

# SHREE DIGVIJAY CEMENT COMPANY LIMITED

Reg. Office: Digvijaygram, Dist. Jamnagar - 361 140, Gujarat.  
Tel.: 0288-2344272/75; Fax: 0288-2344092

OPEN OFFER FOR ACQUISITION OF UP TO 35,611,817 (THIRTY FIVE MILLION SIX HUNDRED AND ELEVEN THOUSAND EIGHT HUNDRED AND SEVENTEEN ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH (THE "OFFER SHARES"), CONSTITUTING 25.1% OF THE EMERGING SHARE CAPITAL OF SHREE DIGVIJAY CEMENT COMPANY LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY TRUE NORTH FUND VI LLP ("ACQUIRER") (THE "OFFER"/"OPEN OFFER").

This post offer advertisement ("Post Offer Public Announcement") is being issued by JM Financial Limited, the Manager to the Offer ("Manager") on behalf of the Acquirer in connection with the Offer made by the Acquirer, in compliance with Regulation 18(12) of the SEBI (SAST) Regulations in respect of Open Offer to acquire Equity Shares of Target Company.

This Post Offer Public Announcement is to be read in continuation of and in conjunction with: (a) the Public Announcement dated November 12, 2018; (b) the Detailed Public Statement published on November 19, 2018 in all editions of Financial Express (English), all editions of Jansatta (Hindi), the Mumbai edition of Navshakti (Marathi) and the Jamnagar edition of Nobat (Gujarati) ("DPS"); (c) the Letter of Offer dated January 10, 2019 ("LoF"); and (d) the advertisement cum corrigendum to the DPS dated January 18, 2019 published in the same newspapers where the DPS was published.

Capitalized terms used herein but not specifically defined shall have the same meaning ascribed to such terms in the LoF.

The shareholders of the Target Company are requested to kindly note the following information relating to the Offer:

- Name of the Target Company : Shree Digvijay Cement Company Limited
- Name of the Acquirer : True North Fund VI LLP
- Name of the Manager to the Offer : JM Financial Limited
- Name of the Registrar to the Offer : Link Intime India Private Limited
- Offer Details :
  - Offer Opening Date : January 22, 2019
  - Offer Closing Date : February 04, 2019
- Date of payment of consideration for the Equity Shares validly tendered and accepted in the Offer : February 18, 2019
- Details of Acquisition:

S. No.	Particulars	Proposed in the DPS and LoF		Actuals	
		Number	% of Emerging Share Capital	Number	% of Emerging Share Capital
7.1	Offer Price per share	INR 23.33		INR 23.33	
7.2	Aggregate number of shares tendered	35,611,817 <sup>(1)</sup>		3,612,284	
7.3	Aggregate number of shares accepted	35,611,817 <sup>(1)</sup>		3,612,284	
7.4	Offer Size	INR 830,823,691 <sup>(2)</sup>		INR 84,274,585.72	
7.5	Shareholding of the Acquirer before Public Announcement	Nil	Nil	Nil	Nil
7.6	Shares to be acquired by way of the agreements <sup>(3)</sup>	106,030,708	74.9	106,030,708	74.9
7.7	Shares acquired under the Offer	35,611,817 <sup>(1)</sup>	25.1	3,612,284	2.6
7.8	Shares acquired after Detailed Public Statement	Nil	Nil	Nil	Nil
7.9	Post Offer shareholding of the Acquirer <sup>(4)</sup>	141,642,525	100.0	109,642,992	77.4
7.10	Pre Offer shareholding of the public <sup>(5)</sup>	35,611,817	25.1	35,611,817	25.1
7.11	Post Offer shareholding of the public	Nil	Nil	31,999,533 <sup>(5)</sup>	22.6

**Notes:**

- Assuming full acceptance in the Offer.
- Rounded to the nearest rupee.
- The Sale Shares which are yet to be acquired by the Acquirer from the Sellers under the SPA.
- Assuming the acquisition of Sale Shares under the SPA which is yet to be undertaken.
- Includes (i) 265,212 Equity Shares, allotment of which is kept in abeyance by the Target Company; and (ii) 3,035 Equity Shares which were issued but unsubscribed.

The Acquirer and its Designated Partners accept full responsibility for the information contained in the Post Offer Public Announcement. The Acquirer shall be responsible for the fulfilment of obligations under the SEBI (SAST) Regulations in respect of this Offer.

A copy of this Post Offer Public Announcement will be available on the websites of SEBI and the BSE Limited and at the registered office of the Target Company.

Issued on behalf of the Acquirer by the Manager to the Offer

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p><b>JM FINANCIAL</b> JM FINANCIAL LIMITED 7<sup>th</sup> Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India Tel: +91 22 6630 3030 Fax: +91 22 6630 3330 Email: sdc.openoffer@jmfli.com Contact Person: Ms. Prachee Dhuri SEBI Registration Number: INM000010361</p>	 <p><b>LINK Intime</b> LINK INTIME INDIA PRIVATE LIMITED C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 Tel: +91 22 4918 6200 Fax: +91 22 4918 6195 Email: sdc.openoffer@linkintime.co.in Contact Person: Mr. Sumeet Deshpande SEBI Registration Number: INR000004058</p>

Place : Mumbai, India  
Date : February 25, 2019