

November 12, 2018

**BSE Limited**

P.J. Towers,  
Dalal Street,  
Mumbai 400 001, India

Dear Sir,

**Sub:** Shree Digvijay Cement Company Limited (“**Target Company**”) open offer (“**Open Offer**” / “**Offer**”)

True North Fund VI LLP (the “**Acquirer**”) has made an open offer to all the public equity shareholders of the Target Company, excluding the members of the promoter and promoter group of the Target Company, the Acquirer, the parties to the SPA (as defined in the public announcement), and any persons acting or deemed to be acting in concert with any of them (the “**Public Shareholders**”) to acquire up to 35,611,817 (Thirty Five Million Six Hundred and Eleven Thousand Eight Hundred and Seventeen) fully paid-up equity shares of face value of Rs. 10 each of the Target Company (the “**Offer Shares**”), constituting 25.1% of the total fully diluted equity share capital expected as of the 10th working day from the closure of the tendering period for the Offer of the Target Company at a price of Rs. 23.33 per Offer Share (the “**Offer Price**”) aggregating to total consideration of Rs. 830,823,691 (Rupees Eight Hundred and Thirty Million Eight Hundred and Twenty Three Thousand Six Hundred and Ninety One only), in cash, subject to the terms and conditions mentioned in this public announcement (“**Public Announcement**”), the detailed public statement (the “**DPS**”) and the letter of offer (the “**LOF**”) that are proposed to be issued in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended, (“**SEBI (SAST) Regulations**”).

The Offer is being made in accordance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

In this respect, we are pleased to inform you that we have been appointed as the “**Manager**” to the captioned Offer and have enclosed herewith the public announcement for the Offer.

**JM Financial Limited**

Corporate Identity Number : L67120MH1986PLC038784

Regd. Office: 7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

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As per the provisions of SEBI (SAST) Regulations, the Public Announcement is being sent to BSE Limited. The Public Announcement will also be sent to Securities and Exchange Board of India and the Target Company. We request you to kindly upload the public announcement on your website at the earliest.

Thanking You,

Yours truly,

For **JM Financial Limited**

*Sridevi K*

Authorized Signatory

Name: Sridevi Kannan

Designation: Vice President



**Enclosed as above**

**PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH  
REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA  
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011,  
AS AMENDED**

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF SHREE DIGVIJAY  
CEMENT COMPANY LIMITED**

**Open offer for acquisition of up to 35,611,817 (Thirty Five Million Six Hundred and Eleven Thousand Eight Hundred and Seventeen Only) equity shares of face value of INR 10 (Indian Rupees Ten only) each (“Equity Shares”) of Shree Digvijay Cement Company Limited (“Target Company”), representing 25.1% of the Emerging Share Capital (*as defined below*) from all the Public Shareholders (*as defined below*) of the Target Company by True North Fund VI LLP (the “Acquirer”), (“Open Offer” or “Offer”).**

This public announcement (“**Public Announcement**” or “**PA**”) is being issued by JM Financial Limited, the manager to the Offer (the “**Manager**”), for and on behalf of the Acquirer to the Public Shareholders (*as defined below*) of the Target Company, pursuant to and in compliance with Regulations 3(1), 4 and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”).

For the purposes of this PA, the following terms would have the meanings assigned to them below:

- (a) “**Emerging Share Capital**” means the 141,642,525 Equity Shares of the Target Company on a fully diluted basis expected as of the tenth (10<sup>th</sup>) working day from the closure of the tendering period of the Open Offer, and includes (i) 265,212 Equity Shares, allotment of which is kept in abeyance by the Target Company; (ii) 3,035 Equity Shares, which were issued by the Target Company but have not been subscribed, but excludes the 1,120 Equity Shares which were forfeited by the Target Company.
- (b) “**Public Shareholders**” shall mean all the public shareholders of the Target Company, and for the avoidance of doubt, excluding the members of the promoter and promoter group of the Target Company, the Acquirer, the parties to the SPA (as defined below), and any persons acting or deemed to be acting in concert with any of them.
- (c) “**Equity Share Capital**” means the total issued equity share capital of the Target Company on a fully diluted basis as on the date of the PA, and does not include (i) 265,212 Equity Shares, allotment of which is kept in abeyance by the Target Company; (ii) 3,035 Equity Shares, which were issued by the Target Company but have not been subscribed; and (iii) the 1,120 Equity Shares, which were forfeited by the Target Company.

## **1. Offer Details**

- 1.1. **Size:** Up to 35,611,817 (Thirty Five Million Six Hundred and Eleven Thousand Eight Hundred and Seventeen) Equity Shares of the Target Company (“**Offer Shares**”), constituting 25.1% of the Emerging Share Capital subject to the terms and conditions mentioned in this Public Announcement and in the detailed public statement (“**DPS**”) and the letter of offer (“**LoF**”) that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

- 1.2. **Price / Consideration:** The Equity Shares of the Target Company are frequently traded in terms of the SEBI (SAST) Regulations. The Offer is made at a price of INR 23.33 (Indian Rupees Twenty Three and Thirty Three Paise only) per Offer Share (the “**Offer Price**”) which is in accordance with Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirer in accordance with the SEBI (SAST) Regulations will be INR 830,823,691 (Indian Rupees Eight Hundred and Thirty Million Eight Hundred and Twenty Three Thousand Six Hundred and Ninety One only) (rounded to the nearest rupee).
- 1.3. **Mode of Payment:** The Offer Price is payable in cash by the Acquirer in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and the terms and conditions mentioned in this PA and to be set out in the DPS and LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.4. **Type of Offer:** This Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the substantial acquisition of shares, voting rights and control of and over the Target Company.

## 2. Transactions which have triggered the Open Offer obligations (Underlying Transaction)

### 2.1. Description of the SPA

The Acquirer has entered into a share purchase agreement dated November 12, 2018 (the “**SPA**”), wherein it is proposed that the Acquirer shall purchase from Votorantim Cimentos EAA Inversiones S.L. and Votorantim Cimentos S.A. (together, the “**Sellers**”) 106,030,708 (One Hundred and Six Million Thirty Thousand Seven Hundred and Eight) equity shares of face value INR 10 (Indian Rupees Ten only) each of the Target Company, which constitutes 75.0% of the Equity Share Capital. The said sale of the Equity Shares held by the Sellers is proposed to be executed for a consideration aggregating up to INR 1,672,043,412 (Indian Rupees One Billion Six Hundred and Seventy Two Million Forty Three Thousand Four Hundred and Twelve only) for all Equity Shares held by the Sellers i.e. at a price of up to INR 15.77 (Indian Rupees Fifteen and Seventy Seven Paise only) per fully paid up Equity Share. Since the Acquirer has entered into the SPA to acquire voting rights in excess of 25% of the equity share capital of the Target Company, accompanied with control, this Offer is being made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations. The SPA also sets forth the terms and conditions agreed between the Sellers and the Acquirer, and their respective rights and obligations. Upon consummation of the transactions contemplated in the SPA, the Acquirer will also acquire control over the Target Company and the Acquirer shall become the promoter of the Target Company in accordance with the provisions of Regulation 31A(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”) and the Sellers shall cease to be the promoters and shall be re-classified in accordance with the provisions of Regulation 31A(5) of the SEBI (LODR) Regulations. Therefore, this Offer is also being made under Regulation 4 of the SEBI (SAST) Regulations.

### 2.2. The details of the underlying transaction

Type of transaction (direct / indirect)	Mode of transaction (Agreement / Allotment / market purchase)	Shares / Voting rights acquired / proposed to be acquired		Total consideration for shares / voting rights (VR) acquired (in INR)	Mode of payment	Regulation on which has triggered
		Number	% vis-à-vis total equity / voting capital			
Direct	Purchase	106,030,708 <sup>#</sup>	75.0 of the Equity	Upto INR	Cash	3(1) and

	of Equity Shares of the Target Company held by the Sellers pursuant to the SPA dated November 12, 2018 entered into between the Acquirer, and the Sellers		Share Capital	1,672,043,412, payable in accordance with the terms of the SPA		4 of the SEBI (SAST) Regulations
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*#This is the sum of all equity shares proposed to be sold by the Sellers pursuant to the SPA.*

*Note: In the event that the Acquirer's total shareholding in the Target Company after the completion of the Offer and acquisition under the SPA exceeds 75.0% of the equity share capital of the Target Company, the Acquirer will be under a statutory obligation to sell down their stake to 75.0% of the equity share capital of the Target Company in such manner and within such time as is permitted under the Securities Contracts (Regulation) Rules, 1957.*

### 3. Acquirer

Details	Acquirer	Total
Name	True North Fund VI LLP	Not applicable
Address	Suite F9C, Grand Hyatt Plaza, Santacruz (East), Mumbai – 400055, Maharashtra, India	Not applicable
Name of the persons in control / promoters of Acquirer	<p>The Acquirer is registered with the Securities and Exchange Board of India (“SEBI”) as a Category II Alternative Investment Fund (AIF) - Venture Capital Fund, under the SEBI (Alternative Investment Funds) Regulations, 2012 (the “AIF Regulations”).</p> <p>True North Managers LLP is the sponsor of the Acquirer and True North Enterprise Private Limited is the manager of the Acquirer, as per the provisions of the AIF Regulations.</p> <p>The Designated Partners of the Acquirer are:</p> <ol style="list-style-type: none"> <li>1. Mr. Surendra Ambalal Dave, as nominee of the manager of the Acquirer (DIN: 00001480); and</li> <li>2. Mr. Suresh Narsappa Talwar, as nominee of the sponsor of the Acquirer (DIN: 00001456).</li> </ol>	Not applicable

	The Key Persons of the Acquirer are: 1. Mr. Vishal Nevatia; 2. Mr. Pramod Kabra; 3. Mr. Srikrishna Dwaram; and 4. Mr. Divya Sehgal.	
Name of the Group, if any, to which the Acquirer belongs	True North	Not applicable
Pre-transaction shareholding  • Number • % of total share capital	Nil	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer (assuming no Offer Shares are tendered in Open Offer)	106,030,708 Equity Shares constituting 74.9% of the Emerging Share Capital	106,030,708 Equity Shares constituting 74.9% of the Emerging Share Capital
Proposed shareholding after the acquisition of Shares which triggered the Open Offer (assuming the entire 25.1% are tendered in the Open Offer)*	141,642,525 Equity Shares constituting 100% of the Emerging Share Capital	141,642,525 Equity Shares constituting 100% of the Emerging Share Capital
Any other interest in the Target Company	None	None

\* Assuming full acceptance in the Offer

#### **4. Details of the selling shareholders**

Name	Part of promoter group (Yes / No)	Details of shares / voting rights held by the selling shareholders					
		Pre-Transaction			Post transaction		
		Number of Equity Shares	% vis-à-vis Equity Share Capital	% vis-à-vis Emerging Share Capital	Number of Equity Shares	% vis-à-vis Equity Share Capital	% vis-à-vis Emerging Share Capital
Votorantim Cimentos EAA Inversiones S.L.	Yes	103,709,063	73.4	73.2	Nil	Nil	Nil
Votorantim Cimentos S.A.	Yes	2,321,645	1.6	1.6	Nil	Nil	Nil
<b>Total</b>	<b>-</b>	<b>106,030,708</b>	<b>75.0</b>	<b>74.9</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

#### **5. Target Company**

Name: Shree Digvijay Cement Company Limited

Registered Office: Digvijaygram, Dist. Jamnagar-361 140, Gujarat, India

Exchange where listed: The equity shares of the Target Company are listed on the BSE Limited, Scrip ID: **SHREDIGCEM**, Scrip Code: **502180**

The ISIN of the Target Company is INE232A01011

## **6. Other Details**

- 6.1. The DPS to be issued under the SEBI (SAST) Regulations shall be published by November 19, 2018 as required by Regulation 13(4) of the SEBI (SAST) Regulations. The DPS shall, *inter alia*, contain details of the Offer including detailed information on the Offer Price, the Acquirer, the Target Company, the Sellers, the background to the Offer, details of the SPA, details of financial arrangements and other terms of the Offer.
- 6.2. The Acquirer undertakes that they are aware of and will comply with the obligations under the SEBI (SAST) Regulations. Further, the Acquirer has adequate financial resources to meet its obligations under the Offer and has made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- 6.3. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19 of the SEBI (SAST) Regulations. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.4. This Offer is subject to the terms and conditions mentioned in this Public Announcement and in the DPS and the LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

**Issued by the Manager to the Offer:**



### **JM Financial Limited**

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Mumbai – 400 025, India.

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Email: [sd.openoffer@jmfl.com](mailto:sd.openoffer@jmfl.com)

Contact Person: Ms. Prachee Dhuri

SEBI Registration Number: INM000010361

### **On behalf of the Acquirer**

True North Fund VI LLP

**Place: Mumbai**

**Date: November 12, 2018**