Ambuja Cement

Ref: ACL/SEC

12th August, 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.	**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,

Re: Disclosure under Regulation 30(1) read with Regulation 30(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This disclosure is being made pursuant to Regulation 30(1) read with Regulation 30(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires Ambuja Cements Limited ("**Ambuja**") to disclose (i) any information which is material in nature and/or is likely to result in significant market reaction; and (ii) any events or information with respect to its subsidiaries which are material.

Pursuant to an acquisition agreement entered into with Holderind Investments Ltd (HIL) and Holcim India Private Limited ("**HIPL**"), Ambuja has purchased 1,365,692,423 shares of HIPL from Holderind Investments Ltd.

Additionally, as disclosed to you in the past on various occasions, Ambuja and HIPL and their shareholders and creditors, had entered into a scheme of amalgamation under Sections 391 to 394 read with Section 100 and other applicable provisions of the Companies

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

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Act, 1956 ("**Scheme**"), which provides for the amalgamation of HIPL into Ambuja and dissolution of HIPL without winding up.

The Scheme has been approved by the High Court of Gujarat and the High Court of Delhi and is effective from August 12, 2016. The appointed date for the scheme is April 1, 2013. On the effectiveness of the Scheme, all assets of HIPL, including 9,39,84,120 (Nine Crore Thirty Nine Lakhs Eighty Four Thousand One Hundred and Twenty) shares of its subsidiary ACC Limited ("**ACC**"), (constituting 50.05% of the paid up share capital of ACC), stand transferred to Ambuja. Consequently, ACC has now become a subsidiary of Ambuja.

Further, as consideration for the Scheme, ACL has issued 58,44,17,928 fully paid equity shares to HIL. Pursuant, to which HIL now holds 121,40,56,361 shares constituting 61.14% of the issued and paid up share capital of ACL. LafargeHolcim Ltd continues to remain the Ultimate Holding Company and part of the promoter Group of ACL.

The disclosure of events specified under Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as Annexure.

This is for your information and record.

Yours faithfully,
For **AMBUJA LIMITED**

Rajiv M. Gandhi

Rajiv Gandhi
Company Secretary

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Encl: As above

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Disclosure under Regulation 30(1) read with Regulation 30(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure

Acquisition

Sr. No.	Particulars	
1.	Name of the target entity, details in brief such as size, turnover etc.	Target Entity: Holcim (India) Private Limited Networth: Rs. 126,986,631,161 (Rupees Twelve Thousand and Six Ninety Eight Crores Sixty Six Lakhs Thirty One Thousand One Hundred Sixty One Only) Turnover: Rs. 361,12,24,324 (Rupees Three Hundred and Sixty One Crores Twelve Lakhs Twenty Four Thousand Three Hundred and Twenty Four Only)
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	Yes, the acquisition is a related party transaction. Yes. Holderind Investments Limited ("**HIL**") (part of promoter/promoter group of Ambuja Cements Limited ("**Ambuja**") held 100% in Holcim India Private Limited ("**HIPL**"), prior to the acquisition and merger of HIPL and Ambuja The acquisition has been undertaken on an arm's length basis.
3.	industry to which the entity being acquired belongs	Investment Company (Cement and cement products)
4.	objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	This transaction would enable LafargeHolcim group to create a linear corporate structure (with Ambuja and ACC becoming parent and subsidiary) with a view to harvest significant synergies from India operations. This will further strengthen all India footprints, debt free balance sheet and cash flow generation, bringing in huge prospects for further expansion and creation of employment opportunities. Pursuant to the acquisition, Ambuja acquired 24% of HIPL from HIL.
5.	brief details of any governmental or regulatory approvals required for the acquisition;	Approval letter no. FC-II 360(2002)/479(2002) dated August 1, 2016 from Foreign Investment Promotion Board.
6.	indicative time period for completion of	August 11, 2016

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	the acquisition	
7.	nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration
8.	cost of acquisition or the price at which the shares are acquired;	INR 25.63 per share
9.	percentage of shareholding / control acquired and / or number of shares acquired;	1,365,692,423 shares constituting 24% share capital in HIPL
10.	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Brief Background of Holcim (India) Private Limited Holcim (India) Private Limited is a private company incorporated under the laws of India with its registered office at Suite 304, Third Floor, DLF South Court, Plot A-1, Saket District Centre, Saket Delhi- 110017. HIPL primary business is downstream investment in cement manufacturing ventures in India. Date of Incorporation: September 5, 2002 Last 3 years turnover: 2015 – Rs. 3,611,224,324 (Rupees Three Hundred and Sixty One Crores Twelve Lakhs Twenty Four Thousand Three Hundred Twenty Four Only) 2014 – Rs. 392,06,27,694 (Rupees Three Hundred and Ninety Two Crores Six Lakhs Twenty Seven Thousand Six Hundred Ninety Four Only) 2013 – Rs.344,00,86,089 (Rupees Three Hundred and Forty Four Crores Eighty Six Thousand Eighty Nine Only) Country: India

Merger

Sr. No.	Particulars	
1.	name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	Amalgamating Entity: Holcim (India) Private Limited ("**HIPL**") Amalgamated Entity: Ambuja Cements

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Sr. No.	Particulars	
		Limited ("**Ambuja**") Size and Turnover of HIPL: Rs. 361,12,24,324 (Rupees Three Hundred and Sixty One Crores) Size and Turnover of ACL: Rs. 9388,00,00,000 (Rupees Nine Thousand Three Hundred and Eighty Eight Crores)
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	Yes, the merger is a related party transaction, and has been undertaken on an arm's length basis.
3.	area of business of the entity(ies);	Cement and cement products
4.	rationale for amalgamation/ merger	This transaction would enable LafargeHolcim group to create a linear corporate structure (with Ambuja and ACC becoming parent and subsidiary) with a view to harvest significant synergies from India operations. This will further strengthen all India footprints, debt free balance sheet and cash flow generation, bringing in huge prospects for further expansion and creation of employment opportunities. Further pursuant to the Scheme, ACC has become a subsidiary of ACL.
5.	in case of cash consideration – amount or otherwise share exchange ratio;	Ambuja will issue and allot 10 equity shares of the face value of Rs. 2/- each fully paid up in its capital in respect of every 74 equity shares of the face value of Rs. 10/- each fully paid up in the equity share capital of Holcim India Private Limited to the shareholders of Holcim (India) Private Limited
6.	brief details of change in shareholding pattern (if any) of listed entity	Please refer to the enclosed attachment for the details in the change in shareholding pattern.

For **AMBUJA CEMENTS LIMITED**

Rajiv M. Gandhi

Rajiv Gandhi
Company Secretary

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Place: Mumbai

Date: 12th August, 2016