



Deutsche Bank AG (Hong Kong)
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Date: 30 September 2024

BSE Limited 25th Floor, P. J. Towers, Dalal Street, Mumbai, Maharashtra – 400001, India	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G. Bandra Kurla Complex, Bandra, East, Mumbai, Maharashtra – 400051, India	Ambuja Cements Limited Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S. G. Highway, Khodiyar Ahmedabad, Gujarat 382421, India
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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 Ambuja Cements Limited (“TC”/ “Ambuja”)

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** (“Takeover Code”) in relation to certain facilities availed by certain borrower(s) (including its successors in title, permitted assigns and permitted transferees) pursuant to the facility agreement dated 20 October 2023 entered into, *inter alia*, between (a) Endeavour Trade and Investment Limited (as the borrower) (“**Endeavour**”), (b) the lenders thereunder, (c) Deutsche Bank AG, Hong Kong Branch (as agent) and (d) Deutsche Bank AG, Hong Kong Branch (as security agent), as may be amended, novated, supplemented, extended or restated from time to time (“**Facility Agreement**”), as more particularly described therein as well as under Annexure A hereto.

Certain additional facility(ies) have been/may be availed under the Facility Agreement, pursuant to which encumbrance over additional shares of Ambuja has been created.

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 encumbrance over certain equity shares of Ambuja Cements Limited for the benefit of certain lenders and other finance parties, as described in Annexure A.

Signature of Authorised Signatory

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 30 September 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)	Ambuja Cements Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Deutsche Bank AG, Hong Kong Branch (as security agent) DWS Investment GmbH DWS International GmbH DBX Advisors LLC		
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 (**)
Before the acquisition under consideration, holding of:			
a) Share carrying voting rights	672,210	0.03	0.03
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	1,185,902,803	48.15	48.15
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)	1,186,575,013	48.17	48.17
Details of acquisition/ sale:			
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 encumbered/ involved/ released by the acquirer	477,478,249	19.39	19.39
e) Total (a+b+c+/-d)	477,478,249	19.39	19.39
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	675,502	0.03	0.03
b) Shares encumbered with the acquirer	1,663,381,052	67.53	67.53
c) VRs 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) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d)	1,664,056,554	67.56	67.56
Mode of acquisition/ sale (e.g. open market / off-market/ public issue / rights issue / preferential allotment / inter-se transfer/ encumbrance, etc.)	Refer note 1 and note 2 below		
Date of acquisition of/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	26 September 2024		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	2,463,123,478 equity shares of INR 2 each		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	2,463,123,478 equity shares of INR 2 each		
Total diluted share/voting capital of the TC after the said acquisition	2,463,123,478 equity shares of INR 2 each		

Note 1:

Certain financial indebtedness was availed by certain borrower(s) (including its successors in title, permitted assigns and permitted transferees) ("**Facility**") pursuant to the terms and conditions set out in the facility agreement dated 20 October 2023 entered into, *inter alia*, between (a) 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), as may be amended, novated, supplemented, extended or restated from time to time ("**Facility Agreement**").

Pursuant to the above, as also disclosed in the previous disclosure dated 25 October, 2023, a charge over 100% of the shares in Endeavour Trade and Investment Ltd ("**Endeavour**") was created by Xcent Trade and Investment Ltd ("**Xcent**") in favour of Deutsche Bank AG, Hong Kong Branch (as the security agent) ("**Endeavour Pledge**"). Further, Endeavour created a charge over 100% shares of Holderind Investments Ltd. ("**Holderind**") in favour of Deutsche Bank AG, Hong Kong Branch (as the security agent) ("**Holderind Pledge**"). As on date, Endeavour holds 702,442 shares in Ambuja and Holderind, holds 1,185,200,361 shares in Ambuja (*Endeavour and Holderind collectively hold 1,185,902,803 shares in Ambuja*).

Certain additional facility(ies) have been/may be availed under the Facility Agreement. Pursuant to the terms and conditions set out in (a) Facility Agreement, (b) certain security documents entered into between Xcent, Deutsche Bank AG, Hong Kong Branch (as the security agent) and Harmonia Trade and Investment Ltd ("**Harmonia**"), a charge over 100% shares of Harmonia has been created in favour of Deutsche Bank AG, Hong Kong Branch, by Xcent.

As on date, Harmonia holds 477,478,249 shares in Ambuja.

Note 2:

As on 26 September 2024, the acquirer along with other Deutsche Bank group entities hold 675,502 shares carrying voting rights which are over and above the shares under encumbrance as set out in Note 1 above. These positions are not held in the capacity as an agent or security agent under the Facility and are not connected with the facilities described above. These positions are taken into account while making the disclosures in Annexure A above.

Signature of Authorised Signatory



Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 30 September 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 the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.