PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

AMBUJA CEMENTS LIMITED

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

This public announcement ("Public Announcement") is being issued by DSP Merrill Lynch Limited, the Manager to the Offer ("DSPML"), on behalf of Holcim Mauritius in compliance with Regulation 11(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("SEBI (SAST) Regulations"/"Takeover Code")

I BACKGROUND TO THE OFFER

(a) **Holderind Investments Limited**, a company organized under the laws of Mauritius and having its registered office at Manor House, 1st Floor, Cnr St. George/ Chazal Streets, Port Louis, Mauritius, **("Holcim Mauritius"/"Acquirer")** along with **Ambuja Cement India Private Limited**, a company incorporated under the Companies Act, 1956, and having its registered office at 106, Maker Chamber III, Nariman Point, Mumbai, 400 021 **("ACIL"/"PAC")** as Person Acting in Concert ("PAC"), are making this offer ("Offer") pursuant to Regulation 11(1) of the SEBI (SAST) Regulations as aforesaid, to the public shareholders of **Ambuja Cements Limited ("ACL")** to acquire up to 306,553,600 fully paid up equity shares of Rs. 2/ - each ("Shares") representing 20.15 % of the fully paid up equity voting capital (representing 20% of the fully diluted equity voting capital) at a price of Rs. 154 (Rupees one hundred fifty four only) per Share ("Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter including the receipt of Reserve Bank of India (RBI) approval under the Foreign Exchange Management Act (FEMA) as described in Clause VII . Holcim Ltd, a company incorporated under the laws of Switzerland and having its registered offices at Zürcherstrasse 156, CH-8645 Jona, Switzerland, is a person deemed to be acting in concert by virtue of its parent support undertaking given on August 22, 2007 in favor of the obligations of Holcim Mauritius and its being the indirect holding company of Holcim Mauritius. Shares tendered pursuant to the Offer will be acquired by Holcim Mauritius.

(b) Holcim Mauritius is a Group Company (an indirectly held wholly owned subsidiary) of Holcim Ltd, which is the holding company of the Holcim Group (which comprises Holcim Ltd, its subsidiaries and affiliates), one of the world's leading suppliers of cement, cementitious material, clinker, concrete, concrete products, aggregates, mortar and asphalt as well as related activities and services, with a consolidated cement capacity of about 198.1 million tons (Source: First Quarter Interim Report 2007 Holcim Ltd.).

(c) On January 30, 2006, Holcim Mauritius had entered into a shareholders' agreement with **Radha Madhav Investment Limited**, a company incorporated under the laws of India having its offices at 11A, Mittal Chambers, Nariman Point, Mumbai 400 021, India **("RMIL")** and **RKBK Fiscal Services Private Limited**, a private limited company incorporated under the Companies Act and having its registered office at 216, A.J.C. Bose Road, Kolkatta 700 017, India **("RKBK")** and Mr. Narotam S. Sekhsaria, the promoters of ACL, to regulate their respective rights as shareholders of ACL (then **Gujarat Ambuja Cements Limited**), and their respective responsibilities regarding the management of the business of ACL ("Shareholders' Agreement").

By virtue of a letter agreement dated August 22, 2007 (the "Letter Agreement"), the Shareholders' Agreement was amended providing inter alia, that the Acquirer would acquire 60,000,000 fully paid equity shares of ACL (the "Sale Shares") constituting 3.94% of the fully paid up equity voting capital (3.91% of the fully diluted equity voting capital) of ACL from RMIL and RKBK (the "Sellers") at the Offer Price. In terms of the Letter Agreement, the sale of the Sale Shares shall be carried out in the manner and through such mechanism (including through the stock exchange) as specified by the Sellers in a settlement notice to Holcim Mauritius, subject to regulatory approvals. Holcim Mauritius would pay the consideration to the Sellers and the Sellers would deliver the Sale Shares in such manner as may be specified by the Sellers in compliance with the Takeover Code. In case Holcim Mauritius is unable to purchase the Sale Shares on or prior to September 30, 2007 (or such other date as may be mutually agreed between Holcim Mauritius and the Sellers), Holcim Mauritius will have the right to designate an alternative purchaser to purchase the Sale Shares from the Sellers, failing which the Sellers will have a right to sell the shares to a third party or in the open market through orderly structured sales after October 11, 2007 (or such other date as may be mutually agreed between Holcim Mauritius and the Sellers). In the event of a sale to either an alternative purchaser or to a third party or in the open market, as the case may be, at a price below the Offer Price, Holcim Mauritius would compensate the Sellers for any shortfall in the sale consideration so received.

Further, in terms of the Letter Agreement, so long as RMIL and RKBK hold more than 1 Crore shares in ACL, they continue to be entitled to nominate two non-retiring, non-executive directors on the ACL board. The current representatives of RMIL and RKBK on the ACL board of directors are Messrs. Suresh K. Neotia and Narotam S. Sekhsaria. In addition, RMIL and RKBK will have a Put option to sell, through a put notice, all or part of the remaining 12,041,909 ACL shares constituting, as of the date of this Public Announcement, 0.79% of the fully paid up equity voting capital (0.79% of the fully diluted equity voting capital) held by them to the Acquirer at any time after January 29, 2009, in one or more tranches. There will be no change in control of ACL by virtue of the Letter Agreement and/or this Offer.

II. THE OFFER

(a) The acquisition of the Sale Shares pursuant to the Letter Agreement would cause the total number of shares acquired by Holcim Mauritius in the financial year ending March 31, 2008 to exceed the limit of 5% specified in Regulation 11(1) of the Takeover Code. Consequently, Holcim Mauritius is making this Offer to the public shareholders of ACL under Regulation 11(1) to acquire up-to 306,553,600 fully paid equity shares ("Share(s)") of Rs. 2/- each, representing in the aggregate 20.15 % of the fully paid up equity voting capital (20% of the fully diluted equity voting capital) of ACL at the Offer Price, payable in cash and subject to the terms and conditions mentioned hereinafter and in the letter of offer to be sent to the shareholders ("Letter of Offer").

(b) Holcim Mauritius holds 341,328,720 equity shares in ACL representing 22.43% of the fully paid up equity voting capital (22.27% of the fully diluted equity voting capital) of ACL. ACIL holds 150,670,120 equity shares in ACL representing 9.90% of the fully paid up equity voting capital, (9.83% of the fully diluted equity voting capital) of ACL. Collectively, these two entities hold 491,998,840 equity shares of ACL representing 32.33% of the fully paid up equity voting capital (32.10% of the fully diluted equity voting capital) of ACL. Holcim Ltd does not hold any shares in ACL.

(c) Holcim Mauritius will acquire the shares tendered by the public shareholders of ACL pursuant to the Offer. Upon closing of the Offer (assuming full acceptance) and consummation of the transaction under the Letter Agreement as detailed in Clause I(c), Holcim Mauritius will hold 46.18% of the fully diluted equity voting capital in ACL. Collectively with ACIL, Holcim Mauritius will hold 56.01% of the fully diluted equity voting capital in ACL.

(d) The Offer is not conditional on any minimum level of acceptances. During the Offer period, Holcim Mauritius may purchase additional equity shares of ACL in accordance with the SEBI (SAST) Regulations.

(e) ACIL is acting in Concert with the Acquirer, and Holcim Ltd is a person deemed to be acting in concert with the Acquirer in terms of Regulation 2(1) (e) of the SEBI (SAST) Regulations in relation to this Offer.

(f) Holcim Mauritius has acquired 140,962,239 shares of ACL during the 52-weeks period prior to the date of this PA at a weighted average price of Rs.126.69 per share with the highest price being Rs. 137.00 per share and lowest price being Rs. 103.76 per share. Holcim Mauritius holds 341,328,720 equity shares in ACL representing 22.43% of the fully paid up equity voting capital (22.27% of the fully diluted equity voting capital) of ACL.

None of the directors of Holcim Mauritius have acquired any shares in ACL, including by way of allotment in public or rights issue or by way of preferential allotment by ACL during the 26-week period prior to the date of this Public Announcement.

(g) ACIL was allotted 147,470,903 shares of ACL on December 21, 2006 for consideration other than cash through the amalgamation of Ambuja Cements Eastern Limited with ACL through a scheme of arrangement. The appointed date for the scheme of arrangement was January 1, 2006. Apart from the above, ACIL has not acquired any shares of ACL during the 52-weeks period prior to the date of this PA including by way of allotment in public or rights issue or by way of preferential allotment by ACL

None of the directors of ACIL have acquired any shares in ACL including by way of allotment in public or rights issue or by way of preferential allotment by ACL during the 26-week period prior to the date of this Public Announcement except Mr. A. L. Kapur who has acquired 181,500 shares at an average price of Rs. 59.06 and a maximum price of Rs. 59.06 by way of exercise of Employee Stock Options of ACL.

(h) Holcim Ltd has not acquired any shares of ACL during the 52-weeks period prior to the date of this PA including by way of allotment in public or rights issue or by way of preferential allotment by ACL.

None of the directors of Holcim Ltd have acquired any shares in ACL including by way of allotment in public or rights issue or by way of preferential allotment by ACL during the 26-week period prior to the date of this Public Announcement.

(i) The shares of ACL are listed on the National Stock Exchange of India Limited ("NSE") and the Bombay Stock Exchange Limited ("BSE"). Based on the information available, the shares of ACL are frequently traded on NSE (Source: nseindia.com) and BSE (Source: bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations.

(j) The Offer Price is justified in terms of Regulation 20(4) of SEBI (SAST) Regulations in view of the following:

	Rs./ share
A) The negotiated price: If Holcim Mauritius or any of the PACs have entered into any agreement for acquisition of shares or voting rights; or Deciding to acquire shares or voting rights exceeding the prescribed percentage	154.00
B) Price paid by Holcim Mauritius or any of the PACs for any acquisition including by way of allotment in public or rights issue or preferential issue by ACL during the 26-week period prior to the date of this Public Announcement	123.73
C) Higher of (i) or (ii) below:	
Share price data of ACL on NSE, where it is most frequently traded, is as under:	
i) the average of the weekly high and low of the closing prices of the shares of ACL during the 26 weeks preceding the date of the announcement	Rs. 118.29
ii) The average of the daily high and low of the closing prices of the shares of ACL during the 2 weeks preceding the date of the announcement.	Rs. 129.60

(k) Offer Price of Rs. 154.00 being highest of the above is justified.

(l) If the Acquirer/PACs acquire equity shares of ACL, after the date of this Public Announcement and up- to seven working days prior to the closure of the Offer at price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid applications received under the Offer.

(m) The equity shares of ACL will be acquired by the Acquirer 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.

III INFORMATION ON ACQUIRER

A Holcim Mauritius

a) Holcim Mauritius is a private limited company incorporated on April 20, 1993, under the laws of the Republic of Mauritius having its registered office at Manor House, 1st Floor, Cnr St. George/ Chazal Streets, Port Louis, Mauritius. Holcim Mauritius is a wholly owned subsidiary of Holderfin BV, a private limited liability company registered in Amsterdam, The Netherlands, which is a wholly owned subsidiary of Holcim Ltd, Switzerland.

b) Holcim Mauritius has been established to undertake offshore business activities as a corporate investment vehicle. Adequate funds are available to Holcim Mauritius as and when investments are decided upon or formalized.

c) Holcim Mauritius is the holding company of Holcim (India) Private Limited ("Holcim India"). Holcim Mauritius and Holcim India together hold 89% stake in ACIL.

d) Based on the latest audited standalone Annual Accounts of Holcim Mauritius,

	12 month period ending Dec. 31, 2005	12 month period ending Dec. 31, 2006
Revenue	USD 2,674,998 INR 109,701,668	USD 11,117,113 INR 455,912,804
Net Income	USD (34,456,807) INR (1,413,073,655)	USD (49,132,278) INR (2,014,914,721)
EPS	USD (2.30) INR (94.32)	USD (0.22) INR (9.02)
Return on Net worth	N/A	N/A
	As on December 31, 2005	**As on December 31, 2006**
Equity Share Capital	USD 15,000,000 INR 615,150,000	USD 220,000,000 INR 9,022,200,000
Reserves & Surplus [1]	USD (21,752,712) INR (892,078,719)	USD (55,884,990) INR (2,291,843,440)
Book Value per Share	USD (0.45) INR (18.45)	USD 0.75 INR 30.76

(1) including share premium and net of accumulated losses

e) Holcim Mauritius is an unlisted company and hence a P/ E ratio is not applicable.

IV INFORMATION ON PACs

A. Holcim Ltd

a) Holcim Ltd is the holding company of the Holcim Group (which comprises Holcim Ltd, its subsidiaries and affiliates), one of the world's leading suppliers of cement, cementitious material, clinker, concrete, concrete products, aggregates, mortar and asphalt as well as related activities and services. The Group holds majority and minority interests in more than 70 countries on all continents, and employs some 90,000 people. Holcim Ltd, together with its subsidiaries and affiliates, has a consolidated cement capacity of 198.1 mtpa. Holcim Ltd. is a Person deemed to be acting in concert with Holcim Mauritius for this Offer by virtue of its parent support undertaking given on August 22, 2007 in favor of the obligations of Holcim Mauritius and its being the indirect holding company of Holcim Mauritius.

b) Holcim Ltd is a public company (Aktiengesellschaft) incorporated in 1912, under the laws of Switzerland having its registered office at Zürcherstrasse 156, CH-8645 Jona, Switzerland.

c) The Holcim Ltd shares (security code No. 1.221.405) are listed on the SWX Swiss Exchange and traded on virt-x. The Telekurs ticker symbol for the Holcim registered share is HOLN. The corresponding code under Bloomberg is HOLN VX, while Reuters uses the abbreviation HOLN.VX. Every share carries one vote, subject to registration in the company's share register. The closing price of the shares of Holcim Ltd on virt-x as on August 22, 2007 was CHF 121.70 (Rs. 4147.69).

d) The key shareholders of Holcim Ltd include Mr. Thomas Schmidheiny, who directly and indirectly held 53,698,257 or 20.37 %of the registered shares of Holcim Ltd as at June 30, 2007, and the Capital Group Companies Inc., which held 22,961,792 or 8.71% of the registered shares of Holcim Ltd as at April 04, 2006.

e) Based on the latest audited consolidated Annual Accounts of Holcim Ltd

	12 month period ending Dec. 31, 2005[1]	12 month period ending Dec. 31, 2006
Net Sales	CHF 18,468 mn INR 629,413 mn	CHF 23,969 mn INR 816,894 mn
Net Income after minority interests	CHF 1,511 mn INR 51,497mn	CHF 2,104 mn INR 71,707 mn
EPS[2]	CHF 6.61 INR 225.28	CHF 8.64 INR 294.46
EPS[3]	CHF 6.52 INR 222.21	CHF 8.50 INR 289.69

(1) Restated in line with IAS21 amended
(2) Weighted average number of dividend bearing shares outstanding
(3) Weighted average number of fully diluted shares outstanding

	As on Dec 31, 2005	As on Dec 31, 2006
Equity Share Capital	CHF 460 mn INR 15,677 mn	CHF 511 mn INR 17,416 mn
Reserves & Capital Surplus, net of treasury shares	CHF 11,007 mn INR 375,133 mn	CHF 14,666 mn INR 499,836 mn
Consolidated shareholders equity per share[1]	CHF 50.05 INR 1,705.77	CHF 59.60 INR 2,031.24

(1) Based on shareholders' equity – attributable to equity holders of Holcim Ltd – and the number of dividend-bearing shares as per December 2006

f) Based on the closing price of CHF 121.70 per shares of Holcim Ltd as on August 22, 2007, and the EPS of CHF8.64 per share on dividend bearing shares outstanding for December 31, 2006, the P/ E ratio is 14.09 times.

B. Ambuja Cement India Private Limited ("ACIL")

a) ACIL is a private limited company incorporated under the Companies Act, 1956 and has its registered office at 106, Maker Chamber III, Nariman Point, Mumbai, 400 021. Holcim Mauritius holds 381,496,666 equity shares, while its wholly owned subsidiary Holcim India holds 390,163,637 equity shares constituting 44% and 45% respectively of ACIL's paid up equity share capital. The remaining 95,370,000 equity shares constituting 11% of the paid up equity share capital in ACIL are held by ACL.

b) ACIL is engaged in the business of investing in companies in the field of cement manufacture and marketing.

c) ACIL currently owns 150,670,120 shares of ACL representing 9.90% shares in ACL.

d) Shares of ACIL are not listed on any stock exchange and hence P/E ratio is not applicable.

e) Based on the latest audited standalone Annual Accounts

Rupees in mn	6 month period ending Dec 31, 2005	12 month period ending Dec 31, 2006
Revenue	531.2	1416.7
Net Income	416.3	701.2
EPS (Rs.)	0.48[1]	0.17
Rupees in mn	**As on Dec 31, 2005**	**As on December 31, 2006**
Equity Share Capital	8,670.3	8,670.3
Reserves & Surplus	24,611.3	25,312.6
Book Value per Share (Rs.)	38.39	39.19

(1) Not annualized. Further arrears of Preference Dividend has not been reduced as the shareholders have waived the right to receive dividend for the six months period ended December 31, 2005

V Information about Target Company

a) ACL was incorporated on October 20, 1981 under the Companies Act, 1956, and has its registered office at P.O. Ambujanagar, Taluka Kodinar, District Junagadh, Gujarat 362 715. The name of the company was changed from Gujarat Ambuja Cements Limited to Ambuja Cements Limited with effect from 5th April 2007.

b) ACL is a constituent of the Holcim Group of companies and a consolidated subsidiary of Holcim Ltd. Its promoters are Holcim Mauritius, which holds 22.43 % of the fully paid up equity voting capital of ACL, ACIL, which holds 9.90% of the fully paid up equity voting capital of ACL, and RMIL, RKBK and Mr. Narotam S. Sekhsaria, who collectively hold 4.73% of the fully paid up equity voting capital of ACL as on August 22, 2007.

c) ACL is among the largest players in the Indian Cement industry. It has a manufacturing network of 5 integrated cement plants and 3 cement grinding plants with a total installed capacity of 16.3 million tonnes as on December 31, 2006 (Source: ACL Annual Report FY06). ACL has subsidiaries located in India as well as in Sri Lanka.

d) The shares of ACL are listed on BSE and NSE while the Global Depository Receipts of ACL are listed on the Luxembourg Stock Exchange. The closing prices of the shares of ACL on BSE and NSE as on August 23, 2007 was Rs. 132.75 and Rs. 132.65 respectively.

e) Based on the latest audited standalone Annual Accounts,

Rupees in mn	12 month period ending June 30, 2005	18 month period ending Dec. 31, 2006
Net Sales	26,745.2	63,819.5
Net Income	4,682.9	15,032.5
EPS (on face value INR 2 per share Diluted)	3.46	10.09 [1]
Annualized EPS (on face value INR 2 per share Diluted)	3.46	6.73
Rupees in mn	**As on June 30, 2005**	**As on December 31, 2006**
Equity Share Capital[2]	2,703.8	3,034.2
Reserves & Surplus	19,080.1	31,872.1
Book Value per Share [3]	16.11	23.01

(1) Not annualized
(2) Including share application money
(2) Adjusted for split and bonus issue during the financial year ended June 30, 2005

f) Based on the closing price of equity shares of ACL of Rs. 132.65 as on August 23, 2007 on NSE, and the annualized EPS of Rs. 6.73 for the 18 months period ending December 31, 2006, the P/ E ratio is 19.71 times.

g) The total paid up equity share capital of ACL as on the date of this Public Announcement is Rs. 3,043,240, 960 (Rupees three billion, forty three million, two hundred and forty thousand and nine hundred sixty only) divided into 1,521,620,480 fully paid up equity shares of Rs. 2/ - each. There are no partly paid up shares carrying voting rights. (Source: bseindia.com)

h) ACL has granted stock options to its employees under various ESOP Plans, which if exercised would result in the issue of 10.8 mn. equity shares. (Source: ACL Annual Report FY06 and subsequent public filing with Stock Exchanges)

i) Mr. Paul Hugentobler is a director of ACIL and ACL. Mr. Suresh Neotia is the non-executive Chairman of ACL and a director of ACIL. Mr. Markus Akermann is a director of Holcim Ltd and ACL. Mr. A.L. Kapur is a director of ACIL and the Managing Director of ACL. All the above common directors have recused themselves from all decisions of the board of Holcim Ltd, ACIL and ACL with regard to the Offer.

VI REASONS FOR THE ACQUISITION & OFFER AND FUTURE PLANS

a) Holcim Mauritius is desirous of increasing its shareholding in ACL including through the acquisition of 60,000,000 shares from RMIL and RKBK in terms of the Letter Agreement. Consequently Regulation 11(1) of the SEBI (SAST) Regulations have been attracted and the Offer is being made pursuant to regulation 11(1) thereto.

b) Assets and Businesses belonging to ACL which are not core to the Holcim Group's strategy may be sold or disposed off with the approval of the board of directors of ACL. Other than such sales or dispositions, Holcim Mauritius has no plan to sell, dispose of or otherwise encumber any assets of ACL in the next two years, except to the extent that may be required (i) for the purposes of restructuring or rationalization of assets, investments, liabilities or otherwise of ACL or (ii) in the ordinary course of business of ACL. Holcim Mauritius may also be required to assume obligations under the existing contracts with third parties entered into by ACL which may result in transfer of certain assets or investments. Further, Holcim Mauritius undertakes for the next two years following the closure of the Offer not to sell, dispose off or otherwise encumber any substantial assets of ACL, except with the prior approval of shareholders of ACL. It will be the responsibility of the Board of Directors of ACL to make appropriate decisions in these matters, in accordance with the requirements of the business of ACL. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws or legislation at the relevant time.

VII STATUTORY APPROVALS REQUIRED FOR THE OFFER

a) The Offer, along with any obligation to purchase the Shares tendered and accepted and to pay for the same, as well as the acquisition of the Sale Shares pursuant to the Letter Agreement, as well as other acquisitions of shares in accordance with sub regulation 7 of Regulation 20 of the SEBI (SAST) Regulations and payment for the same, is subject to the receipt by Holcim Mauritius of RBI Approval under FEMA. Holcim Mauritius will make the necessary application to RBI for their approval as aforesaid.

b) Besides this, as on the date of this Public Announcement, no other statutory approval is required to acquire the shares tendered pursuant to this Offer. In terms of Regulation 27 of SEBI (SAST) Regulations, Holcim Mauritius will not proceed with the Offer in the event that any statutory approval indicated above is refused.

c) In case of delay in receipt of any statutory approval(s), SEBI has power to grant extension of time to Holcim Mauritius for payment of consideration to shareholders, subject to Holcim Mauritius agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by Holcim Mauritius in obtaining the requisite approval, Regulation 22(13) of SEBI (SAST) Regulations will also become applicable.

d) Holcim Mauritius does not require any approvals from financial institutions or banks for the Offer.

VIII OPTION TO HOLCIM MAURITIUS IN TERMS OF REGULATION 21(3)

a) The Offer will not lead to the public holding in ACL being reduced to below the public shareholding requirement as per the listing agreement. Hence, Regulation 21(3) of SEBI (SAST) Regulations is not applicable.

IX FINANCIAL ARRANGEMENTS

a) The total fund requirement for the acquisition of up to 306,553,600 shares at Rs. 154.00 per share is Rs. 47,209,254,400 (Rupees forty seven billion two hundred and nine million two hundred fifty four thousand and four hundred only).

Pursuant to a parent support undertaking given on August 22, 2007 in favor of the obligations of Holcim Mauritius, Holcim Ltd has confirmed that (i) it will supervise the management of its indirectly wholly-owned subsidiary Holcim Mauritius so as to enable the management of Holcim Mauritius to be able to fulfill its obligations under regulation 29 of the SEBI (SAST) Regulations, and that (ii) all funds necessary to consummate the Offer have been or will be made available on behalf of Holcim Mauritius as at the date of this Public Announcement.

Further, Ernst & Young, the auditors of Holcim Ltd, have provided a certificate stating that as on June 30, 2007, Holcim Group had undrawn committed credit lines amounting to at least USD 1.5 billion (INR 61,515 million) with no restrictions, which is more than the amount needed for consummating the Offer.

Holcim Ltd has also provided a certificate stating that as on June 30, 2007, it has undrawn committed credit lines amounting to at least USD 1.5 billion (INR 61,515 million).

The Manager to the Offer is satisfied about the ability of Holcim Mauritius to implement the Offer in accordance with the SEBI (SAST) Regulations as firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.

b) Further, Holcim Mauritius has made a cash deposit of Rs. 475,158,080 (Rupees four hundred and seventy five million one hundred and fifty eight thousand and eighty only) with HSBC Mumbai and provided a bank guarantee for Rs. 4,901,580,800 (Rupees four billion nine hundred one million five hundred eighty thousand eight hundred only) by HSBC Mumbai, with an aggregate commitment of Rs. 5,376,738,880 (Rupees five billion three hundred seventy six million seven hundred thirty eight thousand eight hundred eighty only), being in excess of the amount required under Regulation 28(2) of the SEBI (SAST) Regulations, i.e. 25% for the first Rs. 100 crores and 10% thereafter. DSPML has been authorized to realize the value of the aforesaid bank account and bank guarantee.

X OTHER TERMS OF THE OFFER

a) The Letter of Offer together with the Form of Acceptance cum Acknowledgement will be mailed to the shareholders of ACL (except Holcim Mauritius, ACIL, RMIL, RKBK and Mr. Narotam S. Sekhsaria), whose names appear on the register of members of ACL and to the beneficial owners of the shares of ACL, whose names appear as beneficiaries on the records of the respective depositories, at the close of business on September 21, 2007 ("Specified Date").

b) Shareholders who wish to tender their shares will be required to send the Form of Acceptance cum Acknowledgement, original share certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer – **Karvy Computershare Private Limited, Plot No. 17 to 24, Vithalrao Nagar, Hi Tech City Road, Madhapur, Hyderabad 500 086, Phone: 040 – 23420818 – 828, Fax: 040-23420814** ("Registrar to the Offer") either by hand delivery on weekdays or by registered post, on or before the closing of the Offer, i.e. no later than 1700 hours on November 06, 2007 ("Close of the Offer") in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance Cum Acknowledgement.

c) The Registrar to the Offer has opened a special depository account with NSDL called, "Escrow Account – ACL Offer". The name of the Depository Participant ("DP") is DSP Merrill Lynch Ltd., DP ID is IN 302638 and the Client ID is 10035092. Shareholders having their beneficiary account in CDSL have to use the inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.

d) Beneficial owners (holders of shares in dematerialized form) who wish to tender their shares will be required to send their Form of Acceptance Cum Acknowledgement along with the photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account to the Registrar to the Offer either by hand delivery on weekdays or by registered post, on or before the Close of the Offer, i.e. no later than November 06, 2007 in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance Cum Acknowledgement. The credit for the delivered shares should be received in the special depository account on or before the Close of the Offer, i.e. no later than November 06, 2007.

e) The holders of the Global Depository Receipts ("GDRs") who wish to avail of this Offer should request withdrawal of their equity share(s) from the Depository in terms of the issuance of GDRs. Holders of GDRs who wish to tender the equity shares underlying such GDRs, should also request their depository to instruct the corresponding custodian to deliver the equity shares in accordance with (d) above.

f) The holders of the ESOPs who wish to avail of this Offer would need to exercise the ESOPs, if possible, and deliver the resulting equity shares in accordance with (d) above.

g) In addition to the above-mentioned address, the equity shareholders of ACL, who wish to avail of and accept the Offer, can also deliver the Form of Acceptance cum Acknowledgment along with all the relevant documents at any of the collection centers below in accordance with the procedure as set out in the Letter of Offer. All the centers mentioned herein below would be open as follows:

(Monday to Friday 10.00 a.m. to 4.00 p.m, Saturday: 10.00 a.m. to 1.00 p.m.)

#	Collection Centre	Address of Collection Centre	Contact Person	Phone No.	Fax	Mode of delivery
1.	Mumbai (Fort)	16-22 Bake House Maharashtra Chamber. of Commerce. Lane, Opp. MSC Bank, Fort Mumbai – 400 023	Ms. Varija Kotian	022-66382666	022-66331135	Hand Delivery
2.	Mumbai (Andheri)	7,Andheri Industrial Estate, Off Veera Desai Road, Andheri (W), Mumbai 400 053	Ms. Vishakha Shringarapure	022- 2673 0799/ 153 / 292	022- 2673 0152	Hand Delivery
3.	New Delhi	105-108, Arunachal Bldg, 19, Barakhamba Road, Connaught Place, New Delhi 110 001	Mr. S N Jha	011-2332 4401/ 409	011-23310616	Hand Delivery
4.	Ahmedabad	201-203 "Shail", Opp: Madhusudhan House Behind Girish Cold Drinks Off C G Road Ahmedabad ~ 380 006	Mr. Edward Raphael	079-26420422/ 26400528	079-26565551	Hand Delivery
5.	Chennai	No. 33/1, Venkatraman Street, T.Nagar, Chennai - 600017.	Mr. Gunashekhar	**044 - 28151793/ 1794 / 4781**	044-28153181	Hand Delivery
6.	Hyderabad	Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081	Ms. Rinki Sareen	040-23420818	040-23420814	Hand Delivery/ Regd Post
7.	Kolkata	49, Jatin Das Road, Nr.Deshpriya Park, Kolkatta 700 029	Mr. Sujit Kundu/ Mr. Debnath	033-24644891	033-24644866	Hand Delivery
8.	Bangalore	No.59, Skanda, Putana Road, Basavanagudi Bangalore 560 004	Mr. Kishore	080- 26621192	080-26621169	Hand Delivery
9.	Surat	M/7, Empire State Building, Near Udhana Darwaja, Ring Road Surat 395 002	Ms. Vaishali	0261- 3017151 to 160	N A	Hand Delivery
10.	Pune	Office No 6, 3rd floor, Rachna Trade Estate, Law College Road, SNDT Circle, CTS No.105, Erandwane, Pune 411 004	Ms. Gayathri Oak	020- 404 8790 (5 lines)	020- 2545 6842	Hand Delivery

h) All owners (registered or unregistered) of shares of ACL (except Holcim Mauritius, ACIL, RMIL, RKBK and Mr. Narotam S. Sekhsaria) are eligible to participate in the Offer anytime before the Close of the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of shares held, Number of shares offered, Distinctive Numbers, Folio Number, together with the original share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

i) In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of shares held, Distinctive Numbers, Folio Number, Number of shares offered along with the documents as mentioned above so as to reach the Registrar to the Offer on or before the Close of the Offer, i.e. no later than November 06, 2007 or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating Name, Address, the Number of shares held, Number of shares offered, DP name, DP ID beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account, so as to reach the Registrar to the Offer, on or before the Close of the Offer, i.e. no later than November 06, 2007.

j) In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, equity shareholders desirous of withdrawing the acceptance tendered by them in the Offer, may do so up to 3 (three) working days prior to the date of Close of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before November 01, 2007.

(i) The withdrawal option can be exercised by submitting the Form of Withdrawal enclosed with the Letter of Offer.

(ii) In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:

- In case of physical shares: Name, Address, Distinctive Numbers, Folio Number, Number of Shares tendered; and
- In case of dematerialized shares: Name, Address, Number of Shares offered, DP name, DP ID, Beneficiary Account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account.

k) The Registrar to the Offer will hold in trust the Shares/ share certificates lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of ACL who have accepted the Offer, till the cheques/ drafts for the consideration and/ or the unaccepted shares/ share certificates are dispatched/ returned.

l) If the aggregate of the valid responses to the Offer exceeds the Offer size of 306,553,600 fully paid-up equity shares of ACL (representing 20% of the fully diluted equity voting capital of ACL), then Holcim Mauritius shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. As the shares of ACL are compulsorily traded in dematerialized form, therefore minimum acceptance will be one share.

m) Unaccepted share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholders/ unregistered owners sole risk to the sole/ first shareholder. Unaccepted shares held in demat form will be credited back to the beneficial owners depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

n) Shareholders who have sent their shares for dematerialization, need to ensure that the process of getting their shares dematerialized is completed well in time so that the credit in the special depository account is received on or before the date of Close of the Offer, i.e. no later than November 06, 2007, else their application would be rejected.

o) While tendering the shares under the Offer, NRIs/ OCBs/ foreign shareholders shall submit the previous approvals by the RBI ("RBI Approvals") (specific or general) that they would have obtained for acquiring the shares of ACL. In case the previous RBI Approvals are not submitted, Holcim Mauritius reserves the right to reject such shares tendered. While tendering shares under the Offer, NRI/ OCBs/ foreign shareholders shall submit a tax clearance certificate from the income tax authorities, indicating the amount of tax to be deducted by Holcim Mauritius under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid tax clearance certificate is not submitted, Holcim Mauritius will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

p) A schedule of the activities pertaining to the Offer is given below:

Activity	Day & Date
Specified Date[1]	Friday, September 21, 2007
Last date for a competitive bid	Friday, September 14, 2007
Date by which Letter of Offer to be dispatched to shareholders	Monday, October 8, 2007
Date of opening of the Offer	Thursday, October 18, 2007
Last date for revising the Offer	Friday , October 26, 2007
Last date for withdrawing acceptance from the Offer	Thursday, November 01, 2007
Last date of Close of the Offer	Tuesday, November 06, 2007
Last date of communicating rejection/ acceptance and payment of consideration for accepted tenders, subject to receipt of requisite statutory approvals	Wednesday, November 21, 2007

(1) Specified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent and all owners (registered or unregistered) of the shares of ACL (except Holcim Mauritius, ACIL, RMIL, RKBK and Mr. Narotam S. Sekhsaria) are eligible to participate in the Offer anytime before the Close of the Offer.

XI GENERAL

a) *Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement/ Letter of Offer shall have the option to withdraw acceptance tendered by them up-to 3 (three) working days prior to the date of Close of the Offer, in terms of Regulation 22 (5A) of the SEBI (SAST) Regulations.*

b) If there is any upward revision in the Offer Price by Holcim Mauritius till the last date of revision viz. October 26, 2007, or withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which the original Public Announcement had appeared. Holcim Mauritius shall pay such revised price for all the shares validly tendered any time during the Offer and accepted under the Offer.

c) If there is a competitive bid:

- **the public offers under all the subsisting bids shall close on the same date.**
- **as the offer price can not be revised during 7 (seven) working days prior to the closing date of the offers/ bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.**

d) Holcim Mauritius, ACIL, RMIL, RKBK, Narotam S. Sekhsaria and ACL have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act. SEBI has levied a penalty of Rs. 25 Crores on Holcim India for not making a public announcement for acquiring the shares of Everest Industries Limited being an indirect acquisition of its shares upon acquisition of shares of ACC Limited vide a share purchase agreement dated 20th January 2005 and an open offer made subsequent thereto. Securities Appellate Tribunal has stayed the above demand vide its order dated 5th October 2006 upon an appeal filed by Holcim India

e) Pursuant to Regulation 13 of the SEBI (SAST) Regulations, Holcim Mauritius has appointed DSP Merrill Lynch Limited as Manager to the Offer. As on the date of this announcement, the Manager to the Offer does not hold any shares in ACL.

f) Holcim Mauritius accepts responsibility for the information contained in this Public Announcement.

g) Registrar to the Offer – **Karvy Computershare Private Limited, Plot No. 17 to 24, Vithalrao Nagar, Hi Tech City Road, Madhapur, Hyderabad 500 086, Phone: 040 – 23420818 – 828, Fax: 040-23420814**

h) Certain financial details contained in this Public Announcement are denominated in USD and CHF. The Rupee equivalent quoted in case of USD is calculated in accordance with the RBI reference rates as on August 22, 2007, namely 1USD = Rs. 41.01 (Source: www.rbi.org.in), while the Rupee equivalent of CHF numbers is calculated by first converting CHF into USD using the NY Fed Noon Buying Rate on August 21, 2007, namely 1USD = 1.2033 CHF, (Source: www.ny.frb.org) and then using the RBI reference rate to convert USD to Rupees leading to an effective rate of 1 CHF = Rs. 34.0813

This Public Announcement would also be available on SEBI's website (www.sebi.gov.in). Eligible persons to the Offer may also download a copy of the Form of Acceptance cum Acknowledgement, which will be available on SEBI's website at (www.sebi.gov.in) from the date of opening of the Offer, i.e. October 18, 2007.

Issued by:
Manager to the Offer

DSP Merrill Lynch

DSP Merrill Lynch Limited
10th Floor, Mafatlal Centre, Nariman Point, Mumbai 400 021
Contact Person: Mr. Harsh Parikh
Ph.: +91 22 6632 8000, Fax No.: + 91 22 2204 8518
Email ID: acl_openoffer@ml.com

On behalf of

Holderind Investments Limited	Ambuja Cement India Private Limited	Holcim Ltd
Manor House, 1st Floor, Cnr St. George/ Chazal Streets, Port Louis, Mauritius.	106, Maker Chamber III, Nariman Point Mumbai, 400 021	Zürcherstrasse 156 CH-8645 Jona, Switzerland

Date: August 24, 2007