

Ankita Pratisthan Limited

CIN No. : U65993TN1983PLC113645

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

Ph. : 23457100, Fax : 011-23324136, E-mail : snccil@dalmiarf.com

Date: 06.03.2017

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.

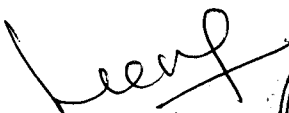
Sub: Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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 Ankita Pratisthan Limited



Leena Rawal
(Director)
DIN: 03575675



Mayuka Investment Limited

CIN No. : U65993TN1982PLC113721

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

Ph. : 23457100, Fax : 011-23324136, E-mail : snccil@dalmiarf.com

Date: 06.03.2017

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

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PhirozeJeejeebhoy Towers, Dalal Street, Mumbai - 400001.

National Stock Exchange of India Limited
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Target Company: Dalmia Bharat Ltd.

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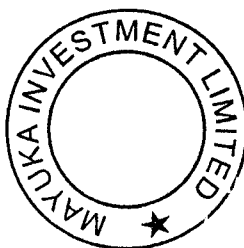
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Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking You,

Yours faithfully,
For Mayuka Investment Limited


Rakesh Kumar Agrawal
(Director)
DIN: 00010069



HIMGIRI COMMERCIAL LIMITED

4 – SCINDIA HOUSE, NEW DELHI - 110001

Date: 06.03.2017

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,
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Target Company: Dalmia Bharat Ltd.

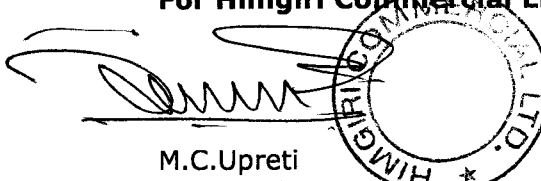
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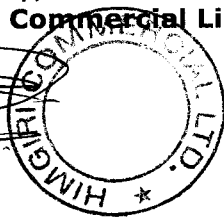
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(Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking You,

Yours faithfully,
For Himgiri Commercial Limited


M.C.Upreti
(Director)
DIN: 00013045



SHREE NIRMAN LIMITED

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

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

CIN No. : U45201TN1984PLC113558

Date: 06.03.2017

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
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(Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking You,

Yours faithfully,
For Shree Nirman Limited


Rakesh Kumar Agrawal
(Director)
DIN: 00010069



VALLEY AGRO INDUSTRIES LIMITED

4 – SCINDIA HOUSE, NEW DELHI - 110001

Date: 06.03.2017

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.

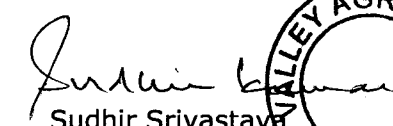
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(Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking You,

Yours faithfully,
For Valley Agro Industries Limited


Sudhir Srivastava
(Director)
DIN: 03506858



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)	Ankita Pratisthan Ltd., Mayuka Investment Ltd., Himgiri Commercial Ltd., Shree Nirman Limited and Valley Agro Industries 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) Puneet Trading and Investment Company Pvt. Ltd. iii) Jai Hari Dalmia HUF iv) Yadu Hari Dalmia HUF
	b. Proposed date of acquisition	15.03.2017 to 20.03.2017
	c. Number of shares to be acquired from each person mentioned in 4(a) above	(i) Rama Investment Company Pvt. Ltd. proposes to transfer 5,77,200 equity shares of DBL to Ankita Pratisthan Ltd. and 15,28,990 equity shares of DBL to Mayuka Investment Ltd. (ii) Puneet Trading and Investment Company Pvt. Ltd. proposes to transfer 7,120 equity shares of DBL to Shree Nirman Limited. (iii) Jai Hari Dalmia HUF proposes to transfer 30,000 equity shares of DBL to Himgiri Commercial Ltd. (iv) Yadu Hari Dalmia HUF proposes to transfer 35,000 equity shares of DBL to Valley Agro Industries Ltd.
	d. Total shares to be acquired as % of share capital of TC	2.45%
	e. Price at which shares are proposed to be acquired	Refer Note I.
	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. 1714.83/- per share (on NSE)

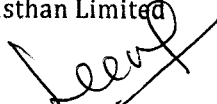
	issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.				
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Refer note II			
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)	4,45,65,154	50.09	4,67,43,464	52.54
	-Seller(s)/ Transferors-				
	i) Rama Investment Company Pvt. Ltd.	38,77,945	4.36	17,71,755	1.99
	ii) Puneet Trading and Investment	23,61,615	2.66	23,54,495	2.65
	iii) Jai Hari Dalmia HUF	3,15,175	0.35	2,85,175	0.32
	iv) Yadu Hari Dalmia HUF	2,41,005	0.27	2,06,005	0.23
Total		5,13,60,894	57.73	5,13,60,894	57.73

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: 06.03.2017
Place: New Delhi

For Ankita Pratisthan Limited


Director

For Mayuka Investment Limited

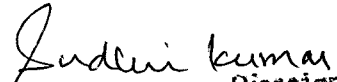

Director

Encl: As above

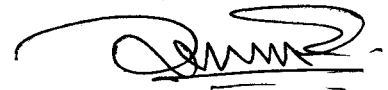
For Shree Nirman Limited


Director

For Valley Agro Industries Limited


Director

For Himgiri Commercial Ltd.


Director

Note I

- a) The transfer of equity shares of DBL from Rama Investment Company Private Limited to Mayuka Investment Limited and Ankita Pratisthan Limited and from Puneet Trading and Investment Private Limited to Shree Nirman Limited is an inter-se transfer of shares amongst promoters **without consideration**
- b) The transfer of equity shares of DBL from Jai Hari Dalmia HUF to Himgiri Commercial Limited and from Yadu Hari Dalmia HUF to Valley Agro Limited is an inter se transfer amongst promoters through a block deal at **prevailing market price**.

Note II

- i. 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 in respect of point (a) in Note I above
- ii. We further declare that the acquisition of shares mentioned in point (b) Note I will happen through Block deal at prevailing market price and will not be higher by more than 25% of the price computed in point 6

Annexure A1					
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	Shri Jai Hari Dalmia	1635010	1.84	1635010	1.84
2	Smt. Kavita Dalmia	376670	0.42	376670	0.42
3	Shri Gautam Dalmia	242108	0.27	242108	0.27
4	Smt. Anupama Dalmia	11250	0.01	11250	0.01
5	Km. Sukeshi Dalmia	37180	0.04	37180	0.04
6	Km. Vaidehi Dalmia	37180	0.04	37180	0.04
7	Km. Sumana Dalmia	-	-	-	-
8	Sukeshi Trust	-	-	-	-
9	Vaidehi Trust	-	-	-	-
10	Sumana Trust	-	-	-	-
11	Shri Investments	-	-	-	-
12	Shri Yadu Hari Dalmia	-	-	-	-
13	Smt. Bela Dalmia	-	-	-	-
14	Shri Puneet Yadu Dalmia	-	-	-	-
15	Smt. Avantika Dalmia	-	-	-	-
16	Km. Avaneer Dalmia	-	-	-	-
17	Mst. Priyang Dalmia	-	-	-	-
18	Avaneer Trust	-	-	-	-
19	Priyang Trust	-	-	-	-
20	Shrutipriya Dalmia	-	-	-	-
21	Shrutipriya Dalmia, C/o Shrutipriya Dalmia Trust	86665	0.10	86665	0.10
22	Yadu Hari Dalmia Parivar Trust	-	-	-	-
23	Shri Brahma Creation Trust	-	-	-	-
24	Shri Vishnu Preservation Trust	-	-	-	-
25	Respect Elders & Co.	-	-	-	-
26	Love Children & Co.	-	-	-	-
27	Respect Nature & Society	-	-	-	-
28	Shubh Home Realtors LLP	-	-	-	-
29	Shri Gautam Dalmia C/o Gautam Dalmia HUF	-	-	-	-
B. COMPANIES					
30	Himgiri Commercial Ltd.*	336505	0.38	366505	0.41
31	Keshav Power Limited	1622003	1.82	1622003	1.82
32	Kavita Trading and Investment Company Private Limited	300570	0.34	300570	0.34
33	Sita Investment Company Limited	6615060	7.44	6615060	7.44
34	Mayuka Investment Limited*	17887537	20.11	19416527	21.82
35	Ankita Pratishthan Limited*	5829070	6.55	6406270	7.20
36	Valley Agro Industries Limited*	3500	0.00	38500	0.04
37	Alirox Abrasives Limited	120360	0.14	120360	0.14
38	Shree Nirman Limited*	7753890	8.72	7761010	8.72
39	Dalmia Refractories Limited (formerly Shri Nataraj Ceramic and Chemical Industries Ltd.)	349476	0.39	349476	0.39
40	Shri Chamundeswari Minerals Limited	-	-	-	-
41	Zipahead.Com Private Limited (formerly Zipahead.Com Limited)	-	-	-	-
42	Avaneer and Ashni Securities Private Limited	-	-	-	-
43	Dalmia Bharat Sugar and Industries Limited	942567	1.06	942567	1.06
44	Dalmia Sugar Ventures Limited	-	-	-	-
45	Dalmia Solar Power Limited	-	-	-	-
46	Himshikhar Investment Limited	378553	0.43	378553	0.43
47	Shri Yadu Hari Trusteeship Services Pvt. Ltd.	-	-	-	-
48	YHD Trusteeship Services Pvt. Ltd.	-	-	-	-
49	Vastalaya Developers Private Ltd.	-	-	-	-
50	Vinimay Developers Private Ltd.	-	-	-	-
51	Glow Homes Technologies Pvt. Ltd.	-	-	-	-
52	CoinTribe Technologies Pvt. Ltd.	-	-	-	-
53	Samagama Holdings And Commercial Private Limited	-	-	-	-
54	Antordaya Commercial And Holdings Private Limited	-	-	-	-
55	Tijori Capital Private Limited	-	-	-	-
56	Akhyar Estate Holdings Private Limited	-	-	-	-
57	Adhirath Power and Holdings Pvt. Ltd.	-	-	-	-
58	Dalmia Seven Refractories Limited	-	-	-	-
59	Dalmia Mining and services Pvt. Ltd.	-	-	-	-
60	Hareon Dalmia Solar Pvt. Ltd.	-	-	-	-
61	Alsthom Industries Ltd.	-	-	-	-
62	Garvita Solution Services And Holdings Private Limited	-	-	-	-
63	Vanika Commercial and Holdings Private Limited	-	-	-	-
64	Dalmia Renewables Energy Limited	-	-	-	-
TOTAL		44565154	50.09	46743464	52.54
TOTAL PAID UP CAPITAL		88965803	100.00	88965803	100.00

Note - * Acquirer

