

VANIKA COMMERCIAL AND HOLDINGS PRIVATE LIMITED

Corporate Office: 4-Scindia House, New Delhi - 110001

CIN - U74999TN2017PTC115203 Email Id: scml@dalmiadelhi.com

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

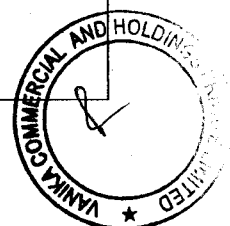
BSE Limited
PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001.

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

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) | Vanika Commercial and Holdings Pvt. 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) Sita Investment Company Ltd. ii) Himgiri Commercial Ltd. |
| | b. Proposed date of acquisition | 23.03.2017 to 31.03.2017 |
| | c. Number of shares to be acquired from each person mentioned in 4(a) above | i) Sita Investment Company Ltd. proposes to transfer 76,48,475 equity shares of DBSIL to Vanika Commercial and Holdings Pvt. Ltd. ii) Himgiri Commercial Ltd. proposes to transfer 10,38,830 equity shares of DBSIL to Vanika Commercial and Holdings Pvt. Ltd. |
| | d. Total shares to be acquired as % of share capital of TC | 10.73% |
| | 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)(iii) |
| 6. | If, frequently traded, volume weighted 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 | Rs. 171.20/- per share (on NSE) |

Regd. Off.: Dalmiapuram Lalgudi, Dist. Tiruchirappalli, Tamil Nadu - 621651



| | | | | | |
|----|---|---|-----------------------------------|--------------------------------|-----------------------------------|
| | 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) | 5,19,46,812 | 64.18 | 6,06,34,117 | 74.91 |
| | - Seller(s)/ Transferors- | | | | |
| | i) Sita Investment Company Ltd. | 76,48,475 | 9.45 | NIL | NIL |
| | ii) Himgiri Commercial Ltd. | 10,38,835 | 1.28 | 5 | 0.00 |
| | Total | 6,06,34,122 | 74.91 | 6,06,34,122 | 74.91 |

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.

For Vanika Commercial And Holdings Private Limited

Date: 16.03.2017

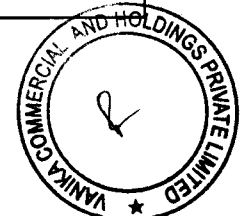
Place: New Delhi

Encl: As above


Director
(PURVA MEHRA)
DIN: 07734634

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 | Smt. Anupama Dalmia | 11250 | 0.01 | 11250 | 0.01 |
| 2 | Ku. Sukeshi Dalmia | 37180 | 0.05 | 37180 | 0.05 |
| 3 | Ku. Vaidehi Dalmia | 37180 | 0.05 | 37180 | 0.05 |
| 4 | Ku. Sumana Dalmia | - | - | - | - |
| 5 | Sukeshi Trust | - | - | - | - |
| 6 | Vaidehi Trust | - | - | - | - |
| 7 | Sumana Trust | - | - | - | - |
| 8 | Shri Jai Hari Dalmia, C/o Jai Hari Dalmia HUF | 315175 | 0.39 | 315175 | 0.39 |
| 9 | Shri Investments | - | - | - | - |
| 10 | Shri Yadu Hari Dalmia | - | - | - | - |
| 11 | Smt. Bela Dalmia | - | - | - | - |
| 12 | Shri Puneet Yadu Dalmia | - | - | - | - |
| 13 | Smt. Avantika Dalmia | - | - | - | - |
| 14 | Ku. Avanee Dalmia | - | - | - | - |
| 15 | Mst. Priyang Dalmia | - | - | - | - |
| 16 | Avanee Trust | - | - | - | - |
| 17 | Priyang Trust | - | - | - | - |
| 18 | Shrutipriya Dalmia | - | - | - | - |
| 19 | Shrutipriya Dalmia, C/o Shrutipriya Dalmia Trust | 86665 | 0.11 | 86665 | 0.11 |
| 20 | Yadu Hari Dalmia Parivar Trust | - | - | - | - |
| 21 | Shri Brahma Creation Trust | - | - | - | - |
| 22 | Shri Vishnu Preservation Trust | - | - | - | - |
| 23 | Respect Elders & Co. | - | - | - | - |
| 24 | Love Children & Co. | - | - | - | - |
| 25 | Respect Nature & Society | - | - | - | - |
| 26 | Shubh Home Realtors LLP | - | - | - | - |
| 27 | Shri Gautam Dalmia C/o Gautam Dalmia HUF | - | - | - | - |
| 28 | Yadu Hari Dalmia (HUF) | 241,005 | 0.30 | 241,005 | 0.30 |
| 29 | Shri Gautam Dalmia | 151,990 | 0.19 | 151,990 | 0.19 |
| 30 | Shri Jai Hari Dalmia | 240,000 | 0.30 | 240,000 | 0.30 |
| 31 | Smt. Kavita Dalmia | 5.00 | 0.00 | 5.00 | 0.00 |
| 32 | Jai Hari Dalmia Parivar Trust | - | - | - | - |
| 33 | Jai Hari Dalmia Trust | - | - | - | - |
| 34 | Kavita Dalmia Trust | - | - | - | - |
| B. COMPANIES | | | | | |
| 35 | Rama Investment Co. Private Limited | - | - | - | - |
| 36 | Vinimay Developers Private Ltd. | - | - | - | - |
| 37 | Glow Homes Technologies Pvt. Ltd. | - | - | - | - |
| 38 | CoinTribe Technologies Pvt. Ltd. | - | - | - | - |
| 39 | Samagama Holdings And Commercial Private Limited | 35875223 | 44.32 | 35875223 | 44.32 |
| 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 | Dalmia Refractories Limited (formerly Shri Nataraj Ceramic and Chemical Industries Limited) | 1000 | 0.00 | 1000 | 0.00 |
| 45 | Shri Chamundeswari Minerals Limited | - | - | - | - |
| 46 | Zipahead.com Private Limited (formerly Zipahead.Com Limited) | - | - | - | - |
| 47 | Avanee and Ashni Securities Private Limited | - | - | - | - |
| 48 | Dalmia Bharat Limited (Formerly Dalmia Bharat Enterprises Limited) | 14829764 | 18.32 | 14829764 | 18.32 |
| 49 | Shri Yadu Hari Trusteeship Services Pvt. Ltd. | - | - | - | - |
| 50 | YHD Trusteeship Services Pvt. Ltd. | - | - | - | - |



| | | | | | |
|----|--|-------------------|---------------|-------------------|---------------|
| 51 | Vastalaya Developers Private Ltd. | - | - | - | - |
| 52 | Adhirath Power and Holdings Pvt. Ltd. | - | - | - | - |
| 53 | Dalmia Mining and services Pvt.Ltd. | - | - | - | - |
| 54 | Hareon Dalmia Solar Pvt. Ltd. | - | - | - | - |
| 55 | Dalmia Seven Refractories Ltd. | - | - | - | - |
| 56 | Garvita Solution Services And Holdings Private Limite | - | - | - | - |
| 57 | Vanika Commercial and Holdings Private Limited* | - | - | 8687305 | 10.73 |
| 58 | Dalmia Renewables Energy Limited | - | - | - | - |
| 59 | Ankita Pratisthan Ltd. | - | - | - | - |
| 60 | Keshav Power Ltd. | 5 | 0.00 | 5 | 0.00 |
| 61 | Puneet Trading and Investment Co. Pvt. Ltd. | - | - | - | - |
| 62 | Valley Agro Industries Ltd. | 5 | 0.00 | 5 | 0.00 |
| 63 | Shree Nirman Ltd. | 5 | 0.00 | 5 | 0.00 |
| 64 | Mayuka Investment Ltd. | - | - | - | - |
| 65 | Kavita Trading and Investment Co. Pvt. Ltd. | - | - | - | - |
| 66 | Dalmia Stefanutti Stocks Private Limited | - | - | - | - |
| | TOTAL | 51,946,812 | 64.18 | 60,634,117 | 74.91 |
| | TOTAL PAID-UP CAPITAL | 80,939,303 | 100.00 | 80,939,303 | 100.00 |

Note: * Acquirer

