

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 3(1) AND REGULATION 4 READ WITH REGULATIONS 13(4), 14(3) AND 15(2) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF

SANGHI INDUSTRIES LIMITED

HAVING ITS REGISTERED OFFICE AT P.O. SANGHINAGAR, HAYATNAGAR MANDAL, R R DISTRICT, TELANGANA – 501 511; TEL: 08415-242240; WEBSITE: www.sanghicement.com; EMAIL ID: companysecretary@sanghicement.com; CORPORATE IDENTIFICATION NUMBER (CIN): L18209TG1985PLC005581

OPEN OFFER FOR ACQUISITION OF UP TO 6,71,64,760 (SIX CRORE SEVENTY ONE LAKH SIXTY FOUR THOUSAND SEVEN HUNDRED AND SIXTY) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 10 (INDIAN RUPEES TEN) EACH ("EQUITY SHARES"), OF SANGHI INDUSTRIES LIMITED ("TARGET COMPANY") REPRESENTING 26% (TWENTY SIX PER CENT) OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW) FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY BY AMBUJA CEMENTS LIMITED ("ACQUIRER") ("OPEN OFFER" OR "OFFER").

This detailed public statement ("DPS") is being issued by SBI Capital Markets Limited, the manager to the Open Offer (the "Manager" or "Manager to the Open Offer"), for and on behalf of the Acquirer, to the Public Shareholders of the Target Company, with an intention to acquire control of the Target Company pursuant to and in compliance with Regulations 3(1) and 4 read with Regulations 13(4), 14(3) and 15(2) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto (the "SEBI (SAST) Regulations" and reference to a particular "Regulation" shall mean the particular regulation of the SEBI (SAST) Regulations), pursuant to the public announcement made on August 03, 2023 ("Public Announcement" or "PA") submitted to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE referred to as the "Stock Exchanges"), filed with the Securities and Exchange Board of India ("SEBI") and sent to the registered office of the Target Company on August 03, 2023.

For the purposes of this DPS, the following terms would have the meaning assigned to them herein below:

- "Equity Shares" or "Shares" means the fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten) each of the Target Company;
- "Offer Period" has the meaning ascribed to such term in the SEBI (SAST) Regulations;
- "Promoter Seller Shares" means up to 14,65,78,491 (Fourteen Crore Sixty Five Lakh Seventy Eight Thousand Four Hundred and Ninety One) Equity Shares constituting up to 56.74% (Fifty Six point Seven Four per cent) of the Voting Share Capital;
- "Public Shareholders" means all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, other than the Acquirer, Sellers (as defined below), and persons deemed to be acting in concert with the parties to the SPA (as defined below), pursuant to and in compliance with the SEBI (SAST) Regulations;
- "SEBI Act" shall mean Securities and Exchange Board of India Act, 1992, as amended from time to time;
- "Sellers" means Ravi Sanghi, Anita Sanghi, Ekta Gupta, Aditya Sanghi, Alok Sanghi, Sanghi Polymers Private Limited, Samruddhi Investors Services Private Limited, Flarezeal Solutions LLP and Thinkfar Tradelink Private Limited;
- "Tendering Period" has the meaning ascribed to such term in the SEBI (SAST) Regulations;
- "Voting Share Capital" means the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (Tenth) Working Day from the closure of the Tendering Period of the Open Offer (which may change on account of any future corporate actions); and
- "Working Day" means any working day of the SEBI.

I. ACQUIRER, SELLERS, TARGET COMPANY AND OPEN OFFER

(A) Details of Ambuja Cements Limited ("Acquirer")

- The Acquirer is Ambuja Cements Limited, with company identification number L26942GJ1981PLC004717. It was originally incorporated as Ambuja Cements Private Limited on October 20, 1981 under the Companies Act, 1956. Its name was changed to Ambuja Cements Limited on March 19, 1983 and became a public company with effect from March 19, 1983, pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Gujarat. Its name was changed to Gujarat Ambuja Cements Limited on May 19, 1983 pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Gujarat. Its name was further changed to Ambuja Cements Limited on April 5, 2007 pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli.
- The registered office of the Acquirer is situated at Adani Corporate House, Shantigram, Near Vaishnav Devi Circle, S.G. Highway, Khodiyar, Ahmedabad, Gujarat - 382421. The contact details of the Acquirer are: Telephone number 079-25555555.
- The Acquirer is part of the Adani group.
- The issued and paid-up share capital of the Acquirer amounts to INR 397,12,90,458 (Indian Rupees Three Hundred and Ninety-Two Crore Twelve Lakh Ninety Thousand Four Hundred and Fifty Eight) consisting of 198,56,45,229 fully paid-up equity shares of INR 2 (Indian Rupees Two) each.
- The Acquirer is engaged in the business of manufacturing and marketing cement and cement related products.
- The shareholding of the promoter/promoter group of the Acquirer is as follows:

| S. No. | Name of Promoter/Promoter Group | No. of shares | % |
|--------|---|-----------------------|--------------|
| 1 | Holderind Investments Ltd* | 1,25,31,56,361 | 63.16 |
| 2 | Endeavour Trade and Investment Limited* | 7,02,442 | 0.04 |
| | Total | 1,25,38,58,803 | 63.20 |

*The ultimate beneficial ownership of Holderind Investments Ltd. and Endeavour Trade and Investment Limited is held by Mr. Vinod Shantilal Adani and Mrs. Ranjanben Vinod Adani.

- The shares of the Acquirer are listed on BSE (Security ID: AMBUJACEM; Scrip Code: 500425) and NSE (Symbol: AMBUJACEM).
- The Acquirer and the Target Company have entered into an inter corporate deposit agreement for up to INR 300,00,00,000 (Indian Rupees Three Hundred Crores) ("ICD") to be disbursed in one or more tranches. The ICD will be disbursed by the Acquirer for the general corporate purposes of the Target Company, as required.
- Except for the ICD and the transactions contemplated by the Acquirer in the SPA (as defined below), as of the date of this DPS, neither the Acquirer, nor its directors or key employees have any relationship or interest in the Target Company. Furthermore, as of the date of this DPS, there are no directors representing the Acquirer on the board of directors of the Target Company.
- As of the date of this DPS, the Acquirer does not hold any Equity Shares or voting rights in the Target Company. Furthermore, the Acquirer has not acquired any Equity Shares of the Target Company after the date of the PA.
- The Acquirer has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- Neither the Acquirer nor its directors or key managerial employees (if any) are categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 21(z) of the SEBI (SAST) Regulations.
- Neither the Acquirer nor its directors or key managerial employees (if any) are categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 21(ja) of the SEBI (SAST) Regulations.
- The key financial information of the Acquirer is as mentioned below. This is based on the audited consolidated financial statements as at and for the 15 (fifteen) month period ended March 31, 2023 which have been audited by the statutory auditors of the Acquirer i.e. S R B C & CO LLP (Firm Registration No. 324982E/E300003) and the audited consolidated financial statements as at and for the 12 (twelve) month periods ended December 31, 2020 and December 31, 2021 which have been audited by the then statutory auditors of the Acquirer i.e., Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018);

(INR in Crore, unless otherwise stated)

| Particulars | As at and for 15 months period ended March 31, 2023 (Audited) ** | As at and for 12 months period ended December 31, 2021 (Audited) ** | As at and for 12 months period ended December 31, 2020 (Audited) ** |
|---------------------------------------|--|---|---|
| Total Revenue ⁽¹⁾ | 39,674.74 | 29,317.90 | 24,965.76 |
| Net Income ^{(2)*} | 38,937.03 | 28,965.46 | 24,516.17 |
| Earnings Per Share - Basic (in INR) | 13.01 | 14.00 | 11.91 |
| Earnings Per Share - Diluted (in INR) | 12.64 | 14.00 | 11.91 |
| Net worth / Shareholder Funds *** | 33,743.82 | 32,484.65 | 29,090.29 |

* Excludes other income

** For the 15 months ended on 31st March, 2023.

** Financial year of Acquirer Company commences on January 1 and ends on December 31 of the same year

*** Networth excludes Money received against share warrants, Capital subsidies and Capital contribution from parent

Notes:

(1) Total Revenue refers to Revenue from operations and other income.

(2) Net Income refers to Revenue from operations.

(B) Details of Sellers

- The details of Sellers have been set out below:

| Name of the Sellers | Nature of the Entity/ Individual | Residential Address/ Registered Office | Part of the Promoter Group of the Target Company | Details of shares/voting rights held by the Sellers | | | |
|---------------------|----------------------------------|---|--|---|--------|-------------------|---|
| | | | | Pre-transaction | | Post-transaction* | |
| | | | | No. of shares | % | No. of shares | % |
| Ravi Sanghi | Individual | 6-124/31, Sanghi Nagar, Sanghi Nagar Temple, Sanghi Nagar, Omar Khan Daira, Rangareddi, Andhra Pradesh - 501511 | Yes | 4,98,69,750 | 19.30% | - | - |
| Anita Sanghi | Individual | 1-144 Omar Khan Daira, Sanghi Nagar Hayathnagar, Sanghi Nagar, Rangareddi, Andhra Pradesh - 501511 | Yes | 10,20,200 | 0.39% | - | - |
| Ekta Gupta | Individual | K-30 B, Hauz Khas Enclave, Hauz Khas S.O. South West Delhi, Delhi - 110016 | Yes | 3,43,750 | 0.13% | - | - |
| Aditya Sanghi | Individual | Directors Bungalow, AT-Sanghi-puram, TAL-Abdasa, Kutch 370511 | Yes | 88,92,500 | 3.44% | - | - |

| Name of the Sellers | Nature of the Entity/ Individual | Residential Address/ Registered Office | Part of the Promoter Group of the Target Company | Details of shares/voting rights held by the Sellers | | | |
|--|----------------------------------|--|--|---|---------------------|-------------------|----------|
| | | | | Pre-transaction | | Post-transaction* | |
| | | | | No. of shares | % | No. of shares | % |
| Alok Sanghi | Individual | 01, Sanghi House, Ghejjipura Road, Behind Saket 1 Makarba, Bopal, Bopal Daskroi, Ahmedabad, Gujarat 380058 | Yes | 88,92,500 | 3.44% | - | - |
| Sanghi Polymers Private Limited | Private Limited Company | Sanghinagar P O Hayatnagar Mandal R R District TG 501511 IN | Yes | 47,00,000 | 1.82% | - | - |
| Samruddhi Investors Services Private Limited | Private Limited Company | 901/C, 9th Floor, Kataria Arcade Off S. G. Highway, Post Makarba Ahmadabad City GJ 380051 IN | Yes | 6,15,33,791 | 23.82% | - | - |
| Flarezeal Solutions LLP | Limited Liability Partnership | 901 K, 9th Floor, Kataria Arcade Off S. G. Highway, Post Makarba Jivraj Park Ahmadabad City GJ 380051 IN | Yes | 40,00,000 | 1.55% | - | - |
| Thinkfar Tradelink Private Limited | Private Limited Company | 901/L, 9th Floor, Kataria Arcade Off S. G. Highway, Post Makarba Ahmadabad City GJ 380051 IN | Yes | 73,26,000 | 2.84% | - | - |
| | | | | Total | 14,65,78,491 | 56.74% | - |

* The SPA is for acquisition of up to 14,65,78,491 (Fourteen Crore Sixty Five Lakh Seventy Eight Thousand Four Hundred and Ninety One) shares, constituting up to 56.74% (Fifty Six point Seven Four per cent) of the Voting Share Capital of the Target Company, which may be acquired in one or more tranches.

- Except for the change of name of Ekta Sanghi to Ekta Gupta, there has been no change in name of the Sellers.
- The Sellers are not part of any group.

4. Upon completion of the Underlying Transaction (as defined below), the Acquirer will acquire control over the Target Company and the Sellers will no longer be in control of the Target Company. Subject to satisfaction of applicable conditions, including under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the Sellers will be seeking to de-classify themselves as part of the promoter/ promoter group of the Target Company in accordance with applicable law.

- The Sellers have not been prohibited by SEBI from dealing in securities under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

(C) Details of Sanghi Industries Limited ("Target Company")

- The Target Company is a public limited company bearing corporate identification number L18209TG1985PLC005581. The Target Company was incorporated as "Sanghi Leathers Private Limited", under the Companies Act, 1956, with a certificate of incorporation issued by the then Registrar of Companies, Andhra Pradesh, at Hyderabad on June 14, 1985. Subsequently, the name of the Target Company was changed to "Sanghi Industries Private Limited" pursuant to a fresh certificate of incorporation issued by the then Registrar of Companies, Andhra Pradesh. Pursuant to a special resolution of the shareholders dated September 26, 1992, the Target Company was converted to a public limited company, and a fresh certificate of incorporation was issued to the Target Company by the then Registrar of Companies, Andhra Pradesh on October 28, 1992.
- The registered office of the Target Company is at P.O. Sanghinagar, Hayatnagar Mandal, R R District, Telangana – 501 511, Tel: 08415-242240, Fax: 08415-242239 and e-mail id: companysecretary@sanghicement.com.
- The Target Company is in the business of manufacturing and marketing cement and cement related products.
- The Equity Shares of the Target Company are listed on BSE (Security ID: SANGHIIND; Scrip Code:526521) and NSE (Symbol: SANGHIIND). The ISIN of the Equity Shares of the Target Company is INE99901013.
- As on the date of this DPS, the authorized capital of the Target Company is INR 550,00,00,000 (Indian Rupees Five Hundred and Fifty Crore) comprising of 35,00,00,000 (Thirty Five Crore) Equity Shares of face value of INR 10 (Indian Rupees Ten) and 2,00,00,000 (Two Crore) preference shares of INR 100 (Indian Rupees Hundred) each. As on the date of this DPS, the issued, subscribed and fully paid-up equity share capital of the Target Company is INR 258,32,60,000 (Indian Rupees Two Hundred and Fifty Eight Crore Thirty Two Lakh Six Thousand) comprising of 25,83,26,000 (Twenty Five Crore Eight Thousand Six Hundred Sixty) Equity Shares of INR 10 (Rupees Ten).
- The Equity Shares of the Target Company are frequently traded on the Stock Exchanges in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- The Target Company does not have any partly paid-up equity shares or any convertible instruments (including warrants, fully convertible securities, partly convertible securities and employee stock options).
- The key financial information of the Target Company based on its audited financial statements which have been audited by the Target Company's Joint Statutory Auditors, Chaturvedi & Shah LLP (Firm Registration No. 101720W/W100355) and S. K. Mehta & Co (Firm Registration No. 000478N), as at and for the 12 (twelve) month period ended March 31, 2023, March 31, 2022 and March 31, 2021 are as follows:

(INR in Crore, unless otherwise stated)

| Particulars | As at and for the financial year ended March 31, 2023 (Audited) | As at and for the financial year ended March 31, 2022 (Audited) | As at and for the financial year ended March 31, 2021 (Audited) |
|---|---|---|---|
| Total Revenue | 947.81 | 1140.52 | 948.17 |
| Net Income | 928.36 | 1129.42 | 939.23 |
| Earnings Per Share (basic and diluted) (in INR) | (12.88) | 1.62 | 3.12 |
| Net worth / Shareholder Funds | 1415.81 | 1690.91 | 1650.42 |

(D) DETAILS OF THE OFFER:

- The Acquirer has entered into a share purchase agreement dated August 03, 2023 with the Sellers and the Target Company, read with letter dated August 09, 2023 ("SPA"), pursuant to which the Acquirer has agreed to acquire the Promoter Seller Shares, constituting up to 56.74% (fifty six point seven four per cent) of the Voting Share Capital of the Target Company, in one or more tranches, subject to terms and conditions set out in the SPA, including fulfillment of conditions precedent by the Target Company and the Sellers (including obtaining any regulatory approvals, if any). The said sale of the Promoter Seller Shares is proposed to be executed for a consideration up to INR 114.22 (Indian Rupees One Hundred Fourteen and Twenty-Two paise) per Promoter Seller Share, in compliance with applicable law, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("Underlying Transaction").
- Since the Acquirer has entered into the SPA to acquire voting rights in excess of 25% (Twenty Five per cent) of the Voting Share Capital of the Target Company, accompanied with control, this Open Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Pursuant to the Offer and consummation of the transactions contemplated under the SPA, the Acquirer will have control over the Target Company and the Acquirer will become the promoter of the Target Company, including in accordance with the provisions of the SEBI LODR Regulations. The Public Announcement announcing the Open Offer, under Regulations 3(1) and 4 read with Regulation 13(1), 14 and Regulation 15(1) of the SEBI (SAST) Regulations, was released to the Stock Exchanges on August 03, 2023. Please refer to Part II (Background to the Offer) below for further information on the SPA.
- This Offer is being made by the Acquirer, to acquire up to 6,71,64,760 (Six Crore Seventy One Lakh Sixty Four Thousand Seven Hundred and Sixty) Equity Shares ("Offer Shares") constituting up to 26% (Twenty Six per cent) of the Voting Share Capital at a price of INR 114.22 (Indian Rupees One Hundred Fourteen and Twenty Two paise) per Offer Share ("Offer Price") aggregating to a total consideration of up to INR 767,15,58,887.20 (Indian Rupees Seven Hundred and Sixty Seven Crore Fifteen Lakh Fifty Eight Thousand Eight Hundred Eighty Seven and Twenty paise) (assuming full acceptance) ("Offer Size"), subject to the other terms and conditions set out in the PA, this DPS, and the letter of offer that is proposed to be issued in connection with this Offer in accordance with the SEBI (SAST) Regulations ("Letter of Offer" or "LOF").
- The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations and the terms and conditions mentioned in the Public Announcement, this DPS and the Letter of Offer to be dispatched to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.
- All the Equity Shares validly tendered by the Public Shareholders in this Offer, will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS and the terms and conditions which will be set out in the Letter of Offer, the relevant provisions of the SEBI (SAST) Regulations, and applicable law.
- The Offer Shares will be acquired by the Acquirer fully paid-up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof, and the tendering Public Shareholder shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.
- This Offer is a mandatory open offer. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- To the knowledge of the Acquirer, there are no statutory approvals required to complete the Underlying Transaction and the Open Offer as on the date of this DPS. However, if any statutory approvals are required or become applicable at a later date before the completion of this Offer, this Offer would be subject to the receipt of such statutory approvals. In the event such statutory approvals are refused, the Acquirer will have the right to withdraw this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations.

- Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
- In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that the approvals, if any (whether in relation to the acquisition of Equity Shares constituting the Offer Shares or otherwise) which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 (Two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- Non-resident Indian ("NRI") and erstwhile overseas corporate body ("OCB") Public Shareholders, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including, without limitation, the approval from the Reserve Bank of India ("RBI"), since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if the Public Shareholders, who are not persons resident in India (including NRIs, OCBs, erstwhile Foreign Institutional Investors ("FIIs") and Foreign Portfolio Investors ("FPIs")) had required any approvals (including from the RBI or the Foreign Investment Promotion Board/ the Foreign Investment Facilitation Portal or any other regulatory body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
- Subsequent to the completion of the Open Offer, the Acquirer reserves the right, in consultation with the board of directors of the Target Company, to streamline/ restructure the operations, assets, liabilities and/ or businesses of the Target Company and/ or its subsidiary(ies), if any, through arrangement/ reconstruction, restructuring, merger, demerger and/ or sale of assets or undertakings, at a later date. Further, in terms of Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer, in consultation with the board of directors of the Target Company, and based on the requirements of the business of the Target Company and/ or its subsidiary(ies), if any, and in accordance with applicable laws, may consider disposal of or creating encumbrance over any assets or investments of the Target Company and/ or its subsidiary(ies), if any, through sale, lease, reconstruction, restructuring and/or re-negotiation or termination of existing contractual operating arrangements, for restructuring and/ or rationalising the assets, investments or liabilities of the Target Company and/ or any of its subsidiary(ies), if any, to improve operational efficiencies and for other commercial reasons. Decision on these matters will be based on the requirements of the business of the Target Company and/ or its subsidiary(ies), if any, and such decision will be taken in accordance with and as permitted by applicable laws.
- After the acquisition of the Offer Shares (assuming full acceptance of the Offer), the public shareholding in the Target Company may fall below the minimum level required for continued listing under Regulation 38 of the SEBI LODR Regulations, as amended, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 ("SCRR") as amended. In the event the public shareholding in the Target Company falls below 25% (twenty five per cent) of the voting share capital pursuant to this Offer, the Acquirer shall bring down the non-public shareholding in the Target Company to the level specified within the time prescribed in the SCRR, SEBI (SAST) Regulations and as per applicable SEBI guidelines.
- The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of this DPS. The Manager to the Offer shall not deal, on their own account, in the Equity Shares of the Target Company during the Offer Period.

II. BACKGROUND TO THE OFFER

The Acquirer has entered into the SPA, pursuant to which the Offer is being made by the Acquirer under Regulations 3(1) and 4 of the SEBI (SAST) Regulations to all the Public Shareholders of the Target Company. This Offer is a mandatory open offer.

1. Summary of the SPA

- The SPA has been entered into amongst the Target Company, the Acquirer and Sellers for the purchase of the Promoter Seller Shares, in one or more tranches, by the Acquirer, subject to terms and conditions as set out in the SPA, including the following:
 - Giving prior intimation to the State Government of Gujarat, Gujarat Maritime Board, and Gujarat Pollution Control Board in connection with the Underlying Transaction;
 - Execution by the Target Company of a supplementary mining lease for its limestone mine, with the Government of Gujarat;
 - Obtaining prior permission of the relevant collector in relation to certain government lands allotted to the Target Company;
 - Obtaining relevant consents/ waivers from the lenders of the Target Company and the Sellers in relation to the Underlying Transaction; and
 - Other conditions precedent in relation to the business of the Target Company.
- The SPA shall automatically terminate if Closing (as defined in the SPA) has not occurred on or before the Long Stop Date (as defined in the SPA).
- On and from the Closing Date (as defined in the SPA) till such time as any Unsold Sale Shares (i.e., the portion of the Promoter Seller Shares which may not have been transferred to the Acquirer as of the Closing Date) (as defined in the SPA) are held by the Sellers, the Sellers will, to the extent any matter requires the Sellers holding the Unsold Sale Shares to exercise their voting rights in the Company, exercise their voting rights in respect of such Unsold Sale Shares in accordance with the written instructions/ directions of the Acquirer.
- The SPA also contains customary terms and conditions such as confidentiality, representations and warranties, non-solicit obligations in respect of the Sellers, etc.
- Details of the Underlying Transaction are set out below:

| Details of Underlying Transaction | | | | | | |
|--|---|---|----------------------------------|--|-----------------|---|
| Type of transaction (direct/ indirect) | Mode of transaction (agreement/allotment/ market purchase) | Shares/voting rights acquired/proposed to be acquired | | Total consideration for shares/ voting rights acquired (INR) | Mode of payment | Regulation which has triggered |
| | | Number | % vis-à-vis Voting Share Capital | | | |
| Direct | Agreement – The Acquirer has entered into a SPA with the Sellers and the Target Company to acquire up to 100% of the Promoter Seller Shares subject to, and in accordance with, the terms of the SPA. | Up to 14,65,78,491 | Up to 56.74% | Up to 1674,21,95,242.02 | Cash | Regulations 3(1) and 4 of the SEBI (SAST) Regulations |

- Object of the Offer: The Open Offer is being made as a result of the acquisition of more than 25% (Twenty Five per cent) of shares, voting rights and control of the Target Company by the Acquirer resulting in a change of control of the Target Company in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Following the completion of the Underlying Transaction, the Acquirer intends to support the management of the Target Company in their efforts towards the sustained growth of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS

- The current and proposed (post-Offer) shareholding of the Acquirer in the Target Company are as follows:

| Details | Acquirer | |
|---|----------------------|----------------------------------|
| | No. of Equity Shares | % |
| Shareholding as on the Public Announcement date | Nil | Nil |
| Shares acquired between the Public Announcement date and the DPS date | Nil | Nil |
| Shareholding as on the DPS date | Nil | Nil |
| Post Offer shareholding as of the 10 th working day after the closure of the Offer (assuming full acceptance of the Offer) | 6,71,64,760* | 26% of the Voting Share Capital* |

*Pursuant to the Underlying Transaction and subject to compliance with Regulation 22(2) of the SEBI (SAST) Regulations, the Acquirer may additionally hold up to 14,65,78,491 Equity Shares representing 56.74% (Fifty Six point Seven Four per cent) of the Equity Shares of the Target Company, such that, post the completion of the Underlying Transaction and the Open Offer (assuming full acceptance of the Offer), the total shareholding of the Acquirer will be up to 21,37,43,251 Equity Shares, constituting up to 82.74% of the Voting Share Capital.

- The Acquirer and the members of its board of directors do not have any shareholding in the Target Company as on the date of this DPS.

IV. OFFER PRICE

- The Equity Shares of the Target Company are listed on BSE (Security ID: 526521; Scrip Code: SANGHIIND) and NSE (Symbol: SANGHIIND).
- The traded turnover of the Equity Shares on the Stock Exchanges during the period August 01, 2022, to July 31, 2023 ("Twelve Month Period"), viz. twelve calendar months preceding the calendar month in which the PA has been made is set out below:

| Stock Exchange | Traded turnover of equity shares of the Target Company during the Twelve Months Period ("A") | Total number of equity shares of the Target Company during the Twelve Months Period ("B") | Traded turnover % (A/B) |
|----------------|--|---|-------------------------|
| BSE | 3,43,77,541 | 25,83,26,000 | 13.31% |
| NSE | 23,21,92,525 | 25,83,26,000 | 89.88% |

Source: Certificate dated August 3, 2023 issued by MSKA & Associates, Chartered Accountants.

Therefore, in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, the Equity Shares are frequently traded.

- The Offer Price of INR 114.22 (Indian Rupees One Hundred Fourteen and Twenty Two paise) per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations on the basis of the following:

| S. No. | Particulars | Price (INR per Offer Share) |
|--------|---|-----------------------------|
| 1. | The highest negotiated price per share of the Target Company for any acquisition under the agreement attracting the obligation to make a PA of the Open Offer i.e. the price per Equity Share under the Share Purchase Agreement dated August 03, 2023 entered into by the Acquirer | INR 114.22 |
| 2. | The volume weighted average price paid or payable for acquisitions, by the Acquirer during the fifty-two weeks immediately preceding the date of the PA | Not Applicable |
| 3. | The highest price paid or payable for any acquisition by the Acquirer, during the twenty-six weeks immediately preceding the date of the PA | Not Applicable |
| 4. | The volume weighted average market price per equity share of the Target Company for a period of sixty trading days immediately preceding the date of the PA as traded on the NSE, being the stock exchange where the maximum volume of trading in the equity shares of the Target Company are recorded during such period and such shares being frequently traded | INR 82.07 |
| 5. | Where the equity shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and</ | |

In the event of such revision, the Acquirer shall make corresponding increases to the escrow amount and shall: (i) make a public announcement in the same newspapers in which the DPS is published; and (ii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office, of such revision.

- If the Acquirer acquires Equity Shares of the Target Company during the period of twenty six weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price to all the Public Shareholders whose Equity Shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another offer under the SEBI (SAST) Regulations, as amended from time to time or SEBI (Delisting of Equity Shares) Regulations, 2021, as amended from time to time or open market purchases made in the ordinary course on the Stock Exchanges, not being a negotiated acquisition of the Equity Shares in any form.
- In the event of acquisition of the Equity Shares by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI SAST Regulations. As per the proviso to Regulation 8(8) of the SEBI (SAST) Regulations, the Acquirer shall not acquire any Equity Shares after the 3rd (Third) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

V. FINANCIAL ARRANGEMENTS

- The total consideration for this Open Offer is up to INR 767,15,58,887.20 (Indian Rupees Seven Hundred and Sixty Seven Crore Fifteen Lakh Fifty Eight Thousand Eight Hundred Eighty Seven and Twenty paise), assuming full acceptance of this Offer (i.e., the Offer Size).
- The Acquirer confirms that it has adequate resources to meet the financial obligations for the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations and the Acquirer will be able to implement the Offer. No funds are borrowed from banks or financial institution for the purpose of this Offer by the Acquirer.
- Furthermore, the Acquirer and the Manager to the Offer have entered into an escrow agreement dated August 3, 2023 with Yes Bank Limited ("**Escrow Agent**"), acting through its branch office at Yes Bank Limited 702-703, 7th Floor, Times Square Grand, Sindhu Bhavan Marg, PRL Colony, Thaltej, Ahmedabad, Gujarat 380059 ("**Escrow Agreement**"). Pursuant to the Escrow Agreement, the Acquirer has opened an escrow account under the name and title of "**AMBUJA CEMENTS LIMITED - OPEN OFFER – ESCROW ACCOUNT**" ("**Escrow Account**"), and has made a cash deposit of INR 151,72,00,000 (Indian Rupees One Hundred Fifty One Crore and Seventy Two Lakhs) ("**Escrow Amount**") (being a sum in excess of a sum total of (i) 25% (Twenty Five per cent) of INR 500,00,00,000 (Indian Rupees Five Hundred Crore) out of the Offer Size; and (ii) 10% (Ten per cent) of the balance of the Offer Size, as required under Regulation 17(1) of the SEBI (SAST) Regulations). The cash deposit has been confirmed by way of a confirmation letter dated August 7, 2023 issued by the Escrow Agent to the Manager with a copy to the Acquirer.
- The Manager to the Offer has been fully authorised and empowered by the Acquirer to operate and realise the Escrow Amount lying to the credit of the Escrow Account in accordance with the SEBI (SAST) Regulations.
- In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.
- After considering the cash & cash equivalents, and liquid securities available with the Acquirer, MSKA & Associates, Chartered Accountants, vide a certificate dated August 03, 2023, has certified that the Acquirer has adequate financial resources for fulfilling its obligations under the Underlying Transaction and the Open Offer.
- Based on the above, the Manager to the Offer is satisfied, (i) about the adequacy of resources to meet the financial requirements of the Offer and the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, and (ii) that firm arrangements for payment through verifiable means are in place to fulfil the Offer obligations.

VI. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER

- As on the date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals required for the consummation of this Open Offer. However, if any statutory or governmental approval(s) are required or become applicable at a later date before closure of the Tendering Period, the Open Offer would also be subject to such statutory or other governmental approval(s) being obtained. Kindly refer to this paragraph for the statutory approvals required by the Acquirer for the consummation of the Underlying Transaction and the Open Offer and note that the corresponding paragraphs set out in the PA should be read accordingly and stand amended to this effect.
- In terms of Regulation 23(1) of the SEBI SAST Regulations, in the event that approvals which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 (Two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- Where the statutory approval(s) extend to some but not all Public Shareholders, the Acquirer shall have the option to make payment to Public Shareholders in respect of whom no statutory approval(s) are required in order to complete this Offer.
- In case of delay/ non-receipt of any approval which may be required by the Acquirer at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of the requisite statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulation 18(11) of the SEBI (SAST) Regulations.
- All Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares

held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer.

- Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete all procedures relating to payment of consideration under this Open Offer within 10 (Ten) Working Days from the closure of the tendering period of the Open Offer to those Public Shareholders whose Equity Shares are accepted in the Open Offer
- By agreeing to participate in this Open Offer (i) the holders of the Equity Shares who are persons resident in India and the (ii) the holders of the Equity Shares who are persons resident outside India (including NRIs, OCBs and FPIs) give the Acquirer the authority to make, sign, execute, deliver, acknowledge and perform all actions to file applications and regulatory reporting, if required, including Form FC-TRS, if necessary and undertake to provide assistance to the Acquirer for such regulatory filings, if required by the Acquirer.

VII. TENTATIVE SCHEDULE OF ACTIVITY

| Sr. No | Activities | Schedule of Activities (Date and Day) |
|--------|--|---------------------------------------|
| 1 | Issue of Public Announcement | Thursday, August 03, 2023 |
| 2 | Publication of this Detailed Public Statement in newspapers | Thursday, August 10, 2023 |
| 3 | Last date for filing of the draft letter of offer with SEBI | Monday, August 21, 2023 |
| 4 | Last date for public announcement for competing offer(s) | Monday, September 04, 2023 |
| 5 | Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Open Offer) | Monday, September 11, 2023 |
| 6 | Identified Date* for determining shareholders to whom LOF shall be sent | Wednesday, September 13, 2023 |
| 7 | Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date | Thursday, September 21, 2023 |
| 8 | Last Date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer | Tuesday, September 26, 2023 |
| 9 | Last date for upward revision of the Offer Price/ the size of the Open Offer | Tuesday, September 26, 2023 |
| 10 | Date of publication of opening of Open Offer public announcement in the newspapers in which this DPS has been published | Wednesday, September 27, 2023 |
| 11 | Date of commencement of the Tendering Period (" Offer Opening Date ") | Friday, September 29, 2023 |
| 12 | Date of closure of the Tendering Period (" Offer Closing Date ") | Friday, October 13, 2023 |
| 13 | Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders | Monday, October 30, 2023 |
| 14 | Last date for publication of post-Open Offer public announcement in the newspapers in which this Detailed Public Statement was published | Monday, November 06, 2023 |
| 15 | Last date for filing the post Offer report with SEBI | Monday, November 06, 2023 |

* The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. It is clarified that all Public Shareholders (i.e., holders (registered or unregistered) of Equity Shares (except the Acquirer, Sellers and persons deemed to be acting in concert with the parties to the SPA)) are eligible to participate in the Offer any time during the Tendering Period.
Note: The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of relevant approvals from various statutory/regulatory authorities and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

- The Offer will be implemented by the Acquirer through the Stock Exchange Mechanism made available by the Stock Exchanges in the form of a separate window ("**Acquisition Window**"), in accordance with SEBI (SAST) Regulations and the SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended from time to time, read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time and SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 ("**Acquisition Window Circulars**"). As per SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, an accepted quantity of shares shall be debited from the dematerialized account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure to the said circular.
- All the Public Shareholders, holding the shares in dematerialized form or physical form are eligible to participate in this Offer at any time during the tendering period for this Offer. In accordance with the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of SEBI (SAST) Regulations.
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e., the date falling on the 10th (Tenth) Working Day prior to the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

- BSE shall be the designated stock exchange ("**Designated Stock Exchange**") for the purpose of tendering the Offer Shares.

- The Acquirer has appointed SBICAP Securities Limited ("**Buying Broker**") as its broker for the Offer through whom the purchases and settlement of the Offer Shares tendered under the Offer shall be made. The contact details of the Buying Broker are as mentioned below:

SBICAP Securities Limited
Address: Marathon Futrex, B-Wing, 12th Floor, N.M.Joshi Marg, Lower Parel, Mumbai – 400 013
Telephone Number: 022-68545555
Fax Number: 022-69316411
Email: helpdesk@sbicapsec.com
Website: www.sbiscapsec.com
Investor Grievance ID: complaints@sbicapsec.com
Contact Person: Mr. Sumit Upadhyay
SEBI Registration Number: INZ000200032
CIN: U65999MH2005PLC155485

- All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stock brokers ("**Selling Broker**") within the normal trading hours of the secondary market, during the Tendering Period.

- The Acquisition Window will be provided by both NSE and BSE to facilitate placing of sell orders. The Selling Broker can enter orders for Equity Shares in dematerialized form.

- The detailed procedure for tendering the Offer Shares in this Open Offer will be available in the Letter of Offer, which shall be available on SEBI's website (www.sebi.gov.in).**

IX. OTHER INFORMATION

- The Acquirer and its directors in their capacity as the directors, accept full responsibility for the information contained in the PA, and this DPS (other than such information regarding the Target Company as has been obtained from public sources, which has not been independently verified by the Acquirer).
- The information pertaining to the Target Company contained in the PA or DPS or Letter of Offer or any other advertisement/ publications made in connection with the Open Offer has been compiled from publicly available sources or provided by the Target Company. The Acquirer has not independently verified such information and does not accept any responsibility with respect to any information pertaining to the Target Company, provided in the PA or this DPS or the Letter of Offer.
- The Acquirer also accepts full responsibility for its obligations under the Open Offer.
- Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed SBI Capital Markets Limited as the Manager to the Offer.
- Link Intime India Private Limited has been appointed as the Registrar to the Offer.
- In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
- In this DPS, all references to "Rs." or "INR" are references to the Indian Rupee(s).
- The Public Announcement and this DPS would also be available on SEBI's website (www.sebi.gov.in).

Issued by the Manager to the Offer:



SBI Capital Markets Limited
 Unit No. 1501, 15th Floor, A & B Wing, Parinee Crescenzo Building, Plot C-38, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India
Telephone: +91 22 4006 9807
E-mail: sanghi.openoffer@sbicaps.com
Contact Person: Janardhan Wagle / Sambit Rath / Karan Savardekar
Website: www.sbicaps.com
SEBI Registration No.: INM000003531

Registrar to the Offer:



Link Intime India Private Limited
 C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India
Tel No.: +91 810 811 4949
Fax No.: + 91 22 49186195
Contact Person: Sumeet Deshpande
Email: sanghi.offer2023@linkintime.co.in
Investor Grievance Id: sanghi.offer2023@linkintime.co.in
Website: www.linkintime.co.in
SEBI Registration No.: INR000004058
Validity Period: Permanent (unless suspended or cancelled by SEBI)
CIN: U67190MH1999PTC118368

For and on behalf of the Acquirer
 Ambuja Cements Limited (Acquirer)

Place: Ahmedabad
Date: August 9, 2023