

Ambuja Cement

Ref: ACL/SEC

12th August, 2016

To,

1.	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No. C/1, G Block Bandra - Kurla Complex Bandra (East) Mumbai - 400 051 NSE Scrip Code: AMBUJACEM	2.	BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street Fort Mumbai - 400 001 BSE Scrip Code: 500425
3.	Societe de la Bourse de Luxembourg, Avenue de la Porte Neuve L-2011 Luxembourg B.P 165 FAX No. 00352 473298 "Luxembourg Stock Ex-Group ID" <ost@bourse.lu>	4.	Deutsche Bank Trust Company Americas Winchester House 1 Great Winchester Street London EC2N 2DB, FAX No. +44207547 6073 Ctas Documents <ctas.documents@db.com>
5.	ACC Limited Cement House 121, Maharshi Karve Road, Mumbai - 400 020 India		

Dear Sir,

Sub: Disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to (a) the completion of the purchase of 24% shares of Holcim (India) Private Limited (HIPL) by Ambuja Cements Limited (ACL) from Holderind Investments Limited, and (b) the scheme of amalgamation between Ambuja Cements Limited and Holcim (India) Private Limited and their shareholders and creditors, under Sections 391 to 394 read with Section 100 and other applicable provisions of the Companies Act, 1956 ("Scheme"), which has been sanctioned by both the Hon'ble High Court of Gujarat and the Hon'ble High Court of Judicature at Delhi on March 18, 2014 and which is effective from August 12, 2016, please find attached herewith the disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of shareholding of ACC Ltd. by ACL pursuant to merger of HIPL into ACL.

This is for your information and records.

For AMBUJA CEMENTS LIMITED

Rajiv M. Gandhi

Rajiv Gandhi
Company Secretary
Attached: a/a



AMBUJA CEMENTS LIMITED

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Regd. Off. : P. O. Ambujanagar, Taluka - Kodinar, Dist. Gir Somnath, Gujarat.
CIN: L26942GJ1981PLC004717

**Disclosures under Regulation 29(1) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Part A – Details of the Acquisition

Name of the Target Company (TC)	ACC Limited ("ACC")
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Ambuja Cements Limited ("ACL") Persons acting in concert with ACL: Holderind Investments Ltd ("HIL"), LafargeHolcim Ltd Switzerland (formerly known as Holcim Ltd), Holderfin B.V., Holpac Limited.
Whether the acquirer belongs to Promoter/Promoter group	Yes. In terms of Regulation 2(1)(t) of the Takeover Regulations, 'promoter group' is defined to include both, any subsidiary or holding company of the promoter. The shareholding pattern of ACC filed with BSE Limited and National Stock Exchange of India Limited for the quarter ending 30th June 2016 discloses HIL as the promoter of ACC. The shareholding pattern of ACL filed with BSE Limited and National Stock Exchange of India Limited for the quarter ending 30th June 2016 discloses that HIL holds more than 50% shares of ACL and is the promoter of ACL. The ultimate holding company for each of HIL, ACC and ACL is LafargeHolcim Ltd (formerly known as Holcim Ltd).
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited

Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	9,45,25,120*	50.34% (As of June 30, 2016)	50.34% (As of June 30, 2016)
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil



d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	9,45,25,120	50.34% (As of June 30, 2016)	50.34% (As of June 30, 2016)
Details of acquisition			
a) Shares carrying voting rights acquired	9,39,84,120	50.05%	50.05%
b) VRs acquired otherwise than by equity shares	Nil	Not applicable	Not applicable
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Not applicable	Not applicable
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	Not applicable	Not applicable
e) Total (a+b+c+d)	9,39,84,120	50.05%	50.05%

After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	9,45,25,120 ^{##}	50.34%	50.34%
b) VRs otherwise than by equity shares	Nil	Not applicable	Not applicable
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Not applicable	Not applicable
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	Not applicable	Not applicable
e) Total (a+b+c+d)	9,45,25,120	50.34%	50.34%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Transfer effected pursuant to merger of HIPL into ACL. ^{##}		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Please see note 2 below.		
Date of acquisition of / date of receipt of intimation of allotment of shares/VR/warrants/	The acquirer has acquired equity shares and therefore this clause is not applicable. The equity shares acquired by ACL are <i>pari passu</i> to the other equity shares of ACC.		
	Date of share transfer: August 11, 2016 Date of effectiveness of Scheme: August 12,		



convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC	2016 ^{##} Please see Note 2 below.
Equity share capital / total voting capital of the TC before the said acquisition	18,77,87,263 shares of Rs. 10 each
Equity share capital/ total voting capital of the TC after the said acquisition	18,77,87,263 shares of Rs. 10 each
Total diluted share/voting capital of the TC after the said acquisition	18,77,87,263 shares of Rs. 10 each

Notes:

[#] Note 1:

Prior to the acquisition, ACL did not hold any shares directly in ACC. The promoter group of ACC consisted of HIPL (which held 9,39,84,120 shares constituting 50.05% of the paid up capital of ACC) and HIL (which held 5,41,000 shares constituting 0.29% of the paid up capital of ACC). Prior to the merger, both HIL and HIPL were promoters of ACL. ACL was and remains a subsidiary of HIL and HIL continues to be the promoter of ACL. LafargeHolcim Ltd (formerly known as Holcim Ltd Switzerland) was and continues to remain the Ultimate Holding Company of ACL. The details of the PACs is also disclosed herein.

^{##} Note 2:

(a) On August 11, 2016, ACL completed the purchase of 24% shares of HIPL.

(b) Pursuant to the scheme of amalgamation ("Scheme") between ACL and HIPL and their shareholders and creditors under Sections 391 to 394 read with Section 100 and other applicable provisions of the Companies Act, 1956, which has been sanctioned by the High Court of Gujarat and the High Court of Judicature at Delhi on March 18, 2014, HIPL stands amalgamated with ACL with effect from August 12, 2016, and all the assets of HIPL, including its 50.05% shareholding in ACC are transferred to ACL. The appointed date under the Scheme is April 1, 2013.

(c) Please note that pursuant to the effectiveness of the Scheme, the shares of ACC which were earlier held by HIPL (where HIL held the majority shareholding) are now held by ACL (where HIL holds a majority shareholding). LafargeHolcim Ltd continues to remain the Ultimate Holding Company and part of the promoter group of ACL.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 31(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC

For AMBUJA CEMENTS LIMITED

Rajiv Gandhi

Rajiv Gandhi
Company Secretary

Place: Mumbai



Date: August 12, 2016

**Disclosures under Regulation 29(1) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Place: Mumbai
Date: 12TH August, 2016

Rajiv N. Gandhi
Rajiv Gandhi
Company Secretary

