

M/s. OCL India Ltd.  
11th & 17th Floor, Narain Manzil,  
23 - Barakhamba Road, New Delhi – 110001.

BSE Limited  
The Corporate Relationship Deptt., 1st Floor,  
New Trading Wing, Ratungda Building, PJ Towers,  
Dalal Street, Fort, Mumbai – 400001

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

**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

| Name of the Target Company (TC)                                                                                                                                          | OCL INDIA LIMITED                                                         |                                                            |                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                            | Dalmia Cement (Bharat) Limited (Acquirer)                                 |                                                            |                                                            |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                  | Yes                                                                       |                                                            |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                       | Bombay Stock Exchange Limited<br>National Stock Exchange of India Limited |                                                            |                                                            |
| Details of the acquisition / disposal as follows                                                                                                                         | Number                                                                    | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| <b><u>Before the acquisition under consideration, holding of :</u></b>                                                                                                   |                                                                           |                                                            |                                                            |
| a. Shares carrying voting rights                                                                                                                                         | 2,73,47,107                                                               | 48.06                                                      | 48.06                                                      |
| b. Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)                                                                                    | --                                                                        | --                                                         | --                                                         |
| c. Voting rights (VR) otherwise than by shares                                                                                                                           | --                                                                        | --                                                         | --                                                         |
| d. Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | --                                                                        | --                                                         | --                                                         |
| <b>e. Total (a+b+c+d)</b>                                                                                                                                                | <b>2,73,47,107</b>                                                        | <b>48.06</b>                                               | <b>48.06</b>                                               |



**Dalmia Cement (Bharat) Limited**

11th & 12th Floors, Hansalaya Building, 15, Barakhamba Road, New Delhi-110001, India  
t 91 11 23465100 f 91 11 23313303 w www.dalmiacement.com CIN : U65191TN1996PLC035963  
Registered Office : Dalmiapuram, Dist.Tiruchirapalli, Tamil Nadu - 621 651, India  
A Dalmia Bharat Group company, www.dalmiabharat.com

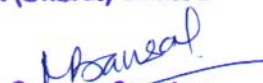
|                                                                                                                                                                                            |                   |       |       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------|-------|
| <b>Details of acquisition/sale</b>                                                                                                                                                         |                   |       |       |
| a. Shares carrying voting rights acquired/sold                                                                                                                                             | 1,51,32,166       | 26.60 | 26.60 |
| b. VRs acquired/ sold otherwise than by shares                                                                                                                                             | --                | --    | --    |
| c. Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold     | --                | --    | --    |
| d. Shares encumbered/ invoked/ released by the acquirer                                                                                                                                    | --                | --    | --    |
| <b>e. Total (a+b+c+d)</b>                                                                                                                                                                  | 1,51,32,166       | 26.60 | 26.60 |
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                             |                   |       |       |
| a. Shares carrying voting rights                                                                                                                                                           | 4,24,79,273       | 74.66 | 74.66 |
| b. Shares encumbered with the acquirer                                                                                                                                                     | --                | --    | --    |
| c. VRs otherwise than by shares                                                                                                                                                            | --                | --    | --    |
| d. Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | --                | --    | --    |
| <b>e. Total (a+b+c+d)</b>                                                                                                                                                                  | 4,24,79,273       | 74.66 | 74.66 |
| Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)                                                   | Inter-se transfer |       |       |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                 | 25-February-2015  |       |       |
| Equity share capital / total voting capital of the TC before the said acquisition/sale                                                                                                     | Rs. 113,800,440   |       |       |
| Equity share capital/ total voting capital of the TC after the said acquisition/sale                                                                                                       | Rs. 113,800,440   |       |       |
| Total diluted share/voting capital of the TC after the said acquisition                                                                                                                    | Rs. 113,800,440   |       |       |

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under clause 35 of the listing Agreement.

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For Dalmia Cement (Bharat) Limited**

  
**Company Secretary**

**Signature of the acquirer / ~~seller~~ / Authorised Signatory**

Place: New Delhi

Date: 27-2-2015