Public Announcement under Regulations 3(1) and 4 read with Regulations 13(1) and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

FOR THE ATTENTION OF THE SHAREHOLDERS OF ANJANI PORTLAND CEMENT LIMITED

Open Offer ("Offer") for acquisition of up to a maximum of 47,81,296 fully paid-up equity shares of the face value of Rs.10 each from the public shareholders of Anjani Portland Cement Limited (the "Target Company") by Chettinad Cement Corporation Limited (the "Acquirer")

This Public Announcement ("PA") is being issued by Motilal Oswal Investment Advisors Private Limited (the "Manager to the Offer") for and on behalf of the Acquirer to the public shareholders of the Target Company pursuant to and in accordance with, Regulations 3(1) and 4 and other applicable Regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").

1. Offer Details

i. **Size**: Up to a maximum of 47,81,296 (Forty seven lacs eighty one thousand two hundred and ninety six) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten) each of the Target Company (**"Equity Shares"**) constituting 26% of the 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 ("**Offer Size**"), subject to the terms and conditions mentioned in this PA, the detailed public statement that will be published and the letter of offer that is proposed to be issued in accordance with the SEBI (SAST) Regulations.

ii. **Price / consideration**: Rs. 61.75/- (Rupees sixty one and seventy five paise) per fully paid-up Equity Share ("**Offer Price**") aggregating upto Rs. 29,52,45,028/- (Rupees twenty nine crore fifty two lacs forty five thousand twenty eight only) ("**Offer Consideration**") assuming full acceptance calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations.

iii. **Mode of payment:** The Offer Price will be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

iv. **Type of offer**: The Offer is a mandatory offer in compliance with regulations 3(1) and 4 of the SEBI (SAST) Regulations.

2. Transaction which has triggered the Offer obligations ("Underlying Transaction")

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 (VR) acquired**	**Mode of payment (cash/ securities)**	**Regulation(s) which has triggered**
		Number	**% vis a vis total equity/ voting share capital**			
Direct Acquisition	Share Purchase Agreement dated March 12, 2014 (**"SPA"**) among K.V. Vishnu Raju, K. Anuradha, Vanitha Datla, P V R L Narasimha Raju, K Ramavathy, K S N Raju, K Aditya Vissam, P Lakshmi, Vanitha Finance & Investment Pvt Ltd, P S Naveen, P Satyanarayana Raju, P Suryakantamma ("**Sellers**"), Target Company and the Acquirer for acquisition of upto 11,331,030 Equity Shares by the Acquirer from the Sellers in accordance with the SPA.	Upto 11,331,030 Equity Shares ("**SPA Shares**")	Upto 61.62% of the voting share capital of the Target Company	Upto Rs.69,96,91,103/- for 11,331,030 Equity Shares of the face value of Rs. 10 (Rupees ten) each at price of Rs. 61.75/- per Equity Share	Cash	Regulation 3(1) and 4 of the SEBI (SAST) Regulations

3. Details of the Acquirer/PAC

Details	Acquirer	PAC	Total
Name of the Acquirer	Chettinad Cement Corporation Limited	Not Applicable	Not Applicable
Address (Registered Office)	"Rani Seethai Hall Building", 603, Anna Salai, Chennai – 600 006, Tamil Nadu, India	Not Applicable	Not Applicable
Name(s) of persons in control/ promoters of Acquirer where Acquirer are companies	1. M.A.M. R Muthiah 2. M.A.M. Ramaswamy 3. Geetha Muthiah 4. Chettinad Hospitals Pvt Ltd 5. Chettinad Structural & Engineering Ltd 6. Chettinad Builders Pvt Ltd 7. Chettinad Logistics Pvt Ltd 8. Chettinad Software Services Pvt Ltd 9. Chettinad Holdings Pvt Ltd 10. Kumararajah M A M Muthiah Chettiar 11. Palaniappan R M 12. Estate of Late Dr Rajah Sir M A Muthiah Chettiar of Chettinad 13. Chettinad Financial Management Services Pvt Ltd 14. Chettinad Lignite Transport Services Pvt Ltd 15. Chettinad Earth Movers Pvt Ltd 16. South India Corporation Pvt Ltd	Not Applicable	Not Applicable
Name of the Group, if any, to which the Acquirer/ PAC belongs to	None	Not Applicable	Not Applicable
Pre Transaction shareholding • Number of Equity Shares • % of total equity share capital	Nil Nil	Not Applicable	Not Applicable
Proposed shareholding after the acquisition of shares which triggered the Offer (not taking into account the Equity Shares validly accepted in the Offer, if any)	11,331,030# Equity Shares constituting 61.62%# of the voting equity share capital of the Target Company	Not Applicable	11,331,030# Equity Shares constituting 61.62%# of the voting equity share capital of the Target Company
Any other interest in the Target Company	Nil	Not Applicable	Nil

 # The Acquirer will acquire upto a maximum of 11,331,030 Equity Shares representing 61.62% of the voting equity share capital of the Target Company pursuant to SPA, such that post the acquisition of Shares tendered in the Open Offer, the total shareholding and voting rights of the Acquirer in the Target Company will be less than or equal to 75% of the total share capital of the Target Company.

4. **Details of selling shareholders**

S. No.	Name of Sellers	Part of Promoter Group (Yes/No)	Details of shares/voting rights held by the Sellers			
			Pre Transaction		Post-Transaction	
			Number of Equity Shares	% of voting share capital of the Target Company	Number of Equity Shares assuming 26% shares are validly tendered in the Offer#	% of voting share capital of the Target Company assuming 26% shares are validly tendered in the Offer#
1	K.V. Vishnu Raju	Yes	7,228,916	39.31	2,320,128	12.62
2	K. Anuradha	Yes	318,100	1.73	Nil	Nil
3	Vanitha Datla	Yes	602,409	3.28	Nil	Nil
4	P V R L Narasimha Raju	Yes	268,925	1.46	Nil	Nil
5	K Ramavathy	Yes	1,196,600	6.51	Nil	Nil
6	K S N Raju	Yes	716,700	3.90	Nil	Nil
7	K Aditya Vissam	Yes	221,580	1.20	Nil	Nil
8	P Lakshmi	Yes	231,700	1.26	Nil	Nil
9	Vanitha Finance & Investment Pvt. Ltd.	Yes	365,000	1.98	Nil	Nil
10	P S Naveen	Yes	50,000	0.27	Nil	Nil
11	P Satyanarayana Raju	Yes	111,500	0.61	Nil	Nil
12	P Suryakantamma	Yes	19,600	0.11	Nil	Nil
	Total		**11,331,030**	**61.62**	**2,320,128**	**12.62**

 # The Acquirer will acquire upto a maximum of 11,331,030 Equity Shares representing 61.62% of the voting equity share capital of the Target Company pursuant to SPA, such that post the acquisition of Shares tendered in the Open Offer, the total shareholding and voting rights of the Acquirer in the Target Company will be less than or equal to 75% of the total share capital of the Target Company. Therefore assuming 26% shares are tendered in the Offer, the Acquirer will acquire 49% of the voting equity share capital or 9,010,901 Equity Shares under the SPA.

5. **Target Company**

   i. **Name:** Anjani Portland Cement Limited, a public limited company having its corporate identification number ("CIN") of L26942AP1983PLC004323.
   ii. **Registered Office:** 153, Sitha Nilayam, Dwarakapuri Colony, Punjagutta, Hyderabad – 500 082, Andhra Pradesh, India
   iii. **Exchanges where Equity Shares of the Target Company (ISIN: INE071F01012) are listed:** The Equity Shares are listed on the BSE Limited (scrip code: 518091)

6. **Other details**

   i. The detailed public statement pursuant to this PA to be issued in terms of Regulation 13(4) of the SEBI (SAST) Regulations containing further information pertaining to the Offer including, inter alia, background to the Offer, detailed information on the Offer Price, the Acquirer, the Target Company, relevant provisions of the SPA, statutory approvals required for the completion of the Offer and other terms and conditions of the Offer shall be published on or before March 20, 2014 as required by Regulation 14(3) of the SEBI (SAST) Regulations.
   ii. The Acquirer undertakes that it is aware of and will comply with its obligations under the SEBI (SAST) Regulations.
   iii. The Acquirer has adequate financial resources to meet its obligations under the Offer and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of regulation 25(1) of the SEBI (SAST) Regulations

iv. This PA is not being issued pursuant to a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations. The Offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) of the SEBI (SAST) Regulations.

v. Completion of the Offer and the underlying transaction envisaged under the SPA are subject to receipt of statutory approvals and satisfaction of conditions precedent set out in the SPA. Subject to compliance with the SEBI (SAST) Regulations, the underlying transaction under the SPA may be completed prior to the completion of the Offer.

Issued by the Manager to the Offer:

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For and on behalf of:

CHETTINAD CEMENT CORPORATION LIMITED
“Rani Seethai Hall Building", 603,
Anna Salai, Chennai – 600 006, Tamil Nadu, India

Place: Chennai
Date: March 12, 2014