

Rama Investment Company Private Ltd.

CIN No. : U74899TN1972PTC113648

Corporate Office : 4, Scindia House, New Delhi - 110 001

Ph. : 23457100, Fax : 011-23324136, E-mail : sccil@dalmiaf.com

ScmI@dalmiadelhi.com

Date: 21.02.2017

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

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 Ltd.

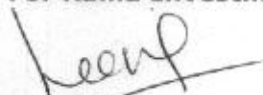
Sub: Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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 Rama Investment Company Pvt. Ltd.



Leena Rawal
(Director)
DIN: 03575675

SITA INVESTMENT COMPANY LIMITED

CIN : U65993TN1974PLC113557

Corporate Office : 4, Scindia House, New Delhi - 110 001

Ph. : +91-23311514, 23313656, Fax : 011-23325160, E-mail : scml@dalmiadelhi.com

Date:21.02.2017

To,
Dalmia Bharat Limited
Dalmiapuram, Thiruchirapalli Dist., Tamil Nadu - 621651.

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.

Sub: Disclosure u/s 10 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith disclosure u/s 10 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Target: Dalmia Bharat Limited

Acquirer: Sita Investment Company Limited

Rama Investment Company Pvt. Ltd.

Thanking You,

Yours faithfully,
For Sita Investment Company Limited

M.L.Dujari
(Director)
DIN: 00010043

Dalmia Bharat Limited
Dalmiapuram, Thiruchirapalli Dist., Tamil Nadu - 621651.

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.

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 Limited (DBL)
2.	Name of the acquirer(s)	Rama Investment Company Pvt. Ltd. and Sita Investment Company 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) Himgiri Commercial Ltd. ii) Keshav Power Ltd. iii) Shri J.H. Dalmia iv) Smt. Kavita Dalmia v) Shri Gautam Dalmia
	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) Himgiri Commercial Ltd proposes to transfer 7,38,260 equity shares of DBL to Rama Investment Company Pvt. Ltd ii) Keshav Power Ltd. proposes to transfer 7,38,260 equity shares of DBL to Sita Investment Company Ltd iii) Shri J.H. Dalmia proposes to transfer 16,35,005 equity shares of DBL to Sita Investment Company Ltd iv) Smt. Kavita Dalmia proposes to transfer 3,76,665 equity shares of DBL to Sita Investment Company Ltd v) Shri Gautam Dalmia proposes to transfer 8,31,200 equity shares of DBL to Rama Investment Company Pvt. Ltd.
	d. Total shares to be acquired as % of share capital of TC	4.86%
	e. Price at which shares are proposed to be acquired	Nil (being inter-se transfer of shares between disclosed 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	Rs. 1695.38/- per share (on NSE)

	average market price for a period of 60 trading days preceding the date of 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 infrequently 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)	45153477	50.75	49472867	55.61
	-Seller(s)/ Transferors-				
	i) Himgiri Commercial Ltd.	7,38,265	0.83	5	0.00
	ii) Keshav Power Ltd.	23,60,263	2.65	16,22,003	1.82
	iii) Shri J.H. Dalmia	16,35,010	1.84	5	0.00
	iv) Smt. Kavita Dalmia	3,76,670	0.42	5	0.00
	v) Shri Gautam Dalmia	10,73,308	1.21	2,42,108	0.27

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- 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.

For Rama Investment Company Pvt. Ltd.

For Sita Investment Company Ltd.

Date: 21.02.2017

Place: New Delhi

Encl: As above

Director

Director

Shareholding of acquirer & PAC in Dalmia Bharat Limited

S.No.	Names	No. of Shares	% of Voting Rights	No. of Shares	% of Voting Rights
		Pre-Acquisition		Post-Acquisition	
A. INDIVIDUALS/HUF/TRUSTS/FIRMS					
1	Smt. Anupama Dalmia	11250	0.01	11250	0.01
2	Km. Sukeshi Dalmia	37180	0.04	37180	0.04
3	Km. Vaidehi Dalmia	37180	0.04	37180	0.04
4	Km. Sumana Dalmia	-	-	-	-
5	Sukeshi Trust	-	-	-	-
6	Vaidehi Trust	-	-	-	-
7	Sumana Trust	-	-	-	-
8	Shri Jai Hari Dalmia, C/o Jai Hari Dalmia HUF	315175	0.35	315175	0.35
9	Shri Investments	-	-	-	-
10	Shri Yadu Hari Dalmia	-	-	-	-
11	Smt. Bela Dalmia	-	-	-	-
12	Shri Puneet Yadu Dalmia	-	-	-	-
13	Smt. Avantika Dalmia	-	-	-	-
14	Km. Avanees Dalmia	-	-	-	-
15	Mst. Priyang Dalmia	-	-	-	-
16	Avanees Trust	-	-	-	-
17	Priyang Trust	-	-	-	-
18	Shrutipriya Dalmia	-	-	-	-
19	Shrutipriya Dalmia, C/o Shrutipriya Dalmia Trust	86665	0.10	86665	0.10
20	Shri Yadu Hari Dalmia, C/o. Yadu Hari Dalmia HUF	241005	0.27	241005	0.27
21	Yadu Hari Dalmia Parivar Trust	-	-	-	-
22	Shri Brahma Creation Trust	-	-	-	-
23	Shri Vishnu Preservation Trust	-	-	-	-
24	Respect Elders & Co.	-	-	-	-
25	Love Children & Co.	-	-	-	-
26	Respect Nature & Society	-	-	-	-
27	Shubh Home Realtors LLP	-	-	-	-
28	Shri Gautam Dalmia C/o Gautam Dalmia HUF	-	-	-	-
B. COMPANIES					
29	Rama Investment Company Private Limited*	2644985	2.98	4214445	4.74
30	Puneet Trading and Investment Company Private Limited	2361615	2.66	2361615	2.66
31	Kavita Trading and Investment Company Private Limited	300570	0.34	300570	0.34
32	Sita Investment Company Limited*	5876800	6.61	8626730	9.70
33	Mayuka Investment Limited	17887537	20.12	17887537	20.12
34	Ankita Pratishthan Limited	5829070	6.56	5829070	6.56
35	Valley Agro Industries Limited	3500	0.00	3500	0.00
36	Alirox Abrasives Limited	120360	0.14	120360	0.14
37	Shree Nirman Limited	7753890	8.72	7753890	8.72
38	Dalmia Refractories Limited (formerly Shri Nataraj Ceramic and Chemical Industries Ltd.)	349476	0.39	349476	0.39
39	Shri Chamundeswari Minerals Limited	-	-	-	-
40	Zipahead.Com Private Limited (formerly Zipahead.Com Limited)	-	-	-	-
41	Avanees and Ashni Securities Private Limited	-	-	-	-
42	Dalmia Bharat Sugar and Industries Limited	942567	1.06	942567	1.06
43	Dalmia Sugar Ventures Limited	-	-	-	-
44	Dalmia Solar Power Limited	-	-	-	-
45	Himshikhar Investment Limited	354652	0.40	354652	0.40
46	Shri Yadu Hari Trusteeship Services Pvt. Ltd.	-	-	-	-
47	YHD Trusteeship Services Pvt. Ltd.	-	-	-	-
48	Vastalaya Developers Private Ltd.	-	-	-	-
49	Vinimay Developers Private Ltd.	-	-	-	-

50	Glow Homes Technologies Pvt. Ltd.	-	-	-	-
51	CoinTribe Technologies Pvt. Ltd.	-	-	-	-
52	Samagama Holdings And Commercial Private Limited	-	-	-	-
53	Antordaya Commercial And Holdings Private Limited	-	-	-	-
54	Tijori Capital Private Limited	-	-	-	-
55	Akhyar Estate Holdings Private Limited	-	-	-	-
56	Adhirath Power and Holdings Pvt. Ltd.	-	-	-	-
57	Dalmia Seven Refractories Limited	-	-	-	-
58	Dalmia Mining and services Pvt. Ltd.	-	-	-	-
59	Hareon Dalmia Solar Pvt. Ltd.	-	-	-	-
60	Alsthom Industries Ltd.	-	-	-	-
	TOTAL	45153477	50.75	49472867	55.61
	TOTAL PAID-UP CAPITAL	88965803	100.00	88965803	100.00

Note - * Acquirer

For Rama Investment Company Pvt. Ltd.

[Signature]
Director

For Sita Investment Company Limited.

[Signature]
Director