



Ref. No. GIL/CFD/SEC/20/138/SE

18<sup>th</sup> October 2019

**BSE Limited**

Corporate Relationship Department  
1<sup>st</sup> floor, New Trading Ring  
Rotunda Building P.J Towers,  
Dalal Street, Mumbai - 400 001

**National Stock Exchange of India Limited**

Exchange Plaza,  
Bandra Kurla Complex  
Bandra, Mumbai 400051

**UltraTech Cement Limited**

Ahura Centre, 2<sup>nd</sup> floor,  
M.I.D.C. Mahakali Caves Road,  
Andheri (E), Mumbai 400 093

Dear Sirs,

Sub: **Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation, 2011**

Enclosed is the disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with the following:

- change in voting rights of Grasim Industries Limited (Promoter) and Promoter/Promoter Group;
- addition of 4 entities in Promoter Group of UltraTech Cement Limited.

The aforesaid change is on account of corporate action taken by UltraTech Cement (the "Target Company") pursuant to allotment of equity shares in terms of the "Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited".

Since Grasim Industries Limited is one of the promoter of Target Company, it is making this disclosure on its behalf and also on behalf of Promoter(s) / Members of the Promoter Group/ Person Acting in Concert (PAC).

Please acknowledge the receipt.

Thank you.

Yours faithfully,

For Grasim Industries Limited  
(on behalf of itself and other acquirers)

**Hutokshi Wadia**  
**President & Company Secretary**



Encl: as above



**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

**Part-A – Details of Acquisition**

|                                                                                                                                                                                                        |                                                                                                                                                       |                                                             |                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                                        | <b>UltraTech Cement Limited</b>                                                                                                                       |                                                             |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                                          | Name of Promoters- Grasim Industries Limited and Shri. Kumar Mangalam Birla.<br>Name of Members of the Promoter Group/ PAC as per Table "A" attached. |                                                             |                                                            |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                                                | Yes, the Acquirer forms part of the Promoter/ Promoter Group/PAC                                                                                      |                                                             |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                                     | BSE Limited<br>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 (**) |
| <b>Before the acquisition under consideration holding of:</b>                                                                                                                                          |                                                                                                                                                       |                                                             |                                                            |
| a. Shares carrying voting rights (Please see <b>Table A</b> )                                                                                                                                          | 166670914                                                                                                                                             | 60.68%                                                      | 60.68%                                                     |
| b. Shares in the nature of encumbrance (pledge/ lien / non-disposal undertaking / others)                                                                                                              | Nil                                                                                                                                                   | N.A.                                                        | N.A.                                                       |
| c. Voting rights (VR) otherwise than by shares                                                                                                                                                         | Nil                                                                                                                                                   | N.A.                                                        | N.A.                                                       |
| 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) (Please see <b>Table A</b> ) | 2744168                                                                                                                                               | 1.00%                                                       | 1.00%                                                      |
| <b>e. Total (a+b+c+d)</b>                                                                                                                                                                              | <b>169415082</b>                                                                                                                                      | <b>61.68%</b>                                               | <b>61.68%</b>                                              |
| <b>Details of acquisition/sale</b>                                                                                                                                                                     |                                                                                                                                                       |                                                             |                                                            |
| a. Shares carrying voting rights acquired/sold-(Please see <b>Table B</b> )                                                                                                                            | 6963270                                                                                                                                               | 2.41%                                                       | 2.41%                                                      |
| b. VRs acquired/sold otherwise than by shares                                                                                                                                                          | Nil                                                                                                                                                   | 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)                              | Nil                                                                                                                                                   | N.A.                                                        | N.A.                                                       |

**Grasim Industries Limited**

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E: grasim.secretarial@adityabirla.com | W: www.grasim.com | CIN: L17124MP1947PLC000410  
Regd. Office: BirLagram, Nagda – 456 331 (M.P.)





|                                                                                                                                                                                                                                            |                                                                                                                                                                                                     |        |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------|
| acquired/sold                                                                                                                                                                                                                              |                                                                                                                                                                                                     |        |        |
| d. Shares encumbered / invoked/<br>released by the acquirer                                                                                                                                                                                | Nil                                                                                                                                                                                                 | N.A.   | N.A.   |
| e. Total (a+b+c+/-d)                                                                                                                                                                                                                       | 6963270                                                                                                                                                                                             | 2.41%  | 2.41%  |
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                                                                             |                                                                                                                                                                                                     |        |        |
| a. Shares carrying voting rights<br>(Please see <b>Table C</b> )                                                                                                                                                                           | 173634184                                                                                                                                                                                           | 60.16% | 60.16% |
| b. Shares encumbered with the<br>acquirer                                                                                                                                                                                                  | Nil                                                                                                                                                                                                 | N.A.   | N.A.   |
| c. VRs otherwise than by shares                                                                                                                                                                                                            | Nil                                                                                                                                                                                                 | N.A.   | N.A.   |
| d. Warrants/convertible securities/<br>any other instrument that entitles<br>the acquirer to receive shares<br>carrying voting rights in the TC<br>(specify holding in each category)<br>after acquisition<br>(Please see <b>Table C</b> ) | 2744168                                                                                                                                                                                             | 0.95%  | 0.95%  |
| e. Total (a+b+c+d)                                                                                                                                                                                                                         | 176378352                                                                                                                                                                                           | 61.11% | 61.11% |
| Mode of acquisition/sale (e.g. open<br><del>market/ public issue / rights issue</del><br><del>/preferential allotment / inter-se</del><br><del>transfer, corporate action etc.)</del>                                                      | Allotment of equity shares by UltraTech Cement Limited on 16 <sup>th</sup> October 2019 pursuant to Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited |        |        |
| Date of acquisition/sale of shares/VR/<br>or date of receipt of intimation of<br>allotment of shares, whichever is<br>applicable                                                                                                           | 16 <sup>th</sup> October 2019                                                                                                                                                                       |        |        |
| Equity share capital/ total voting<br>capital of the TC before the said<br>acquisition/sale.                                                                                                                                               | Rs. 2,74,65,17,060 comprising 27,46,51,706 equity shares of Rs. 10 each fully paid up.                                                                                                              |        |        |
| Equity share capital/ total voting<br>capital of the TC after the said<br>acquisition/sale.                                                                                                                                                | Rs. 2,88,61,36,660 comprising 28,86,13,666 equity shares of Rs. 10 each fully paid up.                                                                                                              |        |        |
| Total diluted share/voting capital of<br>the TC after the said Acquisition                                                                                                                                                                 | Rs. 2,88,61,36,660 comprising 28,86,13,666 equity shares of Rs. 10 each fully paid up.                                                                                                              |        |        |

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the Target Company to the Stock Exchanges under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

(\*\*) Diluted share/voting capital means the total number of shares in the Target Company assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.





**Table A**

**Details of Shares carrying voting rights, before the acquisition:**

| Sr. No. | Name of the Shareholder                | Total number of equity shares held prior to the acquisition under consideration | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
|---------|----------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| 1.      | Grasim Industries Limited              | 165335150                                                                       | 60.20%                                                     | 60.20%                                                     |
| 2.      | Shri Kumar Mangalam Birla              | 3837                                                                            | 0.00%                                                      | 0.00%                                                      |
| 3.      | Smt. Rajashree Birla                   | 41701                                                                           | 0.02%                                                      | 0.02%                                                      |
| 4.      | Smt. Neerja Birla                      | 8011                                                                            | 0.00%                                                      | 0.00%                                                      |
| 5.      | Smt. Vasavadatta Bajaj                 | 13232                                                                           | 0.00%                                                      | 0.00%                                                      |
| 6.      | Aditya Vikram Kumar Mangalam Birla HUF | 10228                                                                           | 0.00%                                                      | 0.00%                                                      |
| 7.      | Birla Group Holdings Private Limited   | 3                                                                               | 0.00%                                                      | 0.00%                                                      |
| 8.      | Vaibhav Holdings Private Limited       | 76                                                                              | 0.00%                                                      | 0.00%                                                      |
| 9.      | Rajratna Holdings Private Limited      | 76                                                                              | 0.00%                                                      | 0.00%                                                      |
| 10.     | Vikram Holdings Private Limited        | 85                                                                              | 0.00%                                                      | 0.00%                                                      |
| 11.     | Hindalco Industries Limited            | 1258515                                                                         | 0.46%                                                      | 0.46%                                                      |
|         | <b>TOTAL</b>                           | <b>166670914</b>                                                                | <b>60.68%</b>                                              | <b>60.68%</b>                                              |

**# Details of 2744168 GDRs held by Promoter/ Promoter Group/ Person Acting in Concert being instrument that would entitle the holder to receive the shares in UltraTech Cement Limited:**

| Sr. No. | Name of the Shareholder              | Total number of equity shares held prior to the acquisition under consideration | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
|---------|--------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| 12.     | P T Indo Bharat Rayon                | 2286172                                                                         | 0.83%                                                      | 0.83%                                                      |
| 13.     | P T Sunrise Bumi Textiles            | 144998                                                                          | 0.05%                                                      | 0.05%                                                      |
| 14.     | P T Elegant Textiles Industry        | 92428                                                                           | 0.03%                                                      | 0.03%                                                      |
| 15.     | Thai Rayon Public Company Limited    | 219998                                                                          | 0.08%                                                      | 0.08%                                                      |
| 16.     | Surya Kiran Investments Pte. Limited | 572                                                                             | 0.00%                                                      | 0.00%                                                      |
|         | <b>Total</b>                         | <b>2744168</b>                                                                  | <b>1.00%</b>                                               | <b>1.00%</b>                                               |
|         | <b>Grand Total (Shares + GDRs)</b>   | <b>169415082</b>                                                                | <b>61.68%</b>                                              | <b>61.68%</b>                                              |

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the Target Company to the Stock Exchanges under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

(\*\*) Diluted share/voting capital means the total number of shares in the Target Company assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.





**Table B**

**Details of Shares carrying voting rights acquired/sold:**

| Sr. No. | Name of the Shareholder                               | Number of equity shares acquired in the acquisition under consideration | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (**) |
|---------|-------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|
| 1.      | Grasim Industries Limited                             | NIL                                                                     | NIL                                                         | NIL                                                        |
| 2.      | Shri Kumar Mangalam Birla                             | NIL                                                                     | NIL                                                         | NIL                                                        |
| 3.      | Smt. Rajashree Birla                                  | NIL                                                                     | NIL                                                         | NIL                                                        |
| 4.      | Smt. Neerja Birla                                     | NIL                                                                     | NIL                                                         | NIL                                                        |
| 5.      | Smt. Vasavadatta Bajaj                                | NIL                                                                     | NIL                                                         | NIL                                                        |
| 6.      | Aditya Vikram Kumar Mangalam Birla HUF                | NIL                                                                     | NIL                                                         | NIL                                                        |
| 7.      | Birla Group Holdings Private Limited                  | NIL                                                                     | NIL                                                         | NIL                                                        |
| 8.      | Vaibhav Holdings Private Limited                      | NIL                                                                     | NIL                                                         | NIL                                                        |
| 9.      | Rajratna Holdings Private Limited                     | NIL                                                                     | NIL                                                         | NIL                                                        |
| 10.     | Vikram Holdings Private Limited                       | NIL                                                                     | NIL                                                         | NIL                                                        |
| 11.     | Hindalco Industries Limited                           | NIL                                                                     | NIL                                                         | NIL                                                        |
| 12.     | @Pilani Investment and Industries Corporation Limited | 4622321                                                                 | 1.60%                                                       | 1.60%                                                      |
| 13.     | @Aditya Marketing and Manufacturing Limited           | 945112                                                                  | 0.33%                                                       | 0.33%                                                      |
| 14.     | @IGH Holding Private Limited                          | 1393750                                                                 | 0.48%                                                       | 0.48%                                                      |
| 15.     | @Padmavati Investment Limited                         | 2087                                                                    | 0.00%                                                       | 0.00%                                                      |
|         | <b>TOTAL</b>                                          | <b>6963270</b>                                                          | <b>2.41%</b>                                                | <b>2.41%</b>                                               |

@ addition of 4 entities in Promoter Group of UltraTech Cement Limited on account of corporate action taken by UltraTech Cement, pursuant to allotment of equity shares in terms of the "Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited.

**# Details of GDRs held by Promoter/ Promoter Group/ Person Acting in Concert being instrument that would entitle the holder to receive the shares in UltraTech Cement Limited:**

| Sr. No. | Name of the Shareholder           | Number of equity shares acquired in the acquisition under consideration | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/voting capital of the TC (**) |
|---------|-----------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|
| 16.     | P T Indo Bharat Rayon             | NIL                                                                     | NIL                                                         | NIL                                                        |
| 17.     | P T Sunrise Bumi Textiles         | NIL                                                                     | NIL                                                         | NIL                                                        |
| 18.     | P T Elegant Textiles Industry     | NIL                                                                     | NIL                                                         | NIL                                                        |
| 19.     | Thai Rayon Public Company Limited | NIL                                                                     | NIL                                                         | NIL                                                        |





|     |                                      |                |              |              |
|-----|--------------------------------------|----------------|--------------|--------------|
| 20. | Surya Kiran Investments Pte. Limited | NIL            | NIL          | NIL          |
|     | <b>Total</b>                         | <b>NIL</b>     | <b>NIL</b>   | <b>NIL</b>   |
|     | <b>Grand Total (Shares + GDRs)</b>   | <b>6963270</b> | <b>2.41%</b> | <b>2.41%</b> |

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the Target Company to the Stock Exchanges under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

(\*\*) Diluted share/voting capital means the total number of shares in the Target Company assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.





**Table C**

**Details of Shares carrying voting rights, after the acquisition:**

| Sr. No. | Name of the Shareholder                               | Total number of equity shares held <u>after the acquisition</u> under consideration | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
|---------|-------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| 1.      | Grasim Industries Limited                             | 165335150                                                                           | 57.29%                                                     | 57.29%                                                     |
| 2.      | Shri Kumar Mangalam Birla                             | 3837                                                                                | 0.00%                                                      | 0.00%                                                      |
| 3.      | Smt. Rajashree Birla                                  | 41701                                                                               | 0.01%                                                      | 0.01%                                                      |
| 4.      | Smt. Neerja Birla                                     | 8011                                                                                | 0.00%                                                      | 0.00%                                                      |
| 5.      | Smt. Vasavadatta Bajaj                                | 13232                                                                               | 0.00%                                                      | 0.00%                                                      |
| 6.      | Aditya Vikram Kumar Mangalam Birla HUF                | 10228                                                                               | 0.00%                                                      | 0.00%                                                      |
| 7.      | Birla Group Holdings Private Limited                  | 3                                                                                   | 0.00%                                                      | 0.00%                                                      |
| 8.      | Vaibhav Holdings Private Limited                      | 76                                                                                  | 0.00%                                                      | 0.00%                                                      |
| 9.      | Rajratna Holdings Private Limited                     | 76                                                                                  | 0.00%                                                      | 0.00%                                                      |
| 10.     | Vikram Holdings Private Limited                       | 85                                                                                  | 0.00%                                                      | 0.00%                                                      |
| 11.     | Hindalco Industries Limited                           | 1258515                                                                             | 0.44%                                                      | 0.44%                                                      |
| 12.     | @Pilani Investment and Industries Corporation Limited | 4622321                                                                             | 1.60%                                                      | 1.60%                                                      |
| 13.     | @Aditya Marketing and Manufacturing Limited           | 945112                                                                              | 0.33%                                                      | 0.33%                                                      |
| 14.     | @IGH Holding Private Limited                          | 1393750                                                                             | 0.48%                                                      | 0.48%                                                      |
| 15.     | @Padmavati Investment Limited                         | 2087                                                                                | 0.00%                                                      | 0.00%                                                      |
|         | <b>TOTAL</b>                                          | <b>173634184</b>                                                                    | <b>60.16%</b>                                              | <b>60.16%</b>                                              |

@ addition of 4 entities in Promoter Group of UltraTech Cement Limited on account of corporate action taken by UltraTech Cement, pursuant to allotment of equity shares in terms of the "Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited.





# Details of 27,44,168 GDRs held by Promoter/ Promoter Group/ Person Acting in Concert being instrument that would entitle the holder to receive the shares in UltraTech Cement Limited:

| Sr. No. | Name of the Shareholder              | Total number of equity shares held after the acquisition under consideration | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
|---------|--------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| 16.     | P T Indo Bharat Rayon                | 2286172                                                                      | 0.79%                                                      | 0.79%                                                      |
| 17.     | P T Sunrise Bumi Textiles            | 144998                                                                       | 0.05%                                                      | 0.05%                                                      |
| 18.     | P T Elegant Textiles Industry        | 92428                                                                        | 0.03%                                                      | 0.03%                                                      |
| 19.     | Thai Rayon Public Company Limited    | 219998                                                                       | 0.08%                                                      | 0.08%                                                      |
| 20.     | Surya Kiran Investments Pte. Limited | 572                                                                          | 0.00%                                                      | 0.00%                                                      |
|         | <b>Total</b>                         | <b>2744168</b>                                                               | <b>0.95%</b>                                               | <b>0.95%</b>                                               |
|         | <b>Grand Total (Shares + GDRs)</b>   | <b>176378352</b>                                                             | <b>61.11%</b>                                              | <b>61.11%</b>                                              |

(\*) Total share capital/voting capital to be taken as per the latest filing done by the Target Company to the Stock Exchanges under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

(\*\*) Diluted share/voting capital means the total number of shares in the Target Company assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For Grasim Industries Limited**

**(on behalf of itself and other acquirers)**

**Hutokshi Wadia**

**President & Company Secretary**



Place: Mumbai

Date: 18<sup>th</sup> October 2019

**Grasim Industries Limited**

Aditya Birla Centre, 'A' wing, 2<sup>nd</sup> Floor, S.K. Ahire Marg, Worli, Mumbai 400 030, India

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Regd. Office: Birlagram, Nagda – 456 331 (M.P.)