

19 November 2018

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001

005425

Dear Sir / Madam,

Sub: Shree Digvijay Cement Company Limited (“Offer”/“Open Offer”)

With respect to the captioned Offer, the detailed public statement dated November 19, 2018 (“DPS”) appeared, on November 19, 2018, in the following newspapers -

- (i) Financial Express, English national daily, all editions;
- (ii) Jansatta, Hindi national daily, all editions; and
- (iii) Nobat, Gujarati daily, Jamnagar edition
- (iv) Navshakti, Marathi daily, Mumbai edition

We are enclosing a copy of DPS published on 19 November 2018 in Financial Express, English national daily.

Thanking You,

Yours truly

For **JM Financial Limited**

Sridevi
Authorized Signatory

Name: Sridevi Kannan

Designation: Vice President

JM Financial Limited

Corporate Identity Number : L67120MH1986PLC038784

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

T: +91 22 6630 3030 F: +91 22 6630 3330 www.jmfl.com

Underlying Transaction. The Sellers, joint and severally, have provided certain indemnities to the Acquirer and/or the Target Company under certain circumstances including breach of any warranty by the Sellers.

5. The SPA may be terminated *inter alia* in the following circumstances (i) by the Purchaser on occurrence of an event that results in or constitutes a Material Adverse Effect (as defined in the SPA); (ii) by either party in the event the closing does not take place by the Long Stop Date (as defined in the SPA); (iii) by mutual agreement between the Acquirer and the Seller 1.

6. Upon the consummation of the transactions contemplated in the SPA, the Acquirer will acquire control over the Target Company and the Acquirer shall become the promoter of the Target Company, in accordance with Regulation 31A(8) of the 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. The Target Company is presently engaged in the business of manufacturing, selling, export, import and dealing in cement and clinkers. The Acquirer intends to continue and strengthen the existing activities of the Target Company and work with the management and employees of the Target Company to grow the business of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisition are as follows:

Details	Acquirer	
	Number of Equity Shares/voting rights	Percentage of Emerging Share Capital
Shareholding as on the PA date	Nil	Nil
Shares acquired between the PA date and the DPS date	Nil	Nil
Shareholding as on the DPS date	Nil	Nil
Shareholding after the completion of acquisitions under the SPA	106,030,708 Equity Shares	74.9
Post Offer shareholding (on diluted basis as on the 10 th working day after the closing of tendering period and assuming no Offer Shares are tendered in the Open Offer)	106,030,708 Equity Shares	74.9
Post Offer shareholding (on diluted basis as on the 10 th working day after the closing of tendering period and assuming the entire 25.1% are tendered in the Open Offer)*	141,642,525 Equity Shares	100

*Assuming full acceptance of the Open Offer.

2. As of the date of this DPS, neither the Acquirer, nor its Designated Partners, hold any Equity Shares in the Target Company.

IV. OFFER PRICE

1. The Equity Shares of the Target Company are listed on the BSE.

2. The annualized trading turnover in the Equity Shares, based on the trading volumes in the Equity Shares of the Target Company on the BSE during the period from November 1, 2017 to October 31, 2018 (i.e. 12 (twelve) calendar months preceding the month in which the PA was issued) ("**Twelve Months Period**"), is as set out below:

Stock Exchange	Traded turnover of equity shares of the Target Company during the Twelve Months Period ("A")	Total number of equity shares of the Target Company during the Twelve Months Period ("B")	Traded turnover % (A/B)
BSE	27,339,527	141,374,278	19.34%

(Source: Certificate dated November 12, 2018 issued by S V N D & Associates LLP, chartered accountants, with firm registration number W100212.)

3. Based on the above, the Equity Shares are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, with BSE being the stock exchange where the maximum volume of trading in the shares of the Target Company has been recorded.

4. The Offer Price of INR 23.33 (Indian Rupees Twenty Three and Thirty Three Paise only) per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

Sl. No.	Details	Price per Equity Share in INR
A.	The highest negotiated price per Equity Share of the Target Company for any acquisition under an agreement attracting the obligation to make a public announcement of an open offer i.e. the price per share under the SPA	15.77 ⁽¹⁾
B.	The volume weighted average price paid or payable per Equity Share for acquisitions by the Acquirer or by any person acting in concert with him during the fifty two weeks immediately preceding the date of the PA	NA ⁽²⁾
C.	The highest price per Equity Share paid or payable for any acquisition by the Acquirer or by any person acting in concert with him during the twenty six weeks immediately preceding the date of the PA	NA ⁽²⁾
D.	The volume weighted average market price per Equity Share for a period of sixty trading days immediately preceding the date of the PA as traded on the BSE during such period and such shares being frequently traded	23.33
E.	Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to Offer, taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and	NA ⁽³⁾
F.	The per equity share value computed under Regulation 8(5), if applicable	NA ⁽⁴⁾

Notes:

1. Further details in respect of the negotiated price have been set out in Part II: Background to the Offer.

2. The Acquirer has not acquired any shares in the Target Company in past.

3. The equity shares of the Target Company are listed only on the BSE and they are frequently traded.

4. The acquisition is not an indirect acquisition under Regulation 5(1) of SEBI (SAST) Regulations.

5. The Offer Price of INR 23.33 (Indian Rupees Twenty Three and Thirty Three Paise only) per Offer Share represents the highest of the above parameters mentioned in the SEBI (SAST) Regulations. S V N D & Associates LLP, chartered accountants, with firm registration number W100212, located at Unit 506, Sanjar Enclave CTS, S. V. Road, Opp. Milap PVR Cinema, Kandivali West, Mumbai - 400 067, vide their certificate dated November 12, 2018 have confirmed the aforementioned computation of the Offer Price.

6. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.

7. In the event of an acquisition of the Equity Shares of the Target Company by the Acquirer during the Offer period, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares of the Target Company after the third (3rd) working day prior to the commencement of the tendering period of this Offer and until the expiry of the tendering period of this Offer. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may also be done at any time prior to the commencement of 1 (one) working day before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall:

- make corresponding increase to the escrow amounts as more particularly set out in paragraph 2 of Part V (Financial Arrangements) of this DPS;
- make a public announcement in the same newspapers in which this DPS is published; and
- simultaneously with the issue of such announcement, inform the BSE, SEBI and the Target Company at its registered office of such revision in accordance with the SEBI (SAST) Regulations.

V. FINANCIAL ARRANGEMENTS

1. The total funding requirement for the Offer, assuming full acceptance, i.e. for the acquisition of 35,611,817 (Thirty Five Million Six Hundred and Eleven Thousand Eight Hundred and Seventeen Only) Equity Shares, at the Offer Price of INR 23.33 (Indian Rupees Twenty Three and Thirty Three Paise only) per Offer Share is Maximum Open Offer Consideration, i.e. 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).

2. The Acquirer has adequate resources to meet the financial requirements of this Open Offer and by way of security for performance of its obligations under the SEBI (SAST) Regulations, the Acquirer has (i) created an escrow account named "True North Fund VI LLP - Open Offer Escrow Account" (the "**Escrow Account - Cash**") with HDFC Bank Limited (at its branch at Ground Floor, Jehangir Building, M G Road, Fort, Mumbai) (the "**Escrow Bank**") and has deposited a sum of INR 8,308,237.00 (Indian Rupees Eight Million Three Hundred and Eight Thousand, Two Hundred and Thirty Seven only) in the said Escrow Account - Cash being in excess of 1% percent of the Maximum Open Offer Consideration, which shall be invested by way of fixed deposits ("**Fixed Deposits**") to be maintained with the Escrow Bank, and the Manager has an irrevocable lien over the funds lying in the Escrow Account - Cash and the Fixed Deposits. The Escrow Account - Cash and Fixed Deposits are in compliance with the requirements of Regulation 17 of the SEBI (SAST) Regulations; and (ii) furnished an unconditional, irrevocable, and on demand bank guarantee dated November 14, 2018 having bank guarantee number 240GT01183180004 of an amount of INR 207,705,923.00 (Indian Rupees Two Hundred and Seven Million Seven Hundred and Five Thousand Nine Hundred and Twenty Three only) which is twenty five percent (25%) of Maximum Open Offer Consideration from HDFC Bank Limited (acting through its branch, Sandoz House Branch, Dr Annie Besant Road, Worli, Mumbai- 400 018), in favor of the Manager to the Offer ("**Bank Guarantee**"). The Bank Guarantee is valid up to May 13, 2019. The Manager to the Offer has been duly authorised to realize the value of the aforesaid Bank Guarantee in terms of the SEBI (SAST) Regulations. The Acquirer undertakes that in case the Offer process is not completed within the validity of the Bank Guarantee, then the Bank Guarantee will be further extended at least up to the 30th day from the date of completion of payment of the shares validly tendered in the Open Offer. The bank issuing the Bank Guarantee is neither an associate company nor a group company of the Acquirer or the Target Company.

3. The amount deposited in Escrow Account - Cash, along with the Bank Guarantee are in excess of a sum total of 25% of the first INR 5,000,000,000 (Indian Rupees Five Billion only) of the Maximum Open Offer Consideration, as required under Regulations 17(1) and 17(3) of the SEBI (SAST) Regulations.

4. S V N D & Associates LLP, chartered accountants, with firm registration number W100212, located at Unit 506, Sanjar Enclave CTS, S. V. Road, Opp. Milap PVR Cinema, Kandivali West, Mumbai 400 067, vide their certificate dated November 12, 2018, have certified, on the basis of the uncalled capital commitment from the limited partners of the Acquirer, that the Acquirer has made firm arrangements for funds through verifiable means to meet its payment obligations under this Offer.

5. The Manager to the Offer has entered into an agreement dated November 14, 2018 with the Acquirer and the Escrow Bank (the "**Escrow Agreement**") pursuant to which the Acquirer has solely authorized the Manager to the Open Offer to realize the value of the Escrow Account - Cash, to operate the special escrow account opened as per the provisions of the SEBI (SAST) Regulations and invoke the lien on and liquidate the Fixed Deposits.

6. The Manager to the Open Offer is satisfied that firm arrangements have been put in place by the Acquirer to fulfill its obligations in relation to this Open Offer through verifiable means in accordance with the SEBI (SAST) Regulations.

VI. STATUTORY AND OTHER APPROVALS

1. To the best of the knowledge of the Acquirer, there are no statutory or other approvals required by the Acquirer to complete the acquisition under the SPA and the Offer as on the date of this DPS. However, in case of any statutory or other approval being required by the Acquirer at a later date prior to completion of the tendering period, the Offer would be subject to such other statutory or other approval(s) being obtained.

2. NRIs and OCBs holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to the Open Offer and submit such approvals along with the other documents required to accept the Open Offer. Further, if holders of Equity Shares who are not persons resident in India (including NRIs, OCBs and foreign portfolio investors) had required any approval from the RBI or any other regulatory body in respect of the Equity Shares held by them in the Target Company, they will be required to submit such previous approvals that they would have obtained for acquiring and holding the Equity Shares of the Target Company to tender Equity Shares held by them pursuant to the Open Offer, along with the other documents required to be tendered to accept the Open Offer as mentioned in the Letter of Offer. In the event such approvals and supporting documents are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in the Open Offer.

3. The Offer is also subject to the satisfaction of the condition stipulated under the SPA and disclosed herein above in paragraph D(9) of Part I (*Details of Offer*) (which is considered to be outside the reasonable control of the Acquirer).

4. The Acquirer does not require any approvals from financial institutions or banks for this Offer.

5. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Offer.

6. In case of delay in receipt of any statutory approval which may be required by the Acquirer at a later date, SEBI may, if satisfied that such delay in receipt of the requisite statutory approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, grant an extension of time for the purpose of completion of this Open Offer subject to such terms and conditions as may be specified by SEBI, including payment of interest at such rate as may be prescribed by SEBI from time to time in accordance with Regulation 18(11) of the SEBI (SAST) Regulations.

7. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals, whether relating to the acquisition under the SPA or the acquisition of the Offer Shares, specified in this DPS, which become applicable prior to completion of the Offer, are not received, or if the condition set out in paragraph D(9) of Part I (*Details of the Offer*) above, which is outside the reasonable control of the Acquirer, is not satisfied in accordance with the SPA, the Acquirer shall have the right to withdraw the Offer. In the event of such a withdrawal of the Offer, the Acquirer (through the Manager) shall, within 2 (two) Working Days (as defined in SEBI (SAST) Regulations) of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

VII. TENTATIVE SCHEDULE OF ACTIVITY

No.	Activity	Schedule (Day and Date)
1.	PA	Monday, November 12, 2018
2.	Publication of this DPS	Monday, November 19, 2018
3.	Filing of the draft letter of offer with SEBI	Wednesday, November 28, 2018
4.	Last date for public announcement for competing offer(s)	Wednesday, December 12, 2018
5.	Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Wednesday, December 19, 2018
6.	Identified Date ^a	Friday, December 21, 2018
7.	Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date	Monday, December 31, 2018
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendation to the shareholders of the Target Company for this Offer	Wednesday, January 02, 2019
9.	Last date for upward revision of the Offer Price/ Offer Size	Thursday, January 03, 2019

10.	Date of publication of Offer opening public announcement in the newspapers in which this DPS has been published	Friday, January 04, 2019
11.	Date of commencement of the tendering period (" Offer Opening Date ")	Monday, January 07, 2019
12.	Date of closure of the tendering period (" Offer Closing Date ")	Friday, January 18, 2019
13.	Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the shareholders of the Target Company	Friday, February 01, 2019
14.	Last date for publication of post-Offer public announcement in the newspapers in which this DPS has been published	Friday, February 08, 2019

*The schedule of activities mentioned above is tentative and is subject to SEBI's review process.

#The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent. It is clarified that subject to Part VI (Statutory and Other Approvals) above, all the Public Shareholders (registered or unregistered) of the Target Company are eligible to participate in this Offer at any time on or prior to the Offer Closing Date.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

1. Subject to paragraph 2 of Part VI (*Statutory and Other Approvals*), all Public Shareholders holding the shares in dematerialized form are eligible to participate in this Open Offer at any time during the period from Offer Opening Date till the Offer Closing Date ("**Tendering Period**") for this Open Offer. Please refer to paragraph 7 below of this part, for details in relation to tendering of Offer Shares held in physical form.

2. The Letter of Offer specifying the detailed terms and conditions of this Offer will be mailed to all the Public Shareholders whose name appears in the register of members of the Target Company as at the close of business hours on the Identified Date.

3. Accidental omission to dispatch the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way. As per the tentative schedule of activities set out in Part VII (*Tentative Schedule of Activity*), the last date by which the Letter of Offer may be dispatched to the Public Shareholders of the Target Company is December 31, 2018.

4. Public Shareholders who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date but prior to the closure of the tendering period of the Offer, or those who have not received the Letter of Offer, may also participate in this Offer.

5. In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer (details at paragraph 5 of Part IX (*Other Information*)) of this DPS on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

6. The Offer will be implemented under the stock exchange mechanism made available by the Stock Exchanges in the form of a separate window ("**Acquisition Window**"), as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI and as amended by SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. In such a case:

- BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Offer.
- The Acquirer has appointed JM Financial Services Limited (the "**Buying Broker**") as its broker for the Offer through whom the purchases and settlement of the Equity Shares tendered under the Offer shall be made. The contact details of the Buying Broker are as mentioned below:
 - Name:** JM Financial Services Limited
 - Address:** 5th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025.
 - Contact Person:** Ms. Prachee Dhuri
 - Tel.:** +91 22 6630 3030; **Fax:** +91 22 6630 3330
- All the Public Shareholders who desire to tender their Equity Shares under the Offer, would have to intimate their respective stock brokers ("**Selling Broker**") within the normal trading hours of the secondary market, during the tendering period.
- A separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized Equity Shares.

7. Procedure to be followed by Public Shareholders holding Equity Shares in the physical form:

- As per the proviso to Regulation 40(1) of the SEBI (LODR) Regulations (as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), effective from December 5, 2018, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
- In this Open Offer, considering the timelines of activities prescribed under the SEBI (SAST) Regulations, the acceptance of tendered shares will be undertaken after December 5, 2018. Accordingly, the Public Shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Open Offer can do so only after the Equity Shares are dematerialized. Such Public Shareholders are advised to approach any depository participant to have their Equity Shares dematerialized.

8. The Equity Shares to be acquired under the Open Offer must be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.

THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

IX. OTHER INFORMATION

1. The Acquirer and its Designated Partners accept full responsibility for the information contained in the PA, and this DPS (other than such information as has been obtained from public sources or provided or relating to and confirmed by the Target Company and/or the Sellers) and shall be responsible for the fulfillment of obligations under the SEBI (SAST) Regulations in respect of this Offer.

2. The information pertaining to the Target Company and/or the Sellers contained in the PA or the DPS or the Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company or the Sellers, as the case may be, or publicly available sources which has not been independently verified by the Acquirer. The Acquirer and its Designated Partners do not accept any responsibility with respect to any misstatement by the Target Company and/or the Sellers in relation to such information.


3. This DPS and the PA shall also be available on SEBI's website (www.sebi.gov.in).

4. In this DPS, all references to "INR" are references to Indian Rupee.

5. Link Intime India Private Limited has been appointed as the Registrar to the Offer, whose details are set out here below:

REGISTRAR TO THE OFFER	
Name	Link Intime India Private Limited
Address	C-101, 1 st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.
Telephone	+91 22 4918 6200
Fax	+91 22 4918 6195
Email	sd.c.openoffer@linkintime.co.in
Contact Person	Mr. Sumeet Deshpande
SEBI Registration Number	INR000004058

6. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.

ISSUED ON BEHALF OF THE ACQUIRER BY THE MANAGER	
	JM FINANCIAL LIMITED 7 th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India Tel.: +91 22 6630 3030 Fax: +91 22 6630 3330 Email: sd.c.openoffer@jmfll.com Contact Person: Ms. Prachee Dhuri SEBI Registration Number: INM000010361

Place : Mumbai, India
Date : November 19, 2018