

REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF AMBUJA CEMENTS LIMITED RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION OF ACC LIMITED WITH AMBUJA CEMENTS LIMITED AT ITS MEETING HELD ON MONDAY, DECEMBER 22, 2025.

Present Members:

Mr. Rajnish Kumar	: Chairman
Mr. Maheswar Sahu	: Member
Mr. Ameet Desai	: Member
Ms. Purvi Sheth	: Member
Mr. Praveen Garg	: Member

1. Background of the proposed Scheme of Amalgamation

A meeting of the Committee of Independent Directors (hereinafter referred to as the "**Committee**") of Ambuja Cements Limited was held on Monday, December 22, 2025, to consider and recommend the proposed Scheme of Amalgamation of ACC Limited (hereinafter referred to as the "**Amalgamating Company**" or "**ACC**") with Ambuja Cements Limited (hereinafter referred to as the "**Ambuja**" or the "**Company**" or "**Amalgamated Company**", as the context may admit) (hereinafter referred to as the "**Scheme**") under section 230 to 232 and other applicable provisions of Companies Act, 2013 (hereinafter referred to as the "**Act**") and rules and regulations made thereunder and in accordance with Section 2(1B) of the Income Tax Act, 1961, with effect from the Appointed Date i.e. January 1, 2026.

The Scheme is proposed to be effective from the Appointed Date and operative from the Effective Date (*as defined in the Scheme*).

This report of the Committee is made in order to comply with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "**SEBI Listing Regulations**") and Securities and Exchange Board of India (hereinafter referred to as "**SEBI**") Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (hereinafter referred to as the "**SEBI Schemes Master Circular**").

The Registered Office of the Amalgamated Company is situated at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India. The Registered Office of the Amalgamating Company is also situated at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat, India.

Accordingly, the Scheme will be presented before the Hon'ble National Company Law Tribunal, Ahmedabad Bench under Sections 230 to 232 and other applicable provisions of the Act and in accordance with Section 2(1B) of the Income Tax Act, 1961, and other applicable laws including SEBI Listing Regulations and SEBI Schemes Master Circular.



In terms of the SEBI Schemes Master Circular, a report from the Committee is required recommending the draft Scheme, taking into consideration, *inter-alia*, that the Scheme is not detrimental to the shareholders of the listed entity.

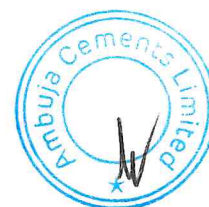
The following documents were placed before the Committee for consideration:

- a) A draft of the proposed Scheme.
- b) Fair Equity Share Exchange Ratio Report dated December 22, 2025 jointly issued by M/s GT Valuation Advisors Private Limited, Registered Valuer (IBBI Registration No. IBBI/RV-E/05/2020/134) and M/s BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration No. IBBI/RV-E/02/2019/103), 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 ACC with Ambuja.
- c) Fairness Opinion dated December 22, 2025 issued by M/s IDBI Capital Markets and Securities Limited, SEBI registered Merchant Bankers, to Ambuja, providing the fairness opinion on Fair Equity Share Exchange Ratio Report jointly issued by M/s GT Valuation Advisors Private Limited and M/s BDO Valuation Advisory LLP, registered valuers, in relation to the amalgamation of ACC with Ambuja.
- d) Draft Auditors' Certificate issued by the Statutory Auditors of the Company, to the effect that the accounting treatment prescribed in the Scheme is in compliance with SEBI Listing Regulations 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) Other presentations, documents and information made to / furnished before the Committee pertaining to the Scheme.

2. Salient features of the Scheme

The Committee considered and observed that the draft Scheme, *inter-alia*, provides the following:

- a) amalgamation of Amalgamating Company with Amalgamated Company, with effect from the Appointed Date, i.e. January 1, 2026, 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;
- b) the equity shares of the Amalgamating Company and held by the Amalgamated Company shall stand cancelled and extinguished and in lieu thereof, there shall be no allotment of any equity shares in the Amalgamated Company;
- c) the Amalgamated Company shall, without any further application, act or deed, issue and allot to the equity shareholder(s) of the Amalgamating Company (*other than the equity shareholder mentioned in sub-clause 2(b) above*) whose names are recorded in the register of members as a member of the



Amalgamating Company on the Record Date, 328 (Three Hundred and Twenty Eight), Amalgamated Company Shares of the face value of Rs.2/- (Rupees Two only) each credited as fully paid-up, for every 100 (One Hundred) equity shares of the face value of Rs.10/- (Rupee Ten only) each fully paid-up held by such equity shareholders in the Amalgamating Company ("**Share Exchange Ratio**").

- d) The equity shares issued by the Amalgamated Company to the equity shareholders of the Amalgamating Company, pursuant to the Scheme would be listed on BSE Limited and National Stock Exchange of India Limited (collectively, "**Stock Exchanges**").
- e) The Scheme will be effective subject to approval from the shareholders and creditors of the Amalgamated Company and the Amalgamating Company, various authorities such as NCLT, third parties, etc. and No Objection Certificates (NOC) from Stock Exchanges, SEBI, third parties, etc.

3. Need for the Scheme

The Committee noted the need for the proposed Scheme as under:

The Amalgamated Company is among India's leading cement manufacturers, with installed capacity across India. The Amalgamating Company is also engaged in cement manufacturing with capacities that strategically complement and enhance the manufacturing footprint of the Amalgamated Company. The proposed amalgamation will combine the operations of both companies, driving focused growth, operational efficiencies, and significant business synergies. Furthermore, the resulting corporate structure will enhance agility and strengthen the overall business ecosystem of the merged entity.

4. Rationale for the Scheme

The Committee noted the rationale of the proposed Scheme as under:

1. The Amalgamated Company is among India's leading cement manufacturers, with installed capacity across India. The Amalgamating Company is also engaged in cement manufacturing with capacities that strategically complement and enhance the manufacturing footprint of the Amalgamated Company. The Amalgamated Company is the Promoter of the Amalgamating Company and holds 50.05% of the paid-up equity share capital of the Amalgamating Company. As both the companies are under the same line of business, the amalgamation will enable the Amalgamated Company to assume complete ownership and direction of the Amalgamating Company's business for long-term strategic alignment. The proposed amalgamation will combine the operations of both companies, driving focused growth, operational efficiencies, and significant business synergies. Furthermore, the resulting corporate structure will enhance agility and strengthen the overall business ecosystem of the merged entity.
2. The amalgamation will unify manufacturing and commercial functions, optimize resource allocation, and streamline the group's structure by reducing multiple entities in the same line of business. This integration will



enable faster decision-making, smoother execution of production plans, and stronger operational discipline enhancing agility and efficiency across the combined network.

3. The amalgamation will enable to deploy its financial, managerial, and operational resources more effectively. With all resources under the management of a single entity, both allocation and utilization can be optimized to support the Amalgamated Company's strategic objectives.
4. By pooling financial, operational, and logistical resources, the merged entity will unlock economies of scale. Coupled with a unified market approach and efficient capital deployment, these synergies will boost profitability, strengthen competitiveness, and deliver superior long-term value and benefits to shareholders and other stakeholders.
5. The amalgamation is in alignment with the Amalgamated Company's long-term vision of consolidation and sustainable growth. Over time, the unified structure is expected to generate increased value for shareholders, supporting Amalgamated Company's ongoing commitment to delivering sustainable returns.

5. Fair Equity Share Exchange Ratio involved in Scheme

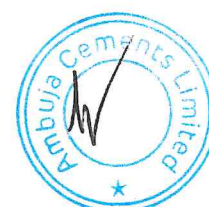
328 (Three Hundred and Twenty Eight) equity shares having face value of Rs. 2/- (Rupees Two) each of the Amalgamated Company credited as fully paid-up, for every 100 (One Hundred) equity shares of the face value of Rs. 10/- (Rupee Ten) each fully paid-up held by members in the Amalgamating Company.

The equity shares of the Amalgamating Company held by the Amalgamated Company shall stand cancelled and extinguished.

6. Impact of the Scheme on the shareholders

For the shareholders of the Amalgamating Company, the proposed Scheme will provide an opportunity to improve the economic value for the shareholders. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. The proposed Scheme will result in deriving benefits for future capacity expansion and efficiency improvement measures. Thus, upon the Scheme becoming effective, the shareholders of the Amalgamating Company will be able to participate in the growth of the Amalgamated Company, which is the leading cement manufacturing company in India as on date.

For the shareholders of the Amalgamated Company, the proposed Scheme will result in economies of scale and consolidation of opportunities will improve profitability and enhance overall shareholder value. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. Based on the Share Exchange Ratio as set out in the Valuation Report, there will be no detrimental impact of the proposed Scheme on the shareholders and no shareholder is expected to have any disproportionate advantage or disadvantage in any manner.



7. Scheme not detrimental to the Shareholders of the Company

The Committee members discussed and deliberated upon the salient features of the Scheme, its need, rationale, and impact on the shareholders. In light of the same and the Fair Equity Share Exchange Ratio forming part of the joint valuation report, fairness opinion and other documents presented before the Committee, the Committee was of the informed opinion that the proposed Scheme is fair and in the best interest of the shareholders of the Company.

8. Recommendation of the Committee

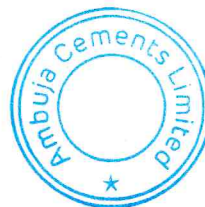
In light of the aforesaid, the Committee noted that taking into consideration the proposed Scheme, *inter-alia*, share exchange ratio forming part of the joint valuation report, fairness opinion, rationale of the Scheme, it is of view that the Scheme is not detrimental to the shareholders of the Company.

The Committee, after due deliberations and due considerations of all terms of the Scheme, in particular the fact that the Scheme is not detrimental to the shareholders of the Company, recommends the Scheme for favorable consideration and approval by the Board of Directors.

This report of the Committee is made in order to comply with the requirement of the SEBI Schemes Master Circular after considering the necessary documents.

**For and on behalf of Committee of
Independent Directors of Ambuja Cements Limited**


Rajnish Kumar
Chairman of the Committee
DIN: 05328267



Date : December 22, 2025

Place: Gurgaon