Holderind Investments Ltd

Level 3B
31, Cybercity
Ebene, Mauritius
Direct: +230 465 5418
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Fax: +230 465 6529

Ref:

August 12, 2016

To,

1.	**National Stock Exchange of India Ltd.** Exchange Plaza, 5th 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.	**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 has reference to disclosures dated July 24, 2013 and August 1, 2013 made by Ambuja Cements Limited. In furtherance to the same, we note as follows:

(a) Pursuant to an acquisition agreement dated July 31, 2013, entered into between Holderind Investments Limited ("**HIL**"), Ambuja Cements Limited ("**ACL**"), and Holcim (India) Private Limited ("**HIPL**"), ACL had agreed to purchase 1,365,692,423 shares of HIPL from HIL (which amounts to 24% stake in HIPL ("**Share Acquisition Transaction**"). The Share Acquisition Transaction was completed on August 11, 2016; and

(b) Pursuant to the scheme of amalgamation 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 ("**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 with ACL, and all the assets of HIPL, including its shareholding in ACC are transferred to ACL, and HIL holds a majority shareholding, being 61.14% of the paid up share capital of ACL.

Prior to the aforementioned transactions, HIL held 100% of the paid up share capital of HIPL, and HIPL held 50.05% of the paid up share capital of ACC. Pursuant to closing of the Share Acquisition Transaction and the Scheme coming into effect, there has been a decrease in the indirect shareholding interest of HIL in ACC.

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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 **HOLDERIND INVESTMENTS LIMITED**

Mausha

NIRAJ BANSAL
AUTHORISED SIGNATORY

HOLDERIND INVESTMENT LTD. MAURITIUS

Attached: a/a

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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**") Please refer to #Note 1 below. **Persons acting in concert**: Holderind Investments Ltd ("HIL"), LafargeHolcim Limited (formerly known as Holcim Limited, Switzerland), Holderfin B.V., Holpac Limited. Please note that this disclosure is not being made pursuant to any direct disposal of stake of HIL in ACC. Pursuant to the closing of the Share Acquisition Transaction and the Scheme coming into effect, the shares of ACC which were earlier held by HIPL (where HIL held 100% of the paid up capital of HIPL) are now held by ACL (where HIL holds 61.14% of the paid up share capital of ACL). Accordingly, there has been a decrease in the indirect shareholding interest of HIL in ACC, which has reduced from 50.05% to 30.60% of the paid up capital of ACC. There is no change in the direct shareholding of HIL in ACC, which continues to be 0.29% of the paid up capital of ACC. The total shareholding interest of HIL in ACC stands reduced from 50.34% to 30.89%.		
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 Limited (formerly known as Holcim Limited, Switzerland).		
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			

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under consideration, holding of:			
a) Shares carrying voting rights	9,45,25,120 Note: *Prior to closing of the Share Acquisition Transaction and Scheme coming into effect, ACL did not hold any shares directly in ACC. HIL held 100% of HIPL, which in turn held 9,39,84,120 shares constituting 50.05% of the paid up capital of ACC. Separately HIL, by itself, held 5,41,000 shares constituting 0.29% of the paid up capital of ACC.*	50.34% (as of June 30, 2016)	50.22% (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 in each category)	Nil	Not applicable	Not applicable
e) Total (a+b+c+d)	9,45,25,120	50.34% (as of June 30, 2016)	50.22% (as of June 30, 2016)
Details of ~~acquisition~~/sale			
a) Shares carrying voting rights ~~acquired~~/sold	[#] Please refer to Note 1 below		
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

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d) Shares encumbered/invoked/released by the acquirer	Nil	Not applicable	Not applicable
e) Total (a+b+c+/-d)	# Please refer to Note 1 below		
After the ~~acquisition/sale~~, holding of:			
a) Shares carrying voting rights	# Please refer to Note 1 below		
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)	# Please refer to Note 1 below		
Mode of ~~acquisition~~/sale (e.g. open market / off market/ public issue/ rights issue / preferential allotment / inter-se transfer etc.)	# Please refer to Note 1 below.		
Date of ~~acquisition of /~~ sale of shares~~/ VR or date of receipt of intimation of allotment of shares, whichever is applicable~~	Share Acquisition Transaction – August 11, 2016 Effective date of the merger – August 12, 2016		
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) On August 11, 2016, ACL completed the purchase of 24% shares of HIPL from HIL.

*(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*

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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.

(c) *Please note that pursuant to the effectiveness of the Scheme the shares of ACC which were earlier held by HIPL (HIL held 100% of the paid up capital of HIPL) are now held by ACL (HIL holds 61.14% of the paid up share capital of ACL)). Accordingly, there has been a decrease in the indirect shareholding interest of HIL in ACC, which has reduced from 50.05% to 30.60% of the paid up capital of ACC. There is no change in the direct shareholding of HIL in ACC, which continues to remain at 0.29% of the paid up capital of ACC. The total shareholding interest of HIL in ACC stands reduced from 50.34% to 30.89%.*

This disclosure is being made by HIL.

(*) 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 **HOLDERIND INVESTMENTS LIMITED**

Name: MANISH AGARWAL
Designation: Authorised Signatory
Date: 12/8/2016.
Place: Mumbai

HIRAJ BANSAL
AUTHORISED SIGNATORY
12/8/2016
Mumbai