

# Samagama Holdings And Commercial Private Limited

CIN - U74900TN2016PTC103793

4, Scindia House, New Delhi - 110 001 • Email Id : ~~dapel@dalmiadelhi.com~~

~~Scml@dalmiadelhi.com~~

Date: 06.03.2017

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

BSE Limited  
PhirozeJeebhoy 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 Samagama Holdings and Commercial Private Limited**

  
Purva Mehra  
(Director)  
DIN: 07734634



# 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

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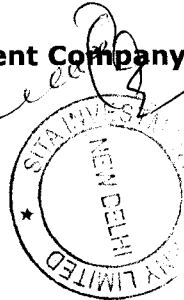
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Thanking You,

Yours faithfully,  
**For Sita Investment Company Limited**

M.L. Dujari  
(Director)  
DIN: 00010043



# HIMGIRI COMMERCIAL LIMITED

4 – SCINDIA HOUSE, NEW DELHI - 110001

Date: 06.03.2017

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

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PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001.

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**Target Company: Dalmia Bharat Sugar and Industries Ltd.**

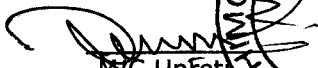
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Thanking You,

Yours faithfully,  
**For Himgiri Commercial Limited**

  
M.C. Upfeti  
(Director)  
DIN: 00013045



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.

**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)	Samagama Holdings and Commercial Pvt. Ltd. Sita Investment Company Ltd. and Himgiri Commercial 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) Ankita Pratisthan Ltd. ii) Keshav Power Ltd. iii) Puneet Trading and Investment Co. Pvt. Ltd. iv) Valley Agro Industries Ltd. v) Shree Nirman Ltd. vi) Yadu Hari Dalmia (HUF) vii) Shri Gautam Dalmia viii) Mayuka Investment Ltd. ix) Kavita Trading and Investment Company Pvt. Ltd. x) Shri Jai Hari Dalmia xi) Smt. KavitaDalmia
	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) Ankita Pratisthan Ltd. proposes to transfer 5,829,070 equity shares of DBSIL to Samagama Holdings and Commercial Pvt. Ltd. ii) Keshav Power Ltd. proposes to transfer 3,913,221 equity shares of DBSIL to Samagama Holdings and Commercial Pvt. Ltd. iii) Puneet Trading and Investment Co. Pvt. Ltd. proposes to transfer 9,792,775 equity shares of DBSIL to Samagama Holdings and Commercial Pvt. Ltd.. iv) Valley Agro Industries Ltd. proposes to transfer 3,495 equity shares of DBSIL to Samagama Holdings and Commercial Pvt. Ltd. v) Shree Nirman Ltd. proposes to transfer 125 equity

		<p>shares of DBSIL to Samagama Holdings and Commercial Pvt. Ltd.</p> <p>vi) Yadu Hari Dalmia (HUF) proposes to transfer 241,000 equity shares of DBSIL to Samagama Holdings and Commercial Pvt. Ltd.</p> <p>vii) Shri Gautam Dalmia proposes to transfer 751,985 equity shares of DBSIL to Samagama Holdings and Commercial Pvt. Ltd.</p> <p>viii) Mayuka Investment Ltd. proposes to transfer 15,736,537 equity shares of DBSIL to Samagama Holdings and Commercial Pvt. Ltd.</p> <p>ix) Kavita Trading and Investment Company Pvt. Ltd. proposes to transfer 22,500 equity shares of DBSIL to Himgiri Commercial Ltd.</p> <p>x) Shri Jai Hari Dalmia proposes to transfer 1,635,005 equity shares of DBSIL to Sita Investment Company Ltd.</p> <p>xi) Smt. Kavita Dalmia proposes to transfer 376,665 equity shares of DBSIL to Sita Investment Company Ltd.</p>
	d. Total shares to be acquired as % of share capital of TC	47.32%
	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	<p>The transfers mentioned in clauses (i) to (viii) of point 4( c) above are exempt from making an open offer under Regulation 10(1)(a)(iii)</p> <p>The transfers mentioned in clauses (ix), (x) and (xi) of point 4( c) above are exempt from making an open offer under Regulation 10(1)(a)(ii)</p>
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 maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 167.98/- per share (on NSE)
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)	2,23,31,709	27.59	6,06,34,087	74.91
	-Seller(s)/ Transferors-				
	i) AnkitaPratisthan Ltd.	58,29,070	7.20	NIL	0.00
	ii) Keshav Power Ltd.	39,13,226	4.83	5	0.00
	iii) Puneet Trading and Investment Co. Pvt. Ltd.	97,92,775	12.10	NIL	0.00
	iv) Valley Agro Industries Ltd.	3,500	0.00	5	0.00
	v) Shree Nirman Ltd.	130	0.00	5	0.00
	vi) Shri Yadu Hari Dalmia (HUF)	2,41,005	0.30	5	0.00
	vii) ShriGautamDalmia	7,51,990	0.93	5	0.00
	viii) Mayuka Investment Ltd.	1,57,36,537	19.44	NIL	0.00
	ix)Kavita Trading and Investment Company Pvt. Ltd.	22,500	0.03	NIL	0.00
	x) Shri Jai Hari Dalmia	16,35,010	2.02	5	0.00
	xi) Smt. Kavita Dalmia	3,76,670	0.47	5	0.00
	<b>Total</b>	<b>6,06,34,122</b>	<b>74.91</b>	<b>6,06,34,122</b>	<b>74.91</b>

**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 Samagama Holdings and Commercial Private Limited



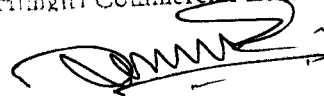
Director

For Sita Investment Company Limited



Director

For Himgiri Commercial Ltd.



Director

Encl: As above

**Note I:**

- a) The transfer from Mayuka Investment Ltd., Ankita Pratisthan Ltd., Keshav Power Ltd., Puneet Trading and Investment Company Private Ltd., Valley Agro Industries Ltd., Shree Nirman Ltd., Yadu Hari Dalmia (HUF) and Shri Gautam Dalmia of equity shares in DBSIL to Samagama Holdings and Commercial Pvt. Ltd. and transfer from Kavita Trading and Investment Company Pvt. Ltd. of equity shares in DBSIL to Himgiri Commercial Ltd. mentioned in sub points (i) to (ix) in point 4(c) above are inter se transfers amongst promoters **without consideration**
- b) The transfers from Shri Jai Hari Dalmia and Smt. Kavita Dalmia of equity shares in DBSIL to Sita Investment Company Limited mentioned in points (x) and (xi) above are proposed to be carried out via block deals at the **prevailing market price**

**Note II:**

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

## Shareholding of acquirer &amp; 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	-	-	-	-
<b>B. COMPANIES</b>					
28	Rama Investment Co. Private Limited	-	-	-	-
29	Sita Investment Company Limited*	5876800	7.26	7888470	9.75
30	Himgiri Commercial Limited*	1016335	1.26	1038835	1.28
31	Vinimay Developers Private Ltd.	-	-	-	-
32	Glow Homes Technologies Pvt. Ltd.	-	-	-	-
33	CoinTribe Technologies Pvt. Ltd.	-	-	-	-
34	Samagama Holdings And Commercial Private Limited*	-	-	36268208	44.81
35	Antordaya Commercial And Holdings Private Limited	-	-	-	-
36	Tijori Capital Private Limited	-	-	-	-
37	Akhyar Estate Holdings Private Limited	-	-	-	-
38	Alirox Abrasives Limited	120360	0.15	120360	0.15
39	Dalmia Refractories Limited (formerly Shri Nataraj Ceramic and Chemical Industries Limited)	1000	0.00	1000	0.00
40	Shri Chamundeswari Minerals Limited	-	-	-	-
41	Zipahead.com Private Limited (formerly Zipahead.Com Limited)	-	-	-	-
42	Avanee and Ashni Securities Private Limited	-	-	-	-
43	Dalmia Bharat Limited (Formerly Dalmia Bharat Enterprises Limited)	14829764	18.32	14829764	18.32
44	Shri Yadu Hari Trusteeship Services Pvt. Ltd.	-	-	-	-
45	YHD Trusteeship Services Pvt. Ltd.	-	-	-	-
46	Vastalaya Developers Private Ltd.	-	-	-	-
47	Adhirath Power and Holdings Pvt. Ltd.	-	-	-	-
48	Dalmia Mining and services Pvt.Ltd.	-	-	-	-
49	Hareon Dalmia Solar Pvt. Ltd.	-	-	-	-
50	Dalmia Seven Refractories Ltd.	-	-	-	-
51	Garvita Solution Services And Holdings Private Limited	-	-	-	-
52	Vanika Commercial and Holdings Private Limited	-	-	-	-
53	Dalmia Renewables Energy Limited	-	-	-	-
<b>TOTAL</b>		<b>22,331,709</b>	<b>27.59</b>	<b>60,634,087</b>	<b>74.91</b>
<b>TOTAL PAID-UP CAPITAL</b>		<b>80,939,303</b>	<b>100.00</b>	<b>80,939,303</b>	<b>100.00</b>

Note: \* Acquirer

