

DISCLOSURE UNDER REGULATION 29(D) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (TC)	Shree Digvijay Cement Co. Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Votorantin Cimentos S.A. (Pursuant to a restructuring agreement, 73.63% of the shares of Shree Digvijay Cement Co. Limited shall be transferred indirectly from Cimpor Inversioes S.A. (a subsidiary of Cimpor – Cimentos de Portugal, SGPA, S.A. Portugal), to a non-resident holding entity, Votorantin Cimentos S.A., through another non-resident holding entity, Cimentos Eaa Inversioes, S.L., by way of a transfer of shares and two swaps)		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition under consideration, holding of: (#)			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
d) Total (a+b+c)	Nil	Nil	Nil
Details of acquisition:			
a) Shares carrying voting rights acquired	104,091,537	73.63%	73.63%
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive	Nil	Nil	Nil

OR


shares carrying voting rights in the TC (specify holding in each category) acquired			
d) Total (a+b+c)	104,091,537	73.63%	73.63%
After the acquisition, holding of:			
a) Shares carrying voting rights	104,091,537	73.63%	73.63%
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC. (specify holding in each category) after acquisition	Nil	Nil	Nil
d) Total (a+b+c)	104,091,537	73.63%	73.63%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Off-market		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Date of acquisition of 104,091,537 Equity Shares is on February 4 th , 2013.		
Equity share capital / total voting capital of the TC before the said acquisition.	141,374,278 Equity Shares		
Equity share capital/ total voting capital of the TC after the said acquisition.	141,374,278 Equity Shares		
Total diluted share/voting capital of the TC after the said acquisition.	141,374,278 Equity Shares		

Note:

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(#) 2,321,645 equity shares constituting 1.64% of the total paid up share capital of the TC were accepted after being tendered pursuant to an open offer made by the TC. The said equity shares are being held in an escrow account and shall be transferred to the Acquirer in due course.

Signature of the acquirer / Authorised Signatory
For and on behalf of Votorantim Cimentos S.A.


Carlos Eduardo de Arruda Boggio

Place: Madrid, Spain

Date: February 4th, 2013

Oswaldo Ayres Filho

