

November 5, 2016

To,

BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers, Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex,
Bandra (E)
Mumbai 400 051

Dear Sirs,

Sub: Disclosure of events under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Ref: SCRIP CODE: DALMIABHA

Dear Sir / Madam,

1. Please be informed that the Board of Directors of Dalmia Bharat Limited ("DBL") at its meeting held on November 5, 2016 has considered and approved, on recommendation of the Audit Committee of DBL, a scheme of arrangement and amalgamation amongst Odisha Cement Limited ("ODCL"), DBL and Dalmia Cement (Bharat) Limited ("DCBL") and their respective shareholders and creditors in terms of Sections 391-394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 or the corresponding provisions of the Companies Act, 2013 ("Scheme").
2. DBL, ODCL and DCBL are all part of Dalmia Bharat group. Approximately 57.4% of the paid-up equity share capital of DBL is held by promoters and promoter group entities and balance 42.6% of the paid-up equity capital is held by other shareholders. DBL directly and through its subsidiaries holds 100% of the paid-up equity share capital of DCBL. DCBL owns approximately 74.66% of the paid-up equity share capital of OCL India Limited ("OCL") and balance 26.34% is held by other shareholders. ODCL is a wholly owned subsidiary of OCL.



3. With reference to our intimation of 28th March, 2016, it may kindly be noted that currently the following schemes of arrangement and amalgamation are pending consideration with the jurisdictional High Court(s):

- (i) Scheme of arrangement and amalgamation amongst OCL, ODCL, Dalmia Cement East limited ("DCEL"), Shri Rangam Securities & Holdings Limited ("SRSHL") and Dalmia Bharat Cements Holdings Limited ("DBCHL") and their respective shareholders and creditors in terms of Sections 391-394 and other applicable provisions, if any of the Companies Act 1956 and the Companies Act 2013 ("Scheme 1"). In terms of Scheme 1, OCL, DCEL, SRSHL and DBCHL shall be amalgamated with ODCL. Upon Scheme 1 becoming effective, (i) ODCL shall issue its equity shares including *inter-alia* to the shareholders of OCL, (ii) ODCL shall be renamed as "OCL India Limited" (iii) ODCL shall be listed on BSE Ltd. and National Stock Exchange of India Ltd.
- (ii) Scheme of arrangement and amalgamation amongst DCB Power Ventures Limited, DCBL, Adwetha Cement Holdings limited ("Adwetha Cement") and Dalmia Power Limited and their respective shareholders and creditors, in terms of Sections 391-394 and other applicable provisions, if any of the Companies Act 1956 and the Companies Act 2013 ("Scheme 2"). In terms of Scheme 2, including *inter-alia*, Adwetha Cement shall be amalgamated with DCBL. Upon Scheme 2 becoming effective, DCBL shall be 100% owned by DBL.

Further, no objection has been received from National Stock Exchange of India Limited and BSE Ltd. in respect of Scheme 1.

4. The Proposed Scheme involves, *inter alia*, the following:

- (i) (a) Reduction by way of cancellation of the issued, subscribed and paid up equity share capital of ODCL held by DCBL; (b) Reduction of face value and issued, subscribed and paid up value of the remainder equity shares (i.e., shares remaining post reduction of shares of ODCL held by DCBL) in the capital of ODCL from INR 10 (ten) each to INR 2 (two) each; and (c) Reduction by way of cancellation of the issued, subscribed and paid up optionally convertible redeemable preference share capital of ODCL held by DCBL ("ODCL Capital Reduction");
- (ii) Amalgamation of DBL and ODCL ("DBL Amalgamation");
- (iii) Transfer by way of slump exchange of business undertakings of ODCL to DCBL as a going concern, together with all their respective properties, assets, liabilities, employees, rights, benefits and interest therein, without assigning value to individual assets and liabilities. DCBL shall discharge the consideration by issuance of equity shares to ODCL ("ODCL Undertakings' Slump Exchange");
- (iv) Change in name of "OCL India Limited" (i.e., the new name given to "Odisha Cement Limited" in terms of Scheme 1 upon the same becoming effective) to "Dalmia Bharat Limited" upon the Scheme becoming effective.



5. The Board of Directors of OCL, ODCL and DCBL at their respective meetings held today have also approved the Scheme. The Scheme shall be conditional upon and subject to (i) approval of the shareholders, creditors, stock exchanges, jurisdictional High Court and other authorities as may be required under applicable law; (ii) Scheme 1 and Scheme 2 becoming effective; (iii) Approval of relevant Governmental Authority, as may be required, for transfer of mining leases and/or prospecting lease to DCBL with no financial or other material adverse impact on it; and (iv) Certified copies of the order of the court sanctioning the Scheme being filed with the jurisdictional Registrar of Companies, by each of ODCL, DBL and DCBL.
6. Pursuant to Regulation 30(2) of the Listing Regulations read with Para A.1 of Annexure I of Circular number CIR/CFD/CMD/4/2015 dated 9 September 2015 issued by Securities and Exchange Board of India ("SEBI"), the prescribed details in connection with the Scheme are given below:

1. Brief details of the companies involved in the Scheme:

a. Name of the companies involved in the Scheme

- (i) Odisha Cement Limited
- (ii) Dalmia Bharat Limited
- (iii) Dalmia Cement (Bharat) Limited

b. Size and turnover of the companies involved in the Scheme:

Particulars	Size		Turnover
	As on 31 March, 2016		for FY 2015-16
	Total assets	Net Worth	
ODCL ¹ (Amalgamated/ Transferor Company)	0.04	0.04	0.00
DBL (Amalgamating Company)	1,533.65	1,253.52	204.31
DCBL (Transferee Company)	8,857.23	3,124.83	2,399.00

¹ Consequent to Scheme 1 coming into effect (which is a pre-condition to the present Scheme becoming effective), ODCL shall merge with OCL and consequently ODCL shall issue shares to the shareholders of OCL. Therefore, even though OCL is not a party to the Scheme, from a good corporate governance perspective as also in the interest of the shareholders of OCL, it was considered appropriate to disclose the following details in respect of OCL:

Total Assets as on 31 March 2016: INR 3,450.85 Crs,

Net worth as on 31 March 2016: INR 1,405.10 Crs

Turnover as on 31 March 2016: 2,664.70 Crs



2. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length":

ODCL being a step-down subsidiary of DBL and DCBL being subsidiary of DBL, both ODCL and DCBL are related parties of DBL, in terms of Section 2(zb) of Listing Regulations, the transactions under the Scheme shall be deemed to be 'related party transactions' under Regulation 2(zc) of Listing Regulations.

For the purposes of the Scheme, valuation has been done by M/s Sharp & Tannan, an Independent Chartered Accountant ("Valuer"). As per the fairness opinion issued by Axis Capital Ltd. an Independent Merchant Banker, the valuation and share swap determined by the Valuer for the purposes of the Scheme is fair from DBL shareholder's perspective. Further, as per the fairness opinion issued by SPA Capital Advisors Limited, an Independent Merchant Banker, the valuation & share swap determined by the Valuer for the purposes of the Scheme is fair from OCL shareholder's perspective. In view of the aforesaid fairness opinions, the transactions under the Scheme can be said to be at arm's length.

In this connection, it will be pertinent to also mention that the Ministry of Corporate Affairs vide its general circular bearing number 30/2014 dated 17 July, 2014 has clarified that transactions arising, *inter alia*, out of arrangements and amalgamation dealt with under Sections 391 – 394 of the Companies Act, 1956, will not attract the provisions of Section 188 of Companies Act, 2013.

3. Nature of business of the companies involved in the Scheme:

Name of company	Area of Business
ODCL ²	ODCL is authorised to carry on, <i>inter alia</i> , the business of manufacturing and selling of cement.
DBL	DBL is engaged in the business of, <i>inter alia</i> , providing management services.
DCBL	DCBL is engaged in the business of, <i>inter alia</i> , manufacturing and selling of cement and generation of power for captive consumption.

4. Rationale and effect of the Scheme

This Scheme is intended to restructure the companies in a manner which is expected to enable better realisation of potential of their businesses, yield beneficial results and enhanced value creation for the said companies, their respective stakeholders and provide

² Consequent to Scheme 1 coming into effect (which is a pre-condition to the Scheme becoming effective), ODCL shall merge with OCL and consequently ODCL shall issue shares to the shareholders of OCL. Therefore, even though OCL is not a party to the Scheme, from a good corporate governance perspective as also in the interest of the shareholders of OCL, it was considered appropriate to disclose that OCL is engaged in the business of manufacturing and selling cement and refractories and generation of power.



better security and protection for their lenders and employees. The rationale for the Scheme includes:

- (i) Simplification of the group structure
- (ii) Creation of one listed company;
- (iii) Single Operating Cement Company;
- (iv) Consolidation and efficient utilization of cash flows
- (v) Greater economies of scale and stronger base for future growth
- (vi) Alignment of interests of all stakeholders

Benefits from the Scheme as available to the shareholders would also be available to the promoter/promoter group/ group companies.

5. Share Exchange Ratio and Discharge of Consideration:

The consideration for restructurings contemplated under the Scheme is set out below:

- (a) **DBL Amalgamation** - Pursuant to DBL Amalgamation, shareholders of DBL shall be issued 2 (two) equity shares of face value of INR 2 each fully paid up of ODCL, for every 1 (one) equity shares of face value of INR 2 each fully paid up held in DBL.
- (b) **ODCL Undertakings' Slump Exchange** – Pursuant to ODCL Undertakings' Slump Exchange, DCBL shall discharge consideration of INR 7,200 Crs (Rupees seven thousand and two hundred crores only) Crs by issuance of its fully paid up equity shares of face value of INR 2 each to ODCL.

DBL shall stand dissolved without winding up pursuant to the Scheme.

The aforesaid share exchange ratio consideration have been arrived at based on the valuation report prepared by M/s Sharp & Tannan, an Independent Chartered Accountant, submitted to the Audit Committee and presented to the Board at its meeting. Fairness opinion on the share exchange ratio has been provided by Axis Capital Ltd., an independent merchant banker and as per Axis Capital Ltd., share exchange ratio is fair from DBL shareholder's perspective. Further, SPA Capital Advisors Limited, an independent merchant banker, has also given fairness opinion and as per them share exchange ratio is fair from OCL shareholder's perspective.

6. Brief details of change in shareholding pattern:

DBL



Upon the Scheme becoming effective, DBL (being the Amalgamating Company), which will amalgamate into ODCL, shall dissolve without winding up. Consequently, ODCL shall issue shares to the shareholders of DBL, in terms of the share exchange ratio prescribed, as provided above and the shares of DBL held by its shareholders, shall be deemed to have been automatically cancelled and be of no effect.

ODCL

Upon the Scheme becoming effective, since DBL shall amalgamate into ODCL and shares of ODCL shall be issued to the shareholders of DBL, the post-restructuring shareholding pattern of ODCL shall be as mentioned below:

Sl. No.	Shareholders	Shareholding (%)
1.	Promoter & Promoter Group	53.17%
2.	Public	43.55%
3.	Non-Promoter Non-Public	3.28%

Note: The above mentioned post-restructuring shareholding pattern of ODCL takes into consideration that shares of ODCL issued pursuant to Scheme 1 would get listed on BSE Ltd. and National Stock Exchange of India Ltd.

DCBL

As on date hereof, DBL directly & through its subsidiaries holds 100% equity capital of DCBL. Upon Scheme 2 becoming effective, DCBL shall be 100% owned by DBL. Upon the proposed Scheme becoming effective, DCBL shall be 100% owned by ODCL, which will be renamed as 'Dalmia Bharat Limited' as part of the Scheme.

This information is provided in compliance with Regulation 30 of Listing Regulations.

Further, the disclosure of closure of the trading window of DBL is being furnished in Annexure A hereto.

Thanking you,

Yours faithfully,
For Dalmia Bharat Limited

Nidhi Bisaria
Company Secretary



November 5, 2016

ANNEXURE A

To,
BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers, Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex,
Bandra (E)
Mumbai 400 051

Dear Sirs,

Sub: Intimation of closure of trading window

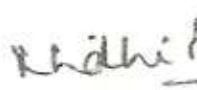
Ref: SCRIP CODE: DALMIABHA

Dear Sir / Madam,

In accordance with Schedule B to the Securities Exchange Board of India (Prohibition of Insider Trading Regulations) 2015 pertaining to 'Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders' read with DBL (Code of Conduct for Insider Trading) Rules, 2015 framed pursuant to Securities Exchange Board of India (Prohibition of Insider Trading Regulations) 2015, the compliance officer has notified the closure of trading window of DBL for trading in the securities of DBL by all its designated persons and their immediate relatives from 4 November 2016 till a period of 48 hours from concerned price sensitive information becoming public i.e., till November 7, 2016

This is for your information and record.

Thanking you,
Yours faithfully,
For Dalmia Bharat Limited


Nidhi Bisaria
Company Secretary



New Delhi, November 6, 2016

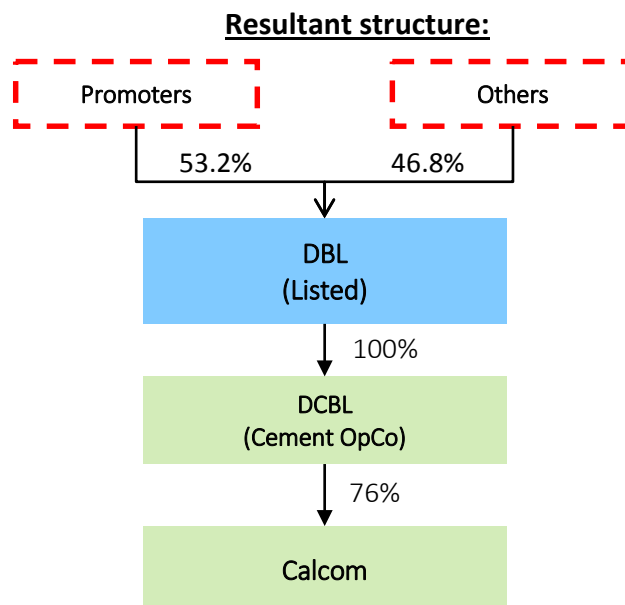
Dalmia Bharat consolidates its position in cement world

Merges entities to create 4th largest cement play of 25 MnT capacity

Simplifies Group Structure with one listed entity

DBL shareholders to receive 2 shares of the merged entity for every 1 share held

The Board of Directors of Dalmia Bharat Limited (DBL), OCL India Limited (OCL), Dalmia Cement (Bharat) Limited (DCBL) and Odisha Cement Limited (ODCL) at their respective meetings held on 5th November, 2016 approved a Scheme of Arrangement and Amalgamation (the “Scheme”) for the merger of Dalmia Bharat Limited (DBL) with OCL India Limited (OCL) and merged entity to be renamed as Dalmia Bharat Limited. Simultaneously, the business undertakings of OCL will be transferred into DCBL consolidating DCBL’s cement manufacturing capacity within same legal entity.



Transaction overview:

- DBL shareholders to receive **2 shares** of the merged entity for every **1 share** held
- DCBL to be a consolidated cement operating entity of the group
- Major milestone of corporate restructuring and simplification achieved

The respective boards considered and approved plans to reorganize the businesses with a view to

- Simplify the group structure
- Create one listed entity
- Consolidate into a single operating cement company
- Pursue focused growth towards Pan India presence
- Renewed and sharper focus on sustainable development, enhancing customer centricity, creating pride and value creation for all stakeholders

Mr. Puneet Dalmia stated that:

“This action further strengthens our position as one of the leading cement players in India, uniquely placed to support India’s economic growth and demonstrates our commitment towards achieving simplification and consolidation.”

The Scheme is subject to stakeholder approvals, regulatory approvals including stock exchanges and other relevant authorities and completion of the previously announced scheme of arrangement involving OCL and ODCL.

About Dalmia Bharat

Dalmia Bharat Limited is a pioneer in the cement manufacturing for over seven decades since 1939. With an expanding India footprint, the company is a category leader in all kinds of cement including super-specialty cements used for oil well, railway sleepers and air strips. Dalmia Bharat Group has strong foothold in Southern and Eastern India. The Company continues to produce best quality premium cement at lowest cost; maximizing efficiencies being the ultimate goal. The Group with current capacity of 25 million tonnes is one of the leading Cement Groups in the Indian cement industry. Visit us at <http://www.dalmiabharat.com>.

Investor Relations

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