

DCS/AMAL/MD/R37/784/2017-18

May 05, 2017

The Company Secretary
DALMIA BHARAT LTD.
District Tiruchirapalli,
Dalmiapuram - 621651, Tamilnadu.

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement between Dalmia Bharat Limited and Odisha Cement Limited and their respective shareholders and creditors.

We are in receipt of Draft Scheme of Arrangement between Dalmia Bharat Limited and Odisha Cement Limited and their respective shareholders and creditors filed as required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

SEBI vide its letter dated May 05, 2017, has inter alia given the following comment(s) on the draft scheme of arrangement:

- “Company shall ensure that the following is disclosed in the Scheme under the heading ‘Action Taken by SEBI/RBI’ :
Mr. D. N. Davar, Independent Director on Board of OCL India Limited, has been restrained and prohibited from accessing the securities market and from buying, selling or dealing in securities vide SEBI Order dated June 8, 2016 in the matter of Vishwas Steels Limited.”
- “Company shall duly comply with various provisions of the Circulars.”
- “Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.”
- “It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

However, the listing of equity shares of Odisha Cement Limited on the BSE Limited, shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. CIR/CFD/CMD/16/2015 dated November 30, 2015. Further, Odisha Cement Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of Odisha Cement Limited is at the discretion of the Exchange. In addition to the above, the listing of Odisha Cement Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

: 2 :

1. To submit the Information Memorandum containing all the information about Odisha Cement Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all the information of Odisha Cement Limited in line with the details required as per the aforesaid SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about Odisha Cement Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
 - i. "The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
 - ii. "There shall be no change in the shareholding pattern of Odisha Cement Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT. Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble NCLT, the listed company shall submit to the stock exchange the following:

- Copy of the NCLT approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Manager



Sanjay Dhakite
Assistant General Manager
Corporation Finance Department
Division of Issues and Listing-I
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भारतीय प्रतिभूति
और विनियम बोर्ड
Securities and Exchange
Board of India

CFD/DIL-1/BNS/SD/10223/1/2017

May 5, 2017

Shri Avinash Kharkar,
National Stock Exchange of India Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400051.

Dear Sir,

Sub: Draft Scheme of Arrangement between Dalmia Bharat Limited and Odisha Cement Limited

1. This has reference to your letter No. NSE/LIST/96946 dated December 13, 2016 forwarding the application of draft scheme of Arrangement between Dalmia Bharat Limited (DBL) and Odisha Cement Limited (OCL) filed in accordance with SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 (hereinafter referred to as 'the Circulars') for our comments on the draft Scheme of Arrangement (hereinafter referred to as 'draft Scheme').
2. The matter has been examined by SEBI in the light of the provisions under Part A, Annexure I of the aforesaid Circular. Accordingly, SEBI's comments on the draft Scheme are as under:
 - a. NSE to ensure that the following is disclosed in the scheme under the heading 'action taken by SEBI /RBI:
Mr. D. N. Davar, Independent Director on Board of OCL India Limited, has been restrained and prohibited from accessing the securities market and from buying, selling or dealing in securities vide SEBI order dated June 8, 2016 in the matter of Vishwas Steels Limited.
 - b. Stock exchange shall advise the company that the observations of SEBI/Stock exchanges shall be incorporated in the petition filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.
 - c. Please note that since the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange, the company is not required to send notice for representation, along with all relevant documents, as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.
 - d. NSE to ensure compliance with the said Circular.
 - e. The company shall duly comply with various provisions of the Circular.

Please note that the submission of documents/information in accordance with the Circular, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.

दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर.एस.), 2644 9000 / 4045 9000 फेक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.

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अनुवर्ती :
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*Securities and Exchange
Board of India*

of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Yours faithfully,


Sanjay Dhakite

CC: **Shri Khushro Bulsara,**
Senior General Manager,
Bombay Stock Exchange Ltd.,
Floor 25, P J Towers, Dalal Street,
Mumbai – 400001