kotak® Investment Banking

**Post-Open Offer Report under Regulation 27 (7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**POST OPEN OFFER REPORT**

In respect of Open Offer (the "Open Offer") made by Votorantim Cimentos S.A. (the "Acquirer 1") and InterCement Austria Holding GmbH (the "Acquirer 2", together with Acquirer 1 referred to as the "Acquirers") along with Camargo Correa S.A. as the person acting in concert (the "PAC") to acquire 36,757,313 Equity Shares from Shareholders of Shree Digvijay Cement Co. Limited ("Target Company")

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**A) Names of the parties involved**

| | | |
|---|---|---|
| 1. | Target Company (TC) | Shree Digvijay Cement Co Limited |
| 2. | Acquirer(s) | Votorantim Cimentos S.A. and InterCement Austria Holding GmbH |
| 3. | Persons acting in concert with Acquirers (PAC(s)) | Camargo Correa S.A. |
| 4. | Manager to the Open Offer | Kotak Mahindra Capital Company Limited |
| 5. | Registrar to the Open Offer | Link Intime India Private Limited |

**B. Details of the offer**

This Offer is being made pursuant to regulation 4 along with regulation 5(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof (the "SEBI (SAST) Regulations") consequent to indirect change in control of the Target Company.
This Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of the SEBI (SAST) Regulations.
This Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.

**C. Activity Schedule**

| Sr. No. | Activity | Due dates as specified in the SAST Regulations | Actual Dates |
|---|---|---|---|
| 1. | Date of the public announcement (PA) | April 5, 2012 | Tuesday June 26, 2012** |
| 2. | Date of publication of the Detailed Public Statement (DPS) | Monday, July 2, 2012 | Saturday, June 30, 2012 |
| 3. | Date of filing of draft letter of offer (LOF) with SEBI | Monday, July 9, 2012 | Friday, July 6, 2012 |
| 4. | Date of sending a copy of the draft LOF to the TC and the concerned stock exchanges (SE) | Monday, July 9, 2012 | Friday, July 6, 2012 |
| 5. | Date of receipt of SEBI comments | Monday, July 30, 2012 | Monday, July 30, 2012 |
| 6. | Date of dispatch of LOF to the shareholders / custodian in case of Depositary Receipts | Wednesday, August 8, 2012 | Tuesday, August 7, 2012 |

| Sr. No. | Activity | Due dates as specified in the SAST Regulations | Actual Dates |
|---|---|---|---|
| 7. | Dates of price revisions / offer revisions (if any) | Thursday, August 9, 2012 | NA |
| 8. | Date of publication of recommendation by the independent directors of the TC | Friday, August 10, 2012 | Friday, August 10, 2012 |
| 9. | Date of issuing the offer opening advertisement | Monday, August 13, 2012 | Monday, August 13, 2012 |
| 10. | Date of commencement of the tendering period | Tuesday, August 14, 2012 | Tuesday, August 14, 2012 |
| 11. | Date of expiry of the tendering period | Wednesday, August 29, 2012 | Wednesday, August 29, 2012 |
| 12. | Date of making payments to shareholders / return of rejected shares | Wednesday, September 12, 2012 | Tuesday, September 4, 2012 |

*** There was a delay in making the public announcement, the details of which has been given in paragraph 73 (page 19 and 20) of Letter of Offer. All other activities were carried out within timelines specified.*

**D. Details of the payment consideration in the open offer**

*(Value in Rs Lakhs)*

| Sl. No. | Item | Details |
|---|---|---|
| 1. | **Offer Price** for fully paid shares of TC (Rs. per share) | 10.94 |
| 2. | **Offer Price** for partly paid shares of TC, if any | NA |
| 3. | **Offer Size** (no. of shares x offer price per share) | 4,021.25 |
| 4. | **Mode of payment of consideration** (cash or shares or secured listed debt instruments or convertible debt securities or combination) | Cash |
| 5. | **If mode of payment is other than cash, i.e. through shares / debt or convertibles:** | |
| | **a. Details of offered security**<br>• Nature of the security (shares or debt or convertibles)<br>• Name of the company whose securities have been offered<br>• Salient features of the security | NA |
| | **b. Swap Ratio** (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC) | NA |

**E. Details of market price of the shares of TC**

1 Name of the Stock Exchange where the shares of TC have been most frequently traded during 12 calendar months period prior to PA, and the volume of trading relative to the total outstanding shares of the TC

– The Equity Shares of the Target Company are listed on BSE and are infrequently traded, as defined in the SEBI (SAST) Regulations.

| Stock exchange | Number of Equity Shares traded during the 12 (twelve) calendar months prior to the month in which the PA is issued | Total number of listed Equity Shares during this period | Annualized trading turnover (as a % to total listed Equity Shares) |
|---|---|---|---|
| BSE | 7,627,330 | 141,374,278 | 5.4% |

*Source: BSE website*

2 Details of Market Price of the shares of TC are the aforesaid Stock Exchange in the following format:

| | | Date | Rs. per share* |
|---|---|---|---|
| 1. | 1 trading day prior to the PA date | June 25, 2012 | 10.86 |
| 2. | On the date of PA | June 26, 2012 | 10.68 |
| 3. | On the date of commencement of the tendering period. | August 14, 2012 | 10.82 |
| 4. | On the date of expiry of the tendering period | August 29, 2012 | 10.83 |
| 5. | 10 working days after the last date of the tendering period. | September 12, 2012 | 13.13 |
| 6. | Average market price during the tendering period (*viz. Average of the volume weighted market prices for all the days)* | August 14, 2012 – August 29, 2012 | 10.82 |

**closing share price considered*

**F. Details of escrow arrangements**

1 Details of creation of Escrow account, as under

| | Date(s) of creation | Amount (Rs Lakhs) | Form of escrow account (Cash or Bank guarantee (BG) or Securities). (In case escrow consists of BG or securities, at least 1 % consideration is to be deposited in cash; the same may be indicated separately.) |
|---|---|---|---|
| Escrow account | June 22, 2012 | 4,021.25 | Cash |

2 For such part of escrow account, which is in the form of cash, give following details :

i. Name of the Scheduled Commercial Bank where cash is deposited. – Kotak Mahindra Bank Limited

ii. Indicate when, how and for what purpose the amount deposited in escrow account was released, as under

| Release of escrow account | | |
|---|---|---|
| **Purpose** | **Date** | **Amount (Rs Lakhs)** |
| Transfer to Special Account, if any | September 3, 2012 | 253.99 |
| Amount released to Acquirer<br>• Upon withdrawal of Offer<br>• Any other purpose (to be clearly specified)*<br>• Other entities on forfeiture | NA | NA |

**Apart from closure*

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3. For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, provide the following details

- For Bank Guarantee

| Name of Bank | Amount of Bank Guarantee | Date of creation/ revalidation of guarantee | Validity period of Bank Guarantee | Date of Release if applicable | Purpose of release |
|---|---|---|---|---|---|
| NA | NA | NA | NA | NA | NA |

- For Securities

| Name of company whose security is deposited | Type of security | Value of securities as on date of creation of escrow account | Margin considered while depositing the securities | Date of Release if applicable | Purpose of release |
|---|---|---|---|---|---|
| NA | NA | NA | NA | NA | NA |

**G. Details of response to the open offer**

| Shares proposed to be acquired | | Shares tendered. ** | | Response level (no of times) | Shares accepted.** | | Shares rejected | |
|---|---|---|---|---|---|---|---|---|
| No | % to total diluted share capital of TC | No. | % w.r.t (A) | ( C) / (A) | No. | % w.r.t ' ( C ) | No = ( C) (E) | Reasons |
| (A) | (B) | ( C) | (D) | (E) | (F) | (G) | (H) | (I) |
| 36,757,313 | 26.0% | 2,346,674 | 6.38% | 0.06 | 2,321,645 | 98.93% | 25,029 | Late application received, invalid share certificate, signature mismatch, shares received forms not received, forms received shares not received |

*Note: **- Give bifurcation for fully paid-up shares, partly paid up shares, shares with differential voting rights, any other category, as applicable. – All shares tendered and accepted are fully paid-up*

### H. Payment of Consideration

| Due date for paying consideration to shareholders whose shares have been accepted | Actual date of payment of consideration | Reasons for delay beyond the due date |
|---|---|---|
| September 12, 2012 | September 4, 2012 | NA |

The special account was created with Kotak Mahindra Bank, Mittal Court branch, Mumbai

The consideration was discharged in cash and paid to shareholders through demand drafts, fund transfers, NEFT and RTGS transfers.

| Mode of paying the consideration | No. of Shareholders | Amount of Consideration (Rs lakhs) |
|---|---|---|
| Physical mode | 34 | 29.49 |
| Electronic mode (ECS/ direct transfer, etc.) | 117 | 224.50 |

### I. Pre and post offer Shareholding of the Acquirers / PAC in TC**

| | Shareholding of acquirer and PACs | No of shares | % of total share capital of TC as on closure of tendering period |
|---|---|---|---|
| 1. | Shareholding before PA | Nil | Nil |
| 2. | Shares acquired by way of an agreement, if applicable | Nil | Nil |
| 3. | Shares acquired after the PA but before 3 business days prior to commencement of tendering period. - Through market purchases -Through negotiated deals/ off market deals | Nil | Nil |
| 4. | Shares acquired in the open offer | 2,321,645 | 1.64% |
| 5. | Shares acquired during exempted 21-day period after offer (if applicable) | Nil | Nil |
| 6. | Post - offer shareholding * | 2,321,645 | 1.64% |

***Considers only direct holding of Acquirers/PAC in Target Company*
**Excludes 104,091,537 shares held by the current promoter (Cimpor Inversiones S A)*

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**J. Give further details, as under, regarding the acquisitions mentioned at points 3, 4 & 5 of the above table -**

| | | |
|---|---|---|
| 1. | Name(s) of the entity who acquired the shares | Votorantim Cimentos S.A |
| 2. | Whether disclosure about the above entity(s) was given in the LOF as either Acquirer or PAC. | Yes |
| 3. | No of shares acquired per entity | 2,321,645 |
| 4. | Purchase price per share | 10.94 |
| 5. | Mode of acquisition | Acquired in the open offer |
| 6. | Date of acquisition | September 4, 2012^ |
| 7. | Name of the Seller in case identifiable | NA |

*^being the date on which payment was made for all the shares tendered in the offer and accepted by the Acquirers and also the date when all shares rejected where returned to shareholders*

**K. Pre and post offer Shareholding Pattern of the Target Company**

| | **Class of entities** | **Shareholding in a TC** | | | |
|---|---|---|---|---|---|
| | | **Pre- offer** | | **Post offer (actuals)** | |
| | | **No.** | **%** | **No.** | **%** |
| 1. | Acquirers PACs | Nil | Nil | 2,321,345 | 1.64% |
| 2. | Erstwhile Promoters (persons who cease to be promoters pursuant to the Offer) | | | | |
| 3. | Continuing Promoters | 104,091,537 | 73.63% | 104,091,537 | 73.63% |
| 4. | Sellers if not in 1 and 2 | Nil | Nil | Nil | Nil |
| 5. | Other Public Shareholders | 37,282,741 | 26.37% | 34,961,096 | 24.73% |
| | TOTAL | | 100.00% | | 100.00% |

**L. Details of Public Shareholding in TC**

| | | Number of Shares | % |
|---|---|---|---|
| 1. | Indicate the minimum public shareholding the TC is required to maintain for continuous listing | 35,343,570 | 25% |
| 2. | Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the steps which will taken in accordance with the disclosures given in the LOF* | 34,961,096 | 24.73% |

**Disclosure under paragraph 25 (page 8) of Letter of Offer*

*"To the extent the post-Offer holding of the Acquirers in the Target Company exceeds the maximum permissible non-public shareholding under the SCRR, the Acquirers undertake to reduce their shareholding to the level stipulated in the SCRR within the time specified in the SCRR by adopting one of the methods specified in the listing agreement as specified in page 8 of LOF"*

**M. Other relevant information, if any – N.A.**

***Signature of the Manager to the Offer***

S Mallik

**Sourav Mallik**
**Senior Executive Director – M&A**

**Date: September 18, 2012**

**Place: Mumbai**

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