

Ambuja Cement

August 6th, 2013

Ref: ACL:SEC:

To,

1. National Stock Exchange of India Mumbai - 400 051 NSE Scrip Code: AMBUJACEM	2. BSE Limited Corporate Relationship Department
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

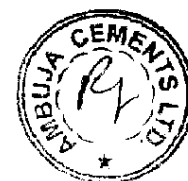
Dear Sir,

Sub: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code") – Report to Stock Exchanges in respect of acquisition made in reliance upon exemption provided for in Regulation 10 of the Takeover Code

Please find attached disclosure being made by Ambuja Cements Limited ("Company") in prescribed format under Regulation 10(6) of the Takeover Code.

In terms of Regulation 10(6) of the Takeover Code, where any acquisition is made pursuant to exemption provided under Regulation 10, the acquirer is to file a report with the stock exchanges where the shares of the target company are listed, in such form as may be specified, not later than 4 days from the acquisition. Regulation 2(1)(b) of the Takeover Code defines 'acquisition' to mean directly or indirectly, acquiring or agreeing to acquire shares or voting rights in, or control over, a target company.

The Company, Holderind Investments Ltd., Mauritius and Holcim (India) Private Limited have entered into an acquisition agreement on July 31, 2013 pursuant to which the Company has agreed to purchase 1,36,56,92,423 shares aggregating to 24% of the paid up share capital of Holcim (India) Private Limited from Holderind Investments Ltd. for a consideration of Rs. 25.63/- per share aggregating to Rs.35,00,26,96,801.49/-, on terms & conditions set out therein, including receipt of necessary regulatory approval(s). This disclosure is being made pursuant to the execution of the aforementioned acquisition agreement on July 31, 2013 and is being made in relation to ACC Limited, wherein Holcim (India) Private Limited holds 50.01% of the share capital.



AMBUJA CEMENTS LIMITED

Elegant Business Park, MIDC Cross Road 'B', Off Andheri - Kuria Road, Andheri (E), Mumbai - 400 059
Tel. : (91-22) 6616 7000 / 4066 7000, Fax : (91-22) 6616 7711 / 4066 7711
Regd. Off. : P. O. Ambuja Nagar, Taluka - Kodinar, Dist. - Junagadh, Gujarat

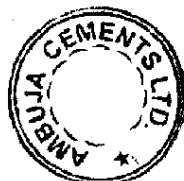
Ambuja Cement

This is for your information and records.

For AMBUJA CEMENTS LIMITED

Rajiv M. Gandhi

Rajiv Gandhi
Company Secretary and Compliance Officer



Attached: a/a

AMBUJA CEMENTS LIMITED

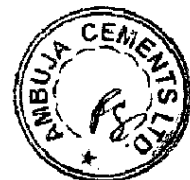
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**Disclosure under Regulation 10(6) –
Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption
provided for in Regulation 10 of Securities and Exchange Board of India (Substantial
Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	ACC Limited ("ACC") [#] Please note that there is no direct or indirect acquisition of shares or voting rights in ACC. Please refer to note 1 below.
2.	Name of the acquirer(s)	Ambuja Cements Limited ("ACL") ^{##} Please note that there is no direct or indirect acquisition of shares or voting rights in ACC by ACL. Please refer to notes 2, 3 and 4 below.
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and the National Stock Exchange of India Limited
4.	Details of the transaction including rationale if any for	The acquisition agreement relates to the purchase of 1,36,56,92,423 shares (constituting 21% of the share capital of both ACC and ACL. HIPL is currently a wholly owned subsidiary of HIL (5,69,03,85,094 shares of HIPL are held by HIL and 1 share is held by Dinesh Kothari (for the beneficial interest of HIL)). There will be no direct acquisition of shares of ACC by ACL. This is being undertaken as part of an intra group restructuring.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	<u>Regulation 10(1)(a)(iii), which states that:</u> The following acquisitions shall be exempt from the obligation to make an open offer under Regulation 3 and Regulation 4 subject to fulfilment of the conditions stipulated therefor- (a) acquisition pursuant to inter se transfer of shares amongst qualifying persons, being (i) ... (ii) ... (iii) a company, its subsidiaries, its holding company, other subsidiaries of such holding company, persons holding not less than 50% of the equity shares of such company, other companies in which such persons hold not less than 50% of the equity shares, and their subsidiaries subject to control over such qualifying persons being exclusively held by the same persons.



6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes Yes July 24, 2013	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5) Please refer to note 3 below.	Whether the disclosures under regulation 10(5) are actually made
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	ACL will not acquire any shares in ACC directly, but will acquire 1,36,56,92,423 shares (constituting 24% of the share capital) in HIPL which holds 9,38,88,120 shares of ACC.	Yes
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	ACL will not acquire any shares in ACC directly, but will acquire 24% of the share capital of HIPL which holds 50.01% of the share capital of ACC.	Yes
e.	Price at which shares are proposed to be acquired/ actually acquired	Not applicable as there is no direct acquisition of shares of ACC. However, please note that the shares of HIPL are being purchased at Rs. 25.63/- (Rupees Twenty Five and Sixty Three Paise Only) per share.	Yes
8.	Shareholding details####	Pre - Transaction	Post - Transaction



		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	(a) Each Acquirer/ Transferee(*)	N/A	N/A	N/A	N/A
	(b) Each Seller/ Transferor	N/A	N/A	N/A	N/A

Note:

(*) Shareholding of each entity shall be shown separately and then collectively in a group.

The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers. In case of receipt of necessary regulatory approval(s), hereafter, ACC may be considered as the 'target company' for the purposes of this disclosure.

Note 2: In our view, the purchase by ACL of 1,36,56,92,423 (One Hundred Thirty Six Crores Fifty Six Lacs Ninety Two Thousand Four Hundred Twenty Three) shares of HIPL from HIL under the acquisition agreement executed on July 31, 2013 between ACL, HIL and HIPL will not lead to an indirect acquisition of ACC in terms under Regulation 5 of the Takeover Code. However, this disclosure is being made by way of abundant caution.

Note 3: In terms of Regulation 10(6) of the Takeover Code, where any acquisition is made pursuant to exemption provided under Regulation 10, the acquirer is to file a report with the stock exchanges where the shares of the target company are listed, in such form as may be specified, not later than 4 days from the acquisition. Regulation 2(1)(b) of the Takeover Code defines 'acquisition' to mean directly or indirectly, acquiring or agreeing to acquire shares or voting rights in, or control over, a target company. The Company, Holderind Investments Ltd., Mauritius and Holcim (India) Private Limited have entered into an acquisition agreement on July 31, 2013 pursuant to which the Company has agreed to purchase 1,36,56,92,423 shares aggregating to 24% of the paid up share capital of Holcim (India) Private Limited from Holderind Investments Ltd. for a consideration of Rs. 25.63/- per share aggregating to Rs.35,00,26,96,801.49/-, on terms & conditions set out therein, including receipt of necessary regulatory approval(s). This disclosure is being made pursuant to the execution of the aforementioned acquisition agreement on July 31, 2013 and is being made in relation to ACC Limited, wherein Holcim (India) Private Limited holds 50.01% of the share capital.

Note 4: There will be no change in the shareholding of ACC post the transaction. However, the shareholding of the holding company of ACC, viz, HIPL will undergo change.

For AMBUJA CEMENTS LIMITED

Rajiv R. Gandhi

Rajiv Gandhi

Date: August 6th 2013

