

Ambuja Cement

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF AMBUJA CEMENTS LIMITED AT ITS MEETING HELD ON 24TH JULY, 2013 AT 4.00 P.M. AT THE OBEROI, NARIMAN POINT, MUMBAI 400 021.

Approve the Scheme of Amalgamation between Holcim (India) Pvt. Ltd. and the Company

"RESOLVED THAT

- (a) pursuant to the provisions of the Sections 391 and 394, read with Section 100, 372A and other applicable provisions, if any of the Companies Act, 1956 ("**the Act**"), Listing Agreement, the provisions of the Memorandum and Article of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objection from the Shareholders and the Creditors of the Company, Stock Exchanges where the shares of the Company are listed, Securities and Exchange Board of India (SEBI), the relevant High Court or such other competent authority as may be applicable, unanimous approval of the Board of Directors be and is hereby accorded for Amalgamation of Holcim (India) Private Limited ("**HIPL**") with the Company, as per the terms and conditions mentioned in the draft Scheme of Amalgamation with effect from the "**Appointed Date**" i.e. **1st April, 2013** or such other date as may be determined by the Board of Directors of the Company and HIPL and the entire business and undertaking of HIPL be transferred to the Company with effect from the Appointed Date;
- (b) the report from the Audit Committee recommending the Scheme, the Valuation Report prepared jointly by BSR & Associates and Price Waterhouse & Co., Chartered Accountants, Fairness Opinion issued by Axis Capital India Ltd. as placed before the Board be and are hereby accepted and approved;
- (c) **the share exchange ratio of 10 (Ten) Equity Shares of the Company of the face value of Rs. 2/- (Rupees Two Only) each credited as fully paid-up for every 74 (Seventy Four) Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each credited as fully paid-up held by such Member in HIPL be and is hereby approved for the purpose of the Scheme;**
- (d) the draft Scheme of Amalgamation between the Company and HIPL, a copy of which, duly initialled by the Chairman of the Company for the purpose of identification, placed before and discussed by the Board of Directors, be and is hereby approved;



AMBUJA CEMENTS LIMITED

Elegant Business Park, MIDC Cross Road 'B', Off Andheri - Kurla Road, Andheri (E), Mumbai - 400 059
Tel. : (91-22) 6616 7000 / 4066 7000, Fax : (91-22) 6616 7711 / 4066 7711
Regd. Off. : P. O. Ambuja Nagar, Taluka - Kodinar, Dist. - Junagadh, Gujarat

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- (e) any one of the following Directors and Executives of the Company viz. (i) Mr. Onne van der Weijde, Managing Director (ii) Mr. B.L. Taparia, Director, (iii) Mr. Sanjeev Churiwala, CFO, (iv) Mr. Rajiv Gandhi, Company Secretary and (v) Mr. Sharad Yevle, Dy. General Manager (Secretarial) be and are hereby severally authorized to represent the Company before the Stock Exchanges, SEBI, High Court and such other authorities or bodies and to sign and execute the Scheme of Amalgamation, petition, application, undertakings, affidavits, and all other documents and deeds as may be filed for this purpose and to make such modifications / alterations as may be required by the aforesaid authorities or as may be thought fit and expedient by the said authorized persons, severally;
- (f) the Common Seal of the Company, if required, be affixed on the aforesaid documents in presence of any one of the Directors of the Company who do sign the same and the same be countersigned by any one of the following officials, viz:-
1. Mr. Sanjeev Churiwala, CFO
 2. Mr. Rajiv Gandhi, Company Secretary
 3. Mr. Sharad Yevle, Dy. General Manager (Secretarial)

being the persons authorised in this regard."

"RESOLVED FURTHER that subject to the directions of the Hon'ble High Court of Gujarat, the Company do appoint Mr. B.L. Taparia, or failing him Mr. Ajay Kapur, or failing him Mr. Onne van der Weijde, or such other person as may be directed by the Hon'ble High Court of Gujarat as Chairman of the Court convened meetings of the Shareholders and Creditors of the Company."

"RESOLVED FURTHER that any one of the following Directors and Executives of the Company viz. (i) Mr. Onne van der Weijde, Managing Director (ii) Mr. B.L. Taparia, Director, (iii) Mr. Sanjeev Churiwala, CFO, (iv) Mr. Rajiv Gandhi, Company Secretary and (v) Mr. Sharad Yevle, Dy. General Manager (Secretarial) be and are hereby severally authorized on behalf of the Company to:

- (1) take all steps as may be required, including without limitation for obtaining approvals and/or consents of the Shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be required from time to time in that behalf;
- (2) give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);



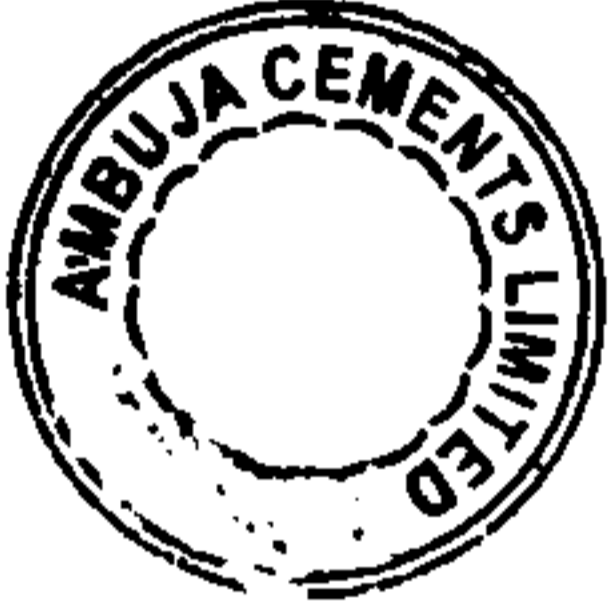
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- (3) appoint solicitors, advocates, attorneys, company secretaries, advisors, valuers, auditors, accountants, registrars or such other persons or agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions including their fees or remuneration as they may deem fit and issue letters of appointment or vakalatnamas or authority letters in this regard;
- (4) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolution including resolving the difficulties, if any, as and when arises;

“RESOLVED FURTHER that the copies of the foregoing resolutions certified to be true copies by any one of the above mentioned authorized persons be furnished to all concerned as may be necessary and they be requested to act thereon.”



Certified to be true copy
For Ambuja Cements Ltd.

Rajiv n. Gandhi

RAJIV GANDHI
COMPANY SECRETARY

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