

**BNY MELLON**

TRANSMITTAL SHEET

TO:
The Listing Department**FROM:**
Nicholas R. Darrow
Sr. Vice President**COMPANY:**
National Stock Exchange of India Ltd.**DATE:**
13 FEBRUARY 2013**ADDRESS:**
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051,
India**TOTAL NO. OF PAGES INCLUDING COVER:**
3

FAX : +91-22-2659 8237 or 38

RE: Holdings in The India Cements Limited

This is with reference to the captioned matter, please find attached herewith report for disclosure under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (the "**Takeover Code**").

This disclosure relates to events of 12 February 2013.

This package was also faxed to the above-mentioned fax number for your reference and was also filed with The Bombay Stock Exchange and The India Cements Limited.

Please let me know if you have any questions.

Regards,


Nicholas R. Darrow

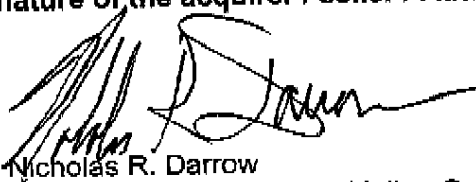
Annexure-B**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1. Name of the Target Company (TC)		The India Cements Limited	
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer		The Bank of New York Mellon Corporation on behalf of Mellon Capital Management Corporation and The Boston Company Asset Management LLC.	
3. Whether the acquirer belongs to Promoter/Promoter group		N/A	
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed		Bombay Stock Exchange; National Stock Exchange	
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition/disposal under consideration, holding of :</u>			
a) Shares carrying voting rights	41,245,605	13.43%	13.43%
b) Voting rights (VR) otherwise than by shares	N/A	N/A	N/A
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	N/A	N/A	N/A
Total (a+b+c)	41,245,605	13.43%	13.43%

Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	603,930	0.20%	0.20%
b) VRs acquired /sold otherwise than by shares	N/A	N/A	N/A
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.	N/A	N/A	N/A
Total (a+b+c)	603,930	0.20%	0.20%
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	13 February 2013 (For event taking place on 12 February 2013)		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	307,178,657		
9. Equity share capital / total voting capital of the TC after the said acquisition / sale	307,178,657		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	307,178,657		

(*) 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.

Signature of the acquirer / seller / Authorised Signatory



By: Nicholas R. Darrow

Place: The Bank of New York Mellon Corporation
One Mellon Center Room 2840
Pittsburgh, PA 15258 USA

Date: 13 February 2013