

# POST OFFER PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF HIMADRI CHEMICALS AND INDUSTRIES LIMITED

**Registered Office:** Fortuna Towers, 8th Floor, 23 A Netaji Subhas Road, Kolkata 700 001.  
Tel: 033 - 22209953, 22304363; Fax: 033 - 22309051.

This Post Offer Public Announcement (the "Announcement") is being issued by Enam Securities Private Limited on behalf of Bain Capital India Investments ("Acquirer") along with the following Persons Acting in Concert: Bain Capital Fund X, L.P., Bain Capital India Integral Investors, L.P. and Bain Capital India Integral Mauritius (collectively, the "PACs"), in connection with the Offer made by the Acquirer along with PACs by a Public Announcement dated January 6, 2010 and Corrigendum Public Announcement on February 25, 2010 ("PA") under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the "SEBI (SAST) Regulations" or "Regulations").

The details subsequent to the completion of the Offer to acquire 81,98,740 fully paid-up equity shares of Rs. 10/- each, representing 20% of the Fully Diluted Equity Share Capital and Fully Diluted Voting Capital of Himadri Chemicals and Industries Limited (the "Target"), at a price of Rs. 400/- per fully paid-up equity share payable in cash ("the Offer") are as under:

1. Name of the Target Company : Himadri Chemicals and Industries Limited
2. Name of Acquirer(s) and PAC(s) : Bain Capital India Investments ("Acquirer") along with the following Persons Acting in Concert: Bain Capital Fund X, L.P., Bain Capital India Integral Investors, L.P. and Bain Capital India Integral Mauritius (collectively, the "PACs")
3. Name of Manager to the Offer : Enam Securities Private Limited
4. Name of the Registrar to the Offer, if any : Link Intime India Private Limited
5. Offer Details
  - a) Date of opening of the Offer : March 04, 2010
  - b) Date of closure of the Offer : March 23, 2010
6. Details of the acquisition :

| Sr. No. | Item                                                                                                                                                        | Proposed in the Offer document |                                     | Actuals                        |                                 |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------------|--------------------------------|---------------------------------|
| 6.1.    | Offer price                                                                                                                                                 | Rs. 400/-                      |                                     | Rs. 400/-                      |                                 |
| 6.2.    | Share holding of Acquirer before Agreements /PA(No. & %)                                                                                                    | Nil                            |                                     | Nil                            |                                 |
| 6.3.    | Shares acquired by way of Agreements                                                                                                                        |                                |                                     |                                |                                 |
|         | • Number                                                                                                                                                    | 63,10,000                      |                                     | 63,10,000                      |                                 |
|         | • % of Fully Diluted Equity Share Capital)                                                                                                                  | 15.39%                         |                                     | 15.39%                         |                                 |
| 6.4.    | Shares acquired in the open offer (No & % of Fully Diluted Equity Share Capital)                                                                            | 81,98,740<br>20%               |                                     | 40,07,886<br>9.78%             |                                 |
| 6.5.    | Size of the (No. of shares multiplied by Offer Price per share)                                                                                             | Rs. 3,279,496,000 /-           |                                     | Rs. 1,603,154,400 /-           |                                 |
| 6.6.    | Shares acquired after P.A. but before 7 working days prior to closure date, if any (No. & %) except shares acquired pursuant to the Preferential Allotment* | Nil                            |                                     | Nil                            |                                 |
| (a)     | Price of the shares acquired                                                                                                                                |                                |                                     |                                |                                 |
| (b)     | Number of shares acquired                                                                                                                                   |                                |                                     |                                |                                 |
| (c)     | % of shares acquired                                                                                                                                        |                                |                                     |                                |                                 |
| 6.7.    | Post offer share holding of Acquirer (No) (6.2+6.3+6.4+6.6)<br>% Fully Diluted Equity Share Capital                                                         | 14,508,740<br>(35.39%)         |                                     | 10,317,886<br>(25.17%)         |                                 |
| 6.8.    | Pre & Post offer share holding of Public                                                                                                                    | Pre Offer (post preferential)* | Post Offer (and post preferential)* | Pre Offer (post preferential)* | Post Offer (post preferential)* |
|         | • Number                                                                                                                                                    | 23,779,710                     | 23,779,710                          | 23,779,710                     | 23,779,710                      |
|         | • % of Fully Diluted Equity Share Capital                                                                                                                   | (58.01%)                       | (58.01%)                            | (58.01%)                       | (58.01%)                        |

\* In an EGM held On January 29, 2010, the Target approved the Preferential Allotment of 63,10,000 equity shares to the Acquirer, these equity shares were allotted on February 01, 2010.

7. Status of the escrow account, whether released : Not yet released
8. Payment of interest, if any, to the shareholders : Not applicable (along with the details thereof)
9. Status of investor complaints received, if any : All shareholders queries regarding Offer replied to and none are outstanding

The shares acquired in the Offer are in the process of being transferred by the Target to the Acquirer.

**The Acquirer along with its Directors and PACs severally and jointly accept full responsibility for the information contained in this Post Offer Public Announcement and also for the obligations under SEBI (SAST) Regulations and subsequent amendments made thereof.**

Capitalized terms used in this Post Offer Public announcement and not defined shall have the same meaning assigned to it in the PA and the Letter of Offer dated February 24, 2010.

**A copy of this Post Offer Public Announcement will be available on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in)**

## ISSUED BY MANAGER TO THE OFFER



### ENAM SECURITIES PRIVATE LIMITED

801/802 Dalamal Towers, Nariman Point, Mumbai 400 021. Tel.: +91 - 022 - 6638 1800;  
Fax.: +91 - 022 - 2284 6824, Email: [himadri@enam.com](mailto:himadri@enam.com); Contact Person: Ms. Kanika Sarawgi

## ON BEHALF OF THE ACQUIRER AND PACs

**THE ACQUIRER:** Bain Capital India Investments, **Registered office :** Citco (Mauritius) Limited, 9th Floor, Medine Mews, La Chaussée Street, Port Louis, Mauritius

and

**THE PACs:** Bain Capital Fund X L.P, **Registered office :** House 87, Mary Street, George Town, Grand Cayman KY1-9001, Cayman Islands,

Bain Capital India Integral Investors, L.P., **Registered office :** Walker SPV Limited Walker House, Mary Street, P.O. Box 908GT, George Town, Grand Cayman, Cayman Islands and

Bain Capital India Integral Mauritius. **Registered office :** Citco (Mauritius) Limited, 9th Floor, Medine Mews Building, La Chaussée Street, Port Louis, Mauritius.

**Date : March 30, 2010**

**Place : Mumbai**

CONCEPT

**Size: 27x12 sq. cm**