

SINCE 1944

22nd April, 2019

BSE Ltd.,
Corporate Relationship Department
P.J.Towers
Dalal Street
Mumbai – 400 001

Scrip Code: 502180

Dear Sir / Madam

Re: Disclosure under Regulation 29(1) & 29(2) of the SEBI (SAST) Regulations, 2011

This is to inform you that pursuant to the Regulation 29(1) & 29(2) of SEBI(SAST) Regulations, 2011, we have received the following disclosures from the sellers & acquirer:

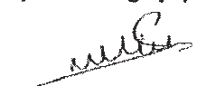
Sr.	Name	Disclosures dated /Regulations	No. of Shares Sold / Purchased and % of the total issued & Paid –up Capital	Remarks
1	True North Fund VI LLP	Disclosure dated 18 th April, 2019 / 29(1) of SEBI(SAST) Regulations 2011	Acquired 7,72,13,644 Equity Shares (54.6 %)	Pursuant to the share Purchase Agreement dated 12 th November 2018 entered into among True North Fund VI LLP, Votorantim Cimentos EAA Inversion S.L. and Votorantim Cimentos S.A. as amended.
2	Votorantim Cimentos EAA Inversion S.L	Disclosure dated 22 nd April, 2019 / 29(2) of SEBI(SAST) Regulations 2011	Sold 10,37,09,063 Equity Shares (73.36%)	Equity Shares sold on the floor of the Exchange on 16 th April, 2019
3	Votorantim Cimentos S.A.	Disclosure dated 22 nd April, 2019 / 29(2) of SEBI(SAST) Regulations 2011	Sold 23,21,645 Equity Shares (1.64 %)	Equity Shares sold on the floor of the Exchange on 16 th April, 2019

Please take the same on record.

Thanking you,

Yours faithfully,

For, Shree Digvijay Cement Co.Ltd.


Suresh Meher
AVP(Legal) & Company Secretary
Encl: As-above

**SHREE DIGVIJAY
CEMENT CO. LTD.**

Regd. Office & Works: P.O Digvijaygram 361 140, Jamnagar, Gujarat, India.
Call +91 288 2344 272 / 75 | Fax +91 288 2344 092 | Web www.digvijaycement.co
CIN: L26940GJ1944PLC000749

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April 18, 2019

1. BSE Limited
Department of Corporate Services
PJ Towers
Dalal Street
Fort
Mumbai 400 001
2. Shree Digvijay Cement Company Ltd
Post- Digvijaygram
Dist. Jamnagar 361 140
Gujarat

Dear Sirs,

Re: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code")

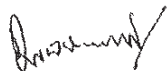
We, True North Fund VI LLP, have acquired 7,72,13,644 equity shares of Shree Digvijay Cement Company Ltd. ("Target Company"), representing 54.6% of the total issued and paid-up equity share capital of the Target Company, on April 16, 2019. This acquisition is pursuant to the Share Purchase Agreement dated November 12, 2018 entered into among True North Fund VI LLP, Votorantim Cimentos EAA Inversões S.L. and Votorantim Cimentos S.A, as amended.

Enclosed is the disclosure as per Regulation 29(1) of the Takeover Code in the prescribed format.

Kindly take the above on record and acknowledge receipt.

Yours sincerely,

For True North Fund VI LLP



Authorised Signatory

Name: Srikrishna Dwaram
Place: Mumbai

Encl: As above

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Shree Digvijay Cement Co Ltd		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	True North Fund VI LLP (Acquirer)		
Whether the acquirer belongs to Promoter/Promoter group	Yes (Acquirer became the 'promoter' as a consequence of this acquisition on April 16, 2019)		
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 acquirer along with PACs of:			
a) Shares carrying voting rights	36,12,284	2.6	2.6
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	36,12,284	2.6	2.6
Details of acquisition			
a) Shares carrying voting rights acquired	7,72,13,644	54.6	54.6
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	7,72,13,644	54.6	54.6

After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	8,08,25,928	57.2	57.2
b) VRs otherwise than by equity shares	-	-	-
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	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	8,08,25,928	57.2	57.2
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	On-market purchase of 7,72,13,644 equity shares, pursuant to the Share Purchase Agreement dated November 12, 2018 entered into among True North Fund VI LLP, Votorantim Cimentos EAA Inversiones S.L. and Votorantim Cimentos S.A, as amended.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity shares of the Target Company		
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.	April 16, 2019		
Equity share capital / total voting capital of the TC before the said acquisition	INR 1,41,37,42,780 divided into 14,13,74,278 equity shares of INR 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition	INR 1,41,37,42,780 divided into 14,13,74,278 equity shares of INR 10 each		
Total diluted share/voting capital of the TC after the said acquisition	INR 1,41,37,42,780 divided into 14,13,74,278 equity shares of INR 10 each		

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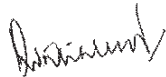
Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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.

(#) The number of total equity shares of the Target Company considered while calculating the percentage is 14,13,74,278, i.e. excluding (i) 265,212 equity shares, allotment of which is kept in abeyance by the Target Company; (ii) 1,120 equity shares (which were partly paid-up and forfeited in past); and (iii) 3,035 equity shares which were issued but unsubscribed.

Signature of TRUE NORTH FUND VI LLP (the Acquirer) / Authorised Signatory



Place: Mumbai

Date: April 18, 2019

22 April, 2019

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

The Company Secretary
Shree Digvijay Cement Co Limited
Digvijaygram Via Jamnagar, Jamnagar
Gujarat, 361140

Sub: Disclosure in terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("the Regulations")

Dear Sir,

We wish to inform you that 23,21,645 equity shares of Rs. 10 each representing 1.64% of the paid up equity share capital of Shree Digvijay Cement Co Limited held by Votorantim Cimentos S.A, one of the promoters of the Company, has been sold on the floor of the exchange on 16 April 2019.

The disclosure in the format prescribed under the Regulation 29(2) of the Regulations in this respect is enclosed herewith.

Kindly acknowledge receipt.

Yours faithfully,

For VOTORANTIM CIMENTOS S.A



Authorised Signatory

Name: JOE HORTON

Designation: VP ENGINEERING
MADRID, SPAIN

For VOTORANTIM CIMENTOS S.A



Authorised Signatory

Name: PEDRO MORASUTTI

Designation: CFO ICEAA

Encl: a/a

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Disclosures under Regulation 29(2) 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	Seller: Votorantim Cimentos S.A Persons Acting in Concert (being other members of the promoter and promoter group of the Target Company): Votorantim Cimentos EAA Inversiones S.L		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the acquisition/disposal 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 disposal under consideration, holding of:			
a) Shares carrying voting rights			
1. Votorantim Cimentos S.A	23,21,645	1.64%	1.64%
2. Votorantim Cimentos EAA Inversiones S.L (PAC)	103,709,063	73.36%	73.36%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	10,60,30,708	75%	75%
Details of acquisition/sale			
a) Shares carrying voting rights acquired /sold			
1. Votorantim Cimentos S.A	23,21,645	1.64%	1.64%
2. Votorantim Cimentos EAA Inversiones S.L (PAC)	103,709,063	73.36%	73.36%
b) VRs acquired /sold otherwise than by shares	-	-	-
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) acquired/sold			
d) Shares encumbered /invoked /released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	10,60,30,708	75%	75%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
1. Votorantim Cimentos S.A	NIL	NIL	NIL
2. Votorantim Cimentos EAA Inversiones S.L (PAC)	NIL	NIL	NIL
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) 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.	-	-	-
e) Total (a+b+c+d)	NIL	NIL	NIL
Mode of acquisition / sale (e.g. open market / off-market / public issue /rights issue/ preferential allotment / inter-se transfer etc).	Open Market		
Date of acquisition / sale of shares /VR or date of receipt of intimation of allotment of shares, whichever is applicable	16 th April, 2019		
Equity share capital /total voting capital of the TC before the said acquisition/sale	14,13,74,278 Equity Shares of Rs. 10 each		
Equity share capital/total voting capital of the TC after the said acquisition/ sale	14,13,74,278 Equity Shares of Rs. 10 each		
Total diluted share/voting capital of the TC after the said sale.	14,13,74,278 Equity Shares of Rs. 10 each		

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) 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. Diluted share/voting capital does not include shares ESOPs granted and outstanding.

(#) The total number of equity shares of the Target Company considered while calculating the percentage is 14,13,74,278, i.e., excluding 265,212 equity shares of the Company which have been issued but have not been allotted or paid-up, and have been kept in abeyance by the Target Company pending settlement of dispute.

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For VOTORANTIM CIMENTOS S.A



Authorised Signatory

Name: JOE HORTON

Designation: VP ENGINEERING

Date: APRIL 22, 2019

Place: MADRID SPAIN

For VOTORANTIM CIMENTOS S.A



Authorised Signatory

Name: PERSIO MORASSETTI

Designation: CEO VCEA

22 April, 2019

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

The Company Secretary
Shree Digvijay Cement Co Limited
Digvijaygram Via Jamnagar, Jamnagar
Gujarat, 361140

Sub: Disclosure in terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("the Regulations")

Dear Sir,

We wish to inform you that 103,709,063 equity shares of Rs. 10 each representing 73.36% of the total paid up equity share capital of Shree Digvijay Cement Co Limited held by Votorantim Cimentos EAA Inversiones SL, one of the promoters of the Company, has been sold on the floor of the exchange on 16 April 2019.

The disclosure in the format prescribed under the Regulation 29(2) of the Regulations in this respect is enclosed herewith.

Kindly acknowledge receipt.

Yours faithfully,

For Votorantim Cimentos EAA Inversiones SL

For Votorantim Cimentos EAA Inversiones SL



Authorised Signatory

Name: JOE HORTON

Designation: VP ENGINEERING

MADRID, SPAIN

Encl: a/a



Authorised Signatory

Name: PERSIO MORASSUTTI

Designation: CFO VCEAA



Disclosures under Regulation 29(2) 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	Seller: Votorantim Cimentos EAA Inversiones S.L Persons Acting in Concert (being other members of the promoter and promoter group of the Target Company): Votorantim Cimentos S.A		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the acquisition/disposal 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 disposal under consideration, holding of:			
a) Shares carrying voting rights			
1. Votorantim Cimentos S.A (PAC)	23,21,645	1.64%	1.64%
2. Votorantim Cimentos EAA Inversiones S.L	103,709,063	73.36%	73.36%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	10,60,30,708	75%	75%
Details of acquisition/sale			
a) Shares carrying voting rights acquired /sold			
1. Votorantim Cimentos S.A (PAC)	23,21,645	1.64%	1.64%
2. Votorantim Cimentos EAA Inversiones S.L	103,709,063	73.36%	73.36%
b) VRs acquired /sold otherwise than by shares	-	-	-
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) acquired/sold			
d) Shares encumbered /invoked /released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	10,60,30,708	75%	75%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
1. Votorantim Cimentos S.A (PAC)	NIL	NIL	NIL
2. Votorantim Cimentos EAA Inversiones S.L	NIL	NIL	NIL
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) 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.	-	-	-
e) Total (a+b+c+d)	NIL	NIL	NIL
Mode of acquisition / sale (e.g. open market / off-market / public issue /rights issue/ preferential allotment / inter-se transfer etc).	Open Market		
Date of acquisition / sale of shares /VR or date of receipt of intimation of allotment of shares, whichever is applicable	16 th April, 2019		
Equity share capital /total voting capital of the TC before the said acquisition/sale	14,13,74,278 Equity Shares of Rs. 10 each		
Equity share capital/total voting capital of the TC after the said acquisition/ sale	14,13,74,278 Equity Shares of Rs. 10 each		
Total diluted share/voting capital of the TC after the said sale.	14,13,74,278 Equity Shares of Rs. 10 each		

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) 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. Diluted share/voting capital does not include shares ESOPs granted and outstanding.

(#) The total number of equity shares of the Target Company considered while calculating the percentage is 14,13,74,278, i.e., excluding 265,212 equity shares of the Company which have been issued but have not been allotted or paid-up, and have been kept in abeyance by the Target Company pending settlement of dispute.

For Votorantim Cimentos EAA Inversiones SL



Authorised Signatory

Name: JOE HORTON

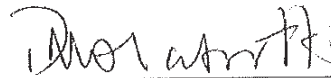
Designation: VP ENGINEERING

MADRID, SPAIN

Date: 22nd April, 2019

Place:

For Votorantim Cimentos EAA Inversiones SL



Authorised Signatory

Name: PERSIO MORASSUTTI

Designation: CFO KEAA

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