (CAA) / 49 (AHM) 2025
**In the matter of Sections 230 to 232 read with
other applicable provisions
of the Companies Act, 2013**
and
In the matter of Scheme of Arrangement
between
Sanghi Industries Limited ("Transferor Company")
and
Ambuja Cements Limited ("Transferee Company")
and
their respective shareholders

AMBUJA CEMENTS LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.

CIN: L26942GJ1981PLC004717

**... APPLICANT NO. 2 /
TRANSFeree COMPANY**

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS
(WHICH ALSO CONSISTS PUBLIC SHAREHOLDERS) OF AMBUJA
CEMENTS LIMITED**

To,

All the equity shareholders of Ambuja Cements Limited:

NOTICE is hereby given that by an order dated September 25, 2025, read with order dated October 9, 2025, (hereinafter referred to as the "**Order**"), the Hon'ble National Company Law Tribunal, Ahmedabad Bench (hereinafter referred to as the "**NCLT**") has directed convening of a meeting of the Equity Shareholders (hereinafter referred to as "**equity shareholders**") of Ambuja Cements Limited (hereinafter referred to as the "**Applicant No. 2**" or the "**Transferee Company**", as the context may admit) for the purpose of considering, and if thought fit, approving the arrangement embodied in the Scheme of Arrangement between Sanghi Industries Limited (hereinafter referred to as the "**Applicant No. 1**" or the "**Transferor Company**" as the context may admit) and the Transferee Company and their respective shareholders (hereinafter referred to as the "**Scheme**") pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") and the other applicable provisions thereof and applicable rules thereunder.

In pursuance of the Order and as directed therein, this Notice is hereby given that a meeting of the equity shareholders of the Transferee Company will be held on Thursday, November 20, 2025 at 1:00 p.m. (1300 hours) IST through Video Conference ("**VC**")/ Other Audio-Visual Means ("**OAVM**") (hereinafter referred to as the "**Meeting**") in compliance with the applicable provisions of the Companies Act; General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May

5, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 10/2021 dated June 23, 2021; No. 20/2021 dated December 8, 2021; No. 21/2021 dated December 14, 2021; No. 2/2022 dated May 5, 2022; No. 10/2022 dated December 28, 2022; No. 9/2023 dated September 25, 2023; No. 9/2024 dated September 19, 2024; and No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter referred to as the "**MCA Circulars**"); and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India (hereinafter referred to as the "**Circular issued by SEBI**") and the equity shareholders are requested to attend the Meeting to transact the following business:

To consider and if thought fit, to pass, the following resolution for approval of the Scheme by the requisite statutory majority:

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013; the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any amendment, statutory modification, variation or re-enactment thereof) as may be applicable; Sections 2(1B) of the Income-tax Act, 1961; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force); the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and duly amended from time to time; and subject to the provisions of the Memorandum of Association and Articles of Association of Ambuja Cements Limited ("**Company**") and subject to the approval of Hon'ble National Company Law Tribunal, Ahmedabad Bench ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Sanghi Industries Limited and Ambuja Cements Limited and their respective shareholders ("**Scheme**") the draft of which was circulated along with this Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit

and proper."

TAKE FURTHER NOTICE that since this Meeting is held pursuant to the Order passed by the NCLT and in compliance with the MCA Circulars through VC/OAVM, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the present Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, authorized representatives of institutional/corporate equity shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such equity shareholders sends a certified scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization/Power of Attorney/ Authority letter etc., authorizing its representative to attend the Meeting through VC on its behalf, vote through e-voting during the Meeting and/or to vote through remote e-voting, on its behalf. The scanned image of the abovementioned documents should be in the name format 'AMBUJA'. The said resolution/authorization shall be sent to the scrutinizer by email through his registered email ID address to raimeen.maradiya@gmail.com and to the Transferee Company at investors.relation@adani.com by quoting the concerned DP ID and Client ID or Folio Number, before the VC/OAVM Meeting or before the remote e-voting, as the case may be. The corporate equity shareholders can also upload documents in CDSL e-voting system for verification by scrutiniser.

TAKE FURTHER NOTICE that

- a) In compliance with the provisions of (i) MCA Circulars; (ii) Circular issued by SEBI; (iii) Sections 108 and 230 of the Companies Act read with the rules framed thereunder, as amended; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and (v) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Transferee Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing facility of voting by remote e-voting and e-voting during the Meeting so as to enable the equity shareholders, which also consists of the Public Shareholders (*as defined in the Notes below*), to consider and if thought fit, approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Transferee Company to the Scheme shall be carried out only through remote e-voting and e-voting during the Meeting;
- b) In compliance with the MCA Circulars read with the Circular issued by SEBI and the Order passed by NCLT, (a) the aforesaid Notice, (b) the Scheme, (c) the explanatory statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the rules made thereunder, and (d) the enclosures as indicated in the Index (collectively referred to as "**Particulars**"), are being sent through electronic mode to those equity shareholders of the Transferee Company whose email IDs are registered with MUFG Intime India Private Limited (formerly, Link Intime India Private Limited), the Transferee Company's Registrar and Transfer Agent (hereinafter referred to as "**MUFG Intime**")/depositories/Transferee Company. The aforesaid Particulars are being sent to those equity shareholders of the Transferee Company whose email IDs are registered and whose names appear in the register of members/list of beneficial owners on Friday, October 3, 2025;
- c) The equity shareholders may note that the aforesaid Particulars will be available on the Transferee Company's website at <https://www.ambujacement.com/investors/scheme-of-arrangement-amalgamation>, and on the websites of the Stock Exchanges i.e., the National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively, and on the website of CDSL at www.evotingindia.com;
- d) Copies of the aforesaid Particulars can be obtained free of charge, between 10:30 a.m. to 12:30 p.m. on all working days up to one day prior to the date of the Meeting from the registered office of the Transferee Company at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India; or by sending a request, along with the details of your shareholding, by email at investors.relation@adani.com; or from the office of its advocates, M/s. Singh & Co., Singh House, 1, Magnet Corporate Park, Off Sola Bridge, S. G. Highway, Ahmedabad – 380 059, Gujarat, India;
- e) The Transferee Company has extended the remote e-voting facility for its equity shareholders, which also consists of the Public Shareholders, to enable them to cast their votes electronically. The instructions for remote e-voting and e-voting at the Meeting are appended to the Notice. The equity shareholders, which also consists of the Public Shareholders, opting to cast their votes by remote e-voting or e-voting during the Meeting are requested to read the instructions in the Notes below carefully. In case of remote e-voting, the votes should be cast in the manner described in the instructions from Saturday, November 15, 2025 at 3:00 p.m. IST (1500 hours) to Wednesday, November 19, 2025 at 5:00 p.m. IST (1700 hours);
- f) The NCLT has appointed Hon'ble Mr. Justice Kalpesh Jhaveri, former Chief Justice of the High Court of Orissa, and in his absence, Hon'ble Mr. Justice S.H. Vora, former judge of the High Court of Gujarat, to be the Chairman of the Meeting including for any adjournment or adjournments thereof;
- g) Atleast one independent director of the Transferee Company and the statutory auditor (or his authorized representative who is qualified to be an auditor) of the Transferee Company shall be attending the Meeting through VC/OAVM;
- h) Raimeen Maradiya, Partner, Chirag Shah and Associates, Practicing Company Secretary (Membership No. 11283 & C.P. No. 17554) has been appointed as the scrutinizer to scrutinize the e-voting during the Meeting and remote e-voting process in a fair and transparent manner;
- i) The scrutinizer shall after the conclusion of e-voting at the

Meeting, first download the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit his combined report to the Chairman of the Meeting. The scrutinizer will also submit a separate report with regard to the result of the remote e-voting and e-voting during the Meeting in respect of the Public Shareholders (which term shall have the meaning as assigned to it under Rule 2(e) of the Securities Contracts (Regulation) Rules, 1957, in compliance with Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by Securities and Exchange Board of India). The scrutinizer's decision on the validity of the votes shall be final. The results of the votes cast through remote e-voting and e-voting during the Meeting including separate results of the remote e-voting and e-voting during the Meeting exercised by the Public Shareholders (which term shall have the meaning as assigned to it under Rule 2(e) of the Securities Contracts (Regulation) Rules, 1957), will be announced on or before close of business hours on Saturday, November 22, 2025. The results, together with the scrutinizer's report, will be displayed at the registered office of the Transferee Company, on the website of the Transferee Company, and on the website of CDSL at www.evotingindia.com and shall be communicated to the National Stock Exchange of India Limited and BSE Limited, within the timelines specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- j) The Scheme, if approved by the equity shareholders at the Meeting, will be subject to the subsequent approval of NCLT; and
- k) A copy of the explanatory statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the rules made thereunder, the Scheme and Particulars are enclosed.

Justice (Retd.) Kalpesh Jhaveri
Chairman appointed for the Meeting

Dated this October 10, 2025

Registered office: Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India.

Notes:

1. **General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting**
 - (a) Pursuant to the Order passed by the NCLT read with MCA Circulars and the Circular issued by SEBI, Meeting of the equity shareholders of the Transferee Company will be held through VC/OAVM.
 - (b) Since, the Meeting is being held pursuant to Order passed by the NCLT and MCA Circulars read with the Circular issued by SEBI through VC/OAVM, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the Meeting. However, in pursuance of Section 113 of the Companies Act, authorized representatives of institutional/corporate equity shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such equity shareholders sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization/Power of Attorney/Authorization letter etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting and/or to vote through remote e-voting, on its behalf. The scanned image of the abovementioned documents should be in the name format 'AMBUJA'. The said resolution/authorization shall be sent to the scrutinizer by email through his registered email ID address to raimeen.maradiya@gmail.com and to the Transferee Company at investors.relation@adani.com by quoting the concerned DP ID and Client ID or Folio Number, before the VC/OAVM Meeting or before the remote e-voting, as the case may be. The corporate equity shareholders can also upload documents in CDSL e-voting system for verification by scrutiniser.
 - (c) Since the Meeting is being held through VC/OAVM, the deemed venue of the Meeting shall be the registered office of the Transferee Company.
 - (d) The quorum of the Meeting of the equity shareholders of the Transferee Company shall be in accordance with the provisions of Section 103(1)(a)(iii) of the Companies Act, which shall be 30 (Thirty) equity shareholders. The equity shareholders attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act. In terms of the Order, if the quorum, as stated above, is not present at the Meeting, then the Meeting shall be adjourned by half an hour, and thereafter, the equity shareholders present at the Meeting, shall be deemed to constitute the quorum.
 - (e) In terms of the MCA Circulars and the Order passed by the NCLT, the aforesaid Particulars are being sent through electronic mode to those equity

shareholders of the Transferee Company whose e-mail IDs are registered with MUFG Intime/depositories/ the Transferee Company. The aforesaid Particulars are being sent to those equity shareholders of the Transferee Company whose email IDs are registered and whose names appear in the register of members/ list of beneficial owners on Friday, October 3, 2025.

(f) CDSL, the Transferee Company's e-voting agency, will provide the facility for voting by the equity shareholders through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting during the Meeting.

(g) All the documents mentioned in clause 67 of the accompanying explanatory statement, shall be available for inspection through electronic mode during the proceedings of the Meeting. Equity shareholders seeking to inspect copies of the said documents may send an email at investors.relation@adani.com. Further, all the documents mentioned in clause 67 of the accompanying explanatory statement shall also be open for inspection by the equity shareholders at the registered office of the Transferee Company between 10:30 a.m. to 12:30 p.m., on all working days up to one day prior to the date of the Meeting. A transcript/recording of the Meeting shall also be made available on the website of the Transferee Company at www.ambujacement.com.

(h) The Notice convening the Meeting will be published through advertisement in Indian Express (All editions) in the English language and Gujarati translation thereof in Financial Express (Ahmedabad edition).

(i) Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (hereinafter referred to as the "**SEBI Schemes Master Circular**") issued by Securities and Exchange Board of India (hereinafter referred to as "**SEBI**"), *inter alia*, provides that approval of Public Shareholders of the Transferee Company to the Scheme shall be obtained by way of voting through remote e-voting and e-voting during the Meeting. Since, the Transferee Company is seeking the approval of its equity shareholders (which also consists of the Public Shareholders) to the Scheme by way of voting through remote e-voting and e-voting during the Meeting, no separate procedure for voting through remote e-voting and e-voting during the Meeting would be required to be carried out by the Transferee Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Schemes Master Circular. The aforesaid notice sent to the equity shareholders (which also consists of the Public Shareholders) of the Transferee Company would be deemed to be the notice sent to the Public Shareholders of the Transferee Company. For this purpose, the term "**Public**" shall have the meaning assigned to it in Rule 2 of the Securities Contracts (Regulations) Rules, 1957 and the term "**Public Shareholders**" shall be construed accordingly. In terms of SEBI Schemes Master Circular, the Transferee Company has provided the facility of voting by remote e-voting and e-voting during the Meeting to its Public Shareholders. NCLT, by its Order, has, *inter alia*, held that since the Transferee Company is directed to convene a meeting of its equity shareholders, which also consists of the Public Shareholders, and the voting in respect of the equity shareholders, which also consists of the Public Shareholders, is through remote e-voting and e-voting during the Meeting, the same is sufficient compliance of the SEBI Schemes Master Circular.

(j) The Scheme shall be considered approved by the equity shareholders of the Transferee Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the equity shareholders e-voting during the Meeting or by remote e-voting, in terms of the provisions of Sections 230 – 232 of the Companies Act.

(k) Further, in accordance with the SEBI Schemes Master Circular, the Scheme shall be acted upon only if the number of votes cast by the Public Shareholders (through remote e-voting and e-voting during the Meeting) in favour of the aforesaid resolution for approval of Scheme is more than the number of votes cast by the Public Shareholders against it.

(l) Since the Meeting will be held through VC/OAVM in accordance with the Order passed by NCLT and MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

(m) The voting rights of the equity shareholders shall be in proportion to their share in the paid-up equity share capital of the Transferee Company as on Cut-Off Date, i.e., Friday, November 14, 2025.

(n) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the MUFG Intime/depositories/ Transferee Company as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting or e-voting during the Meeting.

(o) In case of joint holders, an equity shareholder whose name appears higher in the order of names as per the Register of Members of the Transferee Company will be entitled to vote at the Meeting, provided the votes are not already cast through remote e-voting.

(p) All grievances connected with the facility for voting by electronic means may be addressed to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

2. Procedure for joining the Meeting through VC/OAVM

- (a) The equity shareholders will be able to attend the Meeting through VC/OAVM or view the live webcast of the Meeting at www.evotingindia.com by using their remote e-voting login credentials and selecting the 'EVSN' for the Meeting as per the instructions mentioned below. Individual equity shareholders having securities in demat mode will have to login from the depository web site and non-individual shareholders and physical shareholders will have to login from CDSL portal for voting as well as for participation in the Meeting.
- (b) The equity shareholders may join the Meeting through laptop(s), smartphone(s), tablet(s) or iPad(s) for better experience. Further, the equity shareholders will be required to use internet with a good speed to avoid any disturbance during the Meeting. Equity shareholders will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that the participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Equity shareholders will be required to grant access to the webcam to enable two-way video conferencing.
- (c) Facility to join the Meeting will be opened 30 (thirty) minutes before the scheduled time of the Meeting and will be kept open throughout the proceedings of the Meeting.
- (d) The facility of participation at the Meeting through VC/OAVM will be made available on first come, first served basis. Large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.
- (e) The equity shareholders who would like to express their views or ask questions during the Meeting may register themselves as speakers by mentioning their name, demat account number/folio number, email ID and mobile number, at investors.relation@adani.com. The speaker registration will be open during Saturday, November 15, 2025 (9:00 a.m. IST) to Tuesday, November 18, 2025 (5:00 p.m. IST). Only those equity shareholders who are registered as speakers will be allowed to express their views or ask questions. Equity shareholders are requested to limit their question only related to business of the Notice.
- (f) The Chairman, at its discretion reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the Meeting.

3. Instructions for remote e-voting and e-voting at the Meeting

- (a) In compliance with the provisions of section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and the Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Transferee Company is pleased to provide to its equity shareholders (which also consists of the Public Shareholders) facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means and the business would be transacted through e-voting services arranged by CDSL. The equity shareholders may cast their votes remotely, using an electronic voting system ("remote e-voting") on the dates mentioned herein below.
- (b) Those equity shareholders (which also consists of the Public Shareholders), who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the Meeting.
- (c) The equity shareholders (which also consists of the Public Shareholders) who have cast their vote by remote e-voting prior to the Meeting may also join the Meeting through VC/OAVM but shall not be entitled to cast their vote again. An equity shareholder (which also consists of the Public Shareholder) can opt for only single mode of voting per EVSN, i.e., through remote e-voting or e-voting at the Meeting. If an equity shareholder (which also consists of the Public Shareholders) cast vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as 'INVALID'.
- (d) The remote e-voting period commences on Saturday, November 15, 2025 (3:00 p.m. IST) and ends on Wednesday, November 19, 2025 (5:00 p.m. IST). The remote e-voting module will be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the equity shareholder, he will not be allowed to change it subsequently. During this period, equity shareholders (which also consists of the Public Shareholders) of the Transferee Company holding shares either in physical form or in dematerialised form, as on Friday, November 14, 2025, i.e., Cut-Off Date, may cast their vote by remote e-voting. A person who is not an equity shareholder as on the Cut-Off Date should treat this Notice for information purpose only. Further, any individual equity shareholder holding securities in demat mode who acquires equity shares of the Company and becomes an equity shareholder after sending of this Notice and holds shares as on the Cut-Off Date, may follow steps mentioned hereinafter.

4. The process and manner for remote e-voting is as under:

- (a) In terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on the e-voting facility provided by the listed companies and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual equity shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. The equity shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.
- (b) Pursuant to aforesaid SEBI circular, login method for e-voting and joining Meeting for individual equity shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual equity shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL's Easi/ Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on login icon and select new system Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining the Meeting and voting during the Meeting. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile and email ID as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also be able to directly access the system of all e-voting service providers.</p> <p>5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual equity shareholders holding securities in demat mode with National Securities Depository Limited ("NSDL")	<p>1) If the user is already registered for NSDL IDeAS facility:</p> <p>a) Please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile.</p> <p>b) Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" available under 'IDeAS' section.</p> <p>c) A new screen will open. User will have to enter his/her user ID and password. After successful authentication, user will be able to see e-voting services.</p> <p>d) Click on "Access to e-voting" under e-voting services and user will be able to see e-voting page.</p> <p>e) Click on company name or e-voting service provider and user will be re-directed to e-voting service provider website for casting his/her vote during the remote e-voting period or for joining the Meeting and voting during the Meeting.</p>

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-services:</p> <ul style="list-style-type: none"> a) The option to register is available at https://eservices.nsdl.com. b) Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>3) E-voting website of NSDL:</p> <ul style="list-style-type: none"> a) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. b) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. c) A new screen will open. User will have to enter his/her user ID (i.e. user’s sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. <p>4) After successful authentication, user will be redirected to NSDL depository site wherein the user can see e-voting page. Click on company name or e-voting service provider name and the user will be redirected to e-voting service provider website for casting the vote during the remote e-voting period or for joining the Meeting and voting during the Meeting.</p>
Individual equity shareholders holding securities in demat mode with Depository Participants	<p>User can also login using the login credentials of his/her demat account through user’s depository participant registered with NSDL/CDSL for e-voting facility.</p> <p>Once logged in, user will be able to see e-voting option. Once the user clicks on e-voting option, the user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein the user can see e-voting feature.</p> <p>Click on company name or e-voting service provider name and the user will be redirected to e-voting service provider website for casting the vote during the remote e-voting period or for joining the Meeting and voting during the Meeting.</p>

Important note: Equity shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual equity shareholders holding securities in demat mode for any technical issues related to login through depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual equity shareholders holding securities in Demat mode with CDSL	Equity shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.
Individual equity shareholders holding securities in Demat mode with NSDL	Equity shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 022 - 4886 7000 and 022 - 2499 7000.

(c) Login method for e-voting and joining the Meeting for equity shareholders (other than individual shareholders) holding in demat form and for physical equity shareholders.

- 1) The equity shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Equity shareholders holding shares in Physical Form should enter Folio Number registered with the Transferee Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If the user is holding share(s) in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then the user's existing password is to be used.
- 6) If the user is a first-time, follow the steps given below:

For equity shareholders holding shares in demat form other than individual and physical form

PAN	<p>Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat equity shareholders as well as physical equity shareholders)</p> <p>Equity shareholders who have not updated their PAN with the Transferee Company/ Depository Participant are requested to use the sequence number sent by the Transferee Company/MUFG Intime or contact the Transferee Company/MUFG Intime.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the user's demat account or in the Transferee Company's records in order to login.</p> <p>If both the details are not recorded with the depository or the Transferee Company, please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction 5) above.</p>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Equity shareholders holding shares in physical form will then directly reach the Transferee Company selection screen. However, equity shareholders holding shares in demat form (other than individual equity shareholders) will now reach 'Password Creation' menu wherein the users are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- 9) For equity shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN on which you choose to vote.
- 11) On the voting page, the user will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that the user has given his/her/its assent to the Resolution and option NO implies that the user has dissented to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if the user wishes to view the entire Resolution details.
- 13) After selecting the resolution, the user has decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If the user wishes to confirm his/her/its vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify the vote.
- 14) Once the user "CONFIRM" his/her/its vote on the resolution, the user will not be allowed to modify his/her/its vote.
- 15) The user can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- 16) If a demat account holder has forgotten the login password then enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- 17) Facility for Non - Individual Shareholders and Custodians - Remote Voting
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

f) Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer at the email address raimeen.maradiya@gmail.com and to the Transferee Company at the email address viz; investors.relation@adani.com, if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

5. Process for those equity shareholders whose email/mobile are not registered with the Transferee Company/MUFG Intime/Depositories.

(a) For physical equity shareholders, please provide necessary details like Folio No., name of equity shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by emails to investors.relation@adani.com and rnt.helpdesk@in.mpms.mufg.com.

(b) For demat equity shareholders, please update your email ID and mobile number with the respective Depository Participant.

6. Information and instructions for e-voting facility at the Meeting

(a) Facility to cast vote through e-voting at the Meeting will be made available on the video conference screen during the Meeting.

(b) Those equity shareholders, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the Meeting.

Encl.: As above

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
AHMEDABAD BENCH
C.A. (CAA) / 49 (AHM) 2025**

**In the matter of Sections 230 to 232 read with
other applicable provisions
of the Companies Act, 2013**

and

**In the matter of Scheme of Arrangement
between**

**Sanghi Industries Limited ("Transferor Company")
and**

**Ambuja Cements Limited ("Transferee Company")
and**

their respective shareholders

AMBUJA CEMENTS LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.

CIN: L26942GJ1981PLC004717

**... APPLICANT NO. 2 /
TRANSFeree COMPANY**

**EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1)
AND (2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH
RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS
AND AMALGAMATIONS) RULES, 2016**

1. Pursuant to the order dated September 25, 2025, read with order dated October 9, 2025, passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench (hereinafter referred to as the "**NCLT**"), in C.A. (CAA) / 49 (AHM) 2025 (hereinafter referred to as the "**Order**"), a meeting of the equity shareholders of Ambuja Cements Limited (hereinafter referred to as the "**Transferee Company**" or the "**Applicant No. 2**", as the context may admit) is being convened through Video Conference ("**VC**")/Other Audio-Visual Means ("**OAVM**"), on Thursday, November 20, 2025 at 1:00 p.m. (1300 hours), for the purpose of considering, and if thought fit, approving the Scheme of Arrangement between Sanghi Industries Limited (hereinafter referred to as the "**Transferor Company**" or the "**Applicant No. 1**", as the context may admit) and the Transferee Company and their respective shareholders (hereinafter referred to as the "**Scheme**") under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "**Act**"), read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as the "**Rules**"). The Transferor Company and the Transferee Company are together referred to as the "**Companies**" or "**Parties**", as the context may admit. A copy of the Scheme, which has been, *inter alios*, recommended/approved by the Mergers and Acquisitions Committee, Committee comprising of all the Independent Directors ("**Committee of Independent Directors**"), Audit Committee and the Board of Directors of the Transferee Company at

their respective meetings, all held on December 17, 2024, is enclosed as **Annexure 1**. Capitalised terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.

2. The Scheme, *inter alia*, provides for: (i) the amalgamation of the Transferor Company with and into the Transferee Company, with effect from the Appointed Date (*as defined in the Scheme*), and the consequent dissolution of the Transferor Company without being wound up, and the issuance of New Equity Shares (*as defined in the Scheme*) to the equity shareholders of the Transferor Company in accordance with the Share Exchange Ratio (*as defined in the Scheme*), pursuant to the provisions of Sections 230 - 232 and/or other applicable provisions of the Act and in accordance with Section 2(1B) of the Income Tax Act, 1961; and (ii) reclassification of Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification (*as defined in the Scheme*) from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company.
3. In terms of the Order, the quorum of the meeting of the equity shareholders of the Transferee Company shall be in accordance with the provisions of Section 103(1)(a)(iii) of the Act, which shall be 30 (thirty) equity shareholders. Equity shareholders attending the meeting through VC/OAVM, either by themselves or through their authorised representative, shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In terms of the Order, if the quorum, as stated above, is not present at the Meeting, then the Meeting shall be adjourned by half an hour, and thereafter, the equity shareholders present at the Meeting, shall be deemed to constitute the quorum.
4. Further in terms of the Order, the NCLT, has appointed Hon'ble Mr. Justice Kalpesh Jhaveri, former Chief Justice of the High Court of Orissa, and in his absence, Hon'ble Mr. Justice S.H. Vora, former judge of the High Court of Gujarat, to be the Chairman of the meeting including for any adjournment or adjournments thereof.
5. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules.
6. As stated earlier, NCLT by its Order has, *inter alia*, directed that a meeting of the equity shareholders of the Transferee Company shall be convened through VC/OAVM, on Thursday, November 20, 2025 at 1:00 p.m. (1300 hours) for the purpose of considering, and if thought fit, approving the arrangement embodied in the Scheme (hereinafter referred to as "**Meeting**"). Equity shareholders would be entitled to vote either through remote e-voting or e-voting during the Meeting.

The Transferee Company is seeking the approval of its equity shareholders to the Scheme by way of voting through remote e-voting and e-voting during the Meeting. Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (hereinafter referred to as the "**SEBI Schemes Master Circular**") issued by Securities and

Exchange Board of India (hereinafter referred to as "SEBI") *inter alia*, provides that approval of Public Shareholders of the Transferee Company to the Scheme shall be obtained by way of voting through remote e-voting and e-voting during the Meeting. Since, the Transferee Company is seeking the approval of its equity shareholders (which also consists of the Public Shareholders) to the Scheme by way of voting through remote e-voting and e-voting during the Meeting, no separate procedure for voting through remote e-voting and e-voting during the Meeting would be required to be carried out by the Transferee Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Schemes Master Circular. The aforesaid notice sent to the equity shareholders (which also consists of the Public Shareholders) of the Transferee Company would be deemed to be the notice sent to the Public Shareholders of the Transferee Company. For this purpose, the term "**Public**" shall have the meaning assigned to it in Rule 2 of the Securities Contracts (Regulations) Rules, 1957 and the term "**Public Shareholders**" shall be construed accordingly. In terms of SEBI Schemes Master Circular, the Transferee Company has provided the facility of voting by remote e-voting and e-voting during the Meeting to its Public Shareholders.

NCLT, by its Order, has, *inter alia*, held that since the Transferee Company is directed to convene a meeting of its equity shareholders, which also consists of the Public Shareholders, and the voting in respect of the equity shareholders, which also consists of the Public Shareholders, is through remote e-voting and e-voting during the Meeting, the same is sufficient compliance of the SEBI Schemes Master Circular.

The scrutinizer appointed for conducting the remote e-voting and e-voting during the Meeting will however submit his separate report to the Chairman of the Transferee Company or to the person so authorised by him after completion of the scrutiny of the remote e-voting and e-voting during the Meeting cast by the Public Shareholders so as to announce the results of the remote e-voting and e-voting during the Meeting exercised by the Public Shareholders of the Transferee Company. In terms of the SEBI Schemes Master Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders through remote e-voting and e-voting during the Meeting in favour of the resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.

7. The Scheme shall be considered approved by the equity shareholders of the Transferee Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the equity shareholders voting through e-voting during the Meeting or by remote e-voting, in terms of the provisions of Sections 230-232 of the Act.
8. In terms of the Order, if the entries in the records/registers of the Transferee Company in relation to the number or value, as the case may be, of the equity shares are disputed, the Chairman of the Meeting shall determine the number or value, as the case may be, for the purposes of the said Meeting, and his decision in that behalf shall be final.

Particulars of the Applicant No. 1/Transferor Company

9. The Transferor Company was incorporated on June 14, 1985, as Sanghi Leathers Private Limited, a private limited company, with the Registrar of Companies, Andhra Pradesh, under the provisions of the Companies Act, 1956. Its name was changed to: (i) Sanghi Industries Private Limited on September 18, 1992; and (ii) Sanghi Industries Limited on October 28, 1992, pursuant to its conversion into a public limited company. The registered office of the Transferor Company was shifted from the State of Telangana to the State of Gujarat on January 10, 2025. The Corporate Identification Number of the Transferor Company is L18209GJ1985PLC157787. The Permanent Account Number of the Transferor Company is AAECS5510Q. The Transferor Company is a subsidiary of the Transferee Company. The Transferee Company as on June 30, 2025, was holding 58.08% of the paid-up equity share capital of the Transferor Company. The equity shares of the Transferor Company are listed on BSE Limited (hereinafter referred to as "**BSE**") and National Stock Exchange of India Limited (hereinafter referred to as "**NSE**"), respectively. BSE and NSE are together referred to as "**Stock Exchanges**".
10. The registered office of the Transferor Company was situated at P.O. Sanghinagar, Ranga Reddy District, Telangana – 501 511. Thereafter, with effect from January 10, 2025, the registered office of the Transferor Company was shifted to Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India. Except as stated, there has been no change in the registered office address of the Transferor Company since last 5 years. The e-mail address of the Transferor Company is companysecretary.sil@adani.com.
11. The objects for which the Transferor Company has been established are set out in its Memorandum of Association. The main objects of the Transferor Company are as follows:
"III
(A) **THE MAIN OBJECTS THAT WILL BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. *To produce, manufacture, refine, prepare, process, purchase, import, export, sell and generally to deal in all kinds of Cement, Cement Products of any description, limestone, gypsum, clinker and/or by-products thereof and in connection therewith to acquire, erect, construct, establish, operate and maintain Cement factories, quarries, workshops and other work relating thereto, and to carry on the business of buying and selling Cement, bricks, limestones, sand, fly ash or other earthy material or manufactured product such as tiles, pavement and roofing materials, and to deal in lime, plaster, clay, coke, fuel, timber, artificial stone and builders requisites and appliances.*
2. *To generate Thermal/Hydro Power and to sell power to the customers in Government and Private Sectors; to carry on business as manufacturers, fabricators, assemblers, buyers, sellers, importers, exporter and agent for all type of Power Generation plants and to establish, operate and maintain the Generating Stations and tie-lines, sub-stations and main transmission lines connected therewith.*

(B) THE OBJECTS ANCILLARY OR INCIDENTAL TO THE ATTAINMENT OF THE MAIN OBJECTS STATED IN (A) ABOVE ARE AS FOLLOWS:

34. To amalgamate, enter into partnership or into any arrangement for sharing profits, or into any union of interest, joint-adventures reciprocal concessions or co-operation with any person or persons or Company or Companies carrying on, or engaged in, or about to carry on or engage in or being authorised to carry on or engage in or any business or transaction which this Company is authorised to carry on or engage in or any business or transaction or capable of being conducted so as directly or indirectly to benefit this Company."

Clause III of the Memorandum of Association of the Transferor Company was amended and restated vide Special Resolution passed at the Extra-Ordinary General Meeting of the Transferor Company held on February 8, 2024. Except as stated above, there has been no change in the main object clause in the last 5 (five) years.

12. The Transferor Company is engaged in the business of manufacturing and selling of cement and cement related products.

13. The authorised, issued, subscribed and paid-up share capital of the Transferor Company as on August 31, 2025, was as under:

Particulars	Amount (in ₹)
Authorised Share Capital	
35,00,00,000 equity shares of ₹10/- each	350,00,00,000
220,00,00,000 preference shares of ₹ 10/- each	2200,00,00,000
Total	2550,00,00,000
Issued, subscribed and paid-up Capital	
25,83,26,000 equity shares of ₹10/- each fully paid-up	258,32,60,000
220,00,00,000 - 8% non-convertible cumulative redeemable preference shares of ₹ 10/- each fully paid-up	2200,00,00,000
Total	2458,32,60,000

Particulars of the Applicant No. 2/Transferee Company

14. The Transferee Company was incorporated on October 20, 1981, as Ambuja Cements Private Limited with the Registrar of Companies, Gujarat, as a private limited company, under the provisions of the Companies Act, 1956. Its name was changed to (i) Ambuja Cements Limited on March 19, 1983, pursuant to its conversion into a public limited company; (ii) Gujarat Ambuja Cements Limited on May 19, 1983; and (iii) Ambuja Cements Limited on April 5, 2007. The Corporate Identification Number of the Transferee Company is L26942GJ1981PLC004717. The Permanent Account Number of the Transferee Company is AAACG0569P. The Transferee Company is a part of Adani Group of companies.

15. The registered office of the Transferee Company was situated at P. O. Ambuja Nagar, Taluka Kodinar, Amreli, Dist: Junagadh, Gujarat. Thereafter, with effect from October 8, 2022, the registered office of the Transferee Company was shifted to Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India. Except as stated, there has been no change in the registered office address of the Transferee Company since last 5 years. The e-mail address of the Transferee Company is investors.relation@adani.com.

16. The objects for which the Transferee Company has been established are set out in its Memorandum of Association. The main objects of the Transferee Company are as under:

"III

(A) **MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**

(1) *To carry on the business as manufacturers and dealers 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.*

(2) *To establish, construct, acquire, run, operate on any factory for manufacturing Cement and allied products.*

(3) *To carry on the business of providing services for waste management and/or undertake such waste treatment activities or operating pre-treatment system, by co-processing, incineration, thermal, chemical or biological or through any other process of liquid / solid/ gaseous, hazardous / non-hazardous, municipal, agricultural, medical/clinic waste etc. from industrial / non-industrial sources, body corporate, agencies of local, state or central government or from any other sources and includes generation, collection, transportation and storage of wastes and disposal of the same, conducting trial runs, emission monitoring and entering in to agreements for this purpose, receive tipping fees / or pay charges for the material.*

(4) *To impart professional training, technical training, business support and problem solving solution and/ or other support services and to provide material library, reference portal, professional support, hands on experience and/or function as a excellence centre that promotes & offer solution for application of cement, concrete and other construction materials etc. to engineers, masons, architects, consultants, dealers, wholesellers, retailers, channel partners, and other construction industry etc. and for this purpose, to convene, hold or conduct seminars, conferences, workshops, technical lectures and manuals, video screenings, panel discussions and to promote, establish knowledge centre for skill advancement and competency development.*

(B) **OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS**

(40) *To amalgamate, enter into any partnership or partially amalgamate with or acquire an interest in the business of any other company, person or firm, carrying on a business included in the objects of the Company, or enter into any arrangement for sharing profits or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, or to acquire auxiliary to the business of the Company or connected therewith or which may seem to the Company capable to being conveniently carried on in connection with the above, or calculated directly to enhance the value of or render more profitable any of the Company's property and to give or accept by way of consideration for any of the acts or things aforesaid, or property acquired, any share, debenture-stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received."*

There has been no change in the main object clause of the Transferee Company since last 5 (five) years.

17. The Transferee Company is among the leading cement companies in India, renowned for its hassle-free, home-building solutions with its unique sustainable development projects and environment-friendly practices since it started its operations.

18. The authorised, issued, subscribed and paid-up share capital of the Transferee Company as on August 31, 2025, was as under:

Particulars	Amount (in ₹)
Authorised Share Capital^	
4,001,77,50,000 equity shares of ₹ 2/- each	8,003,55,00,000
15,00,00,000 preference shares of ₹ 10/- each	150,00,00,000
Total	8153,55,00,000
Issued Share Capital^	
247,21,49,998 * equity shares of ₹ 2/- each fully paid up	494,42,99,996
Total	494,42,99,996
Subscribed and Paid-Up Share Capital^	
247,18,23,478* equity shares of ₹ 2/- each fully paid up [#]	494,36,46,956
Total	494,36,46,956

[^] The authorised, issued, subscribed and paid-up share capital as stated above is after giving effect to the sanction of Scheme of Amalgamation of Adani Cementation Limited with Ambuja Cements Limited, which has been made effective from August 1, 2025.

* The issued and paid-up share capital includes 13,23,932 equity shares represented by 13,23,932 global depository receipts as on August 31, 2025.

The difference of 3,26,520 equity shares between issued, subscribed and paid-up capital is on account of past issuance of right shares which are kept in abeyance.

19. The equity shares of the Transferee Company are listed on the Stock Exchanges. The global depository receipts issued by the Transferee Company are listed on the Luxembourg Stock Exchange.

Rationale for the Scheme

20. The Rationale for the Scheme is as under:

(i) The Transferee Company is the promoter of the Transferor Company and holds 58.08% of the paid-up equity share capital and 100% of the 8% - non-convertible cumulative redeemable preference shares of the Transferor Company. As both the companies are under the same line of business, this amalgamation will enable the Transferee Company to absorb the business of Transferor Company completely for carrying on more effectively and beneficially.

(ii) The Scheme will enable the Transferee Company to integrate the Transferor Company's operations, leading to more efficient and economical business management. This includes better resource utilization, reduced overheads, cost savings, economies of scale, elimination of duplicated efforts, and streamlined compliance requirements through amalgamation.

(iii) The amalgamation will enhance business potential of the Transferor Company, add value to both the companies, and ultimately increase the shareholders' value.

(iv) The amalgamation will lead to reduction and rationalisation of multiple entities in the group.

(v) The Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification, would: (a) not hold more than ten percent of the total voting rights in the Transferee Company; (b) do not exercise control over the affairs of the Transferor Company and the Transferee Company either directly or indirectly; (c) do not have any special rights with respect to the Transferor Company and the Transferee Company through any formal or informal arrangements including through any shareholder agreements; (d) do not represent on the board of directors of the Transferor Company and the Transferee Company including a nominee director; (e) do not act as a key managerial personnel in the Transferor Company and the Transferee Company. Further, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification, (a) have not been declared 'wilful defaulter' as per the guidelines issued by the Reserve Bank of India; and (b) are not fugitive economic offenders. Accordingly, reclassification of the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification of the Transferor Company from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company has been contemplated upon the coming into effect of this Scheme, in accordance with the requirements of Regulation 31A of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Relationship among Companies who are parties to the Scheme

21. The Transferor Company is a subsidiary of the Transferee Company. The Transferee Company as on June 30, 2025, was holding 58.08% of the paid-up equity share capital of the Transferor Company. The Transferor Company and the Transferee Company are part of Adani Group of Companies.

Corporate Approvals

In respect of Applicant No. 1/Transferor Company

22. The draft Scheme along with the valuation report, recommending the share exchange ratio in respect of the proposed Scheme, dated December 17, 2024, issued by BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration No. IBBI/RV-E/02/2019/103) to the Board of Directors of the Transferor Company (hereinafter referred to as the "**Valuation Report 1**"), among other documents, were placed before the Audit Committee of the Transferor Company at its meeting held on December 17, 2024. A fairness opinion issued by Vivro Financial Services Private Limited, a SEBI registered Merchant Banker (hereinafter referred to as the "**Fairness Opinion 1**"), to the Board of Directors of the Transferor Company, in respect of the Valuation Report 1, was also placed before the Audit Committee of the Transferor Company. Copies of the (i) Valuation Report 1, dated December 17, 2024; and (ii) Fairness Opinion 1, dated December 17, 2024, are enclosed as **Annexure 2** and **Annexure 3**, respectively.

The Audit Committee of the Transferor Company after due deliberations and, *inter alia*, based on the aforesaid, recommended the Scheme to the Board of Directors of the Transferor Company, Stock Exchanges, SEBI and other appropriate authorities for their favourable consideration and approval.

23. The draft Scheme, the Valuation Report 1 and the Fairness Opinion 1, amongst others, were placed before the Committee of Independent Directors of the Transferor Company at its meeting held on December 17, 2024. The Committee of Independent Directors of the Transferor Company after due deliberations, *inter alia*, based on the aforesaid, recommended the Scheme for favourable consideration and approval by the Board of Directors of the Transferor Company, Stock Exchanges, SEBI and other appropriate authorities.

24. The draft Scheme along with the Valuation Report 1, amongst others, were placed before the Board of Directors of the Transferor Company at its meeting held on December 17, 2024. The Fairness Opinion 1 was also placed before the Board of Directors of the Transferor Company. Based on the aforesaid and the reports, *inter alios*, submitted by the Committee of Independent Directors and the Audit Committee, recommending the Scheme, the Board of Directors of the Transferor Company approved the Scheme at its meeting held on December 17, 2024. The meeting of the Board of Directors of the Transferor Company, held on December 17, 2024, was attended by six (6) directors, namely, Mr. Ajay Kapur (DIN: 03096416), Chairman; Mr. Sukuru Ramarao (DIN: 08846591), Wholetime Director &

Chief Executive Officer; Mr. Vinod Bahety (DIN: 09192400), Non-Executive Director; Ms. Shruti Shah (DIN: 08337714), Independent Director; Mr. Ravi Kapoor (DIN: 00003847), Independent Director; and Mr. Sudhir Nanavati (DIN: 00050236), Independent Director, who attended the meeting through video conferencing. None of the directors of the Transferor Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.

In respect of Applicant No. 2/Transferee Company

25. The draft Scheme along with the valuation report, recommending share exchange ratio in respect of the proposed Scheme, dated December 17, 2024, issued by GT Valuation Advisors Private Limited, Registered Valuer (IBBI Registration No. IBBI/RV-E/05/2020/134) to the Board of Directors of the Transferee Company (hereinafter referred to as the "**Valuation Report 2**"), among other documents, were placed before the Mergers and Acquisitions Committee of the Transferee Company. A fairness opinion issued by IDBI Capital Markets & Securities Limited, a SEBI registered merchant banker (hereinafter referred to as the "**Fairness Opinion 2**"), to the Board of Directors of the Transferee Company, in respect of the Valuation Report 2, was also placed before the Mergers and Acquisitions Committee of the Transferee Company. Copies of the (i) Valuation Report 2, dated December 17, 2024; (ii) Fairness Opinion 2, dated December 17, 2024; and (iii) Summary of Valuation Report 1 and Valuation Report 2, including the basis of such Valuation Report 1 and Valuation Report 2 and Fairness Opinion 1 and Fairness Opinion 2; and are enclosed as **Annexure 4**, **Annexure 5** and **Annexure 6**, respectively.

The Mergers and Acquisitions Committee of the Transferee Company after due deliberations, *inter alia*, based on the aforesaid, recommended the Scheme for the consideration of the Audit Committee of the Transferee Company.

26. The draft Scheme, the Valuation Report 2 and the Fairness Opinion 2, amongst others, were placed before the Audit Committee of the Transferee Company at its meeting held on December 17, 2024.

The Audit Committee of the Transferee Company, after due deliberations and, *inter alia*, based on the aforesaid recommended the Scheme to the Board of Directors of the Transferee Company, Stock Exchanges, SEBI and other appropriate authorities for their favourable consideration and approval.

27. The draft Scheme, the Valuation Report 2 and the Fairness Opinion 2, amongst others, were placed before the Committee of Independent Directors of the Transferee Company at its meeting held on December 17, 2024.

The Committee of Independent Directors of the Transferee Company after due deliberations, *inter alia*, based on the aforesaid, recommended the Scheme for favourable consideration and approval by the Board of Directors of the Transferee Company, Stock Exchanges, SEBI and other appropriate authorities.

28. The draft Scheme along with the Valuation Report 2, amongst others, were placed before the Board of Directors of the Transferee Company at its meeting held on December 17, 2024. The Fairness Opinion 2 was also placed before the Board of Directors of the Transferee Company. Based on the aforesaid and the reports, *inter alios*, submitted by the Audit Committee and the Committee of Independent Directors, recommending the Scheme, the Board of Directors of the Transferee Company approved the Scheme at its meeting held on December 17, 2024. The meeting of the Board of Directors of the Transferee Company, held on December 17, 2024, was attended by eight (8) directors, namely, Mr. Gautam Adani (DIN: 00006273), Chairman; Mr. Karan Adani (DIN: 03088095), Non-Executive Director; Mr. Ajay Kapur (DIN: 03096416), Wholetime Director & Chief Executive Officer; Mr. Rajnish Kumar (DIN: 05328267), Independent Director; Mr. Maheswar Sahu (DIN: 00034051), Independent Director; Mr. Ameet Desai (DIN: 00007116), Independent Director; Ms. Purvi Sheth (DIN: 06449636), Independent Director and Mr. M R Kumar (DIN: 03628755), Non-Executive Non-Independent Director, who attended the meeting through Video conferencing. None of the directors of the Transferee Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.

Approvals and actions taken in relation to the Scheme

29. NSE was appointed as the Designated Stock Exchange by the Transferor Company for the purpose of co-ordinating with SEBI for obtaining approval of SEBI in accordance with SEBI Schemes Master Circular.

30. The Transferor Company had by its two separate letters, both dated January 3, 2025, applied to the Stock Exchanges for their no-objection to the Scheme. Thereafter, certain information/details/queries were sought/raised by NSE/BSE and the same were submitted/addressed by the Transferor Company.

31. As required by the SEBI Schemes Master Circular, the Transferor Company filed a Complaint Report with the NSE on March 25, 2025, and BSE on March 6, 2025. Subsequently, as intimated by NSE, the Transferor Company submitted an updated Complaint Report with the NSE on June 16, 2025. Copies of the Complaint Report dated March 25, 2025, submitted by the Transferor Company to NSE; the Complaint Report dated March 6, 2025, submitted by the Transferor Company to BSE; and the updated Complaint Report dated June 16, 2025, submitted by the Transferor Company to NSE, respectively, are enclosed as **Annexure 7**, **Annexure 8** and **Annexure 9**, respectively.

32. In terms of Paragraph A.2.k) of Part-I of the SEBI Schemes Master Circular, No Objection Certificate from the lending scheduled commercial banks/financial institutions/ debenture trustees, from not less than 75% of the secured creditors in value is required to be obtained. It is submitted that the Transferor Company had no secured creditors on the date of the aforesaid applications filed by it with the Stock Exchanges or even as on date. Hence, no such No Objection Certificate is required to be obtained by the Transferor Company in terms of SEBI Schemes Master Circular.

33. NSE was appointed as the Designated Stock Exchange by the Transferee Company for the purpose of co-ordinating with SEBI for obtaining approval of SEBI in accordance with SEBI Schemes Master Circular.

34. The Transferee Company had by its two separate letters, both dated January 3, 2025, applied to the Stock Exchanges for their no-objection to the Scheme. Thereafter, certain information/details/queries were sought/raised by NSE/BSE and the same were submitted/addressed by the Transferee Company.

35. As required by the SEBI Schemes Master Circular, the Transferee Company filed a Complaint Report with the NSE on March 25, 2025, and BSE on March 6, 2025. Subsequently, as intimated by NSE, the Transferee Company submitted an updated Complaint Report with the NSE on June 16, 2025. Copies of the Complaint Report dated March 25, 2025, submitted by the Transferee Company to NSE; the Complaint Report dated March 6, 2025, submitted by the Transferee Company to BSE; and the updated Complaint Report dated June 16, 2025, submitted by the Transferee Company to NSE, respectively, are enclosed as **Annexure 10**, **Annexure 11** and **Annexure 12**, respectively.

36. In terms of Paragraph A.2.k) of Part-I of the SEBI Schemes Master Circular, No Objection Certificate from the lending scheduled commercial banks/financial institutions/ debenture trustees, from not less than 75% of the secured creditors in value is required to be obtained. It is submitted that the Transferee Company had no secured creditors on the date of the aforesaid applications filed by it with the Stock Exchanges or even as on date. Hence, no such No Objection Certificate is required to be obtained by the Transferee Company in terms of SEBI Schemes Master Circular.

37. The Companies received no-objection/no adverse observation letter regarding the Scheme from NSE and BSE, both dated July 17, 2025, conveying their no-objection/no adverse observation for filing the Scheme with NCLT.

By the said letter dated July 17, 2025, NSE communicated the following observations of SEBI to the Companies:

- a) *"The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- b) *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the Listed Company and the Stock Exchanges.*
- c) *The Company shall ensure compliance with the SEBI circulars issued from time to time.*
- d) *The Company shall ensure that the entities involved in the Scheme shall duly comply with various provisions of the Circular and also ensure that all the liabilities of the Transferor Company are transferred to the Transferee Company.*

- e) The Company shall ensure that all the information pertaining to all the Unlisted Companies involved, if any in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.
- f) The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.
- g) The Company shall ensure that the details of proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the shareholders.
- h) Both the Companies shall ensure to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013.
 - i. Need for the amalgamation, Rationale of the scheme and swap ratio, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.
 - ii. Details of Revenue, PAT and EBIDTA of all the companies involved in the Scheme for last 3 years.
 - iii. Value of Assets and liabilities of Transferor Companies that are being transferred to Transferee company and post-merger balance sheet of Transferee Company.
 - iv. No Objection Certificate (NOC) from the lending scheduled commercial banks/financial institutions/ debenture trustees as per para A(2) (k) of Part—I of SEBI Master Circular.
 - v. Disclose all pending actions against the entities involved in the scheme, its promoters/directors/ KMPs and possible impact of the same on the Transferee Company and its current status.
 - vi. Financial implication of merger on promoters, minority shareholders and the entities involved in the scheme.
 - vii. Undertaking that promoters of SIL which are to be reclassified as public shareholders in ACL, post-merger, are not related to Transferee company, Subsidiary or Associate of Transferee Company and promoters/directors/KMPs of Transferee Company or of its subsidiaries or associate.
 - viii. Latest Complaint report.
- i) The Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.
- j) The Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.
- k) The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities/tribunals shall be made without specific written consent of SEBI.
- l) The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT, and the Company is obliged to bring the observations to the notice of NCLT.
- m) The Company shall ensure to comply with all the applicable provisions of Companies Act, 2013 rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.
- n) The Company shall ensure that the listed entity(ies) involved in the proposed scheme shall disclose the No Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.
- o) It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.
- p) Please note that the submission of documents/ information, in accordance with the Circular to SEBI, should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted."

By the said letter dated July 17, 2025, BSE communicated the following observations of SEBI to the Companies:

- 1. "The Entity shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- 2. "The Entity shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed company and the stock exchanges."
- 3. "The Entities shall ensure compliance with the SEBI circulars issued from time to time.
- 4. "The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."

5. "The entity is advised that the information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
6. "The Entity shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
7. "The entity is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
8. "The entity is advised to ensure that the following additional disclosure to the public shareholders as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013, to enable them to take an informed decision
 - i. Need for the amalgamation, Rationale of the scheme and swap ratio, Synergies of business of the companies involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.
 - ii. Details of Revenue, PAT and EBITDA of all the Companies involved in the Scheme for the last 3 years.
 - iii. Value of assets and liabilities of Transferor Company that are being transferred to Transferee Company.
 - iv. No Objection Certificate (NOC) from the lending scheduled commercial banks/financial institutions/ debenture trustees as per para A(2) (k) of Part-I of SEBI Master Circular.
 - v. Disclose all pending actions against the entities involved in the scheme its promoters/directors/ KMPs and possible impact of the same on the Transferee Company to the shareholders.
 - vi. Financial implication of the merger on Promoters, minority Shareholders and the companies involved in the scheme.
 - vii. Undertaking that the Promoters of SIL which are to be reclassified as public shareholders in ACL, post-merger are not related to Transferee Company, Subsidiary or Associate of Transferee company and promoters/directors/KMPs or of its subsidiaries or associates.
 - viii. Latest complaint report.'
9. "The entity is advised that the proposed equity shares, if any, to be issued in terms of the "Scheme" shall mandatorily be in demat form only."
10. "The entity is advised that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
11. "No changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
12. "The entities are advised that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before NCLT, and the company is obliged to bring the observations to the notice of NCLT."
13. "The entity is advised to comply with the all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
14. "The listed entity involved in the proposed scheme shall disclose the No Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same."
15. "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations."

Copies of the no objection/no adverse observation letters, both dated July 17, 2025, received by the Companies from NSE and BSE, respectively, are enclosed as **Annexure 13** and **Annexure 14**, respectively.

38. Pursuant to comments by SEBI in the aforesaid observation letters, the Companies bring to the notice of their respective equity shareholders the details of "Ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against Sanghi Industries Limited, its promoters and directors" as on June 30, 2025, and "Ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against Ambuja Cements Limited, its promoters and directors" as on June 30, 2025. The respective details in respect of the aforesaid are enclosed as **Annexure 15** and **Annexure 16**, respectively. The aforesaid details also formed part of the joint Company Application in CA (CAA)/49 (AHM) 2025, filed by the Companies before NCLT.
39. Further, the Companies also bring to the notice of their respective equity shareholders the details in respect of the particulars mentioned/stipulated in: (i) clause h) of the no objection letter dated July 17, 2025, received from NSE; and (ii) clause 8 of the no adverse observation letter dated July 17, 2025, received from BSE. The details in respect of the aforesaid are enclosed as **Annexure 17**.
40. The Companies would obtain/cause to be obtained all such other approvals from the Governmental Authority as may be required under Law.
41. C.A. (CAA)/49 (AHM) 2025 along with annexures thereto (which includes the Scheme) was jointly e-filed by the

Companies with the NCLT, on September 10, 2025. The hard copy whereof was filed with the NCLT on September 11, 2025.

Salient extracts of the Scheme

42. Certain clauses of the Scheme are extracted below:

"PART I

1. DEFINITIONS, INTERPRETATION, DATE OF TAKING EFFECT AND SHARE CAPITAL

1.1. Definitions

1.1.2. **"Adani Cementation Merger Scheme"** shall have the meaning as set forth in the Introduction Clause.

1.1.3. **"Appointed Date"** means April 1, 2024.

1.1.6. **"Effective Date"** means the last of the dates on which all the approvals or events specified under Clause 3.3 of the Scheme are obtained or have occurred or the requirement of which have been waived. References in this Scheme to "upon the coming into effect of this Scheme" or "upon this Scheme becoming effective" or "effectiveness of this Scheme" or "Scheme coming into effect" shall mean the Effective Date.

1.1.13. **"Penna Cement Merger Scheme"** shall have the meaning as set forth in the Introduction Clause.

1.1.14. **"Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification"** means the persons, more specifically set out in Schedule I.

1.1.32. **"Undertaking"** means the Transferor Company and includes all the business, undertakings, assets, properties, investments, rights, approvals, licenses and powers, leasehold rights and all its debts, outstanding, liabilities, duties and obligations of the Transferor Company, of whatsoever nature and kind and wherever situated, on a going concern basis and with continuity of business of the Transferor Company, which shall mean and include, without limitation:

(a) Any and all of its immovable properties (including work in progress) and rights thereto i.e. land together with the buildings and structures standing thereon (whether, freehold, leasehold, leave and licensed, right of way, tenancies, sanctioned/allotted by the Governmental Authority or otherwise) including drains and culverts, civil works, foundations for civil works, offices, guest house, colony, captive power plant, warehouses, workshops, sheds, stores, storages including coal storage, silo, DG room, roads, laboratory, boundary walls, jetty, soil filling works, benefits of any rental agreement for any use of premises, share of any joint assets, etc., and all documents (including panchnamas, declarations, receipts, sanction letters/orders, etc.) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of rental agreements for lease or license or other rights to use of premises, in connection with the said immovable properties;

(b) Any and all of its assets (including work in progress), as are movable in nature, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including plant and machinery, boilers, turbines, handling equipment including coal handling equipments, dumpers, excavators, shovel, surface miners, cranes, capital work in progress, electrical fittings, air conditioners, furniture, fixtures, appliances, accessories, power lines, office equipments, computers, communication facilities, installations, vehicles, inventory and tools and plants), stock-in-trade, stores and spares, stock-in-transit, raw materials, finished goods, supplies, packaging items/materials, actionable claims, prepaid expenses, bills of exchange, promissory notes, current assets, earnest monies and receivables, sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Governmental Authority, semi-Government, local and other authorities and bodies, banks, customers and other persons, insurances, the benefits of any bank guarantees, performance guarantees and letters of credit;

(c) Any and all of its permits, licenses (including factory license), mineral mining rights, permissions, right of way, approvals, authorisations, clearances, consents, benefits, registrations including import registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, pre-qualifications, bid acceptances, concessions, subsidies, liberties and advantages (including consent/authorisation granted by Pollution Control Board, environmental clearance and other licenses/permits granted/issued/given by any Governmental Authority, statutory or regulatory or local or administrative bodies), Tax deferrals, Tax credits (including any credits arising from advance Tax, self-assessment Tax, other income Tax credits, withholding Tax credits, minimum alternate Tax credits, central value added tax credits, goods and services Tax credits, customs duty credit, other indirect Tax credits and other Tax receivables), other claims under Tax Laws, privileges, incentives (including incentives in respect of income Tax, sales Tax, value added Tax, service Tax, excise duty, customs duties and goods and services Tax), benefits, Tax holidays, Tax refunds (including those pending with any Tax authorities), all Tax assets both direct and indirect including refunds filed pending to be adjudicated and refunds to be filed, advantages, benefits and all other rights, privileges, powers and facilities of every kind and description of whatsoever nature and the benefits thereto;

(d) All contracts, agreements including power purchase agreement(s), coal linkages agreement(s), fuel supply agreement(s), consultancy agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda

of agreed points, minutes of meetings, bids, tenders, expression of interest, letters of intent, arrangements, understandings, engagements, deeds and instruments, including hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder;

(e) All intangible assets, including all Intellectual Property Rights and all goodwill attaching to such Intellectual Property Rights;

(f) All rights to use and avail telephones, facsimile, e-mail, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company;

(g) All books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), applications (including hardware, software, source codes, parameterization and scripts), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, brochures, pamphlets, quotations, sales and advertising materials, product registrations, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form;

(h) All insurance policies of the Transferor Company;

(i) All investments, including long term, short term, quoted, unquoted investments in different instruments, including shares, debentures, warrants and bonds, if any;

(j) Amounts claimed or to be claimed including the receivables by the Transferor Company from any Governmental Authority;

(k) All application monies, advance monies, earnest monies and security and other deposits paid to any person, including any Governmental Authority, and payments against other entitlements;

(l) Any and all of its debts, borrowings and liabilities, present or future, whether or not provided in the books of accounts or disclosed in the balance sheet of the Transferor Company, all guarantees, assurances, commitments and obligations of any nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising (including, without limitation, whether arising out of any contract or tort based on negligence or strict liability) unless transferred, assigned or hived off in any manner as part of any other undertaking prior to the Appointed Date;

(m) All of its staff and employees, and other obligations of whatsoever kind, including liabilities of the Transferor Company, with regard to its staff and employees, with respect to the payment of gratuity, superannuation, pension benefits and provident fund or other compensation or benefits, if any, whether in the event of resignation, death, retirement, retrenchment or otherwise; and

(n) All legal proceedings, including quasi-judicial, arbitral and other administrative proceedings of whatsoever nature involving the Undertaking.

PART II

1. **AMALGAMATION OF THE TRANSFEROR COMPANY INTO AND WITH THE TRANSFeree COMPANY**

2.1 **Transfer and vesting of the Transferor Company into and with the Transferee Company**

2.1.1 Upon the coming into effect of this Scheme, and with effect from the Appointed Date, subject to the provisions of this Scheme, the Undertaking shall stand transferred to and vest in the Transferee Company, as a going concern, together with all its estates, properties, assets, contracts, employees, records, approvals, rights, claims, title and authorities, benefits, liabilities and interest therein, subject to existing charges thereon in favour of banks and financial institutions, if any, or otherwise, as the case may be, without any further act, instrument, deed, matter or thing being made, done or executed, so as to become, as and from the Appointed Date, the estate, properties, assets, rights, claims, title and authorities, benefits, liabilities and interest of the Transferee Company by virtue of and in the manner provided in the Scheme pursuant to the sanction of the Scheme by the Tribunal and the provisions of sections 230 to 232 and other applicable provisions of the Act.

2.1.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, upon the coming into effect of this Scheme and with effect from the Appointed Date, in relation to the Undertaking:

(i) All assets of the Transferor Company that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery, novation and/or by endorsement and delivery or by vesting and recordal of whatsoever nature, or otherwise capable

of transfer by delivery of possession or by operation pursuant to this Scheme, shall, pursuant to this Scheme, stand vested in and/or be deemed to be vested in the Transferee Company and shall become the property of the Transferee Company, with effect on and from the Appointed Date pursuant to the provisions of the Act, all other applicable provisions of applicable Law, if any, without requiring any deed or instrument of conveyance for transfer of the same. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal, pursuant to this Scheme, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly.

(ii) All other movable assets of the Transferor Company, including investments in shares and any other securities, sundry debtors, actionable claims, earnest monies, receivables, bills, credits, outstanding loans and advances, recoverable in cash or in kind or for value to be received, bank balances and deposits, with Governmental Authorities, customers and other persons, shall, stand transferred to, and vested in the Transferee Company without any notice or other intimation to the debtors or obligors or any other person. The Transferor Company shall upon sanction of the Scheme be entitled to the delivery and possession of all documents of title of such movable property in this regard. The Transferee Company may (without being obliged to do so), if it so deems appropriate, give notice in such form as it deems fit and proper, to each such debtor or obligor or any other person, that pursuant to the sanction of the Scheme by the Tribunal, such debt, loan, advance, claim, bank balance, deposit or other asset be paid or made good or held on account of the Transferee Company as the person entitled thereto, to the end and intent that the right of the Transferor Company to recover or realise all such debts (including the debts payable by such debtor or obligor or any other person to the Transferor Company) stands transferred and assigned to the Transferee Company and that appropriate entries should be passed in the books of accounts of the relevant debtors or obligors or other persons to record such change.

(iii) All lease and licence agreements, entered into by the Transferor Company with landlords, owners and lessors in connection with the use of the assets of the Undertaking of the Transferor Company, together with security deposits and advance/prepaid lease/license fee, rights and easements in relation to such properties, shall stand automatically transferred in favour of the Transferee Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The Transferee Company shall continue to pay rent amounts/licence fees/royalty as provided for in such agreements and shall comply with the other terms, conditions and covenants thereunder and shall also be entitled to refund of security deposits/prepaid lease/license fee paid under such agreements by the Transferor Company.

(iv) All immovable properties, estate, assets of the Transferor Company, including land together with the buildings and structures standing thereon and rights, claim, title, authorities and interests in immovable properties including accretions and appurtenances of the Undertaking of whatsoever nature and wherever situate of the Transferor Company, whether freehold or leasehold or sanctioned/allotted by any Governmental Authority or otherwise, and all documents of title, rights and easements in relation thereto shall be vested in and/or be deemed to have been vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company and/or the Transferee Company and the mere filing thereof with the appropriate registrar or sub-registrar or with the relevant Governmental Authority shall suffice as record of continuing titles with the Transferee Company and shall be constituted as a deemed mutation and substitution thereof. The Transferee Company shall be entitled to exercise all rights and privileges attached to such immovable properties and shall be liable to pay the ground rent, rates and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of this Scheme by the Tribunal and upon the coming into effect of this Scheme in accordance with the terms hereof. The appropriate authorities shall grant all clearances/permissions, if any, required for enabling the Transferee Company to absolutely own and enjoy the immovable properties in accordance with applicable Law. The Transferee Company shall upon the Scheme becoming effective be entitled to the delivery and possession of all documents of title to such immovable property in this regard, which are in possession of the Transferor Company. It is clarified that any document executed pursuant to this sub-clause or sub-clause (iii) above or sub-clause (vii) below will be for the limited purpose of meeting the regulatory requirements and shall not be deemed to be a document under which the transfer of any asset of the Transferor Company takes place and all assets of the Transferor Company shall be transferred solely pursuant to and in terms of this Scheme and the order of the Tribunal sanctioning the Scheme.

(v) All estate, assets, rights, title, claims, interest, investments and properties of the Transferor Company as on the Appointed Date, including accretions and appurtenances, whether or not included in the books of the Transferor Company, and all assets, rights, title, interest, investments and properties, of whatsoever nature and wherever situate, which is acquired by the Transferor Company on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company.

(vi) All liabilities, including all secured, if any, and unsecured debts, sundry creditors, contingent liabilities, duties, obligations and undertakings of the Transferor Company, of every kind, nature and description whatsoever and howsoever arising, raised, incurred or utilised for its business activities and operations, shall, pursuant to the sanction of the Scheme by the Tribunal and under the provisions of sections 230 to 232 of the Act and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing being made, done or executed, be transferred to, and vested in, or be deemed to have been transferred to, and vested in, the Transferee Company, along with any charge, encumbrance, lien or security created in connection therewith, and such liabilities shall be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become, the liabilities, debts, duties and obligations of the Transferee Company on the same terms and conditions as was applicable to the Transferor Company, and the Transferee Company shall meet, discharge and satisfy the liabilities and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this clause.

Permits

(vii) All Governmental Approvals and other consents, allotments, concessions, credits, awards, sanctions, subsidies, rehabilitation schemes, permissions, quotas, rights, authorisations, entitlements, no-objection certificates and licences, including those relating to tenancies, pre-qualifications, bid acceptances, tenders, privileges, powers, facilities, letter of allotments and certificates of every kind and description of whatsoever nature, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be entitled to use or which may be required to carry on the operations of the Transferor Company, and which are subsisting or in effect immediately prior to the Effective Date, including the benefits of any applications made for any of the foregoing, shall be, and remain, in full force and effect in favour of or against the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party, a beneficiary or an obligee thereto and shall be appropriately mutated by the relevant Governmental Authorities in favour of the Transferee Company. It is hereby clarified that if the consent of any third party or Governmental Authority is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Transferee Company pursuant to the sanction of this Scheme by the Tribunal, and upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Transferee Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes.

Contracts

(viii) All contracts, agreements including power purchase agreement(s), coal linkages agreement(s), fuel supply agreement(s), consultancy agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, minutes of meetings, bids, tenders, expression of interest, letters of intent, arrangements, understandings, engagements, deeds and instruments, including hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/ panchamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, whether written or otherwise, and other instruments to which the Transferor Company is a party, or to the benefit of which the Transferor Company may be entitled, and which are subsisting or having effect immediately prior to the Effective Date, shall, without any further act, instrument or deed, continue in full force and effect against or in favour of, as the case may be, the Transferee Company, and may be enforced effectively by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligor or obligee thereto or thereunder. The Transferee Company will, if required, enter into novation agreements in relation to such contracts, deeds, bonds, agreements and other instruments.

Legal Proceedings

(ix) All legal proceedings, including quasi-judicial, arbitral and other administrative proceedings, of whatsoever nature by or against the Transferor Company pending on the Effective Date shall not abate or be discontinued or be prejudicially affected in any way by reason of the Scheme or by anything contained in the Scheme but shall be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company, in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the Transferor Company. The Transferee Company undertakes to have all legal or other proceedings specified in this Clause, initiated by or against the Transferor Company, transferred to its name and to have such proceedings continued, prosecuted and enforced by or against the Transferee Company, as the case may be. Following the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Company.

Employees

(x) With effect from the Effective Date, all the staff and employees of the Transferor Company, who are in such employment as on the Effective Date shall become, and be deemed to have become, the staff and employees of the Transferee Company, and, subject to the provisions

of the Scheme, on terms and conditions not less favourable than those on which they are engaged by the Transferor Company and without any interruption of or break in service as a result of the transfer and vesting of the Undertaking of the Transferor Company to the Transferee Company. With regard to provident fund, gratuity, superannuation, leave encashment and any other special scheme or benefits or fund or trusts, if any, created by the Transferor Company which exist immediately prior to the Effective Date, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever, upon the coming into effect of this Scheme, including with regard to the obligation to make contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds maintained by the Transferor Company, in accordance with applicable Law. It is hereby clarified that upon the coming into effect of this Scheme, such benefits and schemes shall continue to be provided to the transferred employees and the service of all transferred employees of the Transferor Company for such purpose shall be treated as having been continuous.

Intellectual Property

(xi) All Intellectual Property Rights of the Transferor Company shall stand transferred to and vested in the Transferee Company.

Inter se Transactions

(xii) Upon the coming into effect of this Scheme and with effect from the Appointed Date, all inter-se contracts and inter-corporate deposits, loans, advances including the issuance and allotment of 8% non-convertible cumulative redeemable preference shares issued by the Transferor Company to the Transferee Company and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Company and the Transferee Company, shall, ipso facto, stand discharged and cancelled, cease to operate and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given to such cancellation and cessation in the books of accounts and records of the Transferee Company. For the removal of doubt, it is clarified that in view of the above, there will be no accrual of income or expense on account of any transactions, including inter-alia any transactions in the nature of sale or transfer of any goods, materials or services, between the Transferor Company and the Transferee Company. For avoidance of doubt, it is hereby clarified that with effect from the Effective Date, there will be no accrual of interest or other charges in respect of any inter se loans, 8% non-convertible cumulative redeemable preference shares, deposits or balances between the Transferor Company and the Transferee Company.

Taxes

(xiii) Upon the coming into effect of this Scheme and with effect from the Appointed Date, all Taxes payable by, or refundable to, the Transferor Company, including any refunds, claims or credits (including credits for income Tax, withholding Tax, advance Tax, self-assessment Tax, minimum alternate Tax, central value added Tax credit, goods and services Tax credits, other indirect Tax credits and other Tax receivables) shall be treated as the Tax liability, refunds, claims, or credits, as the case may be, of the Transferee Company, and any Tax incentives, benefits (including claims for unabsorbed Tax losses and unabsorbed Tax depreciation), advantages, privileges, exemptions, credits, Tax holidays, remissions or reductions, which would have been available to the Transferor Company, shall be available to the Transferee Company, and following the Effective Date, the Transferee Company shall be entitled to initiate, raise, add or modify any claims in relation to such Taxes on behalf of the Transferor Company.

Creditors

(xiv) Upon the coming into effect of this Scheme and with effect from the Appointed Date, the secured creditors of the Transferor Company and/or other holders of security over the properties of the Transferor Company, if any, shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Transferor Company, as existing immediately prior to the amalgamation of the Transferor Company with the Transferee Company and the secured creditors of the Transferee Company and/or other holders of security over the properties of the Transferee Company, if any, shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Transferee Company, as existing immediately prior to the amalgamation of the Transferor Company with the Transferee Company. It is hereby clarified that pursuant to the amalgamation of the Transferor Company with the Transferee Company, (a) the secured creditors of the Transferor Company and/or other holders of security over the properties of the Transferor Company, if any, shall not be entitled to any additional security over the properties, assets, rights, benefits and interest of the Transferee Company and therefore, such assets which are not currently encumbered shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Transferee Company; and (b) the secured creditors of the Transferee Company and/or other holders of security over the properties of the Transferee Company, if any, shall not be entitled to any additional security over the properties, assets, rights, benefits and interest of the Transferor Company and therefore, such assets which are not currently encumbered shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Transferee Company.

2.3 Consideration

2.3.1 Upon the coming into effect of the Scheme and with effect from the Appointed Date, and in consideration of the transfer and vesting of the Undertaking in the Transferee Company:

- (i) The equity shares of the Transferor Company and held by the Transferee Company shall stand cancelled and extinguished and in lieu thereof, there shall be no allotment of any equity shares in the Transferee Company; and
- (ii) The Transferee Company shall, without any further application, act or deed, issue and allot to the equity shareholder(s) of the Transferor Company (other than the equity shareholder mentioned in sub-clause (i) above) whose names are recorded in the register of members as a member of the Transferor Company on the Record Date, 12 (Twelve) Transferee Company Shares, credited as fully paid-up, for every 100 (One Hundred) equity shares of the face value of ₹ 10/- (Rupees Ten only) each fully paid-up held by such equity shareholder in the Transferor Company ("Share Exchange Ratio"). The Transferee Company Shares to be issued by the Transferee Company to the shareholders of Transferor Company in accordance with this Clause 2.3.1 (ii) shall be hereinafter referred to as "New Equity Shares".

2.3.2 The New Equity Shares of the Transferee Company allotted and issued in terms of Clause 2.3.1 (ii) above, shall be listed and/or admitted to trading on the Stock Exchanges, where the equity shares of the Transferee Company are listed and/or admitted to trading as on the Effective Date. The New Equity Shares of the Transferee Company shall, however, be listed subject to the Transferee Company obtaining the requisite approvals from all the relevant Governmental Authorities pertaining to the listing of the New Equity Shares of the Transferee Company. The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with applicable Law for complying with the formalities of the Stock Exchanges.

2.3.3 For the purposes of allotment of the New Equity Shares, pursuant to this Scheme, in case any Transferor Company's shareholder becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of the New Equity Shares by the Transferee Company in accordance with Clause 2.3.1 (ii) above, the Transferee Company shall not issue fractional shares to such equity shareholder and shall consolidate all such fractional entitlements and round up the aggregate of such fractions to the next whole number and shall, without any further application, act, instrument or deed, issue and allot such consolidated equity shares directly to an individual trust or a board of trustees or a corporate trustee nominated by the Transferee Company ("Trustee"), who shall hold such New Equity Shares with all additions or accretions thereto in trust for the benefit of the respective equity shareholders, to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such equity shares in the market at such price or prices at any time within a period of 90 (ninety) days from the date of allotment, and on such

sale, distribute the net sale proceeds (after deduction of the expenses incurred and applicable income Tax) to the respective equity shareholders in the same proportion of their fractional entitlements. Any fractional entitlements from such net proceeds shall be rounded off to the next Rupee. It is clarified that any such distribution shall take place only on the sale of all the fractional shares of the Transferee Company by the Trustee pertaining to the fractional entitlements.

2.3.4 The New Equity Shares issued by the Transferee Company pursuant to Clause 2.3.1 (ii) above, shall be issued to the equity shareholders in demat form. The equity shareholders who hold equity shares in physical form should provide the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required, to the Transferee Company to enable it to issue the New Equity Shares. In case of equity shareholders for whom such details are not available with the Transferor Company and in case of the equity shareholders who hold equity shares in physical form, the Transferee Company shall deal with the issuance of the relevant New Equity Shares in such manner as may be permissible under the applicable Law, including by way of issuing the said New Equity Shares in dematerialised form to a demat account held by a trustee nominated by the Board of the Transferee Company or into an escrow account opened by the Transferee Company or an escrow agent nominated by it, with a depository, as determined by the Board of the Transferee Company, where such New Equity Shares of the Transferee Company shall be held for the benefit of such equity shareholders (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title). The New Equity Shares so held in such trustee's account or escrow account, as the case may be, shall be transferred to the respective equity shareholders once such equity shareholder provides details of his/her/its demat account to the Transferee Company, along with such documents as may be required by the Transferee Company. The respective equity shareholders shall have all the rights of the shareholders of the Transferee Company, including the right to receive dividend, voting rights and other corporate benefits, pending such transfer of the said New Equity Shares from the said trustee's account or the escrow account, as the case may be. All costs and expenses incurred in this respect shall be borne by Transferee Company.

2.3.5 The New Equity Shares to be issued by the Transferee Company pursuant to Clause 2.3.1 (ii) above in respect of such equity shares of the Transferor Company as are subject to lock-in pursuant to applicable Law, if applicable, shall remain locked-in as required under the applicable Law.

2.3.6 The New Equity Shares allotted pursuant to the Scheme shall remain frozen in the depositories system until listing/trading permission is given by the Stock Exchanges.

2.4 Accounting Treatment

Accounting Treatment in the books of the Transferee Company

Notwithstanding anything else contained in the Scheme, the Transferee Company shall account for the amalgamation of

the Transferor Company in its books of accounts in accordance with Pooling of Interest Method of accounting as laid down in Appendix C of Indian Accounting Standards ("Ind AS") 103 (Business Combinations of entities under common control) notified under Section 133 of the Act, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, and the date of such accounting treatment would be in accordance with the applicable Ind AS.

- 2.4.1 The Transferee Company shall record the assets and liabilities, if any, of the Transferor Company vested in it pursuant to this Scheme, at the carrying values as appearing in the consolidated financial statements of the Transferee Company.
- 2.4.2 The identity of the reserves of the Transferor Company shall be preserved and the Transferee Company shall record the reserves of the Transferor Company in the same form and at the carrying amount as appearing in the consolidated financial statements of Transferee Company.
- 2.4.3 Pursuant to the amalgamation of the Transferor Company with the Transferee Company, the inter-company balances between the Transferee Company and the Transferor Company, if any, appearing in the books of the Transferee Company shall stand cancelled and there shall be no further obligation in that behalf.
- 2.4.4 The value of investments held by the Transferee Company in the Transferor Company shall stand cancelled pursuant to amalgamation.
- 2.4.5 The consideration issued by the Transferee Company to the equity shareholders of the Transferor Company, as prescribed in clause 2.3 of this Scheme, shall be recognised at nominal / face value and credited to the Equity Share Capital.
- 2.4.6 The surplus, if any arising after taking the effect of clause 2.4.1, 2.4.2, 2.4.4 and 2.4.5, after giving effect to adjustment of clause 2.4.3 shall be transferred to Capital Reserve in the financial statements of the Transferee Company and should be presented separately from other Capital Reserves with disclosure of its nature and purpose in the notes. The deficit, if any, arising after taking the effect of clauses 2.4.1, 2.4.2, 2.4.4 and 2.4.5, after giving effect to adjustment of clause 2.4.3 shall be transferred to Retained Earnings in the financial statements of the Transferee Company.
- 2.4.7 In case of any differences in accounting policies between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.
- 2.4.8 Comparative financial information in the standalone financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period presented.
- 2.4.9 For accounting purposes, the Scheme will be given effect when all substantial conditions for the transfer of the Transferor Company are completed.
- 2.4.10 Any matter not dealt with hereinabove shall be dealt with in accordance with the requirement of applicable Ind AS.

Accounting Treatment in the books of the Transferor Company

- 2.4.11 As the Transferor Company shall stand dissolved without being wound up, upon the Scheme becoming effective, hence no accounting treatment is being prescribed under this Scheme in the books of the Transferor Company.

2.5 Dissolution of the Transferor Company

- 2.5.1 Upon the coming into effect of this Scheme, the Transferor Company shall stand dissolved without being wound up, without any further act or deed.

2.6 Reorganisation of the Authorised Share Capital of the Transferor Company

- 2.6.1 Upon the Scheme becoming effective and with effect from the Appointed Date, and as an integral part of the Scheme, the authorised share capital of the Transferor Company shall be reclassified/reorganised such that each equity share of ₹ 10/- (Rupees Ten only) of the Transferor Company shall stand reclassified/reorganised as 5 (Five) equity share of ₹ 2/- (Rupees Two only) each.

2.7 Consolidation of the Authorised Share Capital of the Transferor Company with the Authorised Share Capital of the Transferee Company

- 2.7.1 Upon the Scheme becoming effective and with effect from the Appointed Date, and pursuant to the reclassification and reorganization of the resultant authorized share capital of the Transferor Company as set out in Clause 2.6 above, the resultant authorized share capital of the Transferor Company shall stand transferred to and be amalgamated/combined with the authorized share capital of the Transferee Company. The fees or stamp duty, if any, paid by the Transferor Company on its authorized share capital shall be deemed to have been so paid by the Transferee Company on the combined authorized share capital, and the Transferee Company shall not be required to pay any fee/stamp duty for the increase of the authorized share capital. The authorised share capital of the Transferee Company will automatically stand increased to that effect by simply filing the requisite forms with the RoC and no separate procedure or instrument or deed shall be required to be followed under the Act.

- 2.7.2 Clause V. of the memorandum of association of the Transferee Company (relating to the authorised share capital) shall, upon this Scheme becoming effective, and without any further act, instrument or deed, be altered, modified and amended pursuant to sections 13, 61 and 64 and other applicable provisions of the Act.

2.8 Reclassification of Persons from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company

- 2.8.1 The Promoters/Persons belonging to the Promoter Group/ Persons related to the Promoters Seeking Reclassification: (a) do not exercise control over the affairs of the Transferor Company and the Transferee Company either directly or indirectly; (b) do not have any special rights with respect to the Transferor Company and the Transferee Company through any formal or informal arrangements including through any shareholder

agreements; (c) are not represented on the board of directors of the Transferor Company and the Transferee Company including a nominee director; (d) do not act as a key managerial personnel in the Transferor Company and the Transferee Company; (e) have not been declared 'wilful defaulter' as per the guidelines issued by the Reserve Bank of India; and (f) are not fugitive economic offenders. Pursuant to the effectiveness of the Scheme, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification shall also not hold more than 10% (ten percent) of the total voting rights in the Transferee Company. Accordingly, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification shall satisfy the conditions set out in Regulation 31A(3)(b) of the SEBI LODR.

2.8.2 As an integral part of the Scheme and upon the coming into effect of this Scheme, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification shall be reclassified from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company in terms of the applicable provisions of the Act and rules made thereunder, SEBI ICDR Regulations, SEBI LODR and other applicable regulations notified under the SEBI Act and other applicable provisions under the applicable Laws. As the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification shall be reclassified from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company as an integral part of the Scheme, it shall be deemed that the Transferee Company has complied with all approval requirements, as required under applicable provisions of the Act and rules made thereunder, SEBI ICDR Regulations, SEBI LODR and other applicable regulations notified under the SEBI Act and other applicable provisions under the applicable Laws for seeking the aforesaid reclassification.

2.8.3 Upon the coming into effect of this Scheme, the shareholding of the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification in the Transferee Company shall be as set out in Schedule II.

2.8.4 On approval of the Scheme by the Board and the equity shareholders of each of the Companies pursuant to Sections 230 to 232 and other relevant provisions of the Act and rules made thereunder, the SEBI Schemes Master Circular and SEBI LODR, it shall be deemed that the Board and equity shareholders of the Transferee Company have accorded their consent for such reclassification under the applicable provisions of the Act and rules made thereunder, SEBI ICDR Regulations, SEBI LODR and other applicable regulations notified under the SEBI Act and other applicable provisions under the applicable Laws, as may be applicable for effecting the aforesaid reclassification of the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company, and no further resolution or actions, including compliance with any procedural requirements, shall be required to be undertaken by the Transferee Company under the applicable provisions of the Act and rules made thereunder, SEBI ICDR Regulations, SEBI LODR and other applicable regulations notified under the SEBI Act and other applicable provisions under the applicable Laws, as may be applicable.

Upon the coming into effect of this Scheme, the Transferee Company shall, if required, file all necessary documents/intimations and make payment of any necessary fees as per the provisions of the SEBI ICDR Regulations, SEBI LODR or any other applicable regulations notified under the SEBI Act and other applicable Laws.

PART III

3. GENERAL TERMS AND CONDITIONS

3.3. Scheme conditional upon approvals/sanctions

Unless otherwise decided (or waived) by the Companies, the effectiveness of the Scheme is and shall be conditional upon and subject to the fulfilment or waiver (to the extent permitted under applicable Law) of the following conditions precedent:

- (a) The requisite Stock Exchanges Approval having been obtained by the Companies in relation to the Scheme;
- (b) The Scheme being approved by the requisite majority of public shareholders of the Transferor Company and the Transferee Company (by way of e-voting), respectively, as required under the SEBI Schemes Master Circular;
- (c) The Scheme being approved by the respective requisite majorities of the classes of members and creditors (where applicable) of the Companies in accordance with the Act or dispensation having been received from the Tribunal in relation to obtaining such approval from the shareholders and/or creditors or any Law permitting the respective Companies not to convene the meetings of its shareholders and/or creditors;
- (d) The Scheme being confirmed/approved by the Tribunal, either on terms as originally approved by the Companies, or subject to such modifications approved by the Tribunal, which shall be in form and substance acceptable to the Companies, each acting reasonably and in good faith; and
- (e) Certified copies of the confirmation orders of the Tribunal confirming/sanctioning the Scheme being filed with the RoC by the respective Companies."

You are requested to read the entire text of the Scheme (enclosed at Annexure 1) to get fully acquainted with the provisions thereof. The aforesaid are only some of the salient extracts thereof.

Accounting treatment

43. The Statutory Auditors of the Transferor Company have issued a certificate to the effect that the accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act. The certificate issued by the Statutory Auditors of the Transferor Company is open for inspection as mentioned hereinbelow.

44. The Statutory Auditors of the Transferee Company have issued a certificate to the effect that the accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act. The certificate issued by the Statutory Auditors of the Transferee Company is open for inspection as mentioned hereinbelow.

Effect of the Scheme on various parties

45. The effect of the proposed Scheme on the stakeholders of the Transferor Company, in terms of Rule 6 (3) (vi) and (vii) of the Rules would be as follows:

(a) Shareholders (promoter and non-promoter)

Upon the Scheme becoming effective, the equity shareholders of the Transferor Company (other than the Transferee Company to the extent of equity shares held by it in the Transferor Company), shall become the equity shareholders of the Transferee Company in the manner as stipulated in clause 2.3 of the Scheme.

Further, under the Scheme, the shareholding of the "Promoters/Persons belonging to the Promoter Group/ Persons related to the Promoters of the Transferor Company Seeking Reclassification" (as defined in the Scheme) shall be reclassified from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company in terms of the applicable provisions of the Act and rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable regulations notified under the Securities and Exchange Board of India Act, 1992, and other applicable provisions under the applicable Laws.

Further, under the Scheme, the resultant authorized share capital of the Transferor Company, shall stand transferred to and be amalgamated/combined with the authorized share capital of the Transferee Company in the manner as stipulated in clause 2.7 of the Scheme.

The 8% non-convertible cumulative redeemable preference shares issued by the Transferor Company to the Transferee Company shall stand discharged and cancelled and cease to operate and come to an end as stipulated under clause 2.1.2(xxix) of the Scheme.

Thus, under the Scheme, an arrangement is sought to be entered into between the Transferor Company and its equity shareholders and between the Transferor Company and its preference shareholder.

(b) Creditors

The Scheme does not contemplate any arrangement with the creditors of the Transferor Company. No compromise is offered under the Scheme to any of the creditors of the Transferor Company. The liability towards the creditors of the Transferor Company is neither being reduced nor being extinguished. The interest of the creditors of the Transferor Company would in no way be affected by the Scheme.

Further, as on date, the Transferor Company has no secured creditors and therefore, the question of any effect of the Scheme on any secured creditors does not arise.

As on date, the Transferor Company has no outstanding debentures and therefore, the effect of the Scheme on any such debenture holders or debenture trustee(s) does not arise.

As on date, the Transferor Company has no outstanding public deposits and therefore, the effect of the Scheme on any such deposit holders or deposit trustee(s) does not arise.

(c) Employees, Directors and Key Managerial Personnel

As stated in clause 2.1.2 (xxiii) of the Scheme and with effect from the Effective Date, all the staff and employees of the Transferor Company, who are in such employment as on the Effective Date shall become, and be deemed to have become, the staff and employees of the Transferee Company, and, subject to the provisions of the Scheme, on terms and conditions not less favorable than those on which they are engaged by the Transferor Company and without any interruption of or break in service as a result of the transfer and vesting of the Undertaking of the Transferor Company to the Transferee Company. In these circumstances, the rights of the staff and employees of the Transferor Company would in no way be affected by the Scheme.

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up. In these circumstances, the directors of the Transferor Company shall cease to be the directors of the Transferor Company.

None of the directors and key managerial personnel (as defined under the Act and the rules framed thereunder) of the Transferor Company and their respective relatives (as defined under the Act and the rules framed thereunder) have any material interest in the Scheme, except to the extent that two of the directors, namely, Mr. Ajay Kapur and Mr. Vinod Bahety, who are common director and key managerial personnel in the Transferee Company and/or to the extent that the said directors, key managerial personnel and their respective relatives may be holding shares in the Transferor Company and/or the Transferee Company and/or to the extent that the said directors, key managerial personnel and their respective relatives are the partners, directors, members of the companies, firms, bodies corporate, trustee and/or beneficiaries of trust that hold shares in the Transferor Company and/or the Transferee Company, if any. None of the directors, key managerial personnel of the Transferor Company or their relatives are holding more than two per cent. of the paid-up equity share capital of the Transferor Company and/or the Transferee Company.

46. The effect of the proposed Scheme on the stakeholders of the Transferee Company, in terms of Rule 6 (3) (vi) and (vii) of the Rules, would be as follows:

(a) Shareholders (promoter and non-promoter)

Upon the Scheme becoming effective, the equity shareholders of the Transferor Company (other than the Transferee Company to the extent of equity shares held by it in the Transferor Company) shall become the equity shareholders of the Transferee Company in the manner stipulated in clause 2.3 of the Scheme.

Further, 8% non-convertible cumulative redeemable preference shares issued by the Transferor Company and

held by the Transferee Company shall stand discharged and cancelled and cease to operate and come to an end as stipulated under clause 2.1.2(xxix) of the Scheme.

Further, under the Scheme, the shareholding of the "Promoters/Persons belonging to the Promoter Group/ Persons related to the Promoters of the Transferor Company Seeking Reclassification" (as defined in the Scheme) shall be reclassified from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company in terms of the applicable provisions of the Act and rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable regulations notified under the Securities and Exchange Board of India Act, 1992, and other applicable provisions under the applicable Laws.

Further, under the Scheme, the resultant authorized share capital of the Transferor Company, shall stand transferred to and be amalgamated/combined with the authorized share capital of the Transferee Company in the manner as stipulated in clause 2.7 of the Scheme.

Thus, under the Scheme, an arrangement is sought to be entered into between the Transferee Company and its equity shareholders.

(b) Creditors

The Scheme does not contemplate any arrangement with the creditors of the Transferee Company. No compromise is offered under the Scheme to any of the creditors of the Transferee Company. The liability towards the creditors of the Transferee Company is neither being reduced nor being extinguished. The interest of the creditors of the Transferee Company would in no way be affected by the Scheme.

Further, as on date, the Transferee Company has no secured creditors and therefore, the question of any effect of the Scheme on any secured creditors does not arise.

As on date, the Transferee Company has no outstanding debentures and therefore, the effect of the Scheme on any such debenture holders or debenture trustee(s) does not arise.

As on date, the Transferee Company has no outstanding public deposits and therefore, the effect of the Scheme on any such deposit holders or deposit trustee(s) does not arise.

(c) Employees, Directors and Key Managerial Personnel

Under the Scheme, no rights of the staff and employees of the Transferee Company are being affected. The services of the staff and employees of the Transferee Company shall continue on the same terms and conditions on which they were engaged by the Transferee Company.

None of the directors and key managerial personnel (as defined under the Act and the rules framed thereunder)

of the Transferee Company and their respective relatives (as defined under the Act and the rules framed thereunder) have any material interest in the Scheme, except to the extent that two of the directors/ key managerial personnel, namely, Mr. Ajay Kapur and Mr. Vinod Bahety, are the common directors in the Transferor Company and/or to the extent that the said directors, key managerial personnel and their respective relatives may be holding shares in the Transferor Company and/or the Transferee Company and/or to the extent that the said directors, key managerial personnel and their respective relatives are the partners, directors, members of the companies, firms, bodies corporate, trustee and/or beneficiaries of trust that hold shares in the Transferor Company and/or the Transferee Company, if any. None of the directors, key managerial personnel of the Transferee Company or their relatives are holding more than two per cent. of the paid-up equity share capital of the Transferor Company and/or the Transferee Company.

47. In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Companies, in their respective meetings, both held on December 17, 2024, have adopted a report, *inter alia*, explaining the effect of the Scheme on its shareholders, creditors and key managerial personnel, amongst others. Copy of the Reports adopted by the respective Board of Directors of the Transferor Company and the Transferee Company are enclosed as **Annexure 18** and **Annexure 19**, respectively.

Other matters

48. No investigation proceedings have been instituted or are pending in relation to the Companies under Chapter XIV of the Companies Act or the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.
49. To the knowledge of the respective Companies, no winding up proceedings have been filed or are pending against any of the Companies under the Companies Act or under the corresponding provisions of the Companies Act, 1956.
50. No proceedings are pending under the Companies Act or under the corresponding provisions of the Companies Act, 1956 against any of the Companies.
51. To the knowledge of the respective Companies, no insolvency proceedings have been filed or are pending against any of the Companies under the Insolvency and Bankruptcy Code, 2016
52. There is no capital restructuring or debt restructuring being undertaken pursuant to this Scheme.
53. The joint Company Application, being C.A. (CAA)/49 (AHM) 2025 along with annexures thereto (which includes the Scheme) was jointly e-filed by the Transferor Company and the Transferee Company with the NCLT, on September 10, 2025. The hard copy whereof was filed with the NCLT on September 11, 2025.
54. The copy of the proposed Scheme has been filed by the respective Companies before the concerned Registrar of Companies, on September 26, 2025, and on October 10, 2025, in Form GNL-1.

55. The unaudited financial results of the Transferor Company and the Transferee Company for the quarter ended June 30, 2025, are enclosed as **Annexure 20** and **Annexure 21**, respectively.

56. The documents submitted under the application made by the Transferee Company with NSE and BSE, respectively, under SEBI Schemes Master Circular, will be available on the website of the Transferee Company at <https://www.ambujacement.com/investors/scheme-of-arrangement-amalgamation>, which would be deemed to have been incorporated in the present explanatory statement.

57. As per the books of accounts of (as on June 30, 2025) the Transferor Company, the amount due to the unsecured creditors is ₹ 3,289.29 crore.

58. As per the books of accounts of (as on June 30, 2025) the Transferee Company, the amount due to the unsecured creditors is ₹ 8,616.57 crore.

59. The name and address of the promoter of the Transferor Company, including its shareholding in the Transferor Company as on June 30, 2025, is as under:

Sr. No.	Name and Address of the Promoters	No. of Shares held in the Transferor Company	% of holding
1	Ambuja Cements Limited Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421	15,00,45,102	58.08
2	SZF Private Limited Sanghi Nagar, Sanghi Nagar P O Hayath Nagar Mandal, Sanghinagar, Telangana - 501511	68,84,000	2.66
3	Sanghi Threads Private Limited 4-3-352, Bank Street, Hyderabad, 500095	17,54,000	0.68
4	Sanghi Filaments Private Limited 4-3-352, Bank Street, Hyderabad, 500095	22,87,500	0.89
5	Sanghi Poly Zips Private Limited 4-3-352, Bank Street, Hyderabad, 500095	14,82,500	0.57
6	Sanghi Synthetics Private Limited 4-3-352, Bank Street, Hyderabad, 500095	16,75,000	0.65
7	Alpha Zippers Private Limited 4-3-352, Bank Street, Hyderabad, 500095	16,75,000	0.65
8	Fancy Zippers Private Limited 4-3-352, Bank Street, Hyderabad, 500095	14,68,750	0.57
9	Balaji Zippers Private Limited 4-3-352, Bank Street, Hyderabad, 500095	27,75,000	1.07
10	S K K Zippers Private Limited 4-3-352, Bank Street, Hyderabad, 500095	35,75,000	1.38
11	Maruthi Fastners Private Limited Sanghi Nagar, Sanghi Nagar P O Hayath Nagar Mandal, Sanghinagar, Telangana - 501511	14,68,750	0.57
12	Shri Ram Sharan Sanghi P.O. Sanghi Nagar, Hayatnagar Mandal, R R Dist, Hyderabad - 501511	1,87,000	0.07
13	Shri Ravi Sanghi 6-124/31, Sanghi Nagar, Sanghi Nagar Temple, Sanghi Nagar, Omar Khan Daira, Rangareddi, Andhra Pradesh -501511	24,12,800	0.93
14	Shri Gireesh Kumar Sanghi H No: 1-143/1-144 Umarkhan Daira, Nr Sanghi Temple Sanghi Nagar, Daira Hayathnagar R R Dist, Hyderabad - 501511	13,42,478	0.52
15	Smt. Kamala Rani Sanghi P.O. Sanghi Nagar, Hayatnagar Mandal, R R Dist, Hyderabad - 501511	1,40,250	0.05

Sr. No.	Name and Address of the Promoters	No. of Shares held in the Transferor Company	% of holding
16	Smt. Alka Sanghi H No: 1-143/1-144 Umarkhan Daira, Nr Sanghi Temple Sanghi Nagar, Daira Hayathnagar R R Dist, Hyderabad - 501511	10,74,150	0.42
17	Ms. Aarti Sanghi P.O. Sanghi Nagar, Hayatnagar Mandal, R R Dist, Hyderabad - 501511	3,43,750	0.13
18	Shri Gireesh Sanghi HUF C/O. Sanghi Textiles, Hyderabad - 500095	0	0.00
19	Shri Ashish Sanghi H No: 1-143/1-144 Umarkhan Daira, Nr Sanghi Temple Sanghi Nagar, Daira Hayathnagar R R Dist, Hyderabad - 501511	26,39,710	1.02
20	Shri Gaurav Sanghi H No 1-143/1-144, Omerkhan Daira, Sanghinagar, Koheda, Hayathnagar - 500036	26,47,300	1.02
21	Flarezeal Solutions LLP 901 K, 9 th Floor, Kataria Arcade, Off S. G. Highway, Post Makarba, Jivraj Park, Ahmedabad City - 380051	0	0.00
22	Thinkfar Tradelink Private Limited 901 K, 9 th Floor, Kataria Arcade, Off S. G. Highway, Post Makarba, Jivraj Park, Ahmedabad City - 380051	0	0.00
23	Sanghi Polymers Private Limited Sanghinagar P O Hayatnagar Mandal R R District, Telangana - 501511	0	0.00
24	Samruddhi Investors Services Private Limited 1001-1002, 10 th Floor, Kataria Arcade, Nr. Adani Vidhya Mandir, Makarba, Ahmadabad City – 380051	0	0.00
25	Smt. Anita Sanghi 1-144 Omar Khan Daira, Sanghi Nagar Hayathnagar, Sanghi Nagar, Rangareddi, Andhra Pradesh – 501511	0	0.00
26	Ms. Ekta Sanghi K-30 B, Hauz Khas Enclave, Hauz Khas S.O. South West Delhi, Delhi – 110016	0	0.00
27	Shri Aditya Sanghi Directors Banglow, AT-Sanghipuram, TAL-Abdasa, Kutch 370511	0	0.00
28	Shri Alok Sanghi 01, Sanghi House, Gheljipura Road, Behind Saket 1 Makarba, Bopal, Bopal Daskroi, Ahmedabad, Gujarat 380058	0	0
Total Promoter Group		19,37,44,040	75.00

60. The name and address of the promoters of the Transferee Company, including their shareholding in the Transferee Company as on June 30, 2025, are as under:

Sr. No.	Name and Address of the Promoters	No. of Shares held in the Transferee Company	% of holding
1	Holderind Investments Ltd 6 th Floor, Tower I, Nexteracom Building, Ebene, Mauritius	118,52,00,361	48.14
2	Harmonia Trade and Investment Ltd 6 th Floor, Tower I, Nexteracom Building, Ebene, Mauritius	47,74,78,249	19.40
3	Endeavour Trade and Investment Ltd 6 th Floor, Tower 1, Nexteracom Building, Ebene, Mauritius	7,02,442	0.03
Total Promoter Group		166,33,81,052	67.57

61. The names, designations, addresses and Director Identification Number ("DIN") of the directors of the Transferor Company as on June 30, 2025, are as follows:

Sr. No.	Name and Designation	Address	DIN
1	Mr. Ajay Kapur, Chairman Non-executive, Non-Independent Director	No. 2 Southlands, S. B. Singh Road, Colaba, Mumbai - 400005	03096416
2	Mr. Vinod Bahety Non-executive, Non-Independent Director	B1/1201, Water Lily Apartments, Adani Shantigram, Adalaj, Gandhinagar - 382421	09192400
3	Mr. Sukuru Ramarao Wholetime Director & Chief Executive Officer	C4/702, Water Lily Apartments, Adani Shantigram, Adalaj, Gandhinagar - 382421	08846591
4	Mrs. Shruti Anup Shah Non-Executive, Independent Director	7/8, Jal Kiran Co-Op HSG Soc Limited, 2 nd Floor, Cuffe Parade, Mumbai – 400005	08337714
5	Mr. Ravi Kapoor Non-Executive, Independent Director	202, Pravesh Apartment, 10 Mahadevnagar Society, Sardar Patel Stadium Road, Ahmedabad – 380014	00003847
6	Mr. Sudhir Nanavati Non-Executive, Independent Director	Shri Sharnam, 16 A - B, Ashok Vatika, Ambli Bopal Road, Ahmedabad – 380 058	00050236

62. The names, designations, addresses and DIN of the directors of the Transferee Company as on June 30, 2025, are as follows:

Sr. No.	Name and Designation	Address	DIN
1	Mr. Gautam S. Adani, Chairman Non-Executive, Non – Independent Director	Shantivan Farmhouse, B/h. Karnavati Club, Gandhinagar Sarkhej Highway, Ahmedabad - 380058	00006273
2	Mr. Karan Adani Non-Executive, Non – Independent Director	Shantivan Farmhouse, B/h. Karnavati Club, Gandhinagar Sarkhej Highway, Ahmedabad – 380058	03088095
3	Mr. Ajay Kapur Managing Director	No. 2 Southlands, S. B. Singh Road, Colaba, Mumbai - 400005	03096416
4	Mr. Vinod Bahety Wholetime Director & Chief Executive Officer	B1/1201, Water Lily Apartments, Adani Shantigram, Adalaj, Gandhinagar - 382421	09192400
5	Mr. Maheswar Sahu Non-Executive, Independent Director	A/302, Parijat Residency, Opp. IOS Petrol Pump, Judges Bungalow, Bodakdev, Ahmedabad – 380054	00034051
6	Mr. Rajnish Kumar Non-Executive, Independent Director	F 202, Ambience Caitriona, Sector 24, Gurgaon, Haryana	05328267
7	Mr. Ameet Desai Non-Executive, Independent Director	D-48 Aryaman Bungalow, Near Thaltej Shilaj Railway Crossing, Thaltej, Ahmedabad, Gujarat -380059	00007116
8	Mrs. Purvi Sheth, Non-Executive, Independent Director	3801, Floor -38, A-2 Tower, Sky Forest, Senapati Bapat Marg, Near Elphinstone Railway Station, Lower Parel, Mumbai, PO: Delisle Road, Mumbai – 400013	06449636
9	Mr. Mangalam Ramasubramaniam Kumar, Non-Executive, Non Independent (Nominee Director - LIC) (ceased w.e.f. September 15, 2025)	Flat No. 5, Queens Court, Maharshi Karve Road, Opposite Oval Maidan, Churchgate, Mumbai - 400020	03628755
10	Mr. Praveen Garg Non-Executive, Independent Director	N-28, First Floor, Greater Kailash - I South Delhi, Delhi 110048	00208604

63. The details of the shareholding of the Directors and the Key Managerial Personnel (hereinafter referred to as the "KMP") of the Transferor Company in the Companies as on June 30, 2025, are as follows:

Sr. No.	Name	Designation	Equity Shares Held in Transferor Company	Equity Shares Held in Transferee Company
1	Mr. Ajay Kapur	Chairman, Non-executive, Non-Independent Director	-	5,64,900
2	Mr. Vinod Bahety	Non-executive, Non-Independent Director	-	-
3	Mr. Sukuru Ramarao	Wholetime Director & Chief Executive Officer	-	-
4	Mrs. Shruti Anup Shah	Non-Executive, Independent Director	-	-
5	Mr. Ravi Kapoor	Non-Executive, Independent Director	-	-
6	Mr. Sudhir Nanavati	Non-Executive, Independent Director	-	-
7	Mr. Sanjay Khajanchi	Chief Financial Officer	-	-
8	Ms. Pranjali Dubey	Company Secretary	-	-

64. The details of the shareholding of the Directors and KMP of the Transferee Company in the Companies as on June 30, 2025, are as follows:

Sr. No.	Name	Designation	Equity Shares Held in Transferor Company	Equity Shares Held in Transferee Company
1	Mr. Gautam S. Adani	Chairman Non-Executive, Non Independent Director	-	-
2	Mr. Karan Adani	Non-Executive, Non Independent Director	-	-
3	Mr. Ajay Kapur	Managing Director	-	5,64,900
4	Mr. Vinod Bahety	Wholetime Director & Chief Executive Officer	-	-
5	Mr. Maheswar Sahu	Non-Executive, Independent Director	-	2,000
6	Mr. Rajnish Kumar	Non-Executive, Independent Director	-	-
7	Mr. Ameet Desai	Non-Executive, Independent Director	-	-
8	Mrs. Purvi Sheth	Non-Executive, Independent Director	-	-
9	Mr. Mangalam Ramasubramaniam Kumar	Non-Executive – Non Independent (Nominee Director- LIC) <i>(ceased w.e.f. September 15, 2025)</i>	-	-
10	Mr. Praveen Garg	Non-Executive, Independent Director	-	-
11	Mr. Rakesh Tiwary	Chief Financial Officer	-	200
12	Mr. Manish Mistry	Company Secretary	-	-

65. The (a) pre-amalgamation shareholding pattern of the Companies as on as on June 30, 2025; (b) the post-amalgamation shareholding pattern upon the Scheme becoming effective and assuming the continuing shareholding pattern as on June 30, 2025; and (c) capital structure of the Transferee Company upon the Scheme becoming effective and assuming the continuing shareholding pattern as on as on June 30, 2025, are as under:

Transferor Company - pre-amalgamation shareholding pattern as on June 30, 2025:

Category	Category of Shareholder	Shares held in Demat form	Shares held in Physical form	Total Number of Shares	%
(A) Promoter and Promoter Group					
1	Indian	19,37,44,040	0	19,37,44,040	75.00
	Sub Total (A) (1)	19,37,44,040	0	19,37,44,040	75.00
2	Foreign	0	0	0	0
	Sub Total (A) (2)	0	0	0	0
Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)		19,37,44,040	19,37,44,040	19,37,44,040	75.00

Category	Category of Shareholder	Shares held in Demat form	Shares held in Physical form	Total Number of Shares	%
(B) Public Shareholding					
1 Institutions (Domestic)					
(a)	Mutual Funds	2,36,572	0	2,36,572	0.09
(b)	Alternative Investment Funds	15,49,550	0	15,49,550	0.60
(c)	Banks	0	0	0	0.00
(d)	Insurance Companies	0	0	0	0.00
(e)	Provident Fund / Pension Fund	0	0	0	0.00
(f)	Sovereign Wealth Fund	0	0	0	0.00
(g)	NBFCs registered with RBI	64,000	0	64,000	0.02
(h)	Other Financial Institutions	0	0	0	0
Sub-Total (B) (1)		18,50,122	0	18,50,122	0.72
2 Institution (Foreign)					
(a)	Foreign Portfolio Investors – Category -I	7,65,111	0	7,65,111	0.30
(b)	Foreign Portfolio Investors – Category -II	0	0	0	0.00
(c)	Foreign Institutional Investors	0	0	0	0.00
Sub-Total (B) (2)		7,65,111	0	7,65,111	0.30
3 Central Government/ State Government(s)/ President of India					
(a)	Central Government / President of India	0	0	0	0.00
Sub-Total (B) (3)		0	0	0	0.00
4 Non-Institutions					
(a)	Key Managerial Personnel	0	0	0	0.00
(b)	Investor Education and Protection Fund (IEPF)	0	0	0	0.00
(c)	Resident Individuals holding nominal share capital up to ₹ 2 lakhs	2,91,15,614	0	2,91,15,614	11.27
(d)	Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs	1,59,58,525	0	1,59,58,525	6.18
(e)	Non Resident Indians (NRIs)	13,94,012	0	13,94,012	0.54
(f)	Foreign Nationals	0	0	0	0.00
(g)	Bodies Corporate	1,20,17,911	0	1,20,17,911	4.65
(h)	Director or Director's Relatives	0	0	0	0.00
(i)	Overseas Corporate Bodies	0	0	0	0.00
(j)	Clearing Members	4,747	0	4,747	0.00
(k)	HUF	25,48,532	0	25,48,532	0.99
(l)	LLP	9,27,386	0	9,27,386	0.36
(m)	Trusts	0	0	0	0.00
Sub-Total (B) (4)		6,19,66,727	0	6,19,66,727	23.99
Total Shareholding of Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3) + B(4)					
C Custodian/DR Holder					
1	*Custodian/DR Holder	0	0	0	0.00
2	Employee Benefit Trust	0	0	0	0
*Total Shareholding of Custodian / DR Holders (C) = C(1) + C (2)		0	0	0	0.00
TOTAL = (A)+(B)+(C)		25,83,26,000	0	25,83,26,000	100.00

Note:

Certain shares held by the Promoter and Promoter Group of the Transferor Company are subject to "encumbrance" as defined under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.

Transferee Company - pre-amalgamation shareholding pattern as on June 30, 2025:

Category	Category of Shareholder	Shares held in Demat form	Shares held in Physical form	Total Number of Shares	%
(A) Promoter and Promoter Group					
1 Indian		0	0	0	0
Sub Total (A) (1)		0	0	0	0
2 Foreign		1,66,33,81,052	0	1,66,33,81,052	67.57
Sub Total (A) (2)		1,66,33,81,052	0	1,66,33,81,052	67.57
Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)		1,66,33,81,052	0	1,66,33,81,052	67.57
(B) Public Shareholding					
1 Institutions (Domestic)					
(a) Mutual Funds		19,45,49,175	59,235	19,46,08,410	7.91
(b) Alternative Investment Funds		1,32,82,322	0	1,32,82,322	0.54
(c) Banks		70,805	8,808	79,613	0.00
(d) Insurance Companies		20,65,42,425	8,250	20,65,50,675	8.39
(e) Provident Fund / Pension Fund		4,07,00,687	0	4,07,00,687	1.65
(f) Sovereign Wealth Fund		51,53,529	0	51,53,529	0.21
(g) NBFCs registered with RBI		42,653	31,082	73,735	0.00
(h) Other Financial Institutions		0	21,000	21,000	0
Sub-Total (B) (1)		46,03,41,596	1,28,375	46,04,69,971	18.70
(2) Institution (Foreign)					
(a) Foreign Portfolio Investors – Category -I		17,19,24,368	0	17,19,24,368	6.98
(b) Foreign Portfolio Investors – Category -II		1,10,81,955	0	1,10,81,955	0.45
(c) Foreign Institutional Investors		0	61,275	61,275	0.00
Sub-Total (B) (2)		18,30,06,323	61,275	18,30,67,598	7.44
(3) Central Government/ State Government(s)/ President of India					
(a) Central Government / President of India		83,724	0	83,724	0.00
Sub-Total (B) (3)		83,724	0	83,724	0.00
4 Non-Institutions					
(a) Key Managerial Personnel		5,64,900	0	5,64,900	0.02
(b) Investor Education and Protection Fund (IEPF)		46,75,239	0	46,75,239	0.19
(c) Resident Individuals holding nominal share capital up to ₹ 2 lakhs		10,80,53,255	46,66,248	11,27,19,503	4.58
(d) Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs		77,76,919	0	77,76,919	0.32
(e) Non Resident Indians (NRIs)		94,52,304	20,18,328	1,14,70,632	0.47
(f) Foreign Nationals		5,759	15,000	20,759	0.00
(g) Bodies Corporate		1,29,34,639	2,53,793	1,31,88,432	0.54
(h) Director or Director's Relatives		2,000	0	2,000	0.00
(i) Overseas Corporate Bodies		0	9,120	9,120	0.00
(j) Clearing Members		37,814	0	37,814	0.00
(k) HUF		29,58,762	191	29,58,953	0.12
(l) LLP		13,19,526	0	13,19,526	0.05
(m) Trusts		53,404	0	53,404	0.00
Sub-Total (B) (4)		14,78,34,521	69,62,680	15,47,97,201	6.29
Total Shareholding of Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3) + B(4)		79,12,66,164	71,52,330	79,84,18,494	32.43
C Custodian/DR Holder					
1 *Custodian/DR Holder		13,23,932	0	13,23,932	0.00
2 Employee Benefit Trust		0	0	0	0
*Total Shareholding of Custodian / DR Holders (C) = C(1) + C (2)		13,23,932	0	13,23,932	0.00
TOTAL =(A)+(B)+(C)		2,45,59,71,148	71,52,330	2,46,31,23,478	100.00

Transferee Company - post-amalgamation shareholding pattern as on June 30, 2025:

Category	Category of Shareholder	Shares held in Demat form	Shares held in Physical form	Total Number of Shares	%
(A) Promoter and Promoter Group					
1 Indian		0	0	0	0
Sub Total (A) (1)		0	0	0	0
2 Foreign		1,66,33,81,052	0	1,66,33,81,052	67.21
Sub Total (A) (2)		1,66,33,81,052	0	1,66,33,81,052	67.21
Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)		1,66,33,81,052	0	1,66,33,81,052	67.21
(B) Public Shareholding					
1 Institutions (Domestic)					
(a) Mutual Funds		19,45,77,564	59,235	19,46,36,799	7.86
(b) Alternative Investment Funds		1,34,68,268	0	1,34,68,268	0.54
(c) Banks		70,805	8,808	79,613	0.00
(d) Insurance Companies		20,65,42,425	8,250	20,65,50,675	8.35
(e) Provident Fund / Pension Fund		4,07,00,687	0	4,07,00,687	1.64
(f) Sovereign Wealth Fund		51,53,529	0	51,53,529	0.21
(g) NBFCs registered with RBI		50,333	31,082	81,415	0.00
(h) Other Financial Institutions		0	21,000	21,000	0
Sub-Total (B) (1)		46,05,63,611	1,28,375	46,06,91,986	18.62
(2) Institution (Foreign)					
(a) Foreign Portfolio Investors – Category -I		17,20,16,181	0	17,20,16,181	6.95
(b) Foreign Portfolio Investors – Category -II		1,10,81,955	0	1,10,81,955	0.45
(c) Foreign Institutional Investors		0	61,275	61,275	0.00
Sub-Total (B) (2)		18,30,98,136	61,275	18,31,59,411	7.40
(3) Central Government/ State Government(s)/ President of India					
(a) Central Government / President of India		83,724	0	83,724	0.00
Sub-Total (B) (3)		83,724	0	83,724	0.00
4 Non-Institutions					
(a) Key Managerial Personnel		5,64,900	0	5,64,900	0.02
(b) Investor Education and Protection Fund (IEPF)		46,75,239	0	46,75,239	0.19
(c) Resident Individuals holding nominal share capital up to ₹ 2 lakhs		11,16,29,649	46,66,248	11,62,95,897	4.70
(d) Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs		1,09,05,915	0	1,09,05,915	0.44
(e) Non Resident Indians (NRIs)		96,19,585	20,18,328	1,16,37,913	0.47
(f) Foreign Nationals		5,759	15,000	20,759	0.00
(g) Bodies Corporate		1,73,82,248	2,53,793	1,76,36,041	0.71
(h) Director or Director's Relatives		0	0	0	0.00
(i) Overseas Corporate Bodies		0	9,120	9,120	0.00
(j) Clearing Members		42,561	0	42,561	0.00
(k) HUF		55,07,294	191	55,07,485	0.22
(l) LLP		22,46,912	0	22,46,912	0.09
(m) Trusts		53,404	0	53,404	0.00
Sub-Total (B) (4)		16,05,14,401	69,62,680	16,74,77,081	6.77
Total Shareholding of Public		80,42,59,872	71,52,330	81,14,12,202	32.79
Shareholding (B) = (B) (1) + (B) (2) + (B) (3) + B (4)					

Category	Category of Shareholder	Shares held in Demat form	Shares held in Physical form	Total Number of Shares	%
C	Custodian/DR Holder				
1	*Custodian/DR Holder	13,23,932	0	13,23,932	0.00
2	Employee Benefit Trust	0	0	0	0
	*Total Shareholding of Custodian / DR Holders (C) = C (1) + C (2)	13,23,932	0	13,23,932	0.00
	TOTAL = (A) + (B) + (C)	246,89,64,856	71,52,330	247,61,17,186	100.00

Note:

Certain shares held by the Promoter and Promoter Group of the Transferor Company are subject to "encumbrance" as defined under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time ("SAST Regulations"). Post amalgamation, equity shares issued by the Transferee Company against such shares shall continue to remain under encumbrance as defined under the SAST Regulations.

Transferee Company - post capital structure upon the Scheme becoming effective and assuming the continuing capital structure as on June 30, 2025:

Particulars	Amount (in ₹)
Authorised Share Capital	
4176,75,00,000 equity shares of ₹ 2/- each	8353,50,00,000
235,00,00,000 preference shares of ₹ 10/- each	2350,00,00,000
Total	10703,50,00,000
Issued Share Capital	
247,64,43,706* equity shares of ₹ 2/- each fully paid up	495,28,87,412
Total	495,28,87,412
Subscribed and Paid-Up Share Capital	
247,61,17,186 * equity shares of ₹ 2/- each fully paid up#	495,22,34,372
Total	495,22,34,372

* The issued and paid-up share capital includes 13,23,932 equity shares represented by 13,23,932 global depository receipts as on August 31, 2025.

The difference of 3,26,520 equity shares between issued, subscribed and paid-up capital is on account of past issuance of right shares which are kept in abeyance.

66. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.
67. The following documents will be available for inspection by the equity shareholders of the Transferee Company through electronic mode during the proceedings of the Meeting, basis email request being sent on investors.relation@adani.com. Further, the following documents will also be open for inspection by the equity shareholders of the Transferee Company at its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India, between 10.30 a.m. and 12.30 pm on all working days from the date hereof up to one day prior to the date of the Meeting:

- (i) Copy of the orders passed by NCLT in C.A. (CAA)/49 (AHM) 2025, dated September 25, 2025, and October 9, 2025, *inter alia*, directing the Transferee Company to convene the meeting of its equity shareholders;
- (ii) Copy of C.A. (CAA)/49 (AHM) 2025 (with annexures) jointly filed by the Companies before NCLT, along with the application dated September 29, 2025, filed on behalf of the Companies, for Speaking to Minutes, in respect of order dated September 25, 2025, in C.A. (CAA)/49 (AHM) 2025;
- (iii) Copy of the Scheme;
- (iv) Copy of the Memorandum and Articles of Association of the Companies;
- (v) Copy of the annual report of the Companies, for the financial year ended March 31, 2025;
- (vi) Copy of the unaudited financial results of the Companies for the quarter ended June 30, 2025;
- (vii) Copy of the Register of Directors' shareholding in the respective Companies;
- (viii) Copy of the valuation report, dated December 17, 2024, issued by BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration No. IBBI/RV-E/02/2019/103) to the Board of Directors of Sanghi Industries Limited (*Valuation Report 1*);
- (ix) Copy of the fairness opinion, dated December 17, 2024, issued by Vivro Financial Services Private Limited, a SEBI registered Merchant Banker, to the Board of Directors of Sanghi Industries Limited (*Fairness Opinion 1*);
- (x) Copy of the valuation report, dated December 17, 2024, issued by GT Valuation Advisors Private Limited, Registered Valuer (IBBI Registration No. IBBI/RV-E/05/2020/134) to the Board of Directors of the Ambuja Cements Limited (*Valuation Report 2*);
- (xi) Copy of the fairness opinion, dated December 17, 2024, issued by IDBI Capital Markets & Securities Limited, a SEBI registered merchant banker, to the Board of Directors of Ambuja Cements Limited (*Fairness Opinion 2*);

(xii) Copy of the Summary of the Valuation Report 1 and Valuation Report 2, including the basis of such Valuation Report 1 and Valuation Report 2 and the Fairness Opinion 1 and Fairness Opinion 2;

(xiii) Copy of the report of the Audit Committee of Sanghi Industries Limited dated December 17, 2024;

(xiv) Copy of the report of the Committee of Independent Directors of Sanghi Industries Limited dated December 17, 2024;

(xv) Copy of the resolution passed by the Board of Directors of Sanghi Industries Limited dated December 17, 2024;

(xvi) Copy of the resolution passed by the Mergers and Acquisitions Committee of Ambuja Cements Limited dated December 17, 2024;

(xvii) Copy of the report of the Audit Committee of Ambuja Cements Limited dated December 17, 2024;

(xviii) Copy of the report of the Committee of Independent Directors of Ambuja Cements Limited dated December 17, 2024;

(xix) Copy of the resolution passed by the Board of Directors of Ambuja Cements Limited dated December 17, 2024;

(xx) Copies of the Complaint Report dated March 25, 2025 and updated Complaint Report dated June 16, 2025, submitted by Sanghi Industries Limited to NSE and the Complaint Report dated March 6, 2025, submitted by Sanghi Industries Limited to BSE;

(xxi) Copies of the Complaint Report dated March 25, 2025 and updated Complaint Report dated June 16, 2025, submitted by Ambuja Cements Limited to NSE and the Complaint Report dated March 6, 2025, submitted by Ambuja Cements Limited to BSE;

(xxii) Copy of no-objection/no adverse observation letters issued by NSE and BSE, both dated July 17, 2025, to the Companies;

(xxiii) Details of "Ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against Sanghi Industries Limited, its promoters and directors" as on June 30, 2025;

(xxiv) Details of "Ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against Ambuja Cements Limited, its promoters and directors" as on June 30, 2025;

(xxv) Copy of the Statutory Auditors' certificate dated December 17, 2024, issued by S R B C & Co LLP, Statutory Auditors of the Transferor Company under Section 133 of the Act;

(xxvi) Copy of the Statutory Auditors' certificate dated December 17, 2024, issued by S R B C & Co LLP, Statutory Auditors of the Transferee Company under Section 133 of the Act;

(xxvii) Copy of the report dated December 17, 2024, adopted by the Board of Directors of the Transferor Company pursuant to the provisions of Section 232(2)(c) of the Act;

(xxviii) Copy of the report dated December 17, 2024, adopted by the Board of Directors of the Transferee Company pursuant to the provisions of Section 232(2)(c) of the Act;

(xxix) Copies of Form No. GNL-1 filed by the respective Companies with the concerned Registrar of Companies, along with the challan, both dated September 26, 2025 and October 10, 2025;

(xxx) Copy of the certificate, dated September 8, 2025, issued by Hemangi & Associates, Chartered Accountants, certifying the outstanding amount to the unsecured creditors of the Transferor Company as on June 30, 2025;

(xxxi) Copy of the certificate, dated September 8, 2025, issued by Hemangi & Associates, Chartered Accountants, certifying the outstanding amount to the unsecured creditors of the Transferee Company as on June 30, 2025; and

(xxxii) Details in respect of the particulars mentioned/ stipulated in: (i) clause h) of the no-objection letter dated July 17, 2025, received from NSE; and (ii) clause 8. of the no adverse observation letter dated July 17, 2025, received from BSE Limited.

The equity shareholders shall be entitled to obtain the extracts from or for making or obtaining the copies of the documents listed in item numbers (i), (iii), (v), (vi), (viii), (ix), (x), (xi), (xii), (xx), (xxi), (xxii), (xxiii), (xxiv), (xxvii), (xxviii) and (xxxii) above.

68. This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules. Hard copies of the Particulars as defined in this Notice can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the equity shareholders of the Transferee Company at the registered office of the Transferee Company or at the office of its advocates, M/s. Singhi & Co, Singhi House, 1, Magnet Corporate Park, Off Sola Bridge, S. G. Highway, Ahmedabad – 380 059, Gujarat, India.

69. After the Scheme is approved by the equity shareholders of the Transferee Company, it will be subject to the approval/ sanction by NCLT or any other statutory or regulatory authorities as may be applicable.

Dated this October 10, 2025

Justice (Retd.) Kalpesh Jhaveri
Chairman appointed for the Meeting

Registered office: Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India.

SCHEME OF ARRANGEMENT

between

SANGHI INDUSTRIES LIMITED
(*Transferor Company*)

and

AMBUJA CEMENTS LIMITED
(*Transferee Company*)

and

THEIR RESPECTIVE SHAREHOLDERS

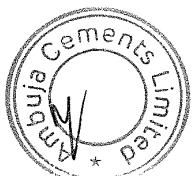
**(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF
THE COMPANIES ACT, 2013)**

PREAMBLE

This Scheme (*as defined hereinafter*), *inter alia*, provides for: (i) the amalgamation of the Transferor Company (*as defined hereinafter*) with and into the Transferee Company (*as defined hereinafter*), with effect from the Appointed Date (*as defined hereinafter*), and the consequent dissolution of the Transferor Company without being wound up, and the issuance of New Equity Shares (*as defined hereinafter*) to the equity shareholders of the Transferor Company in accordance with the Share Exchange Ratio (*as defined hereinafter*), pursuant to the provisions of Sections 230 – 232 and/or other applicable provisions of the Act (*as defined hereinafter*) and in accordance with Section 2(1B) of the Income Tax Act (*as defined hereinafter*); and (ii) reclassification of Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification (*as defined hereinafter*) from ‘Promoter and Promoter Group’ category to ‘Public’ category in the Transferee Company.

INTRODUCTION

(i) The Transferor Company (*as defined hereinafter*) was incorporated on June 14, 1985, as Sanghi Leathers Private Limited, a private limited company, with the Registrar of Companies, Andhra Pradesh, under the provisions of the Companies Act, 1956. Its name was changed to: (a) Sanghi Industries Private Limited on September 18, 1992; and (b) Sanghi Industries Limited on October 28, 1992. The



Corporate Identification Number of the Transferor Company is L18209TG1985PLC005581. The registered office of the Transferor Company is presently situated at P.O. Sanghinagar, Ranga Reddy District, Telangana – 501511. The Transferor Company has applied to the Regional Director, South East Region, Hyderabad, Telangana to shift its registered office from the State of Telangana to the State of Gujarat. The order from Regional Director is expected soon. Upon receiving it and completing necessary formalities with RoC/MCA, including filing of requisite forms, the Transferor Company will move its registered office to "Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India."

The Transferor Company is engaged in the business of manufacturing and selling of cement and cement related products.

The Transferor Company is a subsidiary of the Transferee Company (*as defined hereinafter*). The Transferee Company as on September 30, 2024 was holding 58.08% of the paid-up equity share capital of the Transferor Company. The equity shares of the Transferor Company are listed on the Stock Exchanges (*as defined hereinafter*).

(ii) The Transferee Company was incorporated on October 20, 1981, as Ambuja Cements Private Limited, a private limited company, with the Registrar of Companies, Gujarat, under the provisions of the Companies Act, 1956. Its name was changed to (a) Ambuja Cements Limited on March 19, 1983; (b) Gujarat Ambuja Cements Limited on May 19, 1983; and (c) Ambuja Cements Limited on April 5, 2007. The Corporate Identification Number of the Transferee Company is L26942GJ1981PLC004717. The registered office of the Transferee Company is situated at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.

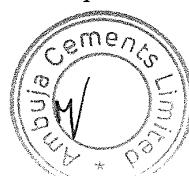
The Transferee Company is among the leading cement companies in India, renowned for its hassle-free, home-building solutions with its unique sustainable development projects and environment-friendly practises since it started its operations.

The Transferee Company is part of Adani Group of companies. The equity shares of the Transferee Company are listed on the Stock Exchanges. The global depository receipts issued by the Transferee Company are listed on the Luxembourg Stock Exchange.

By way of separate schemes of amalgamation, it is proposed (a) to merge Adani Cementation Limited (a wholly owned subsidiary of Adani Enterprises Limited) with the Transferee Company ("Adani Cementation Merger Scheme"); and (b) to merge Penna Cement Industries Limited (a subsidiary of the Transferee Company) with the Transferee Company ("Penna Cement Merger Scheme").

RATIONALE FOR THE SCHEME

1. The Transferee Company is the promoter of the Transferor Company and holds 58.08% of the paid-up equity share capital and 100% of the 8% - non-convertible



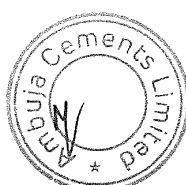
cumulative redeemable preference shares of the Transferor Company. As both the companies are under the same line of business, this amalgamation will enable the Transferee Company to absorb the business of Transferor Company completely for carrying on more effectively and beneficially.

2. The Scheme will enable the Transferee Company to integrate the Transferor Company's operations, leading to more efficient and economical business management. This includes better resource utilization, reduced overheads, cost savings, economies of scale, elimination of duplicated efforts, and streamlined compliance requirements through amalgamation.
3. The amalgamation will enhance business potential of the Transferor Company, add value to both the companies, and ultimately increase the shareholders' value.
4. The amalgamation will lead to reduction and rationalisation of multiple entities in the group.
5. The Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification, would : (a) not hold more than ten percent of the total voting rights in the Transferee Company; (b) do not exercise control over the affairs of the Transferor Company and the Transferee Company either directly or indirectly; (c) do not have any special rights with respect to the Transferor Company and the Transferee Company through any formal or informal arrangements including through any shareholder agreements; (d) do not represent on the board of directors of the Transferor Company and the Transferee Company including a nominee director; (e) do not act as a key managerial personnel in the Transferor Company and the Transferee Company. Further, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification, (a) have not been declared 'wilful defaulter' as per the guidelines issued by the Reserve Bank of India; and (b) are not fugitive economic offenders. Accordingly, reclassification of the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification of the Transferor Company from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company has been contemplated upon the coming into effect of this Scheme, in accordance with the requirements of Regulation 31A of the SEBI LODR (*as defined hereinafter*).

PARTS OF THE SCHEME

The Scheme is divided into the following parts:

- (i) **Part I** deals with the definitions, interpretation, date of taking effect and share capital of the Transferor Company and the Transferee Company;
- (ii) **Part II**, *inter alia*, deals with the amalgamation of the Transferor Company into and with the Transferee Company in accordance with the provisions of Sections 230 – 232 of the Act; and



(iii) **Part III** deals with the general terms and conditions that would be applicable to the Scheme.

PART I

1. DEFINITIONS, INTERPRETATION, DATE OF TAKING EFFECT AND SHARE CAPITAL

1.1. Definitions

In this Scheme, the following words and expressions shall, unless the context requires otherwise, have the following meanings ascribed to them:

1.1.1. **“Act”** means the Companies Act, 2013, the rules and regulations made thereunder and shall include any statutory modification or re-enactment thereof for the time being in force.

1.1.2. **“Adani Cementation Merger Scheme”** shall have the meaning as set forth in the Introduction Clause.

1.1.3. **“Appointed Date”** means April 1, 2024.

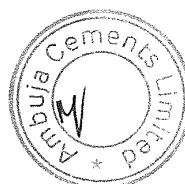
1.1.4. **“Board of Directors”** or **“Board”** in relation to the Companies means their respective board of directors, and unless it is repugnant to the context or otherwise, includes any committee of directors or any person authorised by the board of directors or by such committee of directors duly constituted and authorised for the purposes of matters pertaining to the arrangement as contemplated under this Scheme and/or any other matters relating thereto.

1.1.5. **“Companies”** means collectively, the Transferor Company and the Transferee Company.

1.1.6. **“Effective Date”** means the last of the dates on which all the approvals or events specified under Clause 3.3 of the Scheme are obtained or have occurred or the requirement of which have been waived. References in this Scheme to *“upon the coming into effect of this Scheme”* or *“upon this Scheme becoming effective”* or *“effectiveness of this Scheme”* or *“Scheme coming into effect”* shall mean the Effective Date.

1.1.7. **“Governmental Approval”** means any consent, approval, licence, permit, order, exemption, certificate, clearance or authorisation obtained or to be obtained from, or any registration, notification, declaration or filing made to or with, or to be made to or with, any Governmental Authority and shall include Required Governmental Filings.

1.1.8. **“Governmental Authority”** means any national, state, regional, city, municipal or local government or governmental, administrative, fiscal, judicial, or government-owned body or any of its ministries, departments, secretariats, agencies or any legislative body, commission, authority, court or tribunal or entity, and shall



include the Stock Exchanges, SEBI and any relevant Tax authority and any other authority exercising jurisdiction over the Companies.

1.1.9. **“Income Tax Act”** means the Income Tax Act, 1961, including any statutory modifications, re-enactments or amendments thereof for the time being in force.

1.1.10. **“Intellectual Property Rights”** means all intellectual property rights, including with respect to all patents, patent applications, and trademarks, service marks, trade names, logos, corporate names, brand names, domain names, all copyrights, designs, and all registrations, applications and renewals in connection therewith, and software and all website content (including text, graphics, images, audio, video and data), trade secrets, confidential business information and other proprietary information.

1.1.11. **“Law”** means all applicable (i) statutes, enactments, acts of legislature or parliament, laws, ordinances, code, directives, rules, regulations, bye-laws, listing agreements, notifications, guidelines or policies of any applicable jurisdiction; (ii) administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or approvals required from Governmental Authorities of, or agreements with, any Governmental Authority or recognised Stock Exchanges; and (iii) international treaties, conventions and protocols, as may be in force from time to time.

1.1.12. **“New Equity Shares”** shall have the meaning set forth in Clause 2.3.1 (ii).

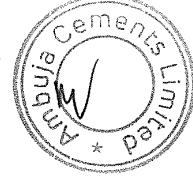
1.1.13. **“Penna Cement Merger Scheme”** shall have the meaning as set forth in the Introduction Clause.

1.1.14. **“Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification”** means the persons, more specifically set out in Schedule I.

1.1.15. **“Record Date”** means the date to be fixed by the Board of Directors of the Transferee Company in consultation with the Board of Directors of the Transferor Company for the purpose of determining the equity shareholders of the Transferor Company, to whom the Transferee Company Shares will be allotted pursuant to this Scheme.

1.1.16. **“Required Governmental Filings”** means, collectively, the intimations/filings required to be made with the Stock Exchanges, Tribunal and the RoC, in connection with the present Scheme.

1.1.17. **“RoC”** means the (i) Registrar of Companies, Telangana, having territorial jurisdiction in the State in which the registered office of the Transferor Company is presently located and upon the shifting of the registered office of the Transferor Company from the State of Telangana to the State of Gujarat pursuant to the order to be passed by the Regional Director, South East Region, Hyderabad, Telangana, the same shall mean the Registrar of Companies, Gujarat; and (ii) Registrar of Companies, Gujarat for the Transferee Company.



1.1.18. **“Scheme”** means this scheme of amalgamation, subject to any modification(s) thereto as may be imposed by the Tribunal or any modification(s) or amendment sought by the Companies, as confirmed/approved by the Tribunal.

1.1.19. **“SEBI”** means the Securities and Exchange Board of India.

1.1.20. **“SEBI Act”** means the Securities and Exchange Board of India Act, 1992.

1.1.21. **“SEBI ICDR Regulations”** means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

1.1.22. **“SEBI LODR”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall include any statutory modification, amendment, and re-enactment thereof for the time being in force or any act, regulations, rules, guidelines etc. that replaces such regulations.

1.1.23. **“SEBI Schemes Master Circular”** means Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by SEBI regarding Scheme of Arrangement by Listed Entities and Relaxation of Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957.

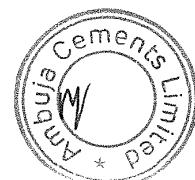
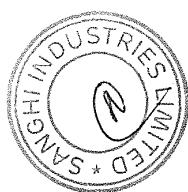
1.1.24. **“Share Exchange Ratio”** shall have the meaning set forth in Clause 2.3.1 (ii).

1.1.25. **“Stock Exchanges”** means collectively the BSE Limited and the National Stock Exchange of India Limited.

1.1.26. **“Stock Exchanges Approval”** means the no-objection/no-adverse observation letter(s) obtained by the Companies from the relevant Stock Exchanges in relation to the Scheme pursuant to Regulation 37 of the SEBI LODR and the SEBI Schemes Master Circular.

1.1.27. **“Tax”** or **“Taxes”** means any and all taxes (direct or indirect), surcharges, fees, levies, duties, tariffs, imposts and other charges of any kind, in each case in the nature of a tax, imposed by any Governmental Authority (whether payable directly or by withholding), including taxes based upon or measured by income, windfall or other profits, gross receipts, property, sales, severance, branch profits, customs duties, excise, central value added tax, central sales tax, sales tax, entry tax, tax deducted at source, tax collected at source, self-assessment tax, advance tax, service tax, goods and services tax, stamp duty, transfer tax, value-added tax, minimum alternate tax, banking cash transaction tax, equalisation levy, dividend distribution tax, buy-back tax, securities transaction tax, taxes withheld or paid, customs duty and registration fees (together with any and all interest, penalties, additions to tax and additional amounts imposed with respect thereto).

1.1.28. **“Transferee Company”** means Ambuja Cements Limited, a public company incorporated with limited liability under the provisions of the Companies Act, 1956, with its registered office at Adani Corporate House, Shantigram, Near



Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India.

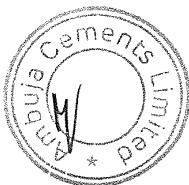
1.1.29. **“Transferee Company Shares”** means the fully paid-up equity shares of the Transferee Company, each having a face value of Rs 2/- (Rupees Two only) and having one vote per equity share.

1.1.30. **“Transferor Company”** means Sanghi Industries Limited, a public company incorporated with limited liability under the provisions of the Companies Act, 1956, with its registered office situated at P.O. Sanghinagar, Ranga Reddy District, Telangana – 501511, and upon the shifting of the registered office of the Transferor Company from the State of Telangana to the State of Gujarat, pursuant to the order to be passed by the Regional Director, South East Region, Hyderabad, Telangana, the registered office of the Transferor Company would be situated at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India.

1.1.31. **“Tribunal”** means the relevant bench/es of the Hon’ble National Company Law Tribunal, or such other forum or authority as may be vested with any of the powers of the above mentioned tribunal under the Act for approving any scheme of arrangement, compromise or reconstruction of a company under Sections 230 to 232 of the Act, before which the confirmation petition/s in terms of Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 is/are filed by the Transferor Company and/or the Transferee Company, as the case may be.

1.1.32. **“Undertaking”** means the Transferor Company and includes all the business, undertakings, assets, properties, investments, rights, approvals, licenses and powers, leasehold rights and all its debts, outstanding, liabilities, duties and obligations of the Transferor Company, of whatsoever nature and kind and wherever situated, on a going concern basis and with continuity of business of the Transferor Company, which shall mean and include, without limitation:

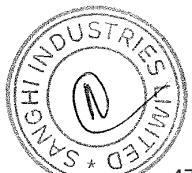
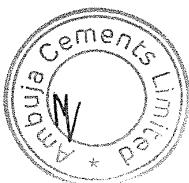
- (a) any and all of its immovable properties (including work in progress) and rights thereto i.e. land together with the buildings and structures standing thereon (whether, freehold, leasehold, leave and licensed, right of way, tenancies, sanctioned/allotted by the Governmental Authority or otherwise) including drains and culverts, civil works, foundations for civil works, offices, guest house, colony, captive power plant, warehouses, workshops, sheds, stores, storages including coal storage, silo, DG room, roads, laboratory, boundary walls, jetty, soil filling works, benefits of any rental agreement for any use of premises, share of any joint assets, etc., and all documents (including panchnamas, declarations, receipts, sanction letters/orders, etc.) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of rental agreements for lease or license or other rights to use of premises, in connection with the said immovable properties;
- (b) any and all of its assets (including work in progress), as are movable in nature, whether present or future or contingent, tangible or intangible, in



possession or reversion, corporeal or incorporeal (including plant and machinery, boilers, turbines, handling equipments including coal handling equipments, dumpers, excavators, shovel, surface miners, cranes, capital work in progress, electrical fittings, air conditioners, furniture, fixtures, appliances, accessories, power lines, office equipments, computers, communication facilities, installations, vehicles, inventory and tools and plants), stock-in-trade, stores and spares, stock-in-transit, raw materials, finished goods, supplies, packaging items/materials, actionable claims, prepaid expenses, bills of exchange, promissory notes, current assets, earnest monies and receivables, sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Governmental Authority, semi-Government, local and other authorities and bodies, banks, customers and other persons, insurances, the benefits of any bank guarantees, performance guarantees and letters of credit;

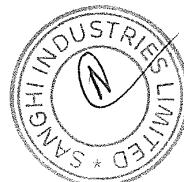
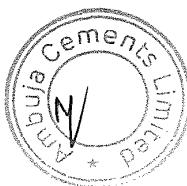
(c) any and all of its permits, licenses (including factory license), mineral mining rights, permissions, right of way, approvals, authorisations, clearances, consents, benefits, registrations including import registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, pre-qualifications, bid acceptances, concessions, subsidies, liberties and advantages (including consent/authorisation granted by Pollution Control Board, environmental clearance and other licenses/permits granted/issued/given by any Governmental Authority, statutory or regulatory or local or administrative bodies), Tax deferrals, Tax credits (including any credits arising from advance Tax, self-assessment Tax, other income Tax credits, withholding Tax credits, minimum alternate Tax credits, central value added tax credits, goods and services Tax credits, customs duty credit other indirect Tax credits and other Tax receivables), other claims under Tax Laws, privileges, incentives (including incentives in respect of income Tax, sales Tax, value added Tax, service Tax, excise duty, customs duties and goods and services Tax), benefits, Tax holidays, Tax refunds (including those pending with any Tax authorities), all Tax assets both direct and indirect including refunds filed pending to be adjudicated and refunds to be filed, advantages, benefits and all other rights, privileges, powers and facilities of every kind and description of whatsoever nature and the benefits thereto;

(d) all contracts, agreements including power purchase agreement(s), coal linkages agreement(s), fuel supply agreement(s), consultancy agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letters of intent, arrangements, understandings, engagements, deeds and instruments, including hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements,



undertakings, deeds, bonds, schemes, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder;

- (e) all intangible assets, including all Intellectual Property Rights and all goodwill attaching to such Intellectual Property Rights;
- (f) all rights to use and avail telephones, facsimile, e-mail, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company;
- (g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), applications (including hardware, software, source codes, parameterization and scripts), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, brochures, pamphlets, quotations, sales and advertising materials, product registrations, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form;
- (h) all insurance policies of the Transferor Company;
- (i) all investments, including long term, short term, quoted, unquoted investments in different instruments, including shares, debentures, warrants and bonds, if any;
- (j) amounts claimed or to be claimed including the receivables by the Transferor Company from any Governmental Authority;
- (k) all application monies, advance monies, earnest monies and security and other deposits paid to any person, including any Governmental Authority, and payments against other entitlements;
- (l) any and all of its debts, borrowings and liabilities, present or future, whether or not provided in the books of accounts or disclosed in the balance sheet of the Transferor Company, all guarantees, assurances, commitments and obligations of any nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or



unknown, due or to become due, whenever or however arising (including, without limitation, whether arising out of any contract or tort based on negligence or strict liability) unless transferred, assigned or hived off in any manner as part of any other undertaking prior to the Appointed Date;

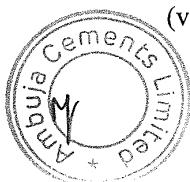
- (m) all of its staff and employees, and other obligations of whatsoever kind, including liabilities of the Transferor Company, with regard to its staff and employees, with respect to the payment of gratuity, superannuation, pension benefits and provident fund or other compensation or benefits, if any, whether in the event of resignation, death, retirement, retrenchment or otherwise; and
- (n) all legal proceedings, including quasi-judicial, arbitral and other administrative proceedings of whatsoever nature involving the Undertaking.

1.2. Interpretation

1.2.1 All terms and words used in the Scheme but not specifically defined herein shall, unless contrary to the context thereof, have the meaning ascribed to them under the Act.

1.2.2 In the Scheme, unless the context otherwise requires:

- (i) references to a statutory provision include any subordinate legislation made from time to time under that provision;
- (ii) references to the singular include the plural and vice versa and references to any gender includes the other gender;
- (iii) references to a statute or statutory provision include that statute or provision as from time to time modified or re-enacted or consolidated and (so far as liability thereunder may exist or can arise) shall include also any past statutory provision (as from time to time modified or re-enacted or consolidated) which such provision has directly or indirectly replaced, provided that nothing in this Clause 1.2.2 shall operate to increase the liability of any Companies beyond that which would have existed had this Clause 1.2.2 been omitted;
- (iv) references to a document shall be a reference to that document as modified, amended, novated or replaced from time to time;
- (v) headings are for convenience only and shall be ignored in construing or interpreting any provision of this Scheme;
- (vi) the expression “this Clause” shall, unless followed by reference to a specific provision, be deemed to refer to the whole Clause (and not merely the sub-Clause, paragraph or other provision) in which the expression occurs;
- (vii) references to Clauses are to Clauses of this Scheme;



- (viii) references to any person shall include that person's successors and permitted assigns or transferees;
- (ix) references to the words "include" or "including" shall be construed without limitation;
- (x) references to the words "hereof", "herein" and "hereunder" and words of similar import shall refer to this Scheme as a whole and not to any particular provision of this Scheme; and
- (xi) where a wider construction is possible, the words "other" and "otherwise" shall not be construed *ejusdem generis* with any foregoing words.

1.3. Effective Date

The Scheme set out herein in its present form, or with modification(s), if any, made in accordance with the provisions of the Scheme and/or the directions of the Tribunal, shall be effective from the Appointed Date but shall be operative from the Effective Date.

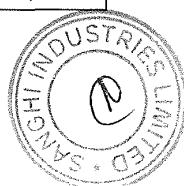
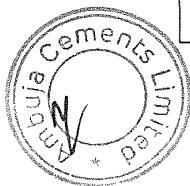
1.4. Share Capital

1.4.1. The authorised, issued, subscribed and paid-up share capital of the Transferor Company as on September 30, 2024 was as under:

SHARE CAPITAL	AMOUNT IN RS.
Authorised share capital	
35,00,00,000 equity shares of Rs.10/- each	350,00,00,000
220,00,00,000 preference shares of Rs. 10/- each	2200,00,00,000
Total	2550,00,00,000
Issued, subscribed and paid-up capital	
25,83,26,000 equity shares of Rs.10/- each fully paid-up	258,32,60,000
220,00,00,000 – 8% non-convertible cumulative redeemable preference shares of Rs. 10/- each fully paid-up	2200,00,00,000
Total	2458,32,60,000

1.4.2. The authorised, issued, subscribed and paid-up share capital of the Transferee Company as on September 30, 2024 was as under:

SHARE CAPITAL	AMOUNT IN RS.
Authorised share capital	
4,001,75,00,000 equity shares of Rs.2/- each	8,003,50,00,000



SHARE CAPITAL	AMOUNT IN RS.
15,00,00,000 preference shares of Rs. 10/- each	150,00,00,000
Total	8153,50,00,000
Issued share capital	
246,34,49,998* equity shares of Rs.2/- each fully paid-up	492,68,99,996
Total	492,68,99,996
Subscribed and paid-up share capital	
246,31,23,478* equity shares of Rs.2/- each fully paid-up#	492,62,46,956
Total	492,62,46,956

* The issued and paid-up share capital includes 13,39,841 equity shares represented by 13,39,841 global depository receipts as on September 30, 2024.

#The difference of 3,26,520 equity shares between issued, subscribed and paid-up capital is on account of past issuance of right shares which are in abeyance.

PART II

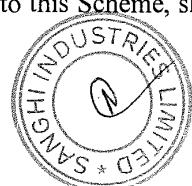
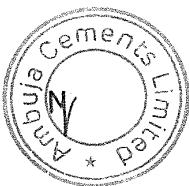
2. AMALGAMATION OF THE TRANSFEROR COMPANY INTO AND WITH THE TRANSFeree COMPANY

2.1 Transfer and vesting of the Transferor Company into and with the Transferee Company

2.1.1 Upon the coming into effect of this Scheme, and with effect from the Appointed Date, subject to the provisions of this Scheme, the Undertaking shall stand transferred to and vest in the Transferee Company, as a going concern, together with all its estates, properties, assets, contracts, employees, records, approvals, rights, claims, title and authorities, benefits, liabilities and interest therein, subject to existing charges thereon in favour of banks and financial institutions, if any, or otherwise, as the case may be, without any further act, instrument, deed, matter or thing being made, done or executed, so as to become, as and from the Appointed Date, the estate, properties, assets, rights, claims, title and authorities, benefits, liabilities and interest of the Transferee Company by virtue of and in the manner provided in the Scheme pursuant to the sanction of the Scheme by the Tribunal and the provisions of sections 230 to 232 and other applicable provisions of the Act.

2.1.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, upon the coming into effect of this Scheme and with effect from the Appointed Date, in relation to the Undertaking:

- (i) All assets of the Transferor Company that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery, novation and/or by endorsement and delivery or by vesting and recordal of whatsoever nature, or otherwise capable of transfer by delivery of possession or by operation pursuant to this Scheme, shall,

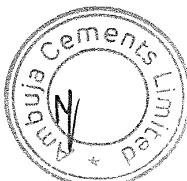


pursuant to this Scheme, stand vested in and/or be deemed to be vested in the Transferee Company and shall become the property of the Transferee Company, with effect on and from the Appointed Date pursuant to the provisions of the Act, all other applicable provisions of applicable Law, if any, without requiring any deed or instrument of conveyance for transfer of the same. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal, pursuant to this Scheme, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly.

(ii) All other movable assets of the Transferor Company, including investments in shares and any other securities, sundry debtors, actionable claims, earnest monies, receivables, bills, credits, outstanding loans and advances, recoverable in cash or in kind or for value to be received, bank balances and deposits, with Governmental Authorities, customers and other persons, shall, stand transferred to, and vested in the Transferee Company without any notice or other intimation to the debtors or obligors or any other person. The Transferor Company shall upon sanction of the Scheme be entitled to the delivery and possession of all documents of title of such movable property in this regard. The Transferee Company may (without being obliged to do so), if it so deems appropriate, give notice in such form as it deems fit and proper, to each such debtor or obligor or any other person, that pursuant to the sanction of the Scheme by the Tribunal, such debt, loan, advance, claim, bank balance, deposit or other asset be paid or made good or held on account of the Transferee Company as the person entitled thereto, to the end and intent that the right of the Transferor Company to recover or realise all such debts (including the debts payable by such debtor or obligor or any other person to the Transferor Company) stands transferred and assigned to the Transferee Company and that appropriate entries should be passed in the books of accounts of the relevant debtors or obligors or other persons to record such change.

(iii) All lease and licence agreements, entered into by the Transferor Company with landlords, owners and lessors in connection with the use of the assets of the Undertaking of the Transferor Company, together with security deposits and advance/prepaid lease/license fee, rights and easements in relation to such properties, shall stand automatically transferred in favour of the Transferee Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The Transferee Company shall continue to pay rent amounts/licence fees/royalty as provided for in such agreements and shall comply with the other terms, conditions and covenants thereunder and shall also be entitled to refund of security deposits/prepaid lease/license fee paid under such agreements by the Transferor Company.

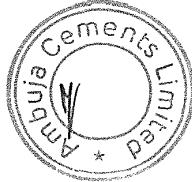
(iv) All immovable properties, estate, assets of the Transferor Company, including land together with the buildings and structures standing thereon and rights, claim, title, authorities and interests in immovable properties including accretions and appurtenances of the Undertaking of whatsoever



nature and wherever situate of the Transferor Company, whether freehold or leasehold or sanctioned/allotted by any Governmental Authority or otherwise, and all documents of title, rights and easements in relation thereto shall be vested in and/or be deemed to have been vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company and/or the Transferee Company and the mere filing thereof with the appropriate registrar or sub-registrar or with the relevant Governmental Authority shall suffice as record of continuing titles with the Transferee Company and shall be constituted as a deemed mutation and substitution thereof. The Transferee Company shall be entitled to exercise all rights and privileges attached to such immovable properties and shall be liable to pay the ground rent, rates and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of this Scheme by the Tribunal and upon the coming into effect of this Scheme in accordance with the terms hereof. The appropriate authorities shall grant all clearances/permissions, if any, required for enabling the Transferee Company to absolutely own and enjoy the immovable properties in accordance with applicable Law. The Transferee Company shall upon the Scheme becoming effective be entitled to the delivery and possession of all documents of title to such immovable property in this regard, which are in possession of the Transferor Company. It is clarified that any document executed pursuant to this sub-clause or sub-clause (iii) above or sub-clause (vii) below will be for the limited purpose of meeting the regulatory requirements and shall not be deemed to be a document under which the transfer of any asset of the Transferor Company takes place and all assets of the Transferor Company shall be transferred solely pursuant to and in terms of this Scheme and the order of the Tribunal sanctioning the Scheme.

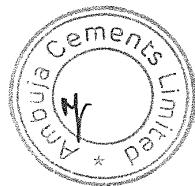
(v) All estate, assets, rights, title, claims, interest, investments and properties of the Transferor Company as on the Appointed Date, including accretions and appurtenances, whether or not included in the books of the Transferor Company, and all assets, rights, title, interest, investments and properties, of whatsoever nature and wherever situate, which is acquired by the Transferor Company on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company.

(vi) Until the owned property, leasehold property, property sanctioned/allotted by the Governmental Authority and related rights thereto, licence or right to use the immovable property, tenancy rights, liberties and special status are transferred, vested, recorded, effected and/or perfected in the record of the appropriate authorities in favour of the Transferee Company, the Transferee Company shall be deemed to be authorised to carry on business in the name and style of the Transferor Company under the relevant agreement, deed, lease and/or licence, sanction letters/orders, as the case



may be, and the Transferee Company shall keep a record and account of such transactions.

- (vii) For purposes of taking on record the name of the Transferee Company in the records of the Governmental Authorities in respect of transfer of immovable properties to the Transferee Company pursuant to this Scheme, the Board of Directors of the Transferor Company and the Transferee Company may approve the execution of such documents or deeds as may be necessary.
- (viii) All letters of intent, requests for proposal, pre-qualifications, bid acceptances, tenders, and other instruments of whatsoever nature to which the Transferor Company is a party to or to the benefit of which the Transferor Company may be eligible for, shall remain in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto. Upon coming into effect of the Scheme, the past track record of the Transferor Company shall be deemed to be the track record of the Transferee Company for all commercial and regulatory purposes.
- (ix) All the security interest over any moveable and/or immoveable properties and security in any other form (both present and future) including but not limited to any pledges, or guarantees, if any, created/executed by any person in favour of the Transferor Company or any other person acting on behalf of or for the benefit of the Transferor Company for securing the obligations of the persons to whom the Transferor Company has advanced loans and granted other funded and non-funded financial assistance, by way of letter of comfort or through other similar instruments shall without any further act, instrument or deed stand vested in and be deemed to be in favour of the Transferee Company and the benefit of such security shall be available to the Transferee Company as if such security was ab initio created in favour of the Transferee Company. The mutation or substitution of the charge in relation to the movable and immoveable properties of the Transferor Company shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the appropriate authorities and third parties (including any depository participants) pursuant to the sanction of this Scheme by the Tribunal and upon the Scheme becoming effective in accordance with the terms hereof.
- (x) All electricity, gas, water and any other utility connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities to the Transferor Company, together with security deposits and all other advances paid, shall stand automatically transferred in favour of the Transferee Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity, gas, water and any other utility companies, boards, agencies and authorities shall issue invoices in the name of the Transferee Company with effect from the billing cycle commencing from the month

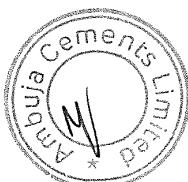


immediately succeeding the month in which the Effective Date falls. The Transferee Company shall comply with the terms, conditions and covenants associated with the grant of such connection and shall also be entitled to refund of security deposits placed with such companies, boards, agencies and authorities by the Transferor Company.

(xi) All bank accounts operated or entitled to be operated by the Transferor Company shall be deemed to have been transferred and shall stand transferred to the Transferee Company and the name of the Transferor Company shall be substituted by the name of the Transferee Company in the bank's records and the Transferee Company shall be entitled to operate all bank accounts, realise all monies and complete and enforce all pending contracts and transactions in the name of the Transferor Company to the extent necessary until the transfer of the rights and obligations of the Transferor Company to the Transferee Company under the Scheme is formally accepted and completed by the parties concerned. For avoidance of doubt, it is hereby clarified that all cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company after the Effective Date, shall be accepted by the bankers of the Transferee Company and credited to the accounts of the Transferee Company, if presented by the Transferee Company. Similarly, the banker of the Transferee Company shall honour all cheques issued by the Transferor Company for payment after the Effective Date.

(xii) For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that in order to ensure the smooth transition and sales of products and inventory of the Transferor Company manufactured and/or branded and/or labelled and/or packed in the name of the Transferor Company prior to the Effective Date, the Transferee Company shall have the right to own, use, market, sell, exhaust or to in any manner deal with any such products and inventory (including packing material) pertaining to the Transferor Company at manufacturing locations or warehouses or retail stores or elsewhere, without making any modifications whatsoever to such products and/or their branding, packing or labelling. All invoices/ payment related documents pertaining to such products and inventory (including packing material) may be raised in the name of the Transferee Company after the Effective Date.

(xiii) All liabilities, including all secured, if any, and unsecured debts, sundry creditors, contingent liabilities, duties, obligations and undertakings of the Transferor Company, of every kind, nature and description whatsoever and howsoever arising, raised, incurred or utilised for its business activities and operations, shall, pursuant to the sanction of the Scheme by the Tribunal and under the provisions of sections 230 to 232 of the Act and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing being made, done or executed, be transferred to, and vested in, or be deemed to have been transferred to, and vested in, the Transferee Company, along with any charge, encumbrance, lien or security created in connection therewith, and such liabilities shall



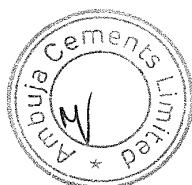
be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become, the liabilities, debts, duties and obligations of the Transferee Company on the same terms and conditions as was applicable to the Transferor Company, and the Transferee Company shall meet, discharge and satisfy the liabilities and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this clause.

(xiv) Where any of the debts, liabilities, duties and obligations incurred before the Appointed Date by the Transferor Company, deemed to have been transferred to the Transferee Company by virtue of this Scheme, has been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.

Permits

(xv) All Governmental Approvals and other consents, allotments, concessions, credits, awards, sanctions, subsidies, rehabilitation schemes, permissions, quotas, rights, authorisations, entitlements, no-objection certificates and licences, including those relating to tenancies, pre-qualifications, bid acceptances, tenders, privileges, powers, facilities, letter of allotments and certificates of every kind and description of whatsoever nature, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be entitled to use or which may be required to carry on the operations of the Transferor Company, and which are subsisting or in effect immediately prior to the Effective Date, including the benefits of any applications made for any of the foregoing, shall be, and remain, in full force and effect in favour of or against the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party, a beneficiary or an obligee thereto and shall be appropriately mutated by the relevant Governmental Authorities in favour of the Transferee Company. It is hereby clarified that if the consent of any third party or Governmental Authority is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/ endorsement in the name of the Transferee Company pursuant to the sanction of this Scheme by the Tribunal, and upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Transferee Company shall file appropriate applications/ documents with relevant authorities concerned for information and record purposes.

(xvi) Without prejudice to the generality of the Clauses mentioned above, the assets of the Transferor Company shall also include all permits, licences, and any other licences, approvals, clearances, sanctions, authorities, quotas, allocations granted to the Transferor Company, all municipal approvals, authorisations, statutory rights, permissions, registrations, certificates, consents, authorities (including for the operation of bank

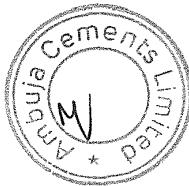


accounts), powers of attorneys (given by, issued to or executed in favour of the Transferor Company) and benefits of all contracts, allotments, consents, quotas, rights, easements, engagements, exemptions, entitlements, advantages of whatever nature and howsoever named, properties, movable, in possession or reversion, present or contingent of whatsoever nature and where-so-ever situated, liberties, ownerships rights and benefits, earnest moneys payable pertaining to the assets mentioned in the aforesaid Clauses, all other rights and benefits, licences, powers, privileges and facilities of every kind, nature and description whatsoever; right to use and avail of telephones, facsimile, connections, installations and other communication facilities and equipment, titles, all other utilities, benefits of all contracts, government contracts, memoranda of understanding, project service agreements, pre-qualification, applications, bids, tenders, letters of intent, concessions, non-possessory contractual rights or any other contracts, development rights, allocated deferred Tax and all other interest in connection with or relation to the Transferor Company, shall stand transferred to the Transferee Company in accordance with the applicable Laws.

(xvii) Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, holidays, incentives, concessions and other authorizations, etc., shall stand vested by the order of sanction of the Tribunal in the Transferee Company, the Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the Tribunal.

Contracts

(xviii) All contracts, agreements including power purchase agreement(s), coal linkages agreement(s), fuel supply agreement(s), consultancy agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, minutes of meetings, bids, tenders, expression of interest, letters of intent, arrangements, understandings, engagements, deeds and instruments, including hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/ panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, whether written or otherwise, and other instruments to which the Transferor Company is a party, or to the benefit of which the Transferor Company may be entitled, and which are subsisting or having effect immediately prior to the Effective Date, shall, without any further act, instrument or deed, continue in full force and effect against or in favour of, as the case may be, the Transferee Company, and may be enforced effectively by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligor or obligee thereto or thereunder. The Transferee



Company will, if required, enter into novation agreements in relation to such contracts, deeds, bonds, agreements and other instruments.

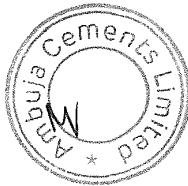
- (xix) All other agreements entered into by the Transferor Company in connection with the assets of the Undertaking of the Transferor Company shall stand automatically transferred in favour of the Transferee Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed.
- (xx) On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to complete and enforce all pending contracts and transactions in respect of the Transferor Company, in the name of the Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme has been given effect to under such contracts and transactions.

Legal Proceedings

- (xxi) All legal proceedings, including quasi-judicial, arbitral and other administrative proceedings, of whatsoever nature by or against the Transferor Company pending on the Effective Date shall not abate or be discontinued or be prejudicially affected in any way by reason of the Scheme or by anything contained in the Scheme but shall be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company, in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the Transferor Company. The Transferee Company undertakes to have all legal or other proceedings specified in this Clause, initiated by or against the Transferor Company, transferred to its name and to have such proceedings continued, prosecuted and enforced by or against the Transferee Company, as the case may be. Following the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Company.
- (xxii) The Transferee Company shall be deemed to be authorized under this Scheme to execute any pleadings, applications, forms, etc., as are required to remove any difficulties and carry out any formalities or compliances as are necessary for the implementation of this Scheme.

Employees

- (xxiii) With effect from the Effective Date, all the staff and employees of the Transferor Company, who are in such employment as on the Effective Date shall become, and be deemed to have become, the staff and employees of the Transferee Company, and, subject to the provisions of the Scheme, on terms and conditions not less favourable than those on which they are engaged by the Transferor Company and without any interruption of or break in service as a result of the transfer and vesting of the Undertaking of the Transferor Company to the Transferee Company.

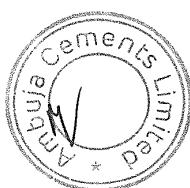


With regard to provident fund, gratuity, superannuation, leave encashment and any other special scheme or benefits or fund or trusts, if any, created by the Transferor Company which exist immediately prior to the Effective Date, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever, upon the coming into effect of this Scheme, including with regard to the obligation to make contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds maintained by the Transferor Company, in accordance with applicable Law. It is hereby clarified that upon the coming into effect of this Scheme, such benefits and schemes shall continue to be provided to the transferred employees and the service of all transferred employees of the Transferor Company for such purpose shall be treated as having been continuous.

(xxiv) With regard to any provident fund, gratuity fund, pension, superannuation fund or other special fund created or existing for the benefit of such employees of the Transferor Company, it is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to such schemes or funds shall become those of the Transferee Company. Upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. Any existing provident fund, gratuity fund and superannuation fund trusts created by the Transferor Company for its employees shall be continued for the benefit of such employees on the same terms and conditions until such time that they are transferred to the relevant funds of the Transferee Company. It is clarified that the services of all employees of the Transferor Company transferred to the Transferee Company will be treated as having been continuous and uninterrupted for the purpose of the aforesaid schemes or funds. Without prejudice to the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Law, shall be entitled to: (i) retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Company; or (ii) merge the pre-existing fund of the Transferor Company with other similar funds of the Transferee Company.

(xxv) The Transferee Company shall comply with any agreement(s)/settlement(s) entered into with labour unions (if any) or employees by the Transferor Company. The Transferee Company agrees that for the purpose of payment of any retrenchment compensation, gratuity and other termination benefits, the past services of employees with the Transferor Company, shall also be taken into account, and further agrees to pay such benefits when they become due.

(xxvi) In relation to any funds (including any funds set up by the government for employee benefits) created or existing for the benefit of the transferred employees, the Transferee Company shall stand substituted for the Transferor Company, for all purposes whatsoever, including relating to



the obligation to make contributions to the said funds in accordance with the provisions of such scheme, funds, bye laws, etc. in respect of such transferred employees.

- (xxvii) The Directors of the Transferor Company will not be entitled to any directorships in the Transferee Company by virtue of the provisions of this Scheme. It is clarified that this Scheme will not affect any directorship of any person who is already a director in the Transferee Company as on the Effective Date.

Intellectual Property

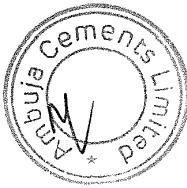
- (xxviii) All Intellectual Property Rights of the Transferor Company shall stand transferred to and vested in the Transferee Company.

***Inter se* Transactions**

- (xxix) Upon the coming into effect of this Scheme and with effect from the Appointed Date, all *inter-se* contracts and inter-corporate deposits, loans, advances including the issuance and allotment of 8% non-convertible cumulative redeemable preference shares issued by the Transferor Company to the Transferee Company and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Company and the Transferee Company, shall, *ipso facto*, stand discharged and cancelled, cease to operate and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given to such cancellation and cessation in the books of accounts and records of the Transferee Company. For the removal of doubt, it is clarified that in view of the above, there will be no accrual of income or expense on account of any transactions, including *inter-alia* any transactions in the nature of sale or transfer of any goods, materials or services, between the Transferor Company and the Transferee Company. For avoidance of doubt, it is hereby clarified that with effect from the Effective Date, there will be no accrual of interest or other charges in respect of any *inter se* loans, 8% non-convertible cumulative redeemable preference shares, deposits or balances between the Transferor Company and the Transferee Company.

Borrowing Limits; Corporate Approvals

- (xxx) Upon the coming into effect of this Scheme and with effect from the Appointed Date, the borrowing and investment limits of the Transferee Company under the Act shall be deemed without any further act or deed to have been enhanced by the borrowing and investment limits of the Transferor Company, such limits being incremental to the existing limits of the Transferee Company.



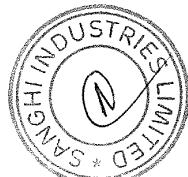
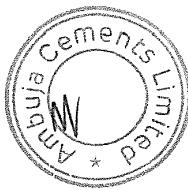
(xxxi) Any corporate approvals obtained by the Transferor Company, whether for purposes of compliance or otherwise, shall stand transferred to the Transferee Company and such corporate approvals and compliance shall be deemed to have been obtained and complied with by the Transferee Company.

Taxes

(xxxii) Upon the coming into effect of this Scheme and with effect from the Appointed Date, all Taxes payable by, or refundable to, the Transferor Company, including any refunds, claims or credits (including credits for income Tax, withholding Tax, advance Tax, self-assessment Tax, minimum alternate Tax, central value added Tax credit, goods and services Tax credits, other indirect Tax credits and other Tax receivables) shall be treated as the Tax liability, refunds, claims, or credits, as the case may be, of the Transferee Company, and any Tax incentives, benefits (including claims for unabsorbed Tax losses and unabsorbed Tax depreciation), advantages, privileges, exemptions, credits, Tax holidays, remissions or reductions, which would have been available to the Transferor Company, shall be available to the Transferee Company, and following the Effective Date, the Transferee Company shall be entitled to initiate, raise, add or modify any claims in relation to such Taxes on behalf of the Transferor Company.

Creditors

(xxxiii) Upon the coming into effect of this Scheme and with effect from the Appointed Date, the secured creditors of the Transferor Company and/or other holders of security over the properties of the Transferor Company, if any, shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Transferor Company, as existing immediately prior to the amalgamation of the Transferor Company with the Transferee Company and the secured creditors of the Transferee Company and/or other holders of security over the properties of the Transferee Company, if any, shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Transferee Company, as existing immediately prior to the amalgamation of the Transferor Company with the Transferee Company. It is hereby clarified that pursuant to the amalgamation of the Transferor Company with the Transferee Company, (a) the secured creditors of the Transferor Company and/or other holders of security over the properties of the Transferor Company, if any, shall not be entitled to any additional security over the properties, assets, rights, benefits and interest of the Transferee Company and therefore, such assets which are not currently encumbered shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Transferee Company; and (b) the secured creditors of the Transferee Company and/or other holders of security over the properties of the Transferee Company, if any, shall not be entitled to any additional security over the properties, assets, rights, benefits and interest of the Transferor Company and therefore, such



assets which are not currently encumbered shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Transferee Company.

2.1.3 Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Transferee Company shall undertake all necessary compliance in relation to the mining leases under the applicable Laws as may be required either before, during or after the effectiveness of the Scheme.

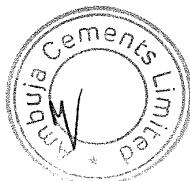
2.1.4 The Transferor Company and/or the Transferee Company, as the case may be, shall, at any time after this Scheme becoming effective in accordance with the provisions hereof, if so required under Law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Transferor Company. It is hereby clarified that if the consent of any third party or Governmental Authority, if any, is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Transferee Company pursuant to the sanction of this Scheme by the Tribunal, and upon this Scheme becoming effective in accordance with the provisions of the Act and with the terms hereof. For this purpose, the Transferee Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes.

2.1.5 The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

2.1.6 Without prejudice to the other provisions of the Scheme and notwithstanding the vesting of the Transferor Company into the Transferee Company by virtue of Part II of the Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under Law or otherwise, execute deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement in relation to which the Transferor Company has been a party, including any filings with the regulatory authorities in order to give formal effect to the above provisions and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company. The Transferee Company will, if necessary, also be a party to the above.

2.2 Business and property in trust and conduct of the business for the Transferee Company

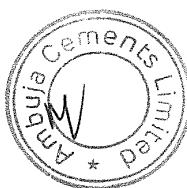
2.2.1 With effect from the Appointed Date and up to and including the Effective Date, the Transferor Company shall carry on its business with reasonable diligence and except in the ordinary course of business, the Transferor Company shall not, without the prior written consent of the Board of Directors of the Transferee Company or pursuant to any pre-existing obligation, sell, transfer or otherwise



alienate, charge, mortgage, encumber or otherwise deal with or dispose of any of the assets of the Undertaking of the Transferor Company or any part thereof.

2.2.2 With effect from the Appointed Date and up to and including the Effective Date:

- (a) the Transferor Company shall carry on and be deemed to have carried on its business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions for and on account of, and in trust for, the Transferee Company;
- (b) all profits and income accruing or arising to the Transferor Company, and losses and expenditure arising or incurred by it (including Taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including Taxes), as the case may be, of the Transferee Company;
- (c) all debts, liabilities, loans raised and used, liabilities and obligations incurred, duties and obligations as on the close of business on the date preceding the Appointed Date, whether or not provided in the books of the Transferor Company which arise or accrue to the Transferor Company on or after the Appointed Date, shall be deemed to be of the Transferee Company;
- (d) any of the rights, powers, authorities or privileges exercised by the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Transferor Company shall be deemed to have been undertaken for and on behalf of and as an agent for the Transferee Company; and
- (e) all Taxes (including, without limitation, income Tax, minimum alternate tax, tax deducted at source, sales Tax, goods and services tax, excise duty, customs duty, service Tax, VAT, entry Tax, etc.) paid or payable by the Transferor Company in respect of the operations and/or the profits of the Undertaking of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company and, in so far as it relates to the tax payment (including, without limitation, income Tax, minimum alternate tax, tax deducted at source, sales Tax, goods and services tax, excise duty, customs duty, service Tax, VAT, entry Tax, etc.), whether by way of deduction at source, advance Tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the Undertaking of the Transferor Company with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.



2.3 Consideration

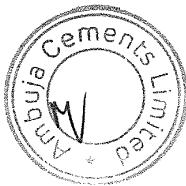
2.3.1 Upon the coming into effect of the Scheme and with effect from the Appointed Date, and in consideration of the transfer and vesting of the Undertaking in the Transferee Company:

- (i) the equity shares of the Transferor Company and held by the Transferee Company shall stand cancelled and extinguished and in lieu thereof, there shall be no allotment of any equity shares in the Transferee Company; and
- (ii) the Transferee Company shall, without any further application, act or deed, issue and allot to the equity shareholder(s) of the Transferor Company (other than the equity shareholder mentioned in sub-clause (i) above) whose names are recorded in the register of members as a member of the Transferor Company on the Record Date, 12 (Twelve) Transferee Company Shares, credited as fully paid-up, for every 100 (One Hundred) equity shares of the face value of Rs. 10/- (Rupees Ten only) each fully paid-up held by such equity shareholder in the Transferor Company (“**Share Exchange Ratio**”). The Transferee Company Shares to be issued by the Transferee Company to the shareholders of Transferor Company in accordance with this Clause 2.3.1 (ii) shall be hereinafter referred to as “**New Equity Shares**”.

2.3.2 In the event of there being any pending share transfers, whether lodged or outstanding, of any equity shareholder, the Board of the Transferor Company shall be empowered in appropriate cases, prior to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the equity shares in the Transferor Company and in relation to the shares issued by the Transferee Company, after the effectiveness of the Scheme. The Boards of Companies shall be empowered to remove any such difficulties as may arise in the implementation of this Scheme.

2.3.3 Where New Equity Shares are to be allotted to heirs, executors or administrators, successors of deceased equity shareholders or legal representatives of the equity shareholders of the Transferor Company, the concerned heirs, executors, administrators, successors or legal representatives shall be obliged to produce evidence of title satisfactory to the Transferee Company. The New Equity Shares to be issued to the equity shareholders in respect of such equity shares of the Transferor Company, the allotment or transfer of which is held in abeyance under applicable Law shall, pending allotment or settlement of dispute by order of the appropriate court or otherwise, also be kept in abeyance in a like manner by the Transferee Company.

2.3.4 The New Equity Shares of the Transferee Company allotted and issued in terms of Clause 2.3.1 (ii) above, shall be listed and/or admitted to trading on the Stock Exchanges, where the equity shares of the Transferee Company are listed and/or admitted to trading as on the Effective Date. The New Equity Shares of the Transferee Company shall, however, be listed subject to the Transferee Company obtaining the requisite approvals from all the relevant Governmental Authorities pertaining to the listing of the New Equity Shares of the Transferee Company. The



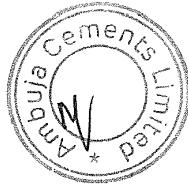
Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with applicable Law for complying with the formalities of the Stock Exchanges.

2.3.5 Upon the Scheme becoming effective and upon the New Equity Shares of the Transferee Company being issued and allotted by it to the equity shareholder(s) of the Transferor Company, in terms of Clause 2.3.1 (ii) above, whose names appear on the register of members as a member of the Transferor Company on the Record Date or whose names appear as the beneficial owners of the equity shares of the Transferor Company in the records of the depositories/register of members, as the case may be, as on the Record Date, the equity shares of the Transferor Company, both in electronic form and in the physical form, shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date.

2.3.6 The New Equity Shares of the Transferee Company to be allotted and issued to the equity shareholders of the Transferor Company as provided in Clause 2.3.1 (ii) above shall be subject to the provisions of the memorandum and articles of association of the Transferee Company and shall rank pari-pasu in all respects with the Transferee Company Shares after the Effective Date including in respect of dividend, if any, that may be declared by the Transferee Company on or after the Effective Date.

2.3.7 The issue and allotment of the New Equity Shares by the Transferee Company to the equity shareholders of the Transferor Company as provided in Clause 2.3.1 (ii) above, is an integral part thereof and shall be deemed to have been carried out without requiring any further act on the part of the Transferee Company or its shareholders and as if the procedure laid down under Section 62 or any other applicable provisions of the Act, as may be applicable, and such other statutes and regulations as may be applicable were duly complied with.

2.3.8 For the purposes of allotment of the New Equity Shares, pursuant to this Scheme, in case any Transferor Company's shareholder becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of the New Equity Shares by the Transferee Company in accordance with Clause 2.3.1 (ii) above, the Transferee Company shall not issue fractional shares to such equity shareholder and shall consolidate all such fractional entitlements and round up the aggregate of such fractions to the next whole number and shall, without any further application, act, instrument or deed, issue and allot such consolidated equity shares directly to an individual trust or a board of trustees or a corporate trustee nominated by the Transferee Company ("Trustee"), who shall hold such New Equity Shares with all additions or accretions thereto in trust for the benefit of the respective equity shareholders, to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such equity shares in the market at such price or prices at any time within a period of 90 (ninety) days from the date of allotment, and on such sale, distribute the net sale proceeds (after deduction of the expenses incurred and applicable income Tax) to the respective equity shareholders in the same proportion of their fractional entitlements. Any fractional entitlements from such net proceeds shall be rounded off to the next Rupee. It is clarified that any such distribution shall take place only on the sale of



all the fractional shares of the Transferee Company by the Trustee pertaining to the fractional entitlements.

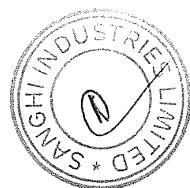
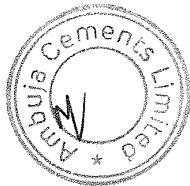
2.3.9 The New Equity Shares issued by the Transferee Company pursuant to Clause 2.3.1 (ii) above, shall be issued to the equity shareholders in demat form. The equity shareholders who hold equity shares in physical form should provide the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required, to the Transferee Company to enable it to issue the New Equity Shares. In case of equity shareholders for whom such details are not available with the Transferor Company and in case of the equity shareholders who hold equity shares in physical form, the Transferee Company shall deal with the issuance of the relevant New Equity Shares in such manner as may be permissible under the applicable Law, including by way of issuing the said New Equity Shares in dematerialised form to a demat account held by a trustee nominated by the Board of the Transferee Company or into an escrow account opened by the Transferee Company or an escrow agent nominated by it, with a depository, as determined by the Board of the Transferee Company, where such New Equity Shares of the Transferee Company shall be held for the benefit of such equity shareholders (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title). The New Equity Shares so held in such trustee's account or escrow account, as the case may be, shall be transferred to the respective equity shareholders once such equity shareholder provides details of his/her/its demat account to the Transferee Company, along with such documents as may be required by the Transferee Company. The respective equity shareholders shall have all the rights of the shareholders of the Transferee Company, including the right to receive dividend, voting rights and other corporate benefits, pending such transfer of the said New Equity Shares from the said trustee's account or the escrow account, as the case may be. All costs and expenses incurred in this respect shall be borne by Transferee Company.

2.3.10 The New Equity Shares to be issued by the Transferee Company pursuant to Clause 2.3.1 (ii) above in respect of such equity shares of the Transferor Company as are subject to lock-in pursuant to applicable Law, if applicable, shall remain locked-in as required under the applicable Law.

2.3.11 In the event, the Transferor Company or the Transferee Company restructures their equity share capital by way of share split/consolidation/issue of bonus shares during the pendency of the Scheme, the Share Exchange Ratio shall be adjusted accordingly, to consider the effect of any such corporate actions.

2.3.12 The New Equity Shares allotted pursuant to the Scheme shall remain frozen in the depositories system until listing/trading permission is given by the Stock Exchanges.

2.3.13 The New Equity Shares to be issued in lieu of the cancelled shares of the equity shareholders held in the unclaimed suspense account of the Transferor Company shall be issued to a new unclaimed suspense account created for the equity shareholders of the Transferee Company. The New Equity Shares to be issued in lieu of cancelled equity shares of the equity shareholders held in the Investor



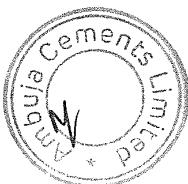
Education and Protection Fund Authority (“IEPF”) shall be issued to IEPF in favour of such equity shareholders.

2.4 Accounting Treatment

Accounting Treatment in the books of the Transferee Company

Notwithstanding anything else contained in the Scheme, the Transferee Company shall account for the amalgamation of the Transferor Company in its books of accounts in accordance with Pooling of Interest Method of accounting as laid down in Appendix C of Indian Accounting Standards (“Ind AS”) 103 (Business Combinations of entities under common control) notified under Section 133 of the Act, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, and the date of such accounting treatment would be in accordance with the applicable Ind AS.

- 2.4.1 The Transferee Company shall record the assets and liabilities, if any, of the Transferor Company vested in it pursuant to this Scheme, at the carrying values as appearing in the consolidated financial statements of the Transferee Company.
- 2.4.2 The identity of the reserves of the Transferor Company shall be preserved and the Transferee Company shall record the reserves of the Transferor Company in the same form and at the carrying amount as appearing in the consolidated financial statements of Transferee Company.
- 2.4.3 Pursuant to the amalgamation of the Transferor Company with the Transferee Company, the inter-company balances between the Transferee Company and the Transferor Company, if any, appearing in the books of the Transferee Company shall stand cancelled and there shall be no further obligation in that behalf.
- 2.4.4 The value of investments held by the Transferee Company in the Transferor Company shall stand cancelled pursuant to amalgamation.
- 2.4.5 The consideration issued by the Transferee Company to the equity shareholders of the Transferor Company, as prescribed in clause 2.3 of this Scheme, shall be recognised at nominal /face value and credited to the Equity Share Capital.
- 2.4.6 The surplus, if any arising after taking the effect of clause 2.4.1, 2.4.2, 2.4.4 and 2.4.5, after giving effect to adjustment of clause 2.4.3 shall be transferred to Capital Reserve in the financial statements of the Transferee Company and should be presented separately from other Capital Reserves with disclosure of its nature and purpose in the notes. The deficit, if any, arising after taking the effect of clauses 2.4.1, 2.4.2, 2.4.4 and 2.4.5, after giving effect to adjustment of clause 2.4.3 shall be transferred to Retained Earnings in the financial statements of the Transferee Company.
- 2.4.7 In case of any differences in accounting policies between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee



Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

2.4.8 Comparative financial information in the standalone financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period presented.

2.4.9 For accounting purposes, the Scheme will be given effect when all substantial conditions for the transfer of the Transferor Company are completed.

2.4.10 Any matter not dealt with hereinabove shall be dealt with in accordance with the requirement of applicable Ind AS.

Accounting Treatment in the books of the Transferor Company

2.4.11 As the Transferor Company shall stand dissolved without being wound up, upon the Scheme becoming effective, hence no accounting treatment is being prescribed under this Scheme in the books of the Transferor Company.

2.5 Dissolution of the Transferor Company

2.5.1 Upon the coming into effect of this Scheme, the Transferor Company shall stand dissolved without being wound up, without any further act or deed.

2.5.2 The Transferor Company's name shall be removed from the RoC by the RoC upon this Scheme becoming effective.

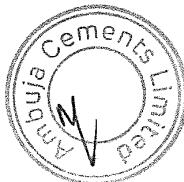
2.6 Reorganisation of the Authorised Share Capital of the Transferor Company

2.6.1 Upon the Scheme becoming effective and with effect from the Appointed Date, and as an integral part of the Scheme, the authorised share capital of the Transferor Company shall be reclassified/reorganised such that each equity share of Rs. 10/- (Rupees Ten only) of the Transferor Company shall stand reclassified/reorganised as 5 (Five) equity share of Rs. 2/- (Rupees Two only) each.

2.6.2 It is clarified that the approval of the equity shareholder(s) of the Transferor Company to this Scheme shall be deemed to be their consent/approval to the reclassification of the authorised share capital envisaged under this Clause of the Scheme, as required under Sections 13, 61 and other applicable provisions of the Act.

2.7 Consolidation of the Authorised Share Capital of the Transferor Company with the Authorised Share Capital of the Transferee Company

2.7.1 Upon the Scheme becoming effective and with effect from the Appointed Date, and pursuant to the reclassification and reorganization of the resultant authorized share capital of the Transferor Company as set out in Clause 2.6 above, the resultant authorized share capital of the Transferor Company shall stand transferred to and be amalgamated/combined with the authorized share capital of the Transferee



Company. The fees or stamp duty, if any, paid by the Transferor Company on its authorized share capital shall be deemed to have been so paid by the Transferee Company on the combined authorized share capital, and the Transferee Company shall not be required to pay any fee/stamp duty for the increase of the authorized share capital. The authorised share capital of the Transferee Company will automatically stand increased to that effect by simply filing the requisite forms with the RoC and no separate procedure or instrument or deed shall be required to be followed under the Act.

2.7.2 Clause V. of the memorandum of association of the Transferee Company (relating to the authorised share capital) shall, upon this Scheme becoming effective, and without any further act, instrument or deed, be altered, modified and amended pursuant to sections 13, 61 and 64 and other applicable provisions of the Act.

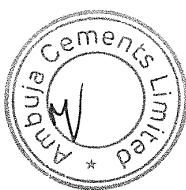
2.7.3 For the avoidance of doubt, it is clarified that, in case, the authorised share capital of the Transferee Company undergoes any change, either as a consequence of Adani Cementation Merger Scheme and/or Penna Cement Merger Scheme and/or any corporate actions or otherwise, then Clause 2.7.1 shall automatically stand increased/modified/adjusted to take into account the effect of such change.

2.7.4 The approval of this Scheme by the equity shareholders of the Transferee Company under sections 230 to 232 of the Act, shall be deemed to have been an approval under section 13, section 61 and 64 or any other applicable provisions under the Act and no further resolution(s) would be required to be separately passed in this regard.

2.8 Reclassification of Persons from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company

2.8.1 The Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification: (a) do not exercise control over the affairs of the Transferor Company and the Transferee Company either directly or indirectly; (b) do not have any special rights with respect to the Transferor Company and the Transferee Company through any formal or informal arrangements including through any shareholder agreements; (c) are not represented on the board of directors of the Transferor Company and the Transferee Company including a nominee director; (d) do not act as a key managerial personnel in the Transferor Company and the Transferee Company; (e) have not been declared 'wilful defaulter' as per the guidelines issued by the Reserve Bank of India; and (f) are not fugitive economic offenders. Pursuant to the effectiveness of the Scheme, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification shall also not hold more than 10% (ten percent) of the total voting rights in the Transferee Company. Accordingly, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification shall satisfy the conditions set out in Regulation 31A(3)(b) of the SEBI LODR.

2.8.2 As an integral part of the Scheme and upon the coming into effect of this Scheme, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification shall be reclassified from 'Promoter and



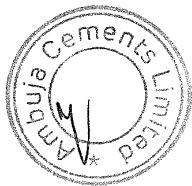
Promoter Group' category to 'Public' category in the Transferee Company in terms of the applicable provisions of the Act and rules made thereunder, SEBI ICDR Regulations, SEBI LODR and other applicable regulations notified under the SEBI Act and other applicable provisions under the applicable Laws. As the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification shall be reclassified from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company as an integral part of the Scheme, it shall be deemed that the Transferee Company has complied with all approval requirements, as required under applicable provisions of the Act and rules made thereunder, SEBI ICDR Regulations, SEBI LODR and other applicable regulations notified under the SEBI Act and other applicable provisions under the applicable Laws for seeking the aforesaid reclassification.

2.8.3 Upon the coming into effect of this Scheme, the shareholding of the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification in the Transferee Company shall be as set out in Schedule II.

2.8.4 On approval of the Scheme by the Board and the equity shareholders of each of the Companies pursuant to Sections 230 to 232 and other relevant provisions of the Act and rules made thereunder, the SEBI Schemes Master Circular and SEBI LODR, it shall be deemed that the Board and equity shareholders of the Transferee Company have accorded their consent for such reclassification under the applicable provisions of the Act and rules made thereunder, SEBI ICDR Regulations, SEBI LODR and other applicable regulations notified under the SEBI Act and other applicable provisions under the applicable Laws, as may be applicable for effecting the aforesaid reclassification of the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company, and no further resolution or actions, including compliance with any procedural requirements, shall be required to be undertaken by the Transferee Company under the applicable provisions of the Act and rules made thereunder, SEBI ICDR Regulations, SEBI LODR and other applicable regulations notified under the SEBI Act and other applicable provisions under the applicable Laws, as may be applicable. Upon the coming into effect of this Scheme, the Transferee Company shall, if required, file all necessary documents/intimations and make payment of any necessary fees as per the provisions of the SEBI ICDR Regulations, SEBI LODR or any other applicable regulations notified under the SEBI Act and other applicable Laws.

2.9 Matters Relating to Tax in respect of the Undertaking

2.9.1 The provisions of Part II of this Scheme are intended to comply with the conditions relating to "Amalgamation" as specified under section 2(1B) of the Income Tax Act. If, at a later date, any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of section 2(1B) of the Income Tax Act, including as a result of an amendment of Law or the enactment of a new legislation or for any other reason whatsoever, the provisions of section 2(1B) of the Income Tax Act, or a corresponding provision of any amended or newly enacted Law, shall prevail and the Scheme shall stand modified to the extent



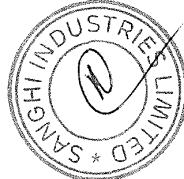
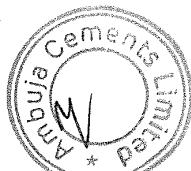
determined necessary to comply with section 2(1B) of the Income Tax Act or a corresponding provision of any amended or newly enacted Law. Such modification(s) will, however, not affect the other parts of the Scheme. The power to make such modification(s), if necessary, shall vest with the Boards of Directors of the Transferor Company and the Transferee Company, which power shall be exercised reasonably in the best interest of the Transferor Company, the Transferee Company and their respective shareholders and creditors in accordance with Clause 3.2. In addition, upon the Scheme becoming effective:

- (i) to the extent required, the Transferor Company and the Transferee Company are permitted to revise and file their respective income Tax returns, withholding Tax returns (including Tax deducted at source certificates and Tax collected at source certificates), sales Tax, value added Tax, service Tax, central sales Tax, entry Tax, octroi, local Tax Law, excise and central value added Tax duty Laws, custom duty Laws, goods and services Tax returns and any other Tax returns, even if the time limits prescribed under the Income Tax Act have lapsed and that the Transferee Company is also expressly permitted to claim refunds/credits in respect of any transaction by and between the Transferor Company and the Transferee Company; and
- (ii) the Transferee Company shall be entitled to: (a) claim deduction with respect to items such as provisions, expenses, etc. disallowed in earlier years in the hands of the Transferor Company, which may be allowable in accordance with the provisions of the Income Tax Act on or after the Appointed Date; and (b) exclude items such as provisions, reversals, etc. for which no deduction or Tax benefit has been claimed by the Transferor Company prior to the Appointed Date.

2.9.2 Upon the Scheme becoming effective, notwithstanding anything to the contrary contained in the provisions of this Scheme, all accumulated Tax loss and unabsorbed Tax depreciation of the Transferor Company as on the Appointed Date, shall, for all purposes, be treated as accumulated Tax loss and unabsorbed Tax depreciation of the Transferee Company. It is further clarified that any business loss and unabsorbed depreciation of the Transferor Company as specified in its books of account shall be included as business loss and unabsorbed depreciation of the Transferee Company for the purposes of computation of minimum alternate Tax.

2.9.3 Upon the Scheme becoming effective, the Transferee Company shall be entitled to claim refunds (including refunds or claims pending with the Tax authorities) or credits, with respect to Taxes paid by, for, or on behalf of, the Transferor Company under applicable Laws, including income Tax, minimum alternate Tax, Tax deducted at source, sales Tax, value added Tax, service Tax, entry Tax, custom duty, goods and services Tax or any other Tax, whether or not arising due to an inter-se transactions between the Transferor Company and the Transferee Company, even if the prescribed time limits for claiming such refunds or credits have lapsed.

2.9.4 Upon the Scheme becoming effective and with effect from the Appointed Date, all Taxes, cess, duties and liabilities (direct and indirect), payable by or on behalf of



the Transferor Company, including any taxes paid and taxes deducted at source and deposited by the Transferee Company on inter se transactions between the Appointed Date and Effective Date, shall, for all purposes, be treated as Taxes, cess, duties and liabilities, as the case may be, of the Transferee Company.

2.9.5 Upon the Scheme becoming effective and with effect from the Appointed Date, all unavailed credits and exemptions and other statutory benefits, including in respect of income Tax, central value added Tax, customs, value added Tax, sales Tax, service Tax, entry Tax and goods and services Tax to which the Transferor Company is entitled shall be available to and vest in the Transferee Company, without any further act or deed.

2.9.6 Any Tax liabilities under the Income Tax Act or other applicable Tax Laws or regulations allocable to the Transferor Company, whether or not provided for or covered by any Tax provisions in the accounts of the Transferor Company made as on the date immediately preceding the Appointed Date, shall be transferred to the Transferee Company. Any surplus in the provision for Taxation or duties or levies in the accounts of the Transferor Company, including advance Tax and Tax deducted at source as on the close of business in India on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company.

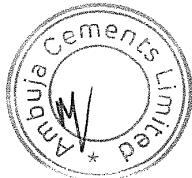
2.9.7 All Tax assessment proceedings and appeals of whatsoever nature by or against the Transferor Company, pending or arising as at the Effective Date, shall be continued and/or enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company. Further, the aforementioned proceedings shall neither abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company with the Transferee Company or anything contained in this Scheme.

2.9.8 Any refund under the Income Tax Act or any other Tax Laws related to or due to the Transferor Company, including those for which no credit is taken as on the date immediately preceding the Effective Date, shall also belong to and be received by the Transferee Company.

2.9.9 Without prejudice to the generality of the above, all benefits, incentives, claims, losses, credits (including income Tax, service Tax, excise duty, goods and services Tax and applicable state value added Tax) to which the Transferor Company is entitled to in terms of applicable Tax Laws, shall be available to and vest in the Transferee Company from the Effective Date.

2.10 Saving of concluded transactions

2.10.1 The transfer of assets, properties and liabilities and the continuance of proceedings by or against the Transferor Company under Clause 2.1.2 above shall not affect any transaction or proceedings already concluded by the Transferor Company on and after the Appointed Date until the Effective Date, to the end and intent that the Transferee Company accept and adopt all acts, deeds and things done and executed



by the Transferor Company in respect thereto as done and executed on behalf of the Transferee Company.

PART III

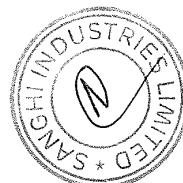
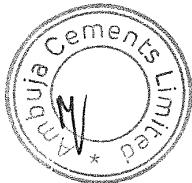
3. GENERAL TERMS AND CONDITIONS

3.1. Applications to the Tribunal

- 3.1.1. The Companies shall make necessary applications and/or petitions pursuant to sections 230 to 232 of the Act and other applicable provisions of the Act to the Tribunal for approval of the Scheme and all matters ancillary or incidental thereto, as may be necessary to give effect to the terms of the Scheme.
- 3.1.2. The Companies shall be entitled, pending the effectiveness of the Scheme, to apply to any Governmental Authority, if required, under any Law for such consents and approvals, which the respective Companies may require to effect the transactions contemplated under the Scheme, in any case subject to the terms as may be mutually agreed between the relevant Companies.

3.2. Modification or Amendments to the Scheme

- 3.2.1. Subject to Clause 3.2.4., the Companies may mutually, by their respective Boards of Directors or such other person or persons, as the respective Boards of Directors, may authorize, may make and/or consent to (i) any modifications/amendments to the Scheme (including but not limited to the terms and conditions thereof); or (ii) to any conditions or limitations that the Tribunal or any other Governmental Authority may deem fit to direct or impose; or (iii) modification/amendment which may otherwise be considered necessary, desirable or appropriate by them. No further approval of the shareholders or creditors of any of the Companies shall be necessary for giving effect to the provisions of this Clause.
- 3.2.2. The Companies, by their respective Boards of Directors or such other person or persons, as the respective Boards of Directors may authorize (including any committee or sub-committee thereof), shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any authorities or otherwise howsoever arising out of, or under, or by virtue of the Scheme and/or any matter concerned or connected therewith.
- 3.2.3. For the purpose of giving effect to this Scheme or to any modifications or amendments or additions thereto, the respective Board of Directors of the Companies may jointly give and are hereby jointly authorised to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all the Companies, in the same manner as if the same were specifically incorporated in this Scheme.



3.2.4. Notwithstanding anything stated in Clauses 3.2.1., 3.2.2. and 3.2.3. hereinabove, no amendments or changes to the Scheme shall be carried out or be permissible unless and until the same are approved by the Tribunal before which the Companies have filed the petition for sanctioning the Scheme.

3.3. Scheme conditional upon approvals/sanctions

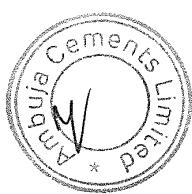
Unless otherwise decided (or waived) by the Companies, the effectiveness of the Scheme is and shall be conditional upon and subject to the fulfilment or waiver (to the extent permitted under applicable Law) of the following conditions precedent:

- (a) the requisite Stock Exchanges Approval having been obtained by the Companies in relation to the Scheme;
- (b) the Scheme being approved by the requisite majority of public shareholders of the Transferor Company and the Transferee Company (by way of e-voting), respectively, as required under the SEBI Schemes Master Circular;
- (c) the Scheme being approved by the respective requisite majorities of the classes of members and creditors (where applicable) of the Companies in accordance with the Act or dispensation having been received from the Tribunal in relation to obtaining such approval from the shareholders and/or creditors or any Law permitting the respective Companies not to convene the meetings of its shareholders and/or creditors;
- (d) the Scheme being confirmed/approved by the Tribunal, either on terms as originally approved by the Companies, or subject to such modifications approved by the Tribunal, which shall be in form and substance acceptable to the Companies, each acting reasonably and in good faith; and
- (e) certified copies of the confirmation orders of the Tribunal confirming/sanctioning the Scheme being filed with the RoC by the respective Companies.

3.4. Dividends

3.4.1. The Companies shall be entitled to declare and pay dividends, whether interim and/or final, to their respective shareholders prior to the Effective Date, but only in the ordinary course of business.

3.4.2. It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the respective Companies to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Companies, and if applicable in accordance with the provisions of the Act, be subject to the approval of the shareholders of the respective Companies.



3.5. Interpretation

3.5.1. If any terms or provisions of this Scheme are found to be or interpreted to be inconsistent with any provisions of Law at a later date, whether as a result of any amendment of Law or any judicial or executive interpretation or for any other reason whatsoever, the provisions of the Law shall prevail. Subject to obtaining the sanction of the Tribunal, if necessary, this Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will, however, not affect other parts of this Scheme. Notwithstanding the other provisions of this Scheme, the power to make such amendments/modifications as may become necessary, whether before or after the Effective Date, shall, subject to obtaining the sanction of the Tribunal if necessary, vest with the Board of Directors of the respective Companies, which power shall be exercised reasonably in the best interests of the Companies and their respective shareholders.

3.6. Severability

3.6.1. If any part of this Scheme is invalid, ruled illegal by any court of competent jurisdiction, or unenforceable under present or future Law, then it is the intention of the Companies that such part shall be severable from the remainder of the Scheme. Further, if the deletion of such part of this Scheme may cause this Scheme to become materially adverse to the Companies, then in such case the Companies shall attempt to bring about a modification in the Scheme, as will best preserve for the Companies the benefits and obligations of the Scheme, including but not limited to such part.

3.6.2. If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the mutual agreement of the Companies, affect the validity or implementation of the other parts and/or provisions of this Scheme.

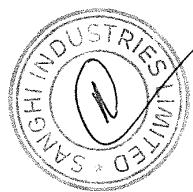
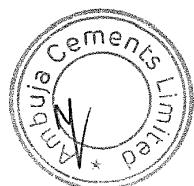
3.7. No cause of action

3.7.1. No third party claiming to have acted or changed its position in anticipation of this Scheme taking effect, shall get any cause of action against the respective Companies or their respective directors or officers, if the Scheme does not take effect or is withdrawn, amended or modified for any reason whatsoever.

3.8. Effect of Non-Receipt of Approvals; Withdrawal

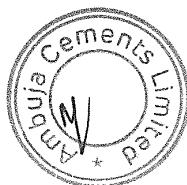
3.8.1. In the event of any of the said confirmations/sanctions and approvals not being obtained and/or the Scheme not being confirmed/sanctioned by the Tribunal, the Scheme shall become null and void and the Companies shall bear and pay their respective costs, charges and expenses for and/or in connection with the Scheme.

3.8.2. The Companies, acting through their respective Board of Directors, may mutually agree in writing to withdraw this Scheme from the Tribunal.



3.9. Costs and Expenses

3.9.1. All costs, duties, levies, fees, charges and expenses payable by the Companies in relation to or in connection with the Scheme and/or incidental to the completion of the Scheme shall be borne and paid by the Transferee Company.

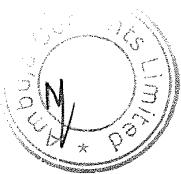


SCHEDULE I

**SHAREHOLDING OF THE PROMOTERS/PERSONS BELONGING TO THE
PROMOTER GROUP/PERSONS RELATED TO THE PROMOTERS OF THE
TRANSFEROR COMPANY SEEKING RECLASSIFICATION IN THE
TRANSFeree COMPANY AS ON SEPTEMBER 30, 2024**

Sr. No.	Name of the Shareholder	Category	No. of Shares	Shareholding (%)
1	SZF Private Limited	Promoter Group	68,84,000	2.66
2	Sanghi Threads Private Limited	Promoter Group	17,54,000	0.68
3	Sanghi Filaments Private Limited	Promoter Group	22,87,500	0.89
4	Sanghi Poly Zips Private Limited	Promoter Group	14,82,500	0.57
5	Sanghi Synthetics Private Limited	Promoter Group	16,75,000	0.65
6	Alpha Zippers Private Limited	Promoter Group	16,75,000	0.65
7	Fancy Zippers Private Limited	Promoter Group	14,68,750	0.57
8	Balaji Zippers Private Limited	Promoter Group	27,75,000	1.07
9	SKK Zippers Private Limited	Promoter Group	35,75,000	1.38
10	Maruti Fastners Private Limited	Promoter Group	14,68,750	0.57
11	Shri Ravi Sanghi**	Promoter	24,12,800	0.93
12	Shri Ram Sharan Sanghi	Promoter Group	1,87,000	0.07
13	Smt. Kamala Rani Sanghi	Promoter Group	1,40,250	0.05
14	Shri Gireesh Kumar Sanghi	Promoter Group	13,42,478	0.52
15	Smt. Alka Sanghi	Promoter Group	10,74,150	0.42
16	Ms. Aarti Sanghi	Promoter Group	3,43,750	0.13
17	Shri Gireesh Sanghi HUF	Promoter Group	78,66,000	3.04
18	Shri Ashish Sanghi	Promoter Group	26,39,710	1.02
19	Shri Gaurav Sanghi	Promoter Group	26,47,300	1.02
20	Smt. Anita Sanghi	Promoter Group	0.00	0.00
21	Ms. Ekta Gupta	Promoter Group	0.00	0.00
22	Mr. Aditya Sanghi	Promoter Group	0.00	0.00
23	Mr. Alok Sanghi	Promoter Group	0.00	0.00
24	Flarezeal Solutions LLP	Promoter Group	0.00	0.00
25	Thinkfar Tradelink Pvt. Ltd.	Promoter Group	0.00	0.00
26	Sanghi Polymers Pvt. Ltd.	Promoter Group	0.00	0.00
27	Samrudhhi Investors Services Pvt. Ltd.	Promoter Group	0.00	0.00
	Total		4,36,98,938	16.92

** Please note that 24,12,800 equity shares are held in the name of Sanghi Polymers Limited ("SPL"). SPL has sold / transferred these shares to Mr. Ravi Sanghi and relevant disclosure were made to the Stock Exchanges by the Transferor Company in the year 2014, however due to pledge of shares etc., these shares could not get transferred to demat account of Mr. Ravi Sanghi till date. The Transferor Company shows the said 24,12,800 shares in the name of Mr. Ravi Sanghi in its quarterly shareholding pattern filed with the Stock Exchanges since then.



SCHEDULE II

**SHAREHOLDING OF THE PROMOTERS/PERSONS BELONGING TO THE
PROMOTER GROUP/PERSONS RELATED TO THE PROMOTERS OF
TRANSFEROR COMPANY SEEKING RECLASSIFICATION IN THE
TRANSFeree COMPANY AS ON THE EFFECTIVE DATE**

Sr. No.	Name of the Shareholder	Category	No. of Shares	Shareholding (%)
1	SZF Private Limited	Public	8,26,080	0.03
2	Sanghi Threads Private Limited	Public	2,10,480	0.01
3	Sanghi Filaments Private Limited	Public	2,74,500	0.01
4	Sanghi Poly Zips Private Limited	Public	1,77,900	0.01
5	Sanghi Synthetics Private Limited	Public	2,01,000	0.01
6	Alpha Zippers Private Limited	Public	2,01,000	0.01
7	Fancy Zippers Private Limited	Public	1,76,250	0.01
8	Balaji Zippers Private Limited	Public	3,33,000	0.01
9	SKK Zippers Private Limited	Public	4,29,000	0.02
10	Maruti Fastners Private Limited	Public	1,76,250	0.01
11	Shri Ravi Sanghi**	Public	2,89,536	0.01
12	Shri Ram Sharan Sanghi	Public	22,440	0
13	Smt. Kamala Rani Sanghi	Public	16,830	0
14	Shri Gireesh Kumar Sanghi	Public	1,61,097	0.01
15	Smt. Alka Sanghi	Public	1,28,898	0.01
16	Ms. Aarti Sanghi	Public	41,250	0
17	Shri Gireesh Sanghi HUF	Public	9,43,920	0.04
18	Shri Ashish Sanghi	Public	3,16,765	0.01
19	Shri Gaurav Sanghi	Public	3,17,676	0.01
20	Smt. Anita Sanghi	Public	0	0
21	Ms. Ekta Gupta	Public	0	0
22	Mr. Aditya Sanghi	Public	0	0
23	Mr. Alok Sanghi	Public	0	0
24	Flarezeal Solutions LLP	Public	0	0
25	Thinkfar Tradelink Pvt. Ltd.	Public	0	0
26	Sanghi Polymers Pvt. Ltd.	Public	0	0
27	Samrudhhi Investors Services Pvt. Ltd.	Public	0	0
	Total		5,243,873	0.21

** Upon the Scheme becoming effective, the Transferee Company shall follow the disclosure in line with the note as per the SCHEDULE I above.





**Fair Equity Share Exchange Ratio
in relation to the
'Scheme of Arrangement'**

December 2024



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HO
The Ruby, Level 9, North West Wing
Senapati Bapat Marg, Dadar (W),
Mumbai 400028, INDIA

Ref. No.: MG/Dec17-235/2024

December 17, 2024

To,

The Board of Directors

Sanghi Industries Limited

Corporate Office:

Adani Corporate House, Shantigram,
Near Vaishno Devi Circle, S. G. Highway, Khodiyar,
Ahmedabad - 382 421, Gujarat, India.

Dear Sir(s)/ Madam(s),

**Subject: Recommendation of Fair Equity Share Exchange Ratio in relation to the Proposed Scheme
Of Arrangement between Sanghi Industries Limited ('Transferor Company') and Ambuja
Cements Limited ('Transferee Company') and their respective shareholders under Sections
230 to 232 of the Companies Act, 2013**

We, BDO Valuation Advisory LLP ('BDO Val' or 'We' or 'Us') bearing LLP identity no. AAN 9463, have been appointed by Sanghi Industries Limited ('the Client' or 'SIL' or 'Transferor Company') vide engagement letter dated November 27, 2024 bearing reference number MG/Nov273/2024 to recommend the fair equity share exchange ratio with respect to the amalgamation of the Transferor Company with and into Ambuja Cements Limited ('ACL' or 'Transferee Company') on a going concern basis, as per the Proposed Scheme of Arrangement between SIL and ACL and their respective shareholders under sections 230 to 232 of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended (the 'Rules') ("the Proposed Scheme").

SIL and ACL shall be collectively referred as (the 'Companies').

We are pleased to present herewith our report ('Report') on the same. We have determined the fair equity share exchange ratio for the Proposed Scheme as at the December 16, 2024 ('Valuation Date').

We hereby confirm that we have no present or planned future interest in the Companies except to the extent of our appointment as a registered valuer for this Report.

We have considered the valuation base as 'Fair Value' and the premise of value is 'going concern' for estimating the value of the Companies. We hereby confirm that the valuation is carried out as per International Valuation Standards ('IVS'). Any change in the valuation base or the premise could have a significant impact on the outcome of the valuation exercise, and therefore, this Report.

BDO Valuation Advisory LLP, an Indian limited liability partnership firm, with LLP Identity No. AAN 9463, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Head Office: The Ruby, Level 9, North West Wing, Senapati Bapat Marg, Dadar (W), Mumbai 400028, INDIA





A summary of the analysis is presented in the accompanying Report, as well as description of the methodology and procedure we used, and the factors we considered in formulating our opinion.

We believe that our analysis must be considered as a whole. Selecting portion of our analysis or the factors we considered, without considering all factors and analysis together could create a misleading view of the process underlying the valuation conclusions. The preparation of valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis.

This letter should be read in conjunction with the attached report.

For BDO Valuation Advisory LLP
IBBI Regn No.: IBBI/RV-E/02/2019/103



VRN Number: IOVRVF/BDO/2024-2025/4417

Name: Mandar Vikas Gadkari

Designation: Partner

IBBI Regn No.: IBBI/RV/06/2018/10500

Encl.: As Above



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1. Brief Background of the Companies

Ambuja Cements Limited ('ACL' or the 'Transferee Company')

1. Ambuja Cements Limited (CIN: L26942GJ1981PLC004717) is a public limited company incorporated under the Companies Act, 1956, having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat - 382 421, India.
2. The Transferee Company is engaged in the business of manufacturing cement and cement related products.
3. The equity shares of ACL are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). BSE and NSE shall collectively be referred as 'Stock Exchanges'. The global depository receipts issued by the Transferee Company are listed on the Luxembourg Stock Exchange.
4. The authorised share capital and the issued, subscribed and fully paid-up share capital of ACL, as on November 30, 2024 was as follows:

Particulars	INR Mn
<u>Authorised Share Capital</u>	
40,017,500,000 equity shares of INR 2/- each	80,035.0
150,000,000 preference shares of INR 10/- each	1,500.0
Total	81,535.0
<u>Issued Share Capital</u>	
2,463,449,998* equity shares of INR 2/- each	4,926.9
<u>Subscribed & Fully Paid-up Share Capital</u>	
2,463,123,478* equity shares of INR 2/- each #	4,926.2
Total	4,926.2

Source : Management of ACL

* As per information provided by the management of ACL, The issued and paid-up share capital includes 13,39,841 equity shares represented by 13,39,841 global depository receipts as on November 30, 2024.

The difference of 3,26,520 equity shares between issued, subscribed and paid-up capital is on account of past issuance of right shares which are in abeyance.

5. The summarized shareholding pattern of ACL as on September 30, 2024, is as follows:

Shareholder Category	No. of Equity Shares	% Holding
I. Promoter and Promoter Group	1,66,33,81,052	67.57%
II. Public	79,84,02,585	32.43%
II. Public (GDRs - No voting rights)*	13,39,841	0.00%
Total	2,46,31,23,478	100.00%



*It represents 13,39,841 non promoter, non-public shares (GDR) which does not have voting rights.

Source: Management of ACL

1.6. The Transferee Company is the holding company of the Transferor Company and as of November 30, 2024, holds 58.08% of the paid-up share capital of the Transferor Company.

The Transferee Company is designated as the Promoter with sole management control by the Transferor Company on BSE and NSE.

Sanghi Industries Limited ('SIL' or the 'Transferor Company')

1.7. Sanghi Industries Limited (CIN: L18209TG1985PLC005581) is a public limited company incorporated under the Companies Act, 1956, having its registered office at Sanghinagar P O, Hayath nagar Mandal, R.R District, Hyderabad 501511, Telangana, India. We understand that application for transfer of Registered Office is submitted to ROC.

1.8. The Transferor Company is mainly engaged in the business of manufacturing cement and cement products.

1.9. The equity shares of the Transferor Company are listed on the BSE and NSE.

1.10. The authorised share capital and the issued, subscribed and fully paid-up share capital of SIL, as on November 30, 2024, was as follows:

Particulars	INR Mn
<u>Authorised Share Capital</u>	
350,000,000 equity shares of INR 10/- each	3,500.0
220,00,00,000 preference shares of Rs. 10/- each	22,000.0
Total	25,500.0
<u>Issued, Subscribed & Fully Paid-up Share Capital</u>	
258,326,000 equity shares of INR 10/- each	2,583.3
220,00,00,000 - 8% non-convertible cumulative redeemable preference shares of Rs. 10/- each fully paid-up	22,000.0
Total	24,583.3

Source : Management of SIL

1.11. We have been informed by the management and representatives of SIL that there has been no change in the above share capital of SIL from November 30, 2024, till the date of issuance of this Report.

1.12. As per the annual report of SIL for FY 2023-24, Post the acquisition, the Company has entered into a Master Supply Agreement and Master Service Agreement (collectively referred to as "MSA") with ACL and ACC Limited ('ACC'). The MSA covers the purchase/sale of raw materials, spare parts, and





availing/rendering of services. Under the MSA, ACL and ACC will bulk purchase clinker and cement produced by the Company, which will be sold under the Ambuja/ACC brand.

2. Purpose of Valuation

- 2.1. The management of SIL / ACL has informed us that they are proposing merger of SIL with and into ACL in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 or any statutory modifications, re-enactment or amendments thereof for the time being in force read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended from time to time and all other applicable provisions, if any, of the Act and any other applicable law for the time being in force including the applicable provisions of Securities and Exchange Board of India ('SEBI') Guidelines and the rules.
- 2.2. In this regard, we have been appointed to undertake the valuation to recommend the fair equity share exchange ratio for merger of SIL with and into ACL as per the Proposed Scheme ('Purpose').
- 2.3. The Appointed Date for the Scheme is April 01, 2024.
- 2.4. Further, we understand that by way of separate schemes of amalgamation, it is proposed
 - (a) to merge Adani Cementation Limited (a wholly owned subsidiary of Adani Enterprises Limited) with the Transferee Company ('Adani Cementation Merger Scheme'); and
 - (b) to merge Penna Cement Industries Limited (a subsidiary of the Transferee Company) with the Transferee Company ('Penna Cement Merger Scheme').

3. Terms of Engagement

Context and Purpose

- 3.1. BDO Val has been appointed to determine the fair equity share exchange ratio for the Proposed Scheme of Arrangement as mentioned in para 2.1 and 2.2 of this Report. This valuation exercise and Valuation Report are solely for the purpose mentioned in the Report.

Restricted Audience

- 3.2. This Report and the information contained herein are absolutely confidential and are intended for the use of the Client only for submitting to the statutory authorities for compliance under section sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and applicable provisions and circular issued by SEBI applicable to the Proposed Scheme. The results of our valuation analysis and our Report cannot be used or relied by the Companies for any other purpose or by any other party for any purpose whatsoever.
- 3.3. This Report will be placed before the Audit Committee/Independent Director's committee/ the Board of Directors of SIL and intended only for their sole use and information only. To the extent mandatorily required under applicable laws of India, this Report maybe produced before judicial, regulatory or government authorities, in connection with the Proposed Scheme. We are not





responsible to any other person or party, for any decision of such person or party based on this Report. Any person or party intending to provide finance/ invest in the shares/ business of the Companies or their holding companies, subsidiaries, associates, joint ventures shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person/ party (other than the Client) chooses to place reliance upon any matters included in the Report, they shall do so at their own risk and without recourse to BDO Val.

- 3.4. It is hereby notified that usage, reproduction, distribution, circulation, copying or otherwise quoting of this Report or any part thereof, except for the purpose as set out earlier in this Report, without our prior written consent, is not permitted, unless there is a statutory or a regulatory requirement to do so.
- 3.5. Without limiting the foregoing, we understand that the Client may be required to share this Report with regulatory or judicial authorities including Stock Exchanges, SEBI, Regional Director, Registrar of Companies, National Company Law Tribunal, professional advisors of the Client including merchant banker providing fairness opinion on the fair equity share exchange ratio, in connection with the Proposed Scheme ('**Permitted Recipients**'). We hereby give consent to such disclosure of this Report, on the basis that we owe responsibility only to the Client that has engaged us, under the terms of the engagement, and no other person; and that, to the fullest extent permitted by law, we accept no responsibility or liability to any other party, in connection with this Report. It is clarified that reference to this Report in any document and/or filing with Permitted Recipients, in connection with the Proposed Scheme, shall not be deemed to be an acceptance by us of any responsibility or liability to any person/ party other than the Client.

4. **Caveats, Limitations and Disclaimers**

- 4.1. This Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.
- 4.2. This Report, its contents, and the analysis herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement, (ii) the Report date and (iii) based on the data detailed in the section - Sources of Information. The management of the Companies have represented that the business activities of the Companies have been carried out in the normal and ordinary course till the Report date and that no material changes are expected in their respective operations and financial position to occur up to the Report date.
- 4.3. We were provided with sufficient information and time to make our opinion for this valuation exercise. However, our opinion may change if any material information is not disclosed / hidden from us during our valuation exercise.
- 4.4. The scope of the assignment did not include performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was used





during the course of the work. Accordingly, we express no audit opinion or any other form of assurance on this information on behalf of the Companies. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence or legal title search of the assets or liabilities of the Companies and have considered them at the value as disclosed by the Companies in their regulatory filings or in submissions, oral or written, made to us.

- 4.5. Further, this valuation Report is based on the extant regulatory environment and the financial, economic, monetary and business/market conditions, and the information made available to us or used by us up to the date hereof, which are dynamic in nature and may change in future, thereby impacting the valuation of the Companies. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and we shall not be obliged to update, review or reaffirm this Report if the information provided to us changes. Further events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.
- 4.6. We have no present or planned future interest in the Companies or any of their group entities.
- 4.7. The recommendation contained herein is not intended to represent value at any time other than the Valuation Date.
- 4.8. This Report is subject to the laws of India.
- 4.9. The fee for this engagement is not contingent upon the outcome of the Report.
- 4.10. Any discrepancies in any table / annexure between the total and the sums of the amounts listed are due to rounding-off.
- 4.11. In rendering this Report, we have not provided legal, regulatory, tax, accounting or actuarial advice and accordingly we do not assume any responsibility or liability in respect thereof.
- 4.12. This Report is based on the information received from the sources mentioned herein and discussions with the representatives of the Companies. We have assumed that no information has been withheld that could have influenced the purpose of our Report.
- 4.13. We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us or used by us, we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Companies. Nothing has come to our knowledge to indicate that the material provided to us was mis-stated or incorrect or would not afford reasonable grounds upon which to base our Report.
- 4.14. For the present valuation exercise, we have also relied upon information available in the public domain; however, the accuracy and timeliness of the same has not been independently verified by us.





4.15. In addition, we do not take any responsibility for any changes in the information used by us to arrive at our conclusion as set out here in which may occur subsequent to the date of our Report or by virtue of fact that the details provided to us are incorrect or inaccurate.

4.16. We have arrived at a relative value based on our analysis. Any transaction price may however be significantly different and would depend on the negotiating ability and motivations of the respective buyers and sellers in the transaction.

4.17. Our scope is limited to recommendation of fair equity share exchange ratio. The Report should not be construed as, our opinion or certifying the compliance of the Proposed Scheme with the provisions of any law including the Companies Act 2013, Foreign Exchange Management Act, 1999, taxation related laws, capital market related laws, any accounting, taxation or legal implications or issues arising from Proposed Scheme.

4.18. The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all their areas of operation unless otherwise stated and that the Companies will be managed in competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of legal nature, including issues of legal title and compliance with local laws, litigation and other contingent liabilities that are not recorded in the financial statements of the Companies.

4.19. This Report does not look into the business/commercial reasons behind the Proposed Scheme nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Scheme as compared with any other alternative business transaction or any other alternatives, whether or not such alternatives could be achieved or are available. The assessment of commercial and investment merits in the Companies is sole responsibility of the investors of the Companies and we don't express opinion on the suitability or otherwise of entering into any financial or other transactions with the Companies.

4.20. Valuation and determination of a fair equity share exchange ratio is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is therefore no indisputable single value. While we have provided an assessment of the value based on an analysis of information available to us and within the scope of our engagement, others may place a different opinion.

4.21. Whilst we have conducted analysis of the financial projections of the Companies, for arithmetic and logical consistency, our review was not in the nature of an audit/ due diligence. We do not express an opinion as to how closely the actual revenues, expenses, cash flows and position of assets and liabilities will correspond to these financial projections. There will usually be differences between predicted and actual results and those differences may be material. The Clients have provided us with a set of financial projections that are based on internal estimates including growth expectations of end user industries, cost estimations, etc. and represent their best estimate of the expected performance of the Companies going forward. We take no responsibility for the achievement of the predicted results.





4.22. Whilst all reasonable care has been taken to ensure that the factual statements in the Report are accurate, neither us, nor any of our partners, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this Report.

4.23. We owe responsibility to only the Board of Directors of the Client and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other party to the Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Companies, their directors, employees or agents. In the particular circumstances of this case, our liability, if any (in contract or under statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, howsoever the loss or damage caused, shall be limited to the amount of fees actually received by us from the Client as laid out in the engagement letter, for such valuation work.

4.24. We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

4.25. This Report does not in any manner address the prices at which equity shares of the Companies will trade following the announcement and/or implementation of the Proposed Scheme and we express no opinion or recommendation as to how the shareholders of the Companies should vote at the shareholders' meeting(s) to be held in connection with the Proposed Scheme.

4.26. The recommendation(s) rendered in this report only represent our recommendation(s) based upon information furnished by the Companies (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).





5. Sources of Information

5.1. For the purpose of undertaking this valuation exercise, we have relied on the following sources of information provided by the management and representatives of the Companies/ available in public domain:

- Detailed business profile and information of current business operations of the Companies;
- Audited financial statements of the Companies for the year ended March 31, 2024;
- Limited review financial statements of SIL as on September 30, 2024;
- Limited review consolidated financial statements of ACL as on September 30, 2024;
- Latest shareholding details of ACL and SIL;
- MSA entered into by SIL with ACL and ACC;
- Income Tax Returns of ACL and SIL for the Assessment Year 2024-25;
- Relevant data and information provided to us by the management and representatives of the Client either in written or oral form or in form of soft copy and information available in public domain;
- Information provided by leading database sources (proprietary databases subscribed by us or our network firm), market research reports and other published data (including the Stock Exchanges); and
- Draft of Proposed Scheme.

5.2. We have also obtained the explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise from the Management of the Companies. Client has been provided with the opportunity to review the draft Report (excluding the recommended Fair Equity Share Exchange Ratio) as part of our standard practice to make sure that factual inaccuracies/ omissions are avoided in our final Report.

5.3. The management of Companies has informed us that there would be no significant variation between the draft Scheme and the final scheme approved and submitted with the relevant authorities.





6. Procedures Adopted

6.1. Procedures used in our analysis included such substantive steps as we considered necessary under the circumstances, including but not limited to the following:

- Requested and received financial information;
- Obtained data available in public domain;
- Undertook industry analysis such as researching publicly available market data including economic factors and industry trends that may impact the valuation;
- Detailed analysis of comparable companies for the business similar to the Companies;
- Discussions (over call/emails/conferences) with the management of the Companies to understand the business and fundamental factors;
- Selection of valuation methodology/(ies) as per International Valuation Standards, 2022 and the internationally accepted valuation methodologies;
- Determined the fair equity share exchange ratio on relative basis using the selected methodology.

For the purpose of arriving at the valuation of the Companies we have considered the valuation base as 'Fair Value' and the premise of value is 'going concern'. Any change in the valuation base, or the premise could have significant impact on our valuation exercise, and therefore, this report.

6.2. Client has informed us that, Vivro Financial Services Private Limited ("Fairness Opinion provider") has been appointed to provide fairness opinion on the recommended Fair Equity Share Exchange Ratio for the purpose of aforementioned Proposed Scheme. Further at the request of the Client, we have had discussions with the Fairness Opinion provider on the valuation approach adopted and assumptions made by us.

6.3. As stated earlier, our scope is to undertake relative (and not absolute) valuation of the equity shares of the Companies and recommend fair share exchange ratio for the merger as per the Proposed Scheme. Upon request of the Client, we had discussion with respect to the findings, methodology and approach with other valuer, GT Valuation Advisors Private Limited, a Registered Valuer (IBBI Registration No IBBI/RV-E/05/2020/134, engaged by ACL to arrive at the consensus on the fair equity share exchange ratio.

6.4. While we have independently carried out the valuation of the Companies for recommending the fair share exchange ratio, appropriate averaging and round off in values have been carried to arrive at consensus on the fair share exchange ratio.





7. Valuation Approaches

- 7.1. It is pertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the companies/businesses, and other factors which generally influence the valuation of the companies, its businesses and assets.
- 7.2. The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, analysis of businesses, in an independent and bona fide manner based on our previous experience of assignments of similar nature.
- 7.3. It may be noted that BDO Val is enrolled with IOV Registered Valuers Foundation, which has recommended to follow International Valuation Standards ("IVS") for undertaking valuation and accordingly we have considered the International Valuation Standards issued by International Valuation Standards Council ('IVSC') in carrying out the valuation exercise.
- 7.4. Valuation date is December 16, 2024 ('Valuation Date'). For valuation exercise, market parameters have been considered up to and including December 16, 2024.
- 7.5. There are three generally accepted approaches to valuation:
 - (a) "Asset" / "Cost" Approach
 - (b) "Income" Approach
 - (c) "Market" Approach

Within these three basic approaches, several methods may be used to estimate the value. An overview of these approaches is as follows:

Asset / Cost Approach

Summation Method

The summation method, also referred to as the underlying asset method, is typically used for investment companies or other types of assets or entities for which value is primarily a factor of the values of their holdings.

This valuation approach is mainly used in case where the assets base dominates earnings capability.





Income Approach

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

Discounted Cash Flow Method

Under the Discounted Cash Flow ('DCF') method, the value of the undertaking is based on expected 'cash flows for future, discounted at a rate, which reflects the expected returns and the risks associated with the cash flows as against its accounting profits. The value of the undertaking is determined as the present value of its future free cash flows.

Free cash flows are discounted for the explicit forecast period and the perpetuity value thereafter. Free cash flows represent the cash available for distribution to both, the owners and creditors of the business.

Discount rate is the Weighted Average Cost of Capital ('WACC'), based on an optimal vis-à-vis actual capital structure. It is appropriate rate of discount to calculate the present value of future cash flows as it considers equity-debt risk and also debt-equity ratio of the firm.

The perpetuity (terminal) value can be either calculated based on the business's potential for further growth beyond the explicit forecast period. The "constant growth model" is applied, which implies an expected constant level of growth (for perpetuity) in the cash flows over the last year of the forecast period, or it can also be calculated using the exit multiple at the end of the explicit period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business's future operations.

The Business/Enterprise Value so derived, is further reduced by value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of business. The surplus assets / non-operating assets are also adjusted.

In case of free cash flows to equity, the cash available for distribution to owners of the business is discounted at the Cost of Equity and the value so arrived is the Equity Value before surplus/ non-operating assets. The surplus assets / non-operating assets are further added to arrive at the Equity Value.

Market Approach

Under the Market approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies. The Market approach generally reflects the investors' perception about the true worth of the company.





i. Market Price Method

Under this method, the market price of an equity shares of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the trading. The market value reflects the investors' perception about the true worth of the company.

ii. Comparable Companies Multiple Method

Under the Comparable Companies Multiple ('CCM') method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus Asset and dues payable to preference shareholders, if any, in order to arrive at the value for equity shareholders.

iii. Comparable Transactions Multiple Method

Under the Comparable Transactions Multiple ('CTM') method, the value of a company can be estimated by analyzing the prices paid by purchasers of similar companies under similar circumstances. This is a valuation method where one will be comparing recent market transactions in order to gauge current valuation of target company. Relevant multiples have to be chosen carefully and adjusted for differences between the circumstances. This valuation approach is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

8. Conclusion on Valuation Approach

- 8.1. In order to consider reasonable methods for the valuation exercise, we have referred to the International Valuation Standards and the specific information/explanations available of ACL and SIL. We have considered the following respective methods for the valuation:

ACL

- 8.2. Cost Approach: In a 'going concern' scenario, for an operating entity, the earning power, as reflected under the Income and Market approaches, are of greater importance to the basis of amalgamation, than the value arrived on the net asset basis, which is of limited relevance. Therefore, we have not considered Asset / Cost approach for valuation since the asset / cost approach does not reflect the intrinsic value of the business operations in a "going concern scenario".





8.3. Income Approach: Discounted Cash Flow Method under the Income Approach has been considered based on the forecast financial statements provided to us.

8.4. Market Approach:

8.4.1. In the present case, the shares of ACL are listed on the Stock Exchanges, and there are regular transactions in their equity shares with reasonable volumes on BSE and NSE. Hence Market Price Method under the Market Approach has been considered for valuation of ACL. The volume weighted average share price observed on NSE (due to higher volumes on NSE) for ACL over a reasonable period has been considered for determining value under the market price methodology.

8.4.2. Comparable Companies Multiple Method (“CCM”) is also used for determining and arriving at the fair value of ACL, since there are comparable companies operating in similar businesses in India. We have selected comparable companies and the multiples based on business description, size, profitability, etc. in comparison with ACL.

SIL

8.5. Cost Approach: In a ‘going concern’ scenario, for an operating entity, the earning power, as reflected under the Income and Market approaches, are of greater importance to the basis of amalgamation, than the value arrived on the net asset basis, which is of limited relevance. Therefore, we have not considered Asset / Cost approach for valuation since the asset / cost approach does not reflect the intrinsic value of the business operations in a “going concern scenario”.

8.6. Income Approach: Discounted Cash Flow Method under the Income Approach has been considered based on the forecast financial statements provided to us.

8.7. Market Approach:

8.7.1. In the present case, the shares of SIL are listed on the Stock Exchanges and there are regular transactions in their equity shares with reasonable volumes on BSE and NSE. Hence Market Price Method under the Market Approach has been considered for valuation of SIL. The volume weighted average share price observed on NSE (due to higher volumes on NSE) for SIL over a reasonable period has been considered for determining value under the market price methodology.

8.7.2. Considering the MSA signed by SIL with ACL and ACC as mentioned above, we have used EV/capacity based multiple using Comparable Transactions Multiple Method (“CTM”) based on the comparable companies operating with similar capacity in India.





Summary of Valuation Approaches Considered:

Name of the Companies	Methods Adopted
ACL	DCF Method
	Market Price Method
	CCM Method
SIL	DCF Method
	Market Price Method
	CTM Method

9. Basis of Fair Equity Share Exchange Ratio

- 9.1. The basis of the fair equity share exchange ratio for the Proposed Scheme would have to be determined after taking into consideration all the factors and methods mentioned hereinabove and to arrive at a final value for the shares of each company. It is, however, important to note that in doing so, we are not attempting to arrive at the absolute values of the Companies, but at their relative values to facilitate the determination of the fair equity share exchange ratio.
- 9.2. We have independently applied methods discussed above, as considered appropriate, and arrived at our assessment of value per share of the Companies. To arrive at the consensus on the fair equity share exchange ratio for the Proposed Scheme, rounding off have been done in the values.
- 9.3. The fair equity share exchange ratio has been arrived at on the basis of a relative valuation based on the various approaches/methods explained herein earlier and various qualitative factors relevant to each Company and the business dynamics and growth potentials of the businesses, having regard to information base, key underlying assumptions and limitations. For this purpose, we have assigned appropriate weights to the values arrived at under each approach/method.

10. Major factors that were considered during the valuation

- 10.1. The equity shares of ACL and SIL are listed on the Stock Exchanges;
- 10.2. Key operating/ financial parameters of ACL and SIL;
- 10.3. Nature of operations of ACL and SIL;
- 10.4. MSA entered into by SIL with ACL and ACC;
- 10.5. Business Projections of SIL and ACL.





11. Conclusion

11.1. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Honorable Supreme Court of India in the case reported in 176 ITR 417 as under:

"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible".

11.2. As discussed earlier, for the present valuation exercise, we have considered it appropriate to use DCF Method, Market Price method and Comparable Companies Multiple method for valuation of ACL and DCF Method, Market Price method and Comparable Transactions Multiple method for valuation of SIL to arrive at the recommended fair equity share exchange ratio for amalgamation of SIL with ACL as follows:

Valuation Approach	Valuation Method	ACL		SIL	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Cost Approach ¹	Summation Method	NA	NA	NA	NA
Income Approach ²	DCF Method	713.8	50%	78.5	50%
Market Approach ³	MP Method	580.4	25%	85.4	25%
Market Approach ⁴	CTM Method	NA	NA	77.6	25%
Market Approach ⁵	CCM Method	644.9	25%	NA	NA
Relative Value Per Share		663.2		80.0	
Share Exchange Ratio (Rounded Off)		12		100	

NA means Not Adopted / Not Applicable.





1. Since Summation Method under 'Cost Approach' does not reflect the intrinsic value of the business of the Companies in a 'going concern scenario', we have not considered Asset / Cost Approach for this valuation exercise.
2. Discounted Cash Flow Method ("DCF") under the Income Approach has been considered for valuation of the Companies as the true worth of their businesses would be reflected in their future earnings potential.
3. ACL and SIL are listed on NSE and BSE. However, it is traded in high volumes on NSE, hence, we have considered market price on NSE for valuing ACL and SIL. We have considered 90 trading days' VWAP.
4. SIL: Under Market Approach, we have considered Comparable Transactions Multiple ('CTM') Method being the most appropriate method.
5. ACL: Under Market Approach, we have considered Comparable Companies' Multiple ('CCM') Method being the most appropriate method.

11.3. Following is the recommended Fair Equity Share Exchange Ratio:

12 equity shares of Ambuja Cements Limited (of INR 2/- each fully paid up) for every 100 equity shares held in Sanghi Industries Limited (of INR 10/- each fully paid up).





**Valuation Annexure to
Fair Equity Share Exchange Ratio
in relation to the
'Scheme of Arrangement'**

December 2024



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HO
The Ruby, Level 9, North West Wing
Senapati Bapat Marg, Dadar (W),
Mumbai 400028, INDIA

Ref. No.: MG/Dec17-235A/2024

December 17, 2024

To

The Board of Directors of

Sanghi Industries Limited

Corporate Office:

Adani Corporate House, Shantigram, Near Vaishno Devi
Circle, S. G. Highway, Khodiyar, Ahmedabad - 382 421,
Gujarat, India.

Dear Sir(s)/ Madam(s),

This is with reference to the report issued by BDO Valuation Advisory LLP ('BDO Val' or 'Us') bearing LLP identity no. AAN 9463, dated December 17, 2024 with Ref. No. MG/Dec17-235/2024 ('Report'). Please find enclosed relevant computations based on which our recommendation for the fair equity share exchange ratio for amalgamation of Sanghi Industries Limited ('SIL' or 'Transferor Company') with and into Ambuja Cements Limited ('ACL' or 'Transferee Company') on a going concern basis, as per the Proposed Scheme of Arrangement between SIL and ACL and their respective shareholders under sections 230 to 232 of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act and the Rules made thereunder (the 'Proposed Scheme').

In this connection, we mention that the computations enclosed herewith need to be viewed in conjunction with the Report and the documents referred to in the Report.

The recommendation of the fair equity share exchange ratio for the merger is arrived on the approach and methodology detailed in the Report and various qualitative factors relevant to each specific company having regard to the information, management representations, key underlying assumptions and limitations as referred in the Report.

For BDO Valuation Advisory LLP

IBBI Regn No.: IBBI/RV-E/02/2019/103

VRN: IOVRVF/BDO/2024-2025/4417

Name: Mandar Vikas Gadkari

Designation: Partner

IBBI Regn No.: IBBI/RV/06/2018/10500



Annexure 1: Summary of Valuation Approaches & Methodologies used for the Valuation Exercise

Valuation Approach	Valuation Method	ACL		SIL	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Cost Approach¹	Summation Method	NA	NA	NA	NA
Income Approach²	DCF Method	713.8	50%	78.5	50%
Market Approach³	MP Method	580.4	25%	85.4	25%
Market Approach⁴	CTM Method	NA	NA	77.6	25%
Market Approach⁵	CCM Method	644.9	25%	NA	NA
Relative Value Per Share		663.2		80.0	
Share Exchange Ratio (Rounded Off)		12		100	

NA means Not Adopted / Not Applicable.

1. Since Summation Method under 'Cost Approach' does not reflect the intrinsic value of the business of the Companies in a 'going concern scenario', we have not considered Asset / Cost Approach for this valuation exercise.
2. Discounted Cash Flow Method ("DCF") under the Income Approach has been considered for valuation of the Companies as the true worth of their businesses would be reflected in their future earnings potential.
3. ACL and SIL are listed on NSE and BSE. However, it is frequently traded with higher trading volumes on NSE, hence, we have considered market price on NSE for valuing ACL and SIL. We have considered 90 trading days' VWAP.
4. SIL: Under Market Approach, we have considered Comparable Transactions Multiple ('CTM') Method being the most appropriate method.
5. ACL: Under Market Approach, we have considered Comparable Companies' Multiple ('CCM') Method being the most appropriate method.

Following is the recommended Fair Equity Share Exchange Ratio:

"12 equity shares of Ambuja Cements Limited (of INR 2/- each fully paid up) for every 100 equity shares held in Sanghi Industries Limited (of INR 10/- each fully paid up)."





Annexure 2: Valuation of ACL as per DCF Method:

The future financial projection of ACL is based on the information provided by the Management. The future earning capability of the business is important; therefore, we have considered DCF method under Income Approach.

Computation of Equity Value of ACL as per DCF Method

Particulars	Amount (INR Mn)
Net Present value (NPV) of Cash flow for the explicit period	1,48,755.3
Add: NPV of Terminal value	17,47,110.7
Enterprise Value	18,95,866.0
Add: Cash & Cash Equivalents	66,665.4
Add: Investments	21,663.7
Add: Fixed Deposits & Interest Accrued	15,153.7
Add: Non-current assets classified as held for sale	230.0
Add: Non-current tax assets (net)	12,658.7
Add: Fair value of stake in JV & Associates	464.1
Less: Debt (including Lease liabilities)	(7,792.4)
Less: Fair Value of NCI	(2,24,908.7)
Less: Contingent Liabilities	(21,310.1)
Less: Unpaid Dividends	(470.7)
Fair Equity Value	17,58,219.7
No. of equity shares outstanding (In Mn)	2,463.1
Fair Equity Value per Share (INR)	713.8

The Fair Equity value per Share of ACL as per the DCF method is INR 713.8 per share.

Annexure 3: Valuation of ACL as per Market Price Method

In the present case, the share price of ACL on the NSE has been considered, as the trading volumes are higher at NSE as compared to BSE.

In the present case, the market price of ACL has been considered based on last 90 trading days Volume Weighted Average Price ('VWAP') on NSE upto December 16, 2024 (Refer Table below).

90 trading days VWAP

Date	VWAP (INR)	Volume	Turnover (INR)
16-Dec-24	574.5	11,21,729	64,44,11,677.3
13-Dec-24	571.0	22,66,790	1,29,42,31,620.3
12-Dec-24	574.1	23,04,456	1,32,28,82,398.7
11-Dec-24	578.8	26,70,785	1,54,57,98,390.9
10-Dec-24	571.4	10,86,918	62,10,20,619.6
09-Dec-24	571.7	11,56,965	66,14,08,426.3
06-Dec-24	567.5	8,55,417	48,54,03,031.2
05-Dec-24	569.9	30,51,624	1,73,89,82,462.7
04-Dec-24	565.0	15,30,852	86,48,91,689.0
03-Dec-24	562.1	55,96,923	3,14,58,93,134.3
02-Dec-24	537.3	31,53,526	1,69,44,29,026.2
29-Nov-24	527.1	66,08,627	3,48,31,10,755.8

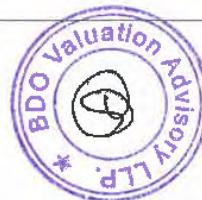
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Date	VWAP (INR)	Volume	Turnover (INR)
28-Nov-24	516.2	61,94,006	3,19,70,69,200.0
27-Nov-24	510.7	84,58,453	4,32,00,08,252.9
26-Nov-24	497.5	46,02,794	2,28,96,60,450.2
25-Nov-24	507.6	58,05,288	2,94,64,53,134.6
22-Nov-24	501.0	1,16,45,446	5,83,38,62,991.3
21-Nov-24	475.6	3,82,74,256	18,20,24,30,916.4
19-Nov-24	553.1	12,67,126	70,08,25,202.2
18-Nov-24	547.5	17,07,792	93,50,03,292.5
14-Nov-24	545.1	15,35,042	83,67,47,723.7
13-Nov-24	547.2	8,38,603	45,88,75,428.7
12-Nov-24	559.7	7,61,982	42,64,66,111.2
11-Nov-24	561.9	7,45,179	41,87,43,169.2
08-Nov-24	566.1	9,01,220	51,01,99,601.7
07-Nov-24	573.6	8,22,608	47,18,32,387.9
06-Nov-24	579.4	28,96,209	1,67,79,18,684.2
06-Nov-24	581.3	16,82,971	97,83,36,408.3
05-Nov-24	570.4	6,25,470	35,67,78,633.5
04-Nov-24	570.9	10,59,806	60,50,32,965.5
01-Nov-24	583.3	2,16,563	12,63,22,353.5
31-Oct-24	581.8	20,16,146	1,17,29,21,807.3
30-Oct-24	580.4	23,64,199	1,37,22,13,423.7
29-Oct-24	573.2	24,17,223	1,38,54,95,524.6
28-Oct-24	570.3	64,19,282	3,66,10,35,054.4
25-Oct-24	551.3	16,07,719	88,62,51,238.8
24-Oct-24	558.2	13,30,005	74,24,68,312.5
23-Oct-24	559.5	43,36,713	2,42,62,39,872.3
22-Oct-24	565.9	55,27,745	3,12,82,87,751.7
21-Oct-24	572.9	36,50,658	2,09,13,33,355.7
18-Oct-24	565.7	52,08,678	2,94,63,86,491.8
17-Oct-24	579.2	34,83,057	2,01,74,51,575.6
16-Oct-24	582.3	2,01,91,089	11,75,75,49,517.4
15-Oct-24	590.2	18,05,205	1,06,53,46,181.3
14-Oct-24	587.7	12,02,564	70,67,66,912.6
11-Oct-24	586.7	19,39,238	1,13,77,60,504.2
10-Oct-24	591.1	64,17,410	3,79,31,45,217.9
09-Oct-24	613.8	31,48,946	1,93,28,15,490.5
08-Oct-24	599.0	34,81,559	2,08,56,01,683.5
07-Oct-24	594.1	31,95,158	1,89,83,02,183.2
04-Oct-24	613.4	15,38,542	94,37,20,258.6
03-Oct-24	624.0	15,52,493	96,87,51,760.9
01-Oct-24	629.2	15,08,022	94,88,18,163.7
30-Sep-24	637.8	42,15,188	2,68,84,88,449.5
27-Sep-24	632.6	38,74,843	2,45,11,07,786.1
26-Sep-24	619.3	19,36,586	1,19,92,30,004.7
25-Sep-24	613.6	14,56,337	89,36,22,819.4
24-Sep-24	618.9	13,09,122	81,02,22,895.0
23-Sep-24	620.9	16,01,273	99,42,03,999.2
20-Sep-24	614.5	17,99,104	1,10,54,77,476.1
19-Sep-24	607.7	25,12,582	1,52,69,04,786.8
18-Sep-24	620.6	7,36,543	45,70,91,491.1
17-Sep-24	624.0	10,91,216	68,08,75,855.0
16-Sep-24	628.9	7,37,033	46,34,86,881.0
13-Sep-24	631.2	18,98,585	1,19,83,97,017.4





Date	VWAP (INR)	Volume	Turnover (INR)
12-Sep-24	626.0	10,52,634	65,89,60,366.3
11-Sep-24	626.4	16,59,410	1,03,93,96,750.7
10-Sep-24	627.7	14,66,555	92,04,78,020.4
09-Sep-24	623.8	16,75,042	1,04,48,83,133.3
06-Sep-24	625.2	20,85,086	1,30,35,36,741.5
05-Sep-24	632.9	28,34,101	1,79,37,19,070.5
04-Sep-24	621.6	23,47,174	1,45,90,49,729.2
03-Sep-24	618.6	25,46,441	1,57,51,51,273.2
02-Sep-24	620.0	22,24,671	1,37,92,47,353.8
30-Aug-24	616.0	35,40,177	2,18,06,82,762.3
29-Aug-24	608.6	63,01,579	3,83,54,19,166.2
28-Aug-24	618.7	25,70,418	1,59,03,03,105.2
27-Aug-24	625.9	23,74,774	1,48,64,59,270.1
26-Aug-24	630.4	36,88,932	2,32,56,09,058.2
23-Aug-24	625.5	6,79,56,000	42,50,64,94,100.0
23-Aug-24	643.7	1,43,51,644	9,23,74,06,654.3
22-Aug-24	630.8	52,99,763	3,34,29,54,964.7
21-Aug-24	628.5	10,38,309	65,25,95,606.6
20-Aug-24	629.2	13,90,850	87,51,55,329.8
19-Aug-24	636.3	9,38,492	59,71,70,340.9
16-Aug-24	633.2	9,58,226	60,67,74,916.4
14-Aug-24	621.6	9,30,171	57,81,88,991.4
13-Aug-24	630.0	13,79,099	86,88,50,674.2
12-Aug-24	630.8	32,09,718	2,02,48,01,836.7
09-Aug-24	634.1	26,05,583	1,65,20,98,416.6
08-Aug-24	640.6	11,21,594	71,84,49,328.6
07-Aug-24	643.7	22,59,244	1,45,42,08,828.6
Total		36,87,61,176	2,14,04,08,47,670.4
90 trading days VWAP (INR)			580.4

Source: NSE

The fair equity value per share of ACL as per market price method is arrived at INR 580.4 per share derived by considering VWAP for the past 90 trading days as provided in the table above.

Annexure 4: Valuation of ACL as per CCM Method:

Under Market Approach, we have considered CCM Method as the most appropriate method for the valuation of ACL. We have identified listed comparable companies based on business of each company and thereafter selected multiple based on business composition, trading frequency, capacity, financial analysis, etc. We have considered Trailing EV/EBITDA multiple of the comparable listed companies which has been applied on the H1 FY25 EBITDA & Present Value of H2 FY25 EBITDA of ACL to arrive at the Enterprise Value.

The total Enterprise Value so derived is adjusted for debt (including lease liabilities), cash and cash equivalents, non-operating investments, tax assets and fair value of joint ventures and non-controlling interests to arrive at Equity value. The Equity Value is then divided by total number of diluted equity shares for arriving at the value per equity share of ACL under CCM Method.




Computation of Equity Value of ACL as per CCM Method

Particulars	Amount (INR Mn)
FY25E EBITDA (H1 actual + PV of H2)	66,712.1
Trailing EV/EBITDA Multiple	25.7x
Enterprise Value	17,14,260.7
<u>Other Adjustments</u>	
Add: Cash & Cash Equivalents	66,665.4
Add: Investments	21,663.7
Add: Fixed Deposits & Interest Accrued	15,153.7
Add: Non-current assets classified as held for sale	230.0
Add: Non-current tax assets (net)	12,658.7
Add: Fair value of stake in JV/ Associates	464.1
Less: Debt (including Lease liabilities)	(7,792.4)
Less: Fair Value of NCI	(2,24,908.7)
Less: Unpaid Dividends	(470.7)
Less: PV of Capex ^a	(9,565.1)
Equity Value (INR Mn)	15,88,359.3
No. of shares outstanding (Mn)	2,463.1
Equity Value per Share (INR)	644.9

^a PV of capex to be incurred in H2 FY25 that will have a corresponding impact on the EBITDA of FY25.

CCM Multiples

Particulars	EV/EBITDA Multiple	Weights
UltraTech Cement Limited	27.0	80%
Shree Cement Limited	20.4	20%
Weighted Average Multiple Considered		25.7x

The Fair Equity value per Share of ACL as per the CCM method is INR 644.9 per share.



Annexure 5: Valuation of SIL as per DCF Method:

The future financial projection of SIL is based on the information provided by the Management. The future earning capability of the business is important; therefore, we have considered DCF method under Income Approach.

Computation of Equity Value of SIL as per DCF Method

Particulars	Amount (INR Mn)
Net Present value (NPV) of Cash flow for the explicit period	4,620.6
Add: NPV of Terminal value	42,163.8
Enterprise Value	46,784.4
Add: Cash & Cash Equivalents	761.4
Add: Fixed Deposits	294.8
Add: Net Tax Assets	38.6
Less: 8% Non-Convertible Redeemable Preference Shares	(22,000.0)
Less: Debt (including Lease Liabilities)	(4,788.7)
Less: Interest Accrued on Inter Corporate Deposits	(476.2)
Less: Contingent Liabilities	(327.2)
Equity Value	20,287.1
No. of equity shares outstanding (In Mn)	258.3
Equity Value per Share (INR)	78.5

The Fair Equity value per Share of SIL as per the DCF method is INR 78.5 per share.

Annexure 6: Valuation of SIL as per Market Price Method

In the present case, the share price of SIL on the NSE has been considered, as the trading volumes are higher at NSE as compared to BSE.

In the present case, the market price of ACL has been considered based on last 90 trading days daily Volume Weighted Average Price ('VWAP') on NSE upto December 16, 2024 (Refer Table below).

90 trading days VWAP

Date	VWAP (INR)	Volume	Turnover (INR)
16-Dec-24	78.3	4,93,263	3,86,31,483.86
13-Dec-24	79.4	1,37,632	1,09,22,116.2
12-Dec-24	80.2	1,31,247	1,05,28,731.1
11-Dec-24	81.0	3,06,110	2,48,06,122.4
10-Dec-24	80.2	1,32,232	1,06,06,556.8
09-Dec-24	81.2	1,72,019	1,39,66,376.0
06-Dec-24	82.4	3,66,668	3,02,11,486.6
05-Dec-24	82.4	6,53,632	5,38,88,058.9
04-Dec-24	82.8	1,83,207	1,51,74,847.9
03-Dec-24	83.0	3,59,902	2,98,78,375.1
02-Dec-24	81.5	3,46,152	2,82,21,613.6
29-Nov-24	81.4	1,73,723	1,41,38,591.8
28-Nov-24	82.3	3,71,068	3,05,29,910.8





Date	VWAP (INR)	Volume	Turnover (INR)
27-Nov-24	80.6	6,17,053	4,97,06,141.4
26-Nov-24	78.2	2,92,788	2,29,01,492.5
25-Nov-24	80.7	3,24,535	2,61,93,591.8
22-Nov-24	78.1	5,49,276	4,29,19,696.0
21-Nov-24	75.8	7,98,374	6,05,33,816.8
19-Nov-24	81.4	1,93,606	1,57,56,860.0
18-Nov-24	81.0	1,82,563	1,47,88,900.3
14-Nov-24	81.5	2,21,541	1,80,64,386.8
13-Nov-24	82.4	2,39,661	1,97,53,940.7
12-Nov-24	84.3	1,97,642	1,66,55,607.0
11-Nov-24	84.2	3,13,964	2,64,23,227.0
08-Nov-24	87.5	1,90,360	1,66,55,220.9
07-Nov-24	89.1	4,33,495	3,86,30,425.8
06-Nov-24	89.0	8,40,749	7,48,44,944.6
05-Nov-24	88.8	6,02,147	5,34,82,637.8
04-Nov-24	87.8	11,05,549	9,70,84,904.7
01-Nov-24	86.0	6,24,089	5,36,49,520.9
31-Oct-24	80.6	4,19,180	3,37,77,389.5
30-Oct-24	78.8	2,59,530	2,04,46,877.8
29-Oct-24	77.0	2,78,380	2,14,24,368.5
28-Oct-24	74.4	3,66,507	2,72,68,819.8
25-Oct-24	75.8	3,37,211	2,55,42,492.7
24-Oct-24	77.6	3,01,895	2,34,35,196.0
23-Oct-24	77.1	3,64,491	2,81,18,340.8
22-Oct-24	78.5	2,62,125	2,05,69,788.9
21-Oct-24	81.0	4,44,816	3,60,21,368.6
18-Oct-24	81.3	1,58,919	1,29,15,734.5
17-Oct-24	81.5	1,86,891	1,52,24,770.1
16-Oct-24	81.8	2,22,784	1,82,28,851.4
15-Oct-24	81.9	1,52,211	1,24,67,102.8
14-Oct-24	82.4	1,46,301	1,20,57,279.0
11-Oct-24	83.4	1,05,501	87,95,341.9
10-Oct-24	84.2	1,91,880	1,61,50,799.1
09-Oct-24	82.8	94,584	78,34,613.3
08-Oct-24	82.0	1,73,698	1,42,49,463.9
07-Oct-24	81.4	2,77,343	2,25,83,672.0
04-Oct-24	83.7	4,56,325	3,81,87,358.8
03-Oct-24	83.8	2,60,446	2,18,32,333.9
01-Oct-24	84.8	1,92,914	1,63,49,532.0
30-Sep-24	84.4	2,35,592	1,98,78,529.4
27-Sep-24	84.0	3,07,569	2,58,27,796.3
26-Sep-24	83.7	3,05,072	2,55,39,635.2
25-Sep-24	84.7	3,26,284	2,76,42,001.0
24-Sep-24	85.8	2,23,025	1,91,42,966.3
23-Sep-24	85.5	1,46,907	1,25,65,472.1
20-Sep-24	85.5	2,26,990	1,94,07,406.8
19-Sep-24	86.0	2,12,943	1,83,15,474.9
18-Sep-24	86.4	2,44,025	2,10,92,389.5
17-Sep-24	87.3	2,66,230	2,32,52,456.8
16-Sep-24	87.8	2,99,323	2,62,72,614.9
13-Sep-24	87.4	2,16,401	1,89,22,897.0





Date	VWAP (INR)	Volume	Turnover (INR)
12-Sep-24	87.7	2,28,641	2,00,41,497.5
11-Sep-24	89.4	2,02,488	1,80,91,867.8
10-Sep-24	90.4	4,41,014	3,98,64,729.1
09-Sep-24	89.1	7,74,010	6,89,92,506.5
06-Sep-24	87.1	2,25,964	1,96,85,468.0
05-Sep-24	87.8	3,80,999	3,34,31,650.6
04-Sep-24	88.1	3,45,662	3,04,40,759.4
03-Sep-24	89.8	2,82,892	2,54,04,573.7
02-Sep-24	88.8	3,57,281	3,17,11,607.1
30-Aug-24	89.1	2,64,537	2,35,67,210.9
29-Aug-24	89.7	2,55,297	2,28,87,547.3
28-Aug-24	90.5	2,64,439	2,39,18,751.1
27-Aug-24	90.6	3,61,873	3,27,71,012.2
26-Aug-24	92.6	4,50,567	4,17,29,992.9
23-Aug-24	93.3	10,34,788	9,65,11,498.8
22-Aug-24	92.4	2,57,687	2,38,03,383.7
21-Aug-24	91.4	3,17,148	2,89,74,902.8
20-Aug-24	90.3	2,36,579	2,13,61,449.4
19-Aug-24	90.4	2,76,792	2,50,18,462.5
16-Aug-24	89.6	3,31,800	2,97,40,265.5
14-Aug-24	89.7	2,74,694	2,46,42,020.7
13-Aug-24	90.2	4,72,058	4,25,55,032.8
12-Aug-24	90.4	5,05,712	4,57,32,575.2
09-Aug-24	92.5	1,96,349	1,81,63,532.1
08-Aug-24	92.9	3,15,484	2,93,13,919.8
07-Aug-24	93.6	11,44,700	10,71,51,983.2
Total		3,04,17,995	2,59,63,98,921.3
90 trading days VWAP (INR)			85.4

Source: NSE

The fair value per equity share of SIL as per market price method is arrived at INR 85.4 per share derived by considering VWAP for the past 90 trading days as provided in the table above.

Annexure 7: Valuation of SIL as per Comparable Transactions Multiple Method:

Considering the MSA signed by SIL with ACL and ACC as mentioned above, we have used EV/capacity based multiple using Comparable Transactions Multiple Method ("CTM") based on the comparable companies operating with similar capacity in India.

The total enterprise value so derived is adjusted for debt (including lease liabilities), cash and cash equivalents, net tax assets to arrive at Equity value. The Equity Value is then divided by total number of equity shares for arriving at the value per equity share of companies under CTM Method.





Computation of Equity Value of SIL as per CTM Method

Particulars	Amount (INR Mn)
Current Capacity of SIL (Mtpa)	6.1
EV / Capacity Multiple	7,578.3x
Enterprise Value	46,227.9
<i>Other Adjustments</i>	
Add: Cash & Cash Equivalents	761.4
Add: Fixed Deposits	294.8
Add: Net Tax Assets	38.6
Less: 8% Non-Convertible Redeemable Preference Shares	(22,000.0)
Less: Debt (including Lease Liabilities)	(4,788.7)
Less: Interest Accrued on Inter Corporate Deposits	(476.2)
Fair Equity Value (INR Mn)	20,057.8
Number of shares (Mn)	258.3
Fair Equity Value per share (INR)	77.6

CTM Multiples

Deal Date	Name of Target Company	EV/Capacity Multiple
24 Jun 2024	India Cements Limited	8,220.8x
29 Jul 2024	India Cements Limited	
30 Nov 2023	Kesoram Industries Limited	7,069.8x
13 Jun 2024	Penna Cement Industries Limited	7,444.4x
	Average Multiple Considered	7,578.3x

The Fair Equity value per Share of SIL as per the CTM method is INR 77.6 per share.



VIVRO

Vivro Financial Services Private Limited

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December 17, 2024

Private and Confidential

To,
The Board of Directors
Sanghi Industries Limited
Sanghinagar P.O.
Hayathnagar Mandal,
R.R District,
Hyderabad - 501511.

Dear Sir(s) / Madam(s),

Subject: Fairness Opinion on the recommendation of the Fair Equity Share Exchange Ratio Report for the proposed Scheme of Arrangement between Sanghi Industries Limited and Ambuja Cements Limited

Sanghi Industries Limited ('SIL', 'the Transferor Company') is engaged in the manufacturing and selling of cement and cement products. The equity shares of SIL are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') (BSE and NSE are together known as 'the Stock Exchanges'). Ambuja Cements Limited ('ACL', 'the Transferee Company') is one of the leading companies in India engaged in the manufacturing and selling of cement and cement products. The equity shares of ACL are listed on the Stock Exchanges. ACL holds 58.08% equity shares of SIL. ACL and SIL are together referred to as 'the Companies'.

A scheme of arrangement has been proposed by the Board of Directors of the Companies for the amalgamation of SIL with and into ACL, in accordance with the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 ('the Scheme'). The terms not defined herein would carry meaning as per the Scheme.

Accordingly, SIL is required to obtain a Fairness Opinion Report under the extant SEBI SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, ('the SEBI Circular') issued under the applicable regulations 11, 37 and 94 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI LODR Regulations') and other extant applicable provisions of law.

SIL has appointed Vivro Financial Services Private Limited, a Merchant Banker registered with SEBI having Registration Number INM000010122 ('Vivro', 'Merchant Banker', 'we', 'us', 'our'), through an Engagement Letter dated December 2, 2024, to issue a Fairness Opinion Report under the SEBI Circular on the Fair Equity Share Exchange Ratio Report dated December 17, 2024, issued by BDO Valuation Advisory LLP ('Fair Equity Share Exchange Ratio Report'), registered with the Insolvency and Bankruptcy Board of India ('IBBI') with registration number IBBI/RV-E/02/2019/103 and enrolled with IOV Registered Valuers Foundation ('Registered Valuer'), as on December 16, 2024 ('the Valuation Date').



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The attached Fairness Opinion Report ('Fairness Opinion Report') has been issued to facilitate SII in complying with the extant provisions of the regulations as mentioned above and shall not be valid for any other purpose.

Our Fairness Opinion Report is to be read in conjunction with the scope and purpose, sources of information and the assumptions, exclusions, limitations, and the disclaimers, as have been detailed hereinafter. This letter should be read in conjunction with the Fairness Opinion Report.

Should you require any further information or explanations, please contact the undersigned.

For, Vivro Financial Services Private Limited



Roshan Vaishnav
Director



1. SOURCES OF INFORMATION

We have relied on the following information made available to us by the management of SIL for the purpose of this Fairness Opinion Report:

- 1.1 Draft Scheme of arrangement between ACL, SIL and their respective shareholders and creditors as may be submitted to the Stock Exchanges;
- 1.2 Fair Equity Share Exchange Ratio Report of the Registered Valuer dated December 17, 2024;
- 1.3 Detailed business profile and information of current business operations of the Companies;
- 1.4 Audited financial statements of the Companies for the year ended March 31, 2024;
- 1.5 Limited review consolidated financial statements of SIL as on September 30, 2024;
- 1.6 Limited review financial statements of ACL as on September 30, 2024;
- 1.7 Shareholding pattern of ACL and SIL as on the Valuation Date;
- 1.8 Master Supply Agreement entered into by SIL with ACL;
- 1.9 Management certified financial projections of ACL from FY2025 to FY2030;
- 1.10 Management certified financial projections of SIL from FY2025 to FY2028;
- 1.11 Such other information and explanations as required and which have been provided by the management of the Companies, which were considered relevant for the purpose of this Fairness Opinion Report.

The Companies have been provided with the opportunity to review the draft Fairness Opinion Report (excluding our opinion on recommendation of the Fair Equity Share Exchange Ratio Report) as part of our standard practice to make sure that factual inaccuracy / omissions are avoided.

2. SCOPE, PURPOSE AND USAGE OF THIS FAIRNESS OPINION REPORT

- 2.1 The Board of Directors of the Companies propose to enter into a scheme of arrangement in accordance with Section 230 to 232 and other applicable provisions of the Companies Act, 2013 as amended, rules framed thereunder as well as other applicable laws, regulations and applicable circulars. The Scheme provides for the amalgamation of SIL with and into ACL.



- 2.2 The scope of our services is to issue a Fairness Opinion Report on the Fair Equity Share Exchange Ratio Report of the Registered Valuer for the proposed Scheme as required and applicable under the SEBI Circular and SEBI LODR Regulations. The scope of our services does not involve opining on the fairness or economic rationale of the Scheme per se.
- 2.3 This Fairness Opinion Report is our deliverable on this engagement. The Fairness Opinion Report has been issued to facilitate SIL in complying with the extant provisions of the regulations, as mentioned above, and shall not be valid for any other purpose.
- 2.4 The distribution of this Fairness Opinion Report shall be restricted to the Companies, Shareholders, SEBI, the Stock Exchanges and such other regulatory bodies required to give effect to the Scheme, including but not limited to the Registrar of Companies and the National Company Law Tribunal.
- 2.5 This Fairness Opinion Report is subject to the scope, assumptions, exclusions, limitations, and disclaimers detailed hereinafter. As such, the Fairness Opinion Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

3. OVERVIEW AND UNDERSTANDING OF THE PROPOSED SCHEME

- 3.1 ACL ('CIN: L26942GJ1981PLC004717' formerly known as Ambuja Cements Private Limited and Gujarat Ambuja Cements Limited) is a public limited company incorporated on October 20, 1981, engaged in the business of manufacturing and marketing of cement and cement related products. The equity shares of ACL are listed on the Stock Exchanges and the Global Depository Receipts ('GDRs') are listed under the EURO Multilateral Trading Facility ('MTF') platform of Luxembourg Stock Exchange ('LuxSE').
- 3.2 The share holding pattern of ACL as on the Valuation Date, is as follows:

Equity Shares with a face value of INR 2.00 each

Shareholder Category	No. of shares held
Promoter and Promoter Group	1,663,381,052
Public	798,402,585
Non-Promoter Non-Public*	1,339,841
Total	2,463,123,478

Source: www.bseindia.com accessed on the Valuation Date

*Includes 13,39,841 equity shares represented by 13,39,841 GDRs

- 3.3 SIL ('CIN: L18209TG1985PLC005581'), is a company incorporated on June 14, 1985, engaged in the business of manufacturing and marketing of cement and cement products in domestic and export market. The equity shares of SIL are listed on the Stock Exchanges.



3.4 The share holding pattern of SIL as on the Valuation Date, is as follows:

Equity Shares with a face value of INR 10.00 each

Shareholder Category	No. of shares held
Promoter and Promoter Group	193,744,040
Public	64,581,960
Total	258,326,000

Source: www.bseindia.com accessed on the Valuation Date

8% Non-convertible Cumulative Redeemable Preference Shares of INR 10.00 each

Shareholder Category	No. of shares held
Promoter and Promoter Group	2,200,000,000
Total	2,200,000,000

Source: Quarterly filing of SIL

4. BASIS OF OPINION ON THE REGISTERED VALUER'S REPORT

4.1 The Registered Valuer has assessed the value of ACL and SIL, under the going concern premise using the International Valuation Standards 2022 ('IVS') issued by International Valuation Standards Council ('IVSC'). The Registered Valuer has considered the valuation base as 'Fair Value' and the premise of value is 'current use/existing use' for estimating the value of the Companies.

4.2 On the basis of all the relevant factors and circumstances as discussed and outlined in the Fair Equity Share Exchange Ratio Report dated December 17, 2024, the Registered Valuer has concluded that:

'12 (Twelve) equity shares of Ambuja Cements Limited of INR 2/- each, fully paid for every 100 (Hundred) equity shares of Sanghi Industries Limited of INR 10/- each, fully paid-up.'

5. LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS & DISCLAIMERS

5.1 This Fairness Opinion Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. This Fairness Opinion Report is restricted for the purpose indicated in the Engagement Letter but does not preclude the management of the Companies to provide a copy of this Fairness Opinion Report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for any unauthorized use of this Fairness Opinion Report.



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5.2 In the course of the Fairness Opinion Report, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Companies through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement.

5.3 This Fairness Opinion Report, its contents, and the results herein (i) are specific to the purpose agreed as per the terms of our engagement; (ii) are specific to the date of this Fairness Opinion Report and other conditions in general and the written and oral information made available to us by the management of the Company as on date of this Fairness Opinion Report. The events occurring after this date may affect this Fairness Opinion Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Fairness Opinion Report.

5.4 We have not provided any accounting, tax, or legal advice to the Companies neither are we required to in terms of the Engagement Letter.

5.5 We have not examined the tax implication of the present transaction neither are we required to in terms of the Engagement Letter.

5.6 We have not revalued any asset, nor physically verified any assets of the Companies neither are we required to in terms of the Engagement Letter.

5.7 We have not opined on the legality of the scheme neither are we required to in terms of the Engagement Letter.

5.8 This Fairness Opinion Report assumes that the Companies are fully compliant with relevant laws and regulations applicable in their area of operations. Further, this Fairness Opinion Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded / reflected in the financials provided to us and not relevant or applicable to the subject matter of our analysis.

5.9 We are independent of the Companies and hold no specific interest in the Companies or its assets, nor do we have any conflict of interest with the Companies.

5.10 The fee for this engagement is not contingent upon the results reported and the conclusion arrived at by us.

5.11 This Fairness Opinion Report is furnished on a strictly confidential basis. Neither this Fairness Opinion Report nor the information contained herein may be reproduced or passed to any person or used for any purpose other than stated above.



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6. CONCLUSION

Pursuant to the facts and circumstances as detailed above, we are of the opinion that the conclusion drawn in the Fair Equity Share Exchange Ratio Report issued by the Registered Valuer, is fair.

For, Vivro Financial Services Private Limited



Roshan Vaishnav

Director

Date: December 17, 2024

Place: Ahmedabad





Strictly Private and Confidential

To,

The Board of Directors

Ambuja Cements Limited

Adani Corporate House, Shantigram,
Near Vaishnav Devi Circle, S.G. Highway,
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Date: 17 December 2024

Sub: Recommendation of Share Exchange Ratio pursuant to the Scheme of Arrangement between Sanghi Industries Limited and Ambuja Cements Limited and their respective shareholders

Dear Sir / Madam,

We refer to our Engagement Letter dated 09 December 2024 whereby the Management of Ambuja Cements Limited ("Ambuja" or the "Client") (referred to as the "Management"), have requested GT Valuation Advisors Private Limited ("GTVAPL" or the "Firm") to recommend a Share Exchange Ratio for the proposed amalgamation of Sanghi Industries Limited ("SIL" or the "Company") with and into Ambuja Cements Limited ("Ambuja") ("Proposed Transaction") pursuant to the Scheme of Arrangement as per the provisions of Sections 230 to 232 and other applicable clauses of the Companies Act, 2013 ("Scheme" or "Scheme of Arrangement"), consideration for which may be discharged by share exchange.

Ambuja and SIL are together referred to as the "Specified Companies".

GTVAPL has been hereafter referred to as 'Valuer' or 'we' in this Share Exchange Ratio report ('Report').

In the following paragraphs, we have summarized our valuation analysis together with the description of the methodologies used and limitations on our scope of work.

1. CONTEXT AND PURPOSE OF THIS REPORT

1.1 Background Information

1.1.1 Ambuja Cements Limited

Ambuja is among the leading cement manufacturing companies in India, and a part of the Adani Group. The equity shares of Ambuja are listed on Bombay Stock Exchange and National Stock Exchange of India. The registered office of Ambuja is located at Ahmedabad, India.

1.1.2 Sanghi Industries Limited

SIL operates as subsidiary of Ambuja Cements Limited. SIL is engaged in the business of cement manufacturing and operates an integrated facility at Sanghipuram, Kutch.



1.2 Proposed Transaction

- 1.2.1 We have been informed that the Management of Ambuja is contemplating amalgamation of SIL with and into Ambuja, consideration of which would be discharged by way of issue of fully paid-up equity shares of Ambuja to the shareholders of SIL as per the Share Exchange Ratio recommended in this Report.
- 1.2.2 As per the Scheme, upon coming into effect of the Proposed Transaction, the equity shares and the non-convertible redeemable preference shares issued by SIL & held by Ambuja shall stand cancelled and extinguished and in lieu thereof, there shall be no allotment of any equity shares and / or preference shares.
- 1.2.3 For the aforesaid purpose, the Management of Ambuja have appointed GTVAPL, Registered Valuer – Securities and Financial Assets, to submit a report recommending Share Exchange Ratio for the Proposed Transaction as required under the relevant provisions of the Companies Act, 2013.
- 1.2.4 We would like to emphasize that certain terms of the Proposed Transaction are stated in our Report, however, the detailed terms of the Proposed Transaction would be more fully described and explained in the Scheme document between the Specified Companies. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the relevant Scheme documents.

1.3 Scope of Work and Purpose of Valuation

- 1.3.1 We are given to understand that the Management of Ambuja is contemplating amalgamation of SIL with and into Ambuja pursuant to a Scheme of Arrangement under the provisions of Sections 230 to 232 and other applicable clauses of the Companies Act, 2013.
- 1.3.2 For the aforesaid purpose, Ambuja has requested GTVAPL to submit a report recommending the Share Exchange Ratio for the proposed amalgamation of SIL with and into Ambuja for the consideration of the Board of Directors of Ambuja. This report will be placed before the Board of Ambuja, and to the extent mandatorily required under applicable laws of India, maybe produced before judicial, regulatory or government authorities, in connection with the Proposed Transaction.
- 1.3.3 The scope of our services is to conduct a relative (and not absolute) valuation of the equity shares of the Specified Companies and report on the Share Exchange Ratio for the Proposed Transaction in accordance with generally accepted professional standards.
- 1.3.4 For the aforesaid purpose, the valuation analysis is carried out by giving cognizance to the ICAI Valuation Standards, 2018 and as part of valuation process by assigning appropriate weights to the applicable internationally accepted methodologies.
- 1.3.5 We have been informed that, in the event either of the Specified Companies restructure their equity share capital by way of share split/ consolidation/ issue of bonus shares/ merger/ demerger/ reduction of share capital before the Proposed Amalgamation becomes effective, the issue of shares pursuant to the Share Exchange Ratio recommended in this Report shall be adjusted accordingly to take into account the effect of any such corporate actions.
- 1.3.6 This Report is our deliverable for the above engagement.
- 1.3.7 For the purpose of this report, we have considered the valuation date as 16 December 2024 ("Valuation Date").
- 1.3.8 This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.



2. SOURCE of INFORMATION

2.1. In connection with this exercise, we have used the following information received from the Management and/or gathered from public domain while arriving at the Share Exchange Ratio for the Proposed Transaction.

2.1.1. With respect to Ambuja

- a) Annual Report of Ambuja from Financial Year ended 31 December 2019 to Financial Year ended 31 March 2024;
- b) Limited reviewed consolidated financial statements of Ambuja for half year ended 30 September 2024;
- c) Financial Projections from FY2025 to FY2028;
- d) Latest available Shareholding Pattern, from BSE filings;
- e) Management view on materiality of contingent liabilities;
- f) Audited financial statements of subsidiaries, associates and joint ventures for FY2024;
- g) Limited reviewed financial statements of subsidiaries, associates, and joint ventures of Ambuja for the period ended 30 September 2024.

2.1.2. With respect to SIL

- a) Annual Report of SIL from Financial Year ended 31 March 2020 to Financial Year ended 31 March 2024;
- b) Limited Reviewed financial statements of SIL for half year ended 30 September 2024;
- c) Financial Projections of SIL from FY 2025 to FY 2028;
- d) Master Service Agreement signed with Ambuja as on 14 December 2023;
- e) Latest available shareholding pattern available on BSE;
- f) Management view on materiality of contingent liabilities;
- g) Details of unabsorbed tax depreciation and brought forward tax losses.

2.1.3. Other Information

- a) Draft Scheme of Arrangement;
- b) International Databases such as Capital IQ, World Wide Web;
- c) Correspondence with the Management of Ambuja including Management Representation Letters.

2.2. During the discussions with the Management, we have also obtained the explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise. The Management of Ambuja has been provided with the opportunity to review the draft Report (excluding the recommended Share Exchange Ratio) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final Report.

2.3. The management has informed us over telephonic calls, representation letter or otherwise that:

- a) There would not be any capital variation in the Specified Companies (except changes in the capital structure outlined in the Scheme and the Scheme of Amalgamation between Ambuja and Adani Cementation Limited) till the Proposed Transaction becomes effective, without the approval of the shareholders and other relevant authorities.
- b) Till the Proposed Transaction becomes effective, neither of the Specified Companies would declare any dividend which are materially different than those declared in the past few years.
- c) There are no unusual / abnormal events in the Specified Companies other than those represented to us by the Management of the Specified Companies till the date of this report ("Report Date") materially impacting their operating / financial performance. Further, the Management has informed us that all material information impacting the Specified Companies has been disclosed to us.
- d) The Management of Specified Companies has confirmed that the valuation of all the surplus or non-operating assets in the Specified Companies can be considered as per the Balance Sheets as on 30 September 2024.

2.4. We have taken into consideration market parameters as on the Valuation Date, in our analysis and made adjustments for information made known to us by the Management till the Report Date which will have a bearing on the valuation analysis.

2.5. The Management has informed us that SIL has appointed BDO Valuation Advisory LLP ("Second Valuer") for the purpose of arriving at the Share Exchange Ratio for the Proposed Transaction. We have been instructed by the Management to discuss the valuation approach with the Second Valuer and attempt to arrive at a consensus on the Share Exchange Ratio. While we have independently carried out the valuation of Companies for recommending the Share Exchange Ratio, appropriate averaging and rounding off in values have been carried out, to arrive at the consensus on the Share Exchange Ratio.





2.6. Further, we understand from the Management that IDBI Capital Markets & Securities Limited have been appointed to provide fairness opinion on the recommended Share Exchange Ratio for the purpose of afore-mentioned Proposed Transaction. At the request of the Management, we have had discussions with the Fairness Opinion provider mentioned above on the valuation approach adopted and assumptions made by us.

3. ABOUT THE VALUER

3.1. GT Valuation Advisors Private Limited is a Registered Valuer entity under Insolvency and Bankruptcy Board of India (IBBI) having Registration No IBBI/RV-E/05/2020/134. GTVAPL holds certificate of practice with RVO ICMAI to value Securities and Financial Assets and Plant and Machinery.

3.2. Darshana Kadakia is a Director in GTVAPL and is a registered valuer with IBBI. The valuer registered with Insolvency and Bankruptcy Board of India (IBBI) to undertake valuation under asset class Securities and Financial Assets and holds certificate of practice as a valuer.

4. DISCLOSURE OF THE REGISTERED VALUER'S INTEREST OR CONFLICT, IF ANY AND OTHER AFFIRMATIVE STATEMENTS

4.1. We do not have any financial interest in the Client or the Specified Companies. We are currently engaged by the Client to undertake valuation of Penna Cements Industries Limited in lieu of their Proposed Scheme of Arrangement. We however do not perceive this as a conflict of interest in carrying out this valuation, as of the date of the engagement letter till the Report Date. We further state that we are not related to the Client / Specified Companies / their promoters.

5. VALUATION PROCEDURES ADOPTED

5.1. Procedures used in our analysis included such substantive steps as we considered necessary under the circumstances, including, but not limited to the following:

5.1.1. Discussion with the Management to:

- a) Understand the business of the Specified Companies.
- b) Enquire about the historical financial performance, current state of affairs of the Specified Companies
- c) Enquire about business plans and future performance estimates.

5.1.2. Undertook Industry Analysis:

- a) Research on publicly available market data on Cement Industry that may impact the valuation.
- b) Analysis of key trends and valuation multiples of comparable companies using:
 - i. Valuer internal transactions database
 - ii. Proprietary databases subscribed by the Valuer
- c) Other publicly available information.

5.1.3. Analysis of the financial and quantitative information.

5.1.4. Obtaining and analyzing data of peers available in public domain, as deemed relevant by us for the purpose of the present exercise.

5.1.5. Selection of appropriate internationally accepted valuation methodology / (ies) after deliberations

5.1.6. Determination of values of equity shares of the Specified Companies

5.1.7. Arriving at the Share Exchange Ratio for the Proposed Transaction.



6. SHAREHOLDING PATTERN OF SPECIFIED COMPANIES

6.1. Ambuja

6.1.1. The issued and subscribed share capital of Ambuja as on the Valuation Date was INR 4,926.2 million consisting of 2,463.1 million equity shares of face value of INR 2 each.

6.1.2. The summary of equity shares outstanding as on the Valuation Date are presented in the table below:

Sr. No.	Particulars	No of Shares
1.	Promoter and Promoter Group	1,663,381,052
2.	Public & Others	799,742,426
	Total Equity Shares	2,463,123,478

Source: BSE

6.2. SIL

6.2.1. The issued and subscribed equity share capital of SIL as on the Valuation Date was INR 2,583.3 million consisting of 258.3 million equity shares of face value of INR 10 each.

6.2.2. The summary of shares outstanding as on the Valuation Date are presented in the table below:

Sr. No.	Particulars	No of Shares
1.	Ambuja	150,045,102
2.	Others	108,280,898
	Total Equity Shares	258,326,000

*Source: BSE

6.2.3. The issued and paid-up preference share capital of SIL as on the Valuation Date was INR 22,000 million consisting of 2,200 million non-convertible cumulative redeemable preference shares of face value of INR 10 each. All the outstanding preference shares issued by SIL are held by Ambuja.

7. VALUATION APPROACH & METHODOLOGY

7.1. Valuation Procedures

Arriving at the Share Exchange Ratio for the Proposed Transaction would require determining the relative value of equity shares of SIL and equity shares of Ambuja. These values are to be determined independently without considering the effect of the Proposed Transaction.

In connection with this exercise, we have adopted the following procedures to carry out the equity valuation of the Specified Companies:

7.1.1. Data Collection and Planning:

- a) Collected financial data and key performance indicators for the historical period.
- b) Held discussions with the Management pertaining to the business and the expected performance indicators during the projected period.
- c) Any details needed for industry data, market share, surplus assets, assets and liabilities classified as held for sale, contingent liabilities and other data required based on further understanding.

7.1.2. Data Analysis and Management Discussions:

- a) Sought discussions with the Management to understand the business and fundamental factors that affect the earning-generating capability including its strengths, weaknesses, opportunity and threats analysis and historical financial performance.
- b) Where needed, analyzed publicly available information whether or not provided by Management.



7.1.3. Undertook Industry Analysis:

- a) Research publicly available market data including economic factors and industry trends that may impact the valuation.
- b) Analysis of the market to identify comparable companies and comparable transactions.
- c) Other publicly available information.

7.1.4. Performing Valuation Analysis:

- a) Selected appropriate Internationally acceptable valuation methodologies to be used based on the information received, understanding gathered through interviews with the Management, publicly available information and prior experience.
- b) Understood key drivers of valuation and supporting assumptions.
- c) Identified key assumptions and arrived at value of equity shares of the Specified Companies in order to determine the Share Exchange Ratio for the Proposed Transaction.

7.2. Valuation Parameters

7.2.1. Valuation Base: Valuation base means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of value. The standard of value used in our analysis is "Fair Value" which is often understood as the price, that would be received to sell an asset in an orderly transaction between market participants at the valuation date. Fair value is the price in an orderly transaction in the principal (or most advantageous) market at the valuation date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

7.2.2. Premise of Value: A premise of value or assumed use describes the conditions and circumstances of how an asset is deployed. We have considered the "going concern value" as Premise of Value.

7.2.3. Intended Users: This Report is intended for consumption of the Client, its advisors supporting the Proposed Transaction as well as relevant regulatory and statutory authorities.

7.2.4. Valuation Date: The Valuation Date considered for this engagement is 16 December 2024.

7.2.5. Valuation Standards: The report is being prepared in accordance with the relevant ICAI Valuation Standards, 2018 such as ICAI Valuation Standard 102 – Valuation Bases, ICAI Valuation Standard 103 – Valuation Approaches and Methods, ICAI Valuation Standard 301 – Business Valuation.

7.3. Valuation Approach & Methodology

7.3.1. Valuation of a business is not an exact science and ultimately depends upon what it is worth to a serious investor or buyer who may be prepared to pay a substantial goodwill. This exercise may be carried out using various methodologies, the relative emphasis of each often varying with:

- a) Specific nature of the business
- b) Whether the entity is listed on a stock exchange
- c) Industry to which the company belongs.
- d) Past track record of the business and the ease with which the growth rate in cash flows to perpetuity can be estimated.
- e) Extent to which industry and comparable company information is available.

7.3.2. The results of this exercise could vary significantly depending upon the basis used, the specific circumstances and professional judgment of the valuer. Certain valuation techniques have evolved over time and are commonly in vogue.

7.3.3. It should be understood that the valuation of any business/ company or its assets/ equity shares is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. Valuation results could fluctuate with lapse of time, changes in prevailing market conditions and prospects, industry performance and general business and economic conditions, financial and otherwise, and other factors which generally influence the valuation of companies.



7.3.4. The application of any method of valuation depends on the purpose for which the valuation is done. Although, different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. The choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature, regulatory guidelines, and our reasonable judgement, in an independent and bona fide manner based on our previous experience of assignments of similar nature.

7.3.5. The Management is contemplating amalgamation of SIL and Ambuja in accordance with the provisions of section 230 to 232 of the Companies Act 2013.

7.3.6. We have evaluated the following valuation methodologies as per any internationally accepted valuation methodology /ies) on arm's length basis. The valuation techniques can be broadly categorized as follows:

- a) Market Approach
 - i. Market Price Method
 - ii. Comparable Companies Multiple ("CCM") Method
 - iii. Comparable Transaction Multiple ("CTM") Method
- b) Income Approach – Discounted Cash Flow Method.
- c) Asset / Cost Approach – Net Asset Value Method.

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7.4. Valuation Methods

7.4.1. Market Price Method

The market price of an equity shares as quoted on stock exchanges is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

The equity shares of Ambuja and SIL are listed on NSE and BSE and there are regular transactions in its equity shares with adequate volumes. Thus, the share prices observed on NSE over a reasonable period, considering the volume traded was higher on NSE than BSE, have been considered for arriving at the value per equity share of Ambuja and SIL under the Market Price method.

7.4.2. Comparable Companies Multiple Method

Under this methodology, appropriate valuation multiples of comparable listed companies are computed and applied to the financials of the company being valued in order to arrive at a multiple based valuation. This is based on the premise that the market multiples of comparable listed companies are good benchmarks to derive valuation.

In the present valuation analysis, based on research from international databases and discussions with the Management, we were able to identify companies listed on recognized stock exchanges which can be considered as comparable to Ambuja. In identifying the comparable companies' certain parameters like similarity in business activity, financial performance, size of operations etc. were considered. Based on this analysis, we have considered this method to value Ambuja.

While we have screened for publicly listed companies comparable to SIL based on capacity, given the current operations of the company are restrained to a cost-plus business model, pursuant to the Master Service Agreement ("MSA") signed with Ambuja, we do not deem it to be appropriate in applying comparable companies' multiple method. We have therefore not considered this method to estimate the value of equity shares of SIL.

7.4.3. Comparable Transactions Multiple Method

This method is similar to the above CCM method, with the exception that the companies used as guidelines are those that have been recently acquired. Under the CTM Method, acquisitions or divestitures involving similar companies are identified, and the multiples implied by their purchase prices are used to assess the subject company's value. There is no rule of thumb for the appropriate age of a reasonable transaction; however, it is important to be aware of the competitive market at the time of the transaction and factor any changes in the marketplace environment into the analysis. All other things being equal, the more recent the transaction, the more reliable the value arrived at using this technique.

In the present valuation analysis, we were able to identify a few transactions involving acquisition of sizable stake by existing players. Given the context of the Proposed Transaction, we have considered the CTM method as one of the methods to estimate the value of equity shares of SIL.

However, we were unable to use this method for our valuation analysis of Ambuja due to lack of credible and sufficient information available in the public domain relating to comparable transactions of companies at similar stage, size and scale of operations in the recent past.

7.4.4. Discounted Cash Flow ("DCF") Method

Under the DCF method the projected free cash flows to the firm/ equity are discounted at the weighted average cost of capital/ cost of equity. In general, the DCF method is a strong and widely accepted valuation tool, as it concentrates on cash generation potential of a business. DCF analysis is based mainly on the following elements:

- Projection of financial statements (key value driving factors),
- The cost of capital to discount the projected cash flows.

Considering the above, we have used this method to estimate the value of equity shares of Ambuja, since it captures Ambuja's growth and cash generating potential. Similarly, we have used this method to value SIL as well.



We have used the free cash flows to firm (the "FCFF") approach under the DCF method to estimate the value of equity shares of Ambuja and SIL, based on the financial projections provided to us by the Management.

Please note that we have relied on explanations, financial projections and information provided by the Management. Projections and assumptions for the projected period are only the best estimates of the Management for the Company's growth and sustainability of profitability margins. Although, we have reviewed the data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.

7.4.5. Net Asset Value ("NAV") Method

The value arrived at under this approach is based on the latest available audited/ unaudited/ provisional financial statements of the business and may be defined as the Shareholder's Funds or Net Asset Value of the company.

Under this method, the net assets as per the financial statements are adjusted for market value of surplus/ non-operating assets, potential and contingent liabilities, if any. The NAV is generally used as the minimum break-up value for any business since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy or invest in the business as a going concern.

Based on our discussions with the Management, and analysis of the historical and projected profit and loss statements of the Specified Companies, we understand that the current NAV only reflects the historical costs and accumulated profits of the Specified Companies which do not reflect the fair value of the assets and liabilities as of the Valuation Date.

Since, the current NAV is not reflective of the Specified Companies future cash generation and performance, keeping in mind the context and purpose of the Report, we have not used this method to estimate the equity value of the Specified Companies.

8. BASIS OF SHARE EXCHANGE RATIO

- 8.1. The equity share exchange ratio has been arrived at on the basis of the relative value of equity shares of the Specified Companies based on the various approaches / methods explained in this Report and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Specified Companies, having regard to information base, key underlying assumptions and limitations.
- 8.2. While we have provided our recommendation of the Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Share Exchange Ratio. The final responsibility for the determination of the exchange ratio at which the Proposed Transaction shall take place will be with the Board of Directors of the respective companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.
- 8.3. The Share Exchange Ratio is based on the methodologies explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Specified Companies, having regard to available information base, key underlying assumptions and limitations.

9. SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

- 9.1. Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. These services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.
- 9.2. The recommendation contained herein is not intended to represent value at any time other than the date of the Report. Also, it may not be valid if done on behalf of any other entity.



9.3. This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement; (ii) the Valuation Date and (iii) are based on the data detailed in the section – Sources of Information. An analysis of this nature is necessarily based on the information made available to us, the prevailing stock market, financial, economic and other conditions in general and industry trends in particular, as of the Valuation Date. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

9.4. The recommendation rendered in this Report only represents our recommendation based upon information till date, furnished by the Management (or its representatives) and other sources and the said recommendation shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).

9.5. It should be understood that the valuation of any entity or its assets is inherently subjective and is subject to uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we have relied on explanations provided by the Management and have made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Specified Companies. This valuation could fluctuate with lapse of time, changes in prevailing market conditions and prospects, foreign exchange rates, industry performance and general business and economic conditions, financial and otherwise, of the companies, and other factors which generally influence the valuation of companies and their assets.

9.6. The recommendation of a Share Exchange Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single undisputed Share Exchange Ratio. While we have provided our recommendation of the Share Exchange Ratio based on the information available to us and within the scope of our engagement, others may have a different opinion. The final responsibility for the recommendation of the Share Exchange Ratio at which the Proposed Transaction shall take place will be with the Board of Directors of the Specified Companies who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.

9.7. In the course of the valuation, we were provided with both written and verbal information, including information as detailed in the section - Sources of Information. In accordance with the terms of our engagement, we have assumed and relied upon, (i) the accuracy of the information that was publicly available and formed a basis for this Report and (ii) the accuracy of information made available to us by the Management. As per our Engagement Letter and in accordance with the customary approach adopted in valuation exercises, we have not audited or otherwise investigated the historical/projected financial information provided to us. Although, we have made the necessary enquiries regarding the key assumptions considered in the business model in the context of the Specified companies, their industry or their economy and reviewed such data for consistency and reasonableness, we have not independently investigated the data provided by the Management. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Management, we have been given to understand by Management that they have not omitted any relevant and material factors. Our conclusions are based on the assumptions and information given by/on behalf of the Specified Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Also, we assume no responsibility for financial/technical information furnished by Management.

9.8. Accordingly, we assume no responsibility for any errors in the information furnished by the Management or obtained from public domain and their impact on the Report. However, nothing has come to our attention to indicate that the information provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report.

9.9. We have relied on data from external sources. These sources, although considered to be reliable, are external and hence, we assume no liability for the accuracy of the data. We have assumed that the business continues normally without any disruptions due to statutory or other external/ internal occurrences.

9.10. The Management has represented that the business activities have been carried out in the normal and ordinary course between 30 September 2024 and the Report Date for the Specified Companies and that no material adverse change has occurred in their respective operations and financial position between the respective aforementioned dates.





- 9.11. The Report assumes that the Specified Companies, their subsidiaries, associates, and Joint Ventures ("JVs") comply fully with relevant laws and regulations applicable in all their areas of operations unless otherwise stated, and that all the companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of regulatory nature, tax nature (including domestic and international tax etc.) and legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/unaudited balance sheet of the Specified Companies, their subsidiaries and JVs. Our conclusion of value assumes that the assets and liabilities of the Specified Companies, their subsidiaries, associates and JVs, reflected in their respective latest balance sheets remain intact as of the Report Date.
- 9.12. This Report does not look into the business/ commercial reasons behind the Proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction or other alternatives or whether such alternatives could be achieved or are available. In addition, we express no opinion or recommendation as to how the shareholders of the Company should vote at any shareholders' meeting(s) to be held in connection with the Proposed Transaction.
- 9.13. No investigation / inspection of the Specified Companies' claim to title of assets has been made for the purpose of this Report and the Specified Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 9.14. We have no present or planned future interest in Ambuja, except for the disclosure made in Para 4.1 above. The fee for this report is not contingent upon the values or results reported herein.
- 9.15. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the Specified Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Specified Companies, their directors, employees or agents.
- 9.16. We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion on the Share Exchange Ratio. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose. Our report is not, nor should it be construed as our opining or certifying the compliance of the Proposed Transaction with the provisions of any law including companies, taxation or as regards any legal implications or issues arising thereon.
- 9.17. This Report is subject to the laws of India.
- 9.18. Our appointment was formalized via engagement letter dated 09 December 2024, however, the work had started earlier based on verbal confirmation. Further, the information provided by the Management have been appropriately reviewed in carrying out the valuation. Sufficient time and information were provided to us to carry out the valuation.
- 9.19. Neither this Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, without our prior written consent except for disclosures to be made to relevant regulatory authorities including National Company Law Tribunal, recognized stock exchanges or as required under applicable law.
- 9.20. This Report and the information contained in it is absolutely confidential and intended only for the sole use and information of the Board of Ambuja and only in connection with the Proposed Transaction. Without limiting the foregoing, we understand that Ambuja may be required to share this Report with regulatory or judicial authorities in connection with the Proposed Transaction. We hereby give consent to such disclosure of this Report, on the basis that the Valuer owes responsibility only to Ambuja that has engaged us, under the terms of the engagement, and no other person; and that, to the fullest extent permitted by law, the Valuer accepts no responsibility or liability to any other party, in connection with this Report. It is clarified that reference to this Report in any document and / or filing with any recipient, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person / party other than Ambuja.



- 9.21. The scope of work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this report, which might be relevant in the context of the Proposed Transaction and which a wider scope might uncover. Our assistance/this report should not be considered any advice for financial reporting purposes. The Report is for regulatory compliance only and may not be used for any other purpose other than that stated herein and in our Engagement Letter, in particular for accounting or financial reporting purposes. Management is solely responsible for determining any amounts it records in its books and records and financial statements and footnotes thereto.
- 9.22. Our report can be used by Ambuja only for the purpose, as indicated in this report, for which we have been appointed. The results of our valuation analysis and our report cannot be used or relied by Ambuja for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person / party for any decision of such person / party based on this report. Any person / party intending to provide finance / invest in the shares / business of the Specified Companies / their holding companies / subsidiaries / associates / investee companies / other group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person / party (other than Ambuja) chooses to place reliance upon any matters included in the report, they shall do so at their own risk and without recourse to the Valuer. It is hereby notified that usage, reproduction, distribution, circulation, copying or otherwise quoting of this report or any part thereof, except for the purpose as set out earlier in this report, without our prior written consent, is not permitted, unless there is a statutory or a regulatory requirement to do so.
- 9.23. Any discrepancies in any table / annexure between the total and the sums of the amounts listed are due to rounding-off.



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10. CONCLUSION

Based on the forgoing, and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, pursuant to the amalgamation of SIL with and into Ambuja, we recommend the following Share Exchange Ratio:

12 (Twelve) Equity Shares of Ambuja of INR 2 each fully paid up, for every 100 (One Hundred) Equity Share of SIL of INR 10 each fully paid up.

It should be noted that we have not examined any other matter including economic rationale for the Proposed Transaction per se or accounting, legal or tax matters involved in the Proposed Transaction.

Respectfully submitted,

For GT Valuation Advisors Private Limited
Registered Valuer Entity – Securities and Financial Assets
IBBI Registration Number: IBBI/RV-E/05/2020/134

D.R.Kadakia



Director
Darshana Kadakia

Register Valuer – Securities and Financial Assets
IBBI Registration Number: IBBI/RV/05/2022/14711

Date: 17 December 2024

Annexure 1

The Computation of Share Exchange Ratio for the Proposed Transaction as derived by us, is given below:

Valuation Approach	Ambuja (B)		SIL (A)	
	Weights	Value per Share (INR)	Weights	Value per Share (INR)
Market Approach				
Market Price Method	25%	580.4	25%	85.4
Comparable Companies Multiple method	25%	659.5	NA	NA
Comparable Transactions Method	NA	NA	25%	78.0
Income Approach- Discounted Cash Flow Method	50%	716.9	50%	80.4
Cost Approach – Net Asset Value Method	NA	NA	NA	NA
Concluded Value Per share		668.4		81.0
Fair Equity Share Exchange Ratio (A/B) (Rounded)	12:100			

*NA= Not Applicable/Not Adopted

1. Comparable Companies Multiple Method is not adopted for SIL due to lack of comparable companies since the current operations of the company are restrained to a cost-plus business model, pursuant to the MSA signed with Ambuja.
2. Comparable Transactions Method is not adopted for estimating value per share of Ambuja due to lack of credible & sufficient information of transactions involving companies of comparable size and scale of operations to Ambuja.
3. Income approach is adopted as we have been provided with financial forecast for the business of the Specified Companies from the Management, and this methodology captures the future cash flows.

Share Exchange Ratio

12 (Twelve) Equity Shares of Ambuja of INR 2 each fully paid up, for every 100 (One Hundred) Equity Shares of SIL of INR 10 each fully paid up.





Ambuja Cements Limited
Adani Corporate House, Shantigram,
Near Vaishnav Devi Circle, S.G. Highway,
Khodiyar, Ahmedabad, Gujarat 382421

GT Valuation Advisors

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16th Floor, Tower III
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27 December 2024

**Sub: Recommendation of Share Exchange Ratio pursuant to the Scheme of Arrangement between
Sanghi Industries Limited ("SIL") and Ambuja Cements Limited ("Ambuja")**

Dear Sir / Madam,

We refer to your request to provide specific information sought by the Stock Exchanges in India with respect to the recommendation of share exchange ratio related to the Proposed Transaction as per our report dated 17 December 2024 ("Report"). Please note below our comments against each of the requirements:

Requirement

List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.

Comments

Kindly refer the Annexures 2B and 4B of valuation workings, below.

Requirement

Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.

Comments

As mentioned in Para 8.1 of the Report, the share exchange ratio has been arrived at on the basis of the relative value of equity shares of SIL and Ambuja, as provided in Annexure 1 of the Report.

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Requirement

Details of Revenue, PAT, and EBIDTA (in value and percentage terms) of entities involved in the scheme for all the number of years considered for valuation under the Income Approach and reasons justifying the EBIDTA/PAT margin considered in the valuation report.

Comments

I. Ambuja

Particulars	6M FY25	FY26	FY27	FY28	(INR Mn)
Revenue	184,097.5	520,600.3	633,110.0	732,211.5	
EBITDA	44,029.6	110,669.4	148,433.7	184,014.2	
EBITDA margin	23.9%	21.3%	23.4%	25.1%	

Rationale: As we understand from our discussions with the Management, Ambuja has capacity expansion plans, both through greenfield & brownfield projects, to achieve higher growth in revenue. Further, the company has undertaken various initiatives to improve efficiencies which will result in reduction of the overall cost of production, leading to improvement in margins.

II. SIL

Particulars	6M FY25	FY26	FY27	FY28	(INR Mn)
Revenue	8,930.7	15,303.1	19,835.3	19,857.6	
EBITDA	1,149.6	1,391.2	1,803.2	1,805.2	
EBITDA margin	12.9%	9.1%	9.1%	9.1%	

Rationale: As we understand from our discussions with the Management, SIL has signed Master Service Agreements, whereby entire production of clinker and cement will be sold to Ambuja and ACC Limited ("ACC") with a 10% markup on cost of production. The increasing utilization of available capacity will lead to higher revenue in the projections. However, considering the fixed pricing agreed in the MSA, the EBITDA margins of SIL is expected to remain constant in the projections.

Requirement

Detailed Valuation workings for all entities involved.

Comments

Kindly refer the Annexures of valuation workings, below.

Thanking you

For GT Valuation Advisors Private Limited

Registered Valuer Entity – Securities and Financial Assets
IBBI Registration Number: IBBI/RV/E/05/2020/134

eSigned using Aadhaar
(LegalSign.com - FaK3K1bx)
Darshana Kadakia

Date: Fri Dec 27 11:22:33 IST
2024

Darshana Kadakia

Director

Registered Valuer – Securities and Financial Assets

IBBI Registration Number: IBBI/RV/05/2022/14711

Date: 27 December 2024

Annexure 1 – Fair Equity Share Exchange Ratio

Annexure 2 - Valuation of Sanghi Industries Limited ("SIL")

Annexure 3 – Market Price Analysis of SIL

Annexure 4 – Valuation of Ambuja Cements Limited ("Ambuja")

Annexure 5 – Market Price Analysis of Ambuja

Fair Equity Share Exchange Ratio

Annexure - 1

Amalgamation of Sanghi Industries Limited ("SIL") Into Ambuja Cements Limited ("Ambuja")	
Equity Value of SIL (Annexure 2) in INR Mn	20,929.8
Number of shares of SIL	268,326,000
Per Equity Share Value of SIL in INR	\$1.0
Equity Value of Ambuja (Annexure 4) in INR Mn	1,646,470.6
Number of shares of Ambuja	2,463,123,478
Per Equity share Value of Ambuja in INR	655.4
Share Exchange Ratio (Rounded off)	12.0
12 (Twelve) fully paid up equity share of face value of INR 2 each of Ambuja for every 100 (One Hundred) fully paid up equity shares of face value of INR 10 each of SIL.	

GT Valuation Advisors Private Limited

Valuation of Sanghi Industries Limited ("SIL")

Annexure - 2A

Discounted Cash Flow Method ("DCF")					
Particulars (a)	FY2026*	FY2026	FY2027	FY2028	Terminal Value (b)
Earnings before Interest, Tax, Depreciation, and Amortisation	1,140.5	1,361.2	1,603.2	1,806.2	
Less: Depreciation & Amortisation	1,329.3	1,365.9	1,604.2	1,860.0	
Less: Tax (c)	-	-	-	-	
Gross Free Cash Flows to Firm (Post-Tax)	(179.7)	(474.7)	199.0	425.2	
Add: Depreciation & Amortisation	1,329.3	1,365.9	1,604.2	1,860.0	
Less: Change in Non-Cash Working Capital	(1,061.2)	196.3	338.6	1.7	
Less: Capital Expenditure	1,169.9	-	-	-	
Net Free Cash Flows to Firm	1,030.9	1,194.9	1,464.8	1,803.6	
Terminal Value / Exit Multiple (Note 1) (INR)	9,700.0				68,170.0
Discount Rate / PV Factor (Note 2) (d)	11.7%	0.97	0.90	0.80	0.72
Present Value of Net Free Cash Flows	1,002.8	1,069.6	1,173.4	1,293.3	43,429.5

*for the period 1 October 2024 to 31 March 2025

Particulars	(INR Million)
Present Value of Cash Flows for Explicit Period	4,539.0
Present Value for Terminal Period	42,428.5
Enterprise Value	46,967.5
Add: Adjustments (e)	(28,206.7)
Equity Value	20,760.8
Number of equity shares of SIL	258,326,000
Equity Value Per Share (INR)	80.4

Note 1: Terminal Period Assumptions

Particulars	(INR Million)
Selected Multiple - EV per Ton (INR)	8,849.5
Premium	10.0%
Concluded Multiple (Rounded)	9,700.0
Installed Capacity of SIL (Million Tons)	6.1
Terminal Value	68,170.0

Exit Multiple	(INR)
Comparable Companies	EV per Ton
Orient Cement Limited	8,442.1
Star Cement Limited	11,961.6
HeidelbergCement India Limited	7,935.3
Udaipur Cement Works Limited	7,059.0
Average	8,849.5

Note 2: Calculation of Discount Rate / PV Factor

Particulars	Values
Risk-free Rate (f)	6.7%
Beta (g)	0.80
Equity Risk Premium (h)	6.8%
Base Cost of Equity	10.7%
Company Specific Risk Premium (i)	1.0%
Adjusted Cost of Equity	11.7%

Footnotes

- (a) We have used the financial projections for the explicit period as provided to us by the Management of SIL.
- (b) Terminal Value beyond the explicit period is calculated by applying an exit multiple approach as per details provided in Note 1.
- (c) No cash outflows towards tax are expected during the explicit period on account of large amount of brought forward business losses and unabsorbed depreciation available for set off with SIL as per information provided to us by the Management of SIL.
- (d) The present value of explicit period and terminal period cashflows are derived based on discount rate of 11.7% as per details provided in Note 2. Since SIL is expected to operate without external debt on a sustainable basis as confirmed to us by the Management of SIL, the cost of equity can be considered to be representative of the Weighted Average Cost of Capital as of the Valuation Date.
- (e) Adjustments primarily consist of borrowings, leases, and cash & cash equivalents based on the balance sheet of SIL as on 30 September 2024.
- (f) Risk-free Rate is based on 10-Year wholesale debt Government securities as on Valuation Date as per Clearing Corporation India Limited.
- (g) The beta is based on the long term asset beta of the company as on the Valuation Date.
- (h) The expected return of the market in excess of the risk-free rate basis Grant Thornton's internal research.
- (i) Additional risk premium has been considered on account of high customer concentration.

Valuation of Sanghi Industries Limited ("SIL")

Annexure - 2B

Market Approach	
Comparable Transaction Method ("CTM Method")	(INR)
Comparable Transactions	EV per Ton*
India Cements	8,207.5
Kesaram Industries	7,069.6
Penna Cement	7,444.3
Average	7,573.8

*computed based on information available in public domain.

Particulars	(INR Million)
Particulars	EV per Ton
Concluded Multiple - EV per Ton (INR) (Rounded)	7,000.0
Installed Capacity of SIL (Million Tons)*	6.1
Enterprise Value	42,300.0
Adjustments **	(28,208.7)
Equity Value	20,151.3
Number of shares of SIL	258,326,000
Equity Value Per Share (INR)	78.0

*as per the installed cement manufacturing capacity of SIL as of the Valuation Date.

** Adjustments primarily consist of borrowings, leases, and cash & cash equivalents based on the balance sheet of SIL as on 30 September 2024.

Market Approach	
Market Price Method	
Particulars	Amount
Equity Value Per Share (INR)*	85.4
Number of outstanding equity shares	258,326,000
Equity Value	22,060.0

* represents higher of the 10 Trading Days and 90 Trading Days volume weighted average price as on 16 December 2024. Kindly refer Annexure 3 for details.

Particulars	Weights	Value in INR Million	Value per Share (INR)
Income Approach (DCF Method)	50%	20,768.9	80.4
Market Approach (CTM Method)	25%	20,151.3	78.0
Market Approach (Market Price Method)	25%	22,060.0	85.4
Weighted Average Equity Value of SIL		20,829.8	81.0

GT Valuation Advisors Private Limited

Valuation workings as per Market Price Method

Date	Turnover (INR)	Total Traded Quantity
16-Dec-24	38,831,483.9	493,283.0
13-Dec-24	10,922,116.2	187,632.0
12-Dec-24	10,528,731.1	131,247.0
11-Dec-24	24,808,122.4	308,110.0
10-Dec-24	10,605,656.9	132,232.0
09-Dec-24	13,986,376.0	172,018.0
08-Dec-24	39,211,498.8	586,886.0
05-Dec-24	63,888,059.9	653,632.0
04-Dec-24	15,174,647.9	183,207.0
03-Dec-24	29,878,375.1	358,902.0
02-Dec-24	28,221,813.8	348,162.0
29-Nov-24	14,138,591.9	178,723.0
28-Nov-24	50,529,910.9	371,066.0
27-Nov-24	49,708,141.4	617,053.0
26-Nov-24	22,901,462.5	292,789.0
25-Nov-24	26,193,591.8	324,636.0
22-Nov-24	42,819,896.0	549,278.0
21-Nov-24	60,533,816.0	796,374.0
19-Nov-24	15,768,860.0	193,806.0
18-Nov-24	14,788,900.9	182,663.0
14-Nov-24	18,064,386.8	221,541.0
13-Nov-24	19,753,840.7	239,681.0
12-Nov-24	10,865,807.0	187,642.0
11-Nov-24	26,423,227.0	313,954.0
08-Nov-24	16,855,220.9	180,380.0
07-Nov-24	38,830,425.8	433,495.0
06-Nov-24	74,844,844.8	840,749.0
05-Nov-24	53,482,837.9	602,147.0
04-Nov-24	87,084,804.7	1,105,540.0
01-Nov-24	63,649,620.9	624,089.0
31-Oct-24	33,777,389.5	416,180.0
30-Oct-24	20,446,877.6	259,530.0
29-Oct-24	21,424,388.5	278,380.0
28-Oct-24	27,268,819.8	366,607.0
26-Oct-24	25,542,482.7	337,211.0
24-Oct-24	23,435,186.0	301,895.0
23-Oct-24	28,118,340.8	354,491.0
22-Oct-24	20,669,768.9	282,126.0
21-Oct-24	36,021,388.8	444,816.0
18-Oct-24	12,815,734.5	186,919.0
17-Oct-24	15,224,770.1	188,891.0
16-Oct-24	18,228,851.4	222,784.0
15-Oct-24	12,467,102.6	152,211.0
14-Oct-24	12,057,279.0	148,301.0
11-Oct-24	8,786,341.8	106,601.0

Date	Turnover (INR)	Total Traded Quantity
10-Oct-24	18,150,789.1	191,580.0
09-Oct-24	7,884,613.8	94,564.0
08-Oct-24	14,249,483.9	173,880.0
07-Oct-24	22,583,672.0	277,343.0
04-Oct-24	38,187,388.8	468,326.0
03-Oct-24	21,832,333.9	260,446.0
01-Oct-24	18,349,532.0	182,814.0
30-Sep-24	19,878,529.4	236,592.0
27-Sep-24	26,827,796.3	307,669.0
26-Sep-24	25,539,695.2	305,072.0
25-Sep-24	27,842,001.0	326,284.0
24-Sep-24	19,142,985.3	229,026.0
23-Sep-24	12,506,472.1	146,897.0
20-Sep-24	19,407,408.8	226,890.0
19-Sep-24	18,315,474.8	212,843.0
18-Sep-24	21,092,389.5	244,026.0
17-Sep-24	23,252,458.6	266,230.0
16-Sep-24	28,272,614.9	299,323.0
13-Sep-24	18,822,887.0	216,401.0
12-Sep-24	20,041,497.6	228,841.0
11-Sep-24	18,091,687.8	202,488.0
10-Sep-24	38,884,728.1	441,014.0
09-Sep-24	68,692,506.5	774,010.0
06-Sep-24	19,685,486.0	225,984.0
05-Sep-24	33,431,850.8	380,889.0
04-Sep-24	30,440,758.4	345,882.0
03-Sep-24	26,404,679.7	282,882.0
02-Sep-24	31,711,607.1	357,281.0
30-Aug-24	23,557,210.8	284,537.0
29-Aug-24	22,887,647.3	265,297.0
28-Aug-24	23,918,761.1	294,439.0
27-Aug-24	32,771,012.2	361,873.0
26-Aug-24	41,729,992.8	450,587.0
23-Aug-24	98,611,498.8	1,034,788.0
22-Aug-24	23,803,383.7	257,887.0
21-Aug-24	28,974,902.8	317,148.0
20-Aug-24	21,361,449.4	236,576.0
19-Aug-24	26,018,482.6	276,792.0
18-Aug-24	29,740,265.5	331,000.0
14-Aug-24	24,842,020.7	274,884.0
13-Aug-24	42,665,032.8	472,058.0
12-Aug-24	45,782,676.2	505,712.0
09-Aug-24	18,163,582.1	196,349.0
08-Aug-24	29,313,919.8	315,484.0
07-Aug-24	107,161,983.2	1,144,700.0

90 Trading Days volume weighted average price	85.4
10 Trading Days volume weighted average price	81.3
Higher of the above - 30 days/ 10 days - 10 days VWAP	86.4
Number of Equity Shares Outstanding	258,328,000.0
Total Value as per Market Price Method (INR Mn)	22,080.0

Discounted Cash Flow Method ("DCF")					
Particulars (a)	FY2026*	FY2028	FY2027	FY2028	Terminal Value (b)
Earnings before Interest, Tax, Depreciation, and Amortisation	44,029.5	110,889.4	148,433.7	184,014.2	183,786.1
Less: Depreciation & Amortisation	20,711.3	46,076.3	57,007.7	64,662.9	15,000.0
Less: Tax	3,250.7	11,628.7	16,458.7	21,483.2	33,757.0
Gross Free Cash Flows to Firm (Post-Tax)	20,067.6	52,966.3	74,969.4	97,988.0	135,029.1
Add: Depreciation & Amortisation	20,711.3	46,076.3	57,007.7	64,662.9	15,000.0
Less: Change in Non-Cash Working Capital	(28,464.5)	3,086.0	1,724.8	1,466.7	842.7
Less: Capital Expenditure	92,810.0	106,032.7	124,040.0	102,656.7	15,000.0
Net Free Cash Flows to Firm	(26,868.7)	(8,046.0)	8,212.3	88,217.6	134,388.4
Terminal Value					2,640,651.0
Discount Rate / PV Factor (Note 1) (c)	12.0%	0.97	0.89	0.80	0.71
Present Value of Net Free Cash Flows	(24,886.1)	(8,046.2)	4,968.8	41,477.0	1,881,386.8

*For the period 1 October 2024 to 31 March 2025

Particulars	(INR Million)
Present Value of Cash flows for Explicit Period	13,497.4
Present Value for Terminal Period	1,881,386.8
Enterprise Value	1,894,883.2
Add: Adjustments (d)	(128,940.0)
Equity Value	1,765,923.1
Number of equity shares of Ambuja	2,483,123,473
Equity Value Per Share (INR)	716.8

Note 1: Calculation of PV Factor

Particulars	Values
Risk-free Rate (e)	6.7%
Beta (f)	0.78
Equity Risk Premium (g)	6.8%
Cost of Equity	12.0%

Explanations

(a) We have used the financial projections for the explicit period as provided to us by the Management of Ambuja.

(b) Terminal Value beyond the explicit period is calculated under the H-Model.

H-Model assumptions	
Particulars	
Short-term Growth Rate	15.7%
Long-term Growth Rate	5.0%
Period to Normalisation	8.0

EBITDA Margin considered is based on the long term sustainable EBITDA margins of Ambuja which equals to FY2026.

Tax expense is based on effective corporate tax rate applicable to Ambuja as confirmed by the Management of Ambuja.

Terminal capital expenditure of INR 15,000 Mn has been considered as maintainable, based on inputs provided by the Management of Ambuja.

Terminal Depreciation has been linked to the capital expenditure of the Terminal Year.

Terminal change in Non Cash Working Capital is based on incremental revenue.

(c) The present value of explicit period and terminal period cashflows are derived based on discount rate of 12.0% as per details provided in Note 1. Since Ambuja is net debt-free and expected to operate as such on a sustainable basis as confirmed to us by the Management of Ambuja, the cost of equity can be considered to be representative of the Weighted Average Cost of Capital as of the Valuation Date.

(d) Adjustments primarily consist of borrowings, leases, fair value of minority interest, unpaid dividend, investments, assets held for sale, and cash & cash equivalents based on the balance sheet Ambuja as on 30 September 2024.

(e) Risk-free Rate is based on 10-Year wholesale debt Government securities as on Valuation Date as per Clearing Corporation India Limited.

(f) The beta is based on the long term asset beta of the company as on the Valuation Date.

(g) The expected return of the market in excess of the risk-free rate basis Grant Thornton's internal research.

Valuation of Ambuja Cements Limited ("Ambuja")

Annexure - 4B

Market Approach	
Comparable Companies Multiple Method ("CCM Method")	(INR)
Comparable Companies	EV per Ton *
UltraTech Cement Limited	22,374.9
Shree Cement Limited	18,440.6
J.K. Cement Limited	14,804.0
Average	17,804.5

* The Enterprise Value of the comparable companies has been calculated based on the available balance sheets as of September 30, 2024, of the respective comparable companies. Further the available capacity has been considered based on latest available information on public domain.

Particulars	(INR MILLION)
Selected Multiple - EV per Ton	17,804.5
Premium	10.0%
Concluded Multiple (Rounded) (INR)	18,700.0
Installed Capacity of Ambuja (Million Tons)*	89.0
Enterprise Value	1,753,300.0
Adjustments **	(126,940.0)
Equity Value of Ambuja	1,624,360.0
Number of shares of Ambuja Cements Limited	2,483,123,478
Equity Value Per Share (INR)	659.5

* as per the installed cement manufacturing capacity of Ambuja as of the Valuation Date.

** Adjustments primarily consist of borrowings, leases, fair value of minority interest, unpaid dividend, investments, assets held for sale, and cash & cash equivalents based on the balance sheet Ambuja as on 30 September 2024.

Market Approach	
Market Price Method	
Particulars	Amount
Equity Value Per Share (INR)*	580.4
Number of outstanding Equity Shares	2,483,123,478
Equity Value of Ambuja	1,429,576.1

*represents higher of the 10 Trading Days and 90 Trading Days volume weighted average price as on 16 December 2024, Kindly refer Annexure 5 for details.

Particulars	Weights	Value in INR Million	Value per Share (INR)
Income Approach (DCF Method)	50%	1,765,823.1	716.8
Market Approach (CCM Method)	25%	1,624,360.0	659.5
Market Approach (Market Price Method)	25%	1,429,576.1	580.4
Weighted Average Equity Value of Ambuja		1,646,470.8	659.4

GT Valuation Advisors Private Limited

Market Price analysis of Ambuja Cements Limited

Annexure - 5

Valuation workings as per Market Price Method

Date	Turnover (INR)	Total Traded Quantity
15-Dec-24	844,411,677.3	1,121,729.0
13-Dec-24	1,294,231,620.3	2,286,790.0
12-Dec-24	1,322,882,348.7	2,304,459.0
11-Dec-24	1,545,788,390.0	2,870,785.0
10-Dec-24	821,020,619.6	1,088,918.0
08-Dec-24	861,408,426.3	1,158,666.0
06-Dec-24	486,403,031.2	865,417.0
05-Dec-24	1,738,982,482.7	3,031,824.0
04-Dec-24	984,881,689.0	1,530,652.0
03-Dec-24	3,145,883,134.3	5,596,923.0
02-Dec-24	1,684,429,026.2	3,183,526.0
29-Nov-24	3,483,110,765.8	5,808,827.0
28-Nov-24	3,187,089,200.0	8,194,006.0
27-Nov-24	4,320,008,252.9	8,456,453.0
26-Nov-24	2,289,680,450.2	4,802,784.0
25-Nov-24	2,946,453,134.5	5,805,288.0
22-Nov-24	5,893,882,991.3	11,846,448.0
21-Nov-24	18,202,430,916.4	38,274,256.0
19-Nov-24	700,825,202.2	1,267,126.0
18-Nov-24	935,003,282.5	1,707,792.0
14-Nov-24	836,747,723.7	1,535,042.0
13-Nov-24	468,875,428.7	838,603.0
12-Nov-24	428,488,111.2	791,982.0
11-Nov-24	418,743,189.2	745,179.0
08-Nov-24	510,198,801.7	801,220.0
07-Nov-24	471,832,387.9	822,808.0
06-Nov-24	2,658,265,082.4	4,579,180.0
05-Nov-24	356,778,633.5	625,470.0
04-Nov-24	805,032,885.5	1,059,606.0
01-Nov-24	1,28,322,355.5	218,583.0
31-Oct-24	1,172,821,807.1	2,018,148.0
30-Oct-24	1,372,213,423.7	2,384,199.0
29-Oct-24	1,385,495,524.8	2,417,223.0
28-Oct-24	3,081,085,054.4	8,418,282.0
25-Oct-24	886,251,239.5	1,007,718.0
24-Oct-24	742,488,312.0	1,330,006.0
23-Oct-24	2,426,239,872.9	4,336,713.0
22-Oct-24	3,128,287,751.7	5,827,748.0
21-Oct-24	2,091,332,355.7	3,850,696.0
18-Oct-24	2,848,388,491.8	5,206,878.0
17-Oct-24	2,017,461,676.5	3,483,057.0
16-Oct-24	11,757,549,517.4	20,191,084.0
15-Oct-24	1,088,846,181.3	1,866,208.0
14-Oct-24	708,768,912.6	1,202,584.0
11-Oct-24	1,137,780,604.2	1,844,238.0

Date	Turnover (INR)	Total Traded Quantity
10-Oct-24	3,793,145,217.6	8,417,410.0
09-Oct-24	1,932,815,490.5	3,140,946.0
08-Oct-24	2,095,801,883.5	3,481,559.0
07-Oct-24	1,895,302,163.2	3,195,158.0
04-Oct-24	843,720,258.8	1,538,542.0
03-Oct-24	886,751,780.9	1,682,483.0
01-Oct-24	948,818,163.7	1,608,022.0
30-Sep-24	2,698,488,449.6	4,215,188.0
27-Sep-24	2,451,107,786.1	3,874,643.0
26-Sep-24	1,198,250,004.7	1,836,586.0
25-Sep-24	883,822,818.4	1,485,337.0
24-Sep-24	810,222,895.0	1,309,122.0
23-Sep-24	984,203,999.2	1,601,273.0
20-Sep-24	1,105,477,478.1	1,790,104.0
19-Sep-24	1,528,804,786.8	2,512,582.0
18-Sep-24	457,061,491.1	739,643.0
17-Sep-24	880,875,866.0	1,091,218.0
16-Sep-24	468,468,881.0	737,033.0
13-Sep-24	1,198,387,017.4	1,896,585.0
12-Sep-24	658,980,386.3	1,052,634.0
11-Sep-24	1,038,388,750.7	1,658,410.0
10-Sep-24	920,478,020.4	1,466,556.0
09-Sep-24	1,044,883,139.8	1,875,042.0
08-Sep-24	1,303,538,741.5	2,085,088.0
05-Sep-24	1,793,719,070.5	2,854,101.0
04-Sep-24	1,458,048,725.2	2,347,174.0
03-Sep-24	1,575,161,273.2	2,546,441.0
02-Sep-24	1,379,247,359.6	2,224,871.0
30-Aug-24	2,180,862,782.3	3,840,177.0
29-Aug-24	3,835,410,186.2	6,301,579.0
28-Aug-24	1,690,303,105.2	2,570,418.0
27-Aug-24	1,486,469,270.1	2,374,774.0
26-Aug-24	2,325,809,058.2	3,846,932.0
23-Aug-24	51,743,900,754.3	82,307,644.0
22-Aug-24	3,342,854,884.7	5,298,703.0
21-Aug-24	652,585,606.6	1,038,303.0
20-Aug-24	876,155,329.8	1,390,860.0
19-Aug-24	897,170,340.9	936,492.0
18-Aug-24	606,774,616.4	956,228.0
14-Aug-24	578,188,991.4	930,171.0
13-Aug-24	884,850,874.2	1,378,088.0
12-Aug-24	2,024,801,838.7	3,206,718.0
09-Aug-24	1,062,098,418.6	2,606,683.0
08-Aug-24	718,449,328.6	1,121,584.0
07-Aug-24	1,454,208,828.8	2,259,244.0

90 Trading Days volume weighted average price	680.4
10 Trading Days volume weighted average price	688.5
Higher of the above - 90 days/ 10 days - 90 days VWAP	688.4
Number of Equity Shares Outstanding	2,463,123,476.0
Total Value as per Market Price Method (INR Mn)	1,439,078.1



IDBI Capital Markets & Securities Ltd.
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Email: info@idbic平al.com
CIN : U65990MH1993GOI075578

STRICTLY CONFIDENTIAL

Ref: Inv. Bk/M&A/GD/24-25/ 062

December 17, 2024

The Board of Directors
Ambuja Cements Limited
Adani Corporate House,
Shantigram, Near Vaishnav Devi Circle,
5. G. Highway, Khodiyar,
Ahmedabad, Gujarat 382421.

Dear Members on the Board,

Subject: Fairness Opinion on the Share Exchange Ratio for the Proposed Scheme of Arrangement between Sanghi Industries Limited and Ambuja Cements Limited and their respective shareholders.

This is with reference to our appointment vide letter dated December 9, 2024 ("Appointment Letter") wherein Ambuja Cements Limited (hereinafter referred to as the "Transferee Company" or "Ambuja") had engaged IDBI Capital Markets & Securities Limited ("IDBI Capital") to provide Fairness Opinion to the Board of Directors of Ambuja on the Share Exchange Ratio determined by GT Valuation Advisors Private Limited (the "Valuer") appointed by Ambuja for the proposed scheme of Arrangement between Sanghi Industries Limited and Ambuja Cements Limited and their Respective Shareholders under Sections 230 to Sections 232 and other applicable provisions of the Companies Act, 2013 ("Proposed Scheme").

1. Company Background and Scope of Engagement:

- (i) The Transferor Company (as defined hereinafter) was incorporated on June 14, 1985, as Sanghi Leathers Private Limited, a private limited company, with the Registrar of Companies, Andhra Pradesh, under the provisions of the Companies Act, 1956. Its name was changed to: (a) Sanghi Industries Private Limited on September 18, 1992; and (b)





Sanghi Industries Limited on October 28, 1992. The Corporate Identification Number of the Transferor Company is L18209TG1985PLC005581. The registered office of the Transferor Company is situated at Sanghinagar P O, Hayathnagar Mandal, R.R District, Hyderabad, Telangana, 501511.

The Transferor Company is engaged in the business of manufacturing and marketing of cement, clinker and other related products.

The Transferor Company is a subsidiary of the Transferee Company (as defined in the Proposed Scheme). The Transferee Company as on November 30, 2024 holds 58.08% of the paid-up equity share capital of the Transferor Company. The equity shares of the Transferor Company are listed on the Stock Exchanges (as defined in the Proposed Scheme).

(ii) The Transferee Company was incorporated on October 20, 1981, as Ambuja Cements Private Limited, a private limited company, with the Registrar of Companies, Gujarat, under the provisions of the Companies Act, 1956. Its name was changed to (a) Ambuja Cements Limited on March 19, 1983; (b) Gujarat Ambuja Cements Limited on May 19, 1983; and (c) Ambuja Cements Limited on April 5, 2007. The Corporate Identification Number of the Transferee Company is L26942GJ1981PLC004717. The registered office of the Transferee Company is situated at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.

The Transferee Company is among the leading cement companies in India, renowned for its hassle-free, home-building solutions with its unique sustainable development projects and environment-friendly practices since it started its operations.

The Transferee Company is part of Adani Group of companies. The equity shares of the Transferee Company are listed on the Stock Exchanges. The global depository receipts issued by the Transferee Company are listed on the Luxembourg Stock Exchange.

By way of separate schemes of amalgamation, it is proposed (a) to merge Adani Cementation Limited (a wholly owned subsidiary of Adani Enterprises Limited) with the Transferee Company ("Adani Cementation Merger Scheme"); and (b) to merge Penna Cement Industries Limited (a subsidiary of the Transferee Company) with the Transferee Company ("Penna Cement Merger Scheme").

"Entities" collectively means Transferee Company and Transferor Company;





For the purpose of Proposed Scheme, the Transferee Company has appointed the Valuer to determine the Share Exchange Ratio (as defined below) and has in terms of the Appointment Letter requested IDBI Capital to examine the Valuation Report issued by the Valuer and other related information provided by the Company and issue our independent opinion as to the fairness of the Share Exchange Ratio ("Fairness Opinion") as per the requirements of the relevant SEBI circulars ("SEBI Circular"). This fairness opinion is being provided solely to the Board of Directors of Ambuja Cements Limited and strictly within this context and is not intended to represent the valuation at which such a transaction is carried out, and does not address Ambuja (or any other party's) underlying business decision to proceed with or effect any commercial decisions relating to the Proposed Scheme.

As per the Valuation Report dated December 17, 2024, the valuers have recommended the Share Exchange Ratio of 12 (Twelve) equity shares of Ambuja Cements Limited of INR 2/- each fully paid up for every 100 (One hundred) equity shares of Sanghi Industries Limited of INR 10/- each fully paid up ("Share Exchange Ratio").

All terms not specifically defined in this Fairness Opinion Report shall carry the same meaning as in the Proposed Scheme.

For the avoidance of doubt, this Fairness Opinion is not to be construed as financial advice in relation to the sale of, or subscription for, any shares in Ambuja Cements Limited to any person.

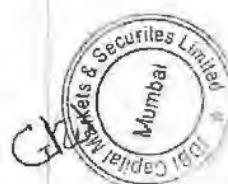
2. Proposed Scheme

Rationale of the Scheme

The Transferee Company is the promoter of the Transferor Company and holds 58.08% of the paid-up equity share capital and 100% of the 8% - non-convertible cumulative redeemable preference shares of the Transferor Company. As both the companies are under the same line of business, this amalgamation will enable the Transferee Company to absorb the business of Transferor Company completely for carrying on more effectively and beneficially.

The Scheme will enable the Transferee Company to integrate the Transferor Company's operations, leading to more efficient and economical business management. This includes better resource utilization, reduced overheads, cost savings, economies of scale, elimination of duplicated efforts, and streamlined compliance requirements through amalgamation.

The amalgamation will enhance business potential of the Transferor Company, add value to both the companies, and ultimately increase the shareholders' value.





The amalgamation will lead to reduction and rationalisation of multiple entities in the group.

The Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification: (a) would not hold more than ten percent of the total voting rights in the Transferee Company; (b) do not exercise control over the affairs of the Transferor Company and the Transferee Company either directly or indirectly; (c) do not have any special rights with respect to the Transferor Company and the Transferee Company through any formal or informal arrangements including through any shareholder agreements; (d) do not represent on the board of directors of the Transferor Company and the Transferee Company including a nominee director; (e) do not act as a key managerial personnel in the Transferor Company and the Transferee Company. Further, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification, (a) have not been declared 'wilful defaulter' as per the guidelines issued by the Reserve Bank of India; and (b) are not fugitive economic offenders. Accordingly, reclassification of the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification of the Transferor Company from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company has been contemplated upon the coming into effect of this Scheme, in accordance with the requirements of Regulation 31A of the SEBI LODR (as defined hereinafter).

Parts of the Proposed Scheme

The Scheme is divided into the following parts:

Part I deals with the definitions, interpretation, date of taking effect and share capital of the Transferor Company and the Transferee Company;

Part II, inter alia, deals with the amalgamation of the Transferor Company into and with the Transferee Company in accordance with the provisions of Sections 230 – 232 of the Act; and

Part III deals with the general terms and conditions that would be applicable to the Scheme

3. Source of Information:

In arriving at the opinion set forth below, we have relied on the following:

- a) Valuation Report dated December 17, 2024 prepared by GT Valuation Advisors Private Limited;
- b) Draft Scheme of Amalgamation;
- c) Financial Projections of Ambuja and SII;
- d) Historical Audited financial statements;
- e) Representations from the management of Ambuja Cements Limited;
- f) Additional information provided through email. Information including but not limited to those mentioned





hereinabove.

4. Scope Limitations and Disclaimers:

- This Fairness Opinion is being provided solely to and from the perspective of Board of Directors of Ambuja Cements Limited and only in connection with the Proposed Scheme.
- This Fairness Opinion is confidential and is provided pursuant to and subject to the terms of our appointment and terms of business.
- It is being made available for information purposes only and on a confidential basis.
- This Fairness Opinion is for the exclusive use of Board of Directors of Ambuja Cements Limited and it may be disclosed to such persons and authorities as may be required under Law.
- This Fairness Opinion must not be copied, reproduced, distributed or passed, in whole or in part, to any other person at any time without our prior written consent.
- Each recipient acknowledges that some or all of the information contained in the Fairness Opinion is or may be inside information and that the use of such information may be regulated or prohibited by applicable legislation including securities law relating to insider dealing and market abuse and each recipient undertakes not to use any information contained in the opinion for any unlawful purpose.
- This Fairness Opinion does not constitute an offer or invitation or a solicitation of any offer or invitation for the sale or purchase of securities or of any of the assets, business or undertaking of Ambuja Cements Limited. In addition, it is not intended to form the basis of or act as an inducement to enter into any contract or investment activity, and should not be considered as a recommendation by us, Ambuja Cements Limited or any other person in relation to Ambuja Cements Limited.
- The information used for this opinion, which does not purport to be comprehensive, has been provided to us by Ambuja Cements Limited and its advisors and/or obtained from publicly available sources. We have assumed the accuracy of the information so received and this has not been verified by us. No representation or warranty, express or implied, is or will be given by us or our respective directors, officers, employees or advisers or any other person as to the accuracy or completeness of this opinion and, so far as permitted by law, no responsibility or liability is accepted for the accuracy or sufficiency thereof, or for any errors, omissions or misstatements, negligent or otherwise, relating thereto.
- In particular, but without limitation, (subject as aforesaid) no representation or warranty, express or implied, is given as to the achievement or reasonableness of, and no reliance should be placed on, any projections, targets, estimates or forecasts and nothing in this opinion is or should be relied on as a promise or representation as to





the future. Accordingly, (subject as aforesaid) neither us, nor any of our respective directors, officers, employees or advisers, nor any other person, shall be liable for any direct, indirect or consequential loss or damage suffered by any person as a result of relying on any statement in or omission from this opinion or any other written or oral communication with the recipient or its advisors in connection with its evaluation of Entities and (save in the case of fraudulent misrepresentation or wilful non-disclosure) any such liability is expressly disclaimed.

The receipt of this opinion by any person is not to be taken as constituting the giving of investment opinion by us to any such person, nor to constitute such person our client.

For avoidance of any doubts, it is clarified that fees payable to IDBI Capital by Ambuja Cements Limited is not in any way contingent upon nature of opinion provided to Ambuja Cements Limited.

5. Conclusion:

In our opinion, in the given circumstances, based on all relevant factors, information and subject to the scope limitations & disclaimers on the date hereof, and to the best of our knowledge and belief, we are of the opinion that the Share Exchange Ratio as recommended by the Valuer, is fair and reasonable.





6. Distribution of the Fairness Opinion

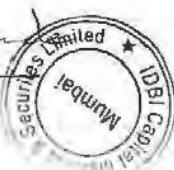
The Fairness Opinion is addressed only to the Board of Directors of Ambuja Cements Limited. The Fairness Opinion shall not otherwise be disclosed or referred to publicly or to other third party without IDBI Capital's prior written consent. However, Ambuja Cements Limited may provide a copy of the Fairness Opinion if required / called upon by any regulatory authorities of India subject to Ambuja Cements Limited promptly intimating IDBI Capital in written about receipt of such request from the regulatory authority. The Fairness Opinion should be read in totality & not in parts. Further, this Fairness Opinion should not be used or quoted for any purpose other than to whom it is addressed or for any purpose than the purpose stated hereinabove, then, we will not be liable for any consequences thereof & shall not take any responsibility for the same. Neither this Fairness Opinion nor its contents may be referred to or quoted to / by any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement documents given to third parties. In no circumstances however, will IDBI Capital or its management, directors, officers, employees, agents, advisors, representatives and controlling persons of IDBI Capital accept any responsibility or liability including any pecuniary or financial liability to any third party.

Yours Faithfully,

For and on behalf of

IDBI Capital Markets & Securities Limited

Authorised Signatory



SUMMARY OF VALUATION REPORT

SANGHI INDUSTRIES LIMITED ("TRANSFEROR COMPANY")

AND

AMBUJA CEMENTS LIMITED ("TRANSFeree COMPANY")

INCLUDING THE BASIS OF VALUATION

1. Sanghi Industries Limited ("Sanghi") engaged M/s BDO Valuation Advisory LLP (IBBI No.: IBBI/RV-E/02/2019/103) ("BDO"), registered valuer for carrying out fair valuation in the matter of Scheme of Arrangement between Sanghi and Ambuja Cements Limited ("Ambuja"). BDO issued the valuation report dated December 17, 2024. For the purpose of arriving at the valuation, they had approached GT Valuation Advisors Private Limited, registered valuer appointed by Ambuja and both the valuers have discussed with each other their findings, methodology and approach to arrive at a consensus on recommendation of share exchange ratio.
2. M/s Vivro Financial Services Private Limited ("VIVRO"), a category 1 Merchant Banker was appointed to provide an independent opinion as to the fairness of the Share Swap Ratio recommended by BDO for Scheme of Arrangement between Sanghi and Ambuja. They reviewed the valuation report issued by BDO and the draft scheme and carried out independent analysis. VIVRO vide its report dated December 17, 2024 opined to the Board of Directors of Sanghi that the valuation opined by BDO is fair from a financial point of view.
3. Ambuja appointed GT Valuation Advisors Private Limited (IBBI No.: IBBI/RV-E/05/2020/134) ("GT"), registered valuer for carrying out fair valuation in the matter of Scheme of Arrangement between Sanghi and Ambuja. GT issued the Valuation Report dated December 17, 2024. For the purpose of arriving at the valuation they had approached BDO, Valuer appointed by Sanghi and both the valuers have discussed with each other their findings, methodology and approach to arrive at a consensus on recommendation of share exchange ratio.
4. Ambuja appointed IDBI Capital Markets & Securities Limited, a category 1 Merchant Banker ("IDBI") to provide an independent opinion as to the fairness of the Share Swap Ratio recommended by GT for Scheme of Arrangement between Sanghi and Ambuja. They reviewed the valuation report issued by GT and the draft scheme and carried out independent analysis. IDBI vide its report dated December 17, 2024 opined to the Board of Directors of Ambuja that the valuation opined by GT is fair from a financial point of view.
5. BDO carried out independent analysis using, generally accepted valuation methodologies in arriving the valuation for the Scheme of Arrangement between Sanghi and Ambuja. Both Sanghi and Ambuja are listed entities. The approach adopted by the registered valuer determining the same is summarized as under:

Valuation Approach	Sanghi Valuation	Ambuja Valuation
Cost Approach	In a 'going concern' scenario, for an operating entity, the earning power as reflected	In a 'going concern' scenario, for an operating entity, the earning power as reflected



Valuation Approach	Sanghi Valuation	Ambuja Valuation
	<p>under the Income and Market approaches, are of greater importance to the basis of amalgamation, than the value arrived on the net asset basis, which is of limited relevance. Therefore, BDO have not considered Asset / Cost approach for valuation since the asset / cost approach does not reflect the intrinsic value of the business operations in a "going concern scenario".</p>	<p>under the Income and Market approaches, are of greater importance to the basis of amalgamation, than the value arrived on the net asset basis, which is of limited relevance. Therefore, BDO have not considered Asset / Cost approach for valuation since the asset / cost approach does not reflect the intrinsic value of the business operations in a "going concern scenario".</p>
Income Approach	<p>Discounted Cash Flow (DCF) Method under the Income Approach has been considered based on the forecast financial statements.</p>	<p>Discounted Cash Flow (DCF) Method under the Income Approach has been considered based on the forecast financial statements.</p>
Market Approach	<p>Market Price Method: The shares of Sanghi are listed on the Stock Exchanges and there are regular transactions in their equity shares with reasonable volumes on BSE and NSE. Hence, Market Price Method under the Market Approach has been considered for valuation of Sanghi. The volume weighted average share price observed on NSE (due to higher volumes on NSE) for Sanghi over a reasonable period has been considered for determining value under the market price methodology.</p> <p>Comparable Transactions Multiple Method: Considering the Master Supply Agreement between Sanghi and Ambuja, BDO have used EV/capacity based multiple using Comparable Transactions Multiple Method ("CTM") based on the</p>	<p>Market Price Method: The shares of Ambuja are listed on the Stock Exchanges and there are regular transactions in their equity shares with reasonable volumes on BSE and NSE. Hence, Market Price Method under the Market Approach has been considered for valuation of Ambuja. The volume weighted average share price observed on NSE (due to higher volumes on NSE) for Ambuja over a reasonable period has been considered for determining value under the market price methodology.</p> <p>Comparable Companies Multiple Method Comparable Companies Multiple Method ("CCM") is used for determining and arriving at the fair value of Ambuja, since there are</p>



Valuation Approach	Sanghi Valuation	Ambuja Valuation
	comparable companies operating with similar capacity in India.	comparable companies operating in similar businesses in India. BDO have selected comparable companies and the multiples based on business description, size, profitability, etc. in comparison with Ambuja.
Conclusion	BDO considered weighted average approach for the various methods i.e. DCF method (50%), Comparable Transaction Multiple Method (25%) and Market Price method (25%).	Based on the above, BDO considered weighted average approach for the various methods i.e. DCF method (50%), Comparable Companies Method (25%) and Market Price method (25%).

6. GT carried out independent analysis using, generally accepted valuation methodologies in arriving the valuation for Scheme of Arrangement between Sanghi and Ambuja. Both Ambuja and Sanghi are listed entities. The approach adopted by the registered valuer determining the same is summarized as under:

Valuation Approach	Sanghi Valuation	Ambuja Valuation
Cost Approach	The Net Asset Value (NAV) method, which is based on a company's financial statements and reflects the book value of its assets and liabilities, was not adopted for the valuation of the specified companies since it does not account for future cash generation or current market realities, relying instead on historical data that may not represent the business's true worth as a going concern.	The Net Asset Value (NAV) method, which is based on a company's financial statements and reflects the book value of its assets and liabilities, was not adopted for the valuation of the specified companies since it does not account for future cash generation or current market realities, relying instead on historical data that may not represent the business's true worth as a going concern.
Income Approach	The DCF method has been adopted to estimate the equity value of Ambuja, relying on financial projections and management input to forecast future cash flows and discount them at an appropriate rate.	The DCF method has been adopted to estimate the equity value of Sanghi, relying on financial projections and management input to forecast future cash flows and discount them at an appropriate rate.
Market Approach	Market Price Method:	Market Price Method:



Valuation Approach	Sanghi Valuation	Ambuja Valuation
	<p>The equity shares of Ambuja are listed on NSE and BSE and there are regular transactions in its equity shares with adequate volumes. Thus, the share prices observed on NSE over a reasonable period, considering the volume traded was higher on NSE than BSE, have been considered for arriving at the value per equity share of Ambuja under the Market Price method.</p> <p>Comparable Companies Multiple Method:</p> <p>Under this methodology, appropriate valuation multiples of comparable listed companies are computed and applied to the financials of the Ambuja in order to arrive at a multiple based valuation. In identifying the comparable companies' certain parameters like similarity in business activity, financial performance, size of operations etc. were considered.</p> <p>Comparable Transaction Multiple Method:</p> <p>Under the Comparable Transaction Multiple Method (CTM), acquisitions or divestitures involving similar companies are identified, and the multiples implied by their purchase prices are used to assess the subject company's value.</p> <p>Given the context of the Proposed Transaction, GT considered the CTM method</p>	<p>The equity shares of Sanghi are listed on NSE and BSE and there are regular transactions in its equity shares with adequate volumes. Thus, the share prices observed on NSE over a reasonable period, considering the volume traded was higher on NSE than BSE, have been considered for arriving at the value per equity share of Sanghi under the Market Price method.</p> <p>Comparable Companies Multiple Method:</p> <p>Comparable Companies Multiple Method under the Market Approach was not considered for valuation of Sanghi in absence of exact comparable public listed companies of companies at similar stage, size and scale of operations.</p> <p>Comparable Transaction Multiple Method:</p> <p>Under the Comparable Transaction Multiple Method (CTM), acquisitions or divestitures involving similar companies are identified, and the multiples implied by their purchase prices are used to assess the subject company's value.</p> <p>GT were unable to use this method for valuation analysis of Ambuja due to lack of credible and sufficient information available in the public domain relating to comparable transactions of companies at similar stage,</p>



Valuation Approach	Sanghi Valuation	Ambuja Valuation
	as one of the methods to estimate the value of equity shares of Sanghi.	size and scale of operations in the recent past.
Conclusion	GT considered weighted average approach for the various methods i.e. DCF method (50%), Comparable Companies Method (25%) and Market Price method (25%).	GT considered weighted average approach for the various methods i.e. DCF method (50%), Comparable Transaction Multiple Method (25%) and Market Price Method (25%).

7. No special valuation difficulties were found by the registered valuers. The valuation reports and the fairness opinions as placed before the respective Board of Directors of Sanghi and Ambuja were approved by them.

For Sanghi Industries Limited



Pranjali Dubey
Company Secretary



For Ambuja Cements Limited



Manish Mistry
Company Secretary





Date: 25th March 2025

To,

National Stock Exchange of India Limited
'Exchange Plaza', C-1,
Block G, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Symbol: SANGHIIND

Sub: Application for approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Report on Complaints in terms of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Dear Sir / Madam,

This is in reference to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Scheme of Arrangement between Sanghi Industries Limited (Transferor Company) and Ambuja Cements Limited (Transferee Company) and their respective shareholders (Scheme).

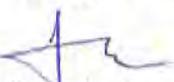
As per SEBI circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Company is required to submit a "Report on Complaints" containing the details of complaints / comments received by the Company on Draft Scheme, within 7 days of expiry of 21 days from the date of filing of Draft scheme with Stock Exchanges and hosting the draft scheme on the website of the Stock Exchanges.

The period of 21 days from the hosting of the draft scheme by NSE on its website i.e. 28th February 2025 expired on 21st March 2025 accordingly, we are enclosing herewith the Report of Complaints in the format prescribed as per above mentioned SEBI Master Circular.

This Complaint report is also being uploaded on the website of the Company i.e. www.sanghicement.com as per the requirement of the SEBI circular.

We request you to kindly take the Complaint report on your records and provide the "No Objection" at the earliest to enable us to file the Scheme of Amalgamation with Hon'ble National Company Law Tribunal.

Thanking you,
Yours faithfully,
For, Sanghi Industries Limited


Anil Agrawal

Company Secretary & Compliance Officer
Encl: a/a



Sanghi Industries Limited
Registered Office:
Adani Corporate House,
Shantigram, Nr. Vaishnodevi Circle,
S. G. Highway, Khodiyar,
Ahmedabad - 382421 Gujarat, India
Ph +91 79-2656 5555
www.sanghicement.com

CIN: L18209GJ1985PLC157787

REPORT ON COMPLAINTS

Part A

Sr. No.	Particulars	Number
1	Number of Complaints received directly	12
2	Number of Complaints forwarded by Stock Exchange	2
3	Total Number of Complaints / comments received (1+2)	14
4	Number of Complaints resolved	14
5	Number of Complaint pending	Nil

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status
1	Veeraiah Bandlamudi	18.12.2024	Closed
2	Harsh Dinesh Pareek	18.12.2024	Closed
3	Prince Tyagi	18.12.2024	Closed
4	Venkata Sai Bandlamudi	18.12.2024	Closed
5	Venkata Rao Maddineni	18.12.2024	Closed
6	Naresh Saraaf	18.12.2024	Closed
7	Anita Bansal	18.12.2024	Closed
8	Anil Bansal	18.12.2024	Closed
9	Hemant Batra	18.12.2024	Closed
10	Vasavi Diyyala	25.12.2024	Closed
11	Shivani Ramesh Shah	26.12.2024	Closed
12	Girish Thakkar	21.02.2025	Closed
13	*Anil Jindal	07.02.2025	Responded
14	*Anonymous Complaint	07.02.2025	Responded

* Forwarded by Stock Exchange

For, Sanghi Industries Limited



Anil Agrawal
Company Secretary & Compliance Officer



Sanghi Industries Limited
Registered Office:
Adani Corporate House,
Shantigram, Nr. Vaishnodevi Circle,
S. G. Highway, Khodiyar,
Ahmedabad – 382421 Gujarat, India
Ph +91 79-2656 5555
www.sanghicement.com

CIN L1B209GJ1985PLC157787



Date: 6th March 2025

To,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001
Scrip Code: 526521

Sub: Application for approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Report on Complaints in terms of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Dear Sir / Madam,

This is in reference to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Scheme of Arrangement between Sanghi Industries Limited (Transferor Company) and Ambuja Cements Limited (Transferee Company) and their respective shareholders (Scheme).

As per SEBI circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Company is required to submit a "Report on Complaints" containing the details of complaints / comments received by the Company on Draft Scheme, within 7 days of expiry of 21 days from the date of filing of Draft scheme with Stock Exchanges and hosting the draft scheme on the website of the Stock Exchanges.

The period of 21 days from the hosting of the draft scheme by BSE Limited on its website i.e. 10th February 2025 expired on 3rd March 2025 accordingly, we are enclosing herewith the Report of Complaints in the format prescribed as per above mentioned SEBI Master Circular.

This Complaint report is also being uploaded on the website of the Company i.e. www.sanghicement.com as per the requirement of the SEBI circular.

We request you to kindly take the Complaint report on your records and provide the "No Objection" at the earliest to enable us to file the Scheme of Amalgamation with Hon'ble National Company Law Tribunal.

Thanking you,
Yours faithfully,
For, Sanghi Industries Limited

Anil Agrawal

Company Secretary & Compliance Officer
Encl: a/a



Sanghi Industries Limited
Registered Office:
Adani Corporate House,
Shantigram, Nr. Vaishnodevi Circle,
S. G. Highway, Khodiyar,
Ahmedabad - 382422 Gujarat, India
Ph +91 79 2656 5555
www.sanghicement.com

CIN: L18209GJ1985PLC157787

REPORT ON COMPLAINTS

Part A

Sr. No.	Particulars	Number
1	Number of Complaints received directly	12
2	Number of Complaints forwarded by Stock Exchange	2
3	Total Number of Complaints / comments received (1+2)	14
4	Number of Complaints resolved	14
5	Number of Complaint pending	Nil

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status
1	Veeraiah Bandlamudi	18.12.2024	Closed
2	Harsh Dinesh Pareek	18.12.2024	Closed
3	Prince Tyagi	18.12.2024	Closed
4	Venkata Sai Bandlamudi	18.12.2024	Closed
5	Venkata Rao Maddineni	18.12.2024	Closed
6	Naresh Saraaf	18.12.2024	Closed
7	Anita Bansal	18.12.2024	Closed
8	Anil Bansal	18.12.2024	Closed
9	Hemant Batra	18.12.2024	Closed
10	Vasavi Diyyala	25.12.2024	Closed
11	Shivani Ramesh Shah	26.12.2024	Closed
12	Girish Thakkar	21.02.2025	Closed
13	*Anil Jindal	07.02.2025	Responded
14	*Anonymous Complaint	07.02.2025	Responded

* Forwarded by Stock Exchange

For, Sanghi Industries Limited



Anil Agrawal
Company Secretary & Compliance Officer



Sanghi Industries Limited
Registered Office:
 Adani Corporate House,
 Shantigram, Nr. Vaishnodevi Circle,
 S. G. Highway, Khodiyar,
 Ahmedabad – 382421 Gujarat, India
 Ph +91 79-2656 5555
www.sanghiclement.com

CIN: L18209GJ1985PLC157787



Date: 16th June, 2025

To,

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai – 400051

Scrip Code: SANGHIIND

Sub: Reply to the query/clarification sought in the matter of Scheme of Arrangement of Sanghi Industries Limited (Transferor Company) with Ambuja Cements Limited (Transferee Company) and their respective Shareholders ("Scheme")

Ref: 1) Email from Mr. Mohit Nainani, NSE with captioned "NSE- Draft scheme of arrangement filed by "Ambuja Cements Ltd" and "Sanghi Industries Ltd" dated 11th June, 2025

2) Our response dated 14th June 2025

Dear Sir,

With regard to the captioned subject matter and in continuation of our response submitted vide 12th June 2025, kindly note below our response on with the necessary documents / clarifications:

Query 2

Kindly provide as on date complaint report along with details of complaints and supporting documents.

Reply:

Response:

As per SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023, the Company is required to submit a "Report on Complaints" containing the details of complaints/comments received on the draft scheme within 7 days of expiry of 21 days from the date of filing of the draft scheme with Stock Exchanges and its hosting on the website of the Stock Exchanges.

The draft Scheme was hosted by NSE Limited on its website on 28th February 2025, and the 21 days period expired on 21st March 2025. Accordingly, the Company submitted the

Sanghi Industries Limited
Registered Office:
Adani Corporate House,
Shantigram, Nr. Vaishnodevi Circle,
S. G. Highway, Khodiyar,
Ahmedabad – 382421 Gujarat, India
Ph +91 79-2656 5555
www.sanghicement.com

CIN: **L18209GJ1985PLC157787**



initial Report on Complaints in the prescribed format as per the SEBI Master Circular.

Further, in compliance with the SEBI requirements, we submit herewith the updated Complaint Report covering the period from 21st March 2025 till date i.e. 16th June 2025, as per the prescribed format.

In addition to the complaints outlined in the Complaint Report (Annexure 1), Ambuja Cements Limited (Transferee Company) also received a query from Mrs. Arju Poddar through the Registrar of Companies, Ahmedabad, Gujarat, via a letter dated 2nd June 2025. The Transferee Company responded to this query on 6th June 2025. Copies of the correspondence are enclosed herewith as Annexure 2.

We request you to kindly take the Complaint Report on record and provide the "No Objection" at the earliest to enable us to proceed with filing the Scheme with the Hon'ble National Company Law Tribunal (NCLT).

We request you to kindly take the above on your record.
Thanking you,

Yours faithfully,

For, Sanghi Industries Limited

Pranjali
Digitally signed
by Pranjali
Dubey

Date: 2025.06.16
19:40:50 +05'30'

Dubey
Pranjali Dubey
Company Secretary

Encl : As above.

Sanghi Industries Limited

Registered Office:

Adani Corporate House,
Shantigram, Nr. Vaishnodevi Circle,
S. G. Highway, Khodiyar,
Ahmedabad – 382421 Gujarat, India
Ph +91 79-2656 5555
www.sanghicement.com

CIN: L18209GJ1985PLC157787



Report on Complaints

Part A

S. No.	Particulars	Number
1	Number of Complaints received directly	1
2	Number of Complaints forwarded by Stock Exchange	0
3	Total Number of Complaints/ comments received (1+2)	1
4	Number of Complaints resolved	1
5	Number of Complaint pending	0

Part B

S. No.	Name of Complaint	Date of Complaint	Status
1	Mrs. Arju Poddar*	02.06.2025	Responded

* *The Transferee Company received the query through the Registrar of Companies, Ahmedabad, Gujarat, but it also relates to the Company*

Sanghi Industries Limited

Registered Office:

Adani Corporate House,
Shantigram, Nr. Vaishnodevi Circle,
S. G. Highway, Khodiyar,
Ahmedabad – 382421 Gujarat, India
Ph +91 79-2656 5555
www.sanghicement.com

CIN: **L18209GJ1985PLC157787**

**Ambuja
Cement**



Date: 25th March 2025

To,

National Stock Exchange of India Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: AMBUJACEM

Sub: Application for approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Report on Complaints in terms of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Dear Sir / Madam,

This is in reference to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Scheme of Arrangement between Sangh Industries Limited (Transferor Company) and Ambuja Cements Limited (Transferee Company) and their respective shareholders (Scheme).

As per SEBI circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Company is required to submit a "Report on Complaints" containing the details of complaints / comments received by the Company on draft scheme, within 7 days of expiry of 21 days from the date of filing of draft scheme with Stock Exchanges and hosting the draft scheme on the website of the Stock Exchanges.

The period of 21 days from the hosting of the draft Scheme by NSE Limited on its website i.e. 28th February 2025 expired on 21st March 2025, accordingly, we enclose herewith the Report of Complaints in the format prescribed as per above mentioned SEBI Master Circular.

This Complaint Report is also being uploaded on the website of the Company i.e. www.ambujacement.com as per the requirement of the SEBI circular.

We request you to kindly take the Complaint Report on your records and provide the "No Objection" at the earliest to enable us to file the Scheme with Hon'ble National Company Law Tribunal.

Thanking you,

Yours faithfully,
For, Ambuja Cements Limited

Manish Mistry
Company Secretary & Compliance Officer
Encl: a/a



Ambuja Cements Limited

Registered Office:
Adani Corporate House
Shantigram, S. G. Highway, Khodiyar,
Ahmedabad – 382 421, Gujarat, India
Ph +91 79-2656 5555
www.ambujacement.com
CIN: L26942GJ1981PLC004717

REPORT ON COMPLAINTS

Part A

Sr. No.	Particulars	Number
1	Number of Complaints received directly	3
2	Number of Complaints forwarded by Stock Exchange	2
3	Total Number of Complaints / comments received (1+2)	5
4	Number of Complaints resolved	5
5	Number of Complaint pending	Nil

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status
1	®Ganesan Vijayaraghavan	06.01.2025	Closed
2	®Indira Raghavan	06.01.2025	Closed
3	®C. Vijayaraghavan	13.01.2025	Closed
4	*Anil Jindal	07.02.2025	Responded
5	*Anonymous Complaint	07.02.2025	Responded

Notes:

- * Not the shareholder of the Company, however they have raised complaint on SEBI Scores Portal, to which company has given appropriate reply.
- * Forwarded by Stock Exchange

For, Ambuja Cements Limited

Manish Mistry

Manish Mistry
Company Secretary & Compliance Officer



Ambuja Cements Limited

Registered Office:

Adani Corporate House
Shantigram, S. G. Highway, Khodiyar,
Ahmedabad – 382 421, Gujarat, India
Ph +91 79-2656 5555
www.ambujacement.com
CIN: L26942GJ1981PLC004717

**Ambuja
Cement**



Date: 6th March 2025

To,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai - 400 001
Scrip Code: 500425

Sub: Application for approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Report on Complaints in terms of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Dear Sir / Madam,

This is in reference to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Scheme of Arrangement between Sangh. Industries Limited (Transferor Company) and Ambuja Cements Limited (Transferee Company) and their respective shareholders (Scheme).

As per SEBI circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Company is required to submit a "Report on Complaints" containing the details of complaints / comments received by the Company on draft scheme, within 7 days of expiry of 21 days from the date of filing of draft scheme with Stock Exchanges and hosting the draft scheme on the website of the Stock Exchanges.

The period of 21 days from the hosting of the draft Scheme by BSE Limited on its website i.e. 10th February 2025 expired on 3rd March 2025, accordingly, we enclose herewith the Report of Complaints in the format prescribed as per above mentioned SEBI Master Circular.

This Complaint Report is also being uploaded on the website of the Company i.e. www.ambujacement.com as per the requirement of the SEBI circular.

We request you to kindly take the Complaint Report on your records and provide the "No Objection" at the earliest to enable us to file the Scheme with Hon'ble National Company Law Tribunal.

Thanking you,

Yours faithfully,
For, Ambuja Cements Limited

Manish Mistry
Company Secretary & Compliance Officer
Encl: a/a



Ambuja Cements Limited
Registered Office:
Adani Corporate House
Shantigram, S. G. Highway, Khodiyar,
Ahmedabad - 382 421, Gujarat, India
Ph. +91 79-2656 5555
www.ambujacement.com
CIN: L26942GJ1981PLC004717

REPORT ON COMPLAINTS

Part A

Sr. No.	Particulars	Number
1	Number of Complaints received directly	3
2	Number of Complaints forwarded by Stock Exchange	2
3	Total Number of Complaints / comments received (1+2)	5
4	Number of Complaints resolved	5
5	Number of Complaint pending	Nil

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status
1	*Ganesan Vijayaraghavan	06.01.2025	Closed
2	*Indira Raghavan	06.01.2025	Closed
3	*G. Vijayaraghavan	13.01.2025	Closed
4	*Anil Jindal	07.02.2025	Responded
5	*Anonymous Complaint	07.02.2025	Responded

Notes:

* Not the shareholder of the Company, however they have raised complaint on SEBI Scores Portal, to which company has given appropriate reply.
 * Forwarded by Stock Exchange

For, Ambuja Cements Limited



Manish Mistry
Company Secretary & Compliance Officer





Date: 16th June, 2025

To,
National Stock Exchange of India Limited
'Exchange Plaza'. C-1,
Block G, Bandra Kurla Complex, Bandra
(E), Mumbai - 400 051
Symbol: AMBUJACEM

Sub.: Requirements for in principle approval of the Scheme of Arrangement of Sanghi Industries Limited (Transferor Company) with Ambuja Cements Limited (Transferee Company) and their respective Shareholders

Ref.: 1) Email from NSE dated 11th June 2025 with captioned "NSE- Draft scheme of arrangement filed by "Ambuja Cements Ltd" and "Sanghi Industries Ltd"

2) Our response dated 12th June 2025

Dear Sir / Madam,

With regard to the captioned subject matter and in continuation of our response submitted vide 12th June 2025, kindly note below our response on with the necessary documents / clarifications:

Query 2

Kindly provide as on date complaint report along with details of complaints and supporting documents

Response:

As per SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023, the Company is required to submit a "Report on Complaints" containing the details of complaints/comments received on the draft scheme within 7 days of expiry of 21 days from the date of filing of the draft scheme with Stock Exchanges and its hosting on the website of the Stock Exchanges.

The draft Scheme was hosted by NSE Limited on its website on 28th February 2025, and the 21 days period expired on 21st March 2025. Accordingly, the Company submitted the initial Report on Complaints in the prescribed format as per the SEBI Master Circular.

Further, in compliance with the SEBI requirements, we submit herewith the updated **Complaint Report** covering the period from 21st March 2025 till date i.e. 16th June 2025, as per the prescribed format.

In addition to the complaints detailed in the Complaint Report (**Annexure 1**), we also received a query from Mrs. Arju Poddar through the Registrar of Companies, Ahmedabad, Gujarat, vide letter dated 2nd June 2025. The Company responded to this query on 6th June 2025. Copies of the correspondence are enclosed herewith as **Annexure 2**.

Ambuja Cements Limited
Registered Office:
Adani Corporate House
Shantigram, Near Vaishno Devi Circle,
S. G. Highway, Khodiyar,
Ahmedabad – 382 421, Gujarat, India
Ph +91 79-2656 5555
www.ambujacement.com
CIN: L26942GJ1981PLC004717



We request you to kindly take the Complaint Report on record and provide the "No Objection" at the earliest to enable us to proceed with filing the Scheme with the Hon'ble National Company Law Tribunal (NCLT).

We request you to kindly take the above on your record.

Thanking you,

Yours faithfully,
For Ambuja Cements Limited

Manish Mistry
Digitally signed by
Manish Vinodchandra
Vinodchandra Mistry
Date: 2025.06.16
19:25:01 +05'30'

Manish Mistry
Company Secretary & Compliance Officer

Ambuja Cements Limited
Registered Office:
Adani Corporate House
Shantigram, Near Vaishno Devi Circle,
S. G. Highway, Khodiyar,
Ahmedabad – 382 421, Gujarat, India
Ph +91 79-2656 5555
www.ambujacement.com
CIN: L26942GJ1981PLC004717

Report on Complaints

Part A

S. No.	Particulars	Number
1	Number of Complaints received directly	1
2	Number of Complaints forwarded by Stock Exchange	0
3	Total Number of Complaints/ comments received (1+2)	1
4	Number of Complaints resolved	1
5	Number of Complaint pending	0

Part B

S. No.	Name of Complaint	Date of Complaint	Status
1	Mrs. Arju Poddar*	02.06.2025	Responded

**Received through ROC, Ahmedabad, Gujarat*

Ambuja Cements Limited
Registered Office:
 Adani Corporate House
 Shantigram, Near Vaishno Devi Circle,
 S. G. Highway, Khodiyar,
 Ahmedabad – 382 421, Gujarat, India
 Ph +91 79-2656 5555
www.ambujacement.com
 CIN: L26942GJ1981PLC004717



Ref: NSE/LIST/ 46371/46373

July 17, 2025

The Company Secretary
Ambuja Cements Limited

The Company Secretary
Sanghi Industries Limited

Kind Attn.: Mr. Manish Mistry

Kind Attn.: Ms. Pranjali Dubey

Dear Sir/Madam,

Sub: Observation Letter for draft scheme of arrangement amongst Sanghi Industries Limited (“SIL”) and Ambuja Cements Limited (“ACL”) and their respective shareholders and creditors under Section 230-232 and other applicable provisions of the Companies Act, 2013.

We are in receipt for captioned draft Scheme of arrangement filed by Ambuja Cements Limited and Sanghi Industries Limited.

Based on our letter reference no. NSE/LIST/46371/46373 dated March 17, 2025, submitted to SEBI pursuant to SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 94(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI vide its letter dated July 15, 2025 has inter alia given the following comment(s) on the draft scheme of arrangement:

- a) *The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- b) *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the Listed Company and the Stock Exchanges.*
- c) *The Company shall ensure compliance with the SEBI circulars issued from time to time.*
- d) *The Company shall ensure that the entities involved in the Scheme shall duly comply with various provisions of the Circular and also ensure that all the liabilities of the Transferor Company are transferred to the Transferee Company.*
- e) *The Company shall ensure that all the information pertaining to all the Unlisted Companies involved, if any in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- f) *The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*

This Document is Digitally Signed

Signer: SAILI MOHAN KAMBLE
Date: Thu, Jul 17, 2025 10:59:50 IST
Location: NSE

Non-Confidential



Bandra (E), Mumbai – 400 051,

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra
India +91 22 26598100 | www.nseindia.com | CIN U67120MH1992PLC069769



Continuation Sheet

Ref: NSE/LIST/46371/46373

July 17, 2025

g) The Company shall ensure that the details of proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the shareholders.

h) Both the Companies shall ensure to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013.

- i. Need for the amalgamation, Rationale of the scheme and swap ratio, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.
- ii. Details of Revenue, PAT and EBIDTA of all the companies involved in the Scheme for last 3 years.
- iii. Value of Assets and liabilities of Transferor Companies that are being transferred to Transferee company and post-merger balance sheet of Transferee Company.

Name of Shareholder	Shares held in SIL	Share Exchange Ratio	Shares being allotted in ACL	Classification in ACL (Promoter/ Public)	Detailed Justification for Classification
<i>Promoter and Promoter group</i>					
<i>Public Shareholders</i>					

- iv. No Objection Certificate (NOC) from the lending scheduled commercial banks/ financial institutions/ debenture trustees as per para A(2)(k) of Part—I of SEBI Master Circular.
- v. Disclose all pending actions against the entities involved in the scheme, its promoters/ directors/ KMPs and possible impact of the same on the Transferee Company and its current status.
- vi. Financial implication of merger on promoters, minority shareholders and the entities involved in the scheme.
- vii. Undertaking that promoters of SIL which are to be reclassified as public shareholders in ACL, post-merger, are not related to Transferee company, Subsidiary or Associate of Transferee Company and promoters/directors/KMPs of Transferee Company or of its subsidiaries or associate.
- viii. Latest Complaint report.

This Document is Digitally Signed



Signer: SAILI MOHAN KAMBLE
Date: Thu, Jul 17, 2025 10:59:50 IST
Location: NSE

Non-Confidential



Continuation Sheet

Ref: NSE/LIST/46371/46373

July 17, 2025

- i) *The Company shall ensure that the proposed equity shares to be issued in terms of the “Scheme” shall mandatorily be in demat form only.*
- j) *The Company shall ensure that the “Scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*
- k) *The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/tribunals shall be made without specific written consent of SEBI.*
- l) *The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT, and the Company is obliged to bring the observations to the notice of NCLT.*
- m) *The Company shall ensure to comply with all the applicable provisions of Companies Act, 2013 rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.*
- n) *The Company shall ensure that the listed entity(ies) involved in the proposed scheme shall disclose the No-Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.*
- o) *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.*
- p) *Please note that the submission of documents/information, in accordance with the Circular to SEBI, should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

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Signer: SAILI MOHAN KAMBLE
Date: Thu, Jul 17, 2025 10:59:50 IST
Location: NSE

Non-Confidential





Continuation Sheet

Ref: NSE/LIST/46371/46373

July 17, 2025

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from July 17, 2025, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Saili Kamble
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

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Signer: SAILI MOHAN KAMBLE
Date: Thu, Jul 17, 2025 10:59:50 IST
Location: NSE

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DCS/AMAL/NB/R37/3695/2025-26

July 17, 2025

To,
The Company Secretary,
Ambuja Cements Limited
Adani Corporate House,
Shantigram, Nr. Vaishno Devi Circle,
S G Highway, Khodiyar,
Ahmedabad, Gujarat, 382421

The Company Secretary,
Sanghi Industries Limited
Adani Corporate House, Shantigram,
Near Vaishnoodovi Circle, S.G. Highway, Khodiyar,
Ahmedabad, Gujarat, 382421

Sub: Scheme of Arrangement between Sanghi Industries Limited and Ambuja Cements Limited and their respective shareholders.

We refer to your application for scheme of arrangement between Sanghi Industries Limited ("Transferor Company" or "SIL") and Ambuja Cements Limited ("Transferee Company" or "ACL") and their respective shareholders under section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 and rules made thereunder filed with the Exchange under Regulation 37 of SEBI LODR Regulations, 2015, read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and Reg. 94(2) of SEBI LODR Regulations, 2015.

In this regard, SEBI vide its Letter dated July 15, 2025, has inter alia given the following comment(s) on the said scheme of Arrangement.

1. "The Entity shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
2. "The Entity shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed company and the stock exchanges."
3. "The Entities shall ensure compliance with the SEBI circulars issued from time to time."
4. "The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."
5. "The entity is advised that the information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
6. "The Entity shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
7. "The entity is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
8. "The entity is advised to ensure that the following additional disclosure to the public shareholders as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to take an informed decision
 - i. Need for the amalgamation, Rationale of the scheme and swap ratio, Synergies of business of the companies involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.



- ii. Details of Revenue, PAT and EBITDA of all the Companies involved in the Scheme for the last 3 years.
- iii. Value of assets and liabilities of Transferor Company that are being transferred to Transferee Company

Name of Shareholder	Shares held in SIL	Share Exchange Ratio	Shares being Alloted in ACL	Classification in ACL (Promoter/Public)	Detailed Justification for classification
Promoter / Promoter Group					
Public Shareholders					

- iv. No Objection Certificate (NOC) from the lending scheduled commercial banks/financial institutions/ debenture trustees as per para A(2)(k) of Part—I of SEBI Master Circular."
- v. Disclose all pending actions against the entities involved in the scheme its promoters/directors/KMPs and possible impact of the same on the Transferee Company to the shareholders.
- vi. Financial implication of the merger on Promoters, minority Shareholders and the companies involved in the scheme.
- vii. Undertaking that the Promoters of SIL which are to be reclassified as public shareholders in ACL, post-merger are not related to Transferee Company, Subsidiary or Associate of Transferee company and promoters/directors/KMPs or of its subsidiaries or associates.
- viii. Latest compliant report.

9. "The entity is advised that the proposed equity shares, if any, to be issued in terms of the "Scheme" shall mandatorily be in demat form only."

10. "The entity is advised that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."

11. "No changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."

12. "The entities are advised that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before NCLT, and the company is obliged to bring the observations to the notice of NCLT."

13. "The entity is advised to comply with the all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."

14. "The listed entity involved in the proposed scheme shall disclose the No-Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same."

15. "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.



Please note that the submission of documents / information, in accordance with the circular to SEBI / Exchange should not in any way be deemed or construed that the same has been cleared or approved by SEBI / Exchange. SEBI / Exchange does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the document submitted.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about

unlisted company involved in the format prescribed for abridged prospectus as specified in the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Kindly note that as required under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be is required to be served upon the Exchange seeking representations or objections if any.

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, would be accepted and processed through the Listing Centre only and no physical filings would be accepted. You may please refer to circular dated February 26, 2019, issued to the company.

Yours faithfully

Ashok Kumar Singh
Deputy Vice President

Tanmayi Lele
Deputy Manager



DETAILS OF ONGOING ADJUDICATION & RECOVERY PROCEEDINGS, PROSECUTION INITIATED, AND ALL OTHER ENFORCEMENT ACTION TAKEN, IF ANY, AGAINST THE COMPANY, ITS PROMOTERS AND DIRECTORS

A number of litigations are filed against Sanghi Industries Limited ("Company") and/or its directors, in the normal course of business, and are pending before various forums, which mainly arise in connection/with respect to land disputes, labour disputes, disputes with vendors, challenge pertaining to State levies. The Company has also filed litigations for recovery of its dues, challenging various levies, demand actions initiated against the Company, challenging the provisions of the Act/Rules/notifications, before various courts and forums.

In line with accounting standards, a provision is created where an unfavorable outcome is deemed probable and in respect of which a reliable estimate can be made. As of June 30, 2025, the Company had a total provision of Rs. 102.09 Crores, where an unfavorable outcome was deemed probable and in respect of which a reliable estimate could be made. For cases where an unfavorable outcome is deemed to be reasonably possible but not probable, the amount of claims is included in contingent liabilities. As of June 30, 2025, such claims amounted to a total of Rs. 259.87 Crores. For cases where the possibility of an unfavorable outcome is deemed remote, the Company has not made a provision and has not included the claims for such cases in contingent liabilities. Apart from the above, there are other cases which are filed by the Company which relates to majorly land disputes, cheque bouncing cases, criminal cases, labor issues, etc.

The following annexures are enclosed:

- (i) Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against Sanghi Industries Limited ("the Company") as per **Annexure A**.
- (ii) Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against directors of the Company as per **Annexure B**.
- (iii) Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against promoters of the Company as per **Annexure C**.

Annexure A

Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against Sanghi Industries Limited as at June 30, 2025

(a) Demands from Government Authorities

In 2001, the Company entered into a Water Purchase Agreement with Gujarat Water Supply and Sewerage Board ("GWSSB"). As per the agreement, GWSSB had given an advance of Rs. 15 Crores to the Company for setting up of the desalination plant and supply of 20 Lakh Liters of potable water per day to GWSSB @ Rs.30 per 1000 Liters. The advance given by GWSSB was to be adjusted against the water supplied by the Company. It was alleged that the Company was required to submit a Fixed Deposit Receipt ("FDR") with a maturity value of Rs. 15 Crores which is disputed by the Company. Subsequently, GWSSB stopped taking water from the Company from the year 2009. GWSSB initiated Arbitration Proceedings for recovery of advance given and filed a claim of Rs. 29.79 Crores before the Arbitrator, which includes Rs.23.62 Cr. towards interest on FDR, Rs.4.32 Cr. towards short supply and Rs.1.85 cr. towards the expenditure incurred by GWSSB for supply of water. The matter is to be listed for final hearing.

(b) Investigation by Director General (Investigation & Registration)

The DG (IR) suo moto filed Preliminary Investigation Report under MRTP Act against Cement Manufacturing Association and numerous other cement companies on the basis of the press reports published in the month of May 2006 in Bangalore and Delhi editions of the Economics Times with respect to pricing of cement at such locations. The Monopolies and Restrictive Practices Commission passed an order dated August 6, 2007 granting the DG's application to conduct an enquiry against the Respondents to determine the veracity of the Preliminary Investigation Report (PIR) and directed the Respondents to file replies to the notice of enquiry. A PIR has been filed by the DG(I&R) before the Competition Appellate Tribunal. The Company has filed an application seeking its deletion as a party from the matter since no allegation has been raised in the report against the Company. Next date of hearing is yet to be notified.

(c) Green Cess

The Government of Gujarat had passed Green Cess Act, 2011 levying a green cess of Rs 0.02 on every unit of energy generated using conventional sources from both public and private enterprises. The Company among other industries challenged the Act before the Hon'ble Gujarat High Court and the Hon'ble High Court quashed the Act stating that it is unconstitutional. The State Government has challenged the order of the Hon'ble Gujarat High Court before the Supreme Court. Next date of hearing is yet to be notified.

(d) Matters pertaining to Electricity Regulations

The company used construction power by installation of 500 KVA and 1000 KVA DG Sets in year 1995-96 and applied for Electricity Duty Exemption for 10 years, which authority rejected stating that Company had not starting manufacturing activities. In the year 2002, the Company started manufacturing of clinker based on the DG Based Power Plant and applied for Electricity Duty exemption for a period of 10 years from 2002 to 2012. However, the authorities considered the exemption period of 10 years from 18.11.1995 upto 17.11.2005 and thereafter, issued demand notice on 02.03.2006 and 01.04.2006 for payment of Electricity of Rs.2,42,59,278 for the period from 18.11.2005 to January 2006 and Rs.87,72,000/- towards electricity duty for the month of February 2006. The Company has filed an SCA for quashing and setting aside the demands raised by the authorities with the contention that the period of 10 years will be expiring on 12.04.2012. The Company has made a provision of Rs. 53,66,32,974/- and an amount of Rs. 176,63,27,711/- has been disclosed as contingent liability.

(e) Indirect Taxes related matters

The Company's contingent tax liability pertaining to indirect tax demands by the Government of India's tax authorities for past years. The Company has appealed against each of these tax demands. Based on consultation with counsel and favorable decisions in the Company's own cases and other similar cases as set out below, the Company believes that the tax authorities are not likely to be able to substantiate their tax assessments and accordingly, the Company has not provided for these tax demands. Disputed tax issues that are classified as remote are not disclosed as contingent liabilities by the Company.

Of the contingent tax liability of Rs. 53 Crore, the key disputed liabilities were:

- Excise & Service Tax - Rs.30 Crore pertains to denial of credit on differential CVD paid on Coal, denial of credit on Iron & Steel - used in Fabrication of Capital Goods, denial of credit on coal used in captive power plant, Differential Excise Duty demand on VAT Incentive.
- Customs - Rs.14 Crore related to Demand of custom duty on imported steam coal
- GST - Rs.7 Crore Demand of GST for availing ineligible Input credit.
- GST Compensation Cess - Rs 2 Crore Claim of Cess Refund against Zero Rated Supply under GST.

(f) Civil Recoveries

There are a total of 12 other cases pending before Civil Courts and High Courts wherein a total stake of Rs. 65.56 Crores out of which there is a provision of Rs. 3.02 Crores, contingent liability of Rs. 2.34 crores and remote of Rs. 60.20 Crores. The matters include civil recoveries by private parties and claims made by distributors and other civil cases.



(g) Other disputes

- (i) Land related matters: There are a total of 2 land related matters pending before the Hon. High Courts and Civil Courts involving pending N.A. assessment charges on factory land and rehabilitation.
- (ii) Cheque bouncing matter: There are 21 cases of cheque bouncing filed by the Company under Section 138 Negotiable Instruments Act 1881 against various dealers/customers which are pending before various civil courts across the country.
- (iii) There are other miscellaneous commercial claims against the Company.
- (iv) There are cases filed by company for recovery of dues from the vendors/ third parties.

Annexure B

Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against directors of the Company as at June 30, 2025

Details of litigation in respect of Mr. Ajay Kapur, Director of the Company in relation to Ambuja Cements Limited are provided below. There are no other litigation pending against other Directors.

Ongoing criminal matters against directors of the Company

Additional Chief Metropolitan Magistrate, Mumbai - Criminal Case No. 7761/SS/2019 and Criminal Case No. 7763/SS/2019

Two Criminal complaints were filed by Government Labour Officer against the Company and Mr. Ajay Kapur, Director under Maharashtra Minimum Wages Act and Maharashtra Minimum HR Act, w.r.t non-maintenance of muster register, under Minimum Wages, and non-payment of 5% Minimum House Rent at Elegant Business Park, Ambuja Cement - Corporate Office. The matter is pending.

Criminal Case before Chief Judicial Magistrate, Patna

A criminal complaint was filed against Mr. Ajay Kapoor (MD) before Chief Judicial Magistrate, Patna against CEO and other officials of the Company by M/s. Comfort Enterprises, Ex-CFA agent alleging illegal termination of agency, non-reconciliation of accounts and non-payment of Rs.98.31 lacs dues with the intention of cheating him. The Investigation has been concluded and police has filed closure report in the matter.

Labour Court, Balodabazar, CC No. 76 of 2024

Deputy Director Industrial Health and Safety, Bhatapara has filed a complaint under Section 105 of Factories Act, 1942 against Mr. Ajay Kapur being the Occupier and CEO and against Mr. Kaushal Kumar Mishra being the Factory Manger for violation of Section 41 C of Factories Act, 1942 and Rule 131A of Chhattisgarh Factories Rules, 1962. The matter is pending.

Annexure C

Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against promoters of the Company as at June 30, 2025

Details of litigations in respect of Ambuja Cements Limited, Promoter of the Company has been provided as under.

(a) Tax related matters:

Direct Taxes related matters

The Company's contingent tax liability was assessed at an aggregate of Rs.26.79 Crore, mainly pertaining to income tax demands by the Government of India's tax authorities for past years. The Company has appealed against each of these tax demands. Based on consultation with counsel and favorable decisions in the Company's own cases and other similar cases as set out below, the Company believes that the tax authorities are not likely to be able to substantiate their tax assessments and, accordingly, the Company has not provided for these tax demands at June 30, 2025. Disputed tax issues that are classified as remote are not disclosed as contingent liabilities by the Company.

Of the contingent tax liability of Rs. 26.79 Crore:

- Rs. 26.79 Crore related to appeals filed by the Company or the tax authorities with respect to assessments mainly pertaining to income tax, where the Company is relying on favorable precedent decisions of the appellate authorities and opinions from counsel. The key disputed liabilities were:
 - Rs. 11.97 Crore related to whether CSR contribution is eligible for deduction u/s 80G of the Income Tax Act. This ground is allowed by CIT(A) and Revenue is in appeal before ITAT. In this regard, the Company believes to win this ground at ITAT level as well.
 - Rs. 3.19 Crore related to the tax and interest demand pertaining to change in head of income from Capital Gain to Business Income. (The Company had earned a profit of Rs. 12.37 Crore from sale of land at Andhra Pradesh. After indexation benefit, the Company had offered Rs. 5.52 Crore as Long Term Capital Gain in the Return of Income. The Assessing Officer has considered the entire profit as Business Income and added back the differential amount of Rs. 6.85 Crore to the total income.
 - Rs. 11.63 Crore related to miscellaneous grounds where the Company has either favourable orders in its own case, or the chance of winning is certain.

Indirect Taxes related matters

The Company's contingent tax liability was assessed at an aggregate of Rs.396 Crore,

mainly pertaining to indirect tax demands by the Government of India's tax authorities for past years. The Company has appealed against each of these tax demands. Based on consultation with counsel and favourable decisions in the Company's own cases and other similar cases as set out below, the Company believes that the tax authorities are not likely to be able to substantiate their tax assessments and accordingly, the Company has not provided for these tax demands at June 30, 2025. Disputed tax issues that are classified as remote are not disclosed as contingent liabilities by the Company.

Of the contingent tax liability of Rs. 396 Crore, the key disputed liabilities were:

- Rs.248 Crore related to the differential amount of Sales Tax benefit under Rajasthan State incentive Scheme.
- Rs.42 Crore related to differential custom duties on account of classification of imported coal.
- Rs.38 Crore related to Entry Tax issue on stock transfer of cement & other goods like limestone in multiple states.
- Rs.21 Crore involves miscellaneous cases under various materials under different State VAT laws.
- Rs.47 Crore involves miscellaneous cases under Central Excise and Goods & Service Tax laws.

(b) Customs related matters

The Company in 2018 imported 4, wheel loaders for loading limestone in mines, in dump trucks from China and filed Bill of Entry (B/E) dated 03.11.2018 classifying the goods under CTH 84295100 and paid applicable Customs Duty. Thereafter, the Company imported 2 similar wheel loaders from Japan in 2019 and filed B/E dated 13.05.2019 classifying under CTH 84295900 and availed concessional rate of customs duty under Notification No. 69/2011-Cus dated 29.07.2011.

SCN dated 05.01.2024 was issued by Commissioner of Customs (Import-I), Ballard Estate, Mumbai alleging mis-declaration to avail concessional duty benefit and accordingly proposed to recover differential duty of Rs.54.61 lakhs along with interest and penalty. Commissioner, vide Order dated 30.08.2024, without considering the matter stand covered in favour of the Company, confirmed the demand with interest and imposed fine & penalties. The Company has filed appeal before CESTAT, Mumbai. The matter is currently pending.

(c) Demands from Government Authorities

- (i) In 2012, the Competition Commission of India (CCI) had imposed a penalty of Rs. 1,163.91 crore on the Company concerning alleged contravention of the provisions of the Competition Act, 2002. On Company's appeal, Competition Appellate Tribunal (COMPAT), initially stayed the penalty and by its final order dated December 11, 2015, set aside the order of the CCI, remanding the matter back to the CCI for fresh adjudication and for passing a fresh order.

After hearing the matter afresh, the CCI had again, by its order dated September 30, 2016, imposed a penalty of Rs.1,163.91 crore on the Company. The Company filed an appeal against the said Order before the COMPAT. The COMPAT, vide its interim order dated November 21, 2016 has stayed the penalty with a condition to deposit 10% of the penalty amount, in the form of fixed deposit (the said condition has been complied with) and levy of interest of 12% p.a., in case the appeal is decided against the appellant. Meanwhile, pursuant to the notification issued by Central Government on May 26, 2017, any appeal, application or proceeding before COMPAT is transferred to National Company Law Appellate Tribunal (NCLAT).

NCLAT, vide its Order dated July 25, 2018, dismissed the Company's appeal and upheld the CCI's order. Against this, the Company appealed to the Hon'ble Supreme Court, which by its order dated October 05, 2018, admitted the appeal and directed to continue the interim order passed by the Tribunal. Company's appeal is pending.

- (ii) In a separate matter, pursuant to a reference filed by the Director, Supplies and Disposals, Government of Haryana, the CCI by its Order dated January 19, 2017 had imposed a penalty of Rs. 29.84 crore on the Company. On Company's appeal, the COMPAT (later transferred to NCLAT) has stayed the operation of CCI's order. The matter is listed before NCLAT and is pending for hearing.
- (iii) Director General (Investigation and Registration) filed an application u/s. 10(a)(iii) and Section 37 of MRTP Act (restrictive trade practices) against Cement Manufacturers Association (CMA) and 44 Cement Manufacturers alleging (i) fixing the prices in arbitrary and unjustified manner; (ii) price hike of about 30% from February 1990 to August 1990; (iii) violation of Section 2(o)(ii) & 33(1)(d) of MRTP Act. MRTP Commission passed a "Cease & Desist" Order dated 20.12.2007 in the above matter against CMA and 42 Companies. An Appeal has been filed before the Hon. Supreme Court with a prayer for stay of the said Order of MRTP Commission.
- (iv) The Collector of Stamps, Delhi vide its order dated August 07, 2014, directed erstwhile Holcim (India) Private Limited (HIPL) (merged with the Company) to pay stamp duty (including penalty) of Rs.287.88 crore (March 31, 2023 – Rs.287.88 crore) on the merger order passed by Hon'ble High Court of Delhi. HIPL had filed a writ petition, and the Hon'ble High Court of Delhi disposed the matter in favour of the Company vide judgement dated 06.11.2024. Collector of Stamps has filed a Letters Patent Appeal against the judgement dated 06.11.2024 before Hon'ble Delhi High Court.
- (v) The State of Gujarat issued circular by which gas used for the purpose of fuel was included within the meaning of the terms consumables stores under section 15B of the Gujarat Sales tax Act, 1969 and was admissible as set off. The State further issued another circular dated 02.09.2005 by which the circular dated 19.02.2001 was declared void ab initio and stated natural gas to not to be considered as consumable goods w.e.f. 19.02.2001 and subsequently the State disallowed the set off of the light diesel oil as claimed in returns filed

for the assessment year 2001-02 onwards. The writ petition filed by various companies challenging the circular dated 02.09.2005 and same was allowed by the High Court of Gujarat vide order dated 28.06.2007. Being aggrieved to the said order of the High Court, the State of Gujarat filed a SLP before Supreme Court of India which is pending.

- (vi) Scheme of Amalgamation of Holcim (India) Private Limited with the Company, which was sanctioned by the High Court of Gujarat on 18.03.2014 with an appointed date of 01.04.2013. The Company paid Rs. 10.00 Crore as stamp duty based on the rate applicable on the appointed date. However, an amendment on 15.05.2013 increased the maximum stamp duty to Rs. 25.00 Crore. The Collector of Stamp issued a show cause notice to the Company for not paying the revised duty within the stipulated time. Despite Company's representation, the Collector directed the Company to pay the deficit stamp duty and a penalty. The Company filed a Stamp Reference before the High Court, arguing that the appointed date should determine the stamp duty. Gujarat High Court vide order dated 10.02.2023 ruled in favor of the Company, stating that the levy of stamp duty should be based on the appointed date and not the date of the High Court's sanction. The Collector had no authority to impound the instrument or levy a penalty. Aggrieved by the judgement of the High Court, Chief Controlling Revenue Authority has preferred a SLP before Hon'ble Supreme Court and the same is pending for adjudication.
- (vii) An Appeal has been filed by the State of Gujarat before the Hon. Supreme Court, against the judgement passed by the High Court of Gujarat at Ahmedabad. w.r.t. whether levy of stamp duty on the "bill of entry" submitted by the importer, can be said as a delivery orders in respect of goods (i.e. an instrument entitling any person to the delivery of goods). Hon'ble High Court of Gujarat allowed the Appeal.
- (viii) An amalgamation between Gujarat Ambuja Cements Limited (GACL) & Indo Nippon Special Cement Limited (INSCL) occurred by virtue of Hon'ble Gujarat High Court order dated 09.01.2007 under section 394 of the Companies Act, 1956 and with this all the movable and immovable property of the INSCL got vested with GACL. With effect to it, GACL filed application for the valuation of the Stamp and by virtue of it, the Ld. District Collector Stamps valued the property in total of Rs. 1,21,000/- vide order dated 26.04.2010. Being aggrieved with the said order the State of Rajasthan through Sub-Registrar filed a revision petition giving effect on various grounds like omission on acting on payable stamp duty on immovable properties, ignoring the applicability of conveyance which the Company has deliberately avoided to secure the interest towards nonpayment of stamp duty on conveyance etc. and same got dismissed on 28.06.2017 by Rajasthan Tax Board. Being aggrieved with such dismissal of the revision petition, the State has now approached the Hon'ble High Court of Rajasthan on the grounds that Tax Board has erroneously ignored the action on stamp duty payable on immovable property/conveyance and favoured the amalgamation of GACL & INSCL by way of calculating stamp duty payable on cancelled equity shares.

- (ix) The Company has challenged the invocation of Bank Guarantee (BG) by the Ministry of Coal, vide its order dated 04.08.2015, by way of writ petition before the Hon'ble Delhi High Court. The Ministry of Coal has issued show cause notice for invocation of BG on the ground of non-compliance of the efficiency parameters with regard to the operations of Dahegaon Coal Block, which was allotted to Joint Venture formed by the Company along with others. The total BG invoked was Rs.3.69 Crore (approx.), out of which the Company's part is Rs.69 lakhs. The block was canceled pursuant to the Hon'ble Supreme Court judgement in M L Sharma matter. The writ petition is pending.
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There are 28 cases before the Consumer Disputes Redressal Commission against the Company involving a stake of approximately Rs.3.16 Crore. The cases allege that Company has supplied bad quality of cement to the consumers and these matters are

pending before various District Consumer Disputes Redressal Commissions, State Consumer Disputes Redressal Commissions and National Consumer Disputes Redressal Commission. Contingent liability of possible cases is Rs.0.75 Crore and the cases falling where remote possibility involves a stake of Rs.2.41 Crore.

(k) Other disputes

- (v) Land related matters: There are total of 157 land related matters pending before the Hon. Supreme Court, High Courts, Civil Courts and Adjudicating Authorities involving disputes of enhancement of land compensation under the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 and old Act, rehabilitation and resettlement issues, raised by the land losers.
- (vi) Matters related to labour disputes: There are 144 labour cases pending before various labour courts, industrial tribunals, civil courts, High Courts across the country involving disputes of permanent employment, termination from service, reinstatement with back wages, contractual workmen issues, regularization and other industrial disputes.
- (vii) Disputes involving temporary, mandatory and prohibitory Injunctions: There are total of 66 cases by and against the Company pending before various civil courts across the country which involves seeking of injunction by the Company against dharnas, strikes, demonstrations in and around the land and factory of the Company, encroachment on Company's land, specific performance for execution of sale deeds and injunction by third parties and declaration suits.
- (viii) Cheque bouncing matter: There are 28 cases of cheque bouncing filed by the Company under Section 138 Negotiable Instruments Act 1881 against various dealers/customers which are pending before various civil courts and High Courts across the country.
- (ix) There are 51 more cases filed by / against the Company, pending before various forums / courts, pertaining to Environment, IPR, Motor Accident Claims, Transport Societies related issues in Himachal Pradesh, challenging validity of provisions introduced via amendments / notifications in the enactments, etc.
- (x) There are cases filed by company for recovery of dues from the vendors/ third parties.

DETAILS OF ONGOING ADJUDICATION & RECOVERY PROCEEDINGS, PROSECUTION INITIATED, AND ALL OTHER ENFORCEMENT ACTION TAKEN, IF ANY, AGAINST THE COMPANY, ITS PROMOTERS AND DIRECTORS

A number of litigations are filed against Ambuja Cements Limited ("Company") and/or its directors, in the normal course of business, and are pending before various forums, which mainly arise in connection/with respect to penalty by Competition Commission of India, demands related to mining levies, land disputes, labour disputes, disputes with vendors, challenge pertaining to State levies. The Company has also filed litigations for recovery of its dues, challenging various levies, demand actions initiated against the Company, challenging the provisions of the Act/Rules/notifications, before various courts and forums.

In line with accounting standards, a provision is created where an unfavorable outcome is deemed probable and in respect of which a reliable estimate can be made. As at June 30, 2025, the Company had a total provision of Rs.2,079 Crore, where an unfavorable outcome was deemed probable and in respect of which a reliable estimate could be made. For cases where an unfavorable outcome is deemed to be reasonably possible but not probable, the amount of claims is included in contingent liabilities. As at June 30, 2025, such claims amounted to a total of Rs.2,991 Crore. For cases where the possibility of an unfavorable outcome is deemed remote, the Company has not made a provision and has not included the claims for such cases in contingent liabilities. Apart from above, other cases are there, which are filed by the Company or against the Company which relates to majorly land disputes, injunction suits, cheque bouncing cases, criminal cases, labour issues, challenging of vires of enactments, environment matters, etc.

The following annexures are enclosed:

- (i) Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against Ambuja Cements Limited ("the Company") as per **Annexure A**.
- (ii) Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against directors of the Company as per **Annexure B**.
- (iii) Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against promoters of the Company as per **Annexure C**.

Annexure A

Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against Ambuja Cements Limited as at June 30, 2025

(a) Tax related matters:

Direct Taxes related matters

The Company's contingent tax liability was assessed at an aggregate of Rs.26.79 Crore, mainly pertaining to income tax demands by the Government of India's tax authorities for past years. The Company has appealed against each of these tax demands. Based on consultation with counsel and favorable decisions in the Company's own cases and other similar cases as set out below, the Company believes that the tax authorities are not likely to be able to substantiate their tax assessments and, accordingly, the Company has not provided for these tax demands at June 30, 2025. Disputed tax issues that are classified as remote are not disclosed as contingent liabilities by the Company.

Of the contingent tax liability of Rs. 26.79 Crore:

- Rs. 26.79 Crore related to appeals filed by the Company or the tax authorities with respect to assessments mainly pertaining to income tax, where the Company is relying on favorable precedent decisions of the appellate authorities and opinions from counsel. The key disputed liabilities were:
 - Rs. 11.97 Crore related to whether CSR contribution is eligible for deduction u/s 80G of the Income Tax Act. This ground is allowed by CIT(A) and Revenue is in appeal before ITAT. In this regard, the Company believes to win this ground at ITAT level as well.
 - Rs. 3.19 Crore related to the tax and interest demand pertaining to change in head of income from Capital Gain to Business Income. (The Company had earned a profit of Rs. 12.37 Crore from sale of land at Andhra Pradesh. After indexation benefit, the Company had offered Rs. 5.52 Crore as Long Term Capital Gain in the Return of Income. The Assessing Officer has considered the entire profit as Business Income and added back the differential amount of Rs. 6.85 Crore to the total income.
 - Rs. 11.63 Crore related to miscellaneous grounds where the Company has either favourable orders in its own case, or the chance of winning is certain.

Indirect Taxes related matters

The Company's contingent tax liability was assessed at an aggregate of Rs.396 Crore, mainly pertaining to indirect tax demands by the Government of India's tax authorities for past years. The Company has appealed against each of these tax demands. Based on consultation with counsel and favourable decisions in the Company's own cases and other similar cases as set out below, the Company believes

that the tax authorities are not likely to be able to substantiate their tax assessments and accordingly, the Company has not provided for these tax demands at June 30, 2025. Disputed tax issues that are classified as remote are not disclosed as contingent liabilities by the Company.

Of the contingent tax liability of Rs. 396 Crore, the key disputed liabilities were:

- Rs.248 Crore related to the differential amount of Sales Tax benefit under Rajasthan State incentive Scheme.
- Rs.42 Crore related to differential custom duties on account of classification of imported coal.
- Rs.38 Crore related to Entry Tax issue on stock transfer of cement & other goods like limestone in multiple states.
- Rs.21 Crore involves miscellaneous cases under various materials under different State VAT laws.
- Rs.47 Crore involves miscellaneous cases under Central Excise and Goods & Service Tax laws.

(b) Customs related matters

The Company in 2018 imported 4, wheel loaders for loading limestone in mines, in dump trucks from China and filed Bill of Entry (B/E) dated 03.11.2018 classifying the goods under CTH 84295100 and paid applicable Customs Duty. Thereafter, the Company imported 2 similar wheel loaders from Japan in 2019 and filed B/E dated 13.05.2019 classifying under CTH 84295900 and availed concessional rate of customs duty under Notification No. 69/2011-Cus dated 29.07.2011.

SCN dated 05.01.2024 was issued by Commissioner of Customs (Import-I), Ballard Estate, Mumbai alleging mis-declaration to avail concessional duty benefit and accordingly proposed to recover differential duty of Rs.54.61 lakhs along with interest and penalty. Commissioner, vide Order dated 30.08.2024, without considering the matter stand covered in favour of the Company, confirmed the demand with interest and imposed fine & penalties. The Company has filed appeal before CESTAT, Mumbai. The matter is currently pending.

(c) Demands from Government Authorities

- In 2012, the Competition Commission of India (CCI) had imposed a penalty of Rs. 1,163.91 crore on the Company concerning alleged contravention of the provisions of the Competition Act, 2002. On Company's appeal, Competition Appellate Tribunal (COMPAT), initially stayed the penalty and by its final order dated December 11, 2015, set aside the order of the CCI, remanding the matter back to the CCI for fresh adjudication and for passing a fresh order.

After hearing the matter afresh, the CCI had again, by its order dated September 30, 2016, imposed a penalty of Rs.1,163.91 crore on the Company. The Company

filed an appeal against the said Order before the COMPAT. The COMPAT, vide its interim order dated November 21, 2016 has stayed the penalty with a condition to deposit 10% of the penalty amount, in the form of fixed deposit (the said condition has been complied with) and levy of interest of 12% p.a., in case the appeal is decided against the appellant. Meanwhile, pursuant to the notification issued by Central Government on May 26, 2017, any appeal, application or proceeding before COMPAT is transferred to National Company Law Appellate Tribunal (NCLAT).

NCLAT, vide its Order dated July 25, 2018, dismissed the Company's appeal and upheld the CCI's order. Against this, the Company appealed to the Hon'ble Supreme Court, which by its order dated October 05, 2018, admitted the appeal and directed to continue the interim order passed by the Tribunal. Company's appeal is pending.

- (ii) In a separate matter, pursuant to a reference filed by the Director, Supplies and Disposals, Government of Haryana, the CCI by its Order dated January 19, 2017 had imposed a penalty of Rs. 29.84 crore on the Company. On Company's appeal, the COMPAT (later transferred to NCLAT) has stayed the operation of CCI's order. The matter is listed before NCLAT and is pending for hearing.
- (iii) Director General (Investigation and Registration) filed an application u/s. 10(a)(iii) and Section 37 of MRTP Act (restrictive trade practices) against Cement Manufacturers Association (CMA) and 44 Cement Manufacturers alleging (i) fixing the prices in arbitrary and unjustified manner; (ii) price hike of about 30% from February 1990 to August 1990; (iii) violation of Section 2(o)(ii) & 33(1)(d) of MRTP Act. MRTP Commission passed a "Cease & Desist" Order dated 20.12.2007 in the above matter against CMA and 42 Companies. An Appeal has been filed before the Hon. Supreme Court with a prayer for stay of the said Order of MRTP Commission.
- (iv) The Collector of Stamps, Delhi vide its order dated August 07, 2014, directed erstwhile Holcim (India) Private Limited (HIPL) (merged with the Company) to pay stamp duty (including penalty) of Rs.287.88 crore (March 31, 2023 – Rs.287.88 crore) on the merger order passed by Hon'ble High Court of Delhi. HIPL had filed a writ petition, and the Hon'ble High Court of Delhi disposed the matter in favour of the Company vide judgement dated 06.11.2024. Collector of Stamps has filed a Letters Patent Appeal against the judgement dated 06.11.2024 before Hon'ble Delhi High Court.
- (v) The State of Gujarat issued circular by which gas used for the purpose of fuel was included within the meaning of the terms consumables stores under section 15B of the Gujarat Sales tax Act, 1969 and was admissible as set off. The State further issued another circular dated 02.09.2005 by which the circular dated 19.02.2001 was declared void ab initio and stated natural gas to not to be considered as consumable goods w.e.f. 19.02.2001 and subsequently the State disallowed the set off of the light diesel oil as claimed in returns filed for the assessment year 2001-02 onwards. The writ petition filed by various companies challenging the circular dated 02.09.2005 and same was allowed by the High Court of Gujarat vide order dated 28.06.2007. Being aggrieved to

the said order of the High Court, the State of Gujarat filed a SLP before Supreme Court of India which is pending.

- (vi) Scheme of Amalgamation of Holcim (India) Private Limited with the Company, which was sanctioned by the High Court of Gujarat on 18.03.2014 with an appointed date of 01.04.2013. The Company paid Rs. 10.00 Crore as stamp duty based on the rate applicable on the appointed date. However, an amendment on 15.05.2013 increased the maximum stamp duty to Rs. 25.00 Crore. The Collector of Stamp issued a show cause notice to the Company for not paying the revised duty within the stipulated time. Despite Company's representation, the Collector directed the Company to pay the deficit stamp duty and a penalty. The Company filed a Stamp Reference before the High Court, arguing that the appointed date should determine the stamp duty. Gujarat High Court vide order dated 10.02.2023 ruled in favor of the Company, stating that the levy of stamp duty should be based on the appointed date and not the date of the High Court's sanction. The Collector had no authority to impound the instrument or levy a penalty. Aggrieved by the judgement of the High Court, Chief Controlling Revenue Authority has preferred a SLP before Hon'ble Supreme Court and the same is pending for adjudication.
- (vii) An Appeal has been filed by the State of Gujarat before the Hon. Supreme Court, against the judgement passed by the High Court of Gujarat at Ahmedabad. w.r.t. whether levy of stamp duty on the "bill of entry" submitted by the importer, can be said as a delivery orders in respect of goods (i.e. an instrument entitling any person to the delivery of goods). Hon'ble High Court of Gujarat allowed the Appeal.
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There are 28 cases before the Consumer Disputes Redressal Commission against the Company involving a stake of approximately Rs.3.16 Crore. The cases allege that Company has supplied bad quality of cement to the consumers and these matters are pending before various District Consumer Disputes Redressal Commissions, State Consumer Disputes Redressal Commissions and National Consumer Disputes Redressal Commission. Contingent liability of possible cases is Rs.0.75 Crore and the cases falling where remote possibility involves a stake of Rs.2.41 Crore.

(k) Other disputes

- (i) Land related matters: There are total of 157 land related matters pending before the Hon. Supreme Court, High Courts, Civil Courts and Adjudicating Authorities involving disputes of enhancement of land compensation under the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 and old Act, rehabilitation and resettlement issues, raised by the land losers.
- (ii) Matters related to labour disputes: There are 144 labour cases pending before various labour courts, industrial tribunals, civil courts, High Courts across the country involving disputes of permanent employment, termination from service, reinstatement with back wages, contractual workmen issues, regularization and other industrial disputes.
- (iii) Disputes involving temporary, mandatory and prohibitory Injunctions: There are total of 66 cases by and against the Company pending before various civil courts across the country which involves seeking of injunction by the Company against dharnas, strikes, demonstrations in and around the land and factory of the Company, encroachment on Company's land, specific performance for execution of sale deeds and injunction by third parties and declaration suits.
- (iv) Cheque bouncing matter: There are 28 cases of cheque bouncing filed by the Company under Section 138 Negotiable Instruments Act 1881 against various dealers/customers which are pending before various civil courts and High Courts across the country.
- (v) There are 51 more cases filed by / against the Company, pending before various forums / courts, pertaining to Environment, IPR, Motor Accident Claims, Transport Societies related issues in Himachal Pradesh, challenging validity of provisions introduced via amendments / notifications in the enactments, etc.
- (vi) There are cases filed by company for recovery of dues from the vendors/ third parties.

Annexure B

Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against directors of the Company as at June 30, 2025

i) Ongoing criminal matters against directors of the Company

Additional Chief Metropolitan Magistrate, Mumbai - Criminal Case No. 7761/SS/2019 and Criminal Case No. 7763/SS/2019

Two Criminal complaints were filed by Government Labour Officer against the Company and Mr. Ajay Kapur, Director under Maharashtra Minimum Wages Act and Maharashtra Minimum HR Act, w.r.t non-maintenance of muster register, under Minimum Wages, and non-payment of 5% Minimum House Rent at Elegant Business Park, Ambuja Cement - Corporate Office. The matter is pending.

Criminal Case before Chief Judicial Magistrate, Patna

A criminal complaint was filed against Mr. Ajay Kapoor (MD) before Chief Judicial Magistrate, Patna against CEO and other officials of the Company by M/s. Comfort Enterprises, Ex-CFA agent alleging illegal termination of agency, non-reconciliation of accounts and non-payment of Rs.98.31 lacs dues with the intention of cheating him. The Investigation has been concluded and police has filed closure report in the matter.

Criminal Case before Bombay High Court

A criminal complaint U/s 406, 420, 12(B) of IPC was filed by SFIO against Adani Enterprise Limited (AEL), its Promoters and other persons for violation of SEBI norms etc. alleging manipulation in share price. Metropolitan Court, Mumbai discharged AEL and Mr. Gautam Adani (GSA) & others. SFIO challenged the said order and filed Cri. Revision Applications before Sessions Court. Sessions court set aside the order of Metro court. AEL and its promoters challenged the order before Bombay High Court. Bombay High Court stayed the order of session's court. The matter is currently pending. This matter does not relate to the Company, however since Mr Gautam S. Adani, a promoter of AEL, is also a director of the Company, we are making this disclosure.

Labour Court, Balodabazar, CC No. 76 of 2024

Deputy Director Industrial Health and Safety, Bhatapara has filed a complaint under Section 105 of Factories Act, 1942 against Mr. Ajay Kapur being the Occupier and CEO and against Mr. Kaushal Kumar Mishra being the Factory Manager for violation of Section 41 C of Factories Act, 1942 and Rule 131A of Chhattisgarh Factories Rules, 1962. The matter is pending.

Litigation before Gujarat High Court

Karnavati Aviation Private Limited (KAPL) imported an Aircraft - Hawker for providing non-scheduled Air Transport (Passenger) Services & non-scheduled Air Transport (Charter) services and cleared at Nil rate of duty under Notification No. 21/2002-Cus dated 1.3.2002 amended by Notification No. 61/2007-Cus dated 3.5.2007. Show Cause Notice (SCN) dated 27.02.2009 was issued alleging that KAPL have not used the aircraft for the aforesaid services and the same was used for private purpose in violation of condition of notification. Commissioner of Customs, Ahmedabad vide order dated 25.11.2009 confirmed the duty demand along with interest and imposed fine and penalty on KAPL, Mr. Gautam S Adani & others. On appeal by KAPL & others, CESTAT, Ahmedabad vide Order dated 28.04.2023 allowed the appeal on the ground that there is no violation of condition of Notification. Department challenged CESTAT Order before Gujarat High Court. This matter does not relate to the Company, however since Mr Gautam S. Adani is also a director of the Company, we are making this disclosure.

Criminal Matters related to ex-directors

Judicial Magistrate Jaitaran Complaint Case No. 367/2013

Labour Enforcement Officer filed a complaint against the Company in which Mr. Onne Van Der Weijde (ex-MD), was made as an accused under section 23 of the Contract Labour (Regulation & Abolition) Act, 1970 before Judicial Magistrate Jaitaran. It was found during inspection of Ras Mines (Dist. Pali) lease area that Contract Labourers were employed in violation of notification No 707 dated 17.03.1993 and 4.7.1996 issued under Section 10(1) of C.L. (R&A) Act, 1970. The matter is pending.

ii) Show Cause notices against the directors, while holding position in other group entities

Securities and Exchange Board of India (SEBI) has issued a Show Cause Notice to Mr. Karan Adani alleging that Mr. Karan Adani (as the then CEO, Adani Ports and Special Economic Zone Limited ("APSEZ")) failed to protect the assets of APSEZ by failing to recall security deposits advanced to PMC Projects (India) Private Limited and therefore, alleged to have non-compliant and violated of the code of conduct of APSEZ. Mr. Karan Adani has filed the settlement application along with settlement terms with the SEBI. With respect to adjudication process, the reply and written submission are filed with SEBI. The matter is currently pending before SEBI. This matter does not relate to the Company.

SEBI issued two Show Cause Notices alleging that Mr. Gautam S. Adani being the Chairman and Managing Director of APSEZ and a director of Adani Power Limited (APL), and further being part of the Finance Committee and Management Committee APSEZ and APL, has approved the financial transactions and have engaged in financial transactions with different entity so to avoid related party transactions. With respect to adjudication process, the reply and written submissions were filed with SEBI and personal hearings in this regard have been concluded before SEBI. The matter is currently pending before SEBI. This matter does not relate to the Company.

SEBI issued a Show Cause Notice to Mr. Gautam S. Adani, as a Director of Adani Enterprises Ltd. (AEL), APL, APSEZ and Adani Transmission Limited (ATL), in relation to, *inter alia*, alleged non-compliance of certain provisions of the Securities Contracts (Regulation) Act, 1956 (SCRA), the Securities Contracts (Regulation) Rules, 1957 (SCRR), the SEBI Act and regulations thereunder and the erstwhile Equity Listing Agreement regarding alleged wrongful categorisation of shareholding of certain entities, violation of related disclosure requirements and consequences therefrom. AEL, APL, APSEZ and ATL have responded to SEBI for seeking inspection of documents so that response can be submitted to the show cause notice. Mr. Gautam S. Adani has filed a settlement application with the SEBI. The matter is currently pending before SEBI. This matter does not relate to the Company.

Mr. Vinod Bahety, then Chief Financial Officer of the Company was served with the Show Cause Notice No. SEBI/HO/IVD/ID16/VS/VK/P/OW/2023/45429/1, dated November 10, 2023, in connection with suspected insider trading by certain entities in the scrip of Adani Green Energy Limited. Pursuant to his request for inspection of documents dated December 27, 2023, SEBI granted access to the relevant records on January 18, 2024. Mr. Bahety submitted his reply to the Show Cause Notice on May 02, 2024, and was subsequently granted a personal hearing, which was conducted on February 11, 2025. Post-hearing written submissions were filed by Mr. Bahety on March 11, 2025. In parallel, Mr. Bahety filed a Settlement Application bearing Registration No. 7620 of 2024 under the SEBI Settlement Regulations. Mr. Bahety vide letter of his legal representatives dated June 23, 2025 addressed to SEBI has expressed his intention to withdraw the settlement application. He is currently awaiting communication from SEBI.

Annexure C

Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against promoters of the Company as at June 30, 2025

There are no ongoing adjudication & recovery proceedings, prosecution initiated or other enforcement action taken against the promoters of the Company.

Details in respect of the particulars mentioned / stipulated in: (a) clause h) of the no-objection letter, dated July 17, 2025, received from NSE; and (b) clause 8 of the no adverse observation letter, dated July 17, 2025, received from BSE:

1. NSE: Clause h) i. / BSE: Clause 8.i.

Need for the amalgamation, Rationale of the scheme and swap ratio, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.

Response:

Sanghi Industries Limited ("Transferor Company")	Ambuja Cements Limited ("Transferee Company")
Need for the Merger:	
<p>Transferor Company is engaged in the business of manufacturing and selling of cement and cement related products. Transferor Company is having a large fully integrated plant in Kutch, Gujarat, featuring advanced multi-fuel technology and significant limestone reserves. The plant includes a 6.6 MMTPA clinker plant, a 6.1 MMTPA cement plant and 130 MW captive power plant and 13 MW WHRS alongwith bulk cement terminal in Gujarat.</p> <p>Transferee Company is among the leading cement companies in India, renowned for its hassle-free, home-building solutions with its unique sustainable development projects and environment-friendly practices since it started its operations.</p> <p>The merger of Transferor Company with Transferee Company will result in focused growth, enhancement of manufacturing capacities, operational efficiencies and business synergies.</p>	<p>Transferee Company is among the leading cement companies in India, renowned for its hassle-free, home-building solutions with its unique sustainable development projects and environment-friendly practices since it started its operations.</p> <p>Transferor Company is engaged in the business of cement manufacturing and marketing various grades of cement. Transferor Company owns and operates integrated plant at Kutch, Gujarat with 6.1 MTPA cement capacity and 6.6 MTPA clinker capacity. Transferor Company also owns limestone mines with reserves of 1 billion tonnes at Sanghipuram, Kutch.</p> <p>The amalgamation of Transferor Company with Transferee Company will result in focused growth, enhancement of manufacturing capacities, operational efficiencies and business synergies.</p>
Rationale of the Scheme:	
<p>1. The Transferee Company is the promoter of the Transferor Company and holds 58.08% of the paid-up equity share capital and 100% of the 8% - non-convertible cumulative redeemable preference shares of the Transferor Company. As both the companies are</p>	<p>1. The Transferee Company is the promoter of the Transferor Company and holds 58.08% of the paid-up equity share capital and 100% of the 8% - non-convertible cumulative redeemable preference shares of the Transferor Company. As both the companies are</p>

Sanghi Industries Limited ("Transferor Company")	Ambuja Cements Limited ("Transferee Company")
<p>under the same line of business, this amalgamation will enable the Transferee Company to absorb the business of Transferor Company completely for carrying on more effectively and beneficially.</p> <p>2. The Scheme will enable the Transferee Company to integrate the Transferor Company's operations, leading to more efficient and economical business management. This includes better resource utilization, reduced overheads, cost savings, economies of scale, elimination of duplicated efforts, and streamlined compliance requirements through amalgamation.</p> <p>3. The amalgamation will enhance the business potential of the Transferor Company, add value to both the companies, and ultimately increase the shareholders' value.</p> <p>4. The amalgamation will lead to reduction and rationalisation of multiple entities in the group.</p> <p>5. Upon the Scheme becoming effective, certain shareholders belonging to 'promoter and promoter group' of the Company (a) would not hold more than ten percent of the total voting rights in the Transferee Company; (b) do not exercise control over the affairs of the Transferor Company and the Transferee Company either directly or indirectly; (c) do not have any special rights with respect to the Transferor Company and the Transferee Company through any formal or informal arrangements including through any shareholder agreements; (d) do not represent on the board of directors of the Transferor Company and the Transferee Company including a nominee director; (e) do not</p>	<p>under the same line of business, this amalgamation will enable the Transferee Company to absorb the business of Transferor Company completely for carrying on more effectively and beneficially.</p> <p>2. The Scheme will enable the Transferee Company to integrate the Transferor Company's operations, leading to more efficient and economical business management. This includes better resource utilization, reduced overheads, cost savings, economies of scale, elimination of duplicated efforts, and streamlined compliance requirements through amalgamation.</p> <p>3. The amalgamation will enhance the business potential of the Transferor Company, add value to both the companies, and ultimately increase the shareholders' value.</p> <p>4. The amalgamation will lead to reduction and rationalisation of multiple entities in the group.</p> <p>5. Upon the Scheme becoming effective, certain shareholders belonging to 'promoter and promoter group' of the Transferor Company (a) would not hold more than ten percent of the total voting rights in the Transferee Company; (b) do not exercise control over the affairs of the Transferor Company and the Transferee Company either directly or indirectly; (c) do not have any special rights with respect to the Transferor Company and the Transferee Company through any formal or informal arrangements including through any shareholder agreements; (d) do not represent on the board of directors of the Transferor Company and the Transferee Company including a</p>

Sanghi Industries Limited ("Transferor Company")	Ambuja Cements Limited ("Transferee Company")
<p>act as a key managerial personnel in the Transferor Company and the Transferee Company. Further, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification, (a) have not been declared 'wilful defaulter' as per the guidelines issued by the Reserve Bank of India; and (b) are not fugitive economic offenders. Accordingly, such shareholders are proposed to be reclassified to the 'public' category of the Transferee Company upon the coming into effect of the Scheme, in accordance with the requirements of Regulation 31A of the SEBI Listing Regulations.</p>	<p>nominee director; (e) do not act as a key managerial personnel in the Transferor Company and the Transferee Company. Further, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification, (a) have not been declared 'wilful defaulter' as per the guidelines issued by the Reserve Bank of India; and (b) are not fugitive economic offenders. Accordingly, such shareholders are proposed to be reclassified to the 'public' category of the Transferee Company upon the coming into effect of the Scheme, in accordance with the requirements of Regulation 31A of the SEBI Listing Regulations.</p>
Synergies of Business of the entities involved	
<ul style="list-style-type: none"> The Transferor Company is engaged in the business of manufacturing and selling of cement and cement related products. The Transferee Company is amongst the leading cement companies in India, renowned for its hassle-free, home building solutions with its unique sustainable development projects and environment-friendly practices. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation of the Transferor Company with the Transferee Company. The amalgamation will enhance the business potential of the Transferor Company, add value to both the companies and ultimately increase the shareholders' value. 	<ul style="list-style-type: none"> The proposed Scheme will enable the Transferee Company to absorb the business of the Transferor Company and enhance its manufacturing capacity to carry out the manufacturing operations more effectively and seamlessly. Optimized utilization of the combined resources of both the companies will lead to reduced overhead costs, the elimination of redundant tasks, and a decrease in compliance requirements. The amalgamation will result in greater value addition for both companies, ultimately increasing shareholder value.
Impact of the Scheme on the Shareholders:	
<p>Based on the valuation report issued by BDO Valuation Advisory LLP, and fairness opinion submitted by Vivro Financial Services Pvt. Ltd. and their presentations</p>	<p>For the shareholders of the Transferee Company, the Scheme will result into economies of scale and consolidation of</p>

Sanghi Industries Limited ("Transferor Company")	Ambuja Cements Limited ("Transferee Company")
<p>and considering various factors including but not limited to the rational of the Scheme, salient features and synergies of the business of entities, the proposed scheme is fair and in the best interest of the Shareholders. The proposed amalgamation will enhance the business potential of the Transferor Company, add value to both the companies and ultimately increase the shareholders' value.</p> <p>Further, upon the Scheme becoming effective, the eligible shareholders holding equity shares of the Transferor Company as on the record date will be allotted the equity shares of the Transferee Company in the ratio as stipulated in the Scheme.</p> <p>The public shareholders of Transferor Company would get access to a much larger business with greater stability in revenue. Transferor Company's public shareholders would also receive a more liquid stock in form of Transferee Company equity shares.</p>	<p>opportunities will improve profitability and enhance overall shareholders' value. Upon the Scheme becoming effective, the equity shares of the Transferor Company and held by the Transferee Company shall stand cancelled and extinguished and in lieu thereof, there shall be no allotment of any equity shares in the Transferee Company.</p> <p>Upon the Scheme becoming effective, inter-alia containing the issuance of shares of the Transferee Company to the shareholders of the Transferor Company (other than Transferee Company) as per the Share Exchange Ratio determined by the independent valuer and reclassification of certain shareholders belonging to 'promoter and promoter group' of the Transferor Company to "public" category in the Transferee Company, the same will result in dilution of holding of promoter group in Transferee Company's shares and in turn will increase the public shareholding of the Transferee Company's shares to that extent.</p> <p>This will in turn increase the trading stock of the shares of the Transferee Company. Pursuant to the Scheme, all the eligible shareholders of the Transferor Company will get equity shares of the Transferee Company and there will be no change in economic interest of any of the shareholders of the Transferee Company, pre and post Scheme coming into effect.</p>
Cost benefit Analysis of the Scheme:	
<p>The proposed amalgamation of the Transferor Company with the Transferee Company in accordance with the terms of the Scheme would enable both the companies to realise benefits of synergies leading to more efficient and economical business management.</p>	<p>The Scheme involves issue of equity shares of the Transferee Company to the eligible shareholders of the Transferor Company. Further, implementation of the Scheme would involve incurring costs including administrative costs, statutory dues, cost of transferring the assets, cost of advisors etc. However, the long-term benefits are</p>

Sanghi Industries Limited ("Transferor Company")	Ambuja Cements Limited ("Transferee Company")
	expected to outweigh costs towards implementation of the Scheme.

2. NSE: Clause h) ii. / BSE: Clause 8.ii.

Details of Revenue, PAT and EBIDTA of all the companies involved in the Scheme for last 3 years.

Response:

Sanghi Industries Limited ("Transferor Company")

(Rs. Crore)

Particulars	FY-23	FY-24	FY-25
Revenue / Total Income	947.81	833.95	1,007.40
EBIDTA	5.85	-75.44	105.68
PAT	-325.70	-448.79	-498.37

Ambuja Cements Limited ("Transferee Company")

(Rs. Crore)

Particulars	FY 24-25 (Financial Year)	FY 23-24 (Financial Year)	FY 22-23 (15 Months)
Revenue from Operations (Rs.)	19453.58	17,919.34	19,985.43
Profit After Tax(Rs.)	3,754.95	2,334.69	2,553.49
Operating EBIDTA	2965.37	3,370.84	3,220.44

3. NSE: Clause h) iii. / BSE: Clause 8.iii.

Value of Assets and liabilities of Transferor Companies that are being transferred to Transferee company and post-merger balance sheet of Transferee Company

Response:

Particulars	Post merger Balance Sheet of the Transferee Company (As on 30 th June 2025)	Value of Assets & Liabilities of the Transferor Company being transferred (As on 30 th June 2025)
ASSETS		
Non-current assets		
a) Property, Plant and Equipment	13,905.17	2,955.96
b) Right of use assets	341.20	14.17
c) Capital work-in-progress	5,774.85	89.04
d) Goodwill	756.81	540.63

Particulars	Post merger Balance Sheet of the Transferee Company (As on 30 th June 2025)	Value of Assets & Liabilities of the Transferor Company being transferred (As on 30 th June 2025)
e) Other Intangible assets	2,290.76	2,032.00
f) Intangible assets under development	77.15	-
g) Investments in subsidiaries and joint ventures	27,414.44	(4,023.30)
h) Financial Assets	-	-
i) Investments	9.65	-
ii) Loans	704.17	-
iv) Others	2,095.40	(184.86)
i) Noncurrent tax assets (net)	951.33	1.57
j) Deferred tax assets	-	-
k) Other non-current assets	2,108.75	37.37
Sub total - Non-current assets	56,429.68	1,462.58
Current assets		
a) Inventories	2,239.21	431.60
b) Financial assets	-	-
i) Investments	-	-
ii) Trade receivables	911.96	42.91
iii) Cash and cash equivalents	29.07	0.14
iv) Bank balances other than (iii) above	573.28	0.01
v) Loans	2.43	(285.00)
vi) Other financial assets	655.85	58.25
d) Current tax assets (net)	-	-
c) Other current assets	1,702.76	47.93
Sub total - Current assets	6,114.56	295.84
Assets held for sale	0.11	-
TOTAL – ASSETS	62,544.35	1,758.42
LIABILITIES		
Non-current liabilities		
a) Financial Liabilities		
i) Borrowings	13.91	-
ii) Lease liability	256.83	-
ii) Other financial liabilities	-	-
b) Provisions	108.62	6.14
c) Deferred tax liabilities (Net)	1,011.18	512.25
d) Other non-current liabilities	-	-
Sub total - Non-current liabilities	1,390.54	518.39
Current liabilities		
a) Financial Liabilities		
i) Borrowings	13.40	-
ii) Trade payables	-	-
Due to micro, small and medium enterprises		
Others	3,133.29	55.31
iii) Lease liability	87.29	15.00

Particulars	Post merger Balance Sheet of the Transferee Company (As on 30 th June 2025)	Value of Assets & Liabilities of the Transferor Company being transferred (As on 30 th June 2025)
iv) Other financial liabilities	4,084.48	84.53
b) Other current liabilities	2,368.04	434.23
c) Provisions	36.20	3.25
d) Current Tax Liabilities (Net)	1,816.24	-
Sub total - Current liabilities	11,538.94	592.32
Total Liabilities	12,929.48	592.32
TOTAL - ASSETS OVER LIABILITY	49,614.87	647.71

Name of Shareholder	Shares held in Transferor Company	Share Exchange Ratio	Shares being allotted in Transferee Company	Classification in Transferee Company (Promoter/Public)	Detailed justification for classification
Promoter and Promoter Group					
SZF Private Limited	68,84,000	12:100	8,26,080	Public	The Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification, would : (a) not hold more than ten percent of the total voting rights in the Transferee Company; (b) do not exercise control over the affairs of the Transferor Company and the Transferee Company either directly or indirectly; (c) do not have any special rights with respect to the Transferor Company and the Transferee Company through

Name of Shareholder	Shares held in Transferor Company	Share Exchange Ratio	Shares being allotted in Transferee Company	Classification in Transferee Company (Promoter/Public)	Detailed justification for classification
					<p>any formal or informal arrangements including through any shareholder agreements; (d) do not represent on the board of directors of the Transferor Company and the Transferee Company including a nominee director; (e) do not act as a key managerial personnel in the Transferor Company and the Transferee Company. Further, the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification, (a) have not been declared 'wilful defaulter' as per the guidelines issued by the Reserve Bank of India; and (b) are not fugitive economic offenders. Accordingly, reclassification of the Promoters/Persons belonging to the</p>

Name of Shareholder	Shares held in Transferor Company	Share Exchange Ratio	Shares being allotted in Transferee Company	Classification in Transferee Company (Promoter/Public)	Detailed justification for classification
					Promoter Group/Persons related to the Promoters Seeking Reclassification of the Transferor Company from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company has been contemplated upon the coming into effect of this Scheme, in accordance with the requirements of Regulation 31A of the SEBI LODR.
Sanghi Threads Private Limited	17,54,000	12:100	2,10,480	Public	- As above -
Sanghi Filaments Private Limited	22,87,500	12:100	2,74,500	Public	- As above -
Sanghi Poly Zips Private Limited	14,82,500	12:100	1,77,900	Public	- As above -
Sanghi Synthetics Private Limited	16,75,000	12:100	2,01,000	Public	- As above -
Alpha Zippers Private Limited	16,75,000	12:100	2,01,000	Public	- As above -
Fancy Zippers Private Limited	14,68,750	12:100	1,76,250	Public	- As above -

Name of Shareholder	Shares held in Transferor Company	Share Exchange Ratio	Shares being allotted in Transferee Company	Classification in Transferee Company (Promoter/Public)	Detailed justification for classification
Balaji Zippers Private Limited	27,75,000	12:100	3,33,000	Public	- As above -
SKK Zippers Private Limited	35,75,000	12:100	4,29,000	Public	- As above -
Maruti Fastners Private Limited	14,68,750	12:100	1,76,250	Public	- As above -
Thinkfar Tradelink Private Limited	0	12:100	0	Public	- As above -
Sanghi Polymers Private Limited	0	12:100	0	Public	- As above -
Samruddhi Investors Services Private Limited	0	12:100	0	Public	- As above -
Shri Ravi Sanghi	24,12,800	12:100	2,89,536	Public	- As above -
Shri Gireesh Kumar Sanghi	13,42,478	12:100	1,61,097	Public	- As above -
Smt. Alka Sanghi	10,74,150	12:100	1,28,898	Public	- As above -
Shri Ashish Sanghi	26,39,710	12:100	3,16,765	Public	- As above -
Shri Gaurav Sanghi	26,47,300	12:100	3,17,676	Public	- As above -
Shri Ram Sharan Sanghi	1,87,000	12:100	22,440	Public	- As above -
Smt. Kamala Rani Sanghi	1,40,250	12:100	16,830	Public	- As above -
Ms Aarti Sanghi	3,43,750	12:100	41,250	Public	- As above -

Name of Shareholder	Shares held in Transferor Company	Share Exchange Ratio	Shares being allotted in Transferee Company	Classification in Transferee Company (Promoter/Public)	Detailed justification for classification
Smt. Anita Sanghi	0	12:100	0	Public	- As above -
Ms Ekta Gupta	0	12:100	0	Public	- As above -
Shri Aditya Sanghi	0	12:100	0	Public	- As above -
Shri Alok Sanghi	0	12:100	0	Public	- As above -
Shri Gireesh Sanghi HUF	78,66,000	12:100	9,43,920	Public	- As above -
Flarezeal Solutions LLP	0	12:100	0	Public	- As above -
Ambuja Cements Limited	15,00,45,102	12:100	0	Not Applicable	Shareholding of Ambuja will stand cancelled on effectiveness of the proposed Scheme
Public Shareholders					
Public	6,45,81,960	12:100	77,49,835	Public	Not Applicable
Total	25,83,26,000	12:100	1,29,93,708	-	-

4. NSE: Clause h) iv. / BSE: Clause 8.iv.

No Objection Certificate (NOC) from the lending scheduled commercial banks/ financial institutions/ debenture trustees as per para A(2)(k) of Part— I of SEBI Master Circular.

Response:

There are no secured creditors in Transferor Company and Transferee Company and hence, the requirement is not applicable.

5. NSE: Clause h) v. / BSE: Clause 8.v.

Disclose all pending actions against the entities involved in the scheme, its promoters/directors/ KMPs and possible impact of the same on the Transferee Company and its current status.

Response:

The details of ongoing litigations against the Transferor and Transferee Companies and its promoters/directors/KMPs are as per **Annexure "Y" (Colly.)**, to the joint Company Application.

It may also be noted that there are no possible impact of the said pending actions/litigations on the shareholders of Transferee Company.

6. NSE: Clause h) vi. / BSE: Clause 8.vi.

Financial implication of merger on promoters, minority shareholders and the entities involved in the scheme.

Response:

Upon the Scheme becoming effective, the equity shareholders of the Transferor Company (other than the Transferee Company to the extent of equity shares held by it in the Transferor Company) shall become the shareholders of the Transferee Company in the manner as stipulated in clause 2.3 of the Scheme. Further, under the Scheme, the shareholding of the Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters Seeking Reclassification shall be reclassified from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company in terms of the applicable provisions of the Act and rules made thereunder, SEBI ICDR Regulations, SEBI LODR and other applicable regulations notified under the SEBI Act and other applicable provisions under the applicable Laws.

Other than this, there does not seem to be any financial implications on Promoters, Public Shareholders and the Companies involved.

7. NSE: Clause h) vii. / BSE: Clause 8.vii.

Undertaking that promoters of SIL which are to be reclassified as public shareholders in ACL, post-merger, are not related to Transferee company, Subsidiary or Associate of Transferee Company and promoters/directors/KMPs of Transferee Company or of its subsidiaries or associate.

Response:

The Transferee Company undertakes that promoters of Transferor Company which are to be reclassified as public shareholders in the Transferee Company as stated in the proposed Scheme, post-merger, are not related to the Transferee company, Subsidiary or Associate of the Transferee Company and promoters/directors/KMPs of the Transferee Company or of its subsidiaries or associate.

8. NSE: Clause h) viii. / BSE: Clause 8.viii.

Latest Complaint report.

Response:

Latest Complaint Reports of the Transferor Company and Transferee company are enclosed herewith as **Annexure "U" (Colly.)** and **Annexure "W" (Colly.)** respectively, to the Joint Company Application.

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SANGHI INDUSTRIES LIMITED AT ITS MEETING HELD ON DECEMBER 17, 2024, EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT BETWEEN SANGHI INDUSTRIES LIMITED AND AMBUJA CEMENTS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013

Background

The proposed scheme of arrangement between Sanghi Industries Limited (hereinafter referred to as the "Sanghi" or the "Company" or the "Transferor Company", as the context may admit) and Ambuja Cements Limited (hereinafter referred to as the "Ambuja" or the "Transferee Company", as the context may admit) and their respective shareholders (hereinafter referred to as the "Scheme") under Sections 230 to 232 and other applicable provisions of Companies Act, 2013 (hereinafter referred to as the "Act") and rules made thereunder and in accordance with Section 2(1B) of the Income Tax Act, 1961, *inter-alia*, provides for amalgamation of Sanghi with Ambuja, with effect from the Appointed Date i.e. April 1, 2024.

The Scheme is proposed to be effective from the Appointed Date and operative from the Effective Date (as defined in the Scheme) and was approved by the Board of Directors at its meeting held on Tuesday, December 17, 2024.

1. As per provisions of Section 232(2)(c) of the Act requires that the directors of Sanghi to adopt a report explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, and to lay out in particular the share exchange ratio, specifying any special valuation difficulties, if any.
2. This report of the Board is accordingly being made in pursuance of the requirements of Sections 232(2)(c) of the Act.
3. The following documents were placed before the Board:
 - a) A draft of the proposed Scheme.
 - b) Fair Equity Share Swap Ratio Report dated December 17, 2024 issued by BDO Valuation Advisory LLP (IBBI Registration No. IBBI/RV-E/02/2019/103), Registered Valuer, pursuant to the provisions of Section 247 of the Act,

Registered Office

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Corporate Office

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stipulating inter alia the methodology adopted and the valuation arrived at in relation to the amalgamation of Sanghi with Ambuja.

- c) Fairness opinion dated December 17, 2024 issued by Vivro Financial Services Private Limited, SEBI registered Merchant Bankers, to the Sanghi, providing the fairness opinion on Fair Equity Share Swap Ratio Report of BDO Valuation Advisory LLP, registered valuer, in relation to the amalgamation of Sanghi with Ambuja.
- d) Draft of the Auditors' Certificate issued by the Statutory Auditors of the Company, to the effect that the Company is a Transferor Company in the proposed scheme and upon the Scheme becoming effective, the Company shall cease to exist. Accordingly, report confirming the accounting treatment in the books of Transferor Company in respect of its amalgamation with the Transferee company is not required.
- e) Report of the Audit Committee dated December 17, 2024, recommending the Scheme inter-alia to the Board for approval.
- f) Report of the Committee of Independent Directors dated December 17, 2024, recommending the Scheme inter-alia to the Board for approval.
- g) Other presentations, documents and information made to/furnished before the Board pertaining to the draft Scheme.

Effect of the proposed Scheme

1. Shareholders (promoter and non-promoter)

Upon the Scheme becoming effective, the equity shareholders of the Transferor Company (other than the Transferee Company to the extent of equity shares held by it in the Transferor Company), shall become the equity shareholders of the Transferee Company in the manner as stipulated in clause 2.3 of the Scheme.

Further, under the Scheme, the shareholding of the "Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters of the Transferor Company Seeking Reclassification" (as defined in the Scheme) shall be reclassified from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company in terms of the applicable provisions of the Act and rules made thereunder, Securities and Exchange Board of India (Issue

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CIN: L18209TG1985PLC005581

of Capital and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable regulations notified under the Securities and Exchange Board of India Act, 1992, and other applicable provisions under the applicable Laws.

Further, under the Scheme, the resultant authorized share capital of the Transferor Company, shall stand transferred to and be amalgamated/combined with the authorized share capital of the Transferee Company in the manner as stipulated in clause 2.7 of the Scheme.

The 8% non-convertible cumulative redeemable preference shares issued by the Transferor Company to the Transferee Company shall stand discharged and cancelled and cease to operate and come to an end as stipulated under clause 2.1.2(xxix) of the Scheme.

Thus, under the Scheme, an arrangement is sought to be entered into between the Transferor Company and its equity shareholders and between the Transferor Company and its preference shareholder.

2. *Creditors*

The Scheme does not contemplate any arrangement with the creditors of the Transferor Company. No compromise is offered under the Scheme to any of the creditors of the Transferor Company. The liability towards the creditors of the Transferor Company is neither being reduced nor being extinguished. The interest of the creditors of the Transferor Company would in no way be affected by the Scheme.

Further, as on date, the Transferor Company has no secured creditors and therefore, the question of any effect of the Scheme on any secured creditors does not arise.

As on date, the Transferor Company has no outstanding debentures and therefore, the effect of the Scheme on any such debenture holders or debenture trustee(s) does not arise.

As on date, the Transferor Company has no outstanding public deposits and therefore, the effect of the Scheme on any such deposit holders or deposit trustee(s) does not arise.

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3. Employees, Directors and Key Managerial Personnel

As stated in clause 2.1.2 (xxiii) of the Scheme and with effect from the Effective Date, all the staff and employees of the Transferor Company, who are in such employment as on the Effective Date shall become, and be deemed to have become, the staff and employees of the Transferee Company, and, subject to the provisions of the Scheme, on terms and conditions not less favorable than those on which they are engaged by the Transferor Company and without any interruption of or break in service as a result of the transfer and vesting of the Undertaking of the Transferor Company to the Transferee Company. In these circumstances, the rights of the staff and employees of the Transferor Company would in no way be affected by the Scheme.

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up. In these circumstances, the directors of the Transferor Company shall cease to be the directors of the Transferor Company.

None of the directors and key managerial personnel (as defined under the Act and the rules framed thereunder) of the Transferor Company and their respective relatives (as defined under the Act and the rules framed thereunder) have any material interest in the Scheme, except to the extent that two of the directors, namely, Mr. Ajay Kapur and Mr. Vinod Bahety, who are common director and key managerial personnel in the Transferee Company and/or to the extent that the said directors, key managerial personnel and their respective relatives may be holding shares in the Transferor Company and/or the Transferee Company and/or to the extent that the said directors, key managerial personnel and their respective relatives are the partners, directors, members of the companies, firms, bodies corporate, trustee and/or beneficiaries of trust that hold shares in the Transferor Company and/or the Transferee Company, if any. None of the directors, key managerial personnel of the Transferor Company or their relatives are holding more than two per cent. of the paid-up equity share capital of the Transferor Company and/or the Transferee Company.

Valuation Reports

1. Based on the valuation reports, the Board approved the following:

Upon scheme becoming effective, the Transferee Company will issue and allot to the shareholders of the Transferor Company, 12 (twelve) equity shares credited as fully paid-up, each having a face value of Rs. 2/- (Rupees two only),

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for every 100 (one hundred) equity shares of the face value of Rs. 10/- (Rupees ten only) each fully paid-up held by member in the Transferor Company.

2. No special valuation difficulties were reported by the valuers.

Adoption of the Report by the Board

The Board has adopted this report after noting and considering the information set forth in this report.

Conclusion

While deliberating the Scheme, the Board has considered its impact on the shareholders, key managerial personnel, promoters and non-promoter shareholders, directors, creditors and employees. The Scheme is in the best interest of the shareholders (promoter and non-promoter), key managerial personnel, directors, creditors and employees of the Company and there shall be no prejudice caused to them in any manner by the Scheme.

**By order of the Board
For Sanghi Industries Limited**



**Ajay Kapur
Chairman
DIN: 03096416**

Date: December 17, 2024

Place: Ahmedabad

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CIN: L18209TG1985PLC005581

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF AMBUJA CEMENTS LIMITED AT ITS MEETING HELD ON TUESDAY, DECEMBER 17, 2024, EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT BETWEEN SANGHI INDUSTRIES LIMITED AND AMBUJA CEMENTS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013

Background

The proposed scheme of arrangement of Sanghi Industries Limited (hereinafter referred to as the "SIL" or "Transferor Company") with Ambuja Cements Limited (hereinafter referred to as the "Ambuja" or the "Company" or "Transferee Company", as the context may admit) and their respective shareholders (hereinafter referred to as the "Scheme") under Sections 230 to 232 and other applicable provisions of Companies Act, 2013 (hereinafter referred to as the "Act") and rules made thereunder and in accordance with Section 2(1B) of the Income Tax Act, 1961, *inter-alia*, provides for amalgamation of SIL with Ambuja, with effect from the Appointed Date i.e. April 1, 2024.

The Scheme is proposed to be effective from the Appointed Date and operative from the Effective Date (as defined in the Scheme) and was approved by the Board of Directors at its meeting held on Tuesday, December 17, 2024.

1. As per provisions of Section 232(2)(c) of the Act requires that the directors of the Transferee Company to adopt a report explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, and to lay out in particular the share exchange ratio, specifying any special valuation difficulties, if any.
2. This report of the Board is accordingly being made in pursuance of the requirements of Sections 232(2)(c) of the Act.
3. The following documents were placed before the Board:
 - a) A draft of the proposed Scheme.
 - b) Fair Equity Share Swap Ratio Report dated December 17, 2024 issued by GT Valuation Advisors Private Limited, Registered Valuer (IBBI Registration No. IBBI/RV-E/05/2020/134), pursuant to the provisions of Section 247 of the Act, stipulating *inter alia* the methodology adopted and the valuation arrived at in relation to the amalgamation of the Transferor Company with the Transferee Company.

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Gujarat, India
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www.ambulacement.com
CIN: L26942GJ1981PLC004717

- c) Fairness Opinion dated December 17, 2024 issued by IDBI Capital Markets and Securities Limited, SEBI registered Merchant Bankers, to the Transferee Company, providing the fairness opinion on Fair Equity Share Swap Ratio Report of GT Valuation Advisors Private Limited, registered valuer, in relation to the amalgamation of the Transferor Company with the Transferee Company.
- d) Draft Auditors' Certificate dated December 17, 2024 issued by the Statutory Auditors of the Transferee Company, to the effect that the accounting treatment prescribed in the Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Accounting Standards specified by the Central Government under Section 133 of the Act read with applicable rules and/or the accounting standards and principles.
- e) Report of the Audit Committee dated December 17, 2024, recommending the Scheme inter-alia to the Board for approval.
- f) Report of the Committee of Independent Directors dated December 17, 2024, recommending the Scheme inter-alia to the Board for approval.
- g) Other presentations, documents and information made to/furnished before the Board pertaining to the draft Scheme.

Effect of the proposed Scheme

1. Shareholders (promoter and non-promoter)

Upon the Scheme becoming effective, the equity shareholders of the Transferor Company (other than the Transferee Company to the extent of equity shares held by it in the Transferor Company) shall become the equity shareholders of the Transferee Company in the manner stipulated in clause 2.3 of the Scheme.

Further, 8% non-convertible cumulative redeemable preference shares issued by the Transferor Company and held by the Transferee Company shall stand discharged and cancelled and cease to operate and come to an end as stipulated under clause 2.1.2(xxix) of the Scheme.

Further, under the Scheme, the shareholding of the "Promoters/Persons belonging to the Promoter Group/Persons related to the Promoters of the Transferor Company Seeking Reclassification" (as defined in the Scheme)

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shall be reclassified from 'Promoter and Promoter Group' category to 'Public' category in the Transferee Company in terms of the applicable provisions of the Act and rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable regulations notified under the Securities and Exchange Board of India Act, 1992, and other applicable provisions under the applicable Laws.

Further, under the Scheme, the resultant authorized share capital of the Transferor Company, shall stand transferred to and be amalgamated/combined with the authorized share capital of the Transferee Company in the manner as stipulated in clause 2.7 of the Scheme.

Thus, under the Scheme, an arrangement is sought to be entered into between the Transferee Company and its equity shareholders.

2. *Creditors*

The Scheme does not contemplate any arrangement with the creditors of the Transferee Company. No compromise is offered under the Scheme to any of the creditors of the Transferee Company. The liability towards the creditors of the Transferee Company is neither being reduced nor being extinguished. The interest of the creditors of the Transferee Company would in no way be affected by the Scheme.

Further, as on date, the Transferee Company has no secured creditors and therefore, the question of any effect of the Scheme on any secured creditors does not arise.

As on date, the Transferee Company has no outstanding debentures and therefore, the effect of the Scheme on any such debenture holders or debenture trustee(s) does not arise.

As on date, the Transferee Company has no outstanding public deposits and therefore, the effect of the Scheme on any such deposit holders or deposit trustee(s) does not arise.

3. *Employees, Directors and Key Managerial Personnel*

Under the Scheme, no rights of the staff and employees of the Transferee Company are being affected. The services of the staff and employees of the

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Transferee Company shall continue on the same terms and conditions on which they were engaged by the Transferee Company.

None of the directors and key managerial personnel (as defined under the Act and the rules framed thereunder) of the Transferee Company and their respective relatives (as defined under the Act and the rules framed thereunder) have any material interest in the Scheme, except to the extent that two of the directors/key managerial personnel, namely, Mr. Ajay Kapur and Mr. Vinod Bahety, are the common directors in the Transferor Company and/or to the extent that the said directors, key managerial personnel and their respective relatives may be holding shares in the Transferor Company and/or the Transferee Company and/or to the extent that the said directors, key managerial personnel and their respective relatives are the partners, directors, members of the companies, firms, bodies corporate, trustee and/or beneficiaries of trust that hold shares in the Transferor Company and/or the Transferee Company, if any. None of the directors, key managerial personnel of the Transferee Company or their relatives are holding more than two per cent. of the paid-up equity share capital of the Transferor Company and/or the Transferee Company.

Valuation Reports

1. Based on the valuation reports, the Board approved the following:

Upon scheme becoming effective, the Transferee Company will issue and allot to the shareholders of the Transferor Company, 12 (twelve) equity shares credited as fully paid-up, each having a face value of Rs. 2/- (Rupees two only), for every 100 (one hundred) equity shares of the face value of Rs. 10/- (Rupees ten only) each fully paid-up held by member in the Transferor Company.

2. No special valuation difficulties were reported by the valuers.

Adoption of the Report by the Board

The Board has adopted this report after noting and considering the information set forth in this report.

Conclusion

While deliberating the Scheme, the Board has considered its impact on the shareholders, key managerial personnel, promoters and non-promoter

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shareholders, directors, creditors and employees. The Scheme is in the best interest of the shareholders (promoters and non-promoters), key managerial personnel, directors, creditors and employees of the Company and there shall be no prejudice caused to them in any manner by the Scheme.

**By order of the Board
For Ambuja Cements Limited**



Gautam S Adani
Chairman
DIN: 00006273

**Date: December 17, 2024
Place: Ahmedabad**

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CIN: L26942GJ1981PLC004717

28th July 2025

To,
BSE Limited
PJ Towes, Dalal Street
Mumbai – 400 001
Scrip Code: 526521

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (E), Mumbai – 400 051.
NSE Symbol: SANGHIIND

Sub.: Outcome of Board Meeting held on 28th July 2025 and submission of Unaudited Financial Results for the quarter ended 30th June 2025 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 33 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation"), we wish to inform you that the Board of Directors of Sanghi Industries Limited (the "Company"), at its meeting held today i.e. 28th July 2025 has considered and approved the Unaudited Financial Results of the Company for the quarter ended 30th June 2025.

The Unaudited Financial Results of the Company for the quarter ended 30th June 2025 along with the Limited Review Report issued by the Statutory Auditors are enclosed herewith.

The Board Meeting commenced at 05:00 p.m. and concluded at 05:50 p.m.

All the above-mentioned documents will be posted on the Company's website at www.sanghicement.com.

Kindly take the above on your record.

Thanking you,

Yours faithfully,
For Sanghi Industries Limited

Pranjali

Digitally signed
by Pranjali Dubey
Date: 2025.07.28
17:53:22 +05'30'

Dubey

Pranjali Dubey

Company Secretary & Compliance Officer

Encl.: as above

Sanghi Industries Limited
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CIN: L18209GJ1985PLC157787

SANGHI INDUSTRIES LIMITED					
CIN : L18209GJ1985PLC157787					
Registered Office : Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat 382421					
Phone No. : +91 79 26565555 - Website : www.sanghicement.com					
Email ID for Investors : companysecretary.sil@adani.com					
(₹ in crore)					
Statement of Unaudited financial results for the quarter ended June 30, 2025					
Particulars	3 months ended 30-06-2025		Preceding 3 months ended 31-03-2025		Corresponding 3 months ended 30-06-2024
	Unaudited		Unaudited		For the Year ended 31-03-2025
	(Refer Note 11)				
1 Income					
a) Revenue from operations	245.38	335.25	222.99		968.70
b) Other Income	2.35	10.74	11.43		38.70
Total Income	247.73	345.99	234.42		1,007.40
2 Expenses					
a) Cost of Material consumed	30.01	29.43	23.74		102.14
b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(27.68)	38.52	5.61		(27.85)
c) Employee benefits expense (Refer note 12)	12.27	11.08	14.14		54.58
d) Finance costs	53.55	66.48	49.05		227.79
e) Depreciation expense (Refer note 6)	89.63	97.58	48.40		218.32
f) Power and fuel	152.09	130.74	145.27		552.85
g) Freight and forwarding expense	13.06	14.69	7.78		33.21
h) Other expenses	40.20	74.38	29.25		186.79
Total expenses	363.13	462.90	323.24		1,347.83
3 Loss before exceptional items & tax (1-2)	(115.40)	(116.91)	(88.82)		(340.43)
4 Exceptional items (Refer Note 4)	40.00				(121.20)
5 Loss before tax (3-4)	(75.40)	(116.91)	(88.82)		(461.63)
6 Tax expense					
a) Current tax					
b) Current tax adjustments of earlier years					(0.20)
c) Deferred tax (Refer Note 5)					36.94
Total tax expense					36.74
7 Loss for the period (5-6)	(75.40)	(116.91)	(88.82)		(498.37)
8 Other comprehensive (loss) / income					
i. Items that will not be reclassified to profit or (loss) / income	(0.12)	1.92	(0.04)		(0.01)
ii. Income tax related to items that will not be reclassified to profit or (loss)					
Total other comprehensive (loss) / income	(0.12)	1.92	(0.04)		(0.01)
9 Total comprehensive loss	(75.52)	(114.99)	(88.86)		(498.38)
10 Paid-up equity share capital (Face value of ₹ 10/- each)	258.33	258.33	258.33		258.33
11 Other equity					354.08
12 Earnings per share of ₹ 10/- each (not annualised) - In ₹					
Basic & Diluted	(2.92)	(4.53)	(3.44)		(19.29)



Sanghi Industries Limited**Unaudited Financial Results for the quarter ended June 30, 2025:**

1. The above financial results of Sanghi Industries Limited ("the Company") have been reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on July 28, 2025.
2. The Statutory Auditors have carried out limited review of the financial results for the quarter ended June 30, 2025.
3. In quarter ended June 30, 2024, Ambuja Cements Limited (Holding Company) and Mr. Ravi Sanghi (Erstwhile Promoter) of the Company had sold 60,92,000 and 30,00,000 Equity Shares of the Company, respectively aggregating to 90,92,000 Equity Shares (representing 3.52% of the Paid-up Equity Share Capital of the Company) through offer for sale via stock exchange mechanism to achieve minimum public shareholding (MPS) requirements. Post successful completion of Offer for Sale, the Promoter Shareholding have reduced from 78.52% to 75% of the Paid-up Equity Share Capital of the Company and the Company has achieved the MPS requirements, as mandated under Rules 19(2) (b) and 19A of the Securities Contracts (Regulations) Rules, read with Regulation 38 of the SEBI Listing Regulations
4. Exceptional items represent Provision for pending litigation and disputed matters as under

Particulars	3 months ended 30-06-2025	Preceding 3 months ended 31-03-2025	Corresponding 3 months ended 30-06-2024	For the Year ended 31-03-2025
Provision for pending litigation and disputed matters*	-	-	-	(121.20)
Receipt of Indemnification claim from erstwhile promoters against disputed matter*	40.00	-	-	-
Total Exceptional items	40.00	-	-	(121.20)

*The Company has ongoing litigation with Chief Commissioner of State Tax, Government of Gujarat under Electricity Duty Act regarding the exemption period from payment of electricity duty. The Company had started generating electricity in November 1995 using DG Sets for the purpose of construction of cement plant in November 1995 basis which an application was filed with Electricity Department seeking an exemption for payment of electricity duty for a period of 10 years as per then prevailing provisions of the Gujarat Electricity Duty Act, 1958. In August 1997, Company's application for exemption for payment of Electricity Duty was rejected by Electricity Department on the grounds that the Company had not commenced cement manufacturing activities.

The Company commenced cement manufacturing in April 2002 and reapplied for the exemption of electricity duty for the period starting April 2002 to March 2012. Against Company's application, the electricity department issued exemption certificate for the period of April 2002 to November 2005, interpreting that exemption would be applicable from the date commissioning of DG sets i.e. from November 1995 and not manufacturing date and also in view of the same the authority issued demand of ₹ 3.30 crore vide orders dated March 02, 2006 and April 2006, for the period of November 18, 2005, to February 2006.



The Company filed writ petition challenged department's demand orders claiming that the Company is entitled to exemption from the payment of electricity duty for a period of 10 years from March 2002 on the basis of Section 3(2)(vii) of the Electricity Act with Hon'ble Gujarat High Court in year 2006. The Hon'ble High Court of Gujarat, in their interim order dated May 5, 2006, granted ad-interim relief in the matter.

Since the matter is sub-judice, there is no open demand from the electricity department for the period upto March 2012. Based on management assessment and the advice of external legal counsel, the Company believes it has a strong case on merits for successful appeal in this matter. The Company has recognised a provision of ₹ 43.90 crore (related to principal portion of duty for the period 2007 to 2012) and an amount of ₹ 176.63 crore is assessed as contingent liability towards interest for the dispute period for the period ended June 30, 2025.

For the period post April 2012, a demand of ₹ 161.95 crore (including interest) was raised by Chief Commissioner of State Tax, Gujarat vide their letter dated July 16, 2024 which was deposited by the Company on April 30, 2025, pending settlement of the matter as at reporting date.

The Company, as per the terms Share Purchase Agreement (SPA) dated August 3, 2023, entered between the Promoters of Sanghi Industries Limited, Sanghi Industries Limited (the "Company" or "SIL"), and Ambuja Cements Limited ("Ambuja"), the Company and Ambuja had raised indemnity claims amounting to ₹ 84.31 crore against the demand raised by authorities for the period post April 2012. In view of the default on part of the erstwhile promoters in honoring their indemnity obligations, Ambuja had approached the NCLT, Ahmedabad against the erstwhile promoters under the provisions of Insolvency & Bankruptcy Code, 2016. During the pendency of the proceedings, the erstwhile promoters of the Company have reimbursed ₹ 40 crore against the indemnity claim. The amount as received by Ambuja was transferred to the Company which is disclosed as an exceptional income for the quarter ended June 30, 2025. Management, as per the terms of SPA, has rights to raise further claims for the period pre-2012, in case the matter, which is pending with Hon'ble High Court of Gujarat, is ruled against the Company and demand is raised by the authorities.

5. During the year ended March 31, 2025, the Company had re-assessed carrying value of deferred tax assets in the books by restricting the deferred tax asset to the extent of deferred tax liabilities. The Company had determined that there is no reasonable certainty of utilisation of deferred tax assets on unabsorbed depreciation, carried forward losses and other temporary disallowances under Income Tax Act amounting to ₹ 36.94 crore. Accordingly, deferred tax asset of ₹ 36.94 crore was reversed during the year ended March 31, 2025.
6. During the quarter ended March 31, 2025, the Company had reassessed useful life of Property, Plant & Equipment and depreciation method for Power Plant based on internal and external technical evaluation. Due to above-mentioned changes in estimates, the depreciation expenses for the quarter and year ended March 31, 2025 was higher by ₹ 58.19 crore.

Further, during the quarter ended June 30, 2024, the Company had re-assessed the residual value of Property, Plant & Equipment. Consequently, the depreciation expenses for the quarter ended June 30, 2024 and year ended March 31, 2025 was higher by ₹ 12.75 crore.



7. The Company had received approval of shareholders on June 2, 2024 for issuance of upto ₹ 2,200 crore 8% Non-convertible Cumulative Redeemable Preference Shares (RPS) to Ambuja Cements Limited (Holding Company). During the year ended March 31, 2025, the Company had completed allotment of 220 crore RPS of ₹ 10 Each aggregating to ₹ 2,200 crore to the Holding Company in five tranches from 4th July, 2024 to 19th July, 2024. The Company had utilized the proceeds of RPS to repay inter corporate deposits taken from Holding Company and interest thereon of ₹ 2,200 crore.
8. The Company is exclusively engaged in the business of cement and cement related products with sales in the domestic market. Accordingly, there is no separate reportable Segment as per Ind AS 108 "Operating Segment".
9. The Board of Directors of the Company at its meeting held on December 17, 2024, approved the Scheme of Arrangement ("Scheme") between the Company ("Transferor Company"), Ambuja Cements Limited ("Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") w.e.f. appointed date April 1, 2024.

Upon the Scheme becoming effective, the equity shareholders of the Transferor Company (Other than Transferee Company) will be issued and allotted 12 equity shares of the face value of ₹ 2 each fully paid of Transferee Company, for every 100 equity shares of the face value of ₹ 10 each fully paid held by shareholders in Transferor Company.

As on date of adoption of these financial results by the Board, the Transferee Company and Transferor Company have received No-objection certificates from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Scheme is subject to necessary statutory and regulatory approvals under the applicable laws, including approval of the jurisdictional Hon'ble National Company Law Tribunal ("NCLT").

10. The Company basis order of Registrar of Companies, Gujarat, has shifted its Registered Office from "Sanghinagar P.O., Hayatnagar Mandal, R.R District, Telangana - 501 511" to "Adani Corporate House, Shantigram, Near Vaishnodevi Circle, S.G Highway, Khodiyar, Ahmedabad, Gujarat, 382421" w.e.f. January 10, 2025.
11. Figures for the quarter ended March 31, 2025 represents the difference between the audited figures in respect of the financial year ended March 31, 2025 and the published unaudited figures of nine months ended December 31, 2024 which were subject to limited review by the Auditors.
12. Employee benefit expenses includes cost allocated from Ambuja Cements Limited and its subsidiary Company, ACC Limited, based on cost sharing agreements entered into between the Companies



For and on behalf of the Board of Directors

Sukuru Ramarao

Whole-time Director and CEO

DIN - 08846591

Ahmedabad

July 28, 2025

S R B C & CO LLP
Chartered Accountants

21st Floor, B Wing, Privilon
Ambli BRT Road, Behind Iskcon Temple
Off SG Highway, Ahmedabad - 380 059, India
Tel : +91 79 6608 3900

Independent Auditor's Review Report on the Quarterly Unaudited Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
Sanghi Industries Limited**

1. We have reviewed the accompanying statement of unaudited financial results of Sanghi Industries Limited (the "Company") for the quarter ended June 30, 2025 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



S R B C & CO LLP

Chartered Accountants

5. The comparative Ind AS financial information of the Company for the corresponding quarter ended June 30, 2024, included in these Ind AS financial results, were reviewed by the predecessor auditor who expressed an unmodified conclusion on those financial information on July 29, 2024.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm registration number: 324982E/E300003


per Abhishek Karia
Partner
Membership No.: 132122

UDIN: 25132122BMOEWJ7702

Place: Ahmedabad
Date: July 28, 2025





31st July 2025

To

National Stock Exchange of India Limited	BSE Limited	Luxembourg Exchange	Stock
Scrip Code: AMBUJACEM	Scrip Code: 500425	Code: US02336R2004	

Sub.: Outcome of Board Meeting held on 31st July 2025 and submission of Unaudited Financial Results (Standalone and Consolidated) for the quarter ended 30th June 2025 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to the provisions of Regulation 33 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation"), we wish to inform you that the Board of Directors of Ambuja Cements Limited (the "Company"), at its meeting held today i.e. 31st July 2025 has *inter-alia* considered and approved the following:

- Unaudited Financial Results (Standalone and Consolidated) of the Company for the quarter ended 30th June 2025.
- Based on the recommendation of the Audit Committee, the Board of Directors of the Company approved the appointment of Mr. Shobhit Dwivedi as the internal auditor of the Company, as required under applicable law with effect from 1st October 2025 in place of Mr. Mithlesh Satija who ceases to be the Internal Auditor on account of his superannuation on 30th September 2025.

The Unaudited Financial Results (Standalone and Consolidated) of the Company for the quarter ended 30th June 2025 along with the Limited Review Report issued by the Statutory Auditors and the details as required to be disclosed with respect to the change in the internal auditor of the Company under Regulation 30 of the SEBI Listing Regulations read with all the relevant circulars issued by SEBI are enclosed herewith.

Ambuja Cements Limited
Registered Office:
Adani Corporate House
Shantigram, Near Vaishno Devi Circle,
S. G. Highway, Khodiyar,
Ahmedabad – 382 421, Gujarat, India
Ph +91 79-2656 5555
www.ambujacement.com
CIN: L26942GJ1981PLC004717



The Board Meeting commenced at 11:00 a.m. and concluded at 01:30 p.m.

All the above-mentioned documents will be posted on the Company's website at
www.ambujacement.com

Kindly take the same on record.

Thanking you,

Yours Sincerely,
For Ambuja Cements Limited

Manish
Vinodchandra
Mistry

Digitally signed by Manish
Vinodchandra Mistry
Date: 2025.07.31 13:37:48
+05'30'

Manish Mistry
Company Secretary & Compliance Officer

AMBUJA CEMENTS LIMITED CIN: L26942GJ1981PLC004717					
Registered office : Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat 382421 Tel No. : +91 79 2656 5555 • Website: www.ambujacement.com • E-mail: investors.relation@adani.com					
Statement of standalone unaudited financial results for the quarter ended June 30, 2025					
Sr. No.	Particulars	3 Months ended 30/06/2025	Preceding 3 Months ended 31/03/2025	Corresponding 3 Months ended 30/06/2024	For the year ended 31/03/2025
		Unaudited	Audited	Unaudited	Audited
		(Refer Note - 17)	(Refer Note - 6)	(Refer Note - 6)	(Refer Note - 6)
(₹ in crore)					
1	Income				
a)	Revenue from operations (Refer Note 8 and 15)	5,520.86	5,714.00	4,538.26	19,213.83
b)	Government Grants including duty credits/refunds (Refer Note 8 and 9)	(6.16)	11.29	13.95	373.85
c)	Other income (Refer Note 10)	453.82	442.05	420.34	1,899.10
	Total Income	5,968.52	6,167.34	4,972.55	21,486.78
2	Expenses				
a)	Cost of materials consumed	678.25	714.94	541.40	2,526.03
b)	Purchase of stock-in-trade	1,119.63	1,150.14	927.31	3,795.31
c)	Changes in inventories of finished goods, work-in-progress and stock-in-trade (Refer Note 15)	(52.10)	81.05	(196.44)	41.61
d)	Employee benefits expense (Refer Note 16)	144.55	145.05	138.16	557.51
e)	Finance costs (Refer Note 18)	30.33	(13.09)	40.87	95.50
f)	Depreciation and amortisation expense (Refer Note 18)	229.72	296.39	249.39	1,038.48
g)	Power and fuel (Refer Note 15)	1,002.04	944.77	1,014.43	3,606.93
h)	Freight and forwarding expense (Refer Note 18)	1,155.82	1,079.45	1,018.12	3,932.82
i)	Other expenses (Refer Note 15)	594.68	571.66	463.24	2,162.10
	Total Expenses	4,902.92	4,970.36	4,196.48	17,756.29
3	Profit before exceptional items and tax (1-2)	1,065.60	1,196.98	776.07	3,730.49
4	Exceptional Items -Expense (Refer Note 5)			12.89	12.89
5	Profit before tax (3-4)	1,065.60	1,196.98	763.18	3,717.60
6	Tax expense				
a)	Current tax (net)	188.00	124.00	192.00	580.00
b)	Tax relating to earlier periods (net) - charge / (credit)	(23.46)	47.33	-	(777.53)
c)	Deferred tax charge	45.57	96.77	3.79	160.18
	Total Tax Expenses / (Credit) (Refer Note 10)	210.11	268.10	195.79	(37.38)
7	Profit after tax (5-6)	855.49	928.88	567.39	3,754.95
8	Other comprehensive (loss)				
Items that will not be reclassified to profit or loss in subsequent periods:					
	Remeasurement (losses) on defined benefit plans	(1.81)	(7.03)	(0.86)	(3.04)
	Income tax relating to items that will not be reclassified to profit or loss	0.45	1.79	0.21	0.78
	Total other comprehensive (loss) (net of tax)	(1.36)	(5.24)	(0.65)	(2.26)
9	Total comprehensive income (net of tax) (7+8)	854.13	923.64	566.74	3,752.69
10	Paid-up equity share capital (Face value ₹ 2 each)	492.62	492.62	492.62	492.62
11	Other equity				48,113.03
12	Earnings per share of ₹ 2 each (not annualised)				
a)	Basic ₹	3.47	3.77	2.35	15.32
b)	Diluted ₹	3.47	3.77	2.33	15.28



**Ambuja
Cement****Unaudited Standalone Financial Results for the quarter ended June 30, 2025:**

1. The above standalone financial results of Ambuja Cements Limited ("the Company") which includes a joint operation have been reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on July 31, 2025.
2. The Statutory Auditors have carried out limited review of the standalone financial results of the Company for the quarter ended June 30, 2025.
3. The Board of Directors of the Company vide resolution dated October 22, 2024 had approved acquisition of 7,76,49,413 equity shares of Orient Cement Limited ("Orient") representing 37.90% of issued Share Capital from the promoters / promoter group of Orient and acquisition of 1,82,23,750 equity shares of Orient representing 8.90% of issued Share Capital from the certain public shareholders of Orient, for a consideration of ₹ 395.40 per share. For this purpose, the Company had executed a Share Purchase Agreement ("SPA") dated October 22, 2024 with the promoters / promoter group and certain public shareholders of Orient.

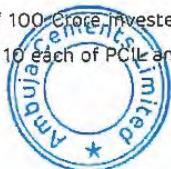
Further, the Board of Directors also approved making an open offer for up to 5,34,19,567 equity shares at a price of ₹ 395.40 per equity share to acquire up to 26% of expanded share capital (as defined under the offer documents in relation to the open offer) of Orient from the public shareholders under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations").

During the quarter ended June 30, 2025, the Company completed the acquisition of 9,58,73,163 equity shares constituting 46.66% of the issued share capital of Orient on April 22, 2025, for a cash consideration of ₹ 3,790.82 Crores after all regulatory approvals were obtained for acquisition. The Company has taken over operational and financial control over Orient with effect from April 22, 2025. Pursuant to an open offer made to the eligible public shareholders of the Orient by the Company under the SEBI (SAST) Regulations, the Company completed the acquisition of additional 5,34,19,567 (26.00%) equity shares of the Orient at a price of ₹ 395.40 per equity shares for an aggregate consideration of ₹ 2,112.21 Crores by June 18, 2025.

Accordingly, the total shareholding of the Company in Orient post-acquisition of shares from promoters / promoter group, certain public shareholders and public shareholders through an open market offer, increased to 72.66 %.

4. During the year ended March 31, 2025, the Company had acquired 13,37,15,000 equity shares of Penna Cement Industries Limited (PCIL) equivalent to 99.94% stake from its existing promoter group for an agreed consideration of ₹ 4,298.94 Crores (including consideration held back of ₹ 700 Crores which is payable upon completion of certain contractual obligation as per the terms of Share Purchase Agreement (SPA)), subject to agreed terms in terms of SPA dated July 01, 2024 pursuant to which, the Company has obtained control over PCIL with effect from August 16, 2024 ("acquisition date"). As per SPA dated July 01, 2024 with the promoter group, the Company also agreed to acquire residual 0.06% stake of 85,000 equity shares which is pending to be completed as of reporting date. PCIL has 14 MTPA capacity out of which 10 MTPA in Andhra Pradesh, Telangana & Maharashtra is operational and the remaining 4.0 MTPA in Andhra Pradesh and Rajasthan is under construction / development phase.

Pursuant to SPA, the Company has also invested ₹ 3,500 Crore and ₹ 1,300 Crore (including ₹ 100 Crore invested during the current quarter) by subscribing 0.01% Optionally Convertible Debentures (OCDs) of ₹ 10 each of PCIL and Marwar Cement Limited (wholly owned step-down subsidiary of PCIL) respectively.



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5. Post acquisition of shares in Sanghi Industries Limited ("Sanghi") by Company from its promoter and promoter group and open market offer in terms of SEBI Regulations during the financial year 2023-24, the Company's shareholding in Sanghi along with holding of erstwhile promoters reached 80.52% which had exceeded the minimum public shareholding norms.

Accordingly, in order to comply with minimum public shareholding norms as per listing regulations, during the year ended March 31, 2024 the Company sold 51,66,000 equity shares in open market i.e. 2.00% of total paid up equity share capital of Sanghi in March 2024.

During the quarter ended June 30, 2024, the Company and Mr. Ravi Sanghi (erstwhile promoter of Sanghi) further sold 60,92,000 and 30,00,000 equity shares of Sanghi respectively aggregating to 90,92,000 equity shares (representing 3.52% of the Paid-up Equity Share Capital of Sanghi) through offer for sale through stock exchange mechanism to achieve minimum public shareholding (MPS) requirements.

The Company incurred a loss of ₹ 12.89 Crores in the process and such loss is disclosed as exceptional item for the quarter ended June 30, 2024 and year ended March 31, 2025 respectively.

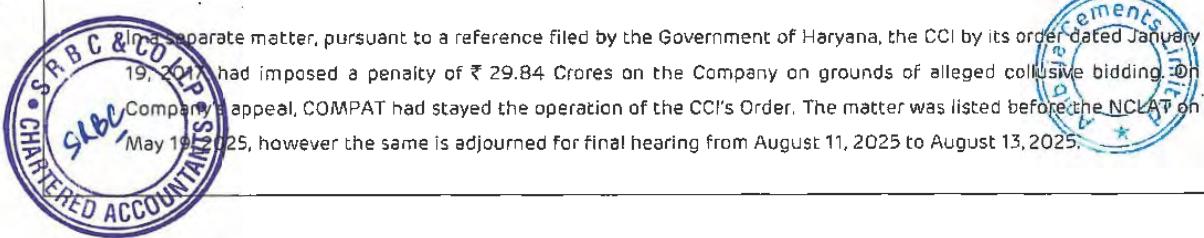
Post successful completion of Offer for Sale, the Promoter Shareholding have reduced from 78.52% to 75% of the Paid-up Equity Share Capital of Sanghi and Sanghi has achieved the MPS requirements, as mandated under Rules 19(2) (b) and 19A of the SCRR, read with Regulation 38 of the SEBI Listing Regulations.

6. During the year ended March 31, 2025, the Company entered into a definitive agreement with My Home Industries Private Limited ("MHIPPL") for acquisition of its 1.5 MTPA Cement Grinding Unit in Tuticorin, Tamil Nadu on slump sale basis at a total value of ₹ 413.75 Crores. The acquisition of the above unit was concluded on April 22, 2024.

During the quarter ended September 30, 2024, the Company had concluded final determination of fair values of identified assets and liabilities for the purpose of Purchase price allocation and based on the final fair valuation report of external independent expert, the Company had restated the reported results of quarter ended June 30, 2024. Such restatement was not material as compared to published results for quarter ended June 30, 2024.

The standalone financial results for the quarter ended June 30, 2024, include the financial results of Tuticorin unit from the acquisition date, accordingly the results for the quarter ended June 30, 2025, are not comparable with the results for the quarter ended June 30, 2024 to that extent.

7. The Competition Commission of India (CCI) vide its order dated August 31, 2016, had imposed a penalty of ₹ 1,163.91 Crores on the Company on grounds of alleged cartelization. On Company's appeal, the Competition Appellate Tribunal (COMPAT), subsequently merged with National Company Law Appellate Tribunal (NCLAT), vide its interim Order dated November 21, 2016, had granted stay against the CCI's Order with the condition to provide a deposit of 10% of the penalty amount, through lien on bank deposit of such amount, which was deposited by the Company and further in case, the appeal is dismissed, interest at 12% p.a. would be payable on the penal amount from the date of the CCI order. NCLAT vide its Order dated July 25, 2018, dismissed the Company's appeal, and upheld the CCI's order. Against this order, the Company appealed before the Hon'ble Supreme Court, which by its Order dated October 05, 2018, had admitted the appeal and directed to continue the Interim order passed by the NCLAT dated November 21, 2016. The matter was fixed for hearing before the Hon'ble Supreme Court on November 27, 2024. However, the matter was not listed, and next date will be notified in due course of time.



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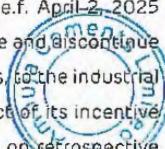
Based on the advice of external legal counsel, the Company believes it has a strong case on merits for successful appeal in both the aforesaid matters. Accordingly, no provision (including interest) is recognised in the books by the Company.

8. The Company is eligible for various incentives from the Government authorities as per the policies / schemes of respective State / Central Government. Income from such Government incentive / grants including tax credits / refunds has been disclosed separately in these standalone financial results as "Government Grants including duty credits/refunds". This separate disclosure / classification has been given effect from quarter ended December 31, 2024, and thus amounts of comparative quarter ended June 30, 2024, presented in these standalone financial results have been accordingly regrouped/reclassified.

Further, the Company was eligible for incentive in the form of exemption of Excise duty on captive consumption of clinker for the period from February 2005 to February 2013 as per notification no. 67/95-CE dated March 16, 1995. The excise authorities, Shimla had denied the above exemption to the Company and accordingly the Company paid the aforesaid duty and expensed the duty amount in the respective earlier financial years. The Company had received an order from the Office of The Assistant Commissioner - Central Goods and Service Tax, Shimla Division dated November 27, 2024 allowing refund of amount paid against exemption of excise duty on captive consumption of clinker by the Company pertaining to Darlaghat unit amounting to ₹ 189.52 Crore. This refund order was allowed pursuant to the order of the Regional bench of Hon'ble Customs, Excise and Service Tax Appellate Tribunal, Chandigarh ("CESTAT") on July 1, 2024 after the Hon'ble Supreme Court vide its judgement dated March 03, 2016 had allowed the appeal in Company's favour which was subsequently denied by the department on different grounds. Accordingly, an amount of ₹ 189.52 Crore was recognised as income during the year ended March 31, 2025 based on the refund order of The Assistant Commissioner - Central Goods and Service Tax, Shimla Division, Himachal Pradesh. The income recognised during the previous year has been disclosed as "Government Grants including duty credits/refunds" in these standalone financial results.

9. The Company had recognised government incentive of ₹ 119 Crore and ₹ 138 Crore in the earlier years in terms of eligibility as per West Bengal Incentive Scheme, 2000 (WBIS, 2000) and West Bengal State Support Industries Scheme, 2013 ("WBSSIS 2013") of West Bengal Industrial Development Corporation (WBIDC) in respect of its Farakka and Sankrail industrial units, respectively. In relation to incentive claim of ₹ 119 Crore in respect of Company's Farakka plant, in the previous financial year 2024-25, the Hon'ble Supreme Court in its judgement dated September 27, 2024 had rejected the special leave petition submitted by WBIDC for unpaid incentive against the earlier favourable order of Hon'ble Calcutta High Court (directing state government to honour its commitments as per West Bengal Incentive Scheme, 2000). The Company had recognised the incentive pertaining to its Sankrail unit amounting to ₹ 138 Crore in the books considering eligibility, reasonable certainty to ultimately realise the incentive amount in terms of WBSS 2013, basis internal assessment backed up by independent legal opinion and Hon'ble Calcutta High court orders in a similar set of cases.

During the quarter ended June 30, 2025, the Company became aware of the enactment of the "Revocation of West Bengal Incentive Schemes and Obligations in the Nature of Grants and Incentives Act, 2025" w.e.f. April 2, 2025 (hereinafter referred to as the "Revocation Act") by the Government of West Bengal to rescind, revoke and discontinue all West Bengal Incentive Schemes granted by the Government of West Bengal/its authorised agents, to the industrial units setup in the State. Subsequent to the above, the Company has filed a writ petition in respect of its incentive claim for Farakka unit with Hon'ble Supreme Court challenging the validity of the Revocation Act on retrospective basis denying benefits of past incentive schemes, overriding any judgement, order, decree of any court, or direction



**Ambuja
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of any authority, etc. Further, the Company has also obtained an independent legal opinion on the validity of the aforesaid Revocation Act and possible outcome of the aforesaid writ petition filed by the Company in this regard.

Based on the same, the Company has assessed the aforesaid incentives receivable of ₹ 257 Crore (Gross value) as good of recovery. Further, the Company has re-assessed the fair value of the aforesaid incentives on account of change in the estimated recovery timelines of the aforesaid incentive and has recorded an adjustment of ₹ 18.27 Crore in this regard under Government Grants including duty credits/refunds in these standalone financial results.

10. During the year ended March 31, 2025, the Company had re-assessed its tax positions in respect of certain tax liabilities and provisions, including in the nature of interest, based on favorable assessment orders from tax authorities including proceedings before the Board for Advance Ruling (BAR) in respect of specific tax matter, against which tax liabilities and interest provisions were made in the books of Company in the earlier years. Management had also assessed that in view of the favourable appellate orders of past assessment years and consequent receipt of refunds post appellate orders, the amount of tax provisions and liabilities carried in the books of Company were reassessed and accordingly, the expense / credits are recognised in the books. The reversal of an amount of tax provision (net) of ₹ 782.15 Crore was recognised in current tax expense in the books of the Company for the year ended March 31, 2025 (including net of tax provision of ₹ 46.81 Crore made during the quarter ended March 31, 2025).

Further, an aggregate liability towards the interest received and interest provision of ₹ 880.43 Crore, against which no appeals were pending, was reversed in the books of the Company and recognised as credit in the Other income for the year ended March 31, 2025 (including ₹ 301.10 Crore for the quarter ended March 31, 2025).

11. During the previous financial year 2024-25, the Company's management became aware of an indictment filed by United States Department of Justice (US DOJ) and a civil complaint by Securities and Exchange Commission (US SEC) in the United States District Court for the Eastern District of New York against a non-executive director of the Company. The director is indicted on three counts, namely (i) alleged securities fraud conspiracy (ii) alleged wire fraud conspiracy and (iii) alleged securities fraud for making false and misleading statements and as per US SEC civil complaint, director omitting material facts that rendered certain statements misleading to US investors under Securities Act of 1933 and the Securities Act of 1934. The Company has not been named in these matters.

Having regard to the status of the above-mentioned matters as at reporting date, and the fact that the matters stated above do not pertain to the Company, there were no impact to the Company as at year ended 31st March 2025. There are no changes to the said conclusions as at and for the quarter ended 30th June 2025.

12. During the year ended March 31, 2025, the Board of Directors of the Company ("Transferee Company" or "Company") had, vide its resolution dated June 27, 2024, approved the proposed Scheme of Amalgamation of Adani Cementation Limited ("Transferor Company") with the Company and their respective shareholders and creditors ("Scheme") pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act"). The Appointed Date of the Scheme is April 1, 2024.

Subsequent to quarter ended June 30, 2025, The Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") has pronounced the order sanctioning the Scheme of Amalgamation on July 18, 2025. As at reporting date, the Company is taking necessary steps to file NCLT order with Registrar of Companies to complete the procedure.



Ambuja
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In terms of the Scheme, Adani Enterprises Limited (the shareholder of Transferor Company) will be allotted 87,00,000 Equity Shares of the Transferee Company as per Share Exchange Ratio i.e. 174 Equity Shares having face value of ₹ 2/- each of the Transferee Company for every 1 equity share having face value of ₹ 10/- each of Transferor Company, as determined by independent valuer.

13. During the year ended March 31, 2025, the Board of Directors of the Company ("Transferee Company" or "Company") had, vide its resolutions dated December 17, 2024, approved –

- i. The Scheme of arrangement between the Company's subsidiary Sanghi Industries Limited ("Transferor Company") ("Scheme 1"), the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder w.e.f. appointed date April 1, 2024.
- ii. The Scheme of arrangement between the Company's subsidiary Penna Cement Industries Limited ("Transferor Company") ("Scheme 2"), the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder w.e.f. appointed date August 16, 2024.

[Collectively the "Scheme 1" and "Scheme 2" be referred to as "Schemes"].

Upon the Scheme 1 becoming effective, the Transferee Company will issue and allot to the equity shareholders of the Transferor Company (other than Transferee Company), 12 equity shares of the face value of ₹ 2 each fully paid of Transferee Company, for every 100 equity shares of the face value of ₹ 10 each fully paid held by them in Transferor Company and equity shares held by the Transferee Company shall stand cancelled and extinguished.

Upon the Scheme 2 becoming effective, the Transferee Company will pay, to the equity shareholders of the Transferor Company (other than Transferee Company), whose names are recorded in the register of members on the Record Date, cash consideration of ₹ 321.50 for every 1 fully paid-up equity share of ₹ 10 each held by them in the Transferor Company and equity shares held by the Transferee Company (either directly or through nominees) at the effective date shall stand cancelled.

As on date of adoption of these standalone financial results by the Board, the Transferee Company and Transferor Company have received No-objection certificates from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for the Scheme 1 and Scheme 2. The Schemes are subject to necessary statutory and regulatory approvals under the applicable laws, including approval of the jurisdictional Hon'ble National Company Law Tribunal ("NCLT").

14. The Company is mainly engaged in the business of cement (incl. intermediary products) and cement related products. As per para 4 of Ind AS 108 "Operating Segments", if a single financial report contains both consolidated financial statements and the separate financial statements of the Parent Company, segment information is required only in consolidated financial statements. Thus, the information related to disclosure of operating segments required under Ind AS 108 "Operating Segments", is given in Consolidated Financial results.

15. The Company has reclassified change in value of captive coal inventories from Changes in Inventories classification to Power and Fuel expenses. The reclassification of the change in captive coal inventories has been given effect from the quarter ended March 31, 2025. On such reclassification, figures for comparative quarter presented in standalone financial results have been accordingly regrouped. This reclassification does not have any impact on Company's



**Ambuja
Cement**

The Company has reclassified the certain sales promotion expenses as other expenses from earlier classification as netted off from Revenue from Operations considering the nature of such expenses. The reclassification of the sales promotion expenses is given effect from current quarter and accordingly figures for previous quarter, comparative quarter and year ended March 2025 presented in financial results have been accordingly regrouped. This reclassification is not material and does not have any impact on Company's results.

16. Employee benefits expenses are net of costs allocated to / from the subsidiaries based on cost sharing arrangements between the Companies.
17. Figures for the quarter ended March 31, 2025, represents the difference between the audited figures in respect of the financial year ended March 31, 2025 and the published unaudited figures of nine months ended December 31, 2024 which were subject to limited review by the Auditors.
18. The Right of Use (ROU) of vessels taken on long-term lease from Ambuja Shipping Services Limited ("ASSL"), a Wholly-Owned Subsidiary of the Company, revised w.e.f. April 1, 2025 to facilitate transport/movement of goods to various regions/markets have been recognised to the extent of lease component of the value of the such vessels which, in terms of earlier lease arrangements expired on March 31, 2025, used to be recognised including non-lease component of the lease transaction value. Freight and forwarding expense, Depreciation and amortisation expense and Finance costs, to that extent, for the current quarter ended June 30, 2025, are not comparable with the results of the comparative period(s) presented. Further accounting as per revised leasing arrangement has no material impact on Company's financial results.

For and on behalf of the Board of Directors



Vinod Bahety

Whole-time Director and CEO

DIN - 09192400

Ahmedabad

July 31, 2025



S R B C & CO LLP

Chartered Accountants

21st Floor, B Wing, Privilon
Ambli BRT Road, Behind Iskcon Temple
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Tel : +91 79 6608 3900

Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
Ambuja Cements Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Ambuja Cements Limited ('the Company') which includes a joint operation for the quarter ended June 30, 2025 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to Note 7 of the accompanying Statement which describes the uncertainty related to the outcome of ongoing litigations with the Competition Commission of India. Our conclusion is not modified in respect of this matter.



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6. The accompanying Statement of quarterly interim standalone financial results include the reviewed financial results in respect of 1 joint operation whose interim financial results and other financial information reflect total revenues of Rs. Nil, total net (loss) after tax of Rs. (0.05) crore and total comprehensive (loss) of Rs. (0.05) crore for the quarter ended June 30, 2025, as considered in the Statement which have been reviewed by other auditor.

The report of other auditor on interim financial results/financial information of this joint operation has been furnished to us, and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this joint operation, is based solely on the reports of such other auditor. Our conclusion on the Statement is not modified in respect of the above matter.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm registration number: 324982E/E300003


per Santosh Agarwal
Partner
Membership No.: 093669



UDIN: 25093669BMJBJC2874

Place: Ahmedabad

Date: July 31, 2025

AMBUJA CEMENTS LIMITED CIN: L26942GJ1981PLC004717					
Registered office : Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat 382421 Tel No. : +91 79 2656 5555 • Website: www.ambujacement.com • E-mail: investors.relation@adani.com					
Statement of consolidated unaudited financial results for the quarter ended June 30, 2025					
Sr. No.	Particulars	3 months ended 30/06/2025	Preceding 3 months ended 31/03/2025	Corresponding 3 months ended 30/06/2024	For the year ended 31/03/2025
		Unaudited (Refer Note 3)	Audited (Refer Note 3, 7 and 22)	Unaudited (Refer Note 3, 4, 6, 7 and 19)	Audited (Refer Note 3, 4 and 7)
					₹ in crore
1	Income				
	a) Revenue from operations (Refer Note 11 and 21)	10,244.11	9,894.41	8,292.10	33,999.38
	b) Government Grants including duty credits/refunds (Refer Note 11 and 12)	44.96	86.14	99.99	1,347.06
	c) Other income (Refer Note 8)	256.09	573.26	354.72	2,654.25
	Total Income	10,545.16	10,553.81	8,746.81	37,990.69
2	Expenses				
	a) Cost of materials consumed	1,535.56	1,578.09	1,419.40	5,708.07
	b) Purchase of stock-in-trade	117.48	114.04	282.20	763.66
	c) Changes in inventories of finished goods, work-in-progress and stock-in-trade (Refer Note 21)	(128.58)	134.70	(228.88)	55.69
	d) Employee benefits expense	417.74	355.46	317.04	1,403.41
	e) Finance costs	67.14	14.29	67.81	215.94
	f) Depreciation and amortisation expense (Refer Note 10)	861.57	786.35	476.05	2,478.34
	g) Power and fuel (Refer Note 21)	2,513.09	2,298.76	2,171.53	8,347.84
	h) Freight and forwarding expense	2,422.53	2,336.12	2,096.12	8,301.19
	i) Other expenses (Refer Note 21)	1,450.16	1,295.83	1,054.87	4,785.93
	Total Expenses	9,256.69	8,913.64	7,656.14	32,060.07
3	Profit before share of profit of joint ventures and associate, exceptional items and tax (1-2)	1,288.47	1,640.17	1,090.67	5,930.62
4	Share of profit of joint ventures and associate	4.16	4.66	3.39	13.22
5	Profit before exceptional Items and tax (3+4)	1,292.63	1,644.83	1,094.06	5,943.84
6	Exceptional Items- (Income) / Expense (Refer Note 13)	(40.00)	(134.73)	-	21.47
7	Profit before tax (5-6)	1,332.63	1,779.56	1,094.06	5,922.37
8	Tax expense				
	a) Current tax (net)	373.41	320.27	308.63	1,274.53
	b) Tax relating to earlier periods (credit) / charge (net)	(26.05)	35.13	-	(759.87)
	c) Deferred tax Charge	15.61	141.92	2.25	259.30
	Total Tax Expense (Refer Note 8 and 9)	362.97	497.32	310.88	763.96
9	Profit after tax (7-8)	969.66	1,282.24	783.18	5,158.41
10	Other comprehensive (loss)				
	Items that will not be reclassified to profit or loss in subsequent periods				
	i) Remeasurement (losses) on defined benefit plans	(7.19)	(16.76)	(3.23)	(52.29)
	ii) Share of remeasurement (losses) on defined benefit plans of joint ventures and associates (net of tax)	-	(0.02)	-	(0.02)
	Income tax relating to items that will not be reclassified to profit or loss	1.88	3.98	0.80	12.43
	Items that will be reclassified to profit or loss in subsequent periods				
	i) Foreign Currency translation reserve	0.44	0.25	-	0.25
	Income tax relating to items that will be reclassified to profit or loss	-	-	-	-
	Total other comprehensive (loss) (net of tax)	(4.87)	(12.55)	(2.43)	(39.63)
11	Total comprehensive income for the period (net of tax) (9+10)	964.79	1,269.69	780.75	5,118.78
12	Profit for the period attributable to				
	Owners of the Company	787.88	956.27	639.86	4,167.43
	Non-controlling interest	181.78	325.97	143.32	990.98
	Profit for the period	969.66	1,282.24	783.18	5,158.41
13	Other comprehensive (Loss) attributable to				
	Owners of the Company	(1.55)	(10.09)	(1.54)	(22.32)
	Non-controlling interest	(3.32)	(2.46)	(0.89)	(17.31)
	Other Comprehensive (Loss)	(4.87)	(12.55)	(2.43)	(39.63)
14	Total comprehensive income attributable to				
	Owners of the Company	786.33	946.18	638.32	4,145.11
	Non-controlling interest	178.46	323.51	142.43	973.67
	Total Comprehensive Income	964.79	1,269.69	780.75	5,118.78
15	Paid-up equity share capital (Face value ₹ 2 each)	492.62	492.62	492.62	492.62
16	Other equity				
	Earnings per share of ₹ 2 each (not annualised)				
	a) Basic	₹ 3.20	₹ 3.88	₹ 2.65	₹ 17.00
	b) Diluted	₹ 3.20	₹ 3.88	₹ 2.62	₹ 16.96



**Ambuja
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AMBUJA CEMENTS LIMITED CIN: L26942GJ1981PLC004717					
Registered office : Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat 382421 Tel No. : +91 79 2656 5555 • Website: www.ambujacement.com • E-mail: investors.relation@adani.com					
(₹ in crore)					
Consolidated Segment wise Revenue, Results, Assets and Liabilities					
Sr. No.	Particulars	3 months ended 30/06/2025 Unaudited	Preceding 3 months ended 31/03/2025 Audited	Corresponding 3 months ended 30/06/2024 Unaudited	For the year ended 31/03/2025 Audited
		(Refer Note 3)	(Refer Note 3, 7 and 22)	(Refer Note 3, 4, 6, 7 and 19)	(Refer Note 3, 4 and 7)
1	Segment Revenue (including Government Grants, Inter-segment revenue) (Refer Note 12 and 22)				
a	Cement	9,911.89	9,593.28	8,089.46	34,060.15
b	Ready Mix Concrete	421.18	426.20	328.83	1,400.76
	Total	10,333.07	10,019.48	8,418.29	35,460.91
	Less: Inter Segment Revenue	44.00	38.93	26.20	124.47
	Total Revenue from Operations Including Government Grants	10,289.07	9,980.55	8,392.09	35,336.44
2	Segment Results				
a	Cement	1,117.86	1,109.68	799.15	3,567.12
b	Ready Mix Concrete	14.83	21.32	22.59	58.01
	Total	1,132.69	1,131.00	821.74	3,625.13
	Less: i Finance costs	67.14	14.29	67.81	215.94
	ii Other Un-allocable Expenditure net of Un-allocable (Income)	(39.58)	(8.99)	(29.94)	(87.52)
	Add : Interest and Dividend Income	183.34	514.47	306.80	2,433.91
	Total Profit before Exceptional item, share of profit of associates and joint venture and tax	1,288.47	1,640.17	1,090.67	5,930.62
	Less: Exceptional Items- (Income) / Expense (Refer Note 13)	(40.00)	(134.73)	-	21.47
	Add: Share of profit of associates and joint ventures	4.16	4.66	3.39	13.22
	Total Profit before tax	1,332.63	1,779.56	1,094.06	5,922.37
3	Segment Assets				
a	Cement	68,045.59	56,896.97	44,149.66	55,396.97
b	Ready Mix Concrete	1,330.49	1,053.27	622.32	1,053.27
c	Unallocated	18,112.42	22,995.17	29,676.30	22,995.17
	Total Assets	87,488.50	80,945.41	74,448.28	80,945.41
4	Segment Liabilities				
a	Cement	12,818.38	11,569.86	9,647.54	11,569.86
b	Ready Mix Concrete	535.79	391.71	287.89	391.71
c	Unallocated	7,698.81	5,172.42	5,047.38	5,172.42
	Total Liabilities	21,052.98	17,133.99	14,982.81	17,133.99



**Ambuja
Cement****Unaudited Consolidated Financial Results for the quarter ended June 30, 2025:**

1. The above consolidated financial results of Ambuja Cements Limited which includes a joint operation (the "Holding Company") and its subsidiaries, including their joint operations (the Company and its subsidiaries together referred to as "the Group"), its associate and joint ventures have been reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on July 31, 2025.
2. The Statutory Auditors have carried out limited review of the consolidated financial results of the Group for the quarter ended June 30, 2025.
3. The Board of Directors of the Holding Company vide resolution dated October 22, 2024 had approved acquisition of 7,76,49,413 equity shares of Orient Cement Limited ("Orient") representing 37.90% of issued Share Capital from the promoters / promoter group of Orient and acquisition of 1,82,23,750 equity shares of Orient representing 8.90% of issued Share Capital from the certain public shareholders of Orient, for a consideration of ₹ 395.40 per share. For this purpose, the Holding Company had executed a Share Purchase Agreement ("SPA") dated October 22, 2024 with then promoters / promoter group and certain public shareholders of Orient.

Further, the Board of Directors also approved making an open offer for up to 5,34,19,567 equity shares at a price of ₹ 395.40 per equity share to acquire up to 26% of expanded share capital (as defined under the offer documents in relation to the open offer) of Orient from the public shareholders under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations").

During the quarter ended June 30, 2025, the Holding Company completed the acquisition of 9,58,73,163 equity shares constituting 46.66% of the issued share capital of Orient on April 22, 2025 for a cash consideration of ₹ 3,790.82 Crores after all regulatory approvals were obtained for acquisition. The Holding Company has taken over operational and financial control over Orient with effect from April 22, 2025. Pursuant to an open offer made to the eligible public shareholders of the Orient by the Holding Company under the SEBI (SAST) Regulations, the Holding Company completed the acquisition of additional 5,34,19,567 (26.00%) equity shares of the Orient at a price of ₹ 395.40 per equity shares for an aggregate consideration of ₹ 2,112.21 Crores by June 18, 2025.

Accordingly, the total shareholding of the Company in Orient post-acquisition of shares from promoters / promoter group and certain public shareholders and public shareholders through an open market offer increased to 72.66 %.

The Holding Company has accounted the fair value of the assets acquired and liabilities assumed on a provisional basis as at the acquisition date as per the requirements of Ind AS 103 pending finalisation of the purchase price allocation as at period end.

The consolidated financial results includes financial results of Orient from the acquisition date. Accordingly, the results for the current quarter are not comparable with quarter ended June 30, 2024 and quarter and year ended March 31, 2025 to that extent.



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4. During the year ended March 31, 2025, the Holding Company had acquired 13,37,15,000 equity shares of Penna Cement Industries Limited (PCIL) equivalent to 99.94% stake from its existing promoter group for an agreed consideration of ₹ 4,298.94 Crores (including consideration heldback of ₹ 700 Crores which is payable upon completion of certain contractual obligations as per the terms of Share Purchase Agreement (SPA)), subject to agreed terms in terms of Share Purchase Agreement (SPA) dated July 01, 2024 pursuant to which, the Holding Company has obtained control over PCIL with effect from August 16, 2024 ("acquisition date"). As per SPA dated July 01, 2024 with the promoter group, the Holding Company also agreed to acquire residual 0.06% stake of 85,000 equity shares which is pending to be completed as of reporting date. PCIL has 14 MTPA capacity out of which 10 MTPA in Andhra Pradesh, Telangana & Maharashtra is operational and the remaining 4.0 MTPA in Andhra Pradesh and Rajasthan is under construction / development phase.

The Holding Company has accounted the fair value of the assets acquired and liabilities assumed on a provisional basis as at the acquisition date as per the requirements of Ind AS 103 pending finalisation of the purchase price allocation as at reporting date.

The consolidated financial results for the year ended March 31, 2025 includes financial results of PCIL and its subsidiaries from the acquisition date. Accordingly, the results for the current quarter are not comparable with comparative quarter ended June 30, 2024 to that extent.

5. Post acquisition of shares in Sanghi Industries Limited ("Sanghi") by Holding Company from its promoter and promoter group, open market offer in terms of SEBI Regulations during the financial year 2023-24, the Holding Company's shareholding in Sanghi along with holding of erstwhile promoters reached 80.52% which had exceeded the minimum public shareholding norms.

Accordingly, in order to comply with minimum public shareholding norms as per listing regulations during the year ended March 31, 2024 the Holding Company sold 51,66,000 equity shares in open market i.e. 2.00% of total paid up equity share capital of Sanghi in March 2024.

During the quarter ended June 30, 2024, the Holding Company and Mr. Ravi Sanghi (erstwhile promoter of Sanghi) further sold 60,92,000 and 30,00,000 equity shares of Sanghi respectively aggregating to 90,92,000 equity shares (representing 3.52% of the Paid-up Equity Share Capital of Sanghi) through offer for sale through stock exchange mechanism to achieve minimum public shareholding (MPS) requirements.

The Holding Company incurred a loss of ₹ 12.89 Crores in the process and such loss is recognised in other equity considering the same as equity transactions (i.e. transactions with owners in their capacity as owners).

Post successful completion of Offer for Sale, the Promoter Shareholding reduced from 78.52% to 75% of the Paid-up Equity Share Capital of Sanghi and Sanghi has achieved the MPS requirements, as mandated under Rules 19(2) (b) and 19A of the SCRR, read with Regulation 38 of the SEBI Listing Regulations.



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6. During the year ended March 31, 2025, the Holding Company entered into a definitive agreement with My Home Industries Private Limited ("MHIPL") for acquisition of its 1.5 MTPA Cement Grinding Unit in Tuticorin, Tamil Nadu on slump sale basis at a total value of ₹ 413.75 Crores. The acquisition of the above unit was concluded on April 22, 2024.

During the quarter ended September 30, 2024, the Holding Company had concluded final determination of fair values of identified assets and liabilities for the purpose of Purchase price allocation and based on the final fair valuation report of external independent expert, the Holding Company had restated the reported results of quarter ended June 30, 2024. Such restatement was not material as compared to published results for quarter ended June 30, 2024.

7. During the year ended March 31 2025, the Holding Company's subsidiary ACC Limited through its wholly owned subsidiary, ACC Mineral Resources Limited ("AMRL") had entered into and executed Share Purchase Agreements (SPAs) dated February 22, 2025 with the shareholders of Akkay Infra Private Limited; Anantroop Infra Private Limited; Eqacre Realtors Private Limited; Foresite Realtors Private Limited; Krutant Infra Private Limited; Kshobh Realtors Private Limited; Prajag Infra Private Limited; Satyamedha Realtors Private Limited; Trigrow Infra Private Limited; Varang Realtors Private Limited; Victorlane Projects Private Limited; Vihay Realtors Private Limited; Vrushak Realtors Private Limited; Peerlytics Projects Private Limited and a SPA dated March 11, 2025 with the shareholders' of West Peak Realtors Private Limited for acquiring 100% voting share capital of stated fifteen companies for a cash consideration of ₹ 298.61 Crore and AMRL also provided funds through inter - corporate deposits of ₹ 380.57 Crore to these Companies. All these companies hold certain land parcels which are proposed to be developed for setting up manufacturing facilities and certain land parcels have mining rights which are going to be developed as per the Company's future expansion plans.

AMRL has completed the acquisition of 13 Companies on February 27, 2025, 1 Company on February 28, 2025 and 1 Company on March 13, 2025 respectively.

8. During the year ended March 31 2025, the Holding Company and the Subsidiary Company ACC Limited ("ACC") had re-assessed its tax positions in respect of certain tax liabilities and provisions, including in the nature of interest, based on favorable assessment orders from tax authorities including proceedings before the Board for Advance Ruling (BAR) in respect of specific tax matter pertaining to Holding Company, against which tax liabilities and interest provisions were made in the books of Holding Company and ACC in the earlier years. Management had also assessed that in view of the favourable appellate orders of past assessment years and consequent receipt of refunds post appellate orders, the amount of tax provisions and liabilities carried in the books of Holding Company and ACC were re-assessed and accordingly, the expense / credits are recognised in the books.

The reversal of an amount of tax provision (net) of ₹ 782.15 Crore was recognised in current tax expense in the books of Holding Company for the year ended March 31, 2025 (including net of tax provision of ₹ 46.81 Crore made during the quarter ended March 31, 2025) and ₹ 12.36 Crore in the books of ACC for the quarter and year ended March 31, 2025.

Further, an aggregate liability towards the interest received and interest provision of ₹ 880.43 Crore and ₹ 657.83 Crore thereof in the books, against which no appeals were pending, was reversed in the books of Holding Company and ACC, respectively and recognised as credit in Other income for the year ended March 31, 2025 (including ₹ 30.10 Crore and ₹ 127.50 Crore reversed during the quarter ended March 31, 2025 in the books of Holding Company and ACC, respectively).



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9. During the year ended March 31, 2025, the net deferred tax asset of ₹ 36.94 Crore and ₹ 133.91 Crore carried in the books of subsidiaries, Sanghi Industries Limited ("Sanghi") and Penna Cement Industries Limited ("Penna") respectively as tax credit relating to unabsorbed depreciation, carried forward losses and other temporary disallowances under Income Tax Act have been reversed based on management assessment of no reasonable certainty that the deferred tax assets will be utilised in the future. Tax Credit amount of ₹ 133.91 Crore pertaining to Penna was provided in quarter ended March 31, 2025.

10. During the year ended March 31, 2025, the Subsidiary Company Sanghi Industries Limited ("Sanghi") had re-evaluated the depreciation method, estimated useful life and the residual value of certain Property, Plant & Equipment including Power Plant (PPE) based on internal and external technical evaluation. Due to above mentioned re-evaluation in estimate of useful life / residual value and method of depreciation of certain PPE an additional depreciation expenses was recognised during the quarter and year ended March 31, 2025 of ₹ 70.94 Crore.

11. The Holding Company and the Subsidiary Company ACC Limited ("ACC") are eligible for various incentives from the Government authorities as per the policies / schemes of respective State / Central Government. Income from such Government incentive / grants including tax credits / refunds has been disclosed separately in these consolidated financial results as "Government Grants including duty credits/refunds". This separate disclosure / classification has been given effect from the quarter ended December 31, 2024, and thus amounts of comparative quarter ended June 30, 2024 presented in these consolidated financial results have been accordingly regrouped/ reclassified.

Further, the Holding Company and ACC were eligible for incentive in the form of exemption of Excise duty on captive consumption of clinker for the period from February 2005 to February 2013 for the Holding Company and for the period from May 2005 to February 2013 for ACC as per notification no. 67/95-CE dated March 16, 1995. The excise authorities, Shimla had denied the above exemption to the Holding Company and ACC and accordingly the Holding Company and ACC paid the aforesaid duty and expensed the duty amount in the respective earlier financial years. The Holding Company and ACC received an order from the Office of The Assistant Commissioner – Central Goods and Service Tax, Shimla Division and Office of The Deputy Commissioner – Central Goods and Service Tax, Mandi Division respectively dated November 27, 2024 and December 26, 2024 respectively allowing refund of amount paid against exemption of excise duty on captive consumption of clinker by the Holding Company and ACC pertaining to Darlaghat unit and Gagai unit amounting to ₹ 189.52 Crore and ₹ 636.86 Crore respectively. This refund order was allowed pursuant to the order of the Regional bench of Hon'ble Customs, Excise and Service Tax Appellate Tribunal, Chandigarh ("CESTAT") on July 1, 2024 after the Hon'ble Supreme Court vide its judgement dated March 03, 2016 had allowed the appeal in the Holding Company's and ACC's favour which was subsequently denied by the department on different grounds. Accordingly, an amount of ₹ 826.38 Crore was recognised as income during the year ended March 31, 2025 based on the refund order of The Assistant Commissioner – Central Goods and Service Tax, Shimla Division, Himachal Pradesh and refund order of The Deputy Commissioner – Central Goods and Service Tax, Mandi Division, Himachal Pradesh. The income recognised during the previous year is disclosed as "Government Grants including duty credits/refunds" in these consolidated financial results.



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12. The Holding Company had recognised government incentive of ₹ 119 Crore and ₹ 138 Crore in the earlier years in terms of eligibility as per West Bengal Incentive Scheme, 2000 (WBIS, 2000) and West Bengal State Support Industries Scheme, 2013 ("WBSSIS 2013") of West Bengal Industrial Development Corporation (WBIDC) in respect of its Farakka and Sankrail industrial units respectively. In relation to incentive claim of ₹ 119 Crore in respect of Holding Company's Farakka plant, in the previous financial year 2024-25, the Hon'ble Supreme Court in its judgement dated September 27, 2024 had rejected the special leave petition submitted by WBIDC for unpaid incentive against the earlier favourable order of Hon'ble Calcutta High Court (directing state government to honour its commitments as per West Bengal Incentive Scheme, 2000). The Holding Company had recognised the incentive pertaining to its Sankrail unit amounting to ₹ 138 Crore in the books considering eligibility, reasonable certainty to ultimately realise the incentive amount in terms of WBSSIS 2013, basis internal assessment backed up by independent legal opinion and Hon'ble Calcutta High court orders in a similar set of cases.

During the quarter ended June 30, 2025, the Holding Company became aware of the enactment of the "Revocation of West Bengal Incentive Schemes and Obligations in the Nature of Grants and Incentives Act, 2025" w.e.f. April 02, 2025 (hereinafter referred to as the "Revocation Act") by the Government of West Bengal to rescind, revoke and discontinue all West Bengal Incentive Schemes granted by the Government of West Bengal/its authorised agents, to the industrial units setup in the State. Subsequent to the above, the Holding Company has filed a writ petition in respect of its incentive claim for Farakka unit with Hon'ble Supreme Court challenging the validity of the Revocation Act on retrospective basis denying benefits of past incentive schemes, overriding any judgement, order, decree of any court, or direction of any authority, etc. Further, the Holding Company has also obtained an independent legal opinion on the validity of the aforesaid Revocation Act and possible outcome of the aforesaid writ petition filed by the Holding Company in this regard.

Based on the same, the Holding Company has assessed the aforesaid incentives receivable of ₹ 257 Crore (Gross value) as good of recovery. Further, the Holding Company has re-assessed the fair value of the aforesaid incentives on account of change in the estimated recovery timelines of the aforesaid incentive and has recorded an adjustment of ₹ 18.27 Crore in this regard which has been recorded and classified under Government Grants including duty credits/refunds in these Consolidated financial results.

13. Details of exceptional items- (Income) / Expense:

Exceptional items represents a) Provision towards pending litigation and disputed matters b) Vendor dispute claim settlement c) Impairment loss on non-operational clinker manufacturing units d) Gain on sale of Property, Plant and Equipment and e) Indemnification claim received are as under:



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₹ in Crore

Particulars	For the quarter ended June 30, 2025	For the quarter ended March 31, 2025	For the quarter ended June 30, 2024	For the year ended March 31, 2025
13a) Provision for pending litigation and disputed matters.	-	-	-	121.20
13b) Vendor dispute claim settlement	-	27.00	-	62.00
13c) Impairment loss on non-operational clinker manufacturing units	-	207.28	-	207.28
13d) Gain on sale of Property, Plant and Equipment	-	(369.01)	-	(369.01)
13e) Indemnification Claim received	(40.00)	-	-	-
Exceptional Items (Income) / Expense	(40.00)	(134.73)	-	21.47

(13a). The Subsidiary Company Sanghi Industries Limited ("Sanghi") has litigation with Chief Commissioner of State Tax, Government of Gujarat under Electricity Duty Act regarding the exemption period from payment of electricity duty on captive electricity generation during the period November 1995 till March 2012. Sanghi commenced cement manufacturing in April 2002 and is seeking exemption of electricity duty for the period starting April 2002 to March 2012 although government authorities restricting exemption till November, 2005, interpreting that exemption would be applicable from the date commissioning of DG sets i.e. from November 1995 and not manufacturing date.

Sanghi had filed writ petition challenged department's demand orders claiming that Sanghi is entitled to exemption from the payment of electricity duty for a period of 10 years from March 2002 on the basis of Section 3(2)(vii) of the Electricity Act with Hon'ble Gujarat High Court in year 2006. The Hon'ble High Court of Gujarat, in their interim order dated May 5, 2006, granted ad-interim relief in the matter.

Since the matter is sub-judice, there is no open demand from the electricity department for the period upto March 2012. For the period post April 2012, pursuant to a demand of ₹ 161.95 crore (including interest) raised by Chief Commissioner of State Tax, Gujarat vide letter dated July 16, 2024, Sanghi has recognised additional provision of ₹ 121.20 crore (including interest) in the books against the demand till March 31, 2025 and disclosed as exceptional item.

(13b i). ACC Mineral Resources Limited (AMRL, "Subsidiary of ACC Limited"), through its joint operations had secured development and mining rights of Bicharpur Coal Block allotted to Madhya Pradesh State Mining Corporation Limited in the financial year 2008-09.

AMRL had appointed "M/s JMS Mining Private Limited (JMS)" on November 26, 2013 as its contractor for the development and operation of the said Coal Block.

The allocation of the said coal block stood cancelled pursuant to the judgment of Supreme Court dated August 25, 2014 read with its order dated September 24, 2014.



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Due to cancellation of above mentioned coal block by Supreme Court, there was pending contractual dispute between JMS and AMRL since FY 2014-15 which was referred to Arbitrator appointed by Bombay High Court for settlement. During the course of the pending arbitral proceedings before the Arbitrator, JMS and AMRL had amicably decided to settle all the claims for a sum of ₹ 35 Crores vide Consent Terms dated September 18, 2024 which has been filed and settled before Honorable Arbitrator on October 11, 2024. The settlement amount is disclosed as exceptional item.

(13b ii) In the matter relating to arbitration claim initiated by certain parties ("Claimants") against the Subsidiary Company ACC Limited ("ACC") for termination (in the earlier years) of the Cement Purchase Agreement ("CPA") dated September 12, 2012, read with its Addendum dated October 15, 2012, and Memorandum of Understanding dated September, 2012, for a long term contract for purchase of cement by the ACC, by setting up two Cement Grinding Units, the ACC and Claimants have amicably and mutually settled all their pending disputes before the Arbitral Tribunal as per the Tribunal order dated February 20, 2025.

Before the Tribunal Order dated February 20, 2025, the Claimants and the ACC had entered into an arrangement to settle the subsisting disputes including claims and counter claims between the parties and the ACC. ACC has settled the Claimants' claim by paying ₹ 27 Crore, towards disputes / claims and disclosed the same as exceptional item.

(13c) The Subsidiary Company ACC Limited ("ACC") had identified that carrying value of property, plant and equipment and right of use assets (tangible assets) of non-operational clinker manufacturing units at Wadi-1, Bargarh and Chaibasa, being impaired, based on unviable future business prospects and economic viability due to higher cost of manufacturing, shortage of raw material etc. ACC has carried out a review of the recoverable amount of the tangible assets used in the clinker manufacturing facility at the abovementioned three units. The recoverable amount from such tangible assets is assessed to be lower than its carrying amount and consequently an impairment loss of ₹ 207.28 crore has been disclosed as exceptional item.

(13d) The Subsidiary Company ACC Limited ("ACC") had entered into a Memorandum of Understanding ("MoU") with Camrose Realtors Private Limited, a related party to sell its surplus land at Thane on "As is where is basis" (Held For Sale) on April 9, 2024 for a consideration of ₹ 385 Crore subject to fulfillment of certain conditions precedent including regulatory approvals. During the year ended March 31, 2025, ACC concluded the sale of land by entering into a Conveyance deed dated March 25, 2025, after necessary approvals were received from the various government authorities. The land has been sold at an agreed consideration of ₹ 385 Crore and as per the MOU the sale consideration will be realised within six months period of Conveyance deed. The resultant net gain on disposal of Property, Plant and Equipment of ₹ 369.01 Crore has been disclosed as exceptional item.

(13e) Share Purchase Agreement (SPA) dated August 3, 2023, entered between the Promoters of Sanghi Industries Limited (the "Sanghi" or "SIL"), and Holding Company for the acquisition of Sanghi, Sanghi / Holding Company has raised indemnity claims amounting to ₹ 84.31 crore against the electricity duty demand raised by authorities for the period post April 2012. During the quarter ended June 30, 2025 the Holding Company has received ₹ 40 Crore towards the indemnification claim as per the share purchase agreement and amount realised is disclosed as exceptional item.

Management, as per the terms of SPA, also has rights to raise further claims for the period pre-2012, in case the matter is ruled against Sanghi and demand is raised by the authorities.



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14. The Competition Commission of India (CCI), vide its order dated August 31, 2016, had imposed a penalty of ₹ 1,163.91 Crores on the Holding Company and ₹ 1,147.59 Crores on its subsidiary, ACC Limited on grounds of alleged cartelisation. On appeal by the Holding Company and ACC Limited, the Competition Appellate Tribunal (COMPAT), subsequently merged with National Company Law Appellate Tribunal (NCLAT), vide its interim Orders dated November 21, 2016 and November 7, 2016 respectively for the Holding Company and ACC Limited, had granted stay against the CCI's Order with the condition to provide a deposit of 10% of the penalty amount through lien on bank deposit of such amount, which was deposited by the Holding Company and ACC and further in case, the appeal is dismissed, interest at 12% p.a. would be payable on the penal amount from the date of the CCI order. NCLAT, vide its Order dated July 25, 2018, dismissed the appeal by the Holding Company and ACC Limited, and upheld the CCI's order. Against this order, the Holding Company and ACC Limited appealed before the Hon'ble Supreme Court, which, by its Order dated October 05, 2018, had admitted the appeal and directed to continue the interim order passed by the NCLAT dated November 21, 2016 and November 7, 2016 respectively for the Holding Company and ACC Limited. The matter was fixed for hearing before the Hon'ble Supreme Court on November 27, 2024. However, the matter was not listed, and next date will be notified in due course of time.

In a separate matter, pursuant to a reference filed by the Government of Haryana, the CCI by its Order dated January 19, 2017, had imposed a penalty of ₹ 29.84 Crores on the Holding Company and ₹ 35.32 Crores on ACC Limited on grounds of alleged collusive bidding. On appeal by the Holding Company and ACC Limited, COMPAT had stayed the operation of the CCI's Order. The matter was listed before the NCLAT on May 19, 2025, however the same is adjourned for final hearing from August 11, 2025 to August 13, 2025.

Based on the advice of external legal counsel, the Holding Company believe they have a strong case on merits for successful appeal in both the aforesaid matters. Accordingly, no provision (including interest) is recognised in the books by the Group.

15. During the previous financial year 2024-25, the Holding Company's management became aware of an indictment filed by United States Department of Justice (US DOJ) and a civil complaint by Securities and Exchange Commission (US SEC) in the United States District Court for the Eastern District of New York against a non-executive director of the Holding Company. The director is indicted on three counts, namely (i) alleged securities fraud conspiracy (ii) alleged wire fraud conspiracy and (iii) alleged securities fraud for making false and misleading statements and as per US SEC civil complaint, director omitting material facts that rendered certain statements misleading to US investors under Securities Act of 1933 and the Securities Act of 1934. The Holding Company has not been named in these matters.

Having regard to the status of the above-mentioned matters as at reporting date, and the fact that the matters stated above do not pertain to the Holding Company, there were no impact to the Holding Company as at year ended 31st March 2025. There are no changes to the said conclusions as at and for the quarter ended 30th June 2025.



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16. During the year ended March 31, 2025, the Board of Directors of the Holding Company ("Transferee Company" or "Company") had, vide its resolution dated June 27, 2024, approved the proposed Scheme of Amalgamation of Adani Cementation Limited ("Transferor Company") with the Holding Company and their respective shareholders and creditors ("Scheme") pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act"). The Appointed Date of the Scheme is April 1, 2024.

Subsequent to the quarter ended June 30, 2025, the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") has pronounced the order sanctioning the Scheme of amalgamation on July 18, 2025. As at reporting date, the Holding Company is taking necessary steps to file NCLT order with Registrar of Companies to complete the procedure.

In terms of the Scheme, Adani Enterprises Limited (the shareholder of Transferor Company) will be allotted 87,00,000 Equity Shares of the Transferee Company as per Share Exchange Ratio i.e. 174 Equity Shares having face value of ₹ 2/- each of the Transferee Company for every 1 equity share having face value of ₹ 10/- each of Transferor Company, as determined by independent valuer.

17. During the year ended March 31, 2025, the Board of Directors of the Holding Company ("Transferee Company" or "Company") had, vide its resolutions dated December 17, 2024, approved –

- i. The Scheme of arrangement between the Holding Company's subsidiary Sanghi Industries Limited ("Transferor Company") ("Scheme 1"), the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder w.e.f. appointed date April 1, 2024.
- ii. The Scheme of arrangement between the Holding Company's subsidiary Penna Cement Industries Limited ("Transferor Company") ("Scheme 2"), the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder w.e.f. appointed date August 16, 2024.

[Collectively the "Scheme 1" and "Scheme 2" be referred to as "Schemes"].

Upon the Scheme 1 becoming effective, the Transferee Company will issue and allot to the equity shareholders of the Transferor Company (other than Transferee Company), 12 equity shares of the face value of ₹ 2 each fully paid of Transferee Company, for every 100 equity shares of the face value of ₹ 10 each fully paid held by them in Transferor Company and equity shares held by the Transferee Company shall stand cancelled and extinguished.

Upon the Scheme 2 becoming effective, the Transferee Company will pay, to the equity shareholders of the Transferor Company (other than Transferee Company), whose names are recorded in the register of members on the Record Date, cash consideration of ₹ 321.50 for every 1 fully paid-up equity share of ₹ 10 each held by them in the Transferor Company and equity shares held by the Transferee Company (either directly or through nominees) at the effective date shall stand cancelled.

As on date of adoption of these consolidated financial results by the Board, the Transferee Company and Transferor Company have received No-objection certificates from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for the Scheme 1 and Scheme 2. The Schemes are subject to necessary statutory and regulatory approvals under the applicable laws, including approval of the jurisdictional Hon'ble National Company Law Tribunal (NCLT).



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18. In respect of captive limestone mining lease operations for manufacturing of cement plant in Wadi, Karnataka, the Subsidiary Company ACC Limited ("ACC") has ongoing dispute with Department of Mines & Geology (DMG), Karnataka, over the basis of royalty calculation since earlier years.

ACC has made various representation in the matter including Revisional Authority (RA) and in previous year, it also approached Hon'ble High Court of Karnataka to ensure continuing mining for manufacturing operations of Wadi Plant on provisional deposit of ₹ 125 crores against the demand of DMG.

The dispute also led to delay in executing and concluding the supplementary lease deed with government authorities. As at quarter ended June 30, 2025, the entire matter relating to additional royalty claim and show cause notice for not entering supplementary lease agreement, is pending before Hon'ble High Court of Karnataka. Basis the independent legal opinion, management believes that ACC has a strong case on merits, and no provision is considered necessary in the matter in the financial results for the quarter ended June 30, 2025.

19. The Subsidiary Company ACC Limited ("ACC") had concluded the final determination of fair values of identified assets and liabilities of Asian Concretes and Cements Private Limited ("ACCPL"), on purchase of 100% equity interest, for the purpose of purchase price allocation during the quarter ended September 30, 2024 based on the final fair valuation report of external independent expert, whereby results of quarter ended June 30, 2024 were restated to give effect of the final fair valuation. Such restatement was not material as compared to published Consolidated financial results for quarter ended June 30, 2024.

20. The Group is mainly engaged in the business of cement (incl. intermediary products) and Ready Mix Concrete.

21. The Holding Company has reclassified change in value of captive coal inventories from Changes in Inventories classification to Power and Fuel expenses. The reclassification of the change in captive coal inventories has been given effect from the quarter ended March 31, 2025. On such reclassification, figures for comparative quarter presented in consolidated financial results have been accordingly regrouped. This reclassification does not have any impact on Group's results.

The Group has reclassified the certain sales promotion expenses as other expenses from earlier classification as netted off from Revenue from Operations, considering the nature of such expenses. The reclassification of the sales promotion expenses is given effect from current quarter and accordingly figures for previous quarter, comparative quarter and year ended March 2025 presented in consolidated financial results have been accordingly regrouped. This reclassification is not material and does not have any impact on Group's results.



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22. Figures for the quarter ended March 31, 2025 represents the difference between the audited figures in respect of the financial year ended March 31, 2025 and the published unaudited figures of nine months ended December 31, 2024 which were subject to limited review by the Auditors.

For and on behalf of the Board of Directors



Vinod Bahety

Whole-time Director and CEO

DIN: 09192400

Ahmedabad

July 31, 2025



S R B C & CO LLP
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Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
Ambuja Cements Limited**

1. We have reviewed the accompanying Statement of unaudited Consolidated Financial Results of Ambuja Cements Limited which includes a joint operation (the "Holding Company") and its subsidiaries including their joint operations (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and joint ventures for the quarter ended June 30, 2025 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations").
2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Master Circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

Holding Company:

- i. Ambuja Cements Limited (including its Joint operation – Wardha Vaalley Coal Field Private Limited)

Subsidiaries:

ACC Limited
Orient Cement Limited (acquired w.e.f. April 22, 2025)
Sanghi Industries Limited



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- iv. Penna Cement Industries Limited (acquired w.e.f. August 16, 2024)
- v. M G T Cements Private Limited
- vi. Chemical Limes Mundwa Private Limited
- vii. Ambuja Shipping Services Limited
- viii. Foxworth Resources And Minerals Limited (Formerly known as Ambuja Resources Limited)
- ix. One India BSC Private Limited
- x. LOTIS IFSC Private Limited
- xi. Ambuja Concrete North Private Limited
- xii. Ambuja Concrete West Private Limited

Step-down Subsidiaries:

- i. Bulk Cement Corporation (India) Limited
- ii. ACC Mineral Resources Limited including following four joint operations
 - a) MP AMRL (Semaria) Coal Company Limited
 - b) MP AMRL (Morga) Coal Company Limited
 - c) MP AMRL (Marki Barka) Coal Company Limited
 - d) MP AMRL (Bicharpur) Coal Company Limited
- iii. Lucky Minmat Limited
- iv. Singhania Minerals Private Limited
- v. ACC Concrete South Limited
- vi. ACC Concrete West Limited
- vii. Asian Concretes and Cements Private Limited
- viii. Asian Fine Cements Private Limited
- ix. Pioneer Cement Industries Limited (acquired w.e.f. August 16, 2024)
- x. Singha Cement (Private) Limited (acquired w.e.f. August 16, 2024)
- xi. Marwar Cement Limited (acquired w.e.f. August 16, 2024)
- xii. Anantroop Infra Private Limited (acquired w.e.f. February 27, 2025)
- xiii. Eqacre Realtors Private Limited (acquired w.e.f. February 27, 2025)
- xiv. Krutant Infra Private Limited (acquired w.e.f. February 27, 2025)
- xv. Kshobh Realtors Private Limited (acquired w.e.f. February 27, 2025)
- xvi. Prajag Infra Private Limited (acquired w.e.f. February 27, 2025)
- xvii. Satyamedha Realtors Private Limited (acquired w.e.f. February 27, 2025)
- xviii. Varang Realtors Private Limited (acquired w.e.f. February 27, 2025)
- xix. Victorlane Projects Private Limited (acquired w.e.f. February 27, 2025)
- xx. Vihay Realtors Private Limited (acquired w.e.f. February 27, 2025)
- xxi. Vrushak Realtors Private Limited (acquired w.e.f. February 27, 2025)
- xxii. Foresite Realtors Private Limited (acquired w.e.f. February 28, 2025)
- xxiii. Peerlytics Projects Private Limited (acquired w.e.f. February 27, 2025)
- xxiv. West Peak Realtors Private Limited (acquired w.e.f. March 13, 2025)
- xxv. Trigrow Infra Private Limited (acquired w.e.f. February 27, 2025)
- xxvi. Akkay Infra Private Limited (acquired w.e.f. February 27, 2025)

Associate:

- i. Alcon Cement Company Private Limited

Joint Ventures:

- i. Akash Manufacturing Company Private Limited
- ii. Counto Microfine Products Private Limited



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5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We draw attention to Note 14 of the accompanying Statement which describes the uncertainty related to the outcome of ongoing litigations with Competition Commission of India. Our opinion is not modified in respect of this matter.
7. The accompanying Statement includes the unaudited interim financial result and other financial information, in respect of:
 - 27 subsidiaries (including step-down subsidiaries and 4 joint operations of a step-down subsidiary) and 1 joint operation of holding company whose unaudited interim financial results include total revenues of Rs. 1,578.22 Crore, total net profit after tax of Rs. 227.03 Crore and total comprehensive income of Rs. 229.32 Crore for the quarter ended June 30, 2025, as considered in the Statement whose quarterly financial results have been reviewed by their respective independent auditors.
 - 1 associate and 2 joint ventures whose unaudited interim financial results include Group's share of net profit of Rs. 4.17 Crore and Group's share of total comprehensive income of Rs. 4.17 Crore for the quarter ended June 30, 2025, as considered in the Statement whose interim financial results have been reviewed by their respective independent auditors.

The independent auditor's report on interim financial results of these subsidiaries (including step-down subsidiaries and joint operations of a step-down subsidiary) an associate, a joint operation and joint venture entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries, an associate, a joint operation and joint venture entities is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

8. The accompanying Statement includes the unaudited interim financial result and other financial information, in respect of 8 subsidiaries (including step-down subsidiaries) whose interim financial results include total revenues of Rs. 7.97 Crore, total net (loss) after tax of Rs. (12.04) Crore, total comprehensive (loss) of Rs. (12.04) crore, for the quarter ended June 30, 2025.

The unaudited interim financial results of these subsidiaries (including step-down subsidiaries) have not been reviewed by their independent auditors and have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries is based solely on such unaudited interim financial results/information. According to the information and explanations given to us by the Management, these unaudited interim financial results are not material to the Group.



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9. Our conclusion on the Statement is not modified in respect of matters stated in paragraphs 7 and 8 above on our reliance on the work done and the reports of the other auditors and the financial results/financial information certified by the Management.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm registration number: 324982E/E300003



per Santosh Agarwal
Partner
Membership No.: 093669

UDIN: 25093669BMJBD1427

Place: Ahmedabad

Date: July 31, 2025



Annexure

Details of change in Internal Auditor

S. No.	Particulars	Appointment	Cessation	
1	Name of the Company	Ambuja Cements Limited		
2	Name of the Auditor	Mr. Shobhit Dwivedi	Mr. Mithlesh Satija	
3	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise.	Appointment as Internal Auditor of the Company	To be ceased as Internal Auditor on account of his superannuation	
4	Date of appointment/reappointment/cessation (as applicable) and term of appointment/re-appointment.	1 st October 2025	30 th September 2025	
5	Brief Profile (in case of appointment).	Mr. Shobhit Dwivedi holds the position of Sector Head and Vice President in the Risk and Audit function of the Adani Group. He serves as the Chief Audit Executive for Adani's Energy (T&D), Media, Petrochemical, Oil & Gas, and Aviation businesses. He is a member of the Board Risk Committee of NDTV and designated as Chief Risk Officer. He has over 19 years of experience in Governance, Risk and Compliance domain. Demonstrated history of working with Big 4s and across multiple industries including utility industry,	Not Applicable	

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S. No.	Particulars	Appointment	Cessation
		infrastructure, real estate, manufacturing, e-commerce, retail and BFSI. Strong accounting professional background with C.A, Certified Fraud Examiner (CFE), Certified Anti Money Laundering Specialist (ACAMS), Certified Information system Auditor (ICASA), Certified Internal Auditor (CIA), NCFM, M. Com, Lead Auditor ISO 14001 & 45001 on Environment and Occupational safety and holds a certificate on ESG.	
6	Disclosure of relationships between Directors (in case of appointment of a director).	Not Applicable	Not Applicable

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