

## DALMIA CEMENT (NORTH EAST) LIMITED

(The Company was originally incorporated as Calcom Cement India Limited, a Company limited by shares, on September 20, 2004 under the Indian Companies Act, 1956 with the Registrar of Companies at Shillong. The Company obtained the certificate of commencement of business w.e.f. November 01, 2004. Name of the Company has been changed to Dalmia Cement (North East) Limited w.e.f. May 12, 2023)

*Registered Office: 3rd & 4th Floor, Anil Plaza-II, ABC, G.S. Road, Guwahati 781 005, Assam, India*

*Corporate Office: 11th & 12th Floor, Hansalaya Building, 15 Barakhamba Road, New Delhi - 110 001, Delhi, India*

*T +91 11 2346 5100 Toll Free 1800 2020 W www.dalmiacement.com CIN: U26942AS2004PLC007538*

*A Dalmia Bharat Group company, www.dalmiabharat.com*

### LETTER OF OFFER

**ISSUE OF 200,30,53,752 EQUITY SHARES OF RS. 10/- EACH FOR CASH AT PAR (ISSUE PRICE OF RS. 10/-) PER EQUITY SHARE ON RIGHTS BASIS TO THE EQUITY SHAREHOLDERS OF THE COMPANY IN THE RATIO OF 49 EQUITY SHARES FOR EVERY 10 EQUITY SHARES HELD ON THE RECORD DATE JULY 29, 2023 AGGREGATING TO RS. 2003,05,37,520/- (RUPEES TWO THOUSAND THREE CRORE FIVE LAKH THIRTY SEVEN THOUSAND FIVE HUNDRED AND TWENTY ONLY)**

#### LEGAL ADVISORS TO THE ISSUE

Corporate Professionals

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- 110 049, India

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#### REGISTRAR AND SHARE TRANSFER AGENT

C B Management Services

P-22, Bondel Road, Kolkata- 700019, India

T: 91 33-40116700/2280

E-mail: [rta@cbmsl.com](mailto:rta@cbmsl.com)

#### COMPANY SECRETARY

Ms. Rachna Gorla

11<sup>th</sup> Floor, Hansalaya Building

15, Barakhamba Road

New Delhi – 110 001, India

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[gorla.rachna@dalmiacement.com](mailto:gorla.rachna@dalmiacement.com)

Dear Shareholder(s),

Pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on August 01, 2023 it has been decided to make a Rights Issue of the Equity Shares as per following details:

Issue of 200,30,53,752 Equity Shares of Rs. 10/- each for cash at par (Issue Price of Rs. 10/-) per Equity Share on rights basis to the shareholders of the Company in the ratio of 49 equity shares for every 10 equity shares held on the Record Date July 29, 2023 aggregating to Rs. 2003,05,37,520/- (Rupees Two Thousand Three Crore Five Lakh Thirty Seven Thousand Five Hundred And Twenty only)

## **ISSUE SCHEDULE**

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

<b>Issue Opening Date</b>	<b>August 05, 2023</b>
<b>Issue Closing Date</b>	<b>August 11, 2023</b>

## **OBJECTS OF THE ISSUE**

North East is a fast growing cement market in India and the Government is supportive to provide fiscal / Infrastructure support to the region. This creates ample opportunities for the regional players to tap the advantage of growing market. Moreover, regional players have competitive advantage as compared to the eastern players and therefore it is natural for regional players in North East to create capacities. In order to utilize the opportunities available to the benefit of the Company and to ensure its long-term sustainable growth, the Board of Directors has approved capital expansion projects of setting up of new clinkerisation unit of 3.6 MTPA at Umrangsho and new cement grinding unit of 2.4 MTPA at Lanka, in Assam. The said capital expansion projects would be funded through debt, equity and internal accruals and the Company aims at augmenting funds by issue of shares on a rights basis. Accordingly, the proceeds of the rights issue after deducting the issue expenses are intended to be deployed to meet the capital expenditure requirements, working capital requirements and day to day business, general treasury and operational requirements of the Company.

## **TERMS OF ISSUE**

The Equity Shares being offered are subject to the provisions of the Companies Act 2013 and terms and conditions of the Letter of Offer and Memorandum and Articles of Association of the Company.

### **Basis of the Issue**

The Equity Shares are being offered for subscription for cash on rights basis (49 Equity Share for every 10 Equity Shares) to Shareholders of the Company, whose name stands registered with the Company as member(s) [w.r.t shares held physically]/beneficial owner(s) [w.r.t. shares held electronically] as on Record Date, i.e., July 29, 2023.

## **Ranking of the Equity Shares**

The Equity Shares shall be subject to the Memorandum and Articles of Association of the Company. The Equity Shares allotted pursuant to this Letter of Offer shall rank *pari-passu* in all respects with the existing Equity Shares of the Company including in respect of dividends.

## **Terms of payment**

The Issue Price per Equity Share subscribed pursuant to the entitlement under this Letter of Offer, renunciation and any additional subscription shall be payable in full on application. The payment must be remitted directly into the following bank account of the Company:

Account Name: Dalmia Cement (North East) Limited  
Name of the banker: Axis Bank Limited  
Account Number: 922030057492384  
Bank Branch Address: Guwahati (AS), Guwahati 781005  
IFSC Code: UTIB0000140

Payment by way of Cheque or Demand Draft will not be accepted.

## **Rights Entitlement**

As you are an Equity Shareholder of the Company, you are entitled to the offer under the Rights Issue. The number of Equity Shares to which you are entitled is mentioned in Part A of Composite Application Form (“CAF”).

The CAF consists of three parts-

- Part A: Form for accepting the Equity Shares offered and for applying for additional Equity Shares
- Part B: Form for renunciation
- Part C: Form for application for renounees

Part A of the CAF must not be used by any person(s) other than those in whose favour this offer has been made. If used, this will render the application invalid.

## **Option Available to the Equity Shareholders**

The CAF clearly indicates the number of Equity Shares that the equity shareholder is entitled to. The equity shareholder can:

- Apply for his entitlement in part or full
- Apply for his entitlement in part and renounce the other part
- Apply for his entitlement in full and also apply for additional Equity Shares
- Renounce the entire entitlement

In terms of the Articles of Association of the Company, a shareholder may renounce his entitlement under this Rights Issue only in favour of an existing shareholder of the Company or where the Equity Shares are held by an Escrow Agent, to the beneficial owner/original shareholder (who has deposited/transferred his/its Equity Shares with the Escrow Agent). Any renunciation contrary to this Clause shall be rejected.

Renounees of Equity Shares can apply for the Equity Shares renounced to them.

## **Applications**

The Letter of Offer and CAF are being sent by the Company to the existing Shareholders at their address through Registered Post, as registered with their Depository Participant / Registrar and Share Transfer Agent.

Shareholders or Renounees should send their completed CAF (including the payment details) by Registered Post/Speed Post/e-mail/Hand Delivery under acknowledgement to the kind attention of the Company Secretary at the address mentioned hereinabove, so that the same is received on or before closure of the issue, i.e., Friday, August 11, 2023. Once a Shareholder or Renounee send a duly filled CAF (including the payment details), the same cannot be withdrawn. CAF which is not accompanied by payment details shall be rejected.

The Company will not be liable for any postal delays and applications received after the closure of the issue, are liable to be rejected and returned to the applicants. CAF should not be sent in any other manner except as mentioned above.

If the Company does not receive CAF from the Shareholder on or before closure of the issue, i.e., Friday, August 11, 2023, it shall be deemed that such equity shareholder has declined the offer and offer shall lapse. In such case, the Board of Directors may allot the Equity Shares forming part of the lapsed offer, in a manner provided under the Companies Act, 2013 read with the Articles of Association of the Company.

The applicants are requested to strictly adhere to these instructions. Failure to do so could result in the applications being liable to be rejected by the Company.

## **Allotment and Refund Order**

The Board of Directors (which term shall include a duly constituted committee of the Board) reserves the right to allot equity shares to the applicant(s) to the extent of his/its rights entitlement, who has submitted a duly filled CAF, before close of the issue, i.e.,

August 11, 2023, in one or more tranches.

The allotment of any additional shares applied by any Shareholder shall be decided in terms of the Articles of Association of the Company, at the sole discretion of the Board of Directors after the closure of the Rights Issue after considering the extent of under-subscription, if any.

The allotment of equity shares under the Rights Issue shall in any case be made within 45 days from the date of close of the issue in one or more tranches.

In terms of Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company will issue the shares only in dematerialized form and give direct credit into the Demat Account within a period of thirty days from the date of allotment.

In case an application is rejected in full or part, the whole of or the balance of the application money received, as the case may be, will be refunded to the applicant within 15 days from the date of allotment in the bank account from where subscription money is paid or within such other time as may be provided under the applicable provisions of the Companies Act, 2013.

## **General Instructions for Applicants**

- a) Please read the instructions printed on the enclosed CAF carefully.
- b) Application should be made on the CAF, provided by the Company, and should be completed in all respects. The CAF found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer are liable to be rejected and the money paid, if any, in respect thereof will be refunded without interest if refunded within stipulated period hereinbefore. The CAF must be filled in English and the name of the applicant, details of occupation, address, and father's / husband's name must be filled in block letters.
- c) The CAF must be accompanied with a certified copy of the resolution of the Board of Directors of the corporate shareholders.
- d) Applicants are advised to provide a copy of the cancelled cheque of the Bank account from which the application money is being paid along with the CAF to enable the Company to print the said details in the Refund Orders, if any, after the names of the payees.
- e) In accordance with the provisions of Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, applicant(s) shall at the time of subscribing to their entitlement under the Letter of Offer or additional equity shares, ensure that their existing shareholding in the Company must be in dematerialized form. Failure to comply with the condition will result in rejection of the CAF.
- f) In accordance with the provisions of Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Renouncees while applying for the renounced shares shall have an active demat account.
- g) The Equity Shareholders must sign the CAF as per the specimen signature recorded with the Depository Participant/Registrar and Share Transfer Agent/Company.
- h) Signatures of applicants should be either in English or Hindi or in any other language specified in the 8th Schedule of the Constitution of India. Signatures other than in English or Hindi and thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/ her official seal.
- i) This Letter of Offer and any claims arising there from shall be subject to the jurisdiction of courts at Delhi, India.
- j) The Board of Directors reserves the right to settle any difficulties or address any question(s) or doubt(s), that may arise, in connection with any matter arising out of the Rights Issue.

## **DECLARATION**

*NO STATEMENT MADE IN THIS LETTER OF OFFER CONTRAVENES ANY OF THE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER. ALL LEGAL REQUIREMENTS CONNECTED WITH THE SAID ISSUE HAVE BEEN DULY COMPLIED WITH.*

Thank you,

Yours Sincerely,

**For Dalmia Cement (North-East) Limited**

(formerly known as Calcom Cement India Limited)

**Rachna Gorla**

**Company Secretary**

Place: New Delhi

Date: August 01, 2023