

Holderind Investments Ltd

Level 3B
31, Cybercity
Ebene, Mauritius
Direct: +230 465 5418
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Fax: +230 465 6529

Ref: _____

Date: August 12, 2016

To,

1. National Stock Exchange of India Ltd. Exchange Plaza, 5 th 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. Ambuja Cements Limited Corporate Address: Elegant Business Park, Behind Kotak Mahindra Bank, MIDC Cross Road ‘B’, Off Andheri – Kurla Road, Andheri (East), Mumbai – 400059 Registered office address: P. O. Ambujanagar, Taluka Kodinar, Junagadh, Gujarat – 362715	


Dear Sir,

Sub: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to the scheme of amalgamation between Ambuja Cements Limited and Holcim (India) Private Limited and their shareholders and creditors, under Sections 391 to 394 read with Section 100 and other applicable provisions of the Companies Act, 1956 (“Scheme”), which has been sanctioned by both the Hon’ble High Court of Gujarat and Hon’ble High Court of Judicature at Delhi on March 18, 2014 and is effective from August 12th 2016, please find attached herewith the disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for increase in the number of shares held by HIL in ACL pursuant to shares issued to HIL under the Scheme.

This is for your information and records.

For **HOLDERIND INVESTMENTS LTD**


Name: Manish Agarwal
Designation:

Place:
Date: August 12, 2016

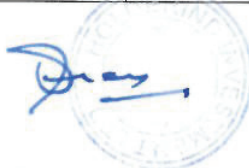


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Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Ambuja Cements Limited ("ACL")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>Acquirer: Holderind Investments Ltd ("HIL")</p> <p>Persons acting in concert: Holcim (India) Private Limited ("HIPL"), Holpac Limited, LafargeHolcim Limited (formerly known as Holcim Limited, Switzerland), and Holderfin B.V.</p>		
Whether the acquirer belongs to Promoter/Promoter group	<p>Yes.</p> <p>The shareholding pattern filed with BSE Limited and National Stock Exchange of India Limited for the quarter ending June 30th 2016 as per disclosure requirements under Regulation 30(1) & 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, discloses HIL and HIPL as promoters of ACL. HIL is also disclosed as the holding company of ACL in the annual report for the year ending December 31, 2015.</p> <p>The ultimate holding company for each of HIL and ACL is LafargeHolcim Ltd (formerly known as Holcim Ltd, Switzerland).</p>		
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 (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	62,96,38,433 ^{##} Please see Note 2 below.	40.57% (as of June 30th 2016)	40.56% (as of June 30 2016)
b) Shares in the nature of encumbrance	Nil	Not	Not



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(pledge/lien/non-disposal undertaking/ others)		applicable	applicable
c) Voting rights (VR) otherwise than by shares	Nil	Not applicable	Not applicable
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	Not applicable	Not applicable
e) Total (a+b+c+d)	62,96,38,433	40.57% (as of June 30th 2016)	40.56% (as of June 30 2016)
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	58,44,17,928 [#]	10.86%	10.86%
b) VRs acquired/ otherwise than by shares	Nil	Not applicable	Not applicable
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	Not applicable	Not applicable
d) Shares encumbered/invoked/released by the acquirer	Nil	Not applicable	Not applicable
e) Total (a+b+c+d)	58,44,17,928	10.86%	10.86%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	121,40,56,361 ^{##}	61.14%	61.13%
b) Shares encumbered with the acquirer	Nil	Not applicable	Not applicable
c) VRs otherwise than by shares	Nil	Not applicable	Not applicable
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	Not applicable	Not applicable

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e) Total (a+b+c+d)	121,40,56,361	61.14%	61.13%
Mode of acquisition/sale (e.g. open market / off market/ public issue/ rights issue / preferential allotment / inter-se transfer etc.)	Allotment under a scheme of amalgamation		
Date of acquisition of / sale of shares/ VR receipt of intimation of allotment of shares; whichever is applicable	August 12 th 2016		
Equity share capital / total voting capital of the TC before the said acquisition/sale	1,55,18,97,421 equity shares of face value of Rs. 2 each		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	1,98,56,45,229 equity shares of face value of Rs. 2 each		
Total diluted share/voting capital of the TC after the said acquisition	1,98,59,71,749 equity shares of face value of Rs. 2 each		


***#Note 1:** Pursuant to the scheme of amalgamation between ACL and HIPL and their shareholders and creditors, under Sections 391 to 394 read with Section 100 and other applicable provisions of the Companies Act, 1956 ("**Scheme**"), which has been sanctioned by the High Court of Gujarat and the High Court of Delhi on March 18, 2014, HIPL amalgamated with ACL and as consideration for the same all the shareholders of HIPL, excluding ACL (as the shareholder of HIPL) and Mr. Dinesh Kothari (being the nominee of HIL), i.e., HIL, was allotted 58,44,17,928 (Fifty Eight Crores Forty Four Lakhs Seventeen Thousand Nine Hundred and Twenty Eight) shares of ACL, as per the share exchange ratio specified in the Scheme. This has resulted in HIL increasing its equity shareholding in ACL to 61.14% This disclosure is being made pursuant to the same.*

***## Note 2:** Please note that pre-amalgamation, as of March 31st 2016, HIL held 40.57% of the paid up share capital of ACL, while HIPL (which was also disclosed as a promoter of ACL and was a subsidiary of HIL) held 15,06,70,120 shares constituting 9.71% of the equity share capital of ACL. Accordingly the total direct and indirect shareholding of HIL in ACL stood at 50.28%. Pursuant to the Scheme, when the Scheme becomes effective, these shares held by HIPL are cancelled and the share capital of ACL stands reduced to that extent. The ultimate holding company for each of HIL and ACL is LafargeHolcim Ltd (formerly known as Holcim Ltd, Switzerland).*

(*) Total share capital/ voting capital to be taken as per the latest filing done/ disclosure by the company under Clause 31(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(**) 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

For HOLDERIND INVESTMENTS LTD


Name: **MANISH AGARWAL**
Designation:
Date:

