IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 256 OF 2011

In the matter of Sections 391 to 394 of the Companies Act, 1956

And

In the matter of ACC Limited, a Company incorporated under the Indian Companies Act, VII of 1913, having its Registered Office at "Cement House", 121, Maharshi Karve Road, Mumbai 400020, Maharashtra, India

And

In the matter of the Scheme of Amalgamation of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement And Additives Private Limited with ACC Limited

ACC Limited, a Company incorporated under the Indian Companies Act, VII of 1913 and having its Registered Office at "Cement House", 121, Maharshi Karve Road, Mumbai – 400020, Maharashtra, India;))))) …….Applicant Company

NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF ACC LIMITED, THE APPLICANT COMPANY

To,

The Members holding Equity Shares of ACC Limited, the Applicant Company

TAKE NOTICE that by an Order made on 29th April, 2011, the High Court of Judicature at Bombay has directed that a Meeting of the Equity Shareholders of ACC Limited, the Applicant Company, be convened and held on Wednesday, 1st June 2011 at 10.00 a.m. at Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400021, Maharashtra, India for the purpose of considering, and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement And Additives Private Limited with ACC Limited, the Applicant Company.

TAKE FURTHER NOTICE that in pursuance of the said Order, and as directed therein **a Meeting of the Equity Shareholders of the Applicant Company will be convened and held on Wednesday, 1st June 2011 at. 10.00 a.m. at Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400021,** which you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said Meeting in person or by proxy, provided that the proxy in the prescribed form duly signed by you or by your authorized representative is deposited at the Registered Office of the Applicant Company situated at "Cement House", 121, Maharshi Karve Road, Mumbai – 400020, Maharashtra, India; not later than forty-eight hours before the date of the Meeting.

The Hon'ble High Court of Judicature at Bombay has appointed Mr. R A Shah, Director of the Appliciant Company, failing him Mr. M L Narula, Director of the Applicant Company, failing him Mr. Kuldip Kaura, CEO & Managing Director of the Applicant Company and failing all, Mr Sanjay Asher, Partner, Crawford Bayley and Co., Adovcates and Solicitors appointed by the Applicant Company to be the Chairman of the said Meeting.

A copy each of the Scheme of Amalgamation, the Explanatory Statements under Section 173 and 393 of the Companies Act, 1956, Form of Proxy and Attendance Slip is enclosed.

Sd/-
Chairman appointed for the Meeting

Mumbai
Dated this 29th Day of April, 2011

Registered Office:
"Cement House", 121, Maharshi Karve Road,
Mumbai 400020, Maharashtra, India

Note:

1. All alterations made in the Form of Proxy should be initialled.
2. Only registered shareholders of the Applicant Company may attend and vote (either in person or by proxy or by Authorised Representative under Section 187 of the Companies Act, 1956) at the Equity Shareholders Meeting.

Enclosures: As above

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 256 OF 2011

In the matter of Sections 391 to 394 of the Companies Act, 1956
And
In the matter of ACC Limited, a Company incorporated under the Indian Companies Act, VII of 1913, having its Registered Office at "Cement House", 121, Maharshi Karve Road, Mumbai 400020, Maharashtra, India.
And
In the matter of the Scheme of Amalgamation of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement And Additives Private Limited with ACC Limited

ACC Limited, a Company incorporated under the Indian Companies Act, VII of 1913 and having its Registered Office at "Cement House", 121, Maharshi Karve Road, Mumbai – 400020, Maharashtra, India) …….Applicant Company

EXPLANATORY STATEMENTS UNDER SECTION 393 OF THE COMPANIES ACT, 1956

1. Pursuant to an Order dated 29th April 2011 passed by the Hon'ble High Court of Judicature at Bombay (the "Order") in the Company Summons for Direction No. 256 of 2011 referred to above, a Meeting of the Members holding Equity Shares of ACC Limited, the Applicant Company, has been ordered to be convened on Wednesday, 1st June 2011 at 10 a.m. at Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400021, Maharashtra, India, for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement and Additives Private Limited with ACC Limited (the "Scheme"). A certified copy of the Order is available for inspection at the Registered Office of the Applicant Company at "Cement House", 121, Maharshi Karve Road, Mumbai – 400020, Maharashtra, India; between 10.00 a.m. and 12 noon on any working day of the Company upto the date of the Meeting.

2. In this Statement, ACC Limited is hereinafter referred to as the "Applicant Company" or "ACC" or the "Transferee Company", Lucky Minmat Limited is hereinafter referred to as "LML" or the "1st Transferor Company", National Limestone Company Private Limited is hereinafter referred to as "National" or the "2nd Transferor Company" and Encore Cement And Additives Private Limited is hereinafter referred to as "Encore" or the "3rd Transferor Company" (hereinafter collectively known as ''Transferor Companies'').

3. The resolution to be submitted for approval of the Equity Shareholders of the Applicant Company at the said Meeting will read as follows:-

   "**RESOLVED THAT** the arrangement as embodied in the Scheme of Amalgamation of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement And Additives Private Limited with ACC Limited, placed before the Meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved.

   RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof constituted for this purpose be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects including in particular, to settle any questions, difficulties or doubts that may arise in this regard."

4. The Applicant Compnay was incorporated as a public limited company under the Indian Companies Act, VII of 1913 on 1st August 1936 in the name of "The Associated Cement Companies Limited" in the State of Maharashtra. The name of the Applicant Company was changed from "The Associated Cement Companies Limited" to "ACC Limited" pursuant to a Special Resolution passed at the Meeting of the Members of the Company and a fresh Certificate of Incorporation consequent upon the change of name was issued on 1st September 2006. The Applicant Company has its Registered Office situated at "Cement House", 121, Maharshi Karve Road, Mumbai 400020, Maharashtra, India.

5. The objects for which the Applicant Company has been established are set out in its Memorandum of Association Some of the main objects *interalia* include the following:

   i. "1. To purchase, take on lease, otherwise acquire the undertaking business and property or any part thereof of any company or companies carrying on business as manufacturers of cement in India or elsewhere, or any other business which the Company is entitled to carry on.

ii. *3. To carry on all or any of the businesses of manufacturers and sellers of and dealers and workers in cement of all kinds, concrete, asbestos, gypsum, coal, jute, hessian cloth, gunny bags, paper bags, lime, plasters, whiting, clay, bauxite, soapstone, ochres, paints, fixing materials, gravel, sand, bricks tiles, pipes, pottery, earthen ware, artificial stone and manufacturers', builders' and dyers' requisites and conveniences of all kinds.*

iii. *4. To carry on the business of miners, metallurgists, builders, contractors, engineers, merchants, importers and exporters and to buy, sell and deal in property of all kinds.*

iv. *6. To work mines or quarries and to prospect for, search for, find, win, get, work, crush, smelt, manufacture or otherwise deal with limestone, chalk, clay, ores, metal, minerals, oils, precious and other stones or deposits or products and generally to carry on the business of mining in all branches.*

v. *8. To search for ores and minerals, mine and grant licences for mining in or over any lands which may be acquired, or held by the Company, and to lease any such lands for building or other use.*

vi. *21. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company."*

6. The authorised, issued, subscribed and paid-up share capital of the Applicant Company as on 31st December 2010 was as under:

ACC Limited	
Particulars	**Amount in ₹**
Authorised	
22,50,00,000 Equity Shares of ₹ 10 each	225,00,00,000
10,00,00,000 Preference Shares of ₹ 10 each	100,00,00,000
Total	**325,00,00,000**
Issued	
18,87,93,243 Equity Shares of ₹ 10 each	188,79,32,430
Subscribed and Paid-up	
18,77,45,356 Equity Shares of ₹ 10 each fully paid	187,74,53,560

7. The Transferor Companies viz. LML, National and Encore are wholly owned subsidiaries of the Applicant Company.

8. LML the "1st Transferor Company" was incorporated as a private limited company under the Companies Act, 1956 on 8th September 1976 at Jaipur, Rajasthan in the name of "Lucky Minmat Private Limited". The name of LML was changed from "Lucky Minmat Private Limited" to "Lucky Minmat Limited" pursuant to a Special Resolution passed at the Meeting of the Members of that Company on 11th January 2008 and a fresh Certificate of Incorporation consequent upon the change of name on conversion to public limited company was issued on 12th March 2008.

9. LML has its Registered Office situated at G- 9/C Kabir Marg, Bani Park, Jaipur - 302016, Rajasthan, India.

10. The authorised, issued, subscribed and paid-up share capital of LML as on 31st December 2010 as per the balance sheet as on that date was as under:

Lucky Minmat Limited	
Particulars	**Amount in ₹**
Authorised	
3,25,000 Equity Shares of ₹ 100 each	3,25,00,000
Issued, Subscribed and Paid-up	
3,25,000 Equity Shares of ₹ 100 each (All the shares are held by ACC Limited, the Holding Company and its Nominees)	3,25,00,000

11. The objects for which LML has been established are set out in its Memorandum of Association . The main objects *interalia* include the following:

i. *"1. To buy, take on lease, or under license, concession, grant or otherwise acquire any mines, mining rights and metalliferrous lands in Rajasthan or elsewhere and any interest therein and explore, exercise, develop and to turn to account the same.*

ii. *2. To buy, crush, get, quarry, smelt, excavate, calcine, refine, dress, amalgamate, manipulate, prepare for market, manufacture, sell and deal in ore, metal, barytes, limestone, marble, dolomite, soapstone, white clay, china clay and other mineral substances of all kinds and varieties.*

iii. *3. To acquire or otherwise take on lease the limestone, marble and other mineral quarries and to excavate therefrom the limestone, marble and other minerals and to manufacture, sell, deal in lime in all its forms, calcium chloride, activated calcium, precipitated chalk and allied minerals, chemicals and their products and by-products."*

12. National, the "2nd Transferor Company" was incorporated as a private limited company under the Companies Act, 1956 on 23rd April 1981, at Jaipur.

13. National has its Registered Office situated at G- 9/C Kabir Marg, Bani Park, Jaipur - 302016, Rajasthan, India.

14. The authorised, issued, subscribed and paid-up share capital of National as on 31st December 2010 as per the balance sheet as on that date was as under:

National Limestone Company Private Limited	
Particulars	**Amount in ₹**
Authorised	
50,000 Equity Shares of ₹100 each	50,00,000
Issued, Subscribed and Paid-up	
8,650 Equity Shares of ₹100 each (All the Shares are held by ACC Limited, the Holding Company and its Nominees)	8,65,000

15. The objects for which National has been established are set out in its Memorandum of Association .The main objects *interalia* include the following:

i *"1. To acquire by lease, purchase, exchange, assign and to carry on all or any of the business of mining, refining, preparing, pumping and raising, digging, processing, extracting and metallurgical operations of all kinds of minerals and metals including limestone, marble, granite, graphite, asbestos, china clay, coal, silica sand, white clay, fire clay, barytes, felspar, quartz, dolomite, soapstone, mica, iron ore, copper, gypsum, lead, nickel, platinum, zinc, bauxite, tungston, diamonds, emerald, precious stones and other ores, metals and substances of every kind and description.*

ii *2. To erect, establish, construct, acquire by purchase or on lease or otherwise, run and operate any factory for the manufacture, production of, and to deal in, cement, lime, hydraulic binder, lime, plaster, clay tiles, roofing material, prefabricated material and other allied products with lime and cement base."*

16. Encore, the "3rd Transferor Company" was incorporated as a private limited company under the Companies Act, 1956 on 18th January 2006, at Hyderabad. Pursuant to the Order passed by the Company Law Board, Chennai Bench, dated 19th November 2010, the Registered Office of the Company was shifted from Andhra Pradesh to Maharashtra.

17. Encore has its Registered Office situated at "Cement House", 121, Maharshi Karve Road, Mumbai 400020, Maharashtra, India.

18. The authorised, issued, subscribed and paid-up share capital of Encore as on 31st December 2010 as per the balance sheet as on that date was as under:

Encore Cement and Additives Private Limited	
Particulars	**Amount in ₹**
Authorised	
55,00,000 Equity Shares of ₹ 10 each	5,50,00,000
Issued, Subscribed and Paid-up	
50,00,000 Equity Shares of ₹ 10 each (All the shares are held by ACC Limited, the Holding Company and its Nominees)	5,00,00,000

19. The objects for which Encore has been established are set out in its Memorandum of Association The main objects *interalia* include the following :

i *"1. To establish and carry on in India or elsewhere the business to produce, manufacture, treat, process, refine, prepare, import, export, purchase, sell, manipulate, finish, pack, repack, mix, grade, operate, and to act as brokers, agents, consultants, merchants, stockist, distributors, suppliers, providers, collaborators, consignors, C&F agents, indenting agents, del-credre agents, job workers, wholesalers, retailers, traders, concessionaires or otherwise to*

deal in all varieties, specifications, descriptions, applications & uses of cements, whether ordinary, white, coloured, pozzolana, alumina blast furnace, silica, lime, plaster of paris including Ground Granulated Blastfurnace Slag (GGBS), grey cement, Portland Cement, Portland Pozzolana Cement, Portland Slag Cement, Portland Rapid Hardening cement, repetix cement, water proof cement, masonry cement, lime pozzolana cement, sagole cement and other allied products.

ii *2. To quarry, mine, excavate, explore, extract, lift, handle, sort, blast, grade, dump, distribute, collect, buy, sell, import, export, treat, refine, prepare, manipulate, finish, pack, repack, transport, mix, store and to act as agent, broker, stockists, consultant, engineer, collaborator, consignor, franchisee, C&F agent, warehouser or otherwise deal in lime, clay, granite, sand, concrete, mortar, minerals, whiting, coke, fuel, gunny bags, hessian cloth, paper bags, HDPE bags, clinker, gypsum, limestone, sagile, consumables, substances and raw materials take land on lease or acquire, establish, operate, work and maintain quarries, mines, workshops and other works and to do all incidental acts and things necessary for the attainment of the above objects."*

20. It is proposed to amalgamate the Transferor Companies with the Applicant Company. Since the Transferor Companies are wholly owned Subsidiaries of the Applicant Company, no shares will be issued by the Applicant Company in consideration for the amalgamation and the shares held by the Applicant Company and its nominees in the Transferor Companies will stand cancelled upon the Scheme coming into effect. The Scheme envisages the amalgamation of LML, National and Encore with ACC, the Applicant Company resulting in consolidation of business in one entity viz. ACC.

21. On considering the facts, circumstances and benefits, the Board of Directors of the Applicant Company approved the Scheme on 3rd February 2011. The Board of Directors of LML and National have approved the Scheme on 27th January 2011 and the Board of Directors of Encore have approved the Scheme on 31st January 2011.

22. The Board of Directors of the Applicant Company and the Transferor Companies are of the view that the proposed amalgamation is in the best interests of all Companies so as to benefit from the synergies arising from the combination of business as proposed. The nature of operations of the Transferor Companies do not justify the running of the business on a standalone basis. Their amalgamation with the Applicant Company will enable the Applicant Company to use the resources of the Transferor Companies to further augment its cement business, reduce overheads and other common expenses facilitating administrative convenience and ensuring optimum utilization of available services and resources thereby creating better value for the shareholders of the Applicant Company.

23. The Applicant Company is a listed Company and its shares are listed on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Applicant Company had submitted the Scheme to the aforesaid Stock Exchanges and has received no-objection letters from the Bombay Stock Exchange Limited and National Stock Exchange of India Limited on 14th February 2011 for filing the Scheme of Amalgamation with the Hon'ble High Court of Judicature at Bombay.

24. The salient features of the Scheme are set out below:

i. The Scheme envisages the amalgamation of the Transferor Companies with the Applicant Company pursuant to Sections 391 to 394 and other relevant provisions of the Companies Act in the manner provided for in the Scheme.

ii. The Scheme provides that the Appointed Date shall be the 1st day of January 2011.

iii. The Effective Date for the Scheme means the last of the date on which the consents, approvals, permissions, resolutions and orders have been obtained or fulfilled.

iv. Undertaking shall mean and include:

(a) all the assets and properties of the Transferor Companies as on the Appointed Date i.e. all the undertakings, the entire business, all the properties (whether movable or immovable – freehold or leasehold, tangible or intangible), plant and machinery, buildings and structures, offices, residential and other premises, capital work in progress, furniture, fixture, office equipment, appliances, accessories, power lines, deposits, stocks, assets, investments of all kinds and in all forms, cash balances with banks, loans, advances, contingent rights or benefits, receivables, benefit of any deposits, financial assets, leases including mining leases, hire purchase contracts and assets, lending contracts, benefit of any security arrangements, reversions, powers, authorities, allotments, approvals, permissions, permits, quotas, rights, entitlements, guarantees, authorizations, approvals, agreements, contracts, leases, licenses, registrations, tenancies, benefits, of all taxes including but not limited to Minimum Alternate Tax ("MAT") paid under Section 115JA/115JB of the Income Tax Act, 1961 ("IT Act"), advance taxes and tax deducted at source, right to carry forward and set off unabsorbed losses and depreciation, MAT credit under the provisions of the IT Act, right to claim deductions under Section 90-IA of the IT Act including its continuing benefits; engagements, arrangements of all kinds, exemptions, benefits, incentives, privileges and rights under State tariff regulations and under various laws; loan agreements, titles, interests, trade and service names and marks, patents, copyrights, and other intellectual property rights to use and avail of telephones, telexes, facsimile, email, interest, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all agreements, all records, files, papers, computer

programmes, manuals, data, catalogues, sales and advertising materials, lists and other details of present and former customers and suppliers, customer credit information, customer and supplier pricing information and other records, and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Companies or which have accrued to the Transferor Companies as on the Appointed Date, whether in India or overseas, of whatsoever nature and wherever situated, (hereinafter referred to as the "Assets");

(b) all the debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date (hereinafter referred to as the "Liabilities");

(c) without prejudice to the generality of sub-clause (a) above, the Undertaking of the Transferor Companies shall include all the Transferor Company's Reserves, the movable and immovable properties, assets, including mining leases, lease-hold rights, tenancy rights, industrial and other licenses, permits, authorizations, quota rights, trade marks, patents and other industrial and intellectual properties, import quotas, telephones, telex, facsimile and other communication facilities, rights and benefits of all agreements, guarantees including guarantees given by the State Government(s), deeds, bonds, insurance policies and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals of whatsoever nature and wheresoever situate, belonging to or in the ownership, power or possession or control of the Transferor companies;

(d) all earnest monies and/or security deposits paid by the Transferor Companies.

v. The Scheme envisages the amalgamation of the Transferor Companies with the Applicant Company and the consequential cancellation of the entire share capital of the Transferor Companies currently held by the Applicant Company and its nominees.

vi. Other matters consequential or otherwise integrally connected with the Scheme include:

(a) The manner of vesting and transfer of the assets of the Transferor Companies in the Applicant Company.

(b) The transfer of contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature of the Transferor Company.

(c) The transfer of all consents, permissions, licenses, certificates, clearances, authorizations, powers of attorney given by, issued to or executed in favour of the Transferor Company.

(d) The transfer of debts, liabilities, duties and obligations of the Transferor Company (as on the appointed date).

(e) The transfer of all legal, taxation or other proceedings, whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against the Transferor Company.

(f) The manner in which the business of the Transferor Undertaking is to be carried on in trust by the Transferor Companies for the benefit of the Applicant Company from the appointed date till the effective date.

(g) The transfer of all the employees on the rolls of the Transferor Companies on the effective date to the Applicant Company on such date without any break or interruption in service and on terms and conditions as to remuneration no less favourable than those subsisting with reference to the Transferor Company as on the said date, and

(h) The dissolution without winding up of the Transferor Companies with effect from the appointed date on the effectiveness of the Scheme.

vii. The Scheme is conditional upon and is subject to

(a) The Scheme being approved by the requisite majority of the Members of the Transferor Companies and the Transferee Company as may be required under the Act and/or the orders of the High Court of Judicature at Mumbai and the High Court at Jaipur.

(b) The Scheme is sanctioned by the Hon'ble High Court of Judicature under Section 394 of the Act.

(c) The certified copy of the order(s) of the Hon'ble High Court sanctioning the Scheme is filed with the Registrar of Companies, Maharashtra at Mumbai and Rajasthan at Jaipur.

(d) Receipt of the approval from the relevant government authorities for transfer of assets of the Transferor Companies into the Transferee Company.

viii. In the event of this Scheme failing to take effect finally within such period or periods as may be decided by the Transferor Companies (by its Directors) and the Transferee Company (by its Directors), this Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se to or by the Parties or any one of them.

ix. In the event the Board of Directors of the Transferor Company and the Transferee Company, either through itself or through a committee appointed in this behalf, agree to proceed with the sanctioning of the Scheme in part, the Transferor Company and the Transferee Company shall proceed with the respective High Courts for sanctioning of the Scheme in part.

x. On the Scheme becoming effective, the Transferor Companies shall be dissolved without winding up in accordance with the provisions of Sections 391 to 394 of the Act.

The members are requested to read the entire text of the Scheme to get better acquainted with the provisions thereof as stated above. The aforesaid are only the salient features thereof.

25. There is no likelihood that any creditor of the Applicant Company would lose or be prejudiced as a result of the Scheme being passed, since no sacrifice or waiver is called for from them and no rights are sought to be modified in any manner. The Applicant Company would be able to meet the liabilities as they arise in the course of business. Hence the Scheme in no way adversely affects the interests of the creditors.

26. None of the Directors of the Applicant Company and the Transferor Companies is concerned and/or interested in the Scheme.

27. The following persons are the Directors of the Applicant Company as on 31st March 2011: Mr N S Sekhsaria, Chairman, Mr Paul Hugentobler, Deputy Chairman Mr Kuldip Kaura, CEO & Managing Director Mr S M Palia, Mr Naresh Chandra, Mr Markus Akermann, Mr M L Narula, Mr D K Mehrotra, Mr R A Shah, Mr Shailesh Haribhakti, Mr Aidan Lynam and Mr Sushil Kumar Roongta. None of the Directors hold shares in the Applicant Company. They are also not Directors on the Boards of the Transferor Companies.

28. The details of the Directors of the Transferor Companies and their shareholding in the respective Transferor Companies as on 31st March 2011 is as under:

Lucky Minmat Limited			
Serial No.	**Name of the Director**	**Number of Shares held**	**Shareholding in %**
1	Burjor D Nariman	-	-
2	Krishan Mohan Gupta	1	0.000003
3	Sankarsan Dasgupta	1	0.000003
4	Samar Bahadur Singh	1	0.000003

Note: The shares are held by the Directors in their capacity as nominees of ACC Limited and are held jointly with ACC Limited. The Directors do not have any beneficial interest in the said shares.

National Limestone Company Private Limited			
Serial No.	**Name of the Director**	**Number of Shares held**	**Shareholding in %**
1	Burjor D Nariman	-	-
2	Krishan Mohan Gupta	-	-
3	Sankarsan Dasgupta	-	-
4	Samar Bahadur Singh	-	-

Encore Cement and Additives Private Limited			
Serial No.	**Name of the Director**	**Number of Shares held**	**Shareholding in %**
1	Sunil Nayak	1	0.00002
2	Burjor D Nariman	1	0.00002
3	Vivek Chawla	-	-
4	CM Reddy	-	-

Note: The shares are held by the Directors in their capacity as nominees of ACC Limited and are held jointly with ACC Limited. The Directors do not have any beneficial interest in the said shares.

29. The shareholding pattern of the Applicant Company as on 31st March 2011 is as under:

Category	No of shares held	% of shareholding
Govt.{Central & State (s)}	2,87,815	0.15
Govt. Companies	280	0.00
Public Financial Institutions	2,62,79,415	14.00
Nationalised/Other Banks	4,07,953	0.22
Mutual Funds	23,17,649	1.23
Venture Capital	0	0.00
Foreign Holdings	2,97,07,881	15.82
Bodies Corporate	10,08,85,173	53.74
Directors/Relatives of Directors	0	0.00
Other top 50 shareholders (other than those listed above)	30,14,077	1.61
Others (Individuals)	2,48,45,113	13.23
Total	**18,77,45,356**	**100.00**

30. The pre and post shareholding pattern of the Transferor Compnaies as on 31st March 2011 is as under:

Lucky Minmat Limited				
Category	**Pre Arrangement**		**Post Arrangement**	
	No of shares held	**% of shareholding**	**No of shares held**	**% of shareholding**
Govt.{Central & State (s)}	0	0	0	0
Govt. Companies	0	0	0	0
Public Financial Institutions	0	0	0	0
Nationalised/Other Banks	0	0	0	0
Mutual Funds	0	0	0	0
Venture Capital	0	0	0	0
Foreign Holdings	0	0	0	0
Bodies Corporate (ACC Limited)	3,24,994	99.99	0	0
Directors/Relatives of Directors	3	0.005	0	0
Other top 50 shareholders (other than those listed above)	0	0	0	0
Others Individuals (Nominees of ACC Jointly with ACC)	3	0.005	0	0
Total	**3,25,000**	**100**	**0**	**0**

National Limestone Company Private Limited				
Category	**Pre Arrangement**		**Post Arrangement**	
	No of shares held	**% of shareholding**	**No of shares held**	**% of shareholding**
Govt.{Central & State (s)}	0	0	0	0
Govt. Companies	0	0	0	0
Public Financial Institutions	0	0	0	0
Nationalised/Other Banks	0	0	0	0
Mutual Funds	0	0	0	0
Venture Capital	0	0	0	0
Foreign Holdings	0	0	0	0
Bodies Corporate (ACC Limited)	8,648	99.99	0	0
Directors/Relatives of Directors	0	0	0	0
Other top 50 shareholders (other than those listed above)	0	0	0	0
Others Individuals (Nominees of ACC Jointly with ACC)	2	0.01	0	0
Total	**8,650**	**100**	**0**	**0**

Encore Cement And Additives Private Limited				
Category	**Pre Arrangement**		**Post Arrangement**	
	No of shares held	**% of shareholding**	**No of shares held**	**% of shareholding**
Govt.{Central & State (s)}	0	0	0	0
Govt. Companies	0	0	0	0
Public Financial Institutions	0	0	0	0
Nationalised/Other Banks	0	0	0	0
Mutual Funds	0	0	0	0
Venture Capital	0	0	0	0
Foreign Holdings	0	0	0	0
Bodies Corporate (ACC Limited)	49,99,998	99.99	0	0
Directors Jointly with ACC	2	0.01	0	0
Other top 50 shareholders (other than those listed above)	0	0	0	0
Others (Individuals)	0	0	0	0
Total	**50,00,000**	**100**	**0**	**0**

31. This statement may also be treated as an Explanatory Statement under Section 173 of the Companies Act, 1956.

32. A copy of the last Annual Report of the Applicant Company for the financial year ended 31st December, 2010 may be obtained from the Registered Office of the Applicant Company between 10.00 a.m. and 12.00 noon on any working day of the Company except Saturday.

Sd/-

Chairman appointed for the Meeting

Mumbai
Dated this 29th day of April 2011

Registered Office:
"Cement House", 121, Maharshi Karve Road,
Mumbai 400020, Maharashtra, India

Notes:

The following documents will be open for inspection at the Registered Office of the Applicant Company between 10.00 a.m. and 12 noon on any working day except Saturday prior to the date of the Meeting.

i Memorandum of Association and Articles of Association of ACC Limited

ii Audited Balance Sheet and Profit and Loss Account of ACC Limited for the year ended 31st December 2010.

iii Memorandum of Association and Articles of Association of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement And Additives Private Limited.

iv Audited Balance Sheet and Profit and Loss Account of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement And Additives Private Limited for the respective Companies financial year ended 31st December 2010.

v A copy of the Scheme of Amalgamation of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement and Additives Private Limited with ACC Limited.

vi A certified true copy of the Order passed by the Hon'ble High Court of Judicature at Bombay dated 29th April 2011 directing convening of the meeting of the Equity Shareholders of ACC Limited.

vii No Objection Letters received from Bombay Stock Exchange Limited and National Stock Exchange of India Limited both dated 14th February 2011 granting their no objection to the proposed Scheme of Amalgamation of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement And Additives Private Limited with ACC Limited.

SCHEME OF AMALGAMATION

OF

LUCKY MINMAT LIMITED,

NATIONAL LIMESTONE COMPANY PRIVATE LIMITED,

ENCORE CEMENT AND ADDITIVES PRIVATE LIMITED
(Collectively referred to as Transferor Companies)

INTO

ACC LIMITED
(Transferee Company)

PART I

BACKGROUND

(A) **Lucky Minmat Limited** (hereinafter referred to as "LML") was incorporated as a private limited company under the Companies Act, 1956 on 8th September 1976 at Jaipur, Rajasthan in the name of "Lucky Minmat Private Limited". The name of LML was changed from "Lucky Minmat Private Limited" to "Lucky Minmat Limited" pursuant to a Special Resolution passed at the Meeting of the Members on 11th January 2008 and a fresh Certificate of Incorporation consequent upon change of name on conversion to public limited company was issued on 12th March 2008. The Registered Office of LML is situated in the State of Rajasthan.

The main objects of LML are as follows:

i *"1. To buy, take on lease, or under license, concession, grant or otherwise acquire any mines, mining rights and metalliferrous lands in Rajasthan or elsewhere and any interest therein and explore, exercise, develop and to turn to account the same.*

ii *2. To buy, crush, get, quarry, smelt, excavate, calcine, refine, dress, amalgamate, manipulate, prepare for market, manufacture, sell and deal in ore, metal, barytes, limestone, marble, dolomite, soapstone, white clay, china clay and other mineral substances of all kinds and varieties.*

iii *3. To acquire or otherwise take on lease limestone, marble and other minerals quarries and to excavate therefrom the limestone, marble and other minerals and to manufacture, sell, deal in lime in all its forms, calcium chloride, activated calcium, precipitated chalk and allied minerals, chemicals and their products and by-products.*

(B) **National Limestone Company Private Limited** (hereinafter referred to as "National") was incorporated as a private limited company under the Companies Act, 1956 on 23rd April 1981, in Jaipur. The Registered Office of National is situated in the State of Rajasthan.

The main objects of National are as follows:

i *"1. To acquire by lease, purchase, exchange, assign and to carry on all or any of the business of mining, refining, preparing, pumping and raising, digging, processing, extracting and metallurgical operations of all kinds of minerals and metals including limestone, marble, granite, graphite, asbestos, china clay, coal, silica sand, white clay, fire clay, barytes, felspar, quartz, dolomite, soapstone, mica, iron ore, copper, gypsum, lead, nickel, platinum, zinc, bauxite, tungsten, diamonds, emerald, precious stones and other ores, metals and substances of every kind and description.*

ii *2. To erect, establish, construct, acquire by purchase or on lease or otherwise, run and operate any factory for the manufacture, production of, and to deal in, cement, lime, hydraulic binder, lime, plaster, clay tiles, roofing material, prefabricated material and other allied products with lime and cement base."*

(C) **Encore Cement and Additives Private Limited** (hereinafter referred to as "Encore") was incorporated as a private limited company under the Companies Act, 1956 on 18th January 2006, in Hyderabad. Pursuant to the Order passed by the Company Law Board, Chennai Bench, dated 19th November 2010, the Registered Office of the Company was shifted from Andhra Pradesh to Maharashtra. The Registered Office of Encore is situated within the State of Maharashtra. Encore's manufacturing unit is situated in The Special Economic Zone ("SEZ") in Visakhapatnam. Accordingly, Encore avails various benefits and incentives as granted to a SEZ unit and will comply with the terms and conditions as applicable to a SEZ unit.

The main objects of Encore are as follows:

i *"1. To establish and carry on in India or elsewhere the business to produce, manufacture, treat, process, refine, prepare, import, export, purchase, sell, manipulate, finish, pack, repack, mix, grade, operate, and to act as brokers, agents, consultants, merchants, stockist, distributors, suppliers, providers, collaborators, consignors, C& F agents, indenting agents, del-credre agents, job workers, wholesalers, retailers, traders, concessionaires or otherwise to deal in all varieties, specifications, descriptions, applications & uses of cements, whether ordinary, white, coloured, pozzolana, alumina, blast furnace, silica, lime, plaster of paris including Ground Granulated Blastfurnace Slag (GGBS), grey cement, Portland Cement, Portland Pozzolana Cement, Portland Slag Cement, Portland Rapid Hardening cement, repetix cement, water proof cement, masonry cement, lime pozzolana cement, sagole cement and other allied products.*

ii *2. To quarry, mine, excavate, explore, extract, lift, handle, sort, blast, grade, dump, distribute, collect, buy, sell, import, export, treat, refine, prepare, manipulate, finish, pack, repack, transport, mix, store and to act as agents, broker, stockists, consultants, engineer, collaborator, consignor, franchisee, C& F agents, warehouser or otherwise deal in lime, clay, granite, sand, concrete, mortar, minerals, whiting, coke, fuel, gunny bags, hessian cloth, paper bags, HDPE bags, clinker, gypsum, limestone, sagile, consumables, substances and raw materials take land on lease or acquire, establish, operate, work and maintain quarries, mines, workshops and other works and to do all incidental acts and things necessary for the attainment of the above objects.*

(D) **ACC Limited** (hereinafter referred to as "ACC" or the "Transferee Company"), was incorporated as a public limited company under the Indian Companies Act, VII of 1913 on 1st August 1936 in the name of "The Associated Cement Companies Limited" in the State of Maharashtra. The name of the Transferee Company was changed from "The Associated Cement Companies Limited" to "ACC Limited" pursuant to a Special Resolution passed at the Meeting of the Members of the Company held on 12th April 2006 and a fresh Certificate of Incorporation consequent upon change of name was issued on 1st September 2006. The Registered Office of the Transferee Company is situated in the State of Maharashtra.

Some of the main objects of the Transferee Company are as follows:

i *1 To purchase, take on lease, or otherwise acquire the undertaking business and property or any part thereof of any company or companies carrying on business as manufacturers of cement in India or elsewhere, or any other business which the company is entitled to carry on.*

ii *2 To carry on all or any of the businesses of manufacturers and sellers of and dealers and workers in cement of all kinds, concrete, asbestos, gypsum, coal, jute, hessian cloth, gunny bags, paper bags, lime, plasters, whiting, clay, bauxite, soapstone, ochres, paints, fixing materials, gravel, sand, bricks, titles, pipes, pottery, earthen ware, artificial stone, and manufacturers', builders' and dyers' requisites and conveniences of all kinds.*

RATIONALE

(E) The Scheme envisages the amalgamation of Encore Cement & Additives Private Limited, Lucky Minmat Limited and National Limestone Company Private Limited with ACC Limited resulting in consolidation of business in one entity viz. ACC Limited.

The nature of operations of LML, National and Encore the Transferor Companies, do not justify stand alone operations. Their amalgamation with ACC Limited will enable ACC Limited to use their resources to further augment its cement business, reduce overheads and other common expenses facilitating administrative convenience, ensure optimum utilization of available services and resources thereby creating better value for the shareholders of ACC Limited.

(F) The proposed amalgamation and vesting of LML, National and Encore with ACC, with effect from the Appointed Date is in the interest of the members, creditors, stakeholders and employees, as it would enable a focused business approach for the maximization of benefits to all stakeholders and for the purposes of synergies of business.

(G) This Scheme is divided into the following parts:

(a) Part I, which deals with the background and rationale of the Scheme;

(b) Part II, which deals with the definitions and financial position of the Transferor Companies and the Transferee Company;

(c) Part III, which deals with the amalgamation of the Transferor Companies into the Transferee Company;

(d) Part IV, which deals with the accounting treatment to the Transferor Companies and the Transferee Company under this Scheme;

(e) Part V, which deals with the general terms and conditions as applicable to this Scheme.

PART II

1. **DEFINITIONS**

In this Scheme, unless inconsistent with the meaning or context, the following expressions shall have the following meanings:-

1.1 **"Act"**means the Companies Act, 1956, including any statutory modifications, re-enactment or amendments thereof;

1.2 **"Appointed Date"** means 1st day of January, 2011;

1.3 **"Board of Directors"**in relation to respective Transferor Companies and/or Transferee Company, as the case may be, shall, unless it is repugnant to the context or otherwise, include a Committee of Directors or any person authorized by the Board of Directors or such Committee of Directors;

1.4 **"Court"** or the **"High Court"** means the Hon'ble High Court at Bombay and High Court of Rajasthan at Jaipur;

1.5 **"Effective Date"** means the date on which certified copy of the Order of the High Court at Bombay and Rajasthan sanctioning the Scheme is filed with the Registrar of Companies, Maharashtra at Mumbai and Registrar of Companies, Rajasthan at Jaipur;

1.6 **"Transferee Company"** means ACC Limited, a Company incorporated under the Indian Companies Act, VII of 1913, and having its Registered Office situated at "Cement House", 121, Maharshi Karve Road, Mumbai – 400020, Maharashtra, India;

1.7 **"LML"** means Lucky Minmat Limited, a Company incorporated under the Companies Act, 1956, having its Registered Office situated at G- 9/C Kabir Marg, Bani Park, Jaipur - 302016, Rajasthan, India and is one of the Transferor Companies;

1.8 **"National"** means National Limestone Company Private Limited, a Company incorporated under the Companies Act, 1956, having its Registered Office situated at G- 9/C Kabir Marg, Bani Park, Jaipur - 302016, Rajasthan, India and is one of the Transferor Companies.

1.9 **"Encore"** means Encore Cement and Additives Private Limited a Company incorporated under the Companies Act, 1956, having its Registered Office situated at "Cement House", 121, Maharshi Karve Road, Mumbai 400020, Maharashtra, India and is one of the Transferor Companies.

LML, National and Encore shall together be referred to as the Transferor Companies and individually as the Transferor Company or LML, National and Encore respectively.

1.10 **"Scheme" means this Scheme of Amalgamation in its present form submitted to the High Court for sanction or** with any modification(s) made under Clause 14 of this Scheme and/or any modification(s) approved or imposed or directed by the said High Court.

1.11 **"Stock Exchange"** shall have the same meaning as ascribed to it under the Securities Contract (Regulation) Act, 1956.

1.12 "**Undertaking**" shall mean and include :

a. all the assets and properties of the Transferor Companies as on the Appointed Date i.e. all the undertakings, the entire business, all the properties (whether movable or immovable – freehold or leasehold, tangible or intangible), plant and machinery, buildings and structures, offices, residential and other premises, capital work in progress, furniture, fixture, office equipment, appliances, accessories, power lines, deposits, stocks, assets, investments of all kinds and in all forms, cash balances with banks, loans, advances, contingent rights or benefits, receivables, benefit of any deposits, financial assets, leases including mining leases, hire purchase contracts and assets, lending contracts, benefit of any security arrangements, reversions, powers, authorities, allotments, approvals, permissions, permits, quotas, rights, entitlements, guarantees, authorizations, approvals, agreements, contracts, leases, licenses, registrations, tenancies, benefits, of all taxes including but not limited to Minimum Alternate Tax ("MAT") paid under Section 115JA/115JB of the Income Tax Act, 1961 ("IT Act"), advance taxes and tax deducted at source, right to carry forward and set off unabsorbed losses and depreciation, MAT credit under the provisions of the IT Act, right to claim deductions under Section 90-IA of the IT Act including its continuing benefits; engagements, arrangements of all kinds, exemptions, benefits, incentives, privileges and rights under State tariff regulations and under various laws; loan agreements, titles, interests, trade and service names and marks, patents, copyrights, and other intellectual property rights to use and avail of telephones, telexes, facsimile, email, interest, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all agreements, all records, files, papers, computer programmes, manuals, data, catalogues, sales and advertising materials, lists and other details of present and former customers and suppliers, customer credit information, customer and supplier pricing information and other records, and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or

granted in favour of or held for the benefit of or enjoyed by the Transferor Companies or which have accrued to the Transferor Companies as on the Appointed Date, whether in India or abroad, of whatsoever nature and wherever situated, (hereinafter referred to as the "Assets");

b. all the debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date (hereinafter referred to as the "Liabilities");

c. without prejudice to the generality of sub-Clause (a) above, the Undertaking of the Transferor Companies shall include all the Transferor Company's Reserves, the movable and immovable properties, assets, including mining leases, lease-hold rights, tenancy rights, industrial and other licenses, permits, authorizations, quota rights, trade marks, patents and other industrial and intellectual properties, import quotas, telephones, telex, facsimile and other communication facilities, rights and benefits of all agreements, guarantees including guarantees given by the State Government(s), deeds, bonds, insurance policies and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals of whatsoever nature and wheresoever situate, belonging to or in the ownership, power or possession or control of the Transferor companies;

d. all earnest monies and/or security deposits paid by the Transferor Companies.

1.13 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act, the Securities Contract Regulation Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or reenactment thereof from time to time.

2. SHARE CAPITAL

2.1 The Authorised, Issued, Subscribed and Paid-up Share Capital of LML as on December 31 2010 was as under:-

Lucky Minmat Limited	
Particulars	**Amount in ₹**
Authorised	
3,25,000 Equity Shares of ₹ 100 each	3,25,00,000
Issued, subscribed and paid-up	
3,25,000 Equity Shares of ₹ 100 each (All the shares are held by ACC Limited, the Holding Company and its Nominees)	3,25,00,000

2.2 The Authorised, Issued, Subscribed and Paid-up Share Capital of National as on December 31 2010 was as under:-

National Limestone Company Private Limited	
Particulars	**Amount in ₹**
Authorised	
50,000 Equity Shares of ₹100 each	50,00,000
Issued, Subscribed and paid-up	
8650 Equity Shares of ₹100 each (All the Shares are held by ACC Limited, the Holding Company and its Nominees)	8,65,000

2.3 The Authorised, Issued, Subscribed and Paid-up Share Capital of Encore as on December 31 2010 was as under:-

Encore Cements and Additives Private Limited	
Particulars	**Amount in ₹**
Authorised	
55,00,000 Equity Shares of ₹ 10 each	5,50,00,000
Issued, subscribed and paid-up	
50,00,000 Equity Shares of ₹ 10 each (All the shares are held by ACC Limited, the Holding Company and its Nominees)	5,00,00,000

2.4 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferee Company as on December 31 2010 was as under:-

ACC Limited	
Particulars	**Amount in ₹**
Authorised	
22,50,00,000 Equity Shares of ₹ 10 each	2,25,00,00,000
10,00,00,000 Preference Shares of ₹ 10 each	1,00,00,00,000
Total	**3,25,00,00,000**
Issued	
18,87,93,243 Equity Shares of ₹ 10 each	1,88,79,32,430
Subscribed and paid-up	
18,77,45,356 Equity Shares of ₹ 10 each fully paid	1,87,74,53,560

2.5 The existing Equity Shares of the Transferee Company are listed on National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The Equity Shares of the Transferor Companies are not listed on any Stock Exchange.

2.6 The Transferor Companies are wholly owned subsidiaries of the Transferee Company. The entire Share Capital of each of the Transferor Companies is owned by Transferee Company.

PART- III

3. TRANSFER AND VESTING

3.1 With effect from the Appointed Date and upon this Scheme coming into effect, the Transferor Companies shall stand amalgamated with and be vested in the Transferee Company, as a going concern, without any further act or instrument and pursuant to the provisions of Sections 391 to 394 of the Act, together with all the properties, assets, rights, liabilities, benefits and interest therein, as more specifically described in the subsequent clauses of this Scheme.

3.2 With effect from the Appointed Date, the entire business and the whole of the Undertaking of the Transferor Companies shall, without any further act or deed, be and shall stand transferred to and vested in or deemed to have been transferred to or vested in the Transferee Company as a going concern, pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Act.

3.3 With effect from the Appointed Date, and subject to any corrections and adjustments as may be required, in the opinion of the Board of Directors of the Transferee Company, the Reserves and Surplus if any, of the Transferor Companies will be merged with those of the Transferee Company in the same form and nomenclature as they appeared in the financial statements of the Transferor Companies, except as stated elsewhere in the Scheme.

3.4 Any legal or other proceedings by or against Transferor Companies pending on the Effective Date and relating to the Undertaking (including property rights, powers, liabilities, obligations and duties) of Transferor Companies shall be continued and enforced by or against the Transferee Company, in the same manner and to the same extent as it would or might have been continued and enforced by or against Transferor Companies.

3.5 It is expressly provided that in respect of such of the assets of the Transferor Companies as are moveable in nature or are otherwise capable of being transferred by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Companies by physical delivery and shall become the property of the Transferee Company pursuant to the provisions of Sections 391 of the Act.

3.6 In respect of such of the Assets other than those referred to in sub-Clause 3.5 above, they shall, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred and vested in the Transferee Company pursuant to the provisions of Sections 391 to 394 of the Act and shall form an integral part of the Undertaking.

3.7 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Companies to carry out or perform all such formalities or compliance referred to above on the part of the Transferor Companies to be carried out or performed.

3.8 With effect from the Appointed Date, all liabilities, debts, duties and obligations of the Transferor Companies shall, without any further act or deed, also stand transferred to the Transferee Company, pursuant to the applicable provisions of the Act, so as to become as from the Appointed Date, the liabilities, debts, duties and obligations of the Transferee Company.

3.9 Upon the coming into effect of the Scheme, benefits of all taxes paid including but not limited to MAT paid under Section 115JA/115JB of the IT Act, advance taxes and tax deducted at source, right to carry forward and set off unabsorbed losses and depreciation, MAT credit under the provisions of the IT Act, right to claim deductions under Section 80-IA of the IT Act including its continuing benefits, by the Transferor Companies from the Appointed Date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the Transferee Company as effectively as if the Transferee Company had paid the same and shall be deemed to be the rights/claims of the Transferee Company. All unavailed credits, set offs, claims for refunds under any State VAT Acts, CST Acts, Central Excise and Service Tax provisions or any other State or Central statutes regardless of the period to which they may relate, shall stand transferred to the benefit of and shall be available in the hands of the Transferee Company without restrictions under the respective provisions.

3.10 All secured and unsecured debts, (whether in Rupees or in foreign currency), all liabilities whether provided for or not in the books of the Transferor Companies, duties and obligations of the Transferor Companies alongwith any charge, encumbrance, lien or security thereon (hereinafter referred to as the "said Liabilities") shall be and stand transferred to and vested in or deemed to have been transferred to and vested in the Transferee Company, so as to become the debts, liabilities, duties and obligations of the Transferee Company, and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause. It is clarified that in so far as the assets of the Transferor Companies are concerned, the security or charge over such assets or any part thereof, relating to any loans, debentures or borrowing of the Transferor Companies shall without any further act or deed continue to relate to such assets or any part thereof, after the Effective Date and shall not relate to or be available as security in relation to any or any part of the assets of the Transferee Company, save to the extent warranted by the terms of the existing security arrangements to which any of the Transferor Companies and the Transferee Company are parties, and consistent with the joint obligations assumed by them under such arrangement.

3.11 All the properties including freehold & leasehold properties, leases, mining leases/ rights/concessions, estates, assets, rights, titles, interests, benefits, licenses, approvals, permissions and authorities etc. as described in Clause 1.12 (a) accrued to and/or acquired by the Transferor Companies after the Appointed Date, shall have been and deemed to have accrued to and/or acquired for and on behalf of the Transferee Company and shall, upon the coming into effect of the Scheme, pursuant to the provisions of Section 394 of the Act and without any further act, instrument or deed, be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Transferee Company to that extent and shall become the properties, leases, estates, assets, rights, titles, interests, benefits, licenses, approvals, permissions and authorities etc. of the Transferee Company.

3.12 All loans raised and utilized and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Transferor Companies after the Appointed Date, shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date.

3.13 All inter party transactions between the Transferor Companies and the Transferee Company as may be outstanding on the Appointed Date or which may take place subsequent to the Appointed Date and prior to the Effective Date, shall be considered as intra party transactions for all purposes from the Appointed Date. Any loans or other obligations, if any, due inter-se i.e. between the Transferor Companies and the Transferee Company as on the Appointed Date, and thereafter till the Effective Date, shall stand automatically extinguished.

4. ALTERATIONS / AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF TRANSFEREE COMPANY

With respect to the Transferee Company, upon this Scheme becoming effective:

4.1 With effect from the Effective Date, without following any further procedure as laid in Section 149(2A) and other applicable provisions of the Act, the Transferee Company shall be deemed to be authorised to commence such business as laid down in the Objects Clause of the Memorandum of Association of the Transferor Companies.

5. NO ISSUE OF SHARES BY THE TRANSFEREE COMPANY

Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company, on amalgamation, neither any consideration will be paid nor any shares shall be issued by the Transferee Company to any person in consideration of or consequent upon the amalgamation and the shares of the Transferor Companies held by the Transferee Company shall stand extinguished upon the Scheme becoming effective.

6. DIVIDEND

The Transferee Company shall be entitled to declare and pay dividend, if any, to its shareholders prior to the Effective Date.

7. DIRECTORS

Upon the Scheme finally coming into effect, the Directors of the Transferor Company shall cease to be the Directors of the Transferor Company.

8. TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE

8.1 With effect from the Appointed Date and upto and including the Effective Date:

(i) the Transferor Companies shall be deemed to have been carrying on and shall carry on all business and activities relating to the Undertaking and stand possessed of the properties so to be transferred, for and on account of and in trust for the Transferee Company, including but without limitation to the manufacture and sale of cement and mining and sale of limestone/ masonry stone payment of advance income tax and subsequent installments of income tax, sales tax, excise and other statutory levies, etc.

(ii) all incomes, profits, benefits and incentives accruing to the Transferor Companies expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by them relating to the Undertaking shall, for all purposes, be treated as the incomes, profits, benefits and incentives or losses, as the case may be, of the Transferee Company;

8.2 The Transferor Companies do hereby undertake, from the Appointed Date upto and including the Effective Date –

(i) to carry on the business of the Undertaking with reasonable diligence and business prudence and not to borrow, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Undertaking or any part thereof, nor to undertake any new business or a substantial expansion of its existing business except with the prior written consent of the Transferee Company.

(ii) not to utilise the profits, if any, relating to the Undertaking for the purposes of declaring or paying any dividend in respect of the period falling on and after the Appointed Date without obtaining the prior approval of the Transferee Company.

9. TRANSFEROR COMPANIES STAFF, WORKMEN AND EMPLOYEES

On and from the Effective Date:

9.1 All employees of the Transferor Companies on the rolls of the respective Transferor Companies on the Effective Date shall become the employees of the Transferee Company on such date without any break or interruption in service and on terms and conditions not less favourable than those on which they are respectively engaged by the Transferor Companies as on the Effective Date.

9.2 The accumulated balances standing to the credit of the employees of the Transferor Companies on the Effective Date in the Provident Fund, Gratuity Fund, Superannuation Fund and/or other Funds and including any surplus in any such Funds created or existing for the benefit of the employees of the Transferor Companies shall be identified, determined and transferred to the corresponding funds of the Transferee Company in due course.

10. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

10.1 Subject to other provisions of this Scheme, the Transferee Company shall accept all acts, deeds and things relating to the Undertaking of the Transferor Companies done and executed by and/or on behalf of the Transferor Companies on or after the Appointed Date as acts, deeds and things done and executed by and/or on behalf of the Transferee Company.

10.2 Subject to other provisions of this Scheme, all contracts, deeds, bonds, agreements, leases, mining leases, rights and concessions, insurance policies and other instrument of whatsoever nature relating to the Undertaking to which the

Transferor Companies are a party and subsisting or having effect on or before the Effective date shall be in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually, as if, instead of the Transferor Companies, the Transferee Company had at all material times been a party thereto.

10.3 On this Scheme finally taking effect as aforesaid:

(i) All the agreements, guarantees, approvals, consents, permissions, licenses, sanctions, leases including mining leases/ rights and concessions and the like entered into with and/or given by, as the case may be, the various State Governments, statutory or regulatory body or agencies or third parties with respect to LML, National and Encore shall, without any further act, deed, matter or thing, stand transferred to and vested in ACC;

(ii) The Transferor Companies shall stand dissolved without winding up.

11. LEGAL PROCEEDINGS

If any suit, writ petition, appeal, revision or other proceedings of whatever nature (hereinafter called the "Proceedings") by or against the Transferor Companies be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking of the Transferor Companies or of anything contained in the Scheme, but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.

PART IV

12. ACCOUNTING TREATMENT

Upon the Scheme becoming effective:

12.1 The Transferee Company shall record the assets and liabilities of the Transferor Companies vested in it in terms of the Scheme at the book values or fair market values as the case may be, and in the same form as appearing in the books of the Transferor Companies, to the extent possible keeping in mind the accounting policies followed by the Transferee Company. The Transferee Company shall record in its books of account, all the transactions of the Transferor Companies in respect of assets, liabilities, income and expenses at its book value from the Appointed Date to the Effective Date.

12.2 The inter-company balances, if any, shall stand cancelled.

12.3 The identity of statutory reserves of the Transferor Companies, if any, shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner in which they appeared in the financial statements of the Transferor Companies, prior to this Scheme becoming effective.

12.4 The balances in the Profit & Loss Account and the Free Reserves Account of the Transferor Companies shall be carried as the balances in the respective accounts of the Transferee Company.

12.5 The difference between the value of respective investments carried in the books of the Transferee Company and the "Net Book Value" of the assets of the respective Transferor Companies, shall be treated as goodwill or capital reserve as the case may be, in the books of the Transferee Company, and dealt with in accordance with the accounting standard AS-14 issued by the Institute of Chartered Accountants of India.

12.6 Subject to provisions of this Scheme, the Transferee Company shall abide by standard AS-14 issued by the Institute of Chartered Accountants of India.

12.7 The amalgamation of Transferor Companies with the Transferee Company in terms of this Scheme shall take place with effect from the Appointed Date and shall be in accordance with the provisions of Section 2(1B) of the Income Tax Act, 1961.

PART V

13. APPLICATION TO THE HIGH COURT

On the Scheme being agreed to by the requisite majority of the Members of the Transferor Companies and the Transferee Company, the Transferor Companies and the Transferee Company shall respectively and/or jointly with reasonable dispatch, apply to the respective High Courts for sanctioning this Scheme of Amalgamation under Sections 391 to 394 of the Act and for an order or orders under Section 394 of the Act for carrying this Scheme into effect.

14. MODIFICATIONS / AMENDMENTS TO THE SCHEME

14.1 The Transferor Companies (by its respective Board of Directors) and the Transferee Company (by its Board of Directors or a Committee appointed by the Board of Directors) may, in their full and absolute discretion, assent to any alterations or modifications in this Scheme which the Court may deem fit to approve or impose and may give such directions as they may consider necessary to settle any questions or difficulty that may arise under the Scheme or in regard to its implementation or in any matter connected therewith (including any question or difficulty arising in connection with any deceased or insolvent shareholder of the respective Company). In the event that any conditions are imposed by the said High Courts which the Transferor Companies or the Transferee Company find unacceptable for any reason whatsoever then the Transferor Companies and/or the Transferee Company shall be entitled to withdraw from the Scheme.

14.2 For the purpose of giving effect to the Scheme or to any modification thereof, the Board of Directors or a Committee appointed by the Board of the Transferee Company are hereby authorized to give such directions and / or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

15. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

The Scheme is conditional upon and is subject to:

(i) The Scheme being agreed to by the respective requisite majority of the Members of the Transferor Companies and the Transferee Company and the requisite order or orders referred to in Clause 13 hereof being obtained;

(ii) The sanction of the Scheme by the High Court under Sections 391 and 394 of the Act;

(iii) The certified copies of the orders of the Hon'ble Court referred to in Clauses 13 above being filed with the Registrar of Companies, Maharashtra at Mumbai and Rajasthan at Jaipur.

(iv) Any other sanction or approval of any governmental or regulatory authority, as may be considered necessary and appropriate by the respective Board of Directors of the Transferor Companies and the Transferee Company, being obtained and granted in respect of any of the matters for which such sanction or approval is required.

16. EFFECTIVE DATE OF THE SCHEME

16.1 This Scheme shall become effective when all the following conditions are fulfilled:

(i) The Scheme being approved by the requisite majority of the Members of the Transferor Companies and the Transferee Company as may be required under the Act and/or the orders of the High Court.

(ii) The Scheme is sanctioned by the Hon'ble High Court of Judicature under Section 394 of the Act.

(iii) The certified copy of the order(s) of the Hon'ble High Court sanctioning the Scheme is filed with the Registrar of Companies, Maharashtra at Mumbai and Rajasthan at Jaipur.

(iv) receipt of the approval from the relevant government authorities for transfer of assets of the Transferor Companies into the Transferee Company.

17. SCHEME RENDERED NULL AND VOID

17.1 This Scheme although comes into operation from the Appointed Date shall not become effective until the last of the date on which the last of the aforesaid consents, approvals, permissions, resolutions and orders as mentioned in Clause 15 shall be obtained or passed. The last of such dates shall be the "Effective Date" for the purpose of this Scheme.

17.2 In the event of this Scheme failing to take effect finally within such period or periods as may be decided by the Transferor Companies (by its Directors) and the Transferee Company (by its Directors), this Scheme shall become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se to or by the Parties or any one of them.

17.3 In the event the Board of Directors of the Transferor Company and the Transferee Company, either through itself or through a committee appointed in this behalf, agree to proceed with the sanctioning of the Scheme in part, the Transferor Company and the Transferee Company shall proceed with the High Courts Order for sanctioning of the Scheme in part.

18. OPERATIVE DATE OF THE SCHEME

The Scheme, although operative from the Appointed Date, shall become effective from the Effective Date.

19. DISSOLUTION OF THE TRANSFEROR COMPANIES

On the Scheme becoming effective, the Transferor Companies shall be dissolved without winding up in accordance with the provisions of Sections 391 to 394 of the Act.

20. EXPENSES CONNECTED WITH THE SCHEME

20.1 Save and except as provided elsewhere in the Scheme, all costs, charges taxes, levies and other expenses including registration fee of any deed, in relation to or in connection with negotiations leading upto the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of the Scheme shall be borne and paid for by the Transferee Company.

20.2 In the event that this Scheme fails to take effect within such period or periods as may be decided by the Transferor Companies (by its Board of Directors) and the Transferee Company (by its Board of Directors), or the scheme is rendered null and void in terms of Clause 17 of this Scheme then, the Transferor Companies and Transferee Company shall bear their own costs and expenses incurred by them, in relation to or in connection with the Scheme.

21. GENERAL TERMS AND CONDITIONS

21.1 The Transferor Companies and the Transferee Company shall, with all reasonable dispatch, make all applications / petitions under Section 391 and 394 and other applicable provisions of the Act to the respective Courts for the sanctioning of the Scheme and obtain all approvals and consents as may be required under the law or any agreement.

21.2 The respective Board of Directors of the Transferor Companies and the Transferee Company may empower any Committee or any individual director or officer of the Company to discharge all or any of the powers and functions, which the said Board of Directors are entitled to exercise and perform under the Scheme.

21.3 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Transferee Company and the Transferor Companies and their respective members and/or creditors, and the terms and conditions of this Scheme, the latter shall prevail.

21.4 If any part of this Scheme is invalid, ruled illegal by any court or authority of competent jurisdiction or unenforceable under the present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part. All costs, charges, expenses including any taxes and duties of the Transferor Company and the Transferee Company respectively in relation to or in connection with this Scheme or incidental to the completion of amalgamation of the Transferor Companies in pursuance to this Scheme shall be borne and paid for by the Transferee Company.

21.5 In the event any one Company cannot be amalgamated, the Scheme shall be operative in respect of the other Companies.

ACC LIMITED

Registered Office: "Cement House", 121, Maharshi Karve Road, Mumbai 400020, Maharashtra, India

Please complete the attendance slip and hand it over at the entrance of the meeting hall.

ATTENDANCE SLIP

I hereby record my presence at the Court Convened Meeting of the Equity Shareholders of the Company, **on Wednesday, the 1st day of June, 2011 at 10.00 a.m. at Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021,** convened pursuant to the Order of the Hon'ble High Court of Judicature at Bombay dated 29th April 2011.

NAME OF THE MEMBER / PROXY	
FOLIO NO.	
DP ID / CLIENT ID NO.	
NUMBER OF SHARES HELD	
SIGNATURE OF THE MEMBER(S) OR PROXY	

NOTE:

1. Shareholders who come to attend the Meeting are requested to bring with them a copy of the Scheme of Amalgamation.

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 256 OF 2011

In the matter of Sections 391 to 394 of the Companies Act, 1956

And

In the matter of ACC Limited, a Company incorporated under the Indian Companies Act, VII of 1913, having its Registered Office at "Cement House", 121, Maharshi Karve Road, Mumbai 400020, Maharashtra, India

And

In the matter of the Scheme of Amalgamation of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement And Additives Private Limited with ACC Limited

ACC Limited, a Company incorporated under the Indian Companies Act, VII of 1913 and having its Registered Office at "Cement House", 121, Maharshi Karve Road, Mumbai – 400020, Maharashtra, India;)))) …….Applicant Company

FORM OF PROXY

I/We the undersigned, the Equity Shareholders of ACC Limited, the Applicant Company, do hereby appoint Mr./ Ms _____._____ of _____ and failing him/her _____ _____ of __ _____ as my/our Proxy to act for me/us at the Court convened Meeting of the Equity Shareholders of the Applicant Company to be held on Wednesday, the 1st day of June, 2011 at 10.00 a.m. at Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021 for the purpose of considering, and, if thought fit, approving, with or without modification(s), the compromise or arrangement embodied in the Scheme of Amalgamation of Lucky Minmat Limited, National Limestone Company Private Limited and Encore Cement And Additives Private Limited into ACC Limited (the "Scheme of Amalgamation"), and at such meeting and any adjournment/adjournments thereof, to vote, for me/us and in my/our name(s) _____ (here, "if for" insert "for" "if against" insert "against" and in the latter case, strike out the words below after "Scheme") the said Scheme either with or without modification(s) as my/our proxy may approve.

Dated this ___ day of _____ 2011

Signature _____

Folio No. /I.D. No.:
Name :
Address:

Affix Revenue Stamp

NOTE:

1. The Proxy need not be a member of the Applicant Company.
2. The Proxy in the prescribed form must be deposited atleast 48 hours prior to the time of the court convened meeting at the Registered Office of the Applicant Company at "Cement House", 121, Maharshi Karve Road,
3. Mumbai 400020, Maharashtra, India.
4. Any alteration made in the Form of Proxy should be initialled.