

ND/SY/7505

15-1-2016

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

The Stock Exchange, Mumbai,  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai -400001

BSE Scrip Code -DALMIABHA (533309)

BY EMAIL

Dear Sirs,

**Sub: Intimation of the outcome of the Board Meeting pursuant to Regulation 30 read with Part A of Schedule III of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations").**

Dear Sir/Madam,

We wish to inform you that the board of directors ("Board") of Dalmia Bharat Limited ("Company") at their meeting held today (i.e. January 15, 2015) at 11:00 A.M have approved the following:

- a) Acquisition of 15% stake in Dalmia Cement (Bharat) Limited: Consolidation of shareholding of the Company in Dalmia Cement (Bharat) Limited ("DCBL") by acquiring 3,79,19,005 (three crore seventy nine lakh nineteen thousand and five) equity shares of DCBL from KKR Mauritius Cement Investments Ltd. ("KKR") ("Transaction") was approved by the Board. On completion of the proposed Transaction, DCBL will become a wholly owned subsidiary of the Company.

The consideration for acquisition of 3,79,19,005 (three crore seventy nine lakh nineteen thousand and five) equity shares of DCBL from KKR will comprise of: (i) issue of 75,00,000 (Seventy five lakh) fully paid up equity shares of face value of Rs. 2 (Rupees Two) each of the Company to KKR, on a preferential basis, in compliance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; and(ii) cash consideration of Rs. 600,00,00,000 (Rupees Six hundred crore) payable by the Company to KKR.

- b) Preferential issue of up to 75,00,000 (seventy-five lakh) equity shares of the Company to KKR: Preferential allotment of up to 75,00,000 (seventy five lakh) equity shares of the Company having face value Rs. 2 (Rupees two) each for consideration other than cash (share swap) and based on the valuation reports obtained by the Company, at a price of Rs. 825 (Rupees eight hundred twenty five) per equity share (including a premium of Rs.

**Dalmia Bharat Limited**

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

*Nidhi B...*

823 (eight hundred and twenty three) per equity share), in compliance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, was approved by the Board. Subject to receipt of approval (by special resolution) of the shareholders of the Company, details of equity shares of the Company having face value Rs. 2 (Rupees two) each to be issued to KKR, will be as under:

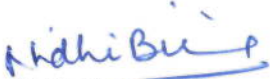
| Proposed Allottee                     | Number of shares                            |
|---------------------------------------|---------------------------------------------|
| KKR Mauritius Cement Investments Ltd. | Up to 75,00,000 equity shares of Rs. 2 each |

- c) Execution of a placement agreement between the Company and KKR: Execution of the placement agreement between the Company and KKR, governing the manner of the transfer of equity shares by KKR, was approved by the Board.

The above will be subject to the approval of members and necessary regulatory and contractual approvals.

Thanking you,

Yours faithfully,  
For Dalmia Bharat Limited

  
(Nidhi Bisaria)  
Company Secretary

## **KKR Strengthens Association with Dalmia**

### **Dalmia Bharat simplifies corporate structure**

DELHI – January 15, 2016 – Dalmia Bharat Ltd. (“DBL” or “The Company”) today announced the signing of a definitive agreement with KKR, under which DBL will acquire KKR’s stake in Dalmia Cement Bharat Ltd. (DCBL) and concurrently bring in KKR as DBL’s largest institutional shareholder with 8.5% holding. The transaction will simplify DCBL’s shareholder structure with DCBL becoming a 100% subsidiary of DBL.

DBL will make a preferential issue of 7.5 million equity shares to KKR at INR 825/share and pay KKR a cash consideration of INR 600 crore (USD 89 million) to acquire KKR’s ~15% stake in DCBL.

Mr. Sanjay Nayar, Chief Executive Officer of KKR India, said “We are proud of our association with Dalmia Bharat and continue to believe in its long-term growth. Dalmia team has executed greenfield projects and integrated its acquisitions successfully. We believe that the Indian macroeconomic growth and infrastructure story is poised for a significant uptick in the coming years and the consolidation in cement industry is likely to happen. Given our confidence in Dalmia’s strategy and execution capabilities and corporate governance, we will continue to back Dalmia’s growth and will leverage KKR’s global platform to support the company’s vision of being a leader in the Cement sector.”

Mr. Puneet Dalmia stated that, “This transaction reinforces the excellent trust and partnership between Dalmia and KKR in the last five-years. We have been benefitted tremendously from KKR’s global network, strategic expertise and experience in value creation. Post the investment by KKR, the Company has successfully completed four acquisitions, greenfield expansions and implementation of environmentally sustainable production processes in a cost effective manner. DBL now has presence in South, East, North-East and Western markets of India.”

The transaction is subject to regulatory approvals and other customary closing conditions.

#### **About DBL**

Dalmia Bharat Limited (DBL) 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 (including north east India). The Company continues to produce best quality cement at lowest cost; maximising efficiencies being the ultimate goal. The Group with current capacity of 25million tonnes, is one of the largest Group in the Indian cement industry. Visit us at <http://www.dalmiabharat.com>

#### **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.dalmiabl.com](http://www.dalmiabl.com) CIN : L40109TN2006PLC058818  
Registered Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu-621 651, India  
A **Dalmia Bharat Group** company, [www.dalmiabharat.com](http://www.dalmiabharat.com)



**About KKR**

KKR is a leading global investment firm that manages investments across multiple asset classes including private equity, energy, infrastructure, real estate, credit and hedge funds. KKR aims to generate attractive investment returns by following a patient and disciplined investment approach, employing world-class people, and driving growth and value creation at the asset level. KKR invests its own capital alongside its partners' capital and brings opportunities to others through its capital markets business. References to KKR's investments may include the activities of its sponsored funds. For additional information about KKR & Co. L.P. (NYSE:KKR), please visit KKR's website at [www.kkr.com](http://www.kkr.com) and on Twitter @KKR\_Co.

**For Dalmia Bharat Limited**



**Himmi Gupta**

+91 (011) 2346 5201

[Gupta.himmi@dalmiabharat.com](mailto:Gupta.himmi@dalmiabharat.com)

**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.dalmiabharat.com](http://www.dalmiabharat.com) CIN : L40109TN2006PLC058818  
Registered Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu-621 651, India  
A **Dalmia Bharat Group** company, [www.dalmiabharat.com](http://www.dalmiabharat.com)