

DURGA CEMENT WORKS

A Unit of Andhra Cements Limited

May 17, 2014

Bombay Stock Exchange Limited

25 Floor P J Towers,
Dalal Street, Fort
Mumbai – 400 001

National Stock Exchange of India Ltd.

Plot No. C/1, G-Block
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400051

Dear Sirs,

Sub : Information pursuant to Regulation 10(6) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations 2011

Enclosed here with notice received from Jaypee Development Corporation Ltd., Please take this as notice from us in compliance with pursuant to Regulation 10(6) of SEBI Substantial Acquisition of Shares & Takeover) Regulations 2011

Thanking you,

Yours faithfully,
For Andhra Cements Ltd.



G. Tirupathi Rao
Company Secretary

Encl : as above

CIN : L26942AP1936PLC002379



Regd. Office &
Factory

ANDHRA CEMENTS LIMITED

Durga Cement Works, Durgapuram, Srinagar (Po),
Dachepalli - 522414, Guntur District, Andhra Pradesh
Ph: +91 - 8649 - 257428-29, Fax : +91 - 8649 - 257449

May 17, 2014

BSE Limited

25th Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001

The Manager

Listing Department

National Stock Exchange of India Ltd.

"Exchange Plaza", C-1, Block G, Bandra-
Kurla Complex,
Bandra (E),
Mumbai -400 051

Fax No.: 022-22723121/2037/2039/2041

Fax No.: 022-26598237/38
022-26598347/48

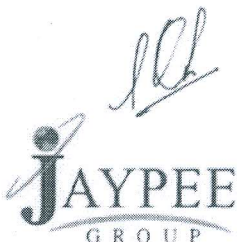
**Re: Report under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and
Takeovers) Regulations, 2011**

Dear Sirs,

We wish to inform you that the Company had entered into a Share Subscription and Share Purchase Agreement (SSSPA) dated 15.11.2011 with Andhra Cements Limited (ACL) and erstwhile Promoter/Promoter Group of ACL to acquire 4,81,19,550 Equity Shares from the persons belonging to erstwhile Promoter/Promoter Group of ACL and 14,75,00,000 Equity Shares through Preferential Allotment resulting in triggering of Regulation 4 of SEBI (SAST) Regulations, 2011 requiring the Company to make the public announcement of an Open Offer.

Accordingly the Company had acquired 63,06,856 Equity Shares through the open offer, 14,75,00,000 Equity Shares through Preferential Allotment and 2,22,06,496 Equity Shares from erstwhile Promoter/Promoter Group aggregating 17,60,13,352 Equity Shares before the present acquisition.

The Company has now acquired the remaining 2,59,13,054 Equity Shares of ACL constituting 8.82% of the Paid up Capital of ACL on 13.05.2014 through Off Market transfer from erstwhile Promoter in terms of abovementioned SSSPA dated 15.11.2011. With this acquisition, the shareholding of Company has increased from 59.97% to 68.79% of the total paid up capital of ACL.



CIN: U74140UP2007PLC052885

Regd. Office : Sector-128, Noida-201304, Uttar Pradesh (India)
Ph.: +91 (120) 4609000, 2470800 Fax : +91 (120) 4609464, 4609496



**JAYPEE DEVELOPMENT
CORPORATION LIMITED**

The Company is exempted under Regulation 10(1)(c) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 from making public announcement of an open offer for the above mentioned acquisition of shares. However the requisite report in terms of Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of 2,59,13,054 Equity Shares of ACL is enclosed in the prescribed format.

Thanking you

Yours faithfully,

For **JAYPEE DEVELOPMENT CORPORATION LIMITED**



PAWAN KUMAR JAIN
CHAIRMAN CUM MANAGING DIRECTOR



Encl: As above

CC.: **Andhra Cements Limited**
Sri Durga Cement Works,
Sri Durgapuram, Guntur-522414,
Andhra Pradesh.

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

1.	Name of the Target Company (TC)	Andhra Cements Limited	
2.	Name of the acquirer(s)	Jaypee Development Corporation Limited	
3.	Name of the stock exchange where shares of TC are listed	National Stock Exchange of India Limited BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares	Off Market-Transfer of 2,59,13,054 Equity Shares of Andhra Cements Limited from erstwhile Promoter in terms of Share Subscription and Share Purchase Agreement dated 15.11.2011.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(c)	
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.	Not required	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor/seller	NA	NA
	b. Date of acquisition	NA	NA
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	NA	NA
	d. Total shares proposed to be acquired/actually acquired as a % of diluted share capital of TC	NA	NA
	e. Price at which shares are	NA	NA



		proposed to be acquired/actually acquired				
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(*)	17,60,13,352	59.97	20,19,26,406	68.79
	b	Each Seller/Transferor	2,59,13,054	8.82	Nil	Nil

For Jaypee Development Corporation Limited


Pawan Kumar Jain
Chairman Cum Managing Director

Date: 17.05.2014

Place: Noida

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, 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.

