LETTER OF OFFER ("Letter of Offer"/"LOO")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as Equity Shareholder(s) of Shree Digvijay Cement Company Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer or Registrar to the Offer. In case, you have sold your Equity Shares of Shree Digvijay Cement Company Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement (FOA), Form of Withdrawal and Transfer Deed to the purchaser of the Equity Shares or the member of stock exchange through whom the said sale was effected.

CASH OFFER BY

CIMPOR INVERSIONES, S.A. ("ACQUIRER"/ "CIMPOR")

Registered Office: Vigo (PONTEVEDRA), at Calle Brasil numbers 56, Postcode 36204, Spain
Tel.: +34.986 26 90 00 Fax: +34.986 26 90 98

to the shareholders of

SHREE DIGVIJAY CEMENT COMPANY LIMITED (THE "TARGET"/ "DIGVIJAY")

Registered Office: Digvijaygram 361 140, via: Jamnagar (Gujarat).

Tel: (+91 288) 234 4109; **Fax**: (+91 288) 234 4092

For purchase of 28,274,856 Equity Shares of Rs. 10/- each representing 20% of the outstanding voting Equity share capital at a price of Rs. 42.50/- per fully paid-up equity share (the "Offer").

The Offer is being made by Cimpor Inversiones, S.A. pursuant to Regulations 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (the "Regulations").

The Offer is subject to the approval from the Reserve Bank of India ("RBI") for the purchase of the shares tendered in the Offer and the shares of the Purchaser in terms of the SPA, as may be required by the Acquirer. The Acquirer has obtained the said approval vide RBI letter dated January 14, 2008 bearing the number FE.CO.FID.No./16556/10.21.086/2007-08.

As on the date of this Letter of Offer, there are no other statutory approvals required to implement this Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date. In case of non-receipt of the said approvals within time, Securities and Exchange Board of India (SEBI) has the power to grant extension of time to the Acquirer for payment of consideration to shareholders subject to the Acquirer agreeing to pay interest as directed by SEBI.

Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement/ Letter of Offer, can withdraw the same up to three working days (i.e. February 15, 2008) prior to the date of the closure of the Offer (i.e. February 20, 2008).

The Acquirer is permitted to revise the Offer Price of Equity Shares/ No. of Equity Shares upward any time up to seven working days prior to the date of the closing of the Offer. If there is any upward revision in the Offer Price of Equity Shares/ No. of Equity Shares by the Acquirer till the last date of revision viz. February 11, 2008 or in case of withdrawal of the Offer, the same would be informed by way of a Public Announcement in the newspapers mentioned in Clause 2.2.1 of this Letter of Offer and the same revised price would be payable by the Acquirer to all shareholders who tendered their Equity Shares at any time during the Offer and which are accepted by the Acquirer under the Offer.

This offer is not conditional on any minimum level of acceptance.

There is no competitive offer/bid.

The Public Announcement, this Letter of Offer (including Form of Acceptance-cum-Acknowledgement and Form of Withdrawal) are available on SEBI's website (www.sebi.gov.in).

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
ENAM **ENAM SECURITIES PRIVATE LIMITED** 801/802 Dalamal Tower, Nariman Point, Mumbai 400 021. Tel.: +91 - 022- 6638 1800 Fax.: +91 - 022- 2284 6824 Email: digvijayoffer@enam.com Contact Person: Ms. Lakha Nair	INTIME SPECTRUM REGISTRY LIMITED **INTIME SPECTRUM REGISTRY LIMITED** C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078. Contact person: Ms Awani Thakkar Tel No.: +91-22- 25960320-28 Fax No.: +91-22- 25960329 Email ID: cdp-offer@intimespectrum.com
OFFER OPENS ON : FEBRUARY 1, 2008	**OFFER CLOSES ON : FEBRUARY 20, 2008**

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

ACTIVITY	DAY/DATE	REVISED DAY/DATE
Public Announcement	Thursday December 6, 2007	Thursday December 6, 2007
Last Date for Competitive Bid, if any	Thursday, December 27,2007	Thursday, December 27,2007
Date by which Letter of Offer will be posted to shareholders	Thursday, January 17, 2008	Monday, January 28, 2008
Date of Opening of the Offer	Wednesday, January 30, 2008	Friday, February 1, 2008
Last date for revising the Offer Price / No. of equity Shares	Thursday, February 7, 2008	Monday, February 11, 2008
Last date of withdrawal of tendered application by the shareholders of Shree Digvijay Cement Company Limited	Wednesday, February 13, 2008	Friday, February 15, 2008
Date of Closing of Offer	Monday, February 18, 2008	Wednesday, February 20, 2008
Date by which acceptance / rejection under the Offer would be intimated and the corresponding payment for the acquired Equity Shares and/or the unaccepted Equity Shares / Share Certificate(s) will be dispatched / credited	Monday, March 4, 2008	Thursday, March 6, 2008

RISKS IN RELATION TO THE OFFER

Given below are the risks related to the proposed Offer and association with the Acquirer.

1. The Offer involves acquiring 20% of outstanding voting equity share capital of Shree Digvijay Cement Company Limited from it's shareholders. Where the number of Equity Shares tendered by the shareholders are more than the Equity Shares agreed to be acquired by the Acquirer, the Acquirer shall accept the Equity Shares received from the shareholders on a proportionate basis in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. As the Equity Shares are traded in compulsory dematerialized segment, the minimum marketable lot for the Equity Shares is 1 (one). Hence, there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

2. In the event that either

   a. a statutory and regulatory approval is not received in a timely manner,

   b. there is any litigation leading to a stay of the Offer, or

   c. SEBI instructing the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of Shree Digvijay Cement Company Limited, whose shares have been accepted in the Offer as well as the return of the shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of the statutory approvals, as per Regulation 22(12) of the Regulations, SEBI may, if satisfied that the non receipt of approvals was not due to the willful default or negligence or failure to diligently pursue on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders, as may be specified by SEBI. Further, shareholders should note that after the last date of withdrawal i.e. Friday, February 15, 2008, the shareholders who have lodged the shares would not be able to withdraw them even if the acceptance of shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

3. The shares tendered in the Offer will be held in trust by the Registrar to the Offer, till the completion of the Offer formalities. Accordingly, the Acquirer makes no assurance with respect to the market price of the shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by the shareholders of Shree Digvijay Cement Company Limited on whether to participate or not to participate in the Offer.

   The risk factors set forth above pertain to the Offer and do not relate to the present or future business or operations of Shree Digvijay Cement Company Limited or any other matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a shareholder in the Offer. The shareholders of Digvijay Cement Company Limited are advised to consult their stockbrokers or investment consultant, if any, for further risks with respect to their participation in the Offer.

CONTENTS

A. DEFINITIONS

Acquirer / Cimpor	Cimpor Inversiones, S.A.
Board / Board of Directors	Board of Directors of Shree Digvijay Cement Company Limited
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services Limited
DP or Depository Participant	Stock Holding Corporation of India Limited
Escrow Bank	ABN Amro Bank N.V., a Bank incorporated in the Netherlands and having its Corporate Office in India at Sakhar Bhavan, 3rd Floor, Nariman Point, Mumbai - 400 021 through its branch at Brady House, 14, Veer Nariman Road, Mumbai - 400 023
Eligible Shareholder	Shareholders of Shree Digvijay Cement Company Limited (other than the parties to the SPA, Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla)
FEMA	The Foreign Exchange Management Act, 2000
FII(s)	Foreign Institutional Investors registered with SEBI
Form of Acceptance / FOA	Form of Acceptance-cum-Acknowledgement (FOA) accompanying this Letter of Offer
Form of Withdrawal	Form of Withdrawal accompanying this Letter of Offer
Manager to the Offer or Enam	Enam Securities Private Limited.
NRI(s)	Non-Resident Indians
Non-Resident Shareholders	NRIs', OCBs' and FIIs' holding the Equity Shares of Shree Digvijay Cement Company Limited
NSDL	National Securities Depository Limited
OCB(s)	Overseas Corporate Bodies
Offer or Open Offer	Open Offer to acquire 28,274,856 issued and paid-up Equity Shares of Rs. 10/- each of Shree Digvijay Cement Company Limited, representing 20% of the outstanding Equity Share capital of Shree Digvijay Cement Company Limited, at a price of Rs. 42.50/- per fully paid up Equity Share, payable in cash.
Offer Period	From December 4, 2007 to March 6, 2008
Offer Price	Rs. 42.50/- per fully paid-up Equity Share of Shree Digvijay Cement Company Limited
Public Announcement or PA	Public Announcement for the Open Offer issued on behalf of the Acquirer on December 6, 2007
Registrar or Registrar to the Offer	Intime Spectrum Registry Limited
RBI	The Reserve Bank of India
The Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
Seller	Grasim Industries Limited
SPA	Share Purchase Agreement dated December 4, 2007
Specified Date	December 14, 2007
Target	Shree Digvijay Cement Company Limited

1. **DISCLAIMER CLAUSE**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF SHREE DIGVIJAY CEMENT COMPANY LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE EQUITY SHARES / CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, ENAM SECURITIES PRIVATE LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMBER 20, 2007 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 1997 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

2. DETAILS OF THE OFFER

2.1 Background to the Offer

2.1.1 The Acquirer was incorporated on August 29, 2002 as a limited mercantile company having registered office in Vigo (PONTEVEDRA), at Calle Brasil numbers 56, Postcode 36204, Spain.

2.1.2 The Acquirer has entered into a Share Purchase Agreement ("SPA") dated December 4, 2007 with the Promoter of the Target namely Grasim Industries Limited ("Seller") for the acquisition of 75,816,681 fully paid up Equity Shares ("Sale Shares") representing 53.63% of the issued Equity Shares of Target, payable in cash at a price of Rs. 42.50/- per Equity Share amounting to Rs. 3,222.21 million. The key terms of SPA are as follows:

(a) The Seller has agreed that it shall, on January 7, 2008 ("**Appointment Date**"):

(i) subject to all applicable laws and such directors fiduciary duties as directors of the Target, procure (subject to the Purchaser having complied with the provisions of Regulation 22(7) of the Regulations) the appointment of two directors nominated by the Acquirer on the Board, such that as at the Appointment Date, the board of directors of the Target shall comprise of 2 directors nominated by the Acquirer, 2 directors nominated by the Seller and 3 independent directors.

(ii) procure that the Target shall permit representatives nominated by the Acquirer to be present at the Target's offices and operational facilities and observe the general functioning of the Target.

(iii) procure that the Target constitutes a committee ("**Steering Committee**") comprising of a total of 4 persons, with the Seller and the Purchaser each being entitled to nominated 2 persons to the Steering Committee. The head of the Target's plant is required to consult with the Steering Committee on all important operational matters (in respect of which such plant head would have customarily consulted members of the board of directors of the Company) prior to taking any action or decision by referring such matter to all the members of the Steering Committee in writing or by facsimile or electronic mail transmission. The functions of the Steering Committee are consultative in nature and its recommendations are non-binding.

(b) On closing of the SPA (i.e. the purchase of the Sale Shares by the Acquirer), the Acquirer is required to procure the payment of such amount along with interest which is due and owed by the Target to the Seller in connection with debentures held by the Seller in the Target.

(c) The consideration for acquisition of Sale Shares has been deposited by acquirer in an escrow account. In the event Closing occurs in accordance with the SPA, the Seller shall be entitled to all interest accrued on the consideration in respect of the Sale Shares from the Appointment Date; and in the event the SPA is terminated in accordance with clause 13 of the SPA, the Purchaser shall be entitled to all interest accrued on the consideration. It is further clarified that the Purchaser shall at all times be entitled to the interest which accrues on the consideration from the date of execution of the SPA till the Appointment Date i.e. January 7, 2008

(d) Purchaser condition for closing

The Purchaser having completed the Open Offer in accordance with the SEBI Takeover Regulations as evidenced by submission, by the Merchant Banker, of its final report to SEBI in accordance with Regulation 24(7) of the SEBI Takeover Regulations.

On account of the proposed substantial acquisition of equity shares and consequent change in control of the Company pursuant to the "SPA" referred to in paragraph 1.2 above, the Acquirer is required to make an offer to the other shareholders of Target (other than parties to the SPA, Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla) to acquire their shares by making a PA pursuant to Regulations 10 and 12 of the Regulations.

2.1.3 Details of the 'Sellers' being the Promoter of the Target:

Name of the Seller	Registered Address	Number of shares held as on the date of PA	% of outstanding Equityshare capital held as on the date of SPA in Target	Number of shares being sold to the Acquirer as per SPA	% of outstanding Equity share capital in Target being sold to the Acquirer as per the SPA
Grasim Industries Limited	Birlagram, Nagda, Madhya Pradesh - 456 331, India.	75,816,681	53.63	75,816,681	53.63

2.1.4 Prior to the execution of the above mentioned SPA, the Acquirer did not hold directly or indirectly any shares of the Target. Pursuant to the said SPA, the Acquirer shall directly hold 75,816,681 Equity Shares representing 53.63% of the issued Equity Share capital and voting rights of the Target.

2.1.5 The Offer to the shareholders of the Target is being made by the Acquirer in accordance with regulation 10 and 12 of the Regulations, consequent to the SPA referred to in paragraph 2.1.2 above, on account of acquisition of equity shares and change in control of the Target.

2.1.6 The Acquirer, Seller and the Target has not been prohibited by SEBI from dealing in securities, in terms of directions under Section 11B of SEBI Act or under any of the regulations made under the SEBI Act.

The Acquirer intends to seek a reconstitution of the Board of Directors of the Target in accordance with the provisions of the Regulations. For this purpose, the Acquirer having arranged to deposit in the escrow account one hundred percent of the total consideration payable in cash, assuming full acceptance of the Offer, is entitled to appoint directors to the Board of the Target after a period of 21 days from the date of this Public Announcement, in the manner set out in paragraph 2.1.2 a(i) hereinabove. The Acquirer intends to appoint the following persons as representative on the Board of the Target.

a) João Sande e Castro Salgado, who does not hold any interest/shareholding in the Target Company.

b) Álvaro João Serra Nazaré, who does not hold any interest/shareholding in the Target Company. In terms of the Agreement and in compliance with Regulation 22(7) and consequent to the Public

Announcement, the Board of Directors of the Target at on January 7, 2008 appointed Mr. João Sande e Castro Salgado, and Mr. Álvaro João Serra Nazaré as Nominee Directors of the Acquirer.

2.1.7 As on the date of the PA, the Promoter/promoter group of the Target held 75,836,793 equity shares representing 53.64% of Equity Share capital of the Target.

2.2 The Offer

2.2.1 The Public Announcement, as per regulation 15(1) of the Regulations, was made in the following newspapers on December 6, 2007

Newspaper	Language	Editions & Date
The Business Standard	English	All Editions
Pratahkal	English	All Editions
Jai Hind	English	Rajkot edition

A copy of the Public Announcement is also available at SEBI's website (www.sebi.gov.in).

If there is any upward revision in the Offer Price of Equity Shares/ No. of Equity Shares by the Acquirer till the last date of revision viz. February 11, 2008 or in case of 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 of Offer was made and the same revised price would be payable by the Acquirer to all shareholders who tendered their Equity Shares at any time during the Offer and which are accepted by the Acquirer under the Offer.

2.2.2 The Acquirer is making an offer to the shareholders (other than the parties to the SPA, Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla) of Target to acquire 28,274,856 issued and paid-up Equity Shares of Rs. 10/- each of Target ("Equity Shares"), representing 20% of the outstanding voting equity share capital of the Target, at a price of Rs. 42.50 /- per fully paid-up Equity Share (the "Offer Price") payable in cash in terms of regulation 20 and 21 of the Regulations (the "Offer" or "Open Offer"). The Offer is in accordance with regulation 10 and 12 of the Regulations, consequent to the SPA referred to in paragraph 2.1.2 above, on account of acquisition of equity shares and change in control of the Target.

2.2.3 For the purpose of this Offer, there is no Person Acting in Concert with the Acquirer.

2.2.4 The Offer is not conditional on any minimum level of acceptance.

2.2.5 This is not a Competitive Bid.

2.2.6 As on the date of this PA, the Acquirer does not hold any Equity Shares of Target, without prejudice to those shares to be acquired under the SPA as stated in para 2.1.2 above. The Acquirer has not acquired any equity share of the Target during the 12 months preceding the date of the PA. Further, the Acquirer has not acquired, directly or indirectly, any equity share of the Target from the date of the PA till the date of this Letter of Offer.

2.2.7 The Offer is subject to the terms and condition set out herein in this Letter of Offer ("LOO").

2.2.8 There are no partly paid-up shares of the Target.

2.2.9 This Offer is subject to receipt of the statutory approvals mentioned in paragraph 9 of the LOO. In terms of regulation 27 of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

2.2.10 As on date of the Letter of Offer, the Manager to the Offer does not hold any shares in the Target.

3. OBJECTS OF THE ACQUISITION AND OFFER

3.1 This offer to the shareholders of Target is made pursuant to regulation 10 and 12 of the Regulations consequent to the Acquirer entering into a SPA as explained in paragraph 2.1.2 above.

3.2 The Acquirer believes that India is an important market for CIMPOR and an acquisition of a majority stake in Target will be in line with Cimpor's strategy to make acquisitions in the emerging markets. The Acquirer believes that the Indian cement industry will grow with development in housing, infrastructure spend and industrial development. The Target has presence in the Western region of India and is one of the few cement plants with a captive jetty.

3.3 To the extent required and to optimize the value to all shareholders, the Acquirer may, subject to applicable shareholders' consent, enter into any compromise or arrangement, reconstruction, restructuring, merger, rationalizing and/or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of the Target. Notwithstanding, the immediately preceding, the Board of Directors of Target will take appropriate decisions in these matters in line with the requirements of the business and opportunities from time to time. The Acquirer does not have any plan to dispose off or otherwise encumber any asset of the Target in the next two years except in the ordinary course of business of Target and except to the extent mentioned above. However, the Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial assets of Target except with the prior approval of the shareholders of Target.

4. INFORMATION ON CIMPOR INVERSIONES, S.A., THE ACQUIRER

4.1 Cimpor Inversiones, S.A. was incorporated as Cimpor Inversiones Sociedad Limitada on August 29, 2002 having its registered office at Vigo (PONTEVEDRA), at Calle Brasil, numbers 56, Postcode 36204, Spain, as a limited mercantile company having tax identification number B-36,907,798. Pursuant to restructuring and restatement of the corporate Byelaws on June 4, 2004, the Company was converted to Limited Liability Company and the name was changed to Cimpor Inversiones, S.A.

4.2 The Acquirer has its registered office at Vigo (PONTEVEDRA), at Calle Brasil numbers 56, Postcode 36204, Spain.Tel: + 34.986 26 90 00 Fax +34.986 26 90 98

4.3 The Acquirer was incorporated by Cimpor- Cimentos De Portugal, SGPS, S.A and the entire issued share capital of the Acquirer is held by Cimpor- Cimentos De Portugal, SGPS, S.A.

4.4 The Acquirer belongs to the Cimpor Group. Cimpor Group is one of the largest cement players in Portugal and has presence in eleven different countries including Portugal, Spain, Morocco, Tunisia, Egypt, Brazil, South Africa, Mozambique, Cape Verde, Turkey and China, with a total installed capacity of 28 million tons of cement. Cimentos de Portugal, SGPS, S.A the parent company is listed on the Lisbon Stock Exchange.

4.5 The Acquirer is a company whose corporate purpose is as follows :

(a) The acquisition, holding and use, general administration, disposal equity securities through the related organization of material and human resource of companies resident in Spain.

(b) The acquisition, holding and use, disposal, management and administration of equity securities of companies not resident in Spain through the related organization of material and human resources

4.6 The salient features of the SPA entered by the Acquirer are mentioned under paragraph 2 hereinabove.

4.7 The issued share capital of Acquirer is 52,270,000 shares with a face value of EURO 10. The paid up capital of the Acquirer is EUROS 522,700,000, which is entirely held by Cimpor- Cimentos De Portugal, SGPS, S.A.

The shareholding pattern of the acquirer as on the date of PA is as under;

Shareholder Category	**No of shares held**	**Percentage**
Promoters- Cimpor- Cimentos De Portugal, SGPS, S.A	52,270,000	100%
FII/Mutual Funds/Banks/FI	NIL	NIL
Public	NIL	NIL
Total Paid up Capital	52,270,000	100%

The share capital structure of the Acquirer as on the date of PA is as under;

Paid up Equity Capital	No. of Shares/voting rights	% of shares/voting rights
Fully paid up equity capital	52,270,000	100%
Partly paid up equity capital	0	0%
Total paid up capital	52,270,000	100%
Total voting rights	52,270,000	100%

4.8 Details of the Board of Directors of the Acquirer, are as below:

Name	Designation	Residential Address	Qualification & Experience (no of years)	Date of Appointment
Jorge Manuel Tavares Salavessa Moura	President	Avenida Gomes Freire, 20 2760-066 Caxias, Portugal	Civil Engineering Exp: He has 32 years of experience. In parent company of Cimpor Group, he has primary responsibility for public relations, human resources, internal audit and legal matters. He has also served as assistant to the CIMPOR PORTUGAL' Board of Directors for ready-mix and aggregates operations. He has been the Chairman of the Executive Committee of ENGiL - SOCIEDADE DE CONSTRUCAO CIVIL (1991-2000), director in OPCA -Obras Publicas e Cimento Armado, S.A. (1989-1990). He also worked as Chief of the Production Department in INDUBEL (1975-1978).	August 29, 2002
Luis Filipe Sequeira Martins	Vice President	Rua Alexandre Herculano, 35, Lisboa, portugal	Chemical Engineering Exp: He has 35 years of experience. In parent company of Cimpor Group he has primary responsibility for cement, ready-mix, aggregates and mortar operations. He has also served as Chairman of CIMPOR BETAO, BETAO LIZ, CIARGA, SOCIETE LES CIMENTS DE JBEL OUST and Chairman of the Executive Committee of CORPORACION NOROESTE. He has been Director in IPE (1992-1994), Chairman of the Supervisory Committee of QUIMIGAL, EP (1986-	August 29, 2002

Name	Designation	Residential Address	Qualification & Experience (no of years)	Date of Appointment
			1987), Chief of Staff of the Secretary of State for Industry and Energy (1985-1987) and Head of Department of the General-Directorate of Industry (1983-1985).	
Manuel Luis Barata de Faria Blanc	Vice President	Rua Santana à Lapa, 21 1200-009 Lisboa, Portugal	Business Administration Exp: He has 29 years of experience. In parent company of Cimpor Group he has primary responsibility for the financial operations of the company, He has worked with BCP (Banco Comercial Portugues) Group (as General Manager since the beginning of 1997), having been responsible for several areas and appointed as Member of the Board of several companies within the Group (1990-2000). He is the Co-founder and manager of INTERFINANQA (1987-1988) and E.S.G. (1985-1990), he has also been the Head of Financial Department and Senior Adviser of the Board in TORRALTA (1980-1985) and management consultant at CODINDUSTRIA (1977-1979).	August 29, 2002

The Acquirer intends to seek a reconstitution of the Board of Directors of the Target in accordance with the provisions of the Regulations. For this purpose, the Acquirer having arranged to deposit in the escrow account one hundred percent of the total consideration payable in cash, assuming full acceptance of the Offer, is entitled to appoint directors to the Board of the Target after a period of 21 days from the date of this Public Announcement, in the manner set out in paragraph 2.1.2 1(a) hereinabove. The Acquirer intends to appoint the following persons as representative on the Board of the Target:

a) João Sande e Castro Salgado, who does not hold any interest/shareholding in the Target Company.

b) Álvaro João Serra Nazaré, who does not hold any interest/shareholding in the Target Company.

In terms of the Agreement and in compliance with Regulation 22(7) and consequent to the Public Announcement, the Board of Directors of the Target at on January 7, 2008 appointed Mr. João Sande e Castro Salgado, and Mr. Álvaro João Serra Nazaré as Nominee Directors of the Acquirer.

4.9 Relevant extracts of the report by Deloitte S.L., Member of Deloitte Touche Tohmatsu, Avda, Garcia Barbon, 106, 36201 Vigo, Esparia, vide their report dated December 17, 2007 are as under:

Cimpor Inversiones, S. A. and Subsidiaries

(unit: thousands of Euros and lakhs of rupee unless specified other wise and except per share data)

Particulars (Year ended December 31)	**2004**		**2005**		**2006**		**2007**	
Months	**12**		**12**		**12**		**6**	
rate of Rupee as on	**31-Dec-04**		**30-Dec-05**		**29-Dec-06**		**29-Jun-07**	
Rate of rupee (1 Euro=rupee)	**59.4**		**53.55**		**53.26**		**54.79**	
Profit and loss statement	**Euro**	**Rs**	**Euro**	**Rs**	**Euro**	**Rs**	**Euro**	**Rs**
Income from operations	863,892	513,152	1,019,685	546,041	1,195,686	636,822	696,177	381,435
Other income	58,399	34,689	110,353	59,094	103,057	54,888	32,725	17,930
Total income	922,291	547,841	1,130,038	605,135	1,298,743	691,711	728,902	399,365
Total expenditure	607,817	361,043	781,706	418,604	876,140	466,632	506,052	277,266
Profit before depreciation, interest and tax	314,474	186,798	348,332	186,532	422,603	225,078	222,850	122,100
Depreciation	70,920	42,126	87,260	46,728	94,832	50,508	50,452	27,643
Interest	78,266	46,490	78,477	42,024	82,553	43,968	50,735	27,798
Profit before tax (before extraordinary item)	165,288	98,181	182,595	97,780	245,218	130,603	121,663	66,659
Extra ordinary item	-	-	-	-	-		-	-
Profit before tax (after extraordinary item)	165,288	98,181	182,595	97,780	245,218	130,603	121,663	66,659
Provision for tax	16,786	9,971	38,979	20,873	41,102	21,891	18,212	9,978
Profit after tax	148,502	88,210	143,616	76,906	204,115	108,712	103,451	56,681
Minority Interest	5,875	3,490	7,635	4,089	12,037	6,411	13,630	7,468

Profit after tax after minority interest	142,627	84,720	135,981	72,818	192,078	102,301	89,821	49,213
Sources of funds								
Paid up equity share capital	522,700	310,484	522,700	279,906	522,700	278,390	522,700	286,387
Reserves and surplus (excluding revaluation reserve)	222,348	132,075	634,699	339,881	644,844	343,444	731,162	400,604
Net worth	**745,048**	**442,559**	**1,157,399**	**619,787**	**1,167,544**	**621,834**	**1,253,862**	**686,991**
Secured Loan	**-**	-	**-**	-	**-**	-	**-**	-
Unsecured Loan	356,911	212,005	425,532	227,872	412,837	219,877	91,924	50,365
Intercompany Loan	882,757	524,358	919,593	492,442	884,147	470,897	884,147	484,424
Deferred tax liability	46,807	27,803	65,065	34,842	66,089	35,199	83,126	45,545
Finance Leases	2,047	1,216	548	293	131	70	761	417
Other non-current liabilities	145,814	86,614	123,129	65,936	152,112	81,015	171,912	94,191
Minority interest in consolidated subsidiaries	39,563	23,500	42,669	22,849	51,307	27,326	135,043	73,990
Others (including employee benefits, provisions and payables)	62,291	37,001	67,200	35,986	64,321	34,257	74,335	40,728
Total	**2,281,238**	**1,355,055**	**2,801,135**	**1,500,008**	**2,798,488**	**1,490,475**	**2,695,110**	**1,476,651**
Use of funds				-		-		
Net fixed assets	850,703	505,318	968,149	518,444	971,431	517,384	1,140,547	624,906
Intangible assets including Goodwill	1,023,587	608,011	1,192,430	638,546	1,133,592	603,751	1,405,053	769,829
Investments	200,628	119,173	213,965	114,578	300,426	160,007	182,432	99,954
Net Current Assets	109,981	65,329	330,009	176,720	308,720	164,424	(157,458)	(86,271)
Total Miscellaneous expenditure not written off	-	-	-	-	-	-	-	-

Deferred tax assets	91,935	54,609	92,285	49,419	76,902	40,958	99,870	54,719
Other non-current assets	-	-	-	-	1,816	967	2,196	1,203
Other receivables including tax receivables	4,404	2,616	4,297	2,301	5,601	2,983	22,470	12,311
Total	**2,281,238**	**1,355,055**	**2,801,135**	**1,500,008**	**2,798,488**	**1,490,475**	**2,695,110**	**1,476,651**
Other Financial Data								
Dividend % (dividend/net profit)	0.00%	0.00%	38.44%	38.44%	20.95%	20.95%	0.00%	0.00%
Earning per share Euro & rupee)	2.88	171	2.60	139.23	3.67	195.46	1.72	94
Net Asset Value (Euro & rupee)	14.25	846	22.14	1,185.60	22.34	1,189.83	23.99	1,314
Return on Net worth %	19.14%	19.14%	11.75%	11.75%	16.45%	16.45%	7.16%	7.16%

Source for Exchange rate: Reserve Bank of India Website

We have audited the consolidated financial statements of Cimpor Inversiones, S. A. and Subsidiaries (the Group) for the years ended December 31, 2006 and 2005 prepared in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS), in terms of our reports dated April 20, 2007 and April 3, 2006 in accordance with the Spanish Standards on Auditing. In these reports we expressed an unqualified opinion on the audited consolidated financial statements.

The financial highlight of the Group for the period ended June 30, 2007 and for the year ended December 31, 2004 disclosed in the appendix attached have been extracted from the unaudited financial statements of the Group prepared in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) for the period ended June 30, 2007 and for the year ended December 31, 2004 in respect of which we have not performed any audit or review procedure. On June 1, 2005 we issued our auditors' report on the 2004 consolidated financial statements, prepared in accordance with accounting principles and standards in force in Spain in that year (Spanish GAAP), in which we expressed our opinion qualified as a result of the application by the Group of the provisions of International Accounting Standard 39 with respect to the recognition and recording of financial derivative transactions. Since the accompanying unaudited financial information for 2004 has been prepared in accordance with EU-IFRS, this qualification does not have an impact in relation to the information contained in the attached appendix.

As required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof, the following is confirmed for the above mentioned financial highlight of fiscal years 2005 and 2006:

a. There were no adjustments / rectification required on account of incorrect accounting policies or failures to make provisions or other adjustments.

b. There were no material adjustments that were required to be amounts derived as aforesaid.

c. Where there has been a change in accounting policy, the profits or losses of those years has been re-computed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years.

d. There were no extraordinary items as per the accounting framework under which the respective financial statements were prepared.

e. There has been no revaluation reserve account from both fixed assets and reserves

4.10 Reasons for rise and fall in Total income and Profit after tax in relevant years is as follows;

Cimpor is a holding company with subsidiaries across countries engaged in the cement business. Its growth over the last few years has been because of both organic and inorganic reasons. In 2005 the total income and PAT grew owing to full operation of a new clinker and cement line installed in Egypt with a capacity of 1.5 million tonnes of cement, increase in capacity of a clinker production line in Morocco in 2005 and acquisition of a cement terminal in Cape Verde in 2005. In 2006, it also sold a 20% stake in a Spanish cement company, thereby making capital gains. In the first quarter of 2007, it acquired the Turkish company Yloaç, with a cement capacity of 3.5 million tons per year, the addition in the production capacity resulted in higher sales.

4.11 According to the audited financial the Acquirer did not have any contingent liabilities.

4.12 Significant Accounting Policies

The principal accounting policies used in preparing the Group's consolidated financial statements, in accordance with International Financial Reporting Standards (IFRSs), as adopted by the European Union, were as follows:

(a) **Intangible assets:** Intangible assets are amortised, from the date on which they enter into service, on a straight-line basis over their estimated useful life.

(b) **Property, plant and equipment:** Property, plant and equipment used in production arid the provision of services or for administrative purposes are recognized at acquisition or production cost, including the expenses attributable to the purchase, less any accumulated depreciation and any impairment losses.

(c) **Leases:** Leases are defined as: (i) finance leases, if the terms of the lease transfer substantially all the risks and rewards incidental to ownership; and (ii) operating leases, if the terms of the lease do not transfer substantially all the risks and rewards incidental to ownership. Classification of leases as finance or operating leases depends on the substance of the transaction rather than the terms stipulated in the contract.

(d) **Impairment of property, plant and equipment and intangible assets excluding goodwill:** At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset itself does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. An intangible asset with an indefinite useful life is tested for impairment at least annually.

(e) **Foreign currency assets, liabilities and transactions:** Transactions in currencies other than the euro are recognised at the exchange rates prevailing at the transaction date. At each balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated to euros at the rates prevailing on the balance sheet date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was established.

(f) **Government grants:** Government grants are recognised at fair value if there is reasonable assurance that they will be received and that the Group will fulfil the conditions attaching to their award. Grants related to income, in particular those for staff training, are taken to income in the year in which they match the related costs incurred. Non-refundable grants related to the purchase of non-current assets are recognised under "Other Non-Current Liabilities" and are credited to income on a straight-line basis, in proportion to the depreciation taken on assets financed by them, thus offsetting the related depreciation charge.

(g) **Inventories:** Goods for resale, raw materials and supplies are measured at cost, using the weighted average cost formula. Work in progress and finished goods are measured at cost of production, which includes the cost of raw materials used, labour and production overheads. If the market price is lower than acquisition or production cost, the value of the inventories is written down. The write-down is subsequently reversed when the reasons that gave rise to it cease to exist.

(h) **Provisions:** Provisions are recognised when the Group has a present obligation (legal or constructive), arising from a past event, it is probable that an outflow of resources will be required to settle the obligation, and the amount of the obligation can be reasonably measured. Provisions are reviewed at each balance sheet date and adjusted to reflect the best estimate at that date.

(i) **Cash and Cash Equivalents:** "Cash and Cash Equivalents" includes cash and bank deposits, time deposits and other cash applications with a maturity of less than three months that can be made immediately available and are subject to an insignificant risk of changes in value.

(j) **Receivables:** Receivables are initially recognised at fair value and are subsequently measured at their respective amortised cost, based on the effective interest rate. When there is evidence of an impairment loss, the related adjustment is recognised in the income statement. The adjustment is made for the difference between the carrying amount of the receivables and the present value of the cash flows discounted at the effective interest rate.

(k) **Financial Assets:** Financial assets are recognised and derecognised on the date on which substantially all the inherent risks and rewards are transferred, irrespective of the date of settlement. Financial assets are initially measured at acquisition cost, i.e. the fair value of the price paid, including transaction costs. These assets are classified as follows:

a. Held-to-maturity investments

b. Financial assets at fair value through profit or loss

c. Available-for-sale financial assets

(l) **Financial Liabilities and equity instruments:** Financial liabilities and equity instruments issued by the Group are classified on the basis of their contractual nature, regardless of their legal form. Equity instruments are contracts that evidence a residual interest in the Group's assets, after deducting its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of the related issue costs.

(m) **Bank Loans:** Loans are initially recognised in liabilities at the nominal value of the proceeds received, net of the related costs, which corresponds to their respective fair value at that date. Subsequently, loans are measured by the amortised cost method, and the related financial obligations are calculated using the effective interest rate, except in the case of:

a. Loans forming part of an item classified as a fair value hedge are recognised at their respective market cost under the heading attributed to the hedged risk. Changes in fair value are recognised in the income statement for the year and are offset by the change in fair value of the hedging instrument, with respect to the effective portion thereof;

b. Loans designated as financial liabilities at fair value through profit or loss.

(n) **Payables:** Payables are initially recognised at their respective fair value and are subsequently recognised at their amortised cost, based on the effective interest rate.

(o) **Derivate financial instruments and hedging transactions:** The Group uses derivative financial instruments to hedge its expose to financial risks, which arise mainly as a result of changes in interest rates and foreign exchange rates. The Group does not use derivative financial instruments for speculative purposes.

(p) **Treasury shares:** Treasury shares are recognised at acquisition cost as a deduction from equity. Gains and losses arising from the disposal of treasury shares are recognised in reserves.

(q) **Retirement plans:** The obligations arising from the payment of retirement and disability pensions and post-employment health care are recognised in accordance with IAS 19, Employee Benefits.

(r) **Contingent assets and liabilities:** Contingent liabilities are not recognised in the consolidated financial statements, being, where applicable, only disclosed in these notes to consolidated financial statement as required by IAS 37. Contingent assets are not recognised in the consolidated financial statements, but rather are disclosed when an inflow of future economic benefits is probable.

(s) **Revenues and expenses recognition:** Revenues and expenses are recognised in the respective period, regardless of the date of collection or payment. Revenue from sales is recognised in the income statement when all the risks and rewards incidental to ownership of the assets are transferred to the buyer and the amount of the economic benefits can be reasonably measured. Sales are recognised net of taxes, discounts and other costs to sell at the fair value of the amount received or receivable.

Revenue associated with the rendering of services is recognised in the period in which the services are rendered. Interest and finance income is accrued on a time proportion basis, by reference to the effective interest rate applicable. Gains and losses attributable to the current period, whose related income and expense items will only be reflected in future periods, and past income and expenses, that relate to future periods and which will be taken to profit or loss of each for those periods, are recognised at their respective amounts under “Other Current Assets” and “Other Current Liabilities” in the balance sheet.

(t) **Income tax:** Income tax is calculated on the basis of the taxable profit (or tax loss) (which differs from the accounting profit) of the consolidated companies, in accordance with the tax rules in force in the countries in which each of the Group companies are resident and taking into account deferred taxation.

(u) **Earnings per share:** Basic earnings per share are calculated by dividing net profit or loss attributable to the Parent by the weighted average number of ordinary shares outstanding during the year, excluding the average number of shares of the Parent held by the Group companies. The Group did not carry out any transactions that would lead to diluted earnings per share being different from basic earnings per share.

4.13 The Acquirer is an unlisted company. It does not hold 5% or more of the equity shares or voting rights in any company listed on any of the stock exchanges in India. Further, it has neither promoted nor is in control of any listed company in India. Hence, provisions of Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 is not applicable to the Acquirer.

4.14 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions under Section 11B of SEBI Act or under any of the regulations made under the SEBI Act.

4.15 To the extent required and to optimize the value to all shareholders, the Acquirer may, subject to applicable shareholders’ consent, enter into any compromise or arrangement, reconstruction, restructuring, merger, rationalizing and/or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of the Target. Notwithstanding, the immediately preceding, the Board of Directors of Target will take appropriate decisions in these matters in line with the requirements of the business and opportunities from time to time. The Acquirer does not have any plan to dispose off or otherwise encumber any asset of the Target in the next two years except in the ordinary course of business of Target and except to the extent mentioned above. However, the Acquirer undertakes that it shall not sell, dispose off or otherwise encumber any substantial assets of Target except with the prior approval of the shareholders of Target.

4.16 The Acquirer will bring to the Target its track record in managing and integrating several cement operations in different countries. The Acquirer will provide Company employees the opportunity to work with other operations of its group and participate in its international development strategy. The Acquirer plans to continue the existing business of the Target and support the Target in its endeavour to further grow the business.

5. DISCLOSURE IN TERMS OF REGULATION 21(2)

The Offer will not result in public shareholding being reduced to a level below the limit specified in the Listing agreement with the stock exchange for the purpose of listing on continuous basis. Currently the Acquirer does not have any intention to delist the shares of the Target from trading on any stock exchange in India. Any change in the listing status, including the delisting of the shares of the Target from trading on any stock exchange will be made in compliance and in accordance with the requirements of the applicable law and regulations.

6. INFORMATION ON SHREE DIGVIJAY CEMENT COMPANY LIMITED, THE TARGET

6.1 The Target was incorporated on November 6, 1944 under the provisions of the Indian Companies Act, 1913 as applicable in the erstwhile State of Nawanagar with its registered office at Digvijaygram 361 140, Via: Jamnagar (Gujarat).

6.2 The registered and corporate office of the Target is at Digvijaygram 361 140, via: Jamnagar (Gujarat). Tel: (+91 288) 234 4109; Fax: (+91 288) 234 4092.

6.3 The Target is engaged in the business of manufacturing of cement. Shree Digvijay Cement Co Ltd. established in 1949 at Sikka – Jamnagar and presently is a subsidiary of Grasim Industries Ltd., the flagship Company of Aditya Birla Group. Grasim Industries Limited acquired the Target company from the erstwhile promoters in 1998. The company has manufacturing plant with a production capacity of 1.30 million tones per annum. The basket of products includes special cements like Oil Well Cement, Sulphate Resisting Portland Cement and Railway Sleeper Manufacturing Cement in addition to other varieties of Ordinary Portland Cement, Birla Plus, Slag Cement among others. (Source: www.digvijaycement.com)

The Target became a sick Industrial undertaking and a reference was filed before the Board of Industrial and Financial Reconstruction ("BIFR"). The Board for Industrial and Financial Reconstruction (BIFR), vide order dated November 29, 2007 has de-registered the Company from the purview of Sick Industrial Companies Act, 1985 (SICA). (Source: Corporate Announcements, www.bseindia.com)

The Target has one manufacturing facility situated at Sikka village, 28 km away from Jamnagar in the state of Gujarat. The plant has an installed capacity of 1.07 MnTPA for manufacturing of cement products, through both dry as well as wet processes. The total land area available at the plant site is 84 hectares, out of which the manufacturing facilities are located over an area of 36.96 hectares and while the balance is used for residential facilities for the employees.

6.4 The present subscribed and paid-up share capital of the Target as at the date of this Public Announcement comprises of 141,374,278 issued and paid-up Equity Shares of Rs. 10/- each. The Equity Shares of the Target are frequently traded on BSE. There were no partly paid-up equity shares of Target as at the date of the PA.

6.5 The share capital structure of the Target as on the date of the Public Announcement was as follows:

Issued and paid-up Equity Share Capital	No. of Equity Shares (Face Value - Rs. 10/-)/ Voting Rights	% of Equity Shares/ Voting Rights
Fully paid-up Equity Shares (a)	141,374,278	100 %
Partly paid-up Equity Shares (b)	Nil	Nil
Total Issued and paid-up Equity Shares (a+b)	**141,374,278**	100 %
Total Voting Rights	**141,374,278**	**100%**

6.6 There are no outstanding convertible instruments of the Target as on date of the PA.

6.7 The capital build-up of the Target since its inception is as follows:

Date of Allotment	No. of Shares issued	% of Shares issued to Cumulative capital	Cumulative paid up capital	Mode of allotment	Identity of allottees (Promoters / ex. Promoters or Others)	Status of compliance
November 6, 1944	7	100%	7	Initial subscriber to the Memorandum of Association	Ex-promoters	Complied with
1944	59,675	100%	59,682	Public Issue	Others	Complied with

August 30, 1955	30,000	33%	89,682	Right Issue	Others	Complied with
October 30, 1956	45,000	33%	134,682	Right Issue	Others	Complied with
August 27, 1962	13,500	9%	148,182	Preferential allotment	Others	Complied with
April 25,1963	50,000	25%	198,182	Right Issue	Others	Complied with
April 25,1963	1,500	1%	199,682	Preferential allotment	Others	Complied with
August 28, 1966	49,878	20%	243,799	Bonus Issue	All shareholders	Complied with
June 21,1978	49,876	17%	299,255	Bonus Issue	All shareholders	Complied with
April 01,1982	40,000	12%	339,255	Scheme of Amalgamation	Others	Complied with
March 23,1992	339,255	50%	678,510	Right Issue	Others	Complied with
March 23,1992	16,961	2%	695,471	Allotted to Employees	Others	Complied with
June 30,1995	6,954,710		6,954,710	Sub-division of the face value of each equity shares from Rs.100 to Rs.10		
October 01, 1995	500,000	7%	7,454,710	Loan Conversion	Others	Complied with
July 25, 2006	133,846,380	95%	141,301,090	Right Issue	All shareholders	Complied with
September 21, 2006	11,520	0.01%	141,312,610	Right Issue- earlier kept in abeyance	Others	Complied with
January 18, 2007	25,668	0.02%	141,338,278	Right Issue- earlier kept in abeyance	Others	Complied with
September 18, 2007	36,000	0.03%	141,374,278	Right Issue- earlier kept in abeyance	Others	Complied with
Total			**141,374,278**			

On June 30, 1995 Face Value of equity shares of Rs. 100/- each was split into 10 equity shares of Rs. 10/- each.

6.8

- There are no unlisted shares of the company at BSE.
- There are no outstanding convertible instruments (warrants /FCDs/PCDs) etc. in the company.
- The company has duly complied with all the provisions of the listing agreement entered into with BSE from time to time.

- No penal action has been initiated or taken by any stock exchange against the Target and the shares have not been suspended from trading on any stock exchange nor have any of the stock exchanges denied listing.

6.9 The Target has complied with the provisions of Chapter II of the Regulations except for a delay in two of its filings. Appropriate actions against it may be initiated by SEBI in this regard.

6.10 The Target has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992.

6.11 The Target, the Promoters of the Target have complied with the applicable provisions of the SEBI (SAST) Regulations including Chapter II of the Regulations/other applicable Regulations under the SEBI Act, 1992 and other statutory requirements, as applicable.

6.12 As on date of the Public Announcement, the Board of Directors of the Target was as below:

Name	Designation	Residential Address	Qualification & Experience (no of years)	Date of Appointment
Shri K.D. Agrawal	Chairman	Nandanam – II Flat D-1, Building A-2 Tilak Marg, 'C' Scheme Jaipur 302 005	M.Com., C.A.I.I.B Exp: He has more than 46 years of experience in the field of Corporate Finance. He has previously worked with IFCI Ltd. as Chairman and Managing Director.	November 10,1998
Shri R.C. Bhargava	Director	220-Sector 15-A Noida Uttarpradesh 201301	M.Sc.(Maths) & M.A.(Devel--opment Economics) Exp: He has 51 years experience in the field of Corporate Management. He has held several senior positions with the Government of India and Public Sector undertakings. He is Chairman of Maruti Suzuki Ltd.	June 14, 2006
Shri G.P. Gupta	Director	101, Kaveri, 'B' Wing Neelkanth Valley 7th Road, Rajawadi Ghatkopar (East) Mumbai 400 077	M.Com Exp: He has 41 years of experience in the field of Corporate Management. He is Ex-Chairman and Managing Director of IDBI and served on several distinguished positions such as Chairman of UTI, SIDBI and NSE	June 14, 2006

Shri S. Misra	Director	Flat No. 2, Sorrento Mount Pleasant Road Malabar Hill, Mumbai 400006	B.A (Hons.) Exp: He has 39 years of experience in Corporate Management. Presently he is Business Head – Cement for Aditya Birla Group and Managing Director of UltraTech Cement Limited. He is Ex-Vice Chairman of ITC Limited	March 22, 2002
Shri O.P. Puranmalka	Director	702-02 Vimal Residency Corner of 7th & 11th Road, Khar (West), Mumbai	Chartered Accountant Exp: He has 31 years of experience in Corporate Management. He is Group Executive President and Chief of Marketing Cement Business of Aditya Birla Group.	March 22, 2002
Shri S.K. Maheshwari	Director	Grandbay , 9th Floor, Near Mehboob Studio, 17 Hill Road, Bandra, Mumbai 400050	M.Sc.,M.B.A, (Leeds), GPRI(London), ANCRT(London) Exp: He has 36 years of experience in Corporate Management. He is Group Executive President and Chief of Manufacturing and Projects of Cement business of Aditya Birla Group	April 29,2002
Shri K.C. Birla	Director	"Abhijit"6th Floor, Flat No.6, B-9,Kapole CHS Ltd. Junction of V.M. Road : N.S. Road JVPD Scheme, Juhu, Mumbai- 400049	B.Com.,F.C.A Exp: He has 22 years of experience in Corporate Management. He is Chief Financial Officer of UltraTech Cement Limited.	October 16, 2006

The Acquirer intends to seek a reconstitution of the Board of Directors of the Target in accordance with the provisions of the Regulations. For this purpose, the Acquirer having arranged to deposit in the escrow account one hundred percent of the total consideration payable in cash, assuming full acceptance of the Offer, is entitled to appoint directors to the Board of the Target after a period of 21 days from the date of this Public Announcement, in the manner set out in paragraph 2.1.2 1 (a) hereinabove. In terms of the Agreement and in compliance with Regulation 22(7) and consequent to the Public Announcement, the Board of Directors of the Target at on January 7, 2008 appointed João Sande e Castro Salgado and Mr. Álvaro João Serra Nazaré as Nominee Directors of the Acquirer.

Simultaneously, Mr. O. P. Puranmalka and Mr. S. K. Maheshwari, representing the Seller have resigned as directors from the Board of the Target.

6.13 No merger / demerger /spin off has taken place in the Target during the last three years. There has been no change in the name of the Target since incorporation.

6.14 The audited financial highlights of the Target for the last three years and results for the six months period ending September 30, 2007 as certified by the statutory auditor Deloitte Haskins & Sells, Chartered Accountants, Mr. Sanjiv V. Pilgaokar, Partner, Membership no. 39826 is as follows.

(Rs. in lacs except ratio & per share data)

Profit and Loss Statement	**Financial Statements for the period ended**			
	March 31, 2005	**March 31, 2006**	**March 31, 2007**	**September 30, 2007**
Months	6 (Audited)	12(Audited)	12(Audited)	6 (Unaudited)
Income Statement				
Income from operations	8,888.91	21,439.11	25,525.87	11,654.53
Other Income	92.46	481.51	883.62	249.90
Total Income	8,981.37	21,920.62	26,409.49	11,904.43
Total Expenditure	8,295.19	17,484.31	20,311.79	9,655.43
PBDIT	686.18	4,436.31	6,097.70	2,249.00
Depreciation	348.45	744.28	627.29	314.08
Interest	830.76	317.43	117.15	33.12
Profit Before Tax and exceptional item	(493.03)	3,374.60	5,353.26	1,901.81
Prior period /Exceptional Item	(517.72)	1523.17	59.78	
Profit Before Tax	(1,010.75)	4,897.77	5,413.04	1901.81
Provision for Tax	(11.94)	19.06	8.66	243.40
Profit After Tax	(998.81)	4,878.71	5,404.38	1,658.41
Balance Sheet				
Sources of funds				
Paid up Equity share capital	745.54	745.54	14,133.64	14,137.50
Reserves and Surplus (excluding revaluation reserves)	(20,071.98)	(15,193.27)	(9,788.89)	(8,130.47)
Net worth	(19,326.44)	(14,447.73)	4,344.75	6,007.03
Secured Loans	11,311.39	10,505.95	7085.61	4,928.98
Unsecured Loans	15,739.89	11,472.98	289.49	372.80
Total Debt	27,051.28	21,978.93	7,375.10	5,301.77
Total	**7,724.84**	**7,531.20**	**11,719.85**	**11,308.80**
Uses of funds				
Net fixed assets	8,667.08	8,069.63	7,707.06	8,294.05
Investments	1.75	1.75	1.75	1.65
Net current assets	(943.99)	(540.18)	4,011.04	3,013.10
Total miscellaneous expenditure not written off	-	-	-	-
Total	**7,724.84**	**7,531.20**	**11,719.85**	**11,308.80**
Other Financial Data				
Dividend (%)	-	-	-	Nil
Earning Per Share	(13.40)	65.44	5.25	1.18
Return on Networth	Refer Note 1	Refer Note 1	124.39%	27.61%
Book Value Per Share	Refer Note 1	Refer Note 1	3.07	4.25

Note 1: Not applicable as the networth is negative as at the balance sheet date.

6.15 Reasons for rise / fall in profit :

2004-05: Since the financial year of the Target was changed from September 30 of each year to March 31 of each year from March 2005, any discussion on the Target's results of operations for the six months ended on March 31, 2005 with the corresponding period of previous year may not provide a meaningful basis of comparison.

2005-06: Accounting period for the year ending 31st March 2005 was consisting of six months. Therefore, the financial result for the year ending 31st March 2006 is not comparable with previous year. Working results for the year ending 31st March 2006 shows a marked improvement, mainly due to higher volume of sales and improved realization. Domestic cement lifting was revived. With stability in realization, the impact of a large hike in input costs could be mitigated leaving some margin in hand.

2006-07: The income from operation of the Target for the year ended March 31, 2007 has increased from Rs. 21,439.11 lakhs to Rs. 25,525.87 lakhs, registering growth of 19.06% over the previous year, mainly as a result of growing demand and improved realization despite of overall increase in cost of operation. Further, the PAT of the Target for the same period increased by 10.77% from Rs. 4,878.71 lakhs to Rs. 5,404.38 lakhs, which was mainly due to general increase in the business income of the Target and reduction in depreciation and interest expenses.

6.16 Pre and Post- Offer share holding pattern of the Target as on January 18, 2008 is as follows:

Shareholders' category	Shareholding & voting rights prior to the agreement/ acquisition and offer		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be held after acquisition of shares under SPA but before Open Offer		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Share holding / voting rights after the acquisition and offer. i.e.	
	(A)		(B)				(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%	No.	%
1) **Promoter Group**										
a Parties to agreement- Grasim Industries Limited	75,816,681	53.63%	(75,816,681)	53.63%		-				
b **Other than (a) above**										
I Shri Kumar Mangalam Birla*	10,056	0.01%								
II Smt.Rajashree Birla*	10,056	0.01%								
Total 1 (a+b)	**75,836,793**	**53.64%**	**(75,816,681)**	**53.63%**				**-**	**-**	
2) **Acquirer**										
a Main Acquirer - Cimpor Inversions S. A.			75,816,681	53.63%	75,816,681	53.63%	28,274,856	20.00%	104,091,537	73.63%
b PAC				-						
Total 2 (a+b)			75,816,681	53.63%	75,816,681	53.63%	28,274,856	20.00%	104,091,537	73.63%
3) Parties to agreement other than **(1)(a) & (2)**										
Total (3)										-

Shareholders' category		Shareholding & voting rights prior to the agreement/ acquisition and offer		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be held after acquisition of shares under SPA but before Open Offer		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Share holding / voting rights after the acquisition and offer. i.e.	
		(A)		(B)				(C)		(A)+(B)+(C)=(D)	
		No.	%	No.	%	No.	%	No.	%	No.	%
4)	Public (other than parties to agreement, Acquirers)										
I	Mutual Funds/UTI	3,136,129	2.22%			3,136,129	2.22%	(28,274,856)	(20.00%)		
II	FIs/Banks/Insurance Co.s	50,015	0.04%			50,015	0.04%				
III	FIIs	3,988,250	2.82%			3,988,250	2.82%				
IV	Bodies Corporate	13,426,778	9.50%			13,426,778	9.50%				
V	NRIs	821,522	0.58%			821,522	0.58%				
VI	Indian Public	44,114,791	31.19%			44,134,903	31.22%				
	Total 4	**65,537,485**	**46.36%**			**65,557,597**	**46.37%**			**37,282,741**	**26.37%**
	Grand Total 1+2+3+4	**141,374,278**	**100%**	**-**	**-**	**141,374,278**	**100%**			**141,374,278**	**100.00%**

* Classified under Public after the acquisition of shares under SPA by the Acquirer.

As on January 18, 2008 the total no. of shareholders is 31,952 and the public shareholders are 31,949.

6.17 There has been change in the current promoter/promoter groups' holding in the Target requiring compliance with the provisions of the SEBI (SAST) Regulations/other applicable Regulations under the SEBI Act and other statutory requirements the details of which are mentioned below;

Date	Details of changes of Shareholding of Promoters and Promoter Group	Acquired or Sold	Number of Shares	Percentage of Equity Capital	Cumulative Number of Shares	Percentage of Equity Capital	Status of Compliance
04/07/98	Grasim Industries Ltd.	Acquired	745,000	9.99	745,000	9.99	Complied with
03/12/98	Grasim Industries Ltd.	Acquired in Open Offer	64,000	0.86	809,000	10.85	Complied with
26/12/1998	Grasim Industries Ltd.	Acquired from ex-promoters	2,416,920	32.42	3,225,920	43.27	Complied with
9/1/1999	Shri Kumar Mangalam Birla	Acquired	500	0.01	3,226,420	43.28	Complied with
9/1/1999	Smt.Rajshree Birla	Acquired	500	0.01	3,226,920	43.29	Complied with
25/02/1999	Grasim Industries Ltd.	Acquired in Open Offer	1,420,100	19.05	4,647,020	62.34	Complied with
31/03/1999	Grasim Industries Ltd.	Acquired in Open Offer	6,850	0.09	4,653,870	62.43	Complied with
27/08/2004	Grasim Industries Ltd.	Sold	98,900	1.33	4,554,970	61.10	Complied with
3/9/04	Grasim Industries Ltd.	Sold	23,047	0.31	4,531,923	60.79	Complied with
26/07/2005	Grasim Industries Ltd.	Sold	20,000	0.27	4,511,923	60.52	Complied with
29/07/2005	Grasim Industries Ltd.	Sold	40,012	0.54	4,471,911	59.99	Complied with
1/8/2005	Grasim Industries Ltd.	Sold	81,748	1.10	4,390,163	58.89	Complied with

Date	Details of changes of Shareholding of Promoters and Promoter Group	Acquired or Sold	Number of Shares	Percentage of Equity Capital	Cumulative Number of Shares	Percentage of Equity Capital	Status of Compliance
2/2/2006	Grasim Industries Ltd.	Sold	42,217	0.57	4,347,946	58.32	Complied with
3/2/2006	Grasim Industries Ltd.	Sold	60,000	0.80	4,287,946	57.52	Complied with
6/2/2006	Grasim Industries Ltd.	Sold	30,000	0.40	4,257,946	57.12	Complied with
7/2/2006	Grasim Industries Ltd.	Sold	30,000	0.40	4,227,946	56.72	Complied with
8/2/2006	Grasim Industries Ltd.	Sold	33,107	0.44	4,194,839	56.27	Complied with
10/2/2006	Grasim Industries Ltd.	Sold	35,000	0.47	4,159,839	55.80	Complied with
13/02/2006	Grasim Industries Ltd.	Sold	68,340	0.92	4,091,499	54.88	Complied with
14/02/2006	Grasim Industries Ltd.	Sold	10,250	0.14	4,081,249	54.75	Complied with
15/02/2006	Grasim Industries Ltd.	Sold	5,000	0.07	4,076,249	54.68	Complied with
16/02/2006	Grasim Industries Ltd.	Sold	10,000	0.13	4,066,249	54.55	Complied with
21/02/2006	Grasim Industries Ltd.	Sold	10,000	0.13	4,056,249	54.41	Complied with
22/02/2006	Grasim Industries Ltd.	Sold	10,000	0.13	4,046,249	54.28	Complied with
23/02/2006	Grasim Industries Ltd.	Sold	3,220	0.04	4,043,029	54.23	Complied with
24/02/2006	Grasim Industries Ltd.	Sold	15,000	0.20	4,028,029	54.03	Complied with
27/02/2006	Grasim Industries Ltd.	Sold	18,211	0.24	4,009,818	53.79	Complied with
28/02/2006	Grasim Industries Ltd.	Sold	2,000	0.03	4,007,818	53.76	Complied with
1/3/2006	Grasim Industries Ltd.	Sold	35,000	0.47	3,972,818	53.29	Complied with
2/3/2006	Grasim Industries Ltd.	Sold	12,191	0.16	3,960,627	53.13	Complied with
3/3/2006	Grasim Industries Ltd.	Sold	205	0.00	3,960,422	53.13	Complied with
6/3/2006	Grasim Industries Ltd.	Sold	7,000	0.09	3,953,422	53.03	Complied with
7/3/2006	Grasim Industries Ltd.	Sold	10,000	0.13	3,943,422	52.90	Complied with
8/3/2006	Grasim Industries Ltd.	Sold	20,000	0.27	3,923,422	52.63	Complied with
9/3/2006	Grasim Industries Ltd.	Sold	18,941	0.25	3,904,481	52.38	Complied with
10/3/2006	Grasim Industries Ltd.	Sold	3,000	0.04	3,901,481	52.34	Complied with
13/03/2006	Grasim Industries Ltd.	Sold	550	0.01	3,900,931	52.33	Complied with
24/03/2006	Grasim Industries Ltd.	Sold	5,000	0.07	3,895,931	52.26	Complied with
27/03/2006	Grasim Industries Ltd.	Sold	20,000	0.27	3,875,931	51.99	Complied with
28/03/2006	Grasim Industries Ltd.	Sold	10,000	0.13	3,865,931	51.86	Complied with
29/03/2006	Grasim Industries Ltd.	Sold	15,000	0.20	3,850,931	51.66	Complied with
30/03/2006	Grasim Industries Ltd.	Sold	6,755	0.09	3,844,176	51.57	Complied with
1/4/2006	Grasim Industries Ltd.	Sold	5,643	0.08	3,838,533	51.49	Complied with
3/4/2006	Grasim Industries Ltd.	Sold	5,000	0.07	3,833,533	51.42	Complied with
7/4/2006	Grasim Industries Ltd.	Sold	15,000	0.20	3,818,533	51.22	Complied with
10/4/2006	Grasim Industries Ltd.	Sold	10,000	0.13	3,808,533	51.09	Complied with

Date	Details of changes of Shareholding of Promoters and Promoter Group	Acquired or Sold	Number of Shares	Percentage of Equity Capital	Cumulative Number of Shares	Percentage of Equity Capital	Status of Compliance
12/4/2006	Grasim Industries Ltd.	Sold	5,000	0.07	3,803,533	51.02	Complied with
13/04/2006	Grasim Industries Ltd.	Sold	3,789	0.05	3,799,744	50.97	Complied with
17/04/2006	Grasim Industries Ltd.	Sold	5,000	0.07	3,794,744	50.90	Complied with
18/04/2006	Grasim Industries Ltd.	Sold	1,000	0.01	3,793,744	50.89	Complied with
19/04/2006	Grasim Industries Ltd.	Sold	10,000	0.13	3,783,744	50.76	Complied with
20/04/2006	Grasim Industries Ltd.	Sold	3,000	0.04	3,780,744	50.72	Complied with
21/04/2006	Grasim Industries Ltd.	Sold	5,000	0.07	3,775,744	50.65	Complied with
24/04/2006	Grasim Industries Ltd.	Sold	5,000	0.07	3,770,744	50.58	Complied with
25/07/2006	Grasim Industries Ltd.	Allotment in Rights issue (ratio 18:1)	67,855,392		71,626,136	50.66	Complied with
25/07/2006	Grasim Industries Ltd.	Additional shares allotted against excess application in rights issue	4,191,545		75,817,681	53.63	Complied with
25/07/2006	Shri Kumar Mangalam Birla	Allotment in Rights issue (ratio 18:1)	9,000		75,826,681	53.64	Complied with
25/07/2006	Shri Kumar Mangalam Birla	Additional shares allotted against excess application in rights issue	556		75,827,237	53.64	Complied with
25/07/2006	Smt. Rajshree Birla	Allotment in Rights issue(ratio 18:1)	9,000		75,836,237	53.64	Complied with
25/07/2006	Smt. Rajshree Birla	Additional shares allotted against excess application in rights issue	556		75,836,793	53.64	Complied with

6.18 As on January 18, 2008, except as mentioned herein, there are no litigations / tax disputes pending against the Target.

Summary of cases filed against the Company:

Sr	Nature	No. Of Cases	Amount Involved (Rs. Lakhs)
1	Civil Laws	45	455.36
2	Criminal Complaints	8	2.50
3	Income Tax	4	129.83
4	Wealth Tax	2	2030.00
5	Excise	5	64.79
6	Sales tax	3	26.51
7	Labour Matters	42	185.85

Summary of cases filed by the Company:

Sr	Nature	No. Of Cases	Amount Involved (Rs. Lakhs)
1	Civil Laws	21	1673.31
2	Criminal Complaints	7	0.00
3	Income Tax	1	30.04
4	Excise	0	0
5	Labour Matters	4	03.75

6.19 The Target is complying with all the provisions under Clause 49 of the Listing Agreement relating to Corporate Governance.

6.20 The name and details of the Compliance Officer are as under:

Shri S. N. Malpani
Shree Digvijay Cement Company Limited
Digvijaygram 361 140
Via: Jamnagar (Gujarat).
Tel: (+91 288) 234 4109
Fax: (+91 288) 234 4092
Email: satya.malpani @adityabirla.com
Website: www.digvijaycement.com

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification for the Offer Price

7.1.1 The Equity Shares of the Target are listed on the Bombay Stock Exchange Limited ("BSE"),

7.1.2 The annualized trading turnover in the shares of Target on BSE based on trading volume during June 2007 to November 2007 (six calendar months preceding the month in which the PA is made) is as given below:

Stock Exchange	Total No. of Shares traded during 6 calendar months prior to the month in which the PA is made	Total No. of Listed Shares	Annualized Trading Turnover (as % of Total Shares Listed)
BSE	118,479,976	141,374,278	167.61%

(Source: www.bseindia.com)

The Equity Shares of Target are frequently traded on BSE within the meaning of explanation (i) to regulation 20(5) of the Regulations

The weekly high and low of the closing prices of the Equity Shares of the Target Limited , during the 26 weeks period ending December 5, 2007 (being the last trading day before the date of the Public Announcement), as recorded on the BSE are given below:

Week No.	Week Beginning	Week Ending	Weekly High (Rs.)	Weekly Low (Rs.)	Average (Rs.)	Weekly Volume (Shares)
1.	29-Nov-07	05-Dec-07	40.35	38.50	39.43	10,897,972
2.	22-Nov-07	28-Nov-07	38.85	38.05	38.45	4,477,928
3.	15-Nov-07	21-Nov-07	42.10	38.10	40.10	13,337,998
4.	08-Nov-07	14-Nov-07	36.65	34.15	35.40	3,320,352
5.	01-Nov-07	07-Nov-07	36.95	29.00	32.98	10,540,490
6.	25-Oct-07	31-Oct-07	30.65	29.45	30.05	2,275,484
7.	18-Oct-07	24-Oct-07	31.85	29.20	30.53	2,978,443
8.	11-Oct-07	17-Oct-07	36.25	34.05	35.15	3,947,774
9.	04-Oct-07	10-Oct-07	35.70	33.15	34.43	5,853,971
10.	27-Sep-07	03-Oct-07	37.25	35.60	36.43	5,052,127
11.	20-Sep-07	26-Sep-07	37.00	34.60	35.80	8,547,696
12.	13-Sep-07	19-Sep-07	36.55	31.30	33.93	11,386,857
13.	06-Sep-07	12-Sep-07	30.55	28.95	29.75	6,836,247
14.	30-Aug-07	05-Sep-07	28.95	24.95	26.95	8,077,782
15.	23-Aug-07	29-Aug-07	24.95	24.15	24.55	3,467,335
16.	16-Aug-07	22-Aug-07	24.75	22.80	23.78	2,875,748
17.	09-Aug-07	14-Aug-07	25.70	23.80	24.75	3,693,563
18.	02-Aug-07	08-Aug-07	24.10	22.60	23.35	2,081,970
19.	26-Jul-07	01-Aug-07	24.50	20.55	22.53	2,526,907
20.	19-Jul-07	25-Jul-07	24.95	21.15	23.05	1,681,299
21.	12-Jul-07	18-Jul-07	24.60	23.40	24.00	2,848,664
22.	05-Jul-07	11-Jul-07	23.80	22.90	23.35	2,130,473
23.	28-Jun-07	04-Jul-07	24.20	22.85	23.53	4,618,777
24.	21-Jun-07	27-Jun-07	20.80	18.50	19.65	1,228,397
25.	14-Jun-07	20-Jun-07	19.00	18.30	18.65	560,162
26.	07-Jun-07	13-Jun-07	19.05	17.95	18.50	1,283,508
				Total		**126,527,924**
				Average Price	28.81	

The daily high and low of the price of the Equity Shares of the Target , during the 2 weeks period ending December 5, 2007 (being the last trading day before the date of the Public Announcement), as recorded on the BSE are given below:

Week Ending	Date	Daily High (Rs.)	Daily Low (Rs.)	Average (Rs.)	Daily Volume (Shares)
1.	29-Nov-07	40.80	37.65	39.23	703,890
	30-Nov-07	41.45	39.10	40.28	1,689,723
	3-Dec-07	41.60	39.65	40.63	1,021,189
	4-Dec-07	41.25	39.50	40.38	1,039,094
	5-Dec-07	42.70	38.10	40.40	6,444,076
2	22-Nov-07	39.25	36.25	37.75	1,096,551
	23-Nov-07	40.20	37.10	38.65	1,006,804
	26-Nov-07	40.90	38.50	39.70	796,997
	27-Nov-07	39.45	37.95	38.70	1,015,316
	28-Nov-07	40.00	38.00	39.00	562,260
			Average Price	39.47	

7.1.3 In accordance with regulation 20(4) of the Regulations, the Offer Price of Rs. 42.50/- per share is the highest of the following:

a.	Negotiated Price under the agreement for acquisition of share or voting rights or deciding to acquire shares or voting rights	42.50
b.	Highest Price paid by the Acquirer for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to December 6, 2007 (i.e. the date of Public Announcement)	NA
c.	The highest of the average of the weekly high and low of the closing prices for the equity shares of Target for the 26 week period and the average of the daily high and low prices of the equity shares during the 2 week period prior to December 6, 2007 (i.e. the date of Public Announcement) on BSE (Annexure I)	39.47

Mr. B.L. Jain of Jain and Kothari, Chartered Accountants, 43, Onlooker Building, Sir P. M. Road, Fort, Mumbai 400 001 (Membership no.15568), Tel:+22 2266 3342 Fax:+22 2266 0267 have vide their report dated December 5, 2007 stated that the highest of the average of the weekly high and low of the closing prices for the equity shares of Target for the 26 week period and the average of the daily high and low prices of the Equity shares during the 2 week period prior to December 6, 2007 is Rs. 39.47/-.

In view of the above, the Offer Price of Rs. 42.50/- is justified in terms of regulations 20(4) of the Regulations.

7.1.4 The Acquirer has not acquired any equity shares of Shree Digvijay Cement Company Limited from the date of the PA up to the date of this Letter of Offer.

7.1.5 There is no non compete agreement.

7.1.6 In the opinion of the Manager to the Offer, the Offer Price of Rs.42.50/- per fully paid-up Equity Share of Shree Digvijay Cement Company Limited is justified in terms of regulation 20(11).

7.1.7 The Offer Price shall not be less than the highest price paid by the Acquirer for any acquisition of Equity Shares of Shree Digvijay Cement Company Limited from the date of the Public Announcement up to 7 working days (i.e. up to February 11 , 2008) prior to the date of closing of the Offer.

7.2 Funding Arrangement for the Offer

7.2.1 The Acquirer has made firm financial arrangements for financing the acquisition of Equity Shares under the open Offer, in terms of regulation 16 (xiv) of the Regulations.

7.2.2 The maximum fund requirement for the acquisition of fully paid-up Equity Shares of Shree Digvijay Cement Company Limited of Rs. 10/- each at the Offer Price of Rs. 42.50/- per Equity Share assuming full acceptance The maximum fund requirement for the acquisition of 28,274,856 issued and paid-up Equity Shares of Target of Rs.10/- each at the Offer price of Rs. 42.50/- per equity share assuming full acceptance of the shares tendered would be Rs. 1,201,681,380.

7.2.3 In accordance with regulation 28 of the Regulations, the Acquirer has deposited an amount of Rs. 1,219,109,100 (One hundred and twenty one crores ninety one lakhs nine thousand one hundred only) being more than 100% of the consideration payable under this Offer (assuming full acceptance), with ABN Amro Bank N.V., a Bank incorporated in the Netherlands and having its Corporate Office in India at Sakhar Bhavan, 3rd Floor, Nariman Point, Mumbai - 400 021 through its branch at Brady House, 14, Veer Nariman Road, Mumbai - 400 023 (the "Escrow Agent") in an escrow account No. 2634333 (the "Escrow Account - Cimpor Open Offer") under the terms of the Escrow agreement dated December 4, 2007 entered into between the Acquirer, the Manager to the Offer and the Escrow Agent. The source of this funding is from internal accruals of the Acquirer.

The Manager to the Offer has been empowered to operate the Escrow Account, and a lien on the account is marked in favour of Enam Securities Pvt. Ltd., Manager to the Offer, by the Acquirer, in terms of regulation 28(4)(a) of the Regulations.

7.2.4 Mr. B.L. Jain of Jain and Kothari, Chartered Accountants, 43, Onlooker Building, Sir P.M. Road, Fort, Mumbai 400 001 (Membership no.15568), Tel: +22 2266 3342 Fax: +22 2266 0267 based on the confirmation received from ABN Amro Bank N.V. has certified vide his letter dated December 5, 2007, that the Acquirer has adequate resources to meet the financial requirements of the Open Offer.

7.2.5 Enam, on basis of the above, has satisfied itself that the Acquirer has adequate and firm financial arrangements to implement the Offer in accordance with the Regulations.

8. TERMS AND CONDITIONS

8.1 The Acquirer made a Public Announcement on December 6, 2007 for the Offer. This Offer is being made to all the equity shareholders of the Target (other than the Acquirer, Seller, Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla) and the Letter of Offer together with the Form of Acceptance, Form of Withdrawal and Transfer Deed (for shareholders holding equity shares in the physical form) is being mailed to those shareholders of the Target, whose names appear on the register of members of the Target and to the beneficial owners of the equity shares of the Target whose names appear as beneficiaries on the beneficial record of the respective Depositories, at the close of business on the Specified Date (i.e. December 14, 2007). Owners of equity shares but not registered as shareholder(s) are also eligible to participate in the Offer at any time prior to the date of closing of the Offer. No Letter of Offer together with a Form of Acceptance, Form of Withdrawal and Transfer Deed will be mailed to the Acquirer, Seller, Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla

8.2 There are no Locked in shares in the Target Company.

8.3 The Offer is subject to the terms and condition set out herein in the Letter of Offer, the Form of acceptance, the Form of Withdrawal, the PA and any other public announcements that may be issued about the Offer.

8.4 This Offer is subject to receipt of the statutory approvals mentioned in paragraph 9 of this Letter of Offer. In terms of regulation 27 of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

8.5 Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

8.6 The Offer will open on February 1, 2008 and close on February 20, 2008.

8.7 The Offer is not subject to any minimum level of acceptance. The acceptance of the Offer is entirely at the discretion of the equity shareholders of the Target. Each shareholder of the Target to whom the Offer is being made, is free to offer his shareholding in the Target, in whole or in part while accepting the Offer.

8.8 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).

8.9 Equity shares tendered in the Offer by the shareholders of the Target shall be free from lien, charges and encumbrances of any kind whatsoever.

8.10 Equity shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of the Target may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such equity shares are received together with the equity shares tendered under the Offer prior to the date of closing of the Offer.

8.11 Shareholders of the Target who accept the Offer by tendering the requisite documents in terms of the Public Announcement / Letter of Offer can withdraw the same up to 3 working days prior to the date of Closing of the Offer i.e February 15, 2008.

8.12 The Acquirer will not be responsible in any manner for any loss of equity share certificate(s) and other documents during transit. The equity shareholders of the Target are therefore advised to adequately safeguard their interest in this regard.

8.13 If the Acquirer decides to make upward revisions in the Offer Price / Number of equity shares to be acquired, in accordance with regulation 26 of the Regulations, such upward revision will be made not later than February 11, 2008 (seven working days prior to the date of closure of the Offer). Such revisions/ amendments would be affected by making a Public Announcement in the same newspapers in which the original Public Announcement was being made.

In case of an upward revision in the Offer price, the revised price will be payable to all the shareholders (who have validly tendered their shares in the Offer period) to the extent of their shares being accepted.

9. STATUTORY/OTHER APPROVALS REQUIRED FOR THE OFFER

9.1 Other than the approval of the Reserve Bank of India ("RBI") for the purchase of the shares tendered in the Offer and the shares of the Purchaser in terms of the SPA, as may be required by the Acquirer. The Acquirer has obtained the said approval vide RBI letter dated January 14, 2008 bearing the number FE.CO.FID.No./16556/10.21.086/2007-08. There are no statutory approvals required for the purpose of this Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

9.2 The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the closure of the Offer.

9.3 In case of delay, due to non-receipt of statutory approvals, as per regulation 22(12) of the Regulations, SEBI may, if satisfied that the non-receipt of the approvals was not due to willful default or negligence, grant an extension for the purpose of completion of the Offer provided the Acquirer agrees to pay interest to the shareholders beyond 15 days.

9.4 If the Acquirer fails to obtain the requisite approvals in time due to willful default or neglect or inaction or non-action on his part, the amount lying in the escrow account shall be forfeited in the manner provided in regulation 28 (12) (e) of the Regulations.

9.5 The Acquirer reserves the right to withdraw the Offer in the event of the requisite statutory approvals being refused. In the event of withdrawal, a Public Announcement will be made in the same newspapers in which this original Public Announcement is being made.

10. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

10.1 The offer will be made to the shareholders of the Target and the Letter of Offer together with the Form of Acceptance cum Acknowledgement ("FOA") will be mailed to those shareholders of the Target (other than the Acquirer, Seller, Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla) whose names appear on the register of members of the Target and the beneficial owners of the shares whose names appear on the beneficial records of the respective share depositories, at the close of business hours December14, 2007 (the "Specified Date").

10.2 Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the open offer in any manner whatsoever.

10.3 The Acquirer has appointed M/s Intime Spectrum Registry Limited ('Intime') as Registrar to the Offer.

10.4 M/s Intime has set up the following centres to collect the acceptances being tendered in this offer:

Name & Address of Collection Centres	**Mode of Delivery**	**Contact Person**	**Contact No.**	**Fax. No.**
Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400078	Hand Delivery & Registered Post	Vishwas Attavar	022-25960320 -27 M:9322904731	022-25960328 -329
Intime Spectrum Registry Limited, 203, Davar House, Next to Central Camera, D N Road, Fort, Mumbai - 400 001	Hand Delivery	Vivek Limaye	022-22694127 M:9322270272	022-22694127 (Telefax)
Intime Spectrum Registry Limited, 211 Sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad - 380 009	Hand Delivery	Hitesh Patel	079-2646 5179 M:9374803492	079-2646 5179 (Telefax)
Intime Spectrum Registry Limited, No:8, 1st floor, Above Kids Kemp, Mahavir Shopping Complex, K G Road, Bangalore – 560 009	Hand Delivery	Arun Kumar	080-32720640 M:9341282369	080-32720640 (Telefax)
Intime Spectrum Registry Limited, 308, First Floor, Jaldhara Complex, Nr. Manisha Society, Old Padara Road, Vadodara -390015	Hand Delivery	Jaydeep Mehta	0265-2250241 / 3249857 M: 9375993359	0265-2250246 (Telefax)
Intime Spectrum Registry Limited, 59C, Chowringhee Road, 3rd Floor, Kolkata -700020.	Hand Delivery	S.P. Guha	033-22890539/40 M:9331023044	033-22890539/ 40 (Telefax)
Intime Spectrum Registry Limited, 2nd Floor, A-40, Naraina Industrial Area, Phase II, Near Batra Banquet, New Delhi -110 028.	Hand Delivery	Bharat Kumar Bhushan	011-41410592/ 93/94 M:9818022307	011-41410591
Intime Spectrum Registry Limited, Block No. 202, Akshay Complex, Near Ganesh Temple, Off. Dhole Patil Road, Pune – 411001.	Hand Delivery	P. N. Albal	020- 26051629 M:9373308077	020 –26053503 / 25533304 (Telefax)
Intime Spectrum Registry Limited, C/o Skystock Financial Services, 2nd Floor, Sonali Bldg, Ramanarsi Street, Athaunagar Mahallo, Nanpura, Surat 395 001.	Hand Delivery	Sanjay M Patel	0261 - 2461332	0261-2472144

The documents can be tendered at the above centers between 10.00 am to 1.00 pm and 2.00 pm to 4.00 pm from

Monday to Friday and between 10.00 am to 1.00 pm on Saturdays. The centers will be closed on Sundays and public holidays.

10.5 Shareholders of the Target, other than the Acquirer, Seller, Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla, who wish to avail this Offer should forward the under mentioned documents, by hand delivery on days and during the business hours mentioned above, at any of the collection centers listed above, or by registered post to the Registrar to the Offer, M/s Intime Spectrum Registry Limited, at their office at C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai - 400078. Contact person: Ms Awani Thakkar Tel No.: +91-22- 25960320-28, Fax No.: +91-22- 25960329, Email ID: cdp-offer@intimespectrum.com; so as to reach the Registrar on or before February 20, 2008. (i.e. the date of Closing of the Offer).

In case of dematerialised Equity Shares, the shareholders should ensure that the credit to the Special Depository Account mentioned below should be received on or before February 20, 2008. In order to ensure this, Beneficial Owners should tender the Delivery Instructions at least two working days prior to February 20, 2008, (i.e. the date of closing of the Offer). Form of Acceptance of such dematerialised Equity Shares not credited to the Special Depository Account before the date of closing of this Offer is liable to be rejected.

No document should be sent to the Acquirer or Seller or Mr. Kumar Mangalam Birla or Mrs. Rajashree Birla or the Manager to the Offer or the Target.

10.6 Procedure for Equity Shares held in Physical Form

- **Registered shareholders of the Target should enclose:**
  - Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the equity share certificate(s) and in the same order and as per the specimen signature lodged with the Target ;
  - Original Equity Share Certificate(s);
  - Valid Share Transfer Deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target and duly witnessed at the appropriate place. The Transfer Deed should be left blank, except for the signatures as mentioned above. Attestation, where required (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank. A blank share transfer form is enclosed along with this Letter of Offer.

    Incase of registered shareholder, non receipt of the aforesaid documents, but receipt of the share certificates and the duly completed transfer deed, shall be deemed that the offer has been accepted.

    Notwithstanding that the signature(s) of the transferor(s) has/have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with Digvijay or are not in the same order, such Equity Shares are liable to be rejected under this Offer even if the Offer has been accepted by a *bona fide* owner of such Equity Shares.

- **Unregistered owners of Equity Shares of the Target should enclose:**
  - Form of Acceptance duly completed and signed in accordance with the instructions contained therein;
  - Original Equity Share Certificate(s);
  - Original Broker Contract Note;
  - Valid Share Transfer Deed(s) as received from the market. The details of buyer should be left blank failing which the same will be considered invalid under the Offer. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance.

- The acknowledgement received, if any, from the Target in case the Equity Shares have been lodged with it. Such persons should instruct the Target and its Registrar and Transfer agents to send the transferred share certificate(s) directly to the collection center as mentioned in 10.4 above. The applicant should ensure that the certificate(s) reach the designated collection center before the date of closing of the Offer.

  Unregistered owners can send their acceptance of the Offer in writing to the Registrar to the Offer, Intime Registry Limited., at the collection centers as mentioned in paragraph 10.4 above, on plain paper stating Name, Address, No. of Equity Shares held, No. of Equity Shares offered, Distinctive Nos., Folio No., together with the original Share Certificate(s), valid transfer deeds in case of Equity Shares held in physical form or photocopy or counterfoil of the delivery instructions in "Off-market" mode in case of Equity Shares held in dematerialised form and the original contract note issued by the broker through whom they acquired their Equity Shares. No indemnity is required from the unregistered owners.

  Unregistered owners if they so desire may also apply on the Form of Acceptance downloaded from the SEBI's website (www.sebi.gov.in).

10.7 Procedure for Equity Shares held in Demat Form

- **Beneficial Owners should enclose:**
  - Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose names appear in the beneficiary account and in the same order therein. The Form of Acceptance has to be tendered by the beneficial holder of Equity Shares only.

    Incase of non receipt of the aforesaid documents, but receipt of the shares in the special depository account, the Offer shall be deemed to be accepted.
  - A photocopy or counterfoil of the Delivery Instructions in "off market" mode, duly acknowledged by the beneficial owners depository participant and filled as per the details of the Special Depository Account given below.

    Registrar to the Offer has for the purpose of this Open Offer, opened a Special Depository Account with National Securities Depository Limited ("NSDL") named "Shree Digvijay Cement Company Limited - Open Offer - Escrow Account" with Stock Holding Corporation of India Limited , the details of which are given below:

DP Name	Stock Holding Corporation of India Limited
DP ID	IN 301330 CL
Client ID	20263325
Account Name	ESCROW ACCOUNT – OPEN OFFER - CDP
Depository	National Securities Depository Limited

    Shareholders, having their beneficiary account with Central Depository Services Limited ("CDSL") have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NSDL. Since the Equity Shares of the Target are in compulsory demat mode, the minimum marketable lot for such shares will be one.

- **Shareholders who have sent their Equity Share Certificates for dematerialisation should enclose:**
  - Form of Acceptance duly completed and signed in accordance with the instructions contained therein by the sole/ joint Equity Shareholders whose name appears on the Equity Share Certificate and in the same order and as per the specimen signature lodged with the Target.
  - A copy of the dematerialisation request form duly acknowledged by the Equity Shareholders

depository participant.

Such Equity Shareholders should ensure that the credit of their Equity Shares tendered under Offer to the Special Depository Account is made on or before the date of closing of the Offer, otherwise the same are liable to be rejected. Alternatively, if the Equity Shares sent for dematerialisation are yet to be processed by the Equity Shareholders depository participants, the Equity Shareholders can withdraw their dematerialisation request and tender the Equity Share Certificates in the Offer as per procedure mentioned in paragraph 10.6 above.

10.8 Procedure to be adopted in case of non-receipt of the Letter of Offer

- **By Equity Shareholders holding Equity Shares in physical form**

  In case of non-receipt of the Letter of Offer, eligible persons may send their acceptance of the Offer in writing to the Registrar to the Offer, M/s Intime Spectrum Registry Limited, at the collection centers as mentioned in paragraph 10.4 above, on plain paper stating their Name, Address, No. of Equity Shares held, No. of Equity Shares offered, Distinctive Nos., Folio No together with the original Share Certificate(s), valid transfer deeds in case of Equity Shares held in physical form, so as to reach the Registrar to the Offer on or before the date of Closing of the Offer.

  Shareholders who have lodged their Equity Shares for transfer with the Target must also send the acknowledgement received, if any, from the Target towards such lodging of Equity Shares.

  Shareholders who have sent their equity share certificates for dematerialization should send a copy of the dematerialized request form duly acknowledged by their depository participant.

- **By Equity Shareholders holding Equity Shares in dematerialised form**

  Beneficial Owners may send the acceptance of the Offer in writing to the Registrar to the Offer, M/s Intime Spectrum Registry at the collection centers as mentioned in paragraph 10.4 above, on plain paper, stating Name, Address, Number of Equity Shares held, Number of Equity Shares offered, DP name, DP ID, beneficiary account number and a photocopy or counterfoil of the delivery instructions in “Off market” mode, duly acknowledged by the beneficial owners depository participant, in favour of the Special Depository Account, the details of which are mentioned in paragraph 10.7 above, so as to reach the Registrar to the Offer on or before the closing of the Offer.

  Shareholders, having their beneficial account with CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NSDL.

  No indemnity is required while sending the acceptance of the Offer on plain paper.

  Shareholders not receiving the Letter of Offer, if they so desire, may also apply on the Form of Acceptance downloaded from SEBI web site (www.sebi.gov.in).

10.9 The consideration received by shareholders for shares accepted in the Offer will be subject to the capital gains tax applicable as per the Income-tax Act, 1961. Further, the securities transaction tax will not be applicable on shares accepted in this Offer.

10.10 The total consideration paid to the shareholders shall be subject to deduction of taxes at source as applicable. As per the provisions of section 196D(2) of the Income-tax Act, 1961, and as amended (“Income-tax Act”), no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD payable to a Foreign Institutional Investor (“FII”) as defined in section 115 AD of the Income-tax Act. However, while tendering their equity shares under the Offer, Non Resident Individuals, Overseas Corporate Bodies and other non-resident shareholders will be required to submit a No Objection Certificate (“NOC”) or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from Income Tax authorities under the Income-tax Act indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid NOC or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders.

Non Resident shareholders should also submit copy of the permission received from Reserve Bank of India for acquisition of the shares of the Target. In case of its non-submission, Acquirer reserves their right to reject the shares tendered in the Offer.

10.11 The shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent. Such documents may include, but are not limited to:

i) duly attested death certificate and succession certificate in case of single shareholder;

ii) duly attested Power of Attorney if any person apart from the shareholder has signed the Form of Acceptance and/or transfer deed(s);

iii) in case of companies, the necessary corporate authorization (including Board Resolutions);

iv) any other relevant documentation.

10.12 The Registrar to the Offer will hold in trust the FOA, equity share certificates, transfer deeds and shares lying in credit of the special depository account and other documents on behalf of the shareholders of the Target who have tendered in the Offer, until the cheques/drafts for the consideration and/or the unaccepted Equity Shares/ Equity Share certificates are dispatched/returned. The Acquirer would not have access to these Equity Shares till such time.

10.13 Equity Shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of the Target may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such Equity Shares are received together with the Equity Shares tendered under the Offer prior to the date of Closing of the Offer.

10.14 The Acquirer shall accept all valid fully paid up shares and partly paid up shares tendered (except those which are withdrawn, within the date specified for withdrawal). Equity shares will be acquired by the Acquirers free from lien, charges and encumbrances of any kind whatsoever and together with all the rights attached thereto including the right to dividend, bonus and rights issue dividend thereafter.

10.15 If the number of shares tendered by the shareholders is more than the offer size, the acquisition from each shareholder will be as per regulation 21(6) of the Regulations, on a proportionate basis in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot.

10.16 The consideration for the Equity Shares accepted by the Acquirer will be paid by crossed account payee cheques/ demand drafts. Such cheques/demand drafts exceeding Rs. 1,500/- or unaccepted Equity Share certificates, transfer deeds and other documents, if any, will be returned by Registered Post/Speed Post at the shareholders'/unregistered owners' sole risk, to the sole/first shareholder/unregistered owner. Cheques/demand drafts for Rs 1,500/- or less will be sent under certificate of posting. All cheques/demand drafts will be drawn in the name of the first holder, in case of joint registered holders.

In case of dematerialised Equity Shares, the Equity Shares would reside in the Special Depository Account as mentioned above. The Registrars to the Offer will debit the Special Depository Account to the extent of payment of consideration made by the Acquirer and give instructions for the credit to the beneficial account of the Acquirer. The Equity Shares held in dematerialised form to the extent not accepted as a result of non-payment/ part payment of consideration by the Acquirer under the Offer will be released to the Beneficial Owner's Depository Account with the respective beneficial owners depository participant as per details furnished by the Beneficial Owner in the Form of Acceptance, at the sole risk of the Beneficial Owners.

10.17 In terms of regulation 22(5A) of the Regulations, shareholders desirous of withdrawing their acceptance tendered by them in the Offer, may do so up to three working days prior to the date of closing of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrars to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before

February 15, 2008.

a) The withdrawal option can be exercised by submitting the following:

i. For Equity Shares held in demat form:

Beneficial owners should enclose:

- Duly signed and completed Form of Withdrawal accompanying the LOO. The signature(s) should be attested by the depository participant.
- Acknowledgement slip in original/copy of the submitted Form of Acceptance cum Acknowledgement submitted by Registered post.
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.

ii. For Equity Shares held in physical form:

Registered Shareholders should enclose:

- Duly signed and completed Form of withdrawal accompanying the LOO.
- Acknowledgement slip in original/copy of the submitted Form of Acceptance cum Acknowledgement submitted by Registered post.
- In case of partial withdrawal, valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Target and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal.
- Acknowledgement slip in original/Copy of the submitted Form of Acceptance cum Acknowledgement submitted by Registered post.

In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application alongwith the following details;

- In case of physical shares: Name; Address; Distinctive Numbers; Folio Number, Number of Shares tendered and to be withdrawn and
- In case of dematerialized shares: Name; Address; Number of Shares offered and number of shares to be withdrawn; 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.

b) The withdrawal of shares will be available only for the share certificates/shares that have been received by the Registrar to the Offer / credited to Special Depository Escrow Account.

c) The intimation of returned shares to the Shareholders will be at the address as per the records of the the Target /Depository as the case may be.

d) The Form of Withdrawal should be sent only to the Registrar to the Offer.

e) In case of partial withdrawal of shares tendered in physical form by the registered shareholder, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from the Target.

f) Partial withdrawal of tendered shares can be done only by the registered shareholders/Beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.

g) Shareholders holding shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.

h) Marketable lot for the Equity Shares of the Target will be one Share.

10.18 Investors should note that shares and other relevant documents should not be sent to the Acquirer / Target Company.

10.19 The physical shares withdrawn by the shareholders tendered in open offer would be returned by registered post to the respective shareholder.

10.20 Barring unforeseen circumstances and factors beyond their control, the Acquirer intend to complete all procedures relating to the Offer, including payment of consideration to the shareholders who have accepted the Offer, within 15 days from the date of closing of this Offer and for the purpose open a special account as provided under regulation 29 of the Regulations.

Provided that where the Acquirer are unable to make the payment to the shareholders who have accepted the Offer before the said period of 15 days due to non-receipt of requisite statutory approvals, SEBI may, if satisfied that non-receipt of requisite statutory approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders for delay beyond 15 days, as may be specified by SEBI from time to time, in accordance with regulation 22(12) of the Regulations.

11. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the shareholders of the Target at the registered office of the Target at P.O. Digvijaygram 361 140, via: Jamnagar (Gujarat) **Tel:** (+91 288) 234 4109; **Fax:** (+91 288) 234 4092 , on all working days, from the date of opening of the Offer till the date of closing of the Offer, between 10.00 a.m. and 1.00 p.m., except Saturdays, Sundays and Holidays:

1. Certificate of Incorporation, Memorandum and Articles of Association of the Acquirer.
2. Copy of the SPA dated December 4, 2007.
3. Annual Reports of the Acquirer for the accounting years ended March 31, 2004, 2005, 2006.
4. Report dated December 17, 2007 by Deloitte S. L., Member of Deloitte Touche Tohmatsu, Avda, Garcia Barbon, 106, 36201 Vigo, Esparia, certifying the financials of the Acquirer.
5. Certificate of Incorporation, Memorandum and Articles of Association of the Target.
6. Annual Reports of the Target for the accounting years ended March 31, 2004, 2005, 2006.
7. Report dated December 19, 2007 by Deloitte Haskins & Sells, Chartered Accountants, Mr. Sanjiv V. Pilgaokar, Partner, Membership no. 39826, certifying the financials of the Target.
8. Copy of the Board Resolution of the Acquirer authorizing Mr. Manuel Faria Blanc to be the authorized signatory to the Letter of Offer.
9. Report dated December 5, 2007 from Mr. B.L. Jain of Jain and Kothari,, Chartered Accountants, 43, Onlooker Building, Sir P. M. Road, Fort, Mumbai 400 001 (Membership no.15568), Tel:+22 2266 3342 Fax:+22 2266 0267 justifying the Offer Price justifying the Offer price.
10. Letters from ABN AMRO N.V confirming cash deposit of Rs 121.91 crores deposited in the Escrow Account and a lien marked in favor of the Manager to the Offer.
11. Agreement with depository participant for opening a special depository account.
12. A published copy of Public Announcement issued on December 6, 2007.
13. Copy of the observation letter from SEBI, dated Janaury16, 2008 in terms of proviso to regulation 18(2) of the Regulations.

12. DECLARATION BY THE ACQUIRER.

The Acquirer and their respective Directors severally and jointly accept full responsibility for the information contained in this Letter of Offer, Form of Acceptance, Form of Withdrawal and also for ensuring compliance with the Regulations. All information contained in this document is as on the date of the Public Announcement, unless stated otherwise. Mr. Manuel Faria Blanc has been authorised by the Board of Directors of the Acquirer to be their authorised signatory to the Letter of Offer.

For Cimpor Inversiones SA

Calle Brasil, 56-36024 Vigo,

Spain

Sd/-
Mr. Manuel Faria Blanc
CFO
(Authorised Signatory)

Place: Spain
Date: January 23, 2008

Enclosed:

a) Form of Acceptance-cum-Acknowledgement

b) Form of Withdrawal

c) Transfer Deed, if applicable

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to the Registrar to the Offer ONLY at their Collection Centers as mentioned herein)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

OFFER	
OPENS ON	**: Friday, February 1, 2008**
CLOSES ON	**: Wednesday, February 20, 2008**
LAST DATE OF WITHDRAWAL	**: Friday, February15, 2008**

To,

Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (W), Mumbai – 400 078.
Contact person: Ms Awani Thakkar

Dear Sir,

Sub.: Open Offer to acquire 28,274,856 fully paid-up Equity Shares of Rs. 10/- each of Shree Digvijay Cement Company Limited ("Target"), representing 20.00% of the outstanding equity share capital of the Target , at a price of Rs. 42.50/- per fully paid-up Equity Share, payable in cash, by Cimpor Inversiones, S.A. ("the Acquirer")

I/We refer to the Public Announcement dated December 6, 2007 and Letter of Offer dated January 23, 2008 for acquiring the Equity Shares held by me/us in Shree Digvijay Cement Company Limited. I/We, the undersigned, have read the aforementioned Public Announcement and Letter of Offer, and accept unconditionally its contents including the terms and conditions and procedures as mentioned therein.

FOR SHARES HELD IN PHYSICAL FORM

I/We, accept the Offer and enclose the original Equity Share Certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares as detailed below:

Sr. No.	Ledger Folio No.	Certificate No.	Distinctive Nos.		No. of Equity Shares
			From	To	
	TENDERED				
1.					
2.					
3.					
Total No. of Certificates			**Total No. of Equity Shares**		

Please attach an additional sheet of paper if the above space is insufficient.

FOR SHARES HELD IN DEMATERIALISED FORM

I/We, holding the shares in dematerialized form, accept the Offer and enclose photocopy/counterfoil of the Delivery Instructions in "Off-market" mode, duly acknowledged by my/our depository participant in respect of my/our Equity Shares as detailed below:

DP Name	DP ID	Client ID	No. of Equity Shares	Name of Beneficiary

I/We have done an off market transaction for crediting the Equity Shares to the Special Depository Account with NSDL as "ESCROW ACCOUNT – OPEN OFFER - CDP" whose particulars are:

DP Name	Stock Holding Corporation of India Limited
DP ID	IN 301330 CL
Client ID	20263325
Account Name	ESCROW ACCOUNT – OPEN OFFER - CDP
Depository	National Securities Depository Limited

Tear along this line

Shareholders of Shree Digvijay Cement Company Limited, having their beneficiary account with Central Depository Services (India) Limited, ("CDSL"), have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NSDL.

I/We note and understand that the shares would lie in the special depository account until the time Acquirer dispatch the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We have enclosed the following documents:

- ☐ No objection Certificate/Tax Clearance Certificate under Income-tax Act, 1961, for Non-resident shareholders as applicable.
- ☐ Power of Attorney
- ☐ Corporate authorization in case of company
- ☐ Others (please specify): ________
- ☐ RBI permission obtained by Non-resident Shareholders for holding equity shares of Shree Digvijay Cement Company Limited hereby tendered in the Offer
- ☐ Death Certificate/ Succession Certificate

I/We confirm that the Equity Shares of Shree Digvijay Cement Company Limited which are being tendered herewith by me/us under the Offer, are free from lien, charges and encumbrances of any kind whatsoever. I/we are not debarred from dealing in shares of Shree Digvijay Cement Company Limited

I/We note and understand that the Equity Shares/ Equity Share Certificate(s) and valid share transfer deed(s) will be held in trust for me/us by the Registrars to the Offer until the time the Acquirer pays the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We authorise the Acquirer to accept the Equity Shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/we further authorise the Acquirer to return to me/us, Equity Share certificate(s) in respect of which the Offer is not found valid/not accepted, specifying the reasons thereof.

I/We authorise the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares that they may decide to accept in terms of the Letter of Offer and I/we further authorise the Acquirer to split/consolidate the Equity Share Certificates comprising the Equity Shares that are not acquired to be returned to me/us and for the aforesaid purpose the Acquirer are hereby authorised to do all such things and execute such documents as may be found necessary and expedient for the purpose.

I/We authorise the Acquirer to send by registered post/speed post/UCP the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned below at my/our risk. In case, I/we have tendered my/our shares in dematerialized for, I/we authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to use my/our details regarding my/our address and bank details as obtained from my/our depository participant for the purpose of mailing the aforesaid instrument .

The Permanent Account No. (PAN/GIR No.) allotted under the Income Tax Act 1961 is as under:

	Ist Shareholder	2nd Shareholder	3rd Shareholder
PAN/GIR No.			

Yours faithfully,
Signed and Delivered

	Full Name(s) of the Shareholder(s)	Signature
First/Sole Shareholder		
Second Shareholder		
Third Shareholder		
Fourth Shareholder		

Note: In case of joint holdings, all holders must sign. A corporation must affix its rubber stamp and necessary Board Resolution must be attached.

Tel No. ______________________; Fax No. ______________________; Email:__________________________________

Place : ___________ Date : __________

In order to avoid fraudulent encashment in transit, the shareholder(s) holding shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For shares that are tendered in electronic form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration payment will be issued with the said bank particulars.

Name of the Bank			
Branch		City	
Account Number		Savings/Current/(Others please specify)	

.... **Tear along this line** ....

INTIME SPECTRUM REGISTRY LIMITED

Acknowledgement Slip

C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078.
Contact person: Ms Awani Thakkar

FOLIO NO. ___________________________ **Sr. No.** ____________

Received from Mr. /Ms. ____

Address ____

____

Form of acceptance cum acknowledgement,# ___________________ Number of equity share Certificates for ________________ Equity Shares/ # Copy of Delivered Instruction to (DP) for ____________ Equity Shares

Delete whatsoever is not applicable

Signature of official and Date of Receipt	Stamp of Collection Centre

INSTRUCTIONS

1. Please read the enclosed Letter of Offer carefully before filling this Form of Acceptance.

2. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Equity Shareholders of Shree Digvijay Cement Company Limited. Each equity shareholder of Shree Digvijay Cement Company Limited to whom this Offer is being made, is free to offer his equity shareholding in Shree Digvijay Cement Company Limited in whole or in part while accepting the Offer.

3. No Equity Share/Form should be sent directly to the Acquirer or to the Manager to the Offer

4. Shareholders should enclose the following:

   a) Procedure for Equity Shares held in Physical Form

      - **Registered shareholders of Shree Digvijay Cement Company Limited should enclose:**

        - Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the equity share certificate(s) and in the same order in which their name(s) appear in the Register of Members and as per the specimen signature lodged with Shree Digvijay Cement Company Limited ;

        - Original Equity Share Certificate(s);

        - Valid Share Transfer Deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with Shree Digvijay Cement Company Limited and duly witnessed at the appropriate place. The Transfer Deed should be left blank, except for the signatures as mentioned above. A blank share transfer form is enclosed along with this Letter of Offer.

          Incase of registered shareholder, non receipt of the aforesaid documents, but receipt of the share certificates and the duly completed transfer deed, shall be deemed that the Offer has been accepted

        Notwithstanding that the signature(s) of the transferor(s) has/have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with Shree Digvijay Cement Company Limited or are not in the same order, such Equity Shares are liable to be rejected under this Offer even if the Offer has been accepted by a *bona fide* owner of such Equity Shares

      - **Unregistered owners of Equity Shares of Shree Digvijay Cement Company Limited should enclose:**

        - Form of Acceptance duly completed and signed in accordance with the instructions contained therein;

        - Original Equity Share Certificate(s);

        - Original Broker Contract Note;

        - Valid Share Transfer Deed(s) as received from the market. The details of buyer should be left blank failing which the same will be considered invalid under the Offer. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance.

        - The acknowledgement received, if any, from Shree Digvijay Cement Company Limited in case the Equity Shares have been lodged with Shree Digvijay Cement Company Limited. Such persons should instruct Shree Digvijay Cement Company Limited and its Registrar and Transfer agents to send the transferred share certificate(s) directly to the collection center as mentioned. The applicant should ensure that the certificate(s) reach the designated collection center before the date of closing of the Offer.

        Unregistered owners can send their acceptance of the Offer in writing to the Registrar to the Offer, M/s Intime Spectrum Registry Limited., at the collection centers as mentioned, on plain paper stating Name, Address, No. of Equity Shares held, No. of Equity Shares offered, Distinctive Nos., Folio No., together with the original Share Certificate(s), valid transfer deeds in case of Equity Shares held in physical form or photocopy or counterfoil of the delivery instructions in "Off-market" mode in case of Equity Shares held in dematerialised form and the original contract note issued by the broker through whom they acquired their Equity Shares. No indemnity is required from the unregistered owners.

        Unregistered owners if they so desire may also apply on the Form of Acceptance downloaded from the SEBI's website (www.sebi.gov.in).

   b) Procedure for Equity Shares held in Demat Form

      - **Beneficial Owners should enclose:**

        - Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose names appear in the beneficiary account and in the same order therein. The Form Of Acceptance has to be tendered by the beneficial holder of Equity Shares only.

          Incase of non receipt of the aforesaid documents, but receipt of the shares in the special depository account, the Offer shall be deemed to be accepted.

- A photocopy or counterfoil of the Delivery Instructions in "off market" mode, duly acknowledged by the beneficial owners depository participant and filled as per the details of the Special Depository Account given below.

- Registrar to the Offer has for the purpose of this Open Offer, opened a Special Depository Account with NSDL named "ESCROW ACCOUNT – OPEN OFFER – CDP" with Stock Holding Corporation of India Limited, whose particulars are: **DP ID** IN 301330 CL **DP Name:** Stock Holding Corporation of India Limited**; Client ID Number:** 20263325**; Depository: National Securities Depository Limited.** Shareholders, having their beneficiary account with Central Depository Services Limited, have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NSDL. Since the Equity Shares of Shree Digvijay Cement Company Limited are in compulsory demat mode, the minimum marketable lot for such shares will be one.

  The Beneficial Owners who hold Equity Shares in dematerialised form are required to execute a trade by tendering the Delivery Instructions for debiting their Beneficial Account with beneficial owners depository participant and crediting the above mentioned Special Depository Account. **The credit in the Special Depository Account should be received on or before February 20, 2008. In order to ensure this, Beneficial Owners should tender the Delivery Instructions at least two working days prior to date of closing of the Offer**.

  The Delivery Instructions to be given to the depository participant should be in "For Off Market Trade" mode only. For each Delivery Instruction the Beneficial Owner should submit separate Form of Acceptance.

- **Shareholders who have sent their Equity Share Certificates for dematerialisation should enclose:**

  - Form of Acceptance duly completed and signed in accordance with the instructions contained therein by the sole/ joint Equity Shareholders whose name appears on the Equity Share Certificate and in the same order in which their name(s) appears in the Register of Members and as per the specimen signature lodged with Shree Digvijay Cement Company Limited.

  - A copy of the dematerialisation request form duly acknowledged by the Equity Shareholders depository participant.

    Such Equity Shareholders should ensure that the credit of their Equity Shares tendered under Offer to the Special Depository Account is made on or before the date of closing of the Offer, otherwise the same are liable to be rejected. Alternatively, if the Equity Shares sent for dematerialisation are yet to be processed by the Equity Shareholders depository participants, the Equity Shareholders can withdraw their dematerialisation request and tender the Equity Share Certificates in the Offer as per procedure mentioned in paragraph 10 of the Letter of Offer.

Procedure to be adopted in case of non-receipt of the Letter of Offer

- **By Equity Shareholders holding Equity Shares in physical form**

  In case of non-receipt of the Letter of Offer, eligible persons may send their acceptance of the Offer in writing to the Registrar to the Offer, M/s Intime Spectrum Registry Limited, at the collection centers as mentioned in paragraph 16, on plain paper stating their Name, Address, No. of Equity Shares held, No. of Equity Shares offered, Distinctive Nos., Folio No together with the original Share Certificate(s), valid transfer deeds in case of Equity Shares held in physical form, so as to reach the Registrar to the Offer on or before the date of Closing of the Offer.

  Shareholders who have lodged their Equity Shares for transfer with Shree Digvijay Cement Company Limited must also send the acknowledgement received, if any, from Shree Digvijay Cement Company Limited towards such lodging of Equity Shares.

  Shareholders who have sent their equity share certificates for dematerialisation should send a copy of the dematerialised request form duly acknowledged by their depository participant.

- **By Equity Shareholders holding Equity Shares in dematerialised form**

  Beneficial Owners may send the acceptance of the Offer in writing to the Registrar to the Offer, M/s Intime Spectrum Registry Limited at the collection centers as mentioned in paragraph 16 , on plain paper, stating Name, Address, Number of Equity Shares held, Number of Equity Shares offered, DP name, DP ID, beneficiary account number and a photocopy or counterfoil of the delivery instructions in "Off market" mode, duly acknowledged by the beneficial owners depository participant, in favour of the Special Depository Account, so as to reach the Registrar to the Offer on or before the Closing of the Offer.

  Shareholders, having their beneficial account with CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NSDL.

  No indemnity is required while sending the acceptance of the Offer on plain paper.

  Shareholders not receiving the Letter of Offer, if they so desire, may also apply on the Form of Acceptance downloaded from SEBI web site (www.sebi.gov.in).

5. Where the number of Equity Shares offered for sale by the shareholders are more than the Equity Shares agreed to be acquired by

the Acquirer under this Offer, they shall, accept the offers received from the shareholders on a proportional basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that acquisition of Equity Shares from a shareholder shall not be less than the minimum marketable lot or the entire holding, if it is under the marketable lot.

6. In case of joint holdings, all the holders whose names appears on the Equity Share Certificate or in the beneficiary account must sign this Form of Acceptance in the same order in which these names appears on the register of members/ beneficial account and as per the specimen signature(s) lodged with Shree Digvijay Cement Company Limited or the beneficial owner's depository participant.

7. In case of physical Equity Shares, the enclosed transfer deed should be duly signed as transferors by all shareholders in the same order and as per specimen signatures lodged with Shree Digvijay Cement Company Limited and should be duly witnessed at the appropriate place. The Transfer Deed should be left blank, excepting the signatures as mentioned above. Attestation, where required (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar Authority holding a Public Office and authorised to use the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank. PLEASE DO NOT FILL UP ANY DETAILS ON THE TRANSFER FORM. Relevant Equity Share Certificates must be annexed.

8. The shareholders of Shree Digvijay Cement Company Limited who have sent their equity shares certificates for dematerialisation should submit their form of acceptance and other documents, as applicable, along with a copy of the dematerialisation request form duly acknowledged by their DP. Shareholders of equity shares of Shree Digvijay Cement Company Limited who have sent their equity shares for transfer should enclose, Form of Acceptance duly completed and signed, copy of the letter sent to Shree Digvijay Cement Company Limited (for transfer of shares) and valid share transfer form(s).

9. In case of bodies corporate, proper corporate authorization should be enclosed.

10. The Acquirer shall accept all valid fully paid up shares tendered (except those which are withdrawn, within the date specified for withdrawal). Equity shares will be acquired by the Acquirer free from lien, charges and encumbrances of any kind whatsoever and together with all the rights attached thereto including the right to dividend, bonus and rights issue thereafter.

11. If the number of shares tendered by the shareholders is more than the offer size, the acquisition from each shareholder will be as per regulation 21(6) of the Regulations, on a proportionate basis in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that acquisition of Equity Shares from a shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot. As the Shares trade in compulsory dematerialized segment, the minimum marketable lot for the Shares is 1 (one).

12. The consideration for the Equity Shares accepted by the Acquirer will be paid by crossed account payee cheques/demand drafts. Such cheques/demand drafts exceeding Rs. 1,500/- or unaccepted Equity Share certificates, transfer forms and other documents, if any, will be returned by Registered Post/Speed Post at the shareholders'/unregistered owners' sole risk, to the sole/first shareholder/ unregistered owner. Cheques/demand drafts for Rs 1,500/- or less will be sent under certificate of posting. All cheques/demand drafts will be drawn in the name of the first holder, in case of joint registered holders.

    In case of dematerialised Equity Shares, the Equity Shares would reside in the Special Depository Account as mentioned above. The Registrar to the Offer will debit the Special Depository Account to the extent of payment of consideration made by the Acquirer and give instructions for the credit to the beneficial account of the Acquirer. The Equity Shares held in dematerialised form to the extent not accepted as a result of non-payment/ part payment of consideration by the Acquirer under the Offer will be released to the Beneficial Owner's Depository Account with the respective beneficial owners depository participant as per details furnished by the Beneficial Owner in the Form of Acceptance, at the sole risk of the Beneficial Owners.

13. In terms of regulation 22(5A) of the Regulations, shareholders desirous of withdrawing their acceptance tendered by them in the Offer, may do so up to three working days prior to the date of Closing 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 February 15, 2008.

14. All owners of Equity Shares, registered or unregistered, who own the Equity Shares of Shree Digvijay Cement Company Limited , except the Acquirer and Seller at any time prior to the closure of the Offer, are eligible to participate in the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, Intime Spectrum Registry Limited, at the collection centres mentioned hereunder in paragraph 12, on or before the closure of the Offer, i.e., February 20, 2008 on plain paper stating Name, Address, No. of Equity Shares held, No. of Equity Shares offered, Distinctive Nos., Folio No., together with the original Share Certificate(s), valid transfer deeds in case of Equity Shares held in physical form or photocopy or counterfoil of the delivery instructions in "Off-market" mode in case of Equity Shares held in dematerialised form and the original contract note issued by the broker through whom they acquired their Equity Shares. No indemnity is required from the unregistered owners.

15. As per the provisions of Section 196D (2) of the Income Tax Act, 1961, and as amended ("the Income Tax Act), no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD payable to a Foreign Institutional Investor ("FII") as defined in section 115 AD of the Income Tax Act. However, while tendering their Equity Shares under the Offer, Non Resident Individuals, Overseas Corporate Bodies and other non-resident shareholders will be required to submit a No Objection Certificate ("NOC") or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from Income Tax authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid NOC or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate is not

submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders.

Non-resident shareholders of Shree Digvijay Cement Company Limited should also submit copy of the permission received from Reserve Bank of India for acquisition of Equity Shares of Shree Digvijay Cement Company Limited. Incase of its non – submission, the Acquirer reserve the right to reject such Equity Shares tendered

16. Shareholders of Shree Digvijay Cement Company Limited, other than the Acquirer, Seller, Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla who wish to avail this Offer should forward the under mentioned documents, by hand delivery on days and during the business hours mentioned below, at any of the collection centres listed below, or by registered post to the Registrar to the Offer, Intime Spectrum Registry Limited., at their office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078. Contact person: Ms Awani ThakkarTel No.: +91-22- 25960320-28, Fax No.: +91-22- 25960329, Email ID:**cdp-offer@intimespectrum.com**, so as to reach the Registrar on or before February 20, 2008(i.e. the date of closing of the Offer).

Name & Address of Collection Centres	Mode of Delivery	Contact Person	Contact No.	Fax. No.
Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400078	Hand Delivery & Registered Post	Vishwas Attavar	022-25960320-27 M:9322904731	022-25960328-329
Intime Spectrum Registry Limited, 203, Davar House, Next to Central Camera, D N Road, Fort, Mumbai - 400 001	Hand Delivery	Vivek Limaye	022-22694127 M:9322270272	022-22694127 (Telefax)
Intime Spectrum Registry Limited, 211 Sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad - 380 009	Hand Delivery	Hitesh Patel	079-26465179 M:9374803492	079-26465179 (Telefax)
Intime Spectrum Registry Limited, No:8, 1st floor, Above Kids Kemp, Mahavir Shopping Complex, K G Road, Bangalore – 560 009	Hand Delivery	Arun Kumar	080-32720640 M:9341282369	080-32720640 (Telefax)
Intime Spectrum Registry Limited, 308, First Floor, Jaldhara Complex, Nr. Manisha Society, Old Padara Road, Vadodara -390015	Hand Delivery	Jaydeep Mehta	0265-2250241/ 3249857 M: 9375993359	0265-2250246 (Telefax)
Intime Spectrum Registry Limited, 59C, Chowringhee Road, 3rd Floor, Kolkata -700020.	Hand Delivery	S.P. Guha	033-22890539/40 M:9331023044	033-22890539/ 40 (Telefax)
Intime Spectrum Registry Limited, 2nd Floor, A-40, Naraina Industrial Area, Phase II, Near Batra Banquet, New Delhi -110 028.	Hand Delivery	Bharat Kumar Bhushan	011-41410592/ 93/94 M:9818022307	011-41410591
Intime Spectrum Registry Limited, Block No. 202, Akshay Complex, Near Ganesh Temple, Off. Dhole Patil Road, Pune – 411001.	Hand Delivery	P. N. Albal	020-26051629 M:9373308077	020–26053503 / 25533304 (Telefax)
Intime Spectrum Registry Limited, C/o Skystock Financial Services, 2nd Floor, Sonali Bldg, Ramanarsi Street, Athaunagar Mahallo, Nanpura, Surat 395 001.	Hand Delivery	Sanjay M Patel	0261 - 2461332	0261-2472144

The Equity Shares can be tendered at the above centres between Monday to Friday from 10.00 am to 1.00 pm and 2.00 pm to 4.00 pm and on Saturdays from 10.00 am to 1.00 pm. The centres will be closed on Sundays and any other Holidays.

No document should be sent to the Acquirer or the Manager to the Offer or Shree Digvijay Cement Company Limited.

Note : All future correspondence, if any, should be addressed to Registrars to the Offer, at their office at Intime Spectrum Registry Limited, (W), C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078. Contact person: Ms Awani ThakkarTel No.: +91-22- 25960320-28, Fax No.: +91-22- 25960329, Email ID: cdp-offer@intimespectrum.com (Please read para 10 of the Letter of Offer titled "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT" before filing this form)

Tear along this line

(**Please read paragraph 10 of the Letter of Offer titled "PROCEDURE FOR ACCEPTANCE & SETTLEMENT" before filing this form)**

FORM OF WITHDRAWAL

(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

OFFER	
OPENS ON	**: Friday, February 1, 2008**
CLOSES ON	**: Wednesday, February 20, 2008**
LAST DATE OF WITHDRAWAL	**: Friday, February 15, 2008**

To,
Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (W), Mumbai – 400 078.

Dear Sir,

Sub.: Open Offer to acquire 28,274,856 fully paid-up Equity Shares of Rs. 10/- each of Shree Digvijay Cement Company Limited ("Target"), representing 20.00% of the outstanding equity share capital of the Target , at a price of Rs. 42.50/- per fully paid-up Equity Share, payable in cash, by Cimpor Inversiones, S.A. ("the Acquirer")

I/We refer to the Public Announcement dated December 6, 2007 and Letter of Offer dated January 23, 2008 for acquiring the Equity Shares held by me/us in Shree Digvijay Cement Company Limited.

I/We, the undersigned, have read the aforementioned Public Announcement, Letter of Offer including procedure of withdrawal of equity shares tendered by me/us in the Offer as mentioned in Paragraph 10 of Letter Of Offer and accept unconditionally its contents including the terms and conditions and procedures as mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our equity shares from the Offer and I/We further authorize the Acquirer to return to me/us, the tendered equity share certificate(s)/share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our equity shares from the Offer, no claim or liability shall lie against the Acquirer/ Manager to the Offer/ Registrar to the Offer.

I/We note that this Form of withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before the last date of withdrawal (i.e February 15, 2008).

I/We note that the Acquirer/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit of the equity shares held in physical form and also for the non receipt of equity shares held in the dematerialized form in the DP account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirer will return Original Share Certificate(s), Share Transfer Deed(s) and equity shares only on completion of verification of the documents, signatures and beneficiary position data as available from the Depository from time to time, respectively.

SHARES IN PHYSICAL FORM

The particulars of withdrawal of original shares certificates and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger Folio No.	Certificate No.	Distinctive Nos.		No. of Equity Shares
			From	To	
	TENDERED				
1.					
2.					
3.					
	WITHDRAWN				
1					
2.					
3.					
Total No. of Certificates			**Total No. of Equity Shares**		

Please attach an additional sheet of paper if the above space is insufficient.

SHARES IN DEMAT FORM

I/We hold the following Equity Shares in dematerialized Form and tendered the Equity Shares in the Offer through an off-market transaction for crediting the Shares to the Special Depository Account with NSDL - "ESCROW ACCOUNT – OPEN OFFER – CDP", whose particulars are:

DP ID IN 301330 CL DP Name: Stock Holding Corporation of India Limited; Client ID Number: 20263325; Depository: National Securities Depository Limited.

Please find enclosed a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP.

The particulars of the account from which my/our Shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares withdrawn

Address of First/Sole Shareholder: ____

____

Tel. No.: ____________ Fax No.:_ ____________ E-mail : ____________________

I/We note that the Equity Shares will be credited back only to that Depository Account, from which the Equity Shares have been tendered and necessary standing instructions have been issued in this regard.
I/We confirm that the particulars given above are true and correct.
In case of dematerialized Shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

Yours faithfully,

Signed and delivered	Full Name(s)	Signature(s)	Verified and Attested by us. Please affix the stamp of DP (in case of demat Shares)/ Bank (in case of physical Shares)
First/Sole Shareholder			
Second Shareholder			
Third Shareholder			
Fourth Shareholder			

Note: In case of joint holders all must sign. In case of body corporate, stamp of the company should be affixed and necessary Board resolution should be attached.
Place :
Date :

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Acknowledgement Slip

Intime Spectrum Registry Limited,
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078.
Contact person: Ms. Awani Thakkar

FOLIO NO. ____________ **Sr. No.** ____________

Received from Mr. /Ms. ______________________________
Address ______________________________

____

Form of Withdrawal,# ________Number of share Certificates for ____________ Equity Shares/
Copy of Delivered Instruction to (DP) for ________ Equity Shares
Delete whatsoever is not applicable

Signature of official and Date of Receipt	Stamp of Collection Centre

Note: All future correspondence, if any, should be addressed to Registrars to the Offer: Intime Spectrum Registry Limited., at their office at:- Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078. Contact person: Ms Awani Thakkar Tel No.: +91-22- 25960320-28, Fax No.: +91-22- 25960329, Email ID: cdp-offer@intimespectrum.com

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