FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form of Acceptance-cum-Acknowledgement with enclosures to Intime Spectrum Registry Limited at any of the collection centers as mentioned in the Letter of Offer)

(to be filled in by the shareholder)

OPEN OFFER TO THE SHAREHOLDERS OF MYSORE CEMENTS LIMITED	
OPENS	**Wednesday, December 27, 2006**
LAST DATE OF WITHDRAWAL	**Wednesday, January 10, 2007**
CLOSES	**Monday, January 15, 2007**

Status: Resident / Non-Resident

Folio No./DP ID Client ID No. of Shares held

From:

Name:

Full Address:

Tel No.: Fax No.: E-mail :

To,

Cementrum I B.V.,

C/o. Intime Spectrum Registry Limited,

C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai - 400078

Dear Sir/Madam,

Sub: Open Offer (the "Offer") to acquire 35,000,000 Shares of Rs. 10 each, representing 22.15 % of Fully Expanded Voting Equity Capital of Mysore Cements Limited ("MCL" / "Target Company") by Cementrum I B.V. (the "Acquirer") and HeidelbergCement AG ("HCAG" / "PAC")who is acting in concert with the Acquirer for the purpose of the Offer at a price of Rs.58 (Rupees Fifty Eight only) per fully paid up equity share (The Offer Price is subject to final outcome of an appeal filed by the Acquirer challenging a direction of SEBI to increase the Offer Price by Rs. 14.50 per Share. On an appeal filed by the Acquirer, the Hon'ble Securities Appellate Tribunal has permitted the Offer to be proceeded with at the price Rs. 58 per Share, subject to outcome of the appeal. Please refer to Paragraph 7.1.4 of the Letter of Offer for details) ("Offer Price") payable in cash.

I/We refer to the Letter of Offer dated December 18, 2006 for acquiring the equity shares held by me/us in **Mysore Cements Limited.**

I/We, the undersigned, have read the Letter of Offer, understood its contents and unconditionally accept the terms and conditions and procedures as mentioned therein.

SHARES HELD IN PHYSICAL FORM

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

Sr. No.	Folio No.	Certificate No.	Distinctive Nos.		No. of Equity Shares
			From	To	
				Total	

Please attach additional sheets of paper and authenticate the same if the space is insufficient.

SHARES HELD IN DEMAT FORM

I/We, holding Shares in demat form, accept the Offer and enclose a photocopy of the Delivery Instructions duly acknowledged by my/ our DP in respect of my/our Shares as detailed below.

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

I/We have done an "Off-market" transaction for crediting the Shares to the special depository account with Standard Chartered Bank opened with NSDL styled "ISRL - MYSORE CEMENTS LTD OPEN OFFER ESCROW ACCOUNT" whose particulars are:

DP Name: Standard Chartered Bank	DP ID: IN301524	Client ID: 30010677

Shareholders having their beneficiary account with CDSL will have to use inter-depository slip for the purpose of crediting their Shares in favour of the special depository account opened with NSDL.

My / Our Permanent Account Number (PAN)/ General Index Register number (GIR) is as follows (refer instruction no. 5) :

Permanent Account Number				
General Index Register No.				
	First/Sole Holder	**Joint Holder 1**	**Joint Holder 2**	**Joint Holder 3**

Enclosures (Please tick as appropriate, if applicable)

- ☐ Power of Attorney
- ☐ No Objection Certificate & Tax Clearance Certificate under Income Tax Act, 1961, for NRIs/ OCBs/foreign and other non resident shareholders as applicable
- ☐ Death Certificate/ Succession Certificate
- ☐ Previous RBI approvals for holding the shares of MCL hereby tendered in the Offer.
- ☐ Corporate authorisation in case of companies along with Board Resolution and specimen signatures of authorised signatories, copy of Memorandum and Articles of Association
- ☐ Photo copy of the PAN no. / GIR no. / Form 60 (as applicable) of all the holders
- ☐ Others (please specify): ____________________

For NRIs/OCBs/foreign and other non resident shareholders: I/We confirm that the Shares of Mysore Cements Limited are held by me/us on ☐ Investment/Capital Account OR ☐ Trade Account. (Please ✓whichever is applicable in your case)

I/We confirm that the Shares of **Mysore Cements Limited,** which are being tendered herewith by me/us under the Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We note and understand that the original Share certificate(s) and valid Share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the time the purchase consideration as mentioned in the Letter of Offer and/or the unaccepted Shares/ Share certificates are dispatched or credited back to the beneficial owners' DP accounts.

I/We also note and understand that the purchase consideration will be paid only after verification of the documents and signatures.

I/We authorise the Acquirer to send by registered post / speed post the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned above.

I/We note and understand that the Shares would lie in the special depository account until the time payment of purchase consideration as mentioned in the Letter of Offer is made.

I/We authorise the Acquirer to accept the 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.

-- TEAR ALONG THIS LINE --

Acknowledgement Slip: Mysore Cements Limited – Open Offer

(to be filled by the shareholder) (subject to verification)

Folio No./DP ID **Client ID** **Sr. No.**

Received from Mr./Ms./M/s. ____

Form of Acceptance along with:

(Tick whichever is applicable)

☐ Physical Shares: No. of Shares ____________________; No. of certificates enclosed__________________

☐ Demat Shares: Copy of delivery instruction for ______________________________ number of Shares enclosed

Signature of Official ______________________ Date of Receipt ______________________

Payments for accepted Shares/credits for unaccepted Shares will be dispatched /credited by January 30, 2007, subject to receipt of regulatory approvals, if any needed.

STAMP OF COLLECTION CENTRE

So as to avoid fraudulent encashment in transit, shareholder(s) should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank____	Branch____	City_________________________
Account Number ____	Savings/Current/Others (please specify) ______________________________________	

Yours faithfully,

Signed and Delivered

	FULL NAME(S) OF THE HOLDER	SIGNATURE(S)
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Note: In case of joint holdings, all holders must sign. In case of body corporate, the company seal should be affixed.

Place: _______________________ Date: ___________________

INSTRUCTIONS

1. In the case of dematerialised Shares, the shareholders are advised to ensure that their Shares are credited in favour of the special depository account, before the Offer Closing Date. The Form of Acceptance-cum-Acknowledgement of such demat Shares not credited in favour of the special depository account, before the Offer Closing Date will be rejected.

2. **Shareholders should enclose the following :**

   I. For equity shares held in physical form:-

   - **Registered shareholders should enclose**

   ♦ **Form of Acceptance-cum-Acknowledgement** duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the Share certificates.

   ♦ **Original Share Certificate(s)**.

   ♦ **Valid transfer deed(s) / 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 Mysore Cements Limited and duly witnessed at the appropriate place. Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a Magistrate/Notary Public/ Bank Manager under their Official Seal. The details of the buyer should be left blank failing which the same will be invalid under the Offer. The details of the buyer will be filled upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance. Shareholders holding physical Shares can also contact the Registrar to the Offer at any of their collection centres at the address given in the Letter of Offer to obtain a blank share transfer deed.

   In case of non receipt of the aforesaid documents, but receipt of the original Share certificate(s) and transfer deed(s) duly signed, the Offer shall be deemed to be accepted.

   - **Unregistered owners should enclose**

   ♦ **Form of Acceptance-cum-Acknowledgement** duly completed and signed in accordance with the instructions contained therein.

   ♦ **Original Share Certificate(s)**.

   ♦ **Original broker contract note**.

   ♦ **Valid Share transfer deed(s)** as received from market. The details of buyer should be left blank failing which, the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered shareholders.

-- TEAR ALONG THIS LINE --

All queries in this regard to be addressed to the Registrar to the Offer at the following address quoting your Reference Folio No./DPID/Client ID:

Intime Spectrum Registry Limited
(Unit: Mysore Cements Limited - Open Offer)
Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai - 400078
Tel: +91-22-25960320-28 Fax: +91-22-25960329
Contact Person: Vishwas Attavar
Email: vishwasa@intimespectrum.com

All other requirements for valid transfer will be preconditions for valid acceptance.

II. For equity shares held in demat form:-

Beneficial owners should enclose

- **Form of Acceptance-cum-Acknowledgement** duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
- **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 special depository account as per the instruction in the Letter of Offer.

3. The Share certificate(s), share transfer deed(s) and the Form of Acceptance-cum-Acknowledgement should be sent only to the **Registrar to the Offer** and not to the Manager to the Offer or the Acquirer or MCL.

4. Shareholders having their beneficiary account with CDSL have to use “INTER DEPOSITORY DELIVERY INSTRUCTION SLIP” for the purpose of crediting their Shares in favour of the special depository account with NSDL.

5. Shareholders tendering Shares in the Offer, where the Offer consideration (no. of Shares tendered multiplied by the Offer Price) payable to them exceeds Rs.1 lakh are required to give their Permanent Account No. / General Index Register No. at the box provided and attach a photo copy of the PAN / GIR no./ duly filled Form 60 (as applicable). The Acquirer and the PAC also reserve the right to reject such tenders from shareholders, where the details of PAN / GIR No. and a photo copy of the PAN / GIR no./ duly filled Form 60 (as applicable) is not submitted.

6. While tendering Shares under the Offer, NRIs/ OCBs/ foreign and other non resident shareholders will be also required to submit the RBI approvals, if any (specific or general) that they would have obtained for acquiring Shares. In case the RBI approvals are not submitted, the Acquirer and the PAC reserve the right to reject the Shares tendered.

7. Non resident shareholders should enclose No Objection Certificate/Tax Clearance Certificate from the Income Tax Authorities under Income Tax Act, 1961, indicating the tax to be deducted by the Acquirer and the PAC before remittance of consideration otherwise tax will be deducted at the maximum marginal rate as may be applicable to the category of the shareholder on the entire consideration amount payable. The Acquirer and the PAC also reserve the right to reject such tenders from non-resident shareholders, where the aforesaid No-Objection Certificate/ Tax Clearance Certificate is not submitted.

8. Shareholders are advised to indicate the bank account details at the appropriate place in the Form of Acceptance-cum-Acknowledgement and the consideration cheque would be made to the bank account of the sole/ first shareholder. The payment would be made at par to all the shareholders.

9. **Rejection of Shares**

   If the Shares are rejected for any of the following reasons, the Shares will be returned to the holder(s) along with all the documents received from them at the time of submission. Please note that the following list is not exhaustive.

   a. The signature(s) of the holder(s) do not match with the specimen signature(s) as per the records of MCL;

   b. The transfer deed is not complete or that the signatures do not match the specimen recorded with MCL;

   c. The number of Shares mentioned in the Form of Acceptance-cum-Acknowledgement does not tally with the actual physical share certificate(s) submitted or in case of dematerialized Shares, the Shares in the Form of Acceptance-cum-Acknowledgement do not tally with the instruction to the depository participant and the credit received in the special depository account;

   d. The relevant documents, as applicable, mentioned above at 2 and in addition at 5, 6 and 7 are not submitted with the Form of Acceptance-cum-Acknowledgement. The Acquirer and the PAC also reserve the right to reject such tenders from shareholders, where the relevant documents are not submitted.

10. All documents / remittances sent by or to shareholders will be at their own risk. Shareholders of MCL are advised to adequately safeguard their interests in this regard. Shares held in demat form to the extent not accepted will be credited back to the beneficial owners’ depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance-cum-Acknowledgement.

11. Neither the Acquirer, the Manager to the Offer, the Registrar to the Offer or MCL will be liable for any delay/loss in transit resulting in delayed receipt/ non-receipt by the Registrar to the Offer of your Form of Acceptance-cum-Acknowledgement or for the failure to deposit your Shares to the special depository account or submission of original physical Share certificates due to inaccurate/incomplete particulars/instructions on your part, or for any other reason.

12. Applicants who cannot hand deliver their documents at the collection centers, may send their documents only by Registered Post, at their own risk, to the Registrar to the Offer at Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai - 400078 so as to reach the Registrar to the Offer on or before 5 PM on the Offer Closing Date.

13. The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted at any of the collection centers of Intime Spectrum Registry Limited which are as follows : **(a) Mumbai: Intime Spectrum Registry Limited,** C-13, Pannalal Silk Mills Compound, L B S Marg,Bhandup (W),Mumbai -400078, Tel No.: 022-25960320-28, Fax No.: 022-25960329; **Intime Spectrum Registry Limited**, 203, Davar House, Next to Central Camera, D N Road, Fort, Mumbai - 400 001, Tel No.: 022-22694127, Fax No. 022-25960329 **(b) Ahmedabad: Intime Spectrum Registry Limited,** 211 Sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad - 380 009, Tel No./Fax No.: 079-2646 5179 **(c) Bangalore: Intime Spectrum Registry Ltd.,** No:658-57,1st Floor, Laxmi Venkateshwar Archade,11th Main,4th Block Jayanagar, Opp Vijay Party Hall, Bangalore- 560 011, Tel No.: 080-32720640, Fax No.: 080-26910054 **(d) Kolkata: Intime Spectrum Registry Limited,** 59C, Chowringhee Road, 3rd Floor, Kolkata -700020, Tel No.: /Fax No. 033-22890539/40 **(e) New Delhi: Intime Spectrum Registry Limited**, 3rd Floor, A-31, Naraina Industrial Area, Phase I, New Delhi -110 028, Tel No.: 011-41410592/93/94, Fax No.: 011-41410591 **(f) Pune: Intime Spectrum Registry Limited,** Bhagirathi,1202/3/11,Shivajinagar,off Ghole Road, Opp Hotel Surya, Pune – 411004, Tel No.: 020- 65203395, Fax No. 020 -25533304 (Telefax) **(g) Chennai: C/o Hitech Share Services Pvt Ltd**., No 81, Ground Floor, MNO Complex, Greams Road, Chennai 600 006, Tel No.: 044 - 28292272/73, Fax No.: 044-42142061.

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