

POST OFFER PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF CHETTINAD CEMENT CORPORATION LIMITED

(Registered Office: "Rani Seethai Hall Building", No. 603, Anna Salai, Chennai - 600 006, India
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This public announcement ("Post Offer PA") is being issued by Chettinad Holdings Private Limited (the "Acquirer") to the equity shareholders of Chettinad Cement Corporation Limited ("Company"), and is in continuation of, and should be read in conjunction with, the original Public Announcement ("Original PA") dated February 23, 2013 and the Letter of Offer dated March 01, 2013 ("Offer Letter"). This Post Offer PA is being issued in accordance with Regulation 18 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended till date ("Delisting Regulations"), in respect of the proposed acquisition and voluntary delisting of equity shares of the Company from the National Stock Exchange of India Limited ("NSE") and the Madras Stock Exchange Limited ("MSE"), and withdrawal of the permitted to trade status from the Bombay Stock Exchange / BSE Limited ("BSE") (the "Delisting Offer").

Capitalised terms used but not defined in this Post Offer PA shall have the same meaning assigned to them as in the Original PA and the Offer Letter.

The Acquirer issued the Original PA seeking to acquire, in accordance with the Delisting Regulations, and on the terms and conditions set out therein and in the Offer Letter, up to 44,16,421 equity shares representing 11.56% of the paid-up equity share capital of the Company from the Public Shareholders. The Public Shareholders holding equity shares of the Company were invited to submit Bids pursuant to a Reverse Book Building ("RBB") process made available through the electronic system of the BSE during the Bid Period (March 15, 2013 to March 21, 2013), in accordance with the Delisting Regulations.

1. DISCOVERED AND EXIT PRICE

In terms of Regulation 15(1) (read with Schedule II) of the Delisting Regulations, the Discovered Price (i.e., the price at which maximum number of equity shares were tendered by the Public Shareholders) determined through the RBB process is ₹ 700 (Rupees Seven hundred only) per equity share. The final price fixed by the Acquirer for accepting the shares successfully tendered in the Delisting Offer is ₹ 720 (Rupees Seven Hundred and Twenty Only) per Equity Share (the "Exit Price").

2. SUCCESS OF THE DELISTING OFFER AND EXIT PRICE

2.1. In terms of Regulation 17 of the Delisting Regulations, the Delisting Offer would be deemed to be successful only if a minimum number of 22,08,211 (Twenty Two lakhs Eight thousand Two hundred and Eleven) shares are validly tendered and acquired in the Delisting Offer at prices up to or equal to the Exit Price. 23,06,702 (Twenty Three lakhs Six thousand Seven hundred and Two) Equity Shares have been validly tendered at or below the Exit Price which is higher than the minimum number of shares to be acquired in this Delisting Offer, as mentioned above.

2.2. The Acquirer has fixed the Exit Price at ₹ 720 (Rupees Seven hundred and twenty only) per equity share and shall acquire all Equity Shares validly tendered by public shareholders through valid bids at or below the Exit Price. Thus, the Acquirer will acquire 23,06,702 (Twenty Three lakhs Six thousand Seven hundred and Two) Equity Shares validly tendered in the Delisting Offer constituting 6.04% of the paid up equity share capital of the Company. Post the acceptance of the equity shares validly tendered in the Delisting Offer at or below the Exit Price and completion of the acquisition, the shareholding of the Acquirer and the Promoter / Promoter Group shall exceed the minimum number of equity shares required for the Delisting Offer to be successful in terms of Regulation 17 of the Delisting Regulations. The Delisting Offer is thus successful.

2.3. All the Public Shareholders of the Company who have validly tendered their equity shares at or below the Exit Price through valid Bids will be paid the consideration at the Exit Price of ₹ 720 (Rupees Seven hundred and twenty only) per equity share. The last date for dispatch of consideration to all Public Shareholders whose Bids have been accepted will be April 08, 2013. Tax at source for the non-resident Public Shareholders will be deducted, as applicable, in accordance with paragraph 21 of the Original PA.

2.4. The equity shares of the Public Shareholders whose Bids have been rejected in the RBB process will be returned to them. The last date for dispatching the share certificates in case of physical shares and for the credit of shares to the respective beneficiary accounts in case of dematerialised shares will be April 08, 2013. The Public Shareholders holding Equity Shares in dematerialized form are advised to check their demat accounts to confirm receipt of the equity shares tendered.

2.5. Subsequently, the Company will initiate the necessary steps to delist its equity shares from the NSE and MSE, and to withdraw the permitted to trade status from BSE. The Company shall announce the delisting date in the same newspapers in which the Original PA and this Post Offer PA has appeared.

3. OUTSTANDING EQUITY SHARES AFTER DELISTING

3.1. All Public Shareholders of the Company who did not or were not able to participate in the RBB process or who unsuccessfully tendered their equity shares in the RBB process, will be able to offer their equity shares to the Acquirer at the Exit Price during a period of twelve (12) months following the date, being the later of, the date of delisting of the Equity Shares from the NSE and the MSE, and the withdrawal of the permitted to trade status from the BSE. A separate letter of offer in this regard will be sent to these remaining Public Shareholders and they will be required to submit the requisite documents to the Registrar to the Offer within the stipulated time as set out in such letter of offer.

3.2. All other terms and conditions set forth in the Original PA and the Offer Letter remain unchanged. This Post Offer PA is issued on behalf of the Acquirer in terms of Regulation 18 of the Delisting Regulations. All queries may be directed to the Manager to the Offer or the Registrar to the Offer.

MANAGER TO THE DELISTING OFFER



ICICI Securities Limited

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Email: chettinad.delisting@icicisecurities.com

Contact Person: Mr. Vishal Kanjani / Ms. Neha Verma

SEBI Registration No.: INM000011179

REGISTRAR TO THE DELISTING OFFER



Integrated

since 1974

Investments Simplified

Integrated Enterprises (India) Limited

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Contact Person: Mr. K Balasubramanian

SEBI Registration No.: INR000000544

Signed for and on behalf of Chettinad Holdings Private Limited

Sd/-

Mr. V. Chandramouleeswaran

Director

Sd/-

Mr. B. Renganathan

Director

Sd/-

Mr. SPK. Chidambaram

Director

Date : March 23, 2013

Place: Chennai

PRESSMAN