DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF
DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

a company incorporated under the Indian Companies Act, 1913 having its Registered Office at Dalmiapuram - 621 651, Tiruchirapalli District, Tamil Nadu, Tel. No.: +91 4329 235123, Fax No.: +91 4329 235111

This Detailed Public Statement is being issued by **SPA Capital Advisors Limited,** the Manager to the Offer ("Manager"), on behalf of Dalmia Bharat Enterprises Limited, in compliance with Regulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, including amendments thereto ("SEBI Takeover Regulations") pursuant to the Public Announcement given on September 05, 2012 to BSE Limited, National Stock Exchange of India Limited, Madras Stock Exchange Limited and Securities and Exchange Board of India ("SEBI") and Dalmia Bharat Sugar and Industries Limited (the "Target") in terms of Regulation 13(2)(a) read with Regulation 3(2) of the SEBI Takeover Regulations.

I. ACQUIRER, TARGET AND THE OFFER

A. ACQUIRER - DALMIA BHARAT ENTERPRISES LIMITED

- Dalmia Bharat Enterprises Limited ("DBEL" / "Acquirer") was incorporated as a public limited company on February 10, 2006 as Sri Kesava Mines & Minerals Limited. The Acquirer received the Certificate of Commencement of Business on February 28, 2006. The name of DBEL was subsequently changed to 'DCB Renewable Energy and Industries Limited' and the Company received a Fresh Certificate of Incorporation consequent upon change in name dated February 19, 2010. The name was again changed to 'Dalmia Bharat Enterprises Limited', its present name, and DBEL received the Fresh Certificate of Incorporation consequent upon change in name dated March 25, 2010 from the Registrar of Companies, Tamil Nadu, Chennai and Andaman and Nicobar Islands. The registered office of DBEL is situated at Dalmiapuram - 621 651, Tiruchirapalli District, Tamil Nadu and Head Office at 11th & 12th Floors, Hansalaya Building, 15 Barakhamba Road, New Delhi - 110 001. The Corporate Identification Number of DBEL is L40109TN2006PLC058818.
- In pursuance of the Scheme of Arrangement between Dalmia Bharat Sugar and Industries Limited ("DBSIL" / the "Target" and formerly carrying on business in the name and style of 'Dalmia Cement (Bharat) Limited'), DBEL, Dalmia Cement (Bharat) Limited (formerly: Avnija Properties Limited), DCB Power Ventures Limited and their respective Shareholders and Creditors, which was approved by the Hon'ble High Court of Madras by its Order dated July 29, 2010, the "cement undertaking", "captive thermal power undertaking", "refractory undertaking carried out in the name and style of 'Dalmia Refractories'", etc. stands demerged from DBSIL and stands vested and transferred in DBEL on a going concern basis, in the first phase, and thereafter, in the second phase, the "cement undertaking" and the "captive thermal power undertaking" stands demerged from DBEL and stands vested and transferred in Dalmia Cement (Bharat) Limited (formerly: Avnija Properties Limited) and DCB Power Ventures Limited, respectively.
- DBEL is engaged in the business of purchase and sale of refractories and provision of management services. Through its subsidiary, Dalmia Cement (Bharat) Limited, it is also engaged in the business of cement, and through its ultimate subsidiary, DCB Power Ventures Limited, in the generation of power.
- There is no Person acting in Concert with the Acquirer in relation to this Offer within the meaning of Regulation 2(1)(q) of the SEBI Takeover Regulations. DBEL forms part of the Dalmia Bharat Group.
- The Promoters of the Acquirer are:

Name	Address	Director Identification Number /Corporate Identification Number
Mr. Jai Hari Dalmia	No. 1, Tees January Marg, New Delhi - 110 011	00009717
Mr. Yadu Hari Dalmia	18, Golf Links, New Delhi-110003	00009800
Dalmia Bharat Sugar and Industries Limited	Dalmiapuram -621651, District Tiruchirapalli, Tamil Nadu	L26942TN1951 PLC000640
Mayuka Investment Limited	4, Scindia House, Connaught Place, New Delhi - 110 001	U65993DL1982 PLC182919
Shree Nirman Limited	4, Scindia House, Connaught Place, New Delhi - 110 001	U45201DL1984 PLC181590
Ankita Pratisthan Limited	8-B, Camac Court, 8th Floor, 25-B,Camac Street, Kolkata - 700 016	U65993WB1983 PLC035766
Keshav Power Limited	4, Scindia House, Connaught Place, New Delhi - 110 001	U40105DL2004 PLC181613

- The Equity Shares of Acquirer are listed on BSE Limited (the "BSE"), National Stock Exchange of India Limited (the "NSE") and Madras Stock Exchange Limited (the "MSE").
- Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia, promoters of Acquirer are also promoters of the Target. Mr. Gautam Dalmia and Mr. Puneet Yadu Dalmia, Non-Executive Directors of the Acquirer also form part of the Promoter Group of the Acquirer and the Target. Further, the Target is also the Promoter of the Acquirer. The interest of the Acquirer in the Target during the financial year 2011-12 is as under:
  - Purchase of goods and services from Target: ₹ 1.14 crore
  - Reimbursement of expenses (payable to Target): ₹ 0.05 crore
  - Reimbursement of expenses (receivable from Target): ₹ 0.20 crore
  - Sale of goods and services to Target: ₹ 5.75 crore
  - Interest received from Target: ₹ 3.73 crore
  - Loan given to Target outstanding as on March 31, 2012: ₹ 50.00 crore

  Mr. Jai Hari Dalmia is Vice Chairman of the Target with a remuneration of ₹ 0.48 crore per annum w.e.f. April 01, 2012 and Mr. Yadu Hari Dalmia is Vice Chairman of the Target with a remuneration of ₹ 0.48 crore per annum w.e.f April 01, 2012.
- The Acquirer forms part of the Promoter Group of the Target and hold 3,959,753 Equity Shares representing 4.89% of the total equity share capital of the Target as on the date of this Detailed Public Statement.
- The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the Securities and Exchange Board of India Act, 1992 or under any of the Regulations made thereof and subsequent amendments thereto.
- Brief audited consolidated financial statements of the Acquirer for financial years ended March 31, 2012, March 31, 2011 and March 31, 2010 along with un-audited financial results for the quarter ended June 30, 2012:

(Amount ₹ in crores except EPS)

Particulars	3 months period ended June 30, 2012 (unaudited)[1]	FY 2012	FY 2011	FY 2010[2]
Total Revenue from operations	643.18	2,330.36	1,745.93	0.00
Other income	14.72	87.37	54.29	0.23
Profit after tax	72.28	143.45	49.77	0.10
EPS (Basic & Diluted)	8.90	17.67	6.13	3.99
Shareholders' funds	N.A.	2,890.83	2,777.69	0.15

1. The financial summary for the period ended June 30, 2012 is for three months and hence not comparable.
2. During the Financial Year 2009-10, there was no Subsidiary of the Acquirer and hence no consolidated results were required to be prepared.

B. TARGET - DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

- Dalmia Bharat Sugar and Industries Limited ("DBSIL" / "Target") was incorporated under the Indian Companies Act, 1913, on November 01, 1951 to take over the Indian assets including the cement plant of Dalmia Cement Limited at Dalmiapuram, Tamil Nadu. The name of the Target on incorporation was Dalmia Cement (Bharat) Limited. The Target received Certificate of Commencement of business on December 26, 1951. The name of the Target was changed from Dalmia Cement (Bharat) Limited to Dalmia Bharat Sugar and Industries Limited and Fresh Certificate of Incorporation consequent upon change in name was issued by Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands on September 07, 2010. The Corporate Identification Number of the Target is L26942TN1951PLC000640. The registered office of the Target is situated at Dalmiapuram - 621 651, Tiruchirapalli District, Tamil Nadu and Head Office at 11th & 12th Floors, Hansalaya Building, 15 Barakhamba Road, New Delhi - 110 001. The present promoters of the Target are Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia.
- DBSIL is engaged in the business of manufacture and sale of sugar and has three integrated plants for such purposes which include Co-generation and a Distillery, generation of electricity through wind farms, magnesite and travel agency business besides manufacture and sale of multi layer ceramic chip capacitors and resistors. The total cane crushing capacity of DBSIL stands at 22,500 TCD. Further, DBSIL is in the process of acquiring a sugar mill having capacity of 2,500 TCD near Kohlapur, Maharashtra through auction process for which its bid has been accepted.
- The Equity Shares of the Target are presently listed on NSE, BSE and MSE. The Equity Shares of the Target are not suspended from trading on NSE, BSE and MSE. The Equity Shares of the Target have been voluntarily delisted in the past from The Delhi Stock Exchange Association Limited vide letter dated February 10, 2004 and from The Calcutta Stock Exchange Association Limited vide notice dated June 06, 2007. The privately placed Non-Convertible Debentures of the Target are listed on WDM Segment of the NSE.
- Based on the information available on the website of the stock exchanges, the Equity Shares of the Target are frequently traded on BSE and NSE (in terms of Regulation 2(1)(j) of SEBI Takeover Regulations). Further, the Equity Shares of the Target are most frequently traded on NSE.
- Brief audited consolidated financial statements of the Target for financial years ended March 31, 2012, March 31, 2011 and March 31, 2010 along with un-audited financial results for the quarter ended June 30, 2012:

(Amount ₹ in crores except EPS)

Particulars	3 months period ended June 30, 2012 (unaudited)[1]	FY 2012	FY 2011	FY 2010
Total Revenue from operations	252.65	712.83	669.00	2,154.26
Other income	6.80	29.38	23.54	48.66
Profit after tax	10.51	0.92	3.77	177.22
EPS (Basic & Diluted)	1.30	0.11	0.47	21.90
Shareholders' funds	N.A.	441.51	440.96	1,425.95

1. The financial summary for the period ended June 30, 2012 is for three months and on standalone basis (as disclosed to the Stock Exchanges) and hence not comparable.

C. DETAILS OF THE OFFER

- The Offer is for 21,044,220 (Two Crores Ten Lakhs Forty Four Thousand Two Hundred Twenty Only) Equity Shares of face value of ₹ 2/- each representing 26% of the paid up Equity Share capital of the Target at a price of ₹ 19.50 per Equity Share, payable in cash.
- The Equity Shares of the Target will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights declared thereafter.
- There are no partly paid up Equity Shares in the Target.
- This is not a competitive bid.
- This Offer is subject to the receipt of statutory and other approvals mentioned in Para VI of this Detailed Public Statement. In terms of Regulations 23(1)(a) of SEBI Takeover Regulations, if the statutory approvals are not received, the Offer will stand withdrawn.
- The Offer is being made to all the public shareholders of the Target. The Offer is not a conditional Offer subject to any minimum level of acceptances from the shareholders. The Acquirer will accept the Equity Shares of the Target those are tendered in valid form in terms of this Offer upto a maximum of 21,044,220 Equity Shares representing 26% of the paid up Equity Share Capital of the Target.
- The Acquirer does not intend to alienate any material asset of the Target or of any of its subsidiaries whether by sale, lease, encumbrance or otherwise outside the ordinary course of business of the Target. Except as mentioned, in the event any substantial assets of the Target are proposed to be sold, disposed off or otherwise encumbered in the succeeding two years from the date of closure of the Open Offer, the Acquirer undertakes that it shall do so only upon the receipt of the prior approval of the Shareholders of the Target through Special Resolution in terms of Regulation 25(2) of the SEBI Takeover Regulations and subject to the applicable laws as may be required.
- Upon the completion of the Offer, assuming full acceptances in the Offer and pursuant to the Purchase Order, the Acquirer will hold 30,503,973 (Three Crore Five Lakhs Three Thousand Nine Hundred Seventy Three Only) Equity Shares constituting 37.69% of the paid up Equity Share Capital of the Target.
- Upon completion of the Offer, assuming full acceptances in the Offer, the holding of the Promoter and Promoter Group (including Acquirer) will be 79,309,331 (Seven Crore Ninety Three Lakhs Nine Thousand Three Hundred Thirty One Only) Equity Shares constituting 97.98% of the Paid up Equity Share Capital of the Target. Further, the Acquirer has given an undertaking that if pursuant to this Open Offer, the public shareholding in the Target falls below 25% of the voting rights / paid up equity share capital, it will facilitate the Target to raise the level of public shareholding to the level as specified for continuous listing under the Securities Contracts (Regulation) Rules, 1957 and in accordance with such directions as may be issued by the Stock Exchanges on which shares of the Target are listed within a period of twelve (12) months from the date of completion of Open Offer.

II. BACKGROUND OF THE OFFER

- As on the date of this Detailed Public Statement, the Promoter Group (including the Acquirer) of the Target holds 52,765,111 Equity Shares representing 65.19% of the paid up equity share capital of the Target. In the financial year 2012-13, the Acquirer has acquired 3,959,753 Equity Shares resulting in increase of Promoters' shareholding from 60.30% as on April 01, 2012 to 65.19% as on September 04, 2012. Further, the gross acquisitions made by the Promoter Group during the period from April 01, 2012 to September 04, 2012 is 4,019,753 Equity Shares (inclusive of the shares acquired by the Acquirer as stated above) aggregating to 4.97% of the total paid up equity share capital in terms of the Explanation (i) of the Regulation 3(2) of the SEBI Takeover Regulations.
- On September 05, 2012, Acquirer has placed a Purchase Order of the same date with SPA Securities Limited (the "Broker") to acquire upto 5,500,000 Equity Shares representing 6.80% of the paid up equity share capital of the Target at a price not exceeding ₹ 19.50 (Rupees nineteen and paise fifty only) per Equity Share, payable in cash. The said maximum 5,500,000 Equity Shares are proposed to be purchased on NSE and / or BSE on or before October 19, 2012.
- Pursuant to the abovementioned intent of the Acquirer to purchase Equity Shares of the Target entitling the Acquirer to gain control over more than 5% of the paid up equity share capital in one financial year, this mandatory Offer is being made by the Acquirer in compliance with Regulation 3(2) read with Regulation 13(2)(a) of the SEBI Takeover Regulations.
- The Offer is not as a result of Global Acquisition resulting in indirect acquisition of Target.
- The Acquirer is part of the Promoter Group of the Target. The Promoters propose to extend support to continue and expand the existing business of the Target. The main purpose of the above mentioned acquisition and the Offer is to consolidate their holding. The Acquirer plans to continue the business of the Target as it has done in the past.

III. SHAREHOLDING AND ACQUISITION DETAILS

- The present and proposed shareholding of the Acquirer and the details of their acquisition are as follows:

Details	No. of shares	Percentage
Shareholding as on the date of Public Announcement	3,959,753	4.89
Shares acquired between the date of Public Announcement and the Detailed Public Statement	Nil	Nil
Balance shares proposed to be acquired on or before October 19, 2012	5,500,000	6.80
Shares proposed to be acquired under the Open Offer	21,044,220	26.00
Post Offer Shareholding (on diluted basis, as on 10th working day after the closure of the tendering period) [1 2]	30,503,973	37.69

1. Assuming full acceptance of 21,044,220 Equity Shares under the Open Offer.
2. Directors of the Acquirer do not hold any Equity Shares of the Target except those mentioned below. These Equity Shares are not included in the above table.

Name of the Director	No. of shares	Percentage
Mr. Jai Hari Dalmia	1,635,010	2.02
Mr. Yadu Hari Dalmia	4,541,880	5.61
Mr. Gautam Dalmia	751,990	0.93
Mr. Puneet Yadu Dalmia	3,928,055	4.85

IV. OFFER PRICE

- The Equity Shares of the Target are presently listed on BSE (Scrip code: 500097; Scrip ID: "DALMIASUG"), NSE (Scrip ID: DALMIASUG) and MSE. The Target has voluntarily delisted its Equity Shares in the past from The Delhi Stock Exchange Association Limited vide letter dated February 10, 2004 and from The Calcutta Stock Exchange Association Limited vide notice dated June 06, 2007.
- The annualised trading turnover in the Equity Shares of the Target in the above mentioned Stock Exchanges based on trading volume during the twelve calendar months prior to the month of Public Announcement (i.e. September 01, 2011 to August 31, 2012) is as given below:

Stock Exchange	Total No. of Equity shares traded during the Twelve Calendar months prior to the month of Detailed Public Statement	Total no. of Listed Equity Shares	Annualised Trading Turnover (as % of total Equity Shares listed)
BSE	9,856,683	80,939,303	12.18%
NSE	17,060,405	80,939,303	21.08%
MSE	Nil	Nil	Nil

(Source: www.bseindia.com / www.nseindia.com)

Based on the information available on the website of the Stock Exchanges, the Equity Shares of the Target are frequently traded on BSE and NSE (in terms of Regulation 2(1)(j) of SEBI Takeover Regulations). Further, the Equity Shares of the Target are most frequently traded on NSE.

- The Offer Price of ₹ 19.50 per Equity Share is justified in terms of Regulation 8(2) of the SEBI Takeover Regulations, being the highest of the following:

Particulars	Amount
The highest negotiated price per share of the Target for any acquisition under the agreement attracting the obligation to make a Public Announcement of an Open Offer	N.A.
The volume-weighted average price paid or payable for acquisitions, whether by the Acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the Public Announcement	₹ 17.18
The highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with him, during the twenty six weeks immediately preceding the date of the Public Announcement	₹ 19.50
The volume-weighted average market price of Equity Shares for a period of sixty trading days immediately preceding the date of the Public Announcement as traded on NSE, being Stock Exchange where the maximum volume of trading in the Equity Shares of the Target are recorded during such period	₹ 19.00
Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Open Offer taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies	N.A.
Highest price per Equity Share of the Target quoted by the Acquirer in the Purchase Order to the Broker, pursuant to which Offer is triggered	₹ 19.50

- There has been no revision in the Offer Price since the date of Public Announcement till this Detailed Public Statement. The Offer Price does not warrant any adjustments for Corporate Actions.
- The Acquirer may, in terms of Regulation 18(4) of the SEBI Takeover Regulations, make upward revision of the Offer Price at any time prior to the commencement of the last three working days before the commencement of the tendering period. Announcement of such revision would also be made in all the newspapers in which this Detailed Public Statement is made.

V. FINANCIAL ARRANGEMENT

- The total funding requirement for the Offer (assuming full acceptances) i.e. for the acquisition of up to 21,044,220 Equity Shares from the public shareholders of the Target at a Offer Price of ₹ 19.50 (Rupees nineteen and paise fifty only) per Equity Share is ₹ 410,362,290 (Rupees forty one crore three lakhs sixty two thousand two hundred ninety only), (the "Maximum Consideration").
- The Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI Takeover Regulations. Mr. Rohit Aggarwal (Membership no. 096511), Proprietor, Rohit J Aggarwal & Co., Chartered Accountants, having office at H-253, Phase I, Ashok Vihar, Delhi - 110 052 has vide their certificate dated September 8, 2012 certified that the Acquirer has sufficient resources to meet the fund requirements for the acquisition of the Equity Shares of the Target under the Open Offer. The acquisition will be financed through internal resources.
- The Acquirer, the Manager to the Offer and Axis Bank Limited, a banking corporation incorporated under the laws of India and having one of its branch office at Statesman House, 148, Barakhamba Road, New Delhi-110 001, have entered into an Escrow Agreement on September 05, 2012, for the purpose of the Offer (the "Escrow Agreement"). Pursuant to the Escrow Agreement, the Acquirer has deposited ₹ 4,500,000/- (Rupees forty five lakhs only) in cash in the Escrow Account which is not less than the equivalent to 1% of the value of Maximum Consideration payable under the Offer (assuming full acceptances). The Manager to the Offer is duly authorised by the Acquirer to realise the value of the Escrow Account and operate the Escrow Account in terms of the SEBI Takeover Regulations.
- Further, the Acquirer has also provided acceptable securities (units of Mutual Funds, namely "Birla Sun Life Dynamic Bond Fund Retail - Growth" and "Templeton India Low Duration Fund - Monthly Dividend") with appropriate margin pledged / lien marked in favour of Manager to the Offer in accordance with Regulation 17(3)(c) of the SEBI Takeover Regulations. The details of the units for which lien has been created in favour of the Manager to the Offer are as under:

(Amount in ₹)

Name of Mutual Fund	Name of Scheme	No of Units	Net Asset Value (per unit) (as on September 07, 2012	Market Value on September 07, 2012
Birla Sun Life Mutual Fund	Birla Sun Life Dynamic Bond Fund Retail-Growth	13,950,496.508	18.8037	262,320,951
Franklin Templeton Mutual Fund	Templeton India Low Duration Fund - Monthly Dividend	19,632,765.931	10.3582	203,360,116
Total				465,681,067

The units of Mutual Funds have been lien marked exclusively in favour of the Manager to the Offer and with authority to the Manager to the Offer to redeem the units and realize the value of units in accordance with the SEBI Takeover Regulations. The lien on units of Mutual Funds has been confirmed in favour of the Manager to the Offer by Birla Sun Life Asset Management Company Limited vide letter dated September 07, 2012 and by Franklin Templeton Asset Management (India) Private Limited vide letter dated September 07, 2012.

- Based on the above and in the light of the Escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to fulfil the Acquirer's obligations through verifiable means in relation to the Offer in accordance with the SEBI Takeover Regulations.

VI. STATUTORY AND OTHER APPROVALS

- As of the date of this Detailed Public Statement, to the best of the knowledge of Acquirer, there are no regulatory or statutory approvals required under this Offer. However, in case of any regulatory or statutory approvals being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.
- The Acquirer, in terms of Regulation 23 of the SEBI Takeover Regulations, will have the right not to proceed with the Offer in the event any of the statutory approval(s) that are required are refused. In the event of withdrawal of the Offer, the Acquirer will make a Public Announcement within two (2) working days of such withdrawal in the same newspapers in which this Detailed Public Statement is published.
- In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to Acquirer for payment of consideration to shareholders of the Target, subject to Acquirer agreeing to pay interest, if any, for the delayed period if directed by SEBI in terms of the Regulation 18(11) of the SEBI Takeover Regulations. Further, if the delay occurs on account of the wilful default or neglect or inaction or non-action by Acquirer in obtaining the requisite approval(s), the amount held in the Escrow Account shall be subject to forfeiture and be dealt with in the manner provided in Regulation 17(10)(e) of the SEBI Takeover Regulations.

VII. TENTATIVE SCHEDULE OF ACTIVITIES

Activity	Date	Day
Date of Public Announcement	September 05, 2012	Wednesday
Date of publishing of Detailed Public Statement	September 12, 2012	Wednesday
Last date for a competing Offer	October 05, 2012	Friday
Identified Date*	October 16, 2012	Tuesday
Date by which Letter of Offer will be dispatched to the shareholders	October 23, 2012	Tuesday
Upward revision in Offer	October 25, 2012	Thursday
Last date by which Committee of Independent Directors of the Board of Target shall give its recommendations / comments	October 29, 2012	Monday
Issue of advertisement announcing the Schedule of Open Offer and status of requisite statutory approvals	October 31, 2012	Wednesday
Offer Opening Date	November 01, 2012	Thursday
Offer Closing Date	November 16, 2012	Friday
Last date of communication of acceptance/rejection and payment of consideration for accepted tenders / return unaccepted shares	December 03, 2012	Monday

* Identified Date is only for the purpose of determining the names of the shareholders of the Target to whom the Letter of Offer would be sent.

VIII. PROCEDURE FOR TENDERING EQUITY SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

- In case of (a) Shareholders who have not received the Letter of Offer, (b) unregistered shareholders, (c) owner of the shares who have sent the shares to the Target for transfer, may send their consent to the Registrar to the Open Offer on plain paper, stating the name, addresses, number of shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holding in the same order as to holding) as per the specimen signatures lodged with Target, and witnessed (if possible) by the notary public or a bank manager or the member of the Stock Exchange with membership number, as the case may be, shall need to be provided so as to reach the Registrar to the Open Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. November 16, 2012. Such shareholders can also obtain the Letter of Offer from the Registrar to the Open Offer by giving an application in writing to that effect.
- No indemnity is needed from unregistered shareholders.
- Shareholders who have sent their Equity Shares for dematerialisation need to ensure that the process of getting shares dematerialised is completed well in time so that the credit in the Depository Escrow Account should be received on or before the date of closing of the business hours on the date of closure of the Offer i.e. November 16, 2012, else the application would be rejected.
- In the case of Equity Shares held in dematerialised form, Depository Participant ("DP") name, DP identity, beneficiary account number together with photocopy or counterfoil of the delivery instruction slip in "off market" mode duly acknowledged by the DP for transferring the Equity Shares in favour of the Special Depository Account ("Special Depository Account") opened by the Registrar to the Open Offer with the National Securities Depository Limited ("NSDL"). The shareholders tendering Equity Shares in dematerialised form should ensure that the credit of Equity Shares in favour of Special Depository Account is completed during the tendering period of this Offer. Shares for which credit is received in favour of Special Depository Account after the closure of the tendering period are liable to be rejected. The details of the Special Depository Account are as under:

Depository Participant Name	Karvy Stock Broking Limited
DP ID	IN300394
Beneficiary Account Number / Client ID	18493718
Account Name	Dalmia Bharat Sugar and Industries Ltd. – Open Offer Escrow Account
ISIN	INE495A01022
Depository	NSDL
Mode of Instruction	Off Market

Shareholders having their beneficiary account with Central Depository Services (India) Limited ("CDSL") have to use inter depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NSDL.

- In case of shareholders who have not received the Letter of Offer and holding Equity Shares in the dematerialised form may send their consent to the Registrar to the Open Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository ID, Client name, Client ID, number of Equity Shares offered along with a photocopy of the original delivery instructions slips in "Off-Market" mode or counterfoil of the delivery instruction slips in "Off-market" mode, duly acknowledged by the Depository Participant indicating instructions for the transfer of Equity Shares into the Special Depository Account opened for the purpose of this Open Offer, so as to reach the Registrar to the Open Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. November 16, 2012. Such Equity Shareholders can also obtain Letter of Offer from the Registrar to the Offer by giving an application in writing.
- Shareholders may also (a) download the Letter of Offer from the SEBI website (www.sebi.gov.in), or (b) obtain a copy of the Letter of Offer by writing to the Registrar to the Offer or the Manager super-scribing the envelop "DBSIL Open Offer" with suitable documentary evidence of ownership of the said Equity Shares, folio number, DP ID, Client ID, current address and contact details and apply on the Form of acceptance cum acknowledgment obtained as a part of the Letter of Offer.
- The Acquirer has appointed Karvy Computershare Private Limited as the Registrar to the Open Offer, whose details are given hereunder:

  Name: Karvy Computershare Private Limited
  SEBI Regn. No.: INR000000221
  Address: Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081
  Tel. No. +91 40 4465 5000, Fax. No. +91 40 2343 1551
  Email ID: murali@karvy.com, Contact Person: Mr. M. Murli Krishna

The detailed procedure for tendering the Equity Shares in the Open Offer will be available in the Letter of Offer.

IX. OTHER INFORMATION

A. Acquirer's Responsibility Statement

The Acquirer and the Directors of the Acquirer accepts the responsibility for the information contained in the Public Announcement, Detailed Public Statement and also for the obligations laid down in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.

B. Pursuant to the Regulation 12 of the SEBI Takeover Regulations, the Acquirer has appointed SPA Capital Advisors Limited as the Manager to the Offer.

This Detailed Public Statement would also be available on the SEBI's website (www.sebi.gov.in).

Issued by Manager to the Offer:

SPA
THE FINANCIAL ADVISORS

SPA Capital Advisors Limited
(formerly SPA Merchant Bankers Limited)
SEBI Regn. No.: INM000010825
25, C - Block, Community Centre, Janak Puri, New Delhi - 110 058
Tel. No. +91 11 2551 7371, 4567 5500, Fax No. +91 11 2553 2644
Email ID: dbsil.openoffer@spagroupindia.com
Investor grievance e-mail id: **grievances.mb@spagroupindia.com**
Contact Person: NitiN Somani / Abhishek Jain

On behalf of Acquirer
Dalmia Bharat Enterprises Limited

Place: New Delhi — Sd/-
Date: September 11, 2012 — Authorised Signatory