

The National Stock Exchange Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra East,
MUMBAI 400051

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400001

Dear Sir,

Re: Disclosure under Regulation 10(5) – Intimation to Stock Exchange in respect of proposed acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	OCL India Limited
2. Name of the Acquirer(s)	DALMIA CEMENT (BHARAT) LIMITED
3. Whether the acquirers 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 proposed acquisition	
(a) Name of the persons from whom shares are to be acquired	Please refer Annexure 1 attached
(b) Proposed date of acquisition	Any time after 4 working days from the date of this notice
(c) Number of Shares to be acquired from each person mentioned in 4(a) above	Up to the number of shares mentioned in Annexure 1 attached to this notice
(d) Total shares to be acquired as % of share capital of TC	Up to 1.519 crs Equity shares of Rs. 2/- each constituting 26.7% of total share capital of TC
(e) Price at which shares are	Not exceeding the price limits allowed

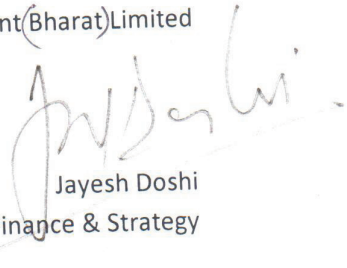
proposed to be acquired	under proviso 1 to clause 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, i.e. not exceeding Rs. 725 per share
(f) Rationale, if any, for proposed transfer	Inter-se transfer

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 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.	n/a
7. If infrequently traded the price as determined in terms of clause (e) of sub regulation (2) of Regulation 8.	Rs. 580.23 per share
8. Declaration by the acquirer that the acquisition price would not be higher by more than 25% of the price computed in (6) or (7) as applicable	I, the acquirer, hereby declare that the acquisition price per share shall not be higher than more than 25% of the price as calculated in (7) above.
9. Declaration by the acquirer that the transferor and transferee have complied/will comply with applicable disclosure requirement in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	I, the acquirer, hereby declare 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)
10. Declaration by the acquirer that all the conditions specified under Regulation 10(1)(a) with respect to exemptions has been duly complied with	I, the acquirer, hereby declare that all the conditions specified under Regulation 10(1)(a) with respect to exemptions have 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 (Dalmia Cement (Bharat) Limited)	2,73,12,107	48.00%	4,25,02,606	74.70%
- PACs (other than acquirer and sellers) (*)	1,31,249	0.23%	1,31,249	0.23%
- Total (Refer Annexure 1 attached)	2,74,43,356	48.23%	4,26,33,855	74.93%
- Sellers (refer Annexure 1 attached)	1,51,90,499	26.70%	Nil	Nil
- GRAND TOTAL	4,26,33,855	74.93%	4,26,33,855	74.93%

Note: (*) Shareholding of each entity may be shown separately and then collectively in a group.

For Dalmia Cement (Bharat) Limited



Jayesh Doshi

Sr. Executive Director – Corp. Finance & Strategy

Date: 16th February 2015
Place: Mumbai

Annexure 1 – Promoter group shareholding details

Category	Promoter	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
1	Acquirer:				
	(i) Dalmia Cement (Bharat) Limited	27,312,107	48.00%	42,502,606	48.00%
	Sub-total	27,312,107	48.00%	42,502,606	74.70%
2	Other promoter group:				
	(i) Gautam Dalmia (HUF)	110,541	0.19%	110,541	0.19%
	(ii) Sri. Gautam Dalmia (C/o Sumana Trust)	20,708	0.04%	20,708	0.04%
	Sub-total	131,249	0.23%	131,249	0.23%
	Total of Category 1 & 2	27,443,356	48.23%	42,633,855	74.93%
3	Sellers:				
	(i) Sri. Mridu Hari Dalmia	2,354,310	4.14%	-	-
	(ii) Sri. Mridu Hari Dalmia (C/o Mridu Hari Dalmia Parivar Trust)	12,777,856	22.46%	-	-
	(iii) Smt. Ushadevi Jhunjhunwala	58,333	0.10%	-	-
	Sub-total	15,190,499	26.70%	-	-
	Grand total of Promoter holding	42,633,855	74.93%	42,633,855	74.93%

