

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(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

This disclosure is being made by Ambuja Cements Limited(ACL) on behalf of Holcim (India) Private Limited ("HIPL"), which has ceased to exist pursuant to the Scheme (as defined below), in relation to the change in HIPL's stake in ACC Limited(ACC).

Pursuant to 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 Hon'ble High Court of Judicature at Delhi on March 18, 2014 and which is effective from August 12, 2016, HIPL stands amalgamated into ACL and all the assets of HIPL, including its shareholding in ACC, are transferred to ACL. Please find attached herewith the disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and records.

For AMBUJA CEMENTS LIMITED

Rajiv Gandhi
Rajiv Gandhi
Company Secretary



Attached: a/a

AMBUJA CEMENTS LIMITED

Elegant Business Park, MIDC Cross Road 'B', Off Andheri Kurla Road, Andheri (E), Mumbai 400059.
Tel.: 022- 4066 7000 / 6616 7000, Fax: 022 - 6616 7711 / 4066 7711. Website: www.ambujacement.com
Regd. Off. : P. O. Ambujanagar, Taluka - Kodinar, Dist. Gir Somnath, Gujarat.
CIN: L26942GJ1981PLC004717

**Disclosures under Regulation 29(2) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

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: 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, Switzerland (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/disposal 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/ disposal under consideration, holding of:			
a) Shares carrying voting rights	9,39,84,120	50.05% (as of June 30, 2016)	50.05% (as of June 30, 2016)
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	Nil	Not applicable	Not applicable
c) Voting rights (VR) otherwise than by shares	Nil	Not applicable	Not applicable
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding	Nil	Not applicable	Not applicable



in each category)			
e) Total (a+b+c+d)	9,39,84,120	50.05% (as of June 30, 2016)	50.05% (as of June 30, 2016)
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	9,39,84,120	50.05%	50.05%
b) VRs acquired/sold otherwise than by 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/sold	Nil	Not applicable	Not applicable
d) Shares encumbered/invoked/released by the acquirer	Nil	Not applicable	Not applicable
e) Total (a+b+c+/-d)	9,39,84,120	50.05%	50.05%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	9,39,84,120 [#]	50.05%	50.05%
b) Shares encumbered with the acquirer	Nil	Not applicable	Not applicable
c) VRs otherwise than by shares	Nil	Not applicable	Not applicable
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) after acquisition	Nil	Not applicable	Not applicable
e) Total (a+b+c+d)	9,39,84,120	50.05%	50.05%
Mode of acquisition/sale (e.g. open market / off market/ public issue/ rights issue / preferential allotment / inter-se transfer etc.)	Transfer under a scheme of amalgamation		
Date of acquisition of / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	August 12, 2016 [#] Please see Note 1 below.		
Equity share capital / total voting capital of the TC before the said acquisition/sale	18,77,87,263 shares of Rs. 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	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		

[#] **Note 1:** (a) 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 on March 18, 2014.

HIPL stands amalgamated with ACL with effect from August 12, 2016, and all the assets of HIPL, including its shareholding in ACC are transferred to ACL.

The appointed date under the Scheme is April 1, 2013. Therefore, the shareholding of HIPL in ACC is now being held by ACL. ACL and HIL would qualify as PACs of HIPL for the purposes of this transaction and therefore their shareholding in ACC (ACL (which holds 9,39,84,120 shares



in each category)			
e) Total (a+b+c+d)	9,39,84,120	50.05% (as of June 30, 2016)	50.05% (as of June 30, 2016)
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	9,39,84,120	50.05%	50.05%
b) VRs acquired/sold otherwise than by 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/sold	Nil	Not applicable	Not applicable
d) Shares encumbered/invoked/released by the acquirer	Nil	Not applicable	Not applicable
e) Total (a+b+c+/-d)	9,39,84,120	50.05%	50.05%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	9,39,84,120 [#]	50.05%	50.05%
b) Shares encumbered with the acquirer	Nil	Not applicable	Not applicable
c) VRs otherwise than by shares	Nil	Not applicable	Not applicable
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) after acquisition	Nil	Not applicable	Not applicable
e) Total (a+b+c+d)	9,39,84,120	50.05%	50.05%
Mode of acquisition/sale (e.g. open market / off market/ public issue/ rights issue / preferential allotment / inter-se transfer etc.)	Transfer under a scheme of amalgamation		
Date of acquisition of / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	August 12, 2016 [#] Please see Note 1 below.		
Equity share capital / total voting capital of the TC before the said acquisition/sale	18,77,87,263 shares of Rs. 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	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		

[#] *Note 1: (a) 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 on March 18, 2014.*

HIPL stands amalgamated with ACL with effect from August 12, 2016, and all the assets of HIPL, including its shareholding in ACC are transferred to ACL.

The appointed date under the Scheme is April 1, 2013. Therefore, the shareholding of HIPL in ACC is now being held by ACL. ACL and HIL would qualify as PACs of HIPL for the purposes of this transaction and therefore their shareholding in ACC (ACL (which holds 9,39,84,120 shares



constituting 50.05% of the paid up capital of ACC) and HIL (which held 0.29% of the paid up capital of ACC) is disclosed herein.

(b) 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 (formerly known as Holcim Ltd) continues to remain the Ultimate Holding Company and part of the promoter group of ACL.

This disclosure is being made by ACL on behalf of HIPL.

(*) 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 N. Gandhi

Rajiv Gandhi
Company Secretary

