

Consolidated Limited Review Report for the quarter ended June 30, 2018

To
The Board of Directors
Dalmia Bharat Limited
New Delhi.

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Dalmia Bharat Limited (the 'Company'), its subsidiaries, its jointly controlled entities and associate (collectively referred as 'the Group') for the quarter ended June 30, 2018, along with notes (the 'Statement'), being submitted by the Group pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations, 2015") read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, which has been initialed by us for identification purposes.
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. We draw attention to
 - a. Note 5 to the statement regarding the dispute between the minority shareholder and one of the subsidiary Company. The matter, which is more fully described in the said note, was referred for arbitration by the National Company Law Tribunal ('NCLT'), Guwahati Bench (earlier Company Law Board, Kolkata) via order dated January 5, 2017. The issues between the parties are pending adjudication before the Arbitral Tribunal. Pending final resolution of



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the matter, no adjustments are considered necessary in these unaudited consolidated quarterly financial results.

- b. Note 6 to the statement, which describes that the Group had recognised goodwill on amalgamation of Adwetha Cement Holdings Limited during the financial year ended March 31, 2018, which is being amortised over for a period of 5 years from March 15, 2016 in accordance with the provisions of scheme of amalgamation approved by the Hon'ble NCLT.

Our opinion is not modified in respect to above matters.

5.

- a) We did not review the unaudited quarterly financial results of 30 subsidiaries (including 29 step down subsidiaries) whose unaudited quarterly financial results reflect total revenue of Rs. 668 crores and total comprehensive income of Rs. 67 crores for the quarter ended June 30, 2018 as considered in this statement.
- b) Out of companies mention in 5(a) above, the unaudited financial information for 22 subsidiaries (including 21 step down subsidiaries) duly certified by the management have been furnished to us whose unaudited quarterly financial results reflect total revenue of Rs. 79 crores and total comprehensive income of Rs. 30 crores for the quarter ended June 30, 2018, as considered in this statement. Our report to the extent it concerns these subsidiaries (including step down subsidiaries) on the unaudited quarterly consolidated financial results is based solely on the management certified financial results. These subsidiaries (including step down subsidiaries) are not material to the Group.
- c) Out of companies mention in 5(a) above, the financial information of the balance 8 step down subsidiaries whose unaudited/audited quarterly standalone/consolidated financial results reflect total revenue of Rs. 589 crores and total comprehensive income 37 crores for the quarter ended June 30, 2018 as considered in this statement, have been reviewed/audited by other auditors whose review/audit reports have been furnished to us. Our report, to the extent it concern these step down subsidiaries, on the unaudited quarterly consolidated results is based solely on the report of the other auditors.
- d) We did not review the unaudited financial results of a joint venture entity and an associate wherein Group's, share of profit including other comprehensive income of Rs. 0.03 crores for the quarter ended June 30, 2018. Financial information of joint venture and an associate duly certified by the management is furnished to us. Our report, to the extent it concerns these joint venture entity and associate, on the unaudited quarterly consolidated financial results is based solely on the management certified financial results. These joint venture and associate company are not material to the Group.

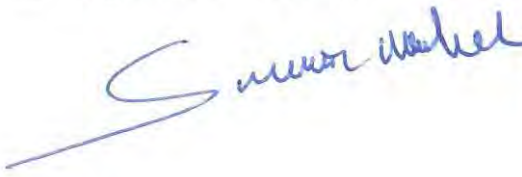


6. Based on our review conducted as per para 3 above and upon considerations of reports of other auditors read with para 4 & 5 above, nothing further has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards i.e. 'Ind AS' prescribed under Section 133 of the Companies Act, 2013, read with relevant Rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S. S. Kothari Mehta & Co.

Chartered Accountants

Firm Registration No: 000756N




Sunil Wahal

Partner

Membership No.: 087294

Place: New Delhi

Dated: August 11, 2018

DALMIA BHARAT LIMITED

Regd. Office: Dalmiapuram - 621 651, Distt. Tiruchirapalli (Tamil Nadu)

CIN: L40109TN2006PLC058818

Phone 91 11 23465100 Fax 91 11 23313303

Website: www.dalmiabharat.com

Unaudited Consolidated Financial Results for the quarter ended 30-06-2018

(Rs. Crore)

S.No.	Particulars	For the quarter ended			For the year ended
		30-06-18	31-03-18	30-06-17	31-03-18
		(unaudited)	(audited refer note -12)	(unaudited)	(audited)
1	Revenue from Operations	2,367.58	2,623.30	2,290.76	8,823.75
2	Other Income	43.24	65.46	70.02	278.35
3	Total Revenue (1+2)	2,410.82	2,688.76	2,360.78	9,102.10
4	Expenses				
	(a) Cost of Materials consumed	445.50	403.13	313.78	1,331.03
	(b) Purchase of stock-in-trade	17.73	58.01	29.07	165.90
	(c) Change in inventories of finished goods, work-in-progress and stock-in-trade	(21.83)	65.35	(65.37)	16.20
	(d) Employees benefits expense	168.15	159.87	163.59	641.47
	(e) Finance Costs				
	- Interest cost	127.96	130.14	169.17	596.58
	- other finance cost (Including exchange differences)	17.04	10.81	24.05	93.36
	(f) Foreign currency fluctuation cost on borrowings etc.(net)	17.00	12.97	18.47	14.96
	(g) Depreciation and amortisation expense	179.76	186.08	170.93	703.74
	(h) Power and Fuel	395.01	392.20	323.60	1,366.75
	(i) Freight Charges				
	- on finished goods	399.42	472.39	340.21	1,449.74
	- on internal clinker transfer	65.66	45.77	55.48	179.91
	(j) Excise duty	-	-	246.64	246.64
	(k) Other expenses	373.99	437.52	327.23	1,384.60
	Total Expenses	2,185.39	2,374.24	2,116.85	8,190.88
5	Profit before exceptional items & tax (3-4)	225.43	314.52	243.93	911.22
6	Exceptional Items	-	-	-	-
7	Profit before tax (5-6)	225.43	314.52	243.93	911.22
8	Tax expense				
	(a) Current tax	72.22	113.55	75.22	317.26
	(b) Deferred tax/ (credit)	5.12	(9.86)	7.84	(10.61)
	(c) Current tax for earlier years	-	2.26	(10.92)	(39.84)
	(d) Deferred tax for earlier years	-	-	-	0.84
	Total tax expense/ (credit)	77.34	105.95	72.14	267.65
9	Profit for the period/ year (7-8)	148.09	208.57	171.79	643.57
10	Share of profit/(loss) of joint venture	0.03	-	0.04	0.10
11	Profit for the period/ year after share of profit/(loss) for joint venture (9+10)	148.12	208.57	171.83	643.67
12	Non-controlling interest	23.84	24.92	35.68	107.77
13	Net Profit after tax and non-controlling interest (11-12)	124.28	183.65	136.15	535.90
14	Other Comprehensive Income (net of tax)	36.05	0.04	(1.07)	448.17
15	Total Comprehensive Income after tax (13+14)	160.33	183.69	135.08	984.07
16	Paid-up equity share capital - Face Value Rs. 2/- each	17.83	17.83	17.79	17.83
17	Other equity				5,979.50
18	Earnings per Share of Rs. 2/- each (Not Annualised)				
	- Basic (Rupees)	13.94	20.64	15.30	60.22
	- Diluted (Rupees)	13.86	20.52	15.18	59.87



Notes

- 1 Key numbers of standalone financial results of the company for the quarter ended 30-06-2018 are as under:

(Rs. Crore)

Particulars	For the quarter ended			For the year ended
	30-06-18	31-03-18	30-06-17	31-03-18
	(unaudited)	(audited refer note -12)	(unaudited)	(audited)
Revenue from operations	64.32	54.05	58.91	232.53
Profit before tax	28.48	17.41	25.66	126.22
Net Profit after tax	18.74	10.69	16.78	89.69

The standalone financial results are available at the company's website www.dalmiabharat.com and on the website of the stock exchanges www.bseindia.com and www.nseindia.com

- 2 Update on Schemes of Arrangement and Amalgamation which were filed with the jurisdictional High Courts/ NCLT are as under:
- i) Scheme of Arrangement and Amalgamation involving Company's step down subsidiaries, OCL India Limited ("OCL"), Dalmia Cement East Limited ("DCEL"), Shri Rangam Securities & Holdings Limited ("SRSHL"), Dalmia Bharat Cements Holdings Limited ("DBCHL") and Odisha Cement Limited ("ODCL") has been approved by the Hon'ble NCLT. The Scheme shall become effective on completion of activities mentioned in the approved scheme. On the Scheme becoming effective, OCL, DCEL, SRSHL and DBCHL shall stand liquidated without winding up and accounting for arrangement and amalgamation will be given effect to.
- ii) Scheme of Arrangement and Amalgamation amongst the Company ("DBL"), DCBL and ODCL has been approved by the Hon'ble NCLT. The Scheme shall become effective on completion of activities mentioned in the approved Scheme. On the Scheme becoming effective, DBL shall stand liquidated without winding up and accounting for arrangement and amalgamation will be given effect to.
- 3 Dalmia Cement (Bharat) Limited ("DCBL"), subsidiary of the Company, submitted a Resolution Plan ("RP") pursuant to the provisions of Insolvency and Bankruptcy Code, 2016 ("IBC") for revival/ acquisition of Kalyanpur Cements Limited (KCL) Banjari district Bihar, to the Resolution Professional. The National Company Law Tribunal, Kolkata Bench vide its order dated 31st January, 2018 had approved the RP submitted by the DCBL. Subsequent to the period end, KCL has obtained approval from BSE to delist KCL as well as extinguished the existing equity shares of KCL. DCBL and its nominees have invested Rs. 150 Crore as fresh equity in KCL. KCL has now become a wholly owned subsidiary of the DCBL and renamed as Dalmia DSP Cement Limited.
- DCBL has also filed RP pursuant to the provisions of IBC to the Resolution Professional appointed for revival/ acquisition of Murli Industries Limited (MIL) which has been recommended by the Committee of Creditors to the National Company Law Tribunal, Mumbai Bench for its approval. MIL has an integrated cement manufacturing plant with an installed capacity of 3 MnT in Chandrapur district, Maharashtra along with a captive thermal power plant of 50 MW. In addition MIL also has paper and solvent extraction units in Maharashtra. Following receipt of requisite approvals, RP provides for payment of Rs. 402 Crore by DCBL. This acquisition would help the Company to further consolidate its footprint in Western region.
- 4 Rajputana Properties Private Limited (RPPL), a step down subsidiary of the Company had filed Resolution Plan ("RP") pursuant to the provisions of Insolvency and Bankruptcy Code, 2016 ("IBC") for acquisition of Binani Cement Limited ("BCL") to the Resolution Professional which was approved by the Committee of Creditors with 99.4% vote and was recommended by the Committee of Creditors to the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench for its approval. A letter of intent ("LOI") was issued to RPPL by the Resolution Professional of BCL and the same was accepted by the RPPL. Further, Company has given a corporate guarantee on behalf of RPPL for issuance of a Performance Bank Guarantee ("PBG") of Rs. 627 crore as a term of acceptance in accordance with the terms of the LOI. NCLT, on hearing applications filed by other resolution applicant, had directed the CoC to consider RP of other applicant and thereafter an opportunity is to be given to RPPL to match the bid. RPPL has challenged this order in the National Company Law Appellate Tribunal (NCLAT) and the matter is currently sub-judice in the NCLAT.
- 5 The National Company Law Tribunal – Guwahati Bench (NCLT), vide it's order dated 5th January, 2017, has held that the petition filed by a Group of Minority Shareholders of one of the subsidiary Companies, against the Dalmia Group is not tenable and directed both the parties to settle their claims and counter-claims through arbitration as contractually provided in the Shareholders' Agreement. Guwahati HC is to first decide on maintainability of the revision petitions filed against NCLT order by the minority shareholders. The issues between the parties are pending adjudication before the Arbitral Tribunal. Pending final disposal of the disputes, no adjustments are considered necessary in these financial statements.



- 6 The Group had accounted for the amalgamation of Adwetha Cement Holdings Limited ('ACHL') in the year 2017-18 in accordance with the requirement of Accounting Standard 14 "Accounting for Amalgamations" notified under Section 133 of the Companies Act, 2013 and provisions of the Scheme as approved by the Hon'ble NCLT. Goodwill arisen with the said scheme is being amortized over a period of five years .
Consequently, the figures (including earning per share for the previous corresponding period and paid up equity share capital) have been revised and restated giving effect of the Scheme.
- 7 Ind-AS 115 – Revenue from Contracts with Customers, mandatory for reporting periods beginning on or after 01st April, 2018 replaces the earlier Revenue recognition standards. The application of Ind-AS 115 did not have any significant impact on financial results of the Company.
- 8 Effective July 1, 2017, sales are recorded net of GST whereas earlier sales were recorded gross of excise duty- which formed part of expenses. Hence revenue from operations for the quarter ended June 30, 2018 are not comparable with previous period corresponding figures.
- 9 The Company has only one reportable segment namely "Cement".
- 10 Other finance cost in S. No. 4 (e) above includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs as per IND AS 23. Remaining foreign currency fluctuation cost/ (gain) is included in S No 4 (f).
- 11 Other Comprehensive income for the Quarter ended 30th June, 2018 includes Rs. 34.48 Crore gain on account of fair valuation of investment of one of subsidiaries in share capital of Indian Energy Exchange Limited.
- 12 The figures for the quarter ended 31st March, 2018 are the balancing figures between the audited figures for the full financial year ended 31st March, 2018 and the unaudited figures up to the nine months ended 31st December, 2017.
- 13 Figures for corresponding previous periods have been regrouped and rearranged wherever considered necessary.
- 14 The above results have been reviewed by the Audit cum Risk Management Committee and approved by the Board of Directors in their respective meetings held on 11th August, 2018 and have been reviewed by the Statutory Auditors of the Company.



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(Handwritten signature)
(Jayesh Doshi)

(Whole time Director and CFO)

New Delhi
11-August-2018


At

Limited review report for the quarter ended June 30, 2018

To
The Board of Directors,
Dalmia Bharat Limited,
New Delhi

1. We have reviewed the accompanying statement of unaudited standalone financial results of **Dalmia Bharat Limited** (the Company) for the quarter ended June 30, 2018 (the statement), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015") as modified by circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016 which has been initialled by us for identification purposes.
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement has not been prepared in all material respects in accordance with the applicable Indian Accounting Standards (Ind-AS) prescribed under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015, read with SEBI circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **S. S. Kothari Mehta & Co.**
Chartered Accountants
Firm Registration No: 000756N


Sunil Wahal
Partner
Membership No.: 087294



Place: New Delhi
Dated: August 11, 2018

DALMIA BHARAT LIMITED

Regd. Office: Dalmiapuram - 621 651, Distt. Tiruchirapalli (Tamil Nadu)

CIN: L40109TN2006PLC058818

Phone 91 11 23465100 Fax 91 11 23313303

Website: www.dalmiabharat.com

Unaudited Standalone Financial Results for the quarter ended 30-06-2018

(Rs. Crore)

S.No.	Particulars	For the quarter ended			For the year ended
		30-06-18	31-03-18	30-06-17	31-03-18
		(unaudited)	(audited refer note -2)	(unaudited)	(audited)
1	Revenue from Operations	64.32	54.05	58.91	232.53
2	Other Income	16.16	14.10	16.37	91.04
3	Total Revenue (1+2)	80.48	68.15	75.28	323.57
4	Expenses				
	(a) Cost of materials consumed	-	-	-	-
	(b) Purchase of stock in trade	-	-	-	-
	(c) Change in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-
	(d) Employees benefits expense	32.84	30.82	30.48	126.08
	(e) Finance Costs	0.32	0.31	2.83	3.75
	(f) Depreciation and amortisation expense	1.27	1.35	1.28	5.41
	(g) Other expenses	17.57	18.26	15.03	62.11
	Total expenses	52.00	50.74	49.62	197.35
5	Profit before exceptional items & tax (3-4)	28.48	17.41	25.66	126.22
6	Exceptional Items	-	-	-	-
7	Profit before tax (5-6)	28.48	17.41	25.66	126.22
8	Tax Expense				
	(a) Current tax	9.45	7.52	8.32	35.53
	(b) Deferred tax	0.29	(0.80)	0.56	1.00
	(c) for earlier years	-	-	-	-
	Total tax expense	9.74	6.72	8.88	36.53
9	Profit for the period/ year (7-8)	18.74	10.69	16.78	89.69
10	Other Comprehensive Income (net of tax)	0.42	2.53	(0.26)	1.67
11	Total Comprehensive Income (after tax) (9+10)	19.16	13.22	16.52	91.36
12	Paid-up Equity Share Capital-Face Value Rs. 2/- each	17.83	17.83	17.79	17.83
13	Other equity				1,455.92
14	Earning per Share of Rs. 2/- each (Not Annualised)				
	Basic (Rupees)	2.10	1.20	1.89	10.08
	Diluted (Rupees)	2.09	1.90	1.87	10.02

Notes

- Scheme of Arrangement and Amalgamation amongst the Company ("DBL") and Company's subsidiary Dalmia Cement (Bharat) Limited ("DCBL") and Odisha Cement Limited ("ODCL") has been approved by the Hon'ble NCLT. The Scheme shall become effective on completion of activities mentioned in the approved Scheme. On the Scheme becoming effective, DBL shall stand liquidated without winding up and accounting for arrangement and amalgamation will be given effect to.
- The figures for the quarter ended 31st March, 2018 are the balancing figures between the audited figures for the full financial year ended 31st March, 2018 and the unaudited figures up to the nine months ended 31st December, 2017.
- Figures for corresponding previous periods have been regrouped and rearranged wherever considered necessary.
- The above results have been reviewed by the Audit cum Risk Management Committee and approved by the Board of Directors in their respective meetings held on 11th August, 2018 and have been reviewed by the Statutory Auditors of the Company.

New Delhi
11-August-2018



(Signature)
(Jayesh Doshi)
(Whole time Director and CFO)