

Ambuja Cement

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.

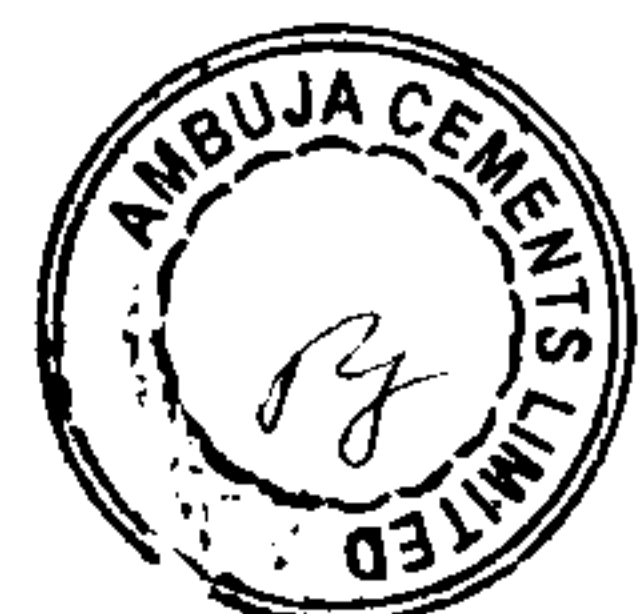
Dear Sir,

Sub: Application under Clause 24(f) of the Listing Agreement for the proposed Scheme of Amalgamation between Holcim (India) Private Limited (“HIPL”), Ambuja Cements Limited (“Company”) and their respective shareholders and creditors under Sections 391-394, read with Section 100 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) In the explanatory statement to be forwarded by the Company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, 1956 (if required) it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern;
 - ii) the “fairness opinion” obtained from an independent merchant banker on valuation of assets / shares done by the valuer for the Company and HIPL.
 - iii) the complaints report; and
 - iv) the observation letter issued by the stock exchange.
- c) 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:

https://www.ambujacement.com/scheme_amalgamation.php



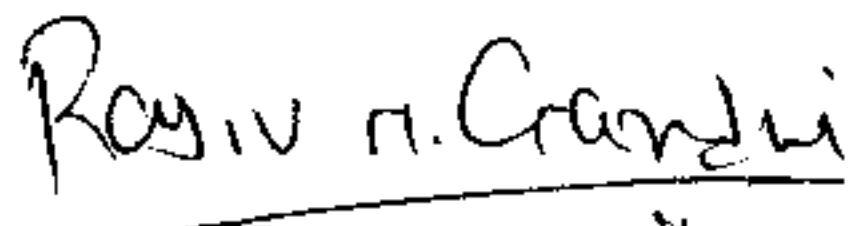
AMBUJA CEMENTS LIMITED

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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- d) The Company shall disclose the observation letter of the designated stock exchange on its website within 24 hours of receiving the same.
- e) The Company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the Company shall proceed with the draft Scheme only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
- f) The documents filed by the Company with the National Stock Exchange of India Limited are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/ SEBI/ Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the share capital of HIPL from the one given in the draft Scheme. However, HIPL shall stand dissolved, without winding up, pursuant to the Scheme.

For **AMBUJA CEMENTS LIMITED**



Rajiv Gandhi
Company Secretary and
Compliance Officer

Place: Mumbai

Date: 1st August, 2013



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