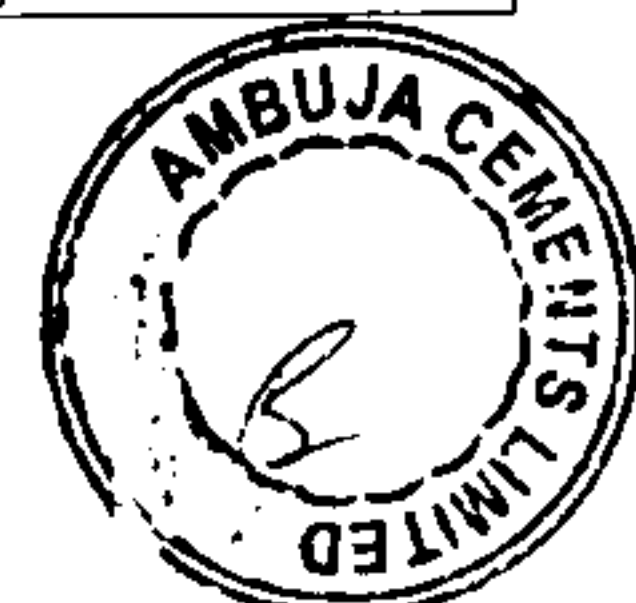


ANNEXURE G

BRIEF DETAILS OF THE COMPANY AND HIPL

Brief particulars of the Company and HIPL are as follows:

SR. No.	PARTICULARS	TRANSFEROR COMPANY	TRANSFeree COMPANY
1.	Name of the company	Holcim (India) Private Limited (hereinafter referred to as "HIPL").	Ambuja Cements Limited (hereinafter referred to as the "Company").
2.	Date of incorporation and details of name changes, if any	<ul style="list-style-type: none"> ▪ HIPL was originally incorporated in the year 2002 under the Companies Act as a private limited company, under the name 'Holdcem Cements Private Limited'. ▪ The name of HIPL was changed from 'Holdcem Cements Private Limited' to 'Holcim (India) Private Limited' in the year 2005, pursuant to necessary resolution passed under Section 21 of the Companies Act, 1956 and a fresh certificate of incorporation consequent upon change of name issued on October 20, 2005. 	<ul style="list-style-type: none"> ▪ The Company was originally incorporated in the year 1981 under the name 'Ambuja Cements Private Limited' as a private limited company. ▪ The name of the Company was changed from 'Ambuja Cements Private Limited' to 'Ambuja Cements Limited' in the year 1983, pursuant to necessary resolution passed under Section 21 of the Companies Act, 1956 and a fresh certificate of incorporation consequent upon change of name issued on March 19, 1983. ▪ Subsequently, the name of the Company was changed from 'Ambuja Cements Limited' to 'Gujarat Ambuja Cements Limited' in the year 1983, pursuant to necessary resolution passed under Section 21 of the Companies Act, 1956 and a fresh certificate of incorporation consequent upon change of name issued on May 19, 1983. ▪ Finally, the name of the Company was changed from 'Gujarat Ambuja Cements Limited' to 'Ambuja Cements Limited' in the year 2007, pursuant to necessary resolution passed under Section 21 of the Companies Act, 1956 and a



SR. No.	PARTICULARS	TRANSFEROR COMPANY	TRANSFeree COMPANY
			fresh certificate of incorporation consequent upon change of name issued on April 5, 2007.
3.	Registered Office	The Registered Office of HIPL is at Suite 304, Third Floor, DLF South Court, Plot A-1, Saket District Centre, Saket, Delhi – 110017.	The Registered Office of the Company is at P.O. Ambujanagar, Taluka Kodinar, District Junagadh, Gujarat – 362715.
4.	Brief particulars of the Scheme	<ul style="list-style-type: none"> ▪ The Scheme of Amalgamation provides for the Amalgamation of HIPL with the Company. Upon the coming into effect of the Scheme of Amalgamation and with effect from the Appointed Date under the scheme of amalgamation, the undertaking of HIPL shall, pursuant to the sanction of the scheme of amalgamation by the relevant High Court(s) and pursuant to the provisions of Sections 391 to 394, read with Section 100 and other applicable provisions, if any, of the Companies Act, 1956 be and stand transferred to and vested in and/or be deemed to have been transferred to and vested in the Company, as a going concern without any further act, instrument, deed, matter or thing so as to become, as and from the appointed date. Pursuant to the scheme of amalgamation, HIPL will be dissolved without winding up and the shares of the Company held by HIPL will stand cancelled. ▪ The amalgamation of HIPL with the Company pursuant to the Scheme of Amalgamation shall take place with effect from the Appointed Date (<i>mentioned below</i>) and shall be in accordance with the provisions of Section 2(1B) of the Income Tax Act, 1961. ▪ Under the Scheme, in consideration of the amalgamation of HIPL with the Company, the Company shall, without any further application, act, instrument or deed, issue and allot to each member of HIPL (other than (i) the Company; and (ii) Mr. Dinesh Kothari since he is only entitled to a fractional share), whose name is registered in the register of members of HIPL on the record date (as determined by the board of directors of the Company and HIPL) or his/ her/ its legal heirs, executors or successors as the case may be, 10 (Ten) equity shares of the face value of Rs.2 (Rupees Two Only) each (credited as fully paid up) of the Company 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 or his/her/its respective legal heirs, executors or successors in HIPL. The ratio in which equity shares of the Company are to be issued and allotted to the members of HIPL as set out above is herein referred to as the "Share Exchange Ratio". It is hereby clarified that (a) the Company shall not be issued any shares in exchange for any shares held by it in HIPL on the Record Date; 	



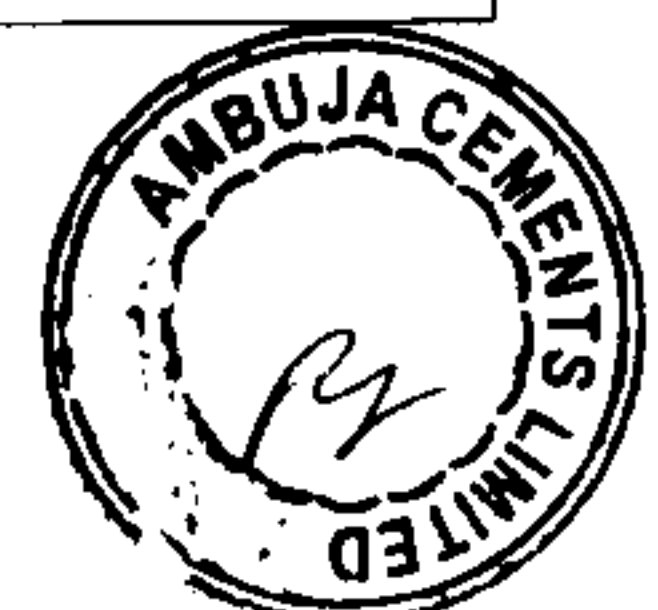
SR. No.	PARTICULARS	TRANSFEROR COMPANY	TRANSFeree COMPANY
		and (b) since Mr. Dinesh Kothari is only entitled to a fractional share for the share held by him in HIPL on the Record Date, he shall not be issued any share for such share held in HIPL on the Record Date.	
5.	Rationale of the Scheme	<ul style="list-style-type: none"> ▪ The rationale for HIPL proposing the proposed amalgamation is that it will allow the Shareholder of HIPL to streamline its holding in India and benefit from the operational and other synergies between its group companies in India. ▪ The rationale for the Company proposing the proposed amalgamation is set out below: <ul style="list-style-type: none"> – HIPL currently holds 50.01% (Fifty Point Zero One Percent) equity shares in ACC Limited which consequent upon the proposed amalgamation will vest with the Company. ACC Limited is amongst the leading cement companies in India; – The proposed Amalgamation will enable the Company to explore the opportunities of synergizing its several functions with ACC Ltd.; – The Company will immensely benefit by way of sharing of best practices, coordination in several back end processes such as supply chain and logistic alignment, benefit from increased scale of operations, saving in fixed costs etc.; – This will thus enable the Company to realize huge potential savings and improve its revenue and margins. Further, the size of the profits and net worth of the consolidated business of the Company is likely to increase from the current levels consequent upon the proposed amalgamation; and – The proposed amalgamation is likely to enhance significantly the values and synergies for both Company as well as ACC Ltd. and for all their stakeholders. 	
6.	Date of resolution passed by the board of director of the companies approving the Scheme of Amalgamation	July 24, 2013	July 24, 2013
7.	Date of meeting of the Audit Committee in which the draft Scheme has been approved	N/A	July 24, 2013
8.	Appointed Date	April 1, 2013	April 1, 2013



SR. No.	PARTICULARS	TRANSFEROR COMPANY	TRANSFeree COMPANY
9.	Name of Exchanges where securities of the companies are listed	Unlisted.	<ul style="list-style-type: none"> ▪ The equity shares of the Company are listed on the National Stock Exchange of India Limited and the BSE Limited. ▪ The global depository receipts issued by the Company are listed on the Euro MTF Platform of the Luxemburg Stock Exchange.
10.	Nature of Business	<ul style="list-style-type: none"> ▪ To produce, manufacture, treat, process, prepare, refine, import, export, purchase, sell and generally to deal either as principals or as agents either solely or in partnership with others, all types and kinds of cement ordinary, white, coloured, Portland, pozzalana, Alumina, blast furnace, silica and all other varieties of cement, lime and limestone, clinker and/or by-products thereof, as also cement products of any or all descriptions such as pipes, poles, slabs, asbestos sheets, blocks, tiles, gardenwares, plaster of paris, lime pipes, building materials and otherwise, and articles things, compounds and preparations connected with the aforesaid products. ▪ To carry on the business as manufacturers and sellers of and deals and workers in cements of all kinds, lime plasters, whiting, clay gravel, sand, minerals, earth, coke, fuel, gypsum, coal, artificial stone and all construction material made out of cement products and convenience of all kinds and deal in their packing material. 	<ul style="list-style-type: none"> ▪ To carry on the business as manufacturers and deals 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. ▪ To establish, construct, acquire, run, operate on any factory for manufacturing cement and allied products.



SR. No.	PARTICULARS	TRANSFEROR COMPANY	TRANSFeree COMPANY
11.	Capital before the Scheme (as of June 30, 2013)	5,69,03,85,095 equity shares of Rs. 10 each fully paid aggregating to Rs. 56,90,38,50,950.	<p>1,54,37,63,286 equity shares of Rs.2/- each fully paid up aggregating to Rs. 3,08,75,26,572 (which includes equity shares underlying 3,48,27,481 Global Depository Receipts of the Company).</p> <p>The Company also has outstanding:</p> <ul style="list-style-type: none"> ▪ Stock Options exercisable into 85,70,425 equity shares of Rs. 2 each fully paid up; ▪ Tradable Warrants kept in abeyance exercisable into 1,86,690 equity shares of Rs. 2 each fully paid up; and ▪ Rights Shares kept in abeyance exercisable into 1,39,830 equity shares of Rs. 2 each fully paid up.
12.	No. of shares to be issued	58,44,17,928	
13.	Cancellation of shares on account of cross holding, if any	N/A	15,06,70,120 shares of the Company held by HIPL will stand cancelled as a result of the amalgamation.
14.	Capital after the Scheme	NIL	<p>1,98,64,08,039 equity shares of Rs.2/- each fully paid aggregating to Rs. 3,972,816,078 only.</p> <p>The above is based on the assumption that the entire 85,70,425 numbers of outstanding Employee Stock Options, 1,86,690 numbers of warrant equity shares kept in abeyance and 1,39,830 numbers of rights equity shares kept in abeyance have been allotted.</p>
15.	Net Worth	(Rs. in crores)	(Rs. in crores)
	Pre Post	12,691.05 NIL	9,126.69 20,180.75



SR. No.	PARTICULARS	TRANSFEROR COMPANY		TRANSFeree COMPANY	
16.	Valuation by independent chartered accountant - Name of the valuer/ valuer firm and registration number	BSR and Associates, appointed by the Company and HIPL Firm Registration no. 128901W Price Waterhouse & Co, appointed by the Company and HIPL Registration no. 016844N			
17.	Methods of valuation	As per Valuation Report as attached		As per Valuation Report as attached	
18.	Fair value per shares	As per Valuation Report as attached		As per Valuation Report as attached	
19.	Exchange ratio	10 (Ten) equity shares of the face value of Rs.2/- (Rupees Two only) each of the Company shall be issued and allotted for every 74 (Seventy Four) equity shares of the face value of Rs.10/- (Rupees Ten only) each of HIPL			
20.	Name of Merchant Banker giving fairness opinion	Axis Capital Limited (appointed by the Company)			
21.	Shareholding pattern (Ambuja Cements Limited)	Pre		Post	
		No. of Shares	% of holding	No. of Shares	% of holding
	Promoter	780,308,553	50.55	1,214,056,361	61.12
	Public	728,627,252	47.19	737,524,197	37.13
	Custodian	34,827,481	2.26	34,827,481	1.75
	TOTAL	1,543,763,286	100.00	1,986,408,039	100.00



SR. No.	PARTICULARS	TRANSFEROR COMPANY	TRANSFeree COMPANY
22.	No. of shareholders	<ul style="list-style-type: none"> ▪ As on July 31, 2013, HIPL is a wholly owned subsidiary of HIL. Accordingly the entire shareholding in HIPL is held by HIL and Mr. Dinesh Kothari (who holds 1 share, with HIL being the beneficial owner of the share). ▪ As disclosed in our letter accompanied by the disclosure under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, dated July 24, 2013, the Company, HIL and HIPL have, on July 31, 2013, entered into an agreement pursuant to which the Company proposes to purchase from HIL, 1,36,56,92,423 (One Hundred Thirty Six Crores Fifty Six Lakhs Ninety Two Thousand and Four Hundred and Twenty Three) shares of HIPL with face value of Rs. 10/- (Rupees Ten Only), for for a consideration of Rs.25.63/- (Rupees Twenty Five and Sixty Three Paise Only) per share aggregating to Rs. 35,00,26,96,801.49/- (Rupees Three Thousand Five Hundred Crore Twenty Six Lacs Ninety Six Thousand Eight Hundred and One and Paise Forty Nine Only), on terms and conditions contained in the agreement, including receipt of necessary regulatory approval(s). 	As of 30 th June, 2013 there are 1,88,130 holder of equity shares and 6 holders of global depository receipts
23.	Names of the Promoters	HIL	<ul style="list-style-type: none"> ▪ HIL ▪ HIPL



SR. No.	PARTICULARS	TRANSFEROR COMPANY	TRANSFeree COMPANY
24.	Names of the Board of Directors	<ul style="list-style-type: none"> ▪ Mr. Thomas Aebischer; (Additional Director) ▪ Mr. Priya Shankar Dasgupta; (Director) ▪ Mr. Dinesh Chandra Kothari; (Director) ▪ Mr. Andreas Kranz; (Director) ▪ Mr. Mark Anatol Schmidt; (Director) ▪ Mr. Markus Bernard Peter Herbst; (Alternate to Mark Anatol Schmidt) ▪ Mr. Manish Agarwal (Additional Director) 	<ul style="list-style-type: none"> ▪ Mr. Narotam Sekhsaria, Chairman; ▪ Mr. Paul Hugentobler, Vice Chairman; ▪ Mr. Bernard Fontana; ▪ Mr. Rajendra Chitale; ▪ Mr. Nasser Munjee; ▪ Mr. Shailesh Haribhakti; ▪ Dr. Omkar Goswami; ▪ Mr. Haigreve Khaitan; ▪ Mr. B.L. Taparia; ▪ Mr. Ajay Kapur, Dy. Dy. Managing Director and CEO and ▪ Mr. Onne van der Weijde, Managing Director.
25.	Details regarding change in management control if any	<ul style="list-style-type: none"> ▪ There will be no change in the management control post amalgamation. ▪ HIPL will stand dissolved without winding up pursuant to the Scheme. 	

