

Ambuja Cement

ANNEXURE N

UNDERTAKING BY COMPANY SECRETARY OF THE COMPANY

To,

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051.

Dear Sir,

Sub: Application under Clause 24(f) of the Listing Agreement for the proposed Scheme of Amalgamation between Dirk India Private Limited (“DIPL”) and Ambuja Cements Limited (“Company”) under Sections 391-394, and other applicable provisions, if any, of the Companies Act, 1956 (“Scheme”)

In connection with the above application, we hereby confirm that:

- a) The proposed Scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing Agreement or the requirements of BSE Limited or the National Stock Exchange of India Limited.
- b) The draft Scheme together with all documents mentioned in SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular number CIR/CFD/DIL/8/2013 dated May 21, 2013 (which provides clarifications with respect to the aforementioned circular) has been disseminated on the Company's website as per website link given hereunder:

<http://www.ambujacement.com/investor-relations/scheme-of-amalgamation/DIPL>
- c) The Company shall disclose the observation letter of the designated stock exchange on its website within 24 hours of receiving the same.
- d) The documents filed by the Company with the National Stock Exchange of India Limited are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/ SEBI/ Reserve Bank of India, wherever applicable.



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AMBUJA CEMENTS LIMITED

Elegant Business Park, MIDC Cross Road 'B', Off Andheri Kurla Road, Andheri (E), Mumbai 400059.
Tel.: 022- 4066 7000 / 6616 7000, Fax: 022 - 6616 7711 / 4066 7711. Website: www.ambujacement.com
Regd. Off. : P. O. Ambujanagar, Taluka - Kodinar, Dist. Gir Somnath, Gujarat.
CIN: L26942GJ1981PLC004717

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- e) There will be no alteration in the share capital of DIPL from the one given in the draft Scheme. However, DIPL shall stand dissolved, without winding up, pursuant to the Scheme.

For **AMBUJA CEMENTS LIMITED**

Rajiv Gandhi

Rajiv Gandhi
Company Secretary and
Compliance Officer

Place: Mumbai

Date: 5th August, 2015



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