

Disclosure by the Promoter(s) to the Stock Exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31 (1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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|---|------------------|--|-----------------------------------|---|--------------------------|---|--|--|---------------|--------------------------|--|---------------|--------------------------|
| 31.12.2015 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 | | | | | | | | | | | | | |
| Name of the Target Company (TC) | | | | Andhra Cements Limited (ACL) | | | | | | | | | |
| Names of the stock exchanges where the shares of the target company are listed | | | | NSE & BSE | | | | | | | | | |
| Date of reporting | | | | 10.06.2015 | | | | | | | | | |
| Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked | | | | Jaypee Development Corporation Limited (JDCL) | | | | | | | | | |
| Details of creation/invocation/release of encumbrance: 9,68,61,762 equity shares of ACL held by JDCL had pledged on 07.08.2012 in favour of IDFC Limited, Security Trustee (on behalf of IDFC Limited & HDFC Limited, lenders of ACL). The said pledge has released on 04.06.2015 for the limited purpose of creation of pledge in favour of Axis Trustee Services Limited (ATSL), Security Trustee (on behalf of IDFC Limited, HDFC Limited, Andhra Bank, Karur Vysya Bank Limited, lenders of ACL). Thereafter, the pledge is created on 11,10,59,523 equity shares of ACL held by JDCL on 04.06.2015 in favour of ATSL, Security Trustee (on behalf of IDFC Limited, HDFC Limited, Andhra Bank, Karur Vysya Bank Limited, lenders of ACL). | | | | | | | | | | | | | |
| Name of Promoter(s) or PACs with him (*) | | Promoter holding in the target company (1) | | Promoter holding already encumbered (2) | | Details of events pertaining to encumbrance (3) | | | | | | | |
| | Number of shares | % of total share capital | % w.r.t diluted share capital (*) | No. of shares | % of total share capital | Type of event (creation/release/ invocation) | Date of creation/invocation/ release of encumbrances | Type of encumbrance (Pledge/lien/ non disposal/ undertaking/ others) | No. of shares | % of total share capital | Name of the entity in whose favor shares encumbered | No. of shares | % of total share capital |
| Jaypee Development Corporation Limited | 20,19,26,406 | 68.79 | 68.79 | 9,68,61,762 | 33 | release | 04.06.2015 | Pledge | 9,68,61,762 | 33 | IDFC Limited, Security Trustee (on behalf of IDFC Limited and HDFC Limited, lender of ACL) | Nil | Nil |
| Jaypee Development Corporation Limited | 20,19,26,406 | 68.79 | 68.79 | Nil | Nil | creation | 04.06.2015 | Pledge | 11,10,59,523 | 37.84 | Axis Trustee Services Limited, Security Trustee (on behalf of IDFC Limited, HDFC Limited, Andhra Bank, Karur Vysya Bank Limited, lenders of ACL) | 11,10,59,523 | 37.84 |

(*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(*) Total share capital to be taken as per the latest thing done by the company to the Stock Exchange under Clause 35 of the Listing Agreement. Diluted shareholding 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 Jaypee Development Corporation Limited

[Signature]

Jhanvi Sharma
Whole-time Director & CFO

Place: Noida

Date: 10.06.2015