

POWER OF ATTORNEY

(To be executed on a Non Judicial Stamp Paper of adequate value and to be attested by a Notary Public)

KNOW ALL MEN BY THESE PRESENTS AS FOLLOWS:

1. That the following companies have formed a consortium for purchasing the unit(s) (listed in annexure appended hereto and hereinafter referred to as **“Units”**) of Cement Corporation of India Limited (**“CCI”**):

(i) _____, a
_____ (status
of the Member) incorporated under the
_____ (applicable law), and
having its registered office/ place of business at _____
_____ (hereinafter

referred to **“First Member / Lead Member”**, which expression shall mean and include its successors and assigns);

(ii) _____, a
_____ (status of the
Member) incorporated under the
_____ (applicable law), and having its
registered office/ place of business at

(hereinafter referred to **“Second Member”**, which expression shall mean and include its successors and assigns);

(iii) _____, a
_____ (status
of the Member) incorporated under the
_____ (applicable law), and having its
registered office/ place of business at

(hereinafter referred to **“Third Member”**, which expression shall mean and include its successors and assigns);

(iv) _____, a
_____ (status of the
Member) incorporated under the
_____ (applicable law), and
having its registered office/ place of business at

(hereinafter referred to **“Fourth Member”**, which expression shall mean and include its successors and assigns); and

(v) _____, a
_____ (status of the
Member) incorporated under the
_____ (applicable law), and
having its registered office/ place of business at

(hereinafter referred to **“Fifth Member”**, which expression shall mean and include its successors and assigns);

The First Member, Second Member, Third Member, Fourth Member and the Fifth Member are hereinafter collectively referred to as the **“Consortium”**.

The Second Member, Third Member, Fourth Member and the Fifth Member are hereinafter collectively referred collectively to as the **“Members”**.

2. That by the consent of all the members of the Consortium, the First Member has been appointed the Lead Member. The Members hereby appoint the Lead Member as their true and lawful attorney for them, in their name and on their behalf to do, execute and perform the following acts, deeds and things:

- (i) To submit for and on behalf of the Consortium, the Expression of Interest, proposal(s), application(s) etc., with CCI, SBI Capital Markets Limited (“**SBI Caps**”), and / or IFCI Ltd. (“**IFCI**”) and for this purpose sign, execute, make and file any applications, affidavits, undertakings, indemnities and declarations, etc.;
- (ii) To receive notices, orders, letters, original letters of approval etc. issued by CCI, SBI Caps and/ or IFCI and to respond to such notices and letters and / or provide oral or written clarifications.
- (iii) To represent the Consortium in all the meetings related to the purchase of Units to be held with CCI, SBI Caps and / or IFCI and / or their representatives, agents, legal advisors or any such persons acting for and on behalf of CCI, SBI Caps and / or IFCI in connection with the sale of the Units.
- (iv) To represent the Consortium in submitting the financial bids in response to the Request For Proposal or any other document issued by SBI Caps for inviting financial bids, to participate in the e-Auction to submit financial bid and to sign, execute and deliver all such writings, documents as may be required.
- (v) To execute, affirm and deliver and to present for registration all applications, clarifications, agreements, documents etc., as may be required in this regard.

The Members do hereby agree to ratify and confirm that all acts, deeds and things lawfully and bonafide done, taken or effected by the Lead Member as such attorney in exercise of the power, authorities and liberties hereby conferred upon, under and by virtue of these presents.

IN WITNESS WHEREOF, the Members have signed this Power of Attorney at _____ on this the day of _____ 2013.