



Date: 28 June 2024

Deutsche Bank AG (Hong Kong)  
 L60 International Commerce  
 Center  
 1 Austin Road West Kowloon  
 Hong Kong SAR  
 Tel + 852 2203 2100

<b>BSE Limited</b> 25th Floor, P. J. Towers, Dalal Street, Mumbai, Maharashtra – 400001, India	<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G. Bandra Kurla Complex, Bandra, East, Mumbai, Maharashtra – 400051, India	<b>Sanghi Industries Limited</b> Sanghi Nagar, Hayatnagar, TQ. Ranga Reddy Dist. Hyderabad, NA, Telangana - 501511
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Dear Sir/ Madam,

**Sub: Disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to Sanghi Industries Limited**

As you would note, we had made a disclosure on 25 October 2023 under Regulation 29(2) **of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011** in relation to Ambuja Cements Limited in connection with certain facilities availed by, *inter alia*, Endeavour Trade and Investment Limited (“**Endeavour**”), and further disclosures on 11 December 2023 and 9 February 2024 in relation to Sanghi Industries Limited, as more particularly described therein as well as under Annexure A hereto.

We note that Ambuja Cements Limited has now sold certain shares in Sanghi Industries Limited, as more particularly described therein as well as herein under ‘Note’.

In light of the foregoing, pursuant to Regulation 29(2) **of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**, please find attached the disclosure (as set out in **Annexure A**) in respect of the indirect encumbrance over certain equity shares of Sanghi Industries Limited for the benefit of certain lenders and other finance parties, as described in Annexure A.

Yours faithfully,

Signature of the Authorized Signatory

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu  
 Designation: Vice President  
 Place: Deutsche Bank AG, Hong Kong Branch  
 Date: 28 June 2024

**Annexure A**

**Disclosures under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Sanghi Industries Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Deutsche Bank AG, Hong Kong Branch (as security agent)		
Whether the acquirer belongs to Promoter/ Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited 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) Share carrying voting rights	NIL	NIL	NIL
b) Shares in the nature of encumbrance (pledge/ <del>lien/ non-disposal undertaking/others</del> )	161,303,102	62.44	62.44
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
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)	NIL	NIL	NIL
e) Total (a+b+c+d)	161,303,102	62.44	62.44
<b>Details of acquisition/ sale:</b>			
a) Shares carrying voting rights acquired/ sold	NIL	NIL	NIL
b) VRs acquired/ sold otherwise than by shares	NIL	NIL	NIL
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) acquired/ sold	NIL	NIL	NIL
d) Shares <del>encumbered/ involved/</del> released by the acquirer	10,648,800	4.12	4.12
e) Total (a+b+c+ <del>d</del> )	10,648,800	4.12	4.12
<b>After the acquisition/ sale, holding of:</b>			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares encumbered with the acquirer	150,654,302	58.32	58.32
c) VRs otherwise than by equity shares	NIL	NIL	NIL

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) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d)	150,654,302	58.32	58.32
Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Release of encumbrance (See note below)		
Date of acquisition of/ sale of shares /VR or date of receipt of intimation of allotment of shares, whichever is applicable	26 June 2024 (See note below)		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	258,326,000 equity shares of INR 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	258,326,000 equity shares of INR 10 each		
Total diluted share/voting capital of the TC after the said acquisition	258,326,000 equity shares of INR 10 each		

**Note:**

Endeavour Trade and Investment Limited (“**Endeavour**”) availed certain financial indebtedness (“**Facility**”) pursuant to the terms and conditions set out in the facility agreement dated 20 October 2023 entered into, *inter alia*, between (a) Endeavour (as the borrower), (b) the lenders thereunder, (c) Deutsche Bank AG, Hong Kong Branch (as agent) and (d) Deutsche Bank AG, Hong Kong Branch (as security agent) (“**New Facility Agreement**”).

Pursuant to the above, as also disclosed in the earlier disclosure dated 25 October, 2023, a charge over 100% of the shares in Endeavour in favour of the Deutsche Bank AG, Hong Kong Branch (as the security agent) (“**Endeavour Pledge**”). Further, Endeavour had created a charge over 100% shares of Holderind in favour of the Deutsche Bank AG, Hong Kong Branch (as the security agent) (“**Holderind Pledge**”).

As on date Endeavour directly holds 702,442 shares in Ambuja and indirectly, through Holderind, holds 1,253,156,361 shares in Ambuja (*total directly and indirectly holds 1,253,858,803 shares in Ambuja*).

Pursuant to a share purchase agreement dated 3 August 2023, Ambuja acquired 140,821,941 shares in Sanghi Industries Limited on 7 December 2023, pursuant to which a disclosure dated 11 December 2023 under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 was made. Thereafter, pursuant to an open offer made to the public shareholders of Sanghi Industries Limited, Ambuja further acquired 20,481,161 shares in Sanghi Industries Limited on 7 February 2024, pursuant to which a disclosure dated 9 February 2024 under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 was made.

It may be noted that Ambuja has cumulatively sold 10,648,800 shares on the following dates:

Date on which shares were sold	No. of shares sold
14 March 2024	1,000,000
15 March 2024	1,000,000
18 March 2024	744,000

19 March 2024	1,000,000
20 March 2024	880,000
21 March 2024	542,000
26 June 2024	5,482,800
<b>Total</b>	<b>10,648,800</b>

**No pledge has been created over the shares in Sanghi Industries Limited in favour of Deutsche Bank AG, Hong Kong Branch.**

Yours faithfully,

Signature of the Authorized Signatory



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Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu  
Designation: Vice President  
Place: Deutsche Bank AG, Hong Kong Branch  
Date: 28 June 2024

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

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