

Ref: DCS/AMAL/RT/24(f)/248/2013-14

September 17, 2013

The Company Secretary  
**Ambuja Cements Limited.**  
P. O. Ambujanagar,  
Taluka Kodinar, Junagadh ,  
Gujarat 362715

Dear Sir;

**Sub: Observation letter regarding the Scheme of Amalgamation of Holcim (India) Private Limited with the company.**

We refer to your draft Scheme of Arrangement under Sections 391 to 394 of the Companies Act, 1956 involving Scheme of Amalgamation of Holcim (India) Private Limited with the company.

The Exchange has noted the confirmation given by the Company stating that the 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 of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide the e-mail dated September 16, 2013 has given the following comment(s) on the draft scheme of arrangement:

- a) *" amalgamation of HIPL into ACL is a two part transaction, the first part is payment of cash consideration of Rs.3500 crores approximately (page 7 of the draft scheme of arrangement) through agreement dated July 31, 2013 and the second part is through the draft scheme of arrangement. Further, the agreement dated July31, 2013 shall not be acted upon unless the draft Scheme of Arrangement is approved as is evident from the terms of clause 5 of the said agreement and submitted by the company vide letter dated August 30, 2013 forwarded by NSE vide letter dated September 02, 2013.*
- b) *"the company shall duly comply with various provisions of the Circular."*
- c) *"In the interest of the minority shareholders and investors at large , the agreement dated July31, 2013(as mentioned in page 7 of the draft scheme of arrangement), has been treated as a part of the draft scheme of arrangement for the purpose of compliance with SEBI Circular CIR/CFD/DIL/5/2013 dated February 4, 2013 and clarificatory Circular CIR/CFD/DIL/8/2013 dated May 21, 2013.Accordingly, Para 7 of circular dated May 21, 2013 shall also be complied with separately for the said agreement dated July 31, 2013 and the draft scheme of Arrangement.*
- d) *"the company shall duly comply with all the requirements as per Part A, Annexure I of the Circular CIR/CFD/DIL/5/2013 dated February 4, 2013 and clarificatory Circular CIR/CFD/DIL/8/2013 dated May 21, 2013.*
- e) *"the Company is advised that all the information submitted by it including summary workings to the valuation report are disseminated from the date of this letter on the website of the company along with various documents submitted pursuant to the circular.*

f) *"the company shall bring the above comments to the notice of the Hon'ble court appropriately.*

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of arrangement.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,

  
Jayesh Ashtekar  
Manager

  
Bhuvana Sriram  
Deputy Manager