Keshav Power Limited

CIN No. : U40105TN2004PLC113831
Corporate Office : 4, Scindia House, New Delhi - 110 001
Ph. : 23457100, Fax : 011-23324136, E-mail : ~~sncci@dalmiarf.com~~
Scml@dalmiadelhi.com

Date: 21.02.2017

To,
M/s Dalmia Bharat Sugar and Industries Ltd.
Dalmiapuram- 621651
Dist. Tiruchirapalli, Tamil Nadu.

BSE Limited
PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001.

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block, BandraKurla Complex,
Bandra (E), Mumbai – 400051.

Target Company: Dalmia Bharat Sugar and Industries Ltd.

Sub: Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith disclosure u/r 10 (5) – Intimation to stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking You,

Yours faithfully,
For Keshav Power Limited

C.N.Maheshwari
(Director)
DIN: 00125680

Phones: 23311769
23313656
23312529
Fax : 91-11- 23325160
E-mail: scml@dalmiadelhi.com

HIMGIRI COMMERCIAL LIMITED

4 – SCINDIA HOUSE, NEW DELHI - 110001

Date: 21.02.2017

To,
M/s Dalmia Bharat Sugar and Industries Ltd.
Dalmiapuram- 621651
Dist. Tiruchirapalli, Tamil Nadu.

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Thanking You,

Yours faithfully,
For Himgiri Commercial Ltd.

M.C. Upreti
(Director)
DIN: 00013045

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Dalmiapuram- 621651
Dist. Tiruchirapalli, Tamil Nadu.

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Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	**Dalmia Bharat Sugar and Industries Limited (DBSIL)**
2.	Name of the acquirer(s)	Himgiri Commercial Ltd. and Keshav Power Ltd.
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	i) Rama Investment Company Pvt. Ltd. ii) Sita Investment Company Ltd. iii) Mayuka Investment Ltd. iv) Kavita Trading and Investment Pvt. Ltd.
	b. Proposed date of acquisition	01.03.2017 to 03.03.2017
	c. Number of shares to be acquired from each person mentioned in 4(a) above	i) Rama Investment Company Pvt. Ltd.proposes to transfer 26,44,985equity shares of DBSIL to Keshav Power Ltd. ii) Sita Investment Company Ltd. proposes to transfer 58,76,800equity shares of DBSIL to Himgiri Commercial Ltd. iii) Mayuka Investment Ltd. proposes to transfer 1,57,36,537equity shares of DBSIL to Keshav Power Ltd. iv) Kavita Trading and Investment Pvt. Ltd. proposes to transfer 3,00,570 equity shares of DBSIL to Himgiri Commercial Ltd.
	d. Total shares to be acquired as % of share capital of TC	30.34%
	e. Price at which shares are proposed to be acquired	Nil (being inter-se transfer of shares between promoters without consideration)
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of shares amongst promoters for rationalization of their shareholding
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of	Rs. 164.48/- per share (on NSE)

	issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.				
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	We, the acquirers, hereby declare that the acquisition price per share (namely nil, being inter-se transfer of shares between promoters without consideration) is not higher by more than 25% of the price computed in point 6			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	We, the acquirers, hereby declare that the transferors and transferees have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (Chapter II of the erstwhile Takeover Regulations 1997)			
10	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We, the acquirers, hereby declare that all the conditions specified under regulation 10(1) (a) with respect to exemptions has been duly complied with.			
11	Shareholding details	Before the proposed transaction		After the proposed Transaction	
		No. of shares /voting Rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	– Acquirer(s) and PACs (other than sellers/ transferors)(*):- (Refer Annexure- A1 attached)	3,60,75,230	44.57	6,06,34,122	74.91
	-Seller(s)/ Transferors-				
	i) Rama Investment Company Pvt. Ltd.	26,44,985	3.27	NIL	0.00
	ii) Sita Investment Company Ltd.	58,76,800	7.26	NIL	0.00
	iii) Mayuka Investment Ltd.	1,57,36,537	19.44	NIL	0.00
	iv) Kavita Trading and Investment Pvt. Ltd.	3,00,570	0.37	NIL	0.00

Note:

1) (*) Shareholding of each entity may be shown separately and then collectively in a group.
2) The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Date: 21.02.2017
Place: New Delhi

Encl: As above

For Himgiri Commercial Ltd

Director

For Keshav Power Limited

Director

Annexure A1

Shareholding of acquirer & PAC in Dalmia Bharat Sugar and Industries Limited

S.No.	Names	No. of Shares	% of Voting Rights	No. of Shares	% of Voting Rights
		Pre-Acquisition		Post-Acquisition	
1	Shri Jai Hari Dalmia	1635010	2.02	1635010	2.02
2	Smt. Kavita Dalmia	376670	0.47	376670	0.47
3	Shri Gautam Dalmia	751990	0.93	751990	0.93
4	Smt. Anupama Dalmia	11250	0.01	11250	0.01
5	Ku. Sukeshi Dalmia	37180	0.05	37180	0.05
6	Ku. Vaidehi Dalmia	37180	0.05	37180	0.05
7	Ku. Sumana Dalmia	-	-	-	-
8	Sukeshi Trust	-	-	-	-
9	Vaidehi Trust	-	-	-	-
10	Sumana Trust	-	-	-	-
11	Shri Jai Hari Dalmia, C/o Jai Hari Dalmia HUF	315175	0.39	315175	0.39
12	Shri Investments	-	-	-	-
13	Shri Yadu Hari Dalmia	-	-	-	-
14	Smt. Bela Dalmia	-	-	-	-
15	Shri Puneet Yadu Dalmia	-	-	-	-
16	Smt. Avantika Dalmia	-	-	-	-
17	Ku. Avanee Dalmia	-	-	-	-
18	Mst. Priyang Dalmia	-	-	-	-
19	Avanee Trust	-	-	-	-
20	Priyang Trust	-	-	-	-
21	Shrutipriya Dalmia	-	-	-	-
22	Shrutipriya Dalmia, C/o Shrutipriya Dalmia Trust	86665	0.11	86665	0.11
23	Shri Yadu Hari Dalmia, C/o Yadu Hari Dalmia HUF	241005	0.30	241005	0.30
24	Yadu Hari Dalmia Parivar Trust	-	-	-	-
25	Shri Brahma Creation Trust	-	-	-	-
26	Shri Vishnu Preservation Trust	-	-	-	-
27	Respect Elders & Co.	-	-	-	-
28	Love Children & Co.	-	-	-	-
29	Respect Nature & Society	-	-	-	-
30	Shubh Home Realtors LLP	-	-	-	-
31	Shri Gautam Dalmia C/o Gautam Dalmia HUF	-	-	-	-
B. COMPANIES					
32	Puneet Trading and Investment Company Private Limited	9792775	12.10	9792775	12.10
33	Ankita Pratishtan Limited	5829070	7.20	5829070	7.20
34	**Himgiri Commercial Limited***	**738265**	**0.91**	**6915635**	**8.54**
35	Valley Agro Industries Limited	3500	0.00	3500	0.00
36	Vinimay Developers Private Ltd.	-	-	-	-
37	Glow Homes Technologies Pvt. Ltd.	-	-	-	-
38	CoinTribe Technologies Pvt. Ltd.				
39	Samagama Holdings And Commercial Private Limited	-	-	-	-
40	Antordaya Commercial And Holdings Private Limited	-	-	-	-
41	Tijori Capital Private Limited				
42	Akhyar Estate Holdings Private Limited	-	-	-	-
43	Alirox Abrasives Limited	120360	0.15	120360	0.15
44	Shree Nirman Limited	130	0.00	130	0.00
45	Dalmia Refractories Limited (formerly Shri Nataraj Ceramic and Chemical Industries Limited)	1000	-	1000	-
46	Shri Chamundeswari Minerals Limited	-	-	-	-
47	**Keshav Power Limited***	**1268241**	**1.57**	**19649763**	**24.28**

48	Zipahead.com Private Limited (formerly Zipahead.Com Limited)	-	-	-	-
49	Avanee and Ashni Securities Private Limited	-	-	-	-
50	Dalmia Bharat Limited (Formerly Dalmia Bharat Enterprises Limited)	14829764	18.32	14829764	18.32
51	Shri Yadu Hari Trusteeship Services Pvt. Ltd.	-	-	-	-
52	YHD Trusteeship Services Pvt. Ltd.	-	-	-	-
53	Vastalaya Developers Private Ltd.	-	-	-	-
54	Adhirath Power and Holdings Pvt. Ltd.	-	-	-	-
55	Dalmia Mining and services Pvt.Ltd.	-	-	-	-
56	Hareon Dalmia Solar Pvt. Ltd.	-	-	-	-
57	Dalmia Seven Refractorles Ltd.	-	-	-	-
	TOTAL	**36,075,230**	**44.57**	**60,634,122**	**74.91**
	TOTAL PAID-UP CAPITAL	**80,939,303**	**100.00**	**80,939,303**	**100.00**

Note: * Acquirer

For Himgiri Commercial Ltd

Director

For Keshav Power Limited

Director