

Format for 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												
Name of the Target company(TC): Ambuja Cements Limited												
Name of the stock Exchanges where the shares of the target company: BSE Ltd. & National Stock Exchange of India Ltd.												
Date of reporting: 19-04-2024												
Name of the Promoter or PAC on whose shares encumbrance was Harmonia Trade and Investment Limited												
Details of the creation of encumbrance:												
Name of Promoter(s) or PACs with whom (*)	No. of shares	% of total share capital	Promoter holding already encumbered (2)	Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares { creation[(2)+*(3)] / release [(2)-(3)] / invocation [(2)-(3)] }	
				Type of event (creation / release / invocation)	Date of creation / release of encumbrance	Type of encumbrance (pledge /lien/non disposal / undertaking / others)	Reason for encumbrance **	Number	% of total share capital	Name of the entity in whose favour shares encumbered ***		No. of shares
Harmonia Trade and Investment Limited	477,478,249	19.39	212,080,758 8.61	Creation	Refer Notes below	Others	Refer Notes below	265,447,491	10.78	MUFG Bank Ltd. acting as the Mauritian security agent for the lenders.	477,478,249	19.39

Note 1: No pledge has been created on the shares of Ambuja Cements Limited.

Note 2: As disclosed on April 2, 2024, the shares of Harmonia Trade and Investment Limited ("Harmonia") (promoters of Ambuja Cements Limited ("ACL")) has been secured for the facility availed by Harmonia.

Note 3: Harmonia has exercised and converted 265,447,491 warrants into 265,447,491 equity shares of the Ambuja Cements Limited on 17th April, 2024.

Note 4: Pursuant to the terms of the Facility Agreement while earlier the security was created in favour of CSGlobal Capital Markets (Singapore) Pte. Ltd. as the security agent, further to the terms of the said facility agreement, the security over shares of Harmonia has now been created in favour of MUFG Bank Ltd. as the Mauritian Security Agent in place of CSGlobal Capital Markets (Singapore) Pte. Ltd upon execution of the security document on April 16, 2024. This security is in respect of the same facility agreement as disclosed on April 2, 2024

For Harmonia Trade and Investment Limited



Authorised Signatory

Place: Mauritius

Date: 19-04-24

**Format for disclosure of reasons for encumbrance**  
(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed Company		Ambuja Cements Limited
Name of the recognised stock exchanges where the shares of the company are listed		BSE Ltd. & National Stock Exchange of India Ltd.
Name of the promoter(s) / PACs whose shares have been encumbered		Harmonia Trade and Investment Limited
Total promoter shareholding in the listed company	No. of shares	477,478,249
	% of total share capital	19.39
Encumbered shares as a % of promoter shareholding		27.58
Whether encumbered share is 50% or more of promoter shareholding		YES
Whether encumbered share is 20% or more of total share capital		YES

**Details of all the existing events/ agreements pertaining to encumbrance**

		Encumbrance 1 (Date of creation of encumbrance: Refer Note 3 above)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Other covenant in the nature of encumbrance. There is no pledge that has been created on the shares of Ambuja.
No. and % of shares encumbered	No. of shares	477,478,249
	% of total share capital	19.39
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	MUFG Bank Limited, as the Mauritian Security Agent for the lenders. See note below.
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	NO. Security Agent
	Names of all other entities in the agreement	The facility agreement has been signed by Harmonia as the Borrower, the Mandated Lead Arrangers and Bookrunners and Underwriters listed below, the other Mandated Lead Arrangers and Bookrunners listed below (and as may accede from time to time), and CSCGlobal Capital Markets (Singapore) Pte Ltd. as the Agent and Security Agent and Calculation Agent.  MUFG Bank Limited has been appointed as Mauritian Security Agent to hold the security created over shares of Harmonia.  Details of Mandated Lead Arrangers and Bookrunners as on date: (a) Barclays Bank PLC (b) MUFG Bank, Ltd. (c) Standard Chartered Bank (Singapore) Limited (d) Mizuho Bank, Ltd.
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the Instrument, including credit rating	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	294,004,079,639
	Amount involved (against which shares have been encumbered) (B)	83,361,598,457
	Ratio of A / B	3.53
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (c) Any other reason (please specify)	The facility has been availed by Harmonia for exercise of the Preferential Warrants issued by Ambuja Cements at INR 418.87 per share, payment of all transaction costs, fees and expenses. Upon repayment of the said facility, the security on the shares of Harmonia will be released. It may be noted that no pledge has been created on the shares of Ambuja.

Signature of Authorised Signatory:

Place: Mauritius  
Date: 19th April, 2024

Note: Pursuant to the terms of the Facility Agreement while earlier the security was created in favour of CSCGlobal Capital Markets (Singapore) Pte. Ltd. as the security agent, further to the terms of the said facility agreement, the security over shares of Harmonia has now been created in favour of MUFG Bank Ltd. as the Mauritian Security Agent in place of CSCGlobal Capital Markets (Singapore) Pte. Ltd. upon execution of the security document on April 16, 2024. This security is in respect of the same facility agreement as disclosed on April 2, 2024.