

ND/SY/7505

18th January 2016

National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor
Plot No. C-1, G Block
Bandra Kurla Complex,
Bandra (East), Mumbai-400051
NSE Scrip Code- DALMIABHA

The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400001

BSE Scrip Code -DALMIABHA (533309)

BY EMAIL

Dear Sirs,

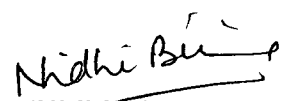
Re: Notice of Extra-ordinary General Meeting

Pursuant to Clause 29 read with Schedule III of the Listing Agreement, we wish to inform you that an Extra-ordinary General Meeting of the Company is scheduled to be held on 11-2-2016 to consider the Resolutions set out in the attached Notice issued to the shareholders of the Company.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Dalmia Bharat Limited


(Nidhi Bisaria)
Company Secretary

Encl: as stated

Dalmia Bharat Limited

11th & 12th Floors, Hansalaya Building, 15, Barakhamba Road, New Delhi-110 001, India
t 91 11 23465100 f 91 11 23313303 w www.dalmiabhl.com CIN : L40109TN2006PLC058818
Registered Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu-621 651, India
A Dalmia Bharat Group company, www.dalmiabharat.com

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram - 621 651, Distt. Tiruchirapalli, Tamil Nadu)

Phone No. 04329-235132 Fax No. 04329-235111

CIN L40109TN2006PLC058818 Website: www.dalmiabl.com

1. Name and Registered Address of the sole/first named Shareholder :
2. Name(s) of the Joint Shareholder(s), if any :
3. Registered Folio No./ DP ID No./ Client ID No. :
4. Number of share(s) held :

Dear Shareholder(s):

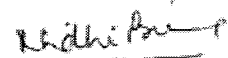
Please find enclosed the Notice convening the Extra-ordinary General Meeting of Dalmia Bharat Limited (the Company) to be held on Thursday, the 11th day of February, 2016 at 10.30 a.m. at the High School Auditorium at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu.

The Company is offering remote e-voting facility to its Members enabling them to cast their votes electronically in respect of business to be transacted in the Extra-ordinary General Meeting of the Company. The Company has appointed Karvy Computershare Private Limited ('KCPL' 'Karvy' or 'Service Provider') for facilitating the e-voting process to enable the Members to cast their votes electronically pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

EVEN (E voting Event Number)	USER ID	PASSWORD/PIN
2233		

In this regard, please turn over for detailed process and manner of e-voting.

For Dalmia Bharat Limited



(Nidhi Bisaria)
Company Secretary

1. The instructions for remote e-voting are as under:

A In case a Member receives the notice convening the Extra-ordinary General Meeting (EGM) through an email from Karvy [for members whose email IDs are registered with the Company/Depository Participant(s)]:

- i. Launch internet browser by typing the following URL: <http://evoting.karvy.com>.
- ii. Enter the login credentials (i.e., User ID and password mentioned overleaf). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. First time users will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e. "Dalmia Bharat Limited."
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" then such electronic vote shall be treated as "ABSTAIN/INVALID" and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote for any specific item it will be treated as "abstained".
- x. Cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the all Resolution(s).
- xii. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at E-mail ID: rvs.pcs@gmail.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name and EVENT NO."

B In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

- i. User ID and initial password as provided overleaf.
- ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.

C. In case a person becomes a member of the Company after the dispatch of EGM Notice but on or before the cut off date i.e. 4-2-2016, the member may write to the Karvy on the email Id varghese1@karvy.com or to Mr. P.A. Varghese, Contact No. 040-67162222, at (Unit: Dalmia Bharat Limited) Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, requesting for the User ID and Password. After receipt of the same, please follow all the instructions from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.

2. The remote e-voting period commences on Monday, the 8th February, 2016 (9:30 am) and ends on Wednesday the 10th day of February, 2016 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being 4-2-2016 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently. Further, the shareholders who have casted their vote electronically may participate in the EGM but shall not be allowed to vote again.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel. No. 18003454001 (toll free).
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4-2-2016.
6. The Board of Directors has appointed **Mr. R. Venkatasubramanian, Practicing Company Secretary**, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
7. The members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the EGM through Physical Ballot for all businesses specified in the accompanying Notice.
8. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 3 days of the conclusion of the EGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and handover the same forthwith to the Chairman or a person authorized by him in writing who shall countersign the same.
9. The Results shall be declared forthwith by the Chairman or a person authorized by him in writing and the Resolutions will be deemed to be passed on the EGM date subject to the requisite number of votes in favour of the Resolution(s).
10. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.dalmiabhl.com and on the website of Karvy, <https://evoting.karvy.com> within 48 hours from the declaration of results of voting and shall also be communicated to the Stock Exchanges where the Company's shares are listed as also displayed in the Notice Board at the Registered Office of the Company.

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram – 621 651, Distt.Tiruchirapalli, Tamil Nadu)
Phone No. 04329-235132 Fax No. 04329-235111
CIN L40109TN2006PLC058818 Website: www.dalmiabhl.com

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of the Company will be held in the High School Auditorium at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirapalli, Tamil Nadu, on Thursday, the 11th day of February, 2016 at 10.30 a.m. to transact the following business:

SPECIAL BUSINESS

1. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

“ **RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals as may be required under this Act, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any person and/or to acquire by way of subscription, purchase or otherwise the securities of any body corporate of such amount as may be decided by the Board notwithstanding the fact that the overall investments, loans granted and securities furnished put together with the existing investments, loans granted and securities furnished does not exceed the maximum aggregate limit of ₹ 3,000,00,00,000 (Rupees three thousand crore) at any point of time.”

2. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“ **RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“**Companies Act**”) read with the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act 2013), various rules, circulars, press notes, clarification issued by Foreign Investment Promotion Board (“**FIPB**”), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”) and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“**SEBI**”) (“**SEBI Regulations**”), the Reserve Bank of India (“**RBI**”) and the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”) and enabling provisions of the Memorandum and Articles of Association of Dalmia Bharat Limited (“**Company**”) and the Listing Agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of FIPB, SEBI, the Stock Exchanges and other appropriate authorities, including RBI, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot up to 75,00,000 (Seventy five lakh) equity shares of face value of ₹ 2/- (Rupees Two) each (“**Equity Shares**”) fully paid up, on a preferential basis to KKR Mauritius Cement Investments Ltd. (“**Investor**”), (a non-promoter company, having its office at c/o CITCO (Mauritius) Limited, 4th Floor, Tower A, 1 CyberCity, Ebene, Mauritius, holding SEBI registration number B-094994C1/GBL, having PAN AADCK9761E), for consideration other than cash (i.e. swap of shares of Dalmia Cement (Bharat) Limited with equity shares of the Company) and based on the valuation report obtained by the Company in accordance with the applicable law, at such price being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.”

“ **RESOLVED FURTHER THAT** the Board is hereby authorised to create, offer, issue and allot up to 75,00,000 (Seventy five lakh) equity shares of ₹ 2/- (Rupees Two) each fully paid up, on a preferential basis to the Investor and that upon receipt of such non-cash consideration by the Company from the Investor (i.e. swap of existing shares of Dalmia Cement (Bharat) Limited) based on the valuation report obtained by the Company in accordance with applicable law including section 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules 2014, the full consideration payable by the Investor in relation to the 75,00,000 (Seventy five lakh) equity shares of ₹ 2/- (Rupees Two) each shall be deemed to be received by the Company in accordance with all applicable laws.”

“ **RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the issue of Equity Shares is 12th January 2016 which is the date falling 30 (Thirty) days prior to the date of this Extraordinary General Meeting and the floor price so calculated is ₹ 816/- (Rupees Eight Hundred Sixteen).”

- “ **RESOLVED FURTHER THAT** the equity shares to be allotted to the Investor pursuant to the aforesaid preferential allotment shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of ₹ 2/- (Rupees Two) each of the Company, subject to lock-in as per requirements of SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.”
- “ **RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.”
- “ **RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions Chapter VII of the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.”
- “ **RESOLVED FURTHER THAT** subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investor, as may deem expedient.”
- “ **RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”
- “ **RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

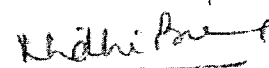
3. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

- “ **RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to alter the existing Articles of Association of the Company by incorporating a new Article 40A in the existing Articles of Association of the Company, reading as under: -

Transfer of shares by Investor

40 A. So long as KKR Mauritius Cement Investments Ltd. (“Investor”) holds any equity shares of the Company, the Investor undertakes not to transfer any equity shares of the Company on terms inconsistent with the terms and conditions agreed between the Investor and the Company.”

By Order of the Board



(Nidhi Bisaria)
Company Secretary

Place : New Delhi.
Dated: 15-1-2016

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote, on a poll, in his/her stead. Proxy form, duly completed, should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
3. Members are requested to notify immediately the change in their address, if any, to the Registrars and Share Transfer Agents/Registered Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio number is quoted in all correspondence.
4. In view of the "Green Initiative in Corporate Governance" introduced by the Ministry of Corporate Affairs, Government of India, vide its Circular No. 17/2011 dated 21.4.2011, *all members who are holding shares of the Company in physical mode*, are requested to register their e-mail IDs and consents to receive the future notices and annual reports by e-mail, so as to enable the Company to send all notices/ reports/ documents/ intimation and other correspondences etc. through e-mails., i.e., in electronic mode instead of sending physical copies of the same. Members holding shares in demat mode, who have not registered their e-mail IDs with DPs, are requested to register/update their e-mail IDs with their respective DPs.
5. The Company has made arrangements with M/s Karvy Computershare Private Limited for providing remote e-voting facility through electronic means the details of which are mentioned on the reverse of the covering letter.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days, up to the date of the Extra-ordinary General Meeting of the Company.
7. Dalmiapuram can be reached by taking a Bus (Route No. 91 from Chattram Bus stand, Tiruchirapalli or by any Bus going to Ariyalur or Chidambaram or Jayamkundan from the Central Bus Stand, Tiruchirapalli.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The provisions of section 186 of the Companies Act, 2013 provide that the Board of Directors of a Company can advance any loan, furnish any guarantee and security made to any person in connection with a loan advanced to such person by any other person, including employees, and make investment in securities of any other body corporate, within the limits of 60% (Sixty percent) of the Paid up Capital and Free Reserves inclusive of Securities Premium Account or 100% (Hundred Percent) of the free reserves inclusive of Securities Premium Account, whichever is higher. These limits can be exceeded provided the shareholders by way of a Special Resolution permit the Board for such purposes.

Members are informed that the existing limits laid down by the Shareholders of the Company pursuant to Section 186 of the Companies Act, 2013 is ₹12,00,00,00,000 (Rupees Twelve hundred crore), which was approved by the shareholders by a Postal Ballot the results of which were announced on 8th September, 2014. The Board of Directors have approved the proposal for making further investment in shares of Dalmia Cement (Bharat) Limited (a subsidiary of the Company, in which the Company already holds 85% (eighty five percent) of the share capital), which when aggregated with the existing investments would exceed the earlier limit of ₹ 1,200,00,00,000 (Rupees Twelve hundred crore) sanctioned by the shareholders. Consequentially, the Company is approaching its shareholders for seeking permission to enhance the limit of investment to ₹ 30,00,00,00,000 (Rupees Three thousand crore) from the existing limit of ₹ 1,200,00,00,000 (Rupees Twelve hundred crore) by passing a Special Resolution at the Extra-ordinary General Meeting, as a matter of abundant caution. The proposed investment in Dalmia Cement (Bharat) Limited would make it a wholly owned subsidiary of this Company.

In view of the above, the Board commends the Resolution for being passed by the Shareholders.

No Director or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the aforesaid Resolution.

Item No. 2

In order to avail of various opportunities for further growth of the Company and with a strategic view to consolidate the Company's shareholding in Dalmia Cement (Bharat) Limited ("DCBL"), its subsidiary (in which the Company presently holds 85% (Eighty five percent) of the total paid-up share capital), the Company wishes to acquire 3,79,19,005 (Three crore seventy nine lakh nineteen thousand and five) equity shares of DCBL representing 15% (Fifteen percent) of the equity share capital of DCBL.

In this regard, shareholders are informed that the Company has entered into an agreement with KKR Mauritius Cement Investments Ltd. ("Investor") for acquisition of 3,79,19,005 (Three crore seventy-nine lakh nineteen thousand and five) equity shares of Rs. 10/- (Rupees Ten) each of Dalmia Cement (Bharat) Limited representing 15% (fifteen percent) stake of that company, which is presently held by the Investor. The composite consideration for acquisition of 3,79,19,005 (Three crore seventy-nine lakh nineteen thousand and five) equity shares of DCBL by the Company will comprise of: (i) Rs. 600,00,00,000

(Rupees Six hundred crore) payable by the Company (or any of the Company's wholly-owned subsidiaries) to the Investor; and
(ii) 75,00,000 (Seventy five lakh) fully paid up Equity Shares of face value of Rs. 2 (Rupees Two) each of the Company to be issued by the Company to the Investor, on a preferential basis.

The allotment of the aforesaid Equity Shares by the Company to the Investor will be on private placement basis at a price of Rs. 825/- (Rupees Eight Hundred Twenty Five) per equity share, which is done for a consideration other than cash and based on the valuation report obtained by the Company.

Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution to the Investor, (a non-promoter company, having its office at c/o CITCO (Mauritius) Limited, 4th Floor, Tower A, 1 CyberCity, Ebene, Mauritius, holding SEBI registration number B-094994C1/GBL, having PAN AADCK9761E, which shall result in issuance of up to 75,00,000 (Seventy five lakh) further equity shares of the Company, on a preferential basis and would not result in any inflow of funds.

Section 62 of the Companies Act, 2013 and the provisions of the Listing Agreement provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Investor who is not an existing member of the Company. Since the proposed Special Resolution would result in issue of Equity Shares of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Sections 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement.

The Equity Shares allotted would be listed on BSE and NSE. The issue and allotment would be subject to the availability of regulatory approvals, if any. In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

i. The Objects of the issue through preferential offer:

To acquire further stake in the share capital of Dalmia Cement (Bharat) Limited in order to make the said Company a wholly owned subsidiary of this Company.

ii. The intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:

The Preferential offer is not being made in favour of any of the Promoters, Directors or Key Management Personnel of the Company.

iii. Relevant Date:

The Relevant Date as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as 12th January, 2016 i.e. the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting to approve the proposed preferential issue, in terms of Sections 42 and 62 of the Companies Act, 2013.

iv. Pricing of Preferential Issue:

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76 of the Regulations. Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Equity Shares of the Company on both the stock exchanges will be considered to determine the highest trading volume for computation of issue price.

v. Identity of the proposed allottees:

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee is as follows:

Identity of Proposed allottees	Ultimate Beneficial Owner	Category	Pre-Issue Holding	No of equity shares to be allotted	Issue Price (Rs.) of equity shares	Post-issue holding	% Post-issue holding
Name KKR Mauritius Cement Investments Ltd. SEBI Registration No. B-094994C1/GBL PAN: AADCK9761E	KKR Mauritius Cement Investments Ltd.	Limited Liability Company	NIL	75,00,000	825/-	75,00,000	8.45%

vi. Identity and Particulars of the Proposed Allottee:

The proposed allottee, KKR Mauritius Cement Investments Ltd. ("Investor"), a non-promoter company, having its office at c/o CITCO (Mauritius) Limited, 4th Floor, Tower A, 1 CyberCity, Ebene, Mauritius, holding SEBI registration number B-094994C1/GBL, having PAN AADCK9761E.

vii. Shareholding Pattern pre and post preferential offer:

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares are given below:

Sl. No.	Category of Shareholder	Pre-Preferential Issue Shareholding (31-12-2015)		Post-Preferential Issue Shareholding (Proposed) (After allotment of equity shares)	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Shareholding of Promoter and Promoter Group				
1	Indian	50982341	62.74	50982341	57.44
2	Foreign	0	0.00	0	0.00
	Total shareholding of Promoter and Promoter Group (A)	50982341	62.74	50982341	57.44
B	Public Shareholding				
1	Institutions				
(a)	Mutual Funds	3354667	4.13	3354667	3.78
(b)	Insurance Companies	0	0.00	0	0.00
(c)	Financial Institutions/ Banks	694469	0.85	694469	0.78
(d)	Venture Capital Funds	0	0.00	0	0.00
(e)	Foreign Portfolio Investors/FII's	6766078	8.33	6766078	7.62
(f)	Central Government /State Government	128155	0.16	128155	0.14
	Sub-Total (B)(1)	10943369	13.47	10943369	12.33
2	Non-Institutions				
(a)	Bodies Corporate	3536106	4.35	11036106	12.43
(b)	Individuals	11833249	14.57	11833249	13.33
(c)	NRI	519505	0.64	519505	0.59
(d)	Qualified Foreign Investor	0	0.00	0	0.00
(e)	Others				
	NBFCs registered with RBI	5864	0.01	5864	0.01
	Trusts	3180353	3.91	3180353	3.58
	Clearing Members	47888	0.06	47888	0.05
	Enemy Individuals	188303	0.23	188303	0.21
	Foreign Nationals	17325	0.02	17325	0.02
	Sub-Total (B)(2)	19328593	23.79	26828593	30.23
	Total Public Shareholding (B) = (B)(1) + (B)(2)	30271962	37.26	37771962	42.56
C	Shares held by Custodians and against which Depository Receipts have been issued				
(a)	Promoter and Promoter Group	0	0.00	0	0.00
(b)	Public	0	0.00	0	0.00
	Sub Total (C)	0	0.00	0	0.00
	Grand Total (A+B+C)	81254303	100.00	88754303	100.00

viii. Proposed time within which the allotment shall be completed:

As required under Chapter VII of the Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

ix. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

x. Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee, 75,00,000 (Seventy five lakh) Equity shares of face value of Rs. 2/- (Rupees Two) each in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the Regulations.

xi. Auditors certificate:

The Statutory Auditor's certificate, as required under Regulation 73(2) of the Regulations will be made available for inspection at the Registered Office of the Company between 10 a.m. and 1 p.m. on all working days (excluding Saturday and Sunday) up to the date of the meeting.

xii. Lock in period:

The proposed allotment shall be subject to lock-in as per requirements of the Regulations.

xiii. The Company has not made any preferential issue of securities during the current year.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the Regulations. The Board of Directors believe that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

None of the Directors/Key Managerial Personnel/their relatives of the Company are in any way concerned or interested in the above referred resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

All the documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during 10:00 A.M. to 1:00 P.M on any working day (excluding Saturday and Sunday) up to the date of the meeting.

Item No. 3

Pursuant to the terms of the Placement Agreement between the Company and KKR Mauritius Cement Investments Ltd. ("Investor") (approved by the Board of Directors of the Company on 15 January 2016), the Company shall, subject to certain terms and conditions, have the right (between the 12th to 15th month from the date of issuance and allotment of Equity Shares of the Company to the Investor) to place up to 75,00,000 (Seventy five lakh) fully paid up equity shares of face value of Rs. 2 (Rupees Two) each with a third party acceptable to the Investor at a floor value as may be agreed between the Company and the Investor. Any excess amounts received by the Investor above the floor price shall be contributed back to the Company in such manner as may be acceptable to the Investor and the Company, subject to compliance with all applicable laws and regulations. However, there can be no certainty or assurance that any such excess amounts will in fact arise.

Subject to all applicable laws including Notification under sections 16 and 28 of Securities Contracts (Regulation) Act, 1956 dated October 3, 2013 issued by the Securities and Exchange Board of India, any transfer of Equity Shares by the Investor is also subject to the terms of such Placement Agreement.

The approval of the members of the Company is required, by way of a special resolution pursuant to section 14 of the Companies Act, 2013, for adoption of restated Articles of Association of the Company.

In view of the above, the Board commends the Resolution for being passed by the Shareholders.

No Director or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the aforesaid Resolution.

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram – 621 651, Distt.Tiruchirapalli, Tamil Nadu)

Phone No. 04329-235132 Fax No. 04329-235111

CIN L40109TN2006PLC058818 Website: www.dalmiabhl.com

FORM NO. MGT-11 (Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member:

Registered Address:

E-Mail ID:

Folio No./Client ID:

DP ID:

I/We.....of.....being member(s) of Dalmia Bharat Limited,
holding shares of the abovementioned Company, hereby appoint

1. Name:

Address:

E-Mail ID:

Signature:

or failing him

2. Name:

Address:

E-Mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Thursday, the 11th day of February 2016 at 10.30 a.m. at High School Auditorium at Dalmiapuram, District Tiruchirapalli, Tamil Nadu-621651 and at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda item	Vote*	Agenda item	Vote*
No. 1		No. 3	
No. 2			

Signed this..... day of, 2016

Affix One

Rupee Stamp

Affix One
Rupee Stamp

Signature of Shareholder:

Signature of Proxy holder:

* Please state in this column whether 'in favour' or 'against'.

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.