

# BID LETTER

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Bid Letter is being sent to you as a shareholder ("Shareholder") of Vinay Cements Limited ("the Company" or "VCL"). In case you have recently sold your equity shares in the Company, please hand over this Bid Letter and the accompanying Bid Form to the member of the stock exchange through whom the sale was effected.

Floor Price : Rs.40.41 per fully paid up Equity Shares of face value of Rs.10/- each

<p><b>BID LETTER</b> For Delisting of Equity Shares of Vinay Cements Limited</p> <p>From Calcom Cement India Limited Having its registered office at "MIRI", Silpukhuri South Bank, Silpukhuri, Guwahati – 781003, Assam (hereinafter referred to as the "Acquirer" or "CCIL")</p> <p>inviting you to tender your fully paid-up equity shares of Rs. 10 each pursuant to a reverse book-building process in accordance with the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 of</p> <p>Vinay Cements Limited Having its registered office at Jamunanagar, Umrangshu, District : North Cachar Hills, Assam – 788 931 (hereinafter referred to as the "Company" or "VCL")</p>
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Bid Opens On	AT 10.00 A.M.	Wednesday, November 11, 2009
Bid Closes On	AT 3.00 P.M.	Friday, November 13, 2009

<p>Note:</p> <p>If you wish to tender your Offer Shares (as defined hereinafter) to the Acquirer, you should :</p> <ul style="list-style-type: none"><li>• Read this Bid Letter and the instructions herein.</li><li>• Complete and sign the accompanying Bid Form in accordance with instructions therein and in this Bid Letter</li><li>• Ensure that you have credited your Offer Shares to the specified Special Depository Account (details of which are set out in paragraph 15(d) of this Bid Letter) and obtained a copy of your Delivery instruction(s) to Depository Participant in relation thereto duly acknowledged and stamped. (Only Shareholders holding Offer Shares in dematerialized form are entitled to participate in the reverse book building process)</li><li>• Submit (a) your Bid Form and (b) a copy of your Depository Participant Instruction by hand delivery to one of the Bid Centers set out in this Bid Letter. If you are resident in areas where no Bid Centre is located, you may send the above by registered post (at your risk and cost) with the envelope marked "Unit : Vinay Cements Limited – Delisting Offer" to HSBC InvestDirect Securities (India) Ltd (formerly known as IL&amp;FS Investsmart Securities Ltd.), Dhana Singh Processor Premises, JB Nagar, Andheri Kurla Road, Mumbai - 400059 as per the details set out in paragraph 15(b) such that it is received before 3.00 p.m. on Friday, November 13, 2009. No Bid Form is to be submitted directly to the Company/Acquirer/Registrar to the Offer.</li><li>• In case you hold the equity shares in physical form, you must complete the accompanying Form of Acceptance and tender the same in accordance with the instructions set out in paragraph 16 of this Bid Letter;</li></ul>
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Detailed procedures for the submission and settlement of Bids are set out in paragraph 15 and 16 respectively. The approvals, if any, as mentioned in paragraph 20 are the approvals required to implement the transactions described in this Bid Letter. So far as the Acquirer is aware, no other statutory approvals other than those mentioned in paragraph 20, if any, are required to implement the transactions described in this Bid Letter.

If you require any clarification in connection with this Bid Letter, you should consult either the Manager to the Offer or the Registrar to the Offer at the addresses specified below:

Manager to the Offer	Registrar to the Offer
 <p><b>SREI</b> SREI CAPITAL MARKETS LIMITED 'Vishwakarma', 86C, Topsia Road (South) Kolkata – 700 046, West Bengal, India Tel : +91 33 3987 3845 / 3987 3810 Fax: +91 33 3987 3861 E-Mail: capital@srei.com Investors Grievance E-mail: scmlinvestors@srei.com Website: www.srei.com Contact Person : Mr. Manoj Agarwal</p>	 <p><b>MAHESHWARI DATAMATICS PVT. LTD.</b> 6 Mangoe Lane, (Surendra Mohan Ghosh Sarani), 2<sup>nd</sup> Floor Kolkata – 700 001, West Bengal , India Tel : +91 33 22435809/22435029 Fax: +91 33 22484787 E-Mail: mdpl@cal.vsnl.net.in Website: www.mdpl.in Contact Person : Mr. S. Rajagopal</p>

Schedule of Major Activities of the Offer Activity	Day	Date *
Extraordinary General Meeting of the Company to approve the delisting resolution	Friday	19.12.08
Issue of the Public Announcement	Monday	26.10.09
Bid Letter expected to be dispatched by post to the Public Shareholders	Tuesday	03.11.09
Bid Opening Date (10 a.m.)	Wednesday	11.11.09
Bid Closing Date (3 p.m.)	Friday	13.11.09
Public Announcement of Exit Price /Rejection by the Acquirer of the Discovered Price	Tuesday	17.11.09
Final Settlement Date with the BSE for shares in dematerialized form **	Wednesday	18.11.09
First day for Public Shareholders holding Offer Shares in Physical Form to tender their Offer Shares **	Thursday	19.11.09
Last day for Public Shareholders holding Offer Shares in Physical Form to tender their Offer Shares	Thursday	03.12.09
Dispatch of consideration to Shareholders who have tendered Offer Shares in Physical Form	Tuesday	08.12.09

\* All dates are subject to change and are dependent on obtaining the requisite statutory and regulatory approvals. Changes to the proposed timetable, if any, will be notified to Shareholders by way of a corrigendum to the Public Announcement in the same newspapers where the Public Announcement was issued.

\*\* Subject to the announcement of an Exit Price by the Acquirer

## KEY DEFINITIONS

Acquirer	Calcom Cement India Limited incorporated under the Companies Act, 1956 and having its registered office at "MIRI", Silpukhuri South Bank, Silpukhuri, Guwahati - 781003, Assam
Acceptance Period	The period during which the Physical shareholders may tender their equity shares held in physical form to the Acquirer and shall start on Thursday, November 19, 2009 and close on Thursday, December 3, 2009
Bid	Offer by a Shareholder to tender his/her Offer Shares by submitting a Bid Form at the relevant Bid Centre during the Bid Period
Bid Centers	The centers listed in paragraph 14(b) of this Bid Letter for the submission of Bid Forms
Bid Closing Date	3.00 p.m. on November 13, 2009 being the last date of the Bidding Period
Bid Form	Bid form as enclosed with this Bid Letter for use by Shareholders holding dematerialized Offer Shares and specifically marked as 'Bid Forms'
Bid Opening Date	10.00 a.m. on November 11, 2009 being the date on which the Bidding Period commences
Bidding Period	Bid Opening Date from 10.00 A.M. to Bid Closing Date till 3.00 P.M.
Bid Letter	This letter inviting Bids from all Shareholders
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Company	Vinay Cements Limited having its registered office at _ Jamunanagar, Umrangshu, District : North Cachar Hills, Assam – 788 931
Depository Participant Instruction	The instruction from a Shareholder to the Depository Participant to credit/pledge Offer Shares to the Special Depository Account
Discovered Price	The price at which the maximum numbers of Offer Shares are tendered
DSE	Delhi Stock Exchange Limited
EGM	Extraordinary General Meeting of the Company held on December 19, 2008
Exit Price	The price finally accepted or offered by the Acquirer (which may be the Discovered Price or a price higher than the Discovered Price)
FEMA	Foreign Exchange Management Act, 1999
FIPB	Foreign Investment Promotion Board
Guidelines	The Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003
Floor Price	The price of Rs. 40.41 per Offer Share as determined in accordance with the Guidelines
IT Act	Income-tax Act, 1961
NSDL	National Securities Depository Limited
Offer	Offer made by the Acquirer to acquire all the Offer Shares (i.e. 47,32,120 Shares), not currently held by promoters/promoter group from the Shareholders in accordance with the Guidelines, PA and this Bid Letter
PA or Public Announcement	Statutory public announcement published on October 26, 2009 in all the editions of Financial Express (English language), Jansatta (Hindi Language) and Ajir Asom (Assamese Language)
Physical Form	Offer Shares that are not in dematerialized form
Physical Shareholders	Shareholders who hold Offer Shares in Physical Form
RBI	Reserve Bank of India
SEBI	Securities and Exchange Board of India
Shares	Fully paid up equity shares of the Company having a face value of Rs. 10/- each
Shareholders	All holders of Equity Shares other than the Promoter/Promoter Group and the Acquirer
Special Depository Account	The account of the Trading Member to which the Offer Shares must be credited or pledged prior to submission of Bids, details of which are set out in paragraph 15(d) of this Bid Letter
Stock Exchanges	BSE and DSE
Trading Member	HSBC InvestDirect Securities (India) Ltd (formerly known as IL&FS Investsmart Securities Ltd)
Transaction	The Offer and the delisting of the Equity Shares from the Stock Exchanges, as described in this Bid Letter
Takeover Code/SAST	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997

Date: 26.10.2009

Dear Shareholder,

This is an Invitation to tender your equity shares in Vinay Cements Limited to the Acquirer in accordance with the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 (Delisting Guidelines).

Calcom Cement India Limited is pleased to invite you to tender, on the terms and subject to the conditions set out in the Guidelines, the Public Announcement and in this Bid Letter, your fully paid-up equity shares in the Company.

The Securities and Exchange Board of India has notified on June 10, 2009 the SEBI (Delisting of Equity Shares) Regulations, 2009 (the "Delisting Regulations") in supercession of the SEBI (Delisting of Securities) Guidelines, 2003 (the "Delisting Guidelines"). As per Regulation 31 of the Regulations, any action undertaken or any right or privilege acquired or accrued in pursuance of the provisions of the Delisting Guidelines prior to the commencement of the Delisting Regulations would be governed by said Delisting Guidelines. Further, the SEBI has vide a circular dated September 14, 2009(Circular) clarified that in cases where a special resolution has already been passed under the Delisting Guidelines prior to commencement of the Delisting Regulations, the delisting process shall be governed by the provisions of the Delisting Guidelines, provided that the said resolution is acted upon within a period of three months from the date of the said circular.

The equity shareholders of the Company have, vide a special resolution passed in the Extra Ordinary General Meeting of the Company held on December 19, 2008 authorised the Acquirers to make an offer to purchase the equity shares of the Company in accordance with the Delisting Guidelines and have also accorded consent to the delisting of the equity shares of the Company from the stock exchanges in accordance with the Delisting Guidelines. Accordingly, this Delisting Offer is being undertaken under the Delisting Guidelines.

#### 1. BACKGROUND OF THE OFFER

- a. The Issued, Subscribed and Paid Up equity share capital of VCL comprises fully paid-up equity capital of Rs. 18,89,98,700 ("Equity Capital"), comprising 1,88,99,870 equity shares of Rs. 10/- each ("Shares"). The Acquirer currently does not hold any Equity Shares of VCL. VCL however holds 1,18,50,910 fully paid up Equity Shares comprising 12.37% of the Paid up Equity Share Capital of the Acquirer. VCL along with its subsidiaries, holds 4,27,99,310 fully paid up Equity Shares comprising 44.67% of the Paid up Equity Share Capital of the Acquirer
- b. The Acquirer is proposing to acquire all outstanding Shares not currently held by the promoter/promoter group being 47,32,120 fully paid-up Shares ("Offer Shares") representing 25.04% of the Company's Equity Capital, in accordance with the Guidelines, the PA and this Bid Letter.
- c. Consequent to the Offer, and upon the public shareholding in the Company falling below the required level of public holding of 25% for continuous listing as prescribed in the Company's listing conditions, the Acquirer will seek to voluntarily delist the Shares from BSE and DSE where the Shares of the Company are currently listed, in accordance with the Guidelines.
- d. On November 24, 2008, the Acquirer intimated its intention to the Board of Directors of VCL to make a voluntary delisting offer to the Public shareholders of VCL pursuant to and in accordance with Delisting Guidelines and to seek delisting of the Equity Shares of the Company from all the stock exchanges where such shares are presently listed provided the price payable per share does not exceed Rs.45/- per share. The Acquirer also requested the Board of Directors of VCL to convene an extraordinary general meeting of the shareholders of VCL ("EGM") to consider the proposal. The Board of Directors of VCL have vide its resolution dated 25th November, 2008 taken on record and approved the proposal received from the Acquirer to make a voluntary delisting offer to the Public shareholders of VCL in accordance with the Delisting Guidelines.
- e. The approval of the Shareholders of the Company is required in terms of clause 6 of the Guidelines for voluntary delisting of the Company's Shares and accordingly the Shareholders of the Company have granted their approval for a voluntary delisting of the Shares from the Stock Exchanges, by requisite majority, at the EGM held on December 19, 2008, pursuant to the provisions of the Guidelines. The Acquirer reserves the right to withdraw the Delisting Offer as mentioned if the conditions as mentioned in paragraph 11 below, are not fulfilled.
- f. The Acquirer has issued a Public Announcement ("PA") on October 26, 2009 in the following newspapers under the Delisting Guidelines. Modifications to the Public Announcement, if any, will be notified by issuing a corrigendum in all the below mentioned newspapers:

Newspaper	Language of newspaper	Editions
Financial Express	English	All
Jansatta	Hindi	All
Ajir Asom	Assamese	Assam

## 2. RATIONALE AND OBJECTIVE OF THE OFFER

- a. The shares of the Company are currently listed on Bombay Stock Exchange Limited (BSE) and Delhi Stock Exchange Limited (DSE). A significant part of the equity share capital of the Company is already held by the Promoter/Promoter Group. The proposed Offer by the Acquirer will help to consolidate the holdings and provide the Company with the requisite additional operational flexibility required for supporting all its future business plans.
- b. VCL has entered into an Investment Agreement dated March 25, 2008 with the Acquirer, other promoters of the Acquirer and foreign strategic investors of the Acquirer viz, Deutsche Investitions- und Entwicklungsgesellschaft mbH (DEG), Germany and Nederlandse Financierings- Maatschappij voor Ontwikkelingslanden N.V. (FMO), Netherlands, whereby the foreign strategic investors have agreed to invest a sum of Rs. 91.21 crores in the Acquirer for the purpose of :
  - i. implementation of a split location cement manufacturing project in Assam consisting of a 0.75 million metric tonnes per annum (MTPA) clinker manufacturing facility at Umrangshu District North Cachar Hills, Assam and a 1.40 million MTPA cement grinding facility at Lanka, Village Pipol Pukhuri, Nagaon District, Assam at a total project cost of Rs. 421.40 crores.
  - ii. purchase of 47,32,120 equity shares of Rs.10/- each of VCL by CCIL through the delisting process in accordance with SEBI (Delisting of Securities) Guidelines, 2003.
- c. The Acquirer wishes to acquire shares in VCL and is of the view that the acquisition and delisting will provide VCL with the requisite additional operational flexibility required for supporting all its future business plans. The ultimate objective of the aforesaid delisting is to achieve consolidation within the group of Companies operating in the same line of business and resultantly, to achieve greater synergy of operations and economies of scale. The Acquirer believes that the delisting proposal is in the interest of the shareholders of VCL and intends to achieve its objective by acquiring the equity shares held by the public shareholders in VCL and providing an exit opportunity to the public shareholders in terms of the Delisting Guidelines.
- d. In case the Acquirer does not succeed in acquiring the requisite number of equity shares of VCL from the Public Shareholders through the Delisting Offer in accordance with the Delisting Guidelines or any statutory modification or re-enactment thereof, to achieve the said delisting, the Acquirer, along with the other promoters of VCL shall ensure compliance with Clause 40A of the Listing Agreement of VCL with the Stock Exchanges (the "Listing Agreement").
- e. The Acquirer hereby makes this Delisting Offer to the public shareholders of Vinay Cements Limited in accordance with the Delisting Guidelines. The public shareholders currently hold 47,32,120 equity shares constituting 25.04 % of the paid – up Equity Share Capital of the Company.

## 3. BACKGROUND OF THE ACQUIRER

- a. CCIL, the Acquirer is incorporated under the Companies Act, 1956 on September 20, 2004 as a Public Limited Company and received the Certificate for commencement of business on November 1, 2004. The registered office of the Acquirer is situated at "MIRI", Silpukhuri South Bank, Silpukhuri, Guwahati – 781003, Assam and the Corporate Office of the Acquirer is at Jindal Towers, Block A, 3rd Floor, 21/1A/3 Darga Road, Park Circus, Kolkata – 700 017. CCIL is an unlisted company.
- b. The shareholding pattern of the Acquirer as on date:

### I Equity Share Capital :

Shareholders Category	No of Equity Shares	% to Total Equity Share Capital
Promoters (A)		
RCL Cements Limited	30948400	32.30
Vinay Cements Limited	11850910	12.37
Binod Kumar Bawri	2752000	2.87
Ritesh Bawri	7000	0.01
Vinay Bawri	2000	0.00
Sub Total (A)	45560310	47.55
Friends and Associates of Promoters (B)	18016190	18.80
Others (C)		
Assam Industrial Development Corporation Limited	10928423	11.41
Deutsche Investitions - ud Entwicklungsgesellschaft mbh (DEG)	12783474	13.34
Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V. (FMO)	8522316	8.89
Sub Total (C)	32234213	33.64
Total Equity Share Capital	95810713	100.00

II Preference Share Capital :

Shareholders Category	No of Preference Shares	% to Total Preference Share Capital
Deutsche Investitions- und Entwicklungsgesellschaft mbH (DEG)	21011755	60.06
Nederlandse Financierings- Maatschappij voor Ontwikkelingslanden N.V. (FMO)	13969957	39.94
Total Preference Share Capital	34981712	100.00

- c. The paid-up capital of the Acquirer as on date, is Rs. 1,30,79,24,250/- consisting of 9,58,10,713 fully paid up Equity shares of the face value of Rs. 10/- each and 3,49,81,712 compulsorily convertible cumulative participatory preference shares of Rs.10/- each.
- d. The Acquirer is implementing a split location cement manufacturing project in Assam consisting of 0.75 million metric tonnes per annum (MTPA) clinker manufacturing facility at Umrangshu, District North Cachar Hills, Assam and a 1.40 million MTPA cement grinding facility at Lanka, Village Pipol Pukhuri, Nagaon District, Assam at a total project cost of Rs. 421.40 crores. The Acquirer is yet to commence its commercial production.
- e. Brief summary of the audited financials of the Acquirer for the years ended March 31, 2009, March 31, 2008 and March 31, 2007 are provided below. The financials have been prepared in accordance with the Indian GAAP.

(Rs. In lakhs)

Particulars	Financial Results Summary *		
	For the year ended		
	31.03.07	31.03.08	31.03.09
	(Audited)	(Audited)	(Audited)
Income from operations	-	-	-
Other income	-	-	87.86
Total income	-	-	87.86
Profit before tax	-	-	(336.76)
Provision for Tax / FBT	-	-	6.2
Net Profit	-	-	(342.96)
Equity Share Capital	4710.19	6600.49	8731.07
Share Application Money	-	99.95	197.95
15% Cumulative Participatory CCPS	-	-	1369.42
Reserve & Surplus	-	-	(342.96)
Misc. Expenditure	76.62	151.63	-
Net Worth	4633.57	6448.86	8388.11
Total Fixed Assets	4700.19	6542.64	13816.82
Investments	-	-	-
Current Assets, Loans & advances	46.58	165.03	1728.64
Secured Loans	-	25.28	5431.61
Unsecured Loans	-	-	-
Current Liabilities & Provisions	113.20	133.58	158.36
Other Financial Data :			
EPS (Rs.)	-	-	(0.39)
Net Asset Value per Share (Rs.)	9.84	9.77	9.61

(Source: Annual Reports of CCIL for the year ended 31.03.09, 31.03.08 and 31.03.07)

\* As CCIL has not yet commenced its commercial production, profit and Loss Account had not been prepared for the financial years ended 31<sup>st</sup> March, 2007 & 31<sup>st</sup> March, 2008. However, as the Guidance Note on Treatment of Expenditure During Construction Period was withdrawn by the Institute of Chartered Accountants of India in the month of August, 2008, the Profit & Loss Account of the Acquirer Company was prepared for the Financial Year ended 31<sup>st</sup> March, 2009 to show certain income and expenditure which were not directly attributable to the project of the Acquirer Company and hence could not be capitalized as per prevalent accounting regulations.

#### 4. BACKGROUND OF THE COMPANY

- a. VCL is a public limited company incorporated under the Companies Act, 1956 on July, 9, 1986 and having its registered office at Jamunanagar, Umrangshu, District : North Cachar Hills, Assam – 788 931, India. VCL received the Certificate for Commencement of Business on July 10, 1986. The equity shares of VCL are currently listed on the Bombay Stock Exchange Limited (“BSE”) and Delhi Stock Exchange Limited (“DSE”).
- b. The Corporate Office of VCL is at Jindal Towers, Block A, 3<sup>rd</sup> Floor, 21/1A/3 Darga Road, Park Circus, Kolkata – 700 017.
- c. VCL is primarily engaged in the business of manufacturing Clinker, Ordinary Portland Cement and Portland Pozzolona Cement. VCL's manufacturing plant is located at Jamunagar, Umrangshu, District North Cachar Hills, Assam. The installed capacity of VCL is 2,40,000 metric tonnes per annum.
- d. VCL at present has two subsidiaries – RCL Cements Limited and SCL Cements Limited. Both the Companies are engaged in the manufacture and sale of cement. RCL Cements Limited has an installed capacity of 99,000 metric tonnes per annum. SCL Cements Limited has commissioned a cement grinding facility with a capacity of 99,000 metric tonnes per annum and it has commenced its commercial production on 30<sup>th</sup> March, 2009. The plants and registered offices of both RCL Cements Limited and SCL Cements Limited are located in the State of Assam.
- e. The Acquirer, CCIL became a subsidiary of VCL w.e.f 30.06.07. However CCIL ceased to be a subsidiary of VCL and became an associate w.e.f 17.09.08. Vinay Concrete & Aggregates Limited became a subsidiary of VCL w.e.f 27.01.09 by virtue of VCL holding 98.80% in the paid up share capital of Vinay Concrete & Aggregates Limited. Vinay Concrete & Aggregates Limited is engaged in the business of ready mix concretes and aggregates. However, Vinay Concrete & Aggregates Limited has ceased to be a subsidiary of VCL w.e.f 24.09.09.
- f. The authorized share capital of VCL is Rs.30,00,00,000/- comprising of 3,00,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid up equity share capital comprises of 1,88,99,870 equity shares of Rs. 10/- each fully paid up. As on date of this Public Announcement, VCL has no outstanding preference shares, partly paid-up shares or other convertible instruments.
- g. The Acquirer does not hold any shares in VCL. VCL however, alongwith its subsidiaries, holds 4,27,99,310 fully paid up Equity Shares comprising of 44.67% of the Paid up Equity Share Capital in the Acquirer. Other than the shareholding mentioned in clause 7 (c), neither the Acquirer nor any of its director nor any other member of the promoter group hold any shares of VCL.
- h. The promoter and promoter group of VCL currently hold 1,41,67,750 fully paid up Equity Shares of Rs. 10/- each comprising 74.96% of the paid up Equity Share Capital of VCL. Out of the 88,99,870 Equity Shares allotted to the Promoters/Promoter Group on June 30, 2007 on preferential allotment basis, 37,79,974 Equity Shares allotted to the promoters/promoter group are locked in for a period of three years i.e. upto 29.06.2010.
- i. The trading in shares of VCL were suspended by BSE in the year 2003. However the suspension was lifted by BSE in the year 2006. VCL has either not been fully compliant with the various clauses of the Listing Agreement, provisions under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and SEBI (Prohibition of Insider Trading) Regulations, 1992 or the documentary evidences of such compliances in some of the cases are not available with VCL. However the Company has been generally compliant after revocation of suspension of trading in shares by BSE in the year 2006.
- j. A Brief summary of the financial performance of VCL based on the Company's audited financial statements for the year ended 31.03.09, 31.03.08 and 31.03.07 are as follows. The financials have been prepared in accordance with the Indian GAAP.

Financial Results Summary : Stand Alone

A. Statement of Profit and Loss:

(Rs. In lakhs)

Particulars	For the year ended		
	31.03.07	31.03.08	31.03.09
	(Audited)	(Audited)	(Audited)
Income from operations	4847.19	3973.53	3941.63
Other income	1028.25	19.79	479.54
Total income	5875.44	3993.32	4421.17
Expenditure (excluding depreciation and interest)	4473.05	3298.46	3941.57
Profit before depreciation interest and tax	1402.39	694.86	479.60
Depreciation	243.78	232.71	236.84
Interest	109.95	123.16	142.99
Profit before tax	1048.66	338.99	99.77
Prior Period Expenses & W/offes	236.67	1.92	51.11
Provision for Tax / FBT	12.27	42.87	326.33
Profit after tax	799.72	294.20	(277.67)

B. Statement of Assets and Liabilities:

(Rs. In lakhs)

Particulars	As on		
	31.03.07	31.03.08	31.03.09
	(Audited)	(Audited)	(Audited)
Net Fixed Assets	1929.26	1857.52	1619.21
Investments	731.34	4443.08	4609.26
Current Assets, Loan & Advances	3928.47	4324.67	4998.65
Total Liabilities & Provisions	2444.09	3071.13	3950.65
Net Worth	4144.98	7554.14	7276.47
Share Capital	1000.00	1889.99	1889.99
Reserves (Net of Revaluation Reserves)	3144.98	5664.15	5386.48
Miscellaneous Expenditure	0.00	0.00	0.00
Net Worth	4144.98	7554.14	7276.47

C. Other Financial Data:

Particulars	31.03.07	31.03.08	31.03.09
	(Audited)	(Audited)	(Audited)
Dividend (%)	0.00	0.00	0.00
Earning per share – basic & diluted (in Rs.)	8.00	1.76	(1.47)
Return on net worth (%)	19.29	3.89	(3.82)
Book value per share (in Rs.)	41.45	39.97	38.50

(Source : Annual Report of VCL for the year ended 31.03.09, 31.03.08 and 31.03.07)

Financial Results Summary : Consolidated

A. Statement of Profit and Loss:

(Rs. In lakhs)

Particulars	For the year ended	
	31.03.08 *	31.03.09 **
	(Audited)	(Audited)
Income from operations	6107.32	5993.80
Other income	165.81	770.25
Total income	6273.13	6764.05
Expenditure (excluding depreciation and interest)	4810.85	5791.03
Profit before depreciation interest and tax	1462.28	973.02
Depreciation	308.99	343.35
Interest	330.50	423.25
Profit before tax	822.79	206.42
Prior Period Expenses, Taxes & W/offes etc	15.70	51.11
Provision for Tax / FBT	114.58	566.60
Profit after tax	692.51	(411.29)
Share of Net Profit / Loss of Associates	0.00	(156.68)
Profit after tax before Minority Interests	692.51	(567.97)
Minority Interest	0.07	0.00
Net Profit	692.44	(567.97)

B. Statement of Assets and Liabilities:

(Rs. In lakhs)

Particulars	As on	
	31.03.08 *	31.03.09 **
	(Audited)	(Audited)
Net Fixed Assets	9608.50	4154.59
Investments	0.00	3952.10
Current Assets, Loan & Advances	7455.26	7349.31
Total Liabilities & Provisions	4967.68	6261.19
Net Worth	12096.08	9194.81
Share Capital	1889.99	1889.99
Reserves (Net of Revaluation Reserves)	10361.86	7305.20
Miscellaneous Expenditure	155.77	0.38
Net Worth	12096.08	9194.81

C. Other Financial Data:

Particulars	31.03.08 *	31.03.09 **
	(Audited)	(Audited)
Dividend (%)	0.00	0.00
Earning per share – basic & diluted (in Rs.)	4.15	(3.01)
Return on net worth (%)	5.73	(4.47)
Book value per share (in Rs.)	64.00	48.65

(Source : Annual Report of VCL for the year ended 31.03.09 & 31.03.08)

\* Subsidiary companies considered for the purpose of consolidation are – SCL Cements Limited, RCL Cements Limited and Calcom Cement India Limited

\*\* Subsidiary companies considered for the purpose of consolidation are – SCL Cements Limited, RCL Cements Limited and Vinay Concrete and Aggregates Limited and Associate Company considered for the purpose of consolidation is Calcom Cement India Limited

Notes :

- SCL Cements Limited became a subsidiary of VCL w.e.f 22.06.07 and RCL Cements Limited and Calcom Cement India Limited became a subsidiary of VCL w.e.f 30.06.07. Calcom Cement India Limited ceased to be a subsidiary of VCL and became an associate of VCL w.e.f 17.09.08. Vinay Concrete and Aggregates Limited became a subsidiary of VCL w.e.f 27.01.09. However, Vinay Concrete & Aggregates Limited has ceased to be a subsidiary of VCL w.e.f 24.09.09.
- Minority Interest for the year ended 31.03.09 amounts to Rs.0.06 lakhs. However the same has not been considered in the consolidated profit and loss account of VCL for the year ended 31.03.09.

5. STOCK EXCHANGES FROM WHICH THE SHARES OF THE COMPANY ARE SOUGHT TO BE DELISTED

- The equity shares of VCL are currently listed on the Bombay Stock Exchange Limited, and Delhi Stock Exchange Limited. However out of the total paid up equity share capital of 1,88,99,870 equity shares only 1,00,00,000 equity shares of Rs.10/- each are listed on the Delhi Stock Exchange Limited.
- The Shares of the Company were earlier also listed on The Gauhati Stock Exchange Limited, Ahmedabad Stock Exchange Limited, the Madras Stock Exchange Limited and the Calcutta Stock Exchange Association Limited but the shares of VCL have been delisted from the said exchanges vide letter(s) dated November 21, 2008, November 25, 2008, October 15, 2008 and 31<sup>st</sup> March, 2009 respectively pursuant to the shareholders resolution dated August 31, 2006 and the provisions of the Delisting Guidelines.
- The Acquirer seeks to delist the equity shares of VCL from Bombay Stock Exchange Limited and Delhi Stock Exchange Limited.
- The equity shares are frequently traded on Bombay Stock Exchange Limited (BSE) within the meaning of Regulation 20(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended from time to time ("Takeover Regulations").

6. STOCK MARKET DATA REGARDING THE COMPANY

- a. The high, low and average closing market price (in Rs. per share) of the Shares of VCL during the preceding three calendar years on BSE were as follows:

Calendar Year	BSE		
	High ^	Low ^	Average *
2006	35.15	4.20	19.95
2007	47.45	29.15	34.84
2008	49.00	17.00	35.60

(Source: BSE website)

^Closing high/low during the period

\*Average of daily closing prices during the period

- b. The monthly high and low closing prices (in Rs. per share) of the Shares of VCL and the traded volumes (number of equity shares) on BSE during the six calendar months preceding the date of the Public Announcement were as follows:

Month	BSE		
	High ^	Low ^	Volume *
April 2009	40.50	37.55	92696
May 2009	41.85	38.25	61181
June 2009	42.50	38.55	157066
July 2009	42.35	38.60	337622
August 2009	40.90	37.25	52016
September 2009	43.60	38.10	233581

(Source: BSE website)

^Closing high/low during the period

\*Cumulative trading volume during the period

7. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- a. The Company has notified to the Acquirer that the Authorised Share Capital of the Company comprises 3,00,00,000 Equity Shares of Rs. 10/- each aggregating to Rs. 30,00,00,000/- and the Issued, Subscribed and Paid Up Equity Share Capital comprises 1,88,99,870 equity shares of Rs.10 each fully paid-up aggregating to Rs. 18,89,98,700/-. The Company has no outstanding preference shares, partly paid-up shares or other convertible instruments.
- b. Out of the 88,99,870 Equity Shares allotted to the Promoters/Promoter Group on June 30, 2007 on preferential allotment basis, 37,79,974 Equity Shares allotted to the promoters/promoter group are locked in for a period of three years i.e. upto 29.06.2010.
- c. The category-wise shareholding pattern of the Company as on 23<sup>rd</sup> October, 2009 is as follows:

Shareholders Category	No of Equity Shares	% of Total Equity Share Capital
A. Promoters and Promoter Group		
i. Indian		
Individuals/Hindu Undivided Family	1,15,93,474	61.34
Bodies Corporate	6,35,100	3.36
ii. Foreign		
Individuals (Non-Resident Individuals/Foreign Individuals)	19,39,176	10.26
Sub Total (A)	1,41,67,750	74.96
B. Public Shareholding		
i. Institutions		
Financial Institutions/Banks	10,59,894	5.61
ii. Non Institutions		
Bodies Corporate	16,82,048	8.90
Individuals	19,79,282	10.47
Non Resident Indians	10,696	0.06
Sub Total (B)	47,32,120	25.04
Total (A) + (B)	1,88,99,870	100.00

- d. Other than the shareholding mentioned above , neither the Acquirer nor any of its directors hold any Shares, as of the date of the Public Announcement.

#### 8. LIKELY POST DELISTING CAPITAL STRUCTURE

- a. The likely post-delisting capital structure of the Company, assuming all the shares are acquired pursuant to the Offer will be as follows:

Shareholders Category	No of Equity Shares	% of Total Equity Share Capital
Promoters and Promoter Group		
Existing Promoters and promoter group of VCL	1,41,67,750	74.96
Calcom Cement India Limited (Acquirer)	47,32,120	25.04
Total	1,88,99,870	100.00

#### 9. DETERMINATION OF THE FLOOR PRICE

- a. On the basis of the information available, the Shares of the Company are most frequently traded on BSE in terms of explanation (i) of Regulation 20(5) of the Takeover Regulations as amended. The Floor Price for the reverse book-building process as per Clause 8.2 of the Guidelines has been computed as Rs. 40.41 for each fully paid equity share of the Company which is the average of 26 weeks traded price quoted on the stock exchange where the Shares of the Company are most frequently traded preceding 26 weeks from the date of the Public Announcement. For the purposes of this calculation, the Acquirer has used the average of the weekly highs and lows of the closing prices of the Shares as quoted on BSE for the 26 weeks preceding the date of the Public Announcement. (Source: BSE website).

#### 10. DETERMINATION OF THE DISCOVERED PRICE AND EXIT PRICE

- a. Only Shareholders holding Offer Shares of the Company in dematerialized form, may tender their Offer Shares during the Bidding Period as set out in paragraph 12(a) of this Bid Letter.
- b. The minimum price ("Discovered Price") payable by the Acquirer for the Offer Shares it acquires pursuant to the Offer as determined in accordance with the Guidelines, will be the price at which maximum number of Offer Shares are tendered.
- c. The Acquirer is under no obligation to accept the Discovered Price. If the Acquirer does not accept the Discovered Price, the Acquirer will have no right or obligation to acquire any Offer Shares tendered pursuant to the Offer and the Offer will not be proceeded with, and the Offer Shares deposited in the Special Depository Account as per paragraph 15(d) will be returned to the relevant Shareholders.
- d. The Acquirer may, in its sole and absolute discretion, accept the Discovered Price for the Offer Shares.
- e. Alternatively the Acquirer, may in its sole discretion, offer to pay a price higher than the Discovered Price for the Offer Shares. The price so accepted or offered by the Acquirer is referred to in the Public Announcement as the "Exit Price". If the Acquirer accepts or offers an Exit Price, the Acquirer will acquire all the Offer Shares which have been tendered at prices up to and equal to the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share.
- f. The Acquirer shall announce
- the Discovered Price, and
  - its decision to accept or reject the Discovered Price or its decision to accept the Exit price

in the same newspapers in which the Public Announcement has appeared in accordance with the timeline provided in this Bid Letter.

#### 11. CONDITIONS TO THE OFFER

- a. The acquisition of Offer Shares by the Acquirer pursuant to the Offer is conditional upon the following:
- the determination of the "Exit Price" by the Acquirer
  - a minimum number of equity shares being tendered at or below the Exit Price so as to result in the public shareholding of the Company falling below the limits specified in the listing conditions or in the listing agreement of the Company with BSE
  - the Acquirer obtaining all requisite statutory approvals, if any, as listed in paragraph 20 of this Bid Letter

## 12. OFFER PERIOD

- Shareholders holding shares in dematerialised form (“Demat shareholders”):
  - a. The Demat Shareholders of the Company may tender their equity shares to the Acquirer by placing bids (“Bids”) on an on-line electronic system, pursuant to the book building process. This bidding will commence at 10.00 a.m. on Wednesday, November 11, 2009 (the “Bid Opening Date”) and will close at 3.00 p.m. on Friday, November 13, 2009 (the “Bid Closing Date”) and this period is referred to as the “Bidding Period” in this Bid Letter.
  - b. Bids received after 3.00 p.m. on the Bid Closing Date may not be accepted for the purpose of determining the final price payable for the equity shares by the Acquirer pursuant to the book building process.
- Shareholders holding shares in physical form (“Physical shareholders”):
  - c. Physical shareholders can offer their shares to the Acquirer only after the Exit Price is determined by the Acquirer under the book building process and the consideration payable to the Demat shareholders is settled. Accordingly, the period during which the Physical shareholders may tender their equity shares held in physical form to the Acquirer shall commence on Thursday, November 19, 2009 (the “Date of Opening of the Offer for the holders of the physical shares”) and close on Thursday, December 3, 2009 (the “Date of Closing of the Offer for the holders of the physical shares”) and this period is referred to as the “Acceptance Period” in this Bid Letter.
- Period up to which the Offer shall be valid:
  - d. Demat shareholders may submit their Bids to the Acquirer during the Bidding Period. If the Exit Price is determined by the Acquirer, Physical shareholders may offer their shares to the Acquirer during the Acceptance Period. Additionally, once the shares have been de-listed, any outstanding shareholder whose shares have not been acquired by the Acquirer may offer their shares for sale to the Acquirer at the Exit Price for a period of six months following the date of the delisting.

## 13. ELIGIBILITY OF SHAREHOLDERS

- a. All Shareholders other than promoters/promoter group holding Offer Shares in dematerialized form are eligible to tender their Offer Shares to the Acquirer during the Bidding Period.
- b. This Bid Letter containing necessary forms and detailed instructions is being dispatched to all shareholders (other than the Promoters/promoter group) who are on the register of members of the Company as at October 23, 2009 (“specified date”). In the event that some shareholders do not receive their Bid Letter, they may obtain a copy of the same by writing to the Registrar to the Offer, Maheshwari Datamatics Pvt. Ltd. at 6 Mangoe Lane, (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata – 700 001, West Bengal. Alternatively, the shareholders can obtain copies of Bid Forms from Bid Centres listed in paragraph 14(b).
- c. Demat shareholders are eligible to tender their shares at any time during the Bidding Period in accordance with the procedures described in paragraph 15 of this Bid Letter. Physical shareholders are eligible to tender their shares at any time during the Acceptance Period, in accordance with the procedures described in paragraph 16 of this Bid Letter.
- d. Physical shareholders who wish to submit Bids should convert their Offer Shares into dematerialised form prior to submission of their bids. The Shareholders who wish to convert their Offer Shares from physical form into dematerialised form should contact a Depository Participant (DP) registered with Securities and Exchange Board of India (SEBI) for further information on how to convert their Offer Shares into dematerialized form. To open a demat account with that DP, and to thereafter convert the Offer Shares from Physical Form to dematerialized form, such Shareholders should follow the procedures as specified by the DP. It has become compulsory for the Shares of the Company to be traded in dematerialized form. The ISIN number for the Shares of the Company is INE534C01016.

## 14. DETAILS OF BID CENTRES AND TRADING MEMBER

- a. The Shareholders may tender their Offer Shares through an on-line electronic system. The tender process is expected to be conducted through facilities provided by BSE. Bids must be lodged on behalf of the Shareholders by the Trading Member.
- b. The detailed list of the Bid Centers are as follows:

Sr. No.	Bid Centre	Address of Trading Member	Contact Person	Phone Nos	Fax No
1	Ahmedabad	403-404, Raindrop Building, Opp : Cargo Motors, C G Road, Ahmedabad- 380 009	Hardik Soni / Vishal Shah	079- 30072023 /4	079-30072013
2	Bangalore	No 4, Neeladri Plaza , 2 <sup>nd</sup> floor, North wing , Rajaram Mohan Roy Road, Bangalore-560 025.	Saritha K / Mahesh VT	080- 22126007 / 08 / 22233762	080-22122680

Sr. No.	Bid Centre	Address of Trading Member	Contact Person	Phone Nos	Fax No
3	Bangalore – Infantry	G 03 Copper Arch 83, Infantry Road, Bangalore -560001	Aravinda	080-25323251/ 52	080 25323923
4	Bangalore-Jayanagar	7/ 24,(Above OBC) Jaya Nagar, 1st Floor, 11th Main, 4th Block Jayanagar, Bangalore- 560001	Kathik G	080-22457870 / 7873	080 - 22457879
5	Bangalore-Koramangala	650, 17th Main, VI Block, Koramangala, 80 Feet Road, Bangalore - 560 095	Dhanajay Murthy	080- 25525853	080- 25525867
6	Baroda	141/144 Siddharth Complex, 1st Floor, R C Dutt Road, Alkapuri, Baroda - 390 005	Madhav Pandya	0265- 6451674	0265 6634111
7	Chandigarh	SCO-14-15, 1st Floor, Sector 9 -D, Madya Marg, Chandigarh-160 017	Sumit S / Rajesh	0172-2741636 / 2741541	0172-2741492
8	Chennai	13/2, Ramkoti, 2nd Floor, 1st Main Road, Above Sangita Resturant, Gandhi Nagar, Adyar Chennai- 600 020	A Haridas / Girish Menon	044 – 39105530	044-42116427
9	Cochin	Amrithaa Towers, 40/1045 D, Second Floor, M G Road, Cochin - 682011	Ajith Sojan	0484 -2384671/ 4674	0484- 3298896
10	Coimbatore	1023, Avanashi Road, Eureka Chambers, Coimbatore- 641 018	R Raja / Kanchana N	0422- 2211730	0422-2214410
11	Delhi	G-39, Connaught Circus, New Delhi-110001	Arif Jamal / Mridula Mishra	011- 41524129	011-41524134
12	Goa	Sandeep Apartments, Shop No- 3, 4 & 5, Dr. Dada Vaidya Rd, Near Hotel Samrat, Panji, Goa-403001	Ilyas Kilaniya	0832-2234353 / 54	0832-2426066
13	Hyderabad	Challa Chambers, 6-3-907, II floor, Raj Bhavan Road, Somaji Guda, Hyderabad - 500 082	Sharath Kumar	040- 23320323 / 337	040-23321472
14	Indore	221-222, Indraprastha Towers, 6 M G Road, Indore - 452001	Nitin Hirpathak	0731- 2523677 - 81	0731 3916003
15	Jaipur	3rd Floor, O-19 A, Ashok Marg, C-Scheme, Jaipur- 302 001	Paraschand Jain	0141- 2371 621 - 6	0141-5101285
16	Jamshedpur	No. 1E Road, Northern Town, Bistupur, Jamshedpur-831001	Roopesh Agarwal	0657-2436485 / 2436077	0657-2427198
17	Kolkata	Anandlok Bldg, Block A, 3rd floor, 227 AJC Bose Rd, Kolkata - 700020	Shabnam Khan Somnath B / Tapas K	033- 44009200	033-40033251
18	Kanpur	501, 5th flr, Krishna Towers Opp Kanpur Stock Exchange, Civil Lines, Kanpur – 1	Amit Jain / Shailendra Kumar /	0512- 2331900 /901/902	0512 -2331905
19	Mangalore	227/ 2A - 1, 1st floor, Essel Tower, Bunts Hostel Circle, Mangalore 575001	Sandeep V / Divya A	0824 - 2410371	0824 - 2410374
20	Mumbai	Seksaria Chambers, 139, Nagindas Master Road, Fort, Mumbai - 400 001	Ajit Gandhi	022 22634902 - 6	022-22678981
21	Mumbai	Blues Bazaar Kanaiya Bldg, 250-B, Linking Road, Bandra (W), Mumbai - 400 050	Punit G	022 67102538	022-26558499
22	Mumbai	Dhana Singh Processor Premises, JB Nagar, Andheri Kurla Road, Mumbai - 400059	Abhinay Chikne / Megha Parekh	022 67897777	022 67897700

Sr. No.	Bid Centre	Address of Trading Member	Contact Person	Phone Nos	Fax No
23	Pune	Construction House, 796/189-B, 2nd Floor, Bhandarkar Road, Deccan Gymkhana, Pune 411004	Pankaj Shah	020- 66030810 - 5	020-66030810
24	Pune - Karve Road	33/15 Prashant Bunglow, Opp. Garware College, Karve Road, Pune – 411004	Amar Wable	020 66020000	020-66040344
25	Ludhiana	SCO 16 / 17, II Flr Opp Ludhiana Stock Exchange Feroze Gandhi Market, Ludhiana -141001	Sonia Khanna / Saurabh	0161-38018555 - 564	0161 5097991
26	Bhubaneswar	Samabaya Bhawan, Janpath, Unit 9, Bhubneswar - 751001	Pradeep Pradhan	0674-2543239	0674-2543453
27	Guwahati	Sagar Apartments S J Road, Behind Vrindavan Market, Aathgaon, Guwahati - Assam – 781001	Pukhraj Loonkar	0361-2632226/ 227	0361-2511933
28	Rajkot	102,Jahnavi Complex, OPP : Panchnath Temple, Kutchkhavada,Dr. Rajendra Prasad Road, Rajkot-360001	Biren Padalia / Darshan Gatecha	0281 - 6692120	0281- 2453602
29	Patna	C/o Bajaj Securities, Finstock Pvt Ltd, 611 B Ashiana Plaza Budh Marg, Patna 1	Ashish Bajaj	0612-2207073 /2231518	0612-2231518
30	Vizag	303 B, T-C 2Block, 3rd Floor, Dwaraka Plaza, Dwarakanagar, Vishakhapatnam-530 016	Chandrashekhar M N	0891- 6646647 - 9	0891-6646650

15. PROCEDURE FOR TENDERING THE EQUITY SHARES HELD IN DEMATERIALIZED FORM

- All shareholders other than the promoter/promoter group holding shares in dematerialised form are eligible to participate in the Reverse Book Building procedure. Shareholders other than the promoter/promoter group holding the Offer Shares in dematerialised form may submit bids by completing the Bid Form accompanying this Bid Letter and submitting the Bid Forms to the Trading Member at any of the Bid Centres listed in paragraph 14(b) above by hand delivery before the prescribed time on the Bid Closing Date.
- Demat shareholders (in particular those shareholders who are resident in an area where no Bid Centres are located) may also submit their Bids by registered post (at their own risk and cost) so as to ensure that their Bids are delivered to the Trading Member with the envelope marked "Unit : Vinay Cements Limited – Delisting Offer" at the following address namely, HSBC InvestDirect Securities (India) Ltd (formerly known as IL&FS Investsmart Securities Ltd.), Dhana Singh Processor Premises, JB Nagar, Andheri Kurla Road, Mumbai – 400059 before 3.00 pm on the Bid Closing Date. If the duly filled Bid Forms arrive before the Bid Period starts, the Bid will still be valid, however, the Trading Member will not submit the Bid until the commencement of the Bid Period.
- Demat shareholders who have tendered their Bids may revise their Bids prior to the Bid Closing Date.
- The Trading Member has opened a Special Depository Account with National Securities Depository Limited ("NSDL") ("Special Depository Account"), details of which are as follows:

Trading Member	Details
Special Depository Account Name	IL&FS Investsmart Securities Ltd- Vinay Cements Limited - Delisting Escrow Account
Name of Depository Participant	IL&FS Securities Services Limited
Depository Participant Identification Number	IN300095
Client Identification No.	11456243
Depository	National Securities Depository Limited
ISIN No.	INE534C01016.

- In order for Bids to be valid, Demat shareholders should transfer their equity shares from their respective depository accounts to the Special Depository Account of the Trading Member prior to the submission of their bids. All transfers should be in off-market mode. A photocopy of the delivery instruction(s) or counterfoil of the delivery instruction(s) given to the depository participant for transfer of shares to the Special Depository Account of the Trading Member (duly acknowledged by such depository participant) should be attached to the Bid Forms.

- f. Demat shareholders who hold their equity shares through Central Depository Services (India) Limited will have to execute an inter-depository delivery instruction for the purpose of crediting their equity shares to the Special Depository Account of the Trading Member.
- g. It is the responsibility of Demat shareholders to ensure that their equity shares are credited to the Special Depository Account of the Trading Member on or before the Bid Closing Date. Alternatively, they may pledge their equity shares in favour of the relevant Depository Participant of the Trading Member prior to the submission of their Bids. In case, the equity shares are not credited to or pledged in favour of the Special Depository Account on or before the Bid Closing Date, the respective Bids will be rejected.
- h. The equity shares to be acquired under this Offer are to be acquired free from all liens, equitable interests, charges and encumbrances and together with all rights attached thereto.
- i. It shall be the responsibility of all Demat shareholders tendering their Bids to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Offer and the Acquirer shall take no responsibility for the same. The Demat shareholder should attach a copy of all such approvals to the Bid Form.
- j. Non resident shareholders should also enclose a copy of the original permission received by them from Reserve Bank of India (RBI) in relation to the acquisition of the shares tendered by them vide their Bids as well as the permission required, if any, in terms of the original permission for tendering the said equity shares in the Offer. In case the requisite RBI permission is not submitted, the Acquirer reserves the right to reject such equity shares tendered in the Offer.

#### 16. PROCEDURE FOR TENDERING THE EQUITY SHARES HELD IN PHYSICAL FORM

- a. If the Acquirer determines the Exit Price by accepting the Discovered Price arrived at under the book building process, the Acquirer will make an announcement regarding the determination of the Exit Price through a public announcement in all newspapers in which the PA has been published. Subsequently, all Physical shareholders who wish to participate in the Offer can send, during the Acceptance Period, the duly completed Form Of Acceptance (in accordance with the instructions contained in the Form Of Acceptance) together with the physical share certificates and a valid share transfer deed (signed by all the registered owners as transferors and duly witnessed), to the Registrar to the Offer, namely, Maheshwari Datamatics Pvt. Ltd. at 6 Mangoe Lane, (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata – 700 001, West Bengal within the Acceptance Period.

#### 17. DETAILS OF THE ESCROW ACCOUNT

- a. The estimated amount of consideration payable under the Offer, calculated as Offer Shares (i.e. 47,32,120 Shares) multiplied by the Floor Price of Rs40.41 is Rs.19,12,24,969.20 (Rupees Nineteen Crores Twelve Lakhs Twenty Four Thousand Nine Hundred and Sixty Nine and paise Twenty only).
- b. The Acquirer, Calcom Cement India Limited having its registered office at "MIRI", Silpukhuri South Bank, Silpukhuri, Guwahati – 781003, Assam, Srei Capital Markets Limited having its registered office at 'Vishwakarma', 86C, Topsia Road (South), Kolkata – 700 046 (hereinafter referred to as "Manager to the Offer") and Axis Bank Limited having its office at Trishul, 3rd Floor, opposite Samaratheshwar Temple, Law Garden, Ellis Bridge, Ahmedabad 380006, acting through its branch office at 4, Clive Row, 'Mukti Chambers', Ground Floor, Kolkata 700 001 (hereinafter referred to as "Bankers") have entered into an escrow agreement dated 17th September, 2009 pursuant to which the Acquirer has deposited the escrow amount of Rs. 19,40,16,920 (Rupees Nineteen crores Forty Lacs Sixteen Thousand nine hundred and twenty only) into an escrow account in accordance with the Delisting Guidelines with a lien marked on the said Escrow Account in favour of Srei capital Markets Limited, Manager to the Offer to release this cash deposit only in the specified circumstances.
- c. The escrow amount mentioned above is in excess of the 100% of the estimated amount of consideration payable under the Offer as calculated on the basis of the Floor Price and assuming full acceptance of all the Offer Shares under Delisting Offer.

#### 18. SETTLEMENT OF CONSIDERATION FOR SHARES ACQUIRED

- a. If the Acquirer determines the Exit Price, the Acquirer will make available to the clearing house of BSE ("BSE Clearing House") latest by November 18, 2009, the necessary funds required for settlement of the total amount payable to the Demat shareholders in respect of all valid bids which have been tendered at prices less than or equal to the Exit Price. Accordingly the consideration payable to the Demat shareholders will be settled by the date as specified in paragraph 19 of this Bid Letter, and is referred to herein as the "Final Settlement Date (for Shares in Dematerialised Form)".
- b. Physical shareholders can participate in the Offer only after the date of settlement of the consideration payable to the Demat Shareholders. The Acquirer will make available the necessary funds required to be paid to the Physical shareholders (on the basis of valid Form Of Acceptance received from them for the number of shares accepted and delivered by them at the Exit Price), after the Date of Closing of the Offer for the holders of physical shares. Accordingly the consideration payable to the Physical shareholders will be settled by the date as specified in paragraph 19 of this Bid Letter and is referred to herein as the "Final Settlement Date (for Shares in Physical Form)".

- c. The Registrar will dispatch under certificate of posting or registered post, the Cheques, Pay Orders or Demand Drafts made out in the name of the sole/first named shareholder, in full and final settlement of the amounts due to all the Demat shareholders and the Physical shareholders for the shares validly tendered by them in the Offer.
- d. If the Acquirer announces the Exit Price and all other conditions attached to the Delisting Offer are satisfied, the Acquirer shall acquire all Offer Shares that have been tendered at prices up to and equal to the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share.
- e. If the Acquirer does not accept or offer an Exit Price, all Offer Shares tendered/pledged in the Special Depository Account shall be returned/released from pledge, as soon as is practicable, to the relevant shareholders.

#### 19. PROPOSED TIME-TABLE FOR THE OFFER

The proposed time-table for the Offer is as follows:

Activity	Day	Date*
Extraordinary General Meeting of the Company to approve the Delisting resolution	Friday	19.12.08
Issue of Public Announcement	Monday	26.10.09
Bid Letter expected to be dispatched by post to Public shareholders	Tuesday	03.11.09
Bid Opening Date	Wednesday	11.11.09
Bid Closing Date	Friday	13.11.09
Public Announcement of Exit Price/Rejection by the Acquirer of the Discovered Price	Tuesday	17.11.09
Final Settlement Date with the BSE For Shares in Dematerialised Form **	Wednesday	18.11.09
Date of Opening of the Offer for Public Shareholders holding Offer Shares in Physical Form to tender their Offer Shares **	Thursday	19.11.09
Last day for Public Shareholders holding Offer Shares in Physical Form to tender their Offer Shares	Thursday	03.12.09
Dispatch of consideration to Shareholders who have tendered Offer Shares in Physical Form	Tuesday	08.12.09

\* All dates are subject to change and are dependent on the Acquirer obtaining the requisite statutory and regulatory approvals. Change, if any, will be notified to shareholders by way of a corrigendum to the Public Announcement in the same newspapers where the Public Announcement is being issued.

\*\* Subject to the announcement of an Exit Price by the Acquirer.

#### 20. STATUTORY APPROVALS

- a. The Company has obtained the approval of the shareholders of the Company, by way of a special resolution, at its Extra Ordinary General Meeting held on December 19, 2008 for delisting the securities of the Company in accordance with the Guidelines.
- b. To the best of the Acquirer's knowledge, as on the date of the Public Announcement, no other statutory or regulatory approval is required to acquire the Offer Shares and implement the delisting Offer, other than, indicated above. However, for the acquisition of offered shares from non-resident public shareholders of the Company, the approval from the Reserve Bank of India may be required depending upon the exit price that is determined pursuant to the aforementioned process. If any other statutory or regulatory approval becomes applicable and if, for obtaining such approvals certain conditions are imposed, which the Acquirer considers in its sole discretion to be onerous, then the Acquirer reserves the right not to proceed with the Offer
- c. Non resident shareholders should enclose a copy of the original permission received by them from Reserve Bank of India (RBI) in relation to the acquisition of the shares tendered by them vide their Bids as well as the permission required, if any, in terms of the original permission, for tendering the said equity shares in the Offer. In case the requisite RBI permission is not submitted along with the Bid Form, the Acquirer reserves the right to reject such equity shares tendered in the Offer.
- d. If any statutory or regulatory approval becomes applicable, the acquisition of Offer Shares by the Acquirer and the delisting Offer will be subject to such statutory or regulatory approvals.
- e. It shall be the responsibility of the shareholders tendering Offer Shares in the delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the delisting Offer, and the Acquirer shall take no responsibility for the same. The shareholder should attach a copy of any such approval to the Bid Form, wherever applicable.

- f. In the event that receipt of the statutory/regulatory approvals are delayed, changes to the proposed timetable, if any, will be notified to shareholders by way of a corrigendum to the Public Announcement in the same newspapers where this statutory Public Announcement is being issued.
- g. The Acquirer reserves the right not to proceed with the delisting Offer in the event the approvals are not obtained.

## 21. TAX TO BE DEDUCTED AT SOURCE

All the Public Shareholders should be classified as resident and non-resident. The status as resident / non-resident is to be determined on the basis of criteria laid down in section 6 of the Income Tax Act, 1961 ("IT Act").

As per the provisions of the IT Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source. Since the consideration payable under the delisting offer would be chargeable as capital gains or as business profits (being shares of an Indian Company), the Acquirer ought to deduct tax at source at the applicable tax rate on the gross consideration payable to the following categories of shareholders:

- **Non-resident Indians ('NRI')**  
The Acquirer should deduct tax at source at the rate of 30% on the amounts payable to the shareholders ("shareholder consideration") in case of short-term capital gains or business profits, and at the rate of 20% in case of long-term capital gains.
- **Overseas Corporate Bodies ("OCB") / non-domestic companies**  
The Acquirer should deduct tax at source at the rate of 40% on the shareholder consideration in the case of short-term capital gains or business profits, and at the rate of 20% on the shareholder consideration in the case of long-term capital gains.
- **Foreign Institutional Investors ("FII")**  
As per the provisions of the IT Act, no deduction of tax at source is required to be made from any income by way of capital gains arising from the transfer of shares, payable to a FII.  
FII should certify their residential status with appropriate evidence in the bid form along with the fact whether the equity shares are held by them on investment/ capital account or on trade account. If the Equity Shares are held on trade account or if the FII fails to certify in the bid form that the equity shares are held by it on investment/ capital account, then the Acquirer should deduct tax at source from the shareholder consideration at the rate of 40% in case of a corporate FII Shareholder and 30% in case of non-corporate FII Shareholder.
- **Non-Resident Shareholders other than, NRIs, FIIs, non-domestic companies and OCBs (Other NR Persons)**  
The Acquirer should deduct tax at source at the rate of 30% on the shareholder consideration in the case of short-term capital gains or business profits, and at the rate of 20% in the case of long-term capital gains.
- **Resident Shareholder**  
No tax will be deducted at source on payment of shareholder consideration to resident Shareholders.
- Please note the withholding tax rates mentioned above is applicable where the seller furnishes the Permanent Account Number ("PAN") to the Acquirer. If the recipient does not furnish PAN to the Acquirer, tax will be deducted (with effect from 1 April, 2010) at the rates discussed above or at the rate of 20%, whichever is higher.
- Further, the rates as mentioned above shall be increased by applicable surcharge, education cess, secondary and higher education cess, as mentioned here-under:
  - i) Surcharge @2.5% of tax deducted at source is applicable during the financial year 2009-10, only if the recipient is a foreign company and the payment subject to tax deducted at source exceeds Rs. 1 crore.
  - ii) If the recipient is a non-resident (not being a foreign company), surcharge is not applicable during the financial year 2009-10.
- iii) Education cess, secondary and higher education cess is applicable during the financial year 2009-10 for the purpose of tax deduction at source if the recipient is a non-resident or a foreign company.
- Further, please note that the withholding tax implications on non-residents would depend on their country of residence. Should a person be a resident of a country, which has entered into a Double Taxation Avoidance Agreement ("DTAA") with India, such persons' tax liability in India would be modified by the provisions of such DTAA, in so far that they are more beneficial to them. Therefore, non-residents should enclose an apostilled copy of a certificate of tax residence issued by the tax authorities of their country of residence.
- Further, should the Shares be held by non-residents on trade account, they must enclose a certificate stating that they do not have a "permanent establishment" in India, in terms of the applicable DTAA.

- In the event the aforementioned categories of Shareholders require the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain an order from the income tax authorities under Section 197 of the Act, and submit the same to the Acquirer while submitting the Bid Form. On failure to produce such certificate from the income tax authorities, the Acquirer will deduct tax as mentioned in the foregoing paragraphs and a certificate in the prescribed form shall be issued to that effect.

Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective Assessing Officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The tax rate and other provisions may undergo changes.

## 22. COMPLIANCE OFFICER

The Compliance Officer of the Company is Mr. P.R. Sivasankar, Company Secretary, Vinay Cements Limited, Jindal Towers, Block A, 3<sup>rd</sup> Floor, 21/1A/3 Darga Road, Park Circus, Kolkata – 700 017, Tel: +91 33 40222121/22, Fax: +91 33 22900096, Email: pr.sivasankar@vinaycements.com

### REGISTRAR TO THE OFFER



MAHESHWARI DATAMATICS PVT. LTD.  
6 Mangoe Lane, (Surendra Mohan Ghosh Sarani), 2<sup>nd</sup> Floor  
Kolkata – 700 001  
West Bengal  
Tel : +91 33 22435809/22435029  
Fax: +91 33 22484787  
E-Mail: mdpl@cal.vsnl.net.in  
Website: www.mdpl.in  
Contact Person : Mr. S. Rajagopal

\* The Registration Certificate of Maheshwari Datamatics Pvt. Ltd. has expired on 31.08.09. However Maheshwari Datamatics Pvt. Ltd. has filed its renewal application with SEBI on 15.05.09 and the same is pending for renewal.

### MANAGER TO THE OFFER



SREI CAPITAL MARKETS LIMITED  
'Vishwakarma',  
86C, Topsia Road (South)  
Kolkata – 700 046  
West Bengal  
Tel : +91 33 3987 3845 / 3987 3810  
Fax: +91 33 3987 3861  
E-Mail: capital@srei.com  
Investors Grievance E-mail: scmlinvestors@srei.com  
Website: www.srei.com  
Contact Person : Mr. Manoj Agarwal

## 23. CLEARING HOUSE DISCLAIMERS

It is to be distinctly understood that the permission given by BSE to use their electronic automated facilities and infrastructure for "Online reverse book building facility for delisting of securities" should not in any way be deemed or construed that the compliance with various statutory and other requirements by VINAY CEMENTS LIMITED and the MANAGER TO THE OFFER etc, are cleared or approved by BSE; nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does BSE have any financial responsibility or liability nor does BSE take responsibility in any way for the financial or other soundness of the Company, its promoters or its management.

It is also to be distinctly understood that the approval given by BSE should not in any way be deemed or construed to mean that the Public Announcement has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted.

That every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE/Clearing House of BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through book building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Yours faithfully  
For Calcom Cement India Limited  
Sd/-

Date: 26.10.09

ENCLOSURES:

For Demat Shareholders

1. Bid Form
2. Bid Revision/Withdrawal form

For Physical Shareholders

1. Form of Acceptance (FOA)
2. Transfer deed

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Unless the context otherwise requires capitalized expressions in this Bid Form have the same meanings as defined in the Bid Letter

Bid Opens on : Wednesday, November 11, 2009  
Bid Closes on : Friday, November 13, 2009

BID FORM

For the tender of Equity Shares of Rs 10/- each of Vinay Cements Limited pursuant to the Delisting Offer by Calcom Cement India Limited (the Acquirer)

Application No. \_\_\_\_\_  
(leave blank - to be filled In by Trading Member)

1. Action to be taken

- 1.1 To submit bid(s) pursuant to the Bid Letter, complete this Bid Form by following the Instructions herein. Please also read the acknowledgements and authorizations in paragraph 3 below carefully as they contain acknowledgements and authorizations that you will be deemed to have made by your signature on this Bid Form.
- 1.2 You must have instructed the depository participant of the depository account in which your Shares are presently held to deposit your Shares into (or pledge your Shares In favour of) the correct Special Depository Account of the Trading Member in accordance with Box 5 before the Trading Member will tender your Shares pursuant to this Bid form. Please note that all such transfers should be in off-market mode. A photocopy or counterfoil of the delivery instructions to the depository participant of your depository account (duly acknowledged by such depository participant) crediting your Shares to the relevant Special Depository Account (Depository Participant Instruction) should be attached to your Bid Form.
- 1.3 If you are a Non-Resident shareholder, you should also enclose with your Bid Form a copy of the original permission which you received from the Reserve Bank of India and the additional consents and confirmations as referred to in the Bid Letter. If such permission is not enclosed with this Bid Form, your Bid may be treated as invalid.
- 1.4 The Form of Acceptance should be filled-up in English only.
- 1.5 Deliver this Bid Form with the necessary enclosures to the Trading member at any one of the Bid Centres of your choice set out In Clause 14(b) of the Bid Letter during the Bid Period. If you are a resident in an area where no bid centers are located, you may also submit your Bid Form by registered post (at your own risk and cost) with the envelope marked "Unit : Vinay Cements Limited – Delisting Offer" so as to ensure that your Bid form is delivered to: HSBC InvestDirect Securities (India) Ltd (formerly known as IL&FS Investsmart Securities Ltd.), Dhana Singh Processor Premises, JB Nagar, Andheri Kurla Road, Mumbai – 400059 before 3.00 p.m by November 13, 2009.
- 1.6 You may only submit a Bid If your shares are held in dematerialized form. If you do not hold shares in dematerialized form and you wish to submit a Bid, you should convert your shares into dematerialized form prior to submitting your Bid (for further information on how to do so, refer to Clause 13(d) of the Bid Letter).
- 1.7 Trading Member will enter Bids into electronic Bidding system provided by BSE and generate Transaction Registration Code (TRC). Bidding Shareholders shall request and collect TRC.
- 1.8 Please read the Bid Letter accompanying this Bid form, the terms of which form part of this Bid Form.

ACKNOWLEDGEMENT SLIP  
VINAY CEMENTS LIMITED – Delisting Offer  
BID FORM

Application No. \_\_\_\_\_

Received from Mr./Mrs./Ms./M/s. \_\_\_\_\_ a Bid Form offering \_\_\_\_\_ Equity Share(s) of VINAY CEMENTS LIMITED at a Bid Price of Rs. \_\_\_\_\_ per share to the Acquirer, together with photocopy/ counter foil of the Delivery instruction for the transfer/ pledge of such shares from account bearing:

Depository Participant Name :  
Depository Participant ID :  
Beneficiary ID  
Signature of Official  
Date of Receipt

Stamp of Collection Centre

2. How to complete this Bid Form

Box 1: Holder's details, please use BLOCK CAPITALS

Complete this box with the full name and address of the holder of the Shares. In the case of Joint holding, details of the first-named holder should be provided along with the names of other Joint holders.

<p>Sole / First- named holder:</p> <p>1. First Name _____</p> <p>Surname _____</p> <p>Address _____</p> <p>_____</p> <p>_____</p> <p>Telephone No. _____</p>	<p>Other Holder:</p> <p>2. First Name _____</p> <p>Surname _____</p> <p>3. First Name _____</p> <p>Surname _____</p>
--	--

Box 2 : Signatures

All holders must sign this box. You will also be deemed to be making the acknowledgements and authorizations set out in paragraph 3 below.

In case of Bodies Corporate, it should be signed by the Authorised Signatory and the copy of resolution should be attached along with the Form.

I/We offer to tender the number of Shares set out or deemed to be set out In Box 3 In accordance with, and on and subject to the terms and conditions herein, the Bid Letter and the Public Announcement.

PLEASE SIGN IN THE SPACE PROVIDED BELOW:

1. Name of First / Sole Holder ;	Signature :
2. Name of Other Holder :	Signature :
3. Name of Other Holder :	Signature :

Please Indicate the Shareholder Category in which you belong:

- Individual    HUF    Body Corporate    FI/Banks
- Mutual Funds    FII    Nri (non-repatriable)    NRI (repatriable)
- Others

Note: All future correspondence, If any, should be addressed to the Trading Member at the following Address:

HSBC InvestDirect Securities (India) Ltd  
(formerly known as IL&FS Investsmart Securities Ltd.)  
Dhana Singh Processor Premises  
JB Nagar, Andheri Kurla Road  
Mumbai – 400059  
Contact Person: Ms. Megha Parekh / Mr. Abhinay Chikne

### Box 3: Details of Bid

You should insert in Box 3 the number of shares you wish to tender and the price per share at which you are tendering your shares (your Bid Price). If your Bid Price is less than the floor price of Rs. 40.41 per share calculated in accordance with the Guidelines, you will be deemed to have tendered your Shares at Rs.40.41 per Share.

If the number of Shares inserted in this Box 3 is inconsistent with the number of shares deposited into (or pledged in favour of) the Special Depository Account pursuant to your instruction to your depository participant referred to in Box 5 below, the number of Shares set out in your Depository Participant instruction will to be the number of Shares tendered by you.

I/We hereby tender to the Acquirer the number of Shares specified below, at the Bid Price specified below:

	(In Figures)	(In Words)
No. of Equity Shares		
Bid Price per Equity Share (in Rs.)		

### Box 4 : Your depository participant's details

Only shareholders who hold their shares in dematerialized form may submit Bids. Please complete this Box 4 with the details of the depository account in which your shares are presently held.

I/We confirm that I/We hold my/our shares in dematerialized form. The details of my/our depository account and my/our depository participant's are as follows:

Depository Participants Name	
Depository Participants Identification Number	
Beneficiary ID Number	

### Box 5 : Depository Participant instruction

You must have instructed the depository participant of the depository account In which your shares are presently held to deposit your shares into (or pledge your shares In favour of) the special depository account of the Trading Member. Failure to credit your shares into the correct special depository account may result in rejection of your Bid.

I/We confirm that I/we have enclosed a photocopy / counter foil of my/our duly acknowledged delivery instructions to my/our depository participant, for crediting (or pledging) my/our shares to the special depository account of the Trading Member as detailed below:

Trading Member	Details
Special Depository Account Name	IL&FS Investmart Securities Ltd - Vinay Cements Limited - Delisting Escrow Account
Name of Depository Participant	IL&FS Securities Services Limited
Depository Participant Identification Number	IN300095
Client Identification No.	11456243
Depository	National Securities Depository Limited
ISIN No.	INE534C01016

### Box 6 : Bank Account Details

In order to avoid fraudulent encashment in transit, you may fill In Box 6 with details of the sole shareholder's bank account (or, in the case of joint holders, the first-name holder's bank account) and consideration payable will be paid by cheque or demand draft or Electronic Fund Transfer accordingly. If you do not fill in Box 6, consideration payable will be sent to the first/ sole shareholder at the address In Box 1 without such Bank details

Name of the Bank	
Branch	
City	
Account NO	
(Savings/ Current/ Other ) Please Specify	
MICR Code (Not Mandatory)	
IFSC Code (Not Mandatory)	

### 3. Acknowledgements and Authorizations

3.1 By signing Box 2 above, you will be deemed to have made each of the following acknowledgements and authorizations:

- a. That the shares which you are tendering herewith are free from Liens, charges and encumbrances of any kind whatsoever;
- b. That the Trading Member is authorized to tender your shares to the Acquirer on your behalf accordingly;
- c. That the Acquirer, Trading Member, Registrar to the Offer or Manager to the Offer may send by Registered Post/ UPC, at your risk, the draft / cheque, in full and final settlement of the amount due to you, and/ or other documents or papers or correspondence to the sole/ first holder at the relevant address mentioned in Box 1;
- d. That you understand and agree that the Acquirer is not bound to accept the Exit price
- e. That the Bid Letter is subject to, and the reverse book-building process will be conducted in accordance with the Delisting Guidelines and all applicable regulatory and government approvals, as detailed in the Bid Letter and the Public Announcement;
- f. That the consideration payable to you will be paid by the Acquirer only if your Bid is validly tendered in accordance with the Bid Letter and the Guidelines, if your Bid Price is at or below the Exit price accepted by the Acquirer and the required regulatory and statutory approvals are received;
- g. That by completing Box 5, you acknowledge and accept that your shares will remain in the special depository account until the acquisition of your share(s) by Acquirer in accordance with the terms of the Bid Letter or, if your Bid is not accepted for whatever reason, until the return of your shares following the Bid Closing Time;
- h. That if your Bid is not accepted for whatever reason; your shares will be credited back to your depository account as set out in Box 4;
- i. That your signature on your Delivery Instructions has been duly verified and attested by your depository participant as evidenced by your depository participant's stamp of acknowledgement;
- j. That the Acquirer, Trading Member, Manager to the Offer and Registrar to the Offer shall not be liable for any delay/ loss in transit resulting in any delayed receipt/ non-receipt by the Trading Member of your Bid Form or for the failure to deposit your shares to the special depository account due to inaccurate / incomplete particulars1 Instructions on your part, or for any other reason; and
- k. That the particulars given above are true and correct.

### 4. Checklist

Have you:

- Selected a Bid Centre through which you to submit your BM Form as mentioned Clause 14(b) of Bid letter.
- Completed Boxes 1 to 6?
- Ensured that your shares have been credited to (or pledged In favour of) the special depository account of the Trading Member to and attached a copy of your duly acknowledged /Counterfoil to your delivery instructions to your depository participant?

If so, you may submit your Bid Form to the Bid Centre of your choice or post your Bid Form in accordance with the instructions in paragraph 1.5 above.

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

Unless the context otherwise requires capitalized expressions in this Bid Form have the same meanings as defined in the Bid Letter

Bid Opens on : Wednesday, November 11, 2009  
Bid Closes on : Friday, November 13, 2009

**REVISED BID / WITHDRAWAL FORM**

For the tender of Equity Shares of Rs 10/- each of Vinay Cements Limited Pursuant to the Delisting Offer by Calcom Cement India Limited (the Acquirer)

Application No. \_\_\_\_\_  
(leave blank - to be filled In by Trading Member)

**1. Actions to be taken**

- 1.1 To submit a revised bid/ Withdrawal pursuant to Clause 15(c) of the bid letter complete this revised bid/ withdrawal form as per instructions herein.
- 1.2 You must submit this Revised Bid / Withdrawal Form to the Trading Member at Bid Centre where original Bid Form was submitted. Please ensure that you bring a copy of the acknowledgement slip relating to your previous Bid.
- 1.3 Please note that the following information contained in your original Bid Form will remain valid and apply to your Revised Bid:  
(a) Shareholder's details (b) Depository Participant's details (c) Your Bank Account details and (d) Your acknowledgements and authorizations
- 1.4 Trading Member will enter Bids into electronic Bidding system provided by BSE and generate Transaction Registration Code (TRC). Bidding Shareholders shall request and collect TRC.

**2. Acknowledgement & Authorizations**

By signing Box 1 below, you will be deemed to have made each of the following additional acknowledgements and authorisations;

- That any offer you have made in any Bid Form or Revised Bid Form submitted prior to the date of this Revised Bid Form is hereby revoked;
- That the authorizations and acknowledgements contained in your original Bid Form remain valid mutatis mutandis; and
- That the particulars given in the Revised Bid / Withdrawal Form are true and correct.

**ACKNOWLEDGEMENT SLIP  
VINAY CEMENTS LIMITED – Delisting Offer  
REVISED BID / WITDRAWAL FORM**

Application No. \_\_\_\_\_

Received from Mr./Mrs./Ms./M/s. \_\_\_\_\_ a Revised Bid/Withdrawal Form offering \*  
\_\_\_\_\_ Equity Share(s) of VINAY CEMENTS LIMITED at a Bid Price of Rs. \_\_\_\_\_ per share to the Acquirer, together with  
photocopy/ counter foil of the Depository Participant instruction for the transfer/ pledge of such shares from account bearing:

Depository Participant Name :  
Depository Participant ID :  
Beneficiary ID  
Signature of Official  
Date of Receipt

(\* For withdrawal indicate 0 "Zero")

Stamp of Collection Centre

## 2. How to complete this Revised Bid/Withdrawal Form

### Box 1 : Signatures

I/We hereby revoke any offer I/We have made in any Bid Form or Revised Bid Form submitted prior to the date of this Revised Bid / Withdrawal Form in respect of my/our Shares. I/We hereby make a new offer to tender the number of Shares set out or deemed to be set out in Box 3 In accordance with, and on and subject to the terms and conditions herein and in the Bid Letter.

PLEASE SIGN IN THE SPACE PROVIDED BELOW:	
1. Name of First / Sole Holder ;	Signature :
2. Name of Other Holder :	Signature :
3. Name of Other Holder :	Signature :

### Box 2 : Details of Previous Bid

The details of my/our previous Bid in force prior to the date of this Revised Bid / Withdrawal Form are specified below:

	(In Figures)	(In Words)
No. of Equity Shares*		
Bid Price per Equity Share (in Rs.)		
Original Transaction Registration Code		

### Box 3 : Details of Revised Bid

I/WE hereby tender to the Acquirer the number of shares specified below, at the bid price specified below:

	(In Figures)	(In Words)
No. of Equity Shares		
Bid Price per Equity Share (in Rs.)		

\*(For withdrawal indicate 0 "zero")

### 3. Checklist

Have you:

- Provided a copy of the acknowledgement slip relating to your previous bid?
- Completed boxes 1 to 3 where applicable?
- Ensured that if you have increased the number of Equity Shares tendered in your previous Bid, you have attached a copy of your duly acknowledged delivery instructions to your depository participant in respect of your additional Equity Shares?

If so, you may submit your Revised Bid/ Withdrawal Form to the Trading Member at the Bid Centre where original bid was submitted.

Note: All future correspondence, If any, should be addressed to the  
Trading Member at the following Address:  
HSBC InvestDirect Securities (India) Ltd  
(formerly known as IL&FS Investsmart Securities Ltd.)  
Dhana Singh Processor Premises  
JB Nagar, Andheri Kurla Road  
Mumbai – 400059  
Contact Person: Ms. Megha Parekh / Mr. Abhinay Chikne

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Unless the context otherwise requires, capitalized expressions in this Acceptance Form have the same meanings as defined in Bid Letter dated October 26, 2009 and Public Announcement Published on October 26, 2009 for acquiring Equity Shares in Vinay Cements Limited pursuant to Delisting Offer.

### FORM OF ACCEPTANCE FOR SHAREHOLDER HOLDING SHARES IN PHYSICAL FORM

In relation to the Delisting Offer made by Calcom Cement India Limited (hereinafter referred to as the "Acquirer") to acquire Equity Shares of Vinay Cements Limited at the Exit Price.

Maheshwari Datamatics Pvt. Ltd.  
must receive this Form of  
Acceptance by December 3, 2009

#### 1. Action to be taken

- 1.1 To accept the offer pursuant to the Bid Letter, complete this Acceptance Form by following the instructions herein. Please also read the Acknowledgements and Authorizations in paragraph 3 below carefully as they contain acknowledgements and authorizations that you will be deemed to have made by your signature to this Acceptance Form.
- 1.2 You must enclose with this Acceptance Form your original share certificate(s) and valid share transfer form(s) (in respect of those shares set out in box 3) duly signed by the registered shareholder (or, in the case of joint holdings, all registered shareholders) as transferor(s) in accordance with the specimen signatures registered with the Company and duly witnessed.
- 1.3 The Form of Acceptance should be filled in English only.
- 1.4 Please hand deliver or send by registered post / courier this Acceptance Form with the necessary enclosures at your own risk to: the Registrar to the Offer, Maheshwari Datamatics Pvt. Ltd., 6 Mangoe Lane, (Surendra Mohan Ghosh Sarani), 2nd Floor Kolkata – 700 001, West Bengal, India, Tel : +91 33 22435809/22435029, Fax: +91 33 22484787, E-Mail: mdpl@cal.vsnl.net.in clearly marking the envelope "Vinay Cements Limited - Delisting Offer" so as to reach by December 3, 2009 during business hours.

Business Hours : Monday to Friday : 10.00 AM to 1.00 PM and 2.00 PM to 5.00 PM

Holidays : Saturday, Sunday and Bank Holiday

- 1.5 Please read the Bid Letter accompanying this Acceptance Form, the terms of which are incorporated in and form part of this Acceptance Form.

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ACKNOWLEDGEMENT SLIP  
VINAY CEMENTS LIMITED - Delisting Offer  
FORM OF ACCEPTANCE

Registered Folio No. \_\_\_\_\_

Received From Mr./Mrs./Ms./M/s. \_\_\_\_\_

- a) A duly completed acceptance form
- b) \_\_\_\_\_ Share Certificate(s) for \_\_\_\_\_ Equity Share(s) Rs. 10.00 each of Vinay Cements Limited and
- c) Signed share transfer deed

Signature of Official :

Date of receipt :

## 2. How to complete this Acceptance Form

### Box 1 : Holder's details, Please use BLOCK CAPITALS

Complete this box with the full name and address of the holder of the Shares. In the case of joint holding, details of the first-named holder should be provided along with the names of other joint holders.

<b>Sole / First- named holder:</b> 1. First Name _____ Surname _____ Address _____ _____ _____ Telephone No. _____	<b>Other Holder:</b> 2. First Name _____ Surname _____  3. First Name _____ Surname _____
--	--

### Box 2 : Signatures

In case of joint holdings, all holders must sign this box. By your signature in this Box 2, you will also be deemed to be making the acknowledgements and authorizations set out in paragraph 3.1 below.

I/We refer to the Bid Letter dated October 26, 2009 to acquire my/our equity shares in Vinay Cements Limited. I/We accept the offer in respect of my/our shares set out in box 3 below, in accordance with and subject to the terms and conditions herein and the said Bid Letter.

PLEASE SIGN IN THE SPACE PROVIDED BELOW:	
1. Name of First / Sole Holder ;	Signature :
2. Name of Other Holder :	Signature :
3. Name of Other Holder :	Signature :

### Box 3. Details of shares held in physical form

You should insert in Box 3 the number of Shares in respect of which you accept the Offer. If the details inserted in this Box 3 are inconsistent with any of your original share certificate(s) or your share transfer form enclosed with this Acceptance Form, your original share certificate(s) and your share transfer form will be deemed to state the correct details of your shares and the number of shares which are the subject of this Offer respectively.

Registered Folio No: \_\_\_\_\_

Sl. No.	Share Certificate No.	Distinctive No.		No. of Shares
		From	To	
1.				
2.				
3.				
4.				
5.				
6.				
Total No. of Equity Shares				

(If the space provided is inadequate please attach a separate continuation sheet)

Note : All future correspondence, if any, should be addressed to  
Registrar to the Delisting Offer at the following address :  
MAHESHWARI DATAMATICS PVT. LTD.

Unit – Vinay Cements Limited  
6 Mangoe Lane, (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata – 700 001, West Bengal , India  
Tel : +91 33 22435809/22435029 Fax: +91 33 22484787  
E-Mail: mdpl@cal.vsnl.net.in Website: www.mdpl.in  
Contact Person : Mr. S. Rajagopal

#### Box 4: Bank Account Details

In order to avoid fraudulent encashment in transit, you may fill in Box 4 with details of the sole shareholder's bank account (or, in the case of joint holders, the first-name holder's bank account) and the consideration payable will be paid by Cheque or Demand Draft or Electronic Fund Transfer accordingly. If you do not fill in Box 4, the consideration payable will be sent to the first/sole shareholder at the address in Box 1 without such details:

Name of the Bank	
Branch	
City	
Account No	
{Saving/Current/Others (please Specify)}	
MICR Code: (Not mandatory)	
IFSC Code : (Not mandatory)	

#### 3. Acknowledgements and Authorizations

3.1 By signing Box 2 above, you will be deemed to have made each of the following acknowledgements and authorizations:

- (a) that the Shares for which you are accepting the offer are free from liens, charges and encumbrances of any kind whatsoever;
- (b) That the original share certificate(s) and signed transfer form(s) will be held on trust for you by the Registrar until such time as the consideration is payable or, if the acceptance form is not valid for any reason, until such time as the original share certificate(s) is/are dispatched to you;
- (c) That the Acquirer, Manager to the Offer and Registrar to the Offer shall not be liable for any delay/ loss in transit resulting in delayed receipt/non-receipt of your Acceptance Form or for any other reason;
- (d) That the Acquirer, Registrar or any person authorized by the Acquirer or Registrar may send by Registered Post/UCP, at your risk, the pay order/draft/cheque or through Electronic Fund Transfer, in full and final settlement of the amount due to you, and/or other documents or papers or correspondence or rejections of acceptance of tendered shares, if any to the sole/first holder at the relevant address mentioned in Box 1;
- (e) That the Bid letter and this Acceptance Form are subject to the Guidelines and all applicable regulatory and government approvals, as detailed in the Bid Letter, and that the Acquirer reserves the right not to proceed with the Offer in the event that such approvals are not obtained, or conditions which the Acquirer considers in its sole discretion to be onerous are imposed in respect of such approvals;
- (f) That the particulars given above are true and correct.

#### 4. Checklist

Have you

- Completed boxes 1 to 4 ?
- Ensured that you have completed and enclosed your share transfer form duly signed by the registered shareholder (or, in the case of joint holdings, all registered shareholders) as transferor(s) in accordance with the specimen signatures registered with the Company and your signature(s) has/have been duly witnessed ?
- Ensured that you have enclosed your original share certificate(s).

If so, you may submit your Acceptance Form to the Registrar to the Offer in accordance with the instruction in paragraph 1.4 above ?

Please note that no share transfer stamps are to be affixed by the transferee.

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