

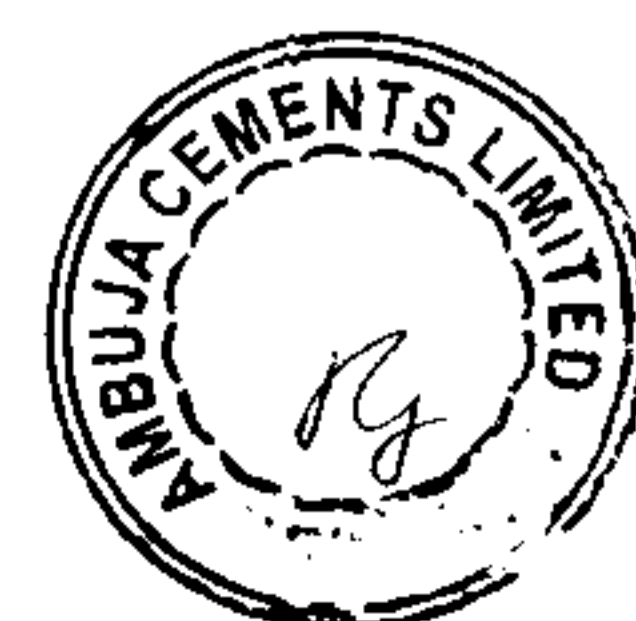
Ambuja Cement

Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement along with the draft SCHEME OF AMALGAMATION amongst HOLCIM (INDIA) PRIVATE LIMITED (Transferor / Amalgamating Company) AND AMBUJA CEMENTS LIMITED (Transferee / Amalgamated Company) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Sr. No.	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Annexure No.
1.	List of documents enclosed with Application under Clause 24(f)	A
2.	Letter dated 24 th July, 2013 under clause 22 and 36(7) of the Listing Agreement.	B
3.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report.	C
4.	Certified true copy of the resolution passed by the Board of Directors of the company.	D1
5.	Certified true copy of the resolution passed by the Board of Directors of Holcim India Private Limited(Amalgamating/Transferor Company)	D2
6.	Certified copy of the draft Scheme of Amalgamation proposed to be filed before the High Court.	E
7.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI and Certified true copy of the resolution passed by the Board of Directors.	F
8.	Brief details about the business of the Company and Holcim India Pvt. Ltd. (Amalgamating/ Transferor Company) and Rationale of the Scheme	G
9.	Certified true copy of the letter dated July 24, 2013 under Regulation 10(5) of the SEBI(Substantial Acquisition of Shares and Takeovers) Regulation, 2011	H
10.	Joint Valuation report from BSR and Associates and Price Waterhouse & Co., Independent Chartered Accountants as applicable as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.	I1
11.	Fairness opinion by Axis Capital Limited, Merchant Banker.	I2
12.	Shareholding pattern of the Company pre and post Amalgamation as per Clause 35 of the Listing Agreement.	J1
13.	Shareholding pattern of the Holcim India Private Limited (Amalgamating/Transferor Company) as per Clause 35 of the Listing Agreement.	J2
14.	Audited Annual Report of the Company for the last 3 financial years(2012, 2011 and 2010) and unaudited financial results for the quarter ended as of 31 st March, 2013 and 30 th June, 2013.	K1

AMBUJA CEMENTS LIMITED

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Tel. : (91-22) 6616 7000 / 4066 7000, Fax : (91-22) 6616 7711 / 4066 7711
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15.	Audited financials of HIPL (Amalgamating/Transferor Company) for the last 3 financial years (2012, 2011 and 2010) and unaudited financial results for the quarter ended as of 31 st March, 2013.	K2
16.	Compliance Report as per clause 49 of the listing agreement for the quarter ended 30 th June, 2013.	L
17.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	M
18.	Capital evolution details of the Company as per format.	N1
19.	Capital evolution details of HIPL (Amalgamating/ Transferor Company) as per format.	N2
20.	Confirmation by the Company Secretary as per format	O
21.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per the format.	P
22.	Name & Designation, Telephone & Email ID of the Contact Person : Mr. Rajiv Gandhi, Company Secretary & Compliance Officer Tel No. 022-40667059 Cell No. 9920752059 Email ID : rajiv.gandhi@ambujacement.com	
23.	Website link of the Company where the draft Scheme and other required documents shall be uploaded.	Please refer Annex. O



For Ambuja Cements Ltd.

Rajiv Gandhi

RAJIV GANDHI
COMPANY SECRETARY

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Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Amalgamation of Holcim (India) Private Limited with the Company

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied. National Stock Exchange is selected as the Designated Stock Exchange for the purpose of coordinating with SEBI.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied. Draft Scheme of Amalgamation is enclosed as Annexure E.
2.b	Valuation Report from Independent Chartered Accountant	Complied. Joint Valuation Report is enclosed as Annexure I1.
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied. Report of Audit Committee recommending the Scheme is enclosed as Annexure C.
2.d	Fairness opinion by merchant banker	Complied. Fairness Opinion from Axis Capital Limited, Merchant Banker is enclosed as Annexure I2.
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied. Pre- Post Shareholding of Transferee & Transferor Company are enclosed as Annexure J1 & J2 respectively.
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied. 3 years Financial attached.
2.g	Compliance with Clause 49 of Listing Agreement	Complied. Compliance Report as per Clause 49 is enclosed as Annexure L.
2.h	Complaints Report	Will be complied within the time limit



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3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	The Transferee Entity is a Listed Company and the shares will be allotted to the shareholders of the transferor Company (unlisted) as per the Scheme of Amalgamation to be sanctioned by the High Court under Section 391-394 of the Companies Act, 1956.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Yes. Post amalgamation, 37.13% of the paid up share capital will be held by the Public Shareholders.
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Will be complied. The transferee Company has the following outstanding as on 30 th June, 2013 <ol style="list-style-type: none"> 1. 8570425 No. of ESOPs. 2. 186690 number of warrants convertible into equity shares. 3. 139,830 number of right equity shares kept in abeyance. The above shares will be issued as and when applied by the employees/as per Court Order.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (b) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Complied. The transferee Company has the following outstanding <ol style="list-style-type: none"> 1. 85,70,425 No. of ESOPs. 2. 186,690 number of warrants convertible into equity shares. 3. 139,830 number of right equity shares kept in abeyance. The post amalgamation shareholding pattern as shown in Annexure J1 has been arrived at after taking into account the entire shares allotted from the above category(i.e. fully diluted capital structure).
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not applicable.

Date: 1st August, 2013



Rajiv Gandhi

Rajiv Gandhi
Company Secretary

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