



BURNPUR CEMENT LIMITED

ANNUAL REPORT 2010-11

**BOARD OF DIRECTORS**

Mr. Prem Prakash Sharma, *Chairman*, Mr. Ashok Gutgutia, *Vice-Chairman & Managing Director*

Mr. Keshab Chandra Das Mr. Subrata Mookerjee

Mr. Manoj Kumar Agarwal

Mr. Bal Krishan Ladha Mr. Ansul Agarwal

**SECRETARY**

Mr. Sudhansu Sekhar Panigrahi

**AUDITOR**

M/s N. K. Agarwal & Co.

**BANKERS**

State Bank of India

Axis Bank Ltd.

State Bank of Hyderabad

**CORPORATE OFFICE**

14, Bentricks Street, "Gujarat Mansion", 2nd Floor, Kolkata - 700 001  
Tel No. (033) 22623168, 22623167, 30250826

**REGISTERED OFFICE & PLANT**

Village: Palasdiha, Panchgachia Road

P.O. Kanyapur, Assansol - 713 341, Dist. Burdwan, West Bengal, Tel No. (0341) 2250-454, 2252-965  
Email: [info@burnpurcement.com](mailto:info@burnpurcement.com), [investors@burnpurcement.com](mailto:investors@burnpurcement.com), Website: [www.burnpurcement.com](http://www.burnpurcement.com)

**PROPOSED PLANT**

Plot No. A-8P,9,10,11, B-38, 39, 40, C - 7P, 8,9,10 & XP  
Block-D and Block-E, Patrati Industrial Area, Jharkhand

**REGISTRAR AND SHARE TRANSFER AGENT**

**Niche Technologies Pvt. Ltd.**

D-511, Bagree Market, 71, B. R. B. Road, Kolkata - 700 001

Tel No. +91 332235-7270 / 7271, 2235-5236, Fax No. +91 33 2215-6823

Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com), Website: [www.nichetechpl.com](http://www.nichetechpl.com)

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## **NOTICE**

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting of the Members of the Company will be held at 11.00 A.M. on Wednesday, the 30th day of November 2011, at Asansol Club Limited, Court Compound, P.O.-Asansol Dist-Burdwan, West Bengal, Pin. -713304 to transact the following Business:

### **Ordinary Business :**

1. To consider and adopt the audited accounts of the Company for the year ended 31st March 2011, together with the Report of the Directors and Auditors.
2. To appoint a director in place of Mr. Subrata Mookerjee, who retires by rotation and being eligible offers himself for re-appointment.
3. Mr. Keshab Chandra Das, who retires by rotation and though being eligible for re-appointment has requested to be relieved from directorship of the company and vacancy caused by retirement will not be filled up.
4. To appoint Statutory Auditors and to fix their remuneration.

The present Statutory Auditors, M/S N. K. Agarwal & Co., Chartered Accountants, will retire at the conclusion of the forthcoming Annual General Meeting and are eligible for reappointment.

### **Special Business:**

1. To Consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution:  
"RESOLVED THAT Mr. Bal Krishan Ladha, who was appointed as an additional director by the board and who holds such office upto the date of this Annual General Meeting and in respect of whom a notice u/s 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Bal Krishan Ladha as a candidate for the office of the director, be and is here by elected and appointed as director of the company, liable to retire by rotation".
2. To Consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:  
"RESOLVED THAT Mr. Anshul Agarwal, who was appointed as an additional director by the board and who holds such office upto the date of this Annual General Meeting and in respect of whom a notice u/s 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Anshul Agarwal as a candidate for the office of the director, be and is here by elected and appointed as director of the company, liable to retire by rotation".
3. To Consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:  
RESOLVED that the consent of the Company as required under the provision of Section 293 (1)(a) of the Companies Act, 1956, and other relevant or applicable provisions of the said act, if any, be and is hereby accorded to the disposal by the Board of Directors of the Company's undertaking(s) or a part of the undertaking, and of the immovable properties comprising lands, buildings and structures and plant and machinery, fixtures and all other movable assets including outstanding moneys, receivables, claims, bills, invoices, documents, contracts, engagements, securities, investments and rights of the Company situated at Asansol in the state of West Bengal or wherever else the same may be to the Banks in the manner following, that is to say, by way of first legal mortgage in English form or by way of equitable mortgage by deposit of title deeds and / or by way of hypothecation, pledge, floating charge, lien or any other charge with powers of sale, appointment of receivers, taking over of management and business of the Company in case of default and such other powers as the Directors may consider necessary or advisable for securing the various credit facilities granted or to be granted in future by the various Bank to the Company for sums not exceeding in the aggregate at any one time the sum of Rs. 225 Crore (Rupees two thousand twenty five only) with interest thereon, commitment charges, costs, charges and expenses and all other moneys as stipulated in the Agreement of Loan-cum-Hypothecation dated the ..... day of ..... entered into between the Company and the said Bank.
4. To Consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:  
RESOLVED that pursuant to section 146 of the Companies Act, 1956 and any other applicable provision if any, the registered office of the Company be and is hereby shifted from "Palashdiha" Panchgachia Road, Kanyapur, Asansol 713 341 to 14, Bentinck Street, Gujarat Mansion, 2nd Floor, Kolkata 700 001 with effective from 1st December, 2011.
5. To Consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956, the Authorised Capital of the Company be and is hereby increased from present Rs. 70,00,00,000/- divided into 7,00,00,000 Shares

of Rs. 10/- each to Rs. 77,00,00,000/- divided into 7,70,00,000 Shares of Rs. 10/- each and consequently, Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead, the following new **Clause V** :

**V.** The Authorised Share capital of the company is Rs.77,00,00,000 (Rupees Seventy Seven Crores only) divided into 7,70,00,000 (Seven Crore seventy lacs) Equity Shares of Rs.10/-(Rupees Ten) each with power to increase or reduce, consolidate or sub-divide the capital for the time being into several classes and to attach thereto respectively such preferential or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and with power to issue Redeemable Preference Shares.

**6.** To Consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to provision of section 81(1A) and all other applicable provisions, if any of the Companies Act, 1956 (including any amendment thereto and any re-enactment thereof) (herein after referred to as “the Act”) and subject to enabling provisions of the Memorandum and Article of Associations of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and in accordance with the applicable Guidelines/Regulations issued by the Securities and Exchange Board of India (“SEBI”) , the Reserve Bank of India (“RBI”) , Government of India (“GOI”) or any other relevant authority and clarifications thereon issued from time to time , if any , and subject to all such Statutory, Regulatory and Government approval and subject to such conditions and modifications as may be prescribed and imposed by any of them while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors or any committee thereof (herein after referred to as the “Board”) , the consent of the Shareholders be and is hereby accorded to the Board to offer and / or allot upto 12550000 (One Crore Twenty Five Lakh Fifty Thousand) Convertible Warrants (**Convertible Warrants No. 2**) with an option to subscribe upto 12550000 (One Crore Twenty Five Lakh Fifty Thousand) equity shares of Rs. 10/- each of the Company by way of Preferential Allotment basis to the persons mentioned in the following table Viz:

Serial No.	Persons	Number of Convertible Warrants No.2	Category of the Investor
1	Chhatisgarh Biri Patta Private Ltd.	87,00,000	Non Promoter
2	Imtihan Distributors Private Ltd.	85,000	Non Promoter
3	Jai Prakash Agarwal	10,00,000	Non Promoter
4	Manoj Kumar Agarwal	50,000	Promoter
5	Ram Prasad Agarwal	50,000	Promoter
6	Ram Prasad Agarwal (HUF)	50,000	Promoter
7	Shakuntala Agarwal	50,000	Promoter
8	Suchitra Agarwal	50,000	Promoter
9	Kavita Bhalotia	2,40,000	Promoter
10	Dalhousi Datamatics Pvt. Ltd.	4,75,000	Promoter
11	Bharat Cements Pvt. Ltd.	18,00,000	Promoter

whether or not such person (s) are members of the company in such manner and upon such conditions as are hereinafter contained:

- The options to the persons as aforesaid may be offered by way of Convertible Warrants No-2 which would be convertible into an exchangeable with Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company at a price of Rs. 10.00 (Rupees Ten Only) determined as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended till date.
- The issue on subscription price of equity shares arising out of exchange against such Convertible Warrants No. 2 shall be of Rs. 10.00 (Rupees Ten Only) face value per share. On allotment of the Convertible Warrants No. 2 the Allottees of Convertible Warrants No. 2 shall be liable to pay Rs.2.50 (Rupees Two and Fifty Paise Only) per Convertible Warrants No. 2 being not less than 25% of the price fixed for the shares arising out of / exchanged with such Convertible Warrants No. 2. The amount so collected shall be adjusted against the price payable subsequently for subscribing the shares by exercising the options.
- The holder of each Convertible Warrant No. 2 shall before the respective date of conversion, pay the balance 75% of the consideration towards subscription to each Equity Share.

- iv. The relevant date for the purpose of pricing of issue of shares in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended till date be fixed as 28th October, 2011 (31st October being the 30th day prior to 30th November, 2011 ) i.e. the 30 days prior to the date on which the meeting of the general body of shareholder is held, in terms of section 81(1A) of the Companies Act, 1956 to consider the proposed issue.)
- v. The holder of each such Convertible Warrant No. 2 shall be entitled to apply for and obtain at their sole discretion one Equity Shares of Rs. 10.00 (Rupees Ten Only) each at a price of Rs. 10.00 (Rupees Ten Only) per share on the date or date(s) within 18 months from the date of allotment of Convertible Warrants No. 2 as may be decided by the Board. If such option is not exercised in the manner prescribed within the aforesaid period. The Convertible Warrants No. 2 shall be lapsed to the extent of the shares not so taken and the amount paid on the allotment of such Convertible Warrant No. 2 shall be forfeited.
- vi. The option attached to the Convertible Warrant No. 2 shall not be transferred or otherwise disposed off to any other person/third party.
- vii. The aggregate of warrants to be subscribed by the persons mentioned in the above table shall not exceed 12550000 (One Crore Twenty Five Lakh Fifty thousands).
- viii. The Equity Shares allotted pursuant to exercise of options attached to the Warrants No. 2 shall be locked in for a period of three years in case of Promoters and one year in case of non-promoters from the date of their allotment.

The new Equity Shares arising out of or exchanged with the Convertible Warrant No. 2 shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect with the existing issued and subscribed Equity Shares of the Company.

#### RESOLVED FURTHER THAT

- a) the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the Convertible Warrant No. 2 and/or shares and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to the compliance with the applicable guidelines, notifications, rules and regulations. The offer, issue & allotment of the aforesaid Convertible Warrant No. 2 shall be completed within fifteen days from the date of passing of Special Resolution or receipt of approval from the Regulatory Authority, if any, whichever is later.
- b) The Board be and is hereby authorized to accept any amendments, modifications, variations and alterations as the GOI/RBI/SEBI or any other regulatory authority may stipulate in that behalf.
- c) The Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors of the Company to give effect to the aforesaid resolution.
- d) For the purpose of giving effect to this Resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the shares and utilization of the issue proceeds of the shares, to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary and desirable, as they may deem fit."

#### Notes:

- 1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the items of Special Business to be transacted at the meeting is annexed herewith.
- 2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**
- 3. The instrument appointing Proxies should be deposited at the Registered Office of the Company not less than **48 hours** before the time fixed for the commencement of the meeting i.e. **by 11:00 A. M. on 28th November, 2011.**
- 4. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
- 5. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
- 6. The Register of Members and Share Transfer Registers of the Company will remain closed from **23rd November 2011 to 30th November, 2011 (both days inclusive).**
- 7. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
- 8. A Member desirous of getting any information on the accounts or operations of the Company is requested to send his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
- 9. Pursuant to provisions of Section 109A of the Companies Act, 1956 Shareholders are requested to file nominations forms (Form 2B) in respect of their shareholding to the Registrar and Share Transfer Agent or directly to the company

10. Mr. Keshab Chandra Das, director of the company is retiring by rotation at the ensuing Annual General Meeting and though being eligible for re-appointment has requested to be relieved from directorship of the company. Mr. Subrata Mookerjee, director of the company is retiring by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for reappointment. Mr. Bal Krishan Ladha and Mr. Ansul Agarwal being additional director will hold office upto the date of Annual General Meeting. However they have been recommended to be appointed as director liable to retire by rotation on receipt of notice from members u/s 257 of the Companies Act, 1956. The changes are subject to approval of the shareholders. As required under the listing agreement, the information/ data to be provided for the directors are given below:

Name of The Director	Date of Birth	Date of Original Appointment	Experience in specific functional areas	Qualification	Directorship in other public companies	Membership of Board Committees in other public	Other Information	Remarks
Mr. Subrata Mookerjee	14.06.1946	15.05.2006	Shri Subrata Mookerjee is a minister (Public Health & Engineering) in the current West Bengal Govt and is very well known personality amongst the political and trade union fraternity. An M.A. from the University of Calcutta. Shri Mookerjee has been instrumental in implementing a number of development projects for Kolkata when he was a Mayor. He is a member of the Remuneration Committee of the Company.	M.A	Nil	Nil	N.A.	Retires by rotation at the forth coming Annual General Meeting and offers himself for reappointment.
Mr. Bal Krishan Ladha	18.11.1948	26.01.2011	He joined M/S Satna Cement Works, Satna (M.P. Birla Group of companies) and worked for a period of 4 years. Gained overall exposure of cement plant both on the technical and commercial side. In 1977, He joined Birla International Ltd, Mumbai as Materials Manager, in charge of project purchases both in India and overseas. In 1982, He joined Rajashree Cement (Aditya Birla Group Company) as a Purchase Manager. Gained experience in project purchases and execution of cement plant which required a lot of international travel to Europe, Far East etc. Completed many projects for Rajashree Cement including Birla White, Birla Super Cement, Sholapur, Captive Power Plant at Rajashree Cement etc.	B.E. (Hons), Mechanical, M.B.A	Nil	Nil	N.A.	Holds upto the date of forth coming Annual General Meeting as an additional director and to be appointed as a director liable to retire by rotation at the said meeting.
Mr. Ansul Agarwal	25.03.1981	20.10.2010	He is a successful business man having own business. Have conceived and established India's first kids wear value brand E-Teenz now strongly present across the country in 250 plus format stores, 10 Exclusive Brand outlets. Large format stores include Megamart, ITC, Spencer etc. Presently functioning as Director of Dhananjai Apparels Pvt. Ltd. Which own E-Teenz, employing 200 plus staff at various levels.	B.Com.	Nil	Nil	N.A.	Holds upto the date of forth coming Annual General Meeting as an additional director and to be appointed as a director liable to retire by rotation at the said meeting.



## **EXPLANATORY STATEMENT**

**Pursuant to Section 173(2) of the Companies Act, 1956**

### **Item No. 1**

Mr. Bal Krishan Ladha was appointed as an additional director of the Company by the Board of Directors at their meeting held on 26th January, 2011 u/s 260 of the Companies Act, 1956 read with Article of Association of the Company and he would hold office upto the date of this Annual General Meeting. The Company has received a notice from a member signifying his intention to propose the appointment of Mr. Bal Krishan Ladha as Director of the Company liable to retire by rotation at the ensuing Annual General Meeting. The said notice is accompanied by a deposit of Rs. 500/- as required by law.

As required under the listing agreement the information to be provided for Mr. Bal Krishan Ladha has been given in the notes to the Notice. Your directors recommend appointment of Mr. Bal Krishan Ladha as director of the Company liable to retire by rotation.

None of the directors in any way concerned or interested in this resolution except Mr. Bal Krishan Ladha.

### **Item No. 2**

Mr. Ansul Agarwal was appointed as an additional director of the Company by the Board of Directors at their meeting held on 20th October, 2010 u/s 260 of the Companies Act, 1956 read with Article of Association of the Company and he would hold office upto the date of this Annual General Meeting. The Company has received a notice from a member signifying his intention to propose the appointment of Mr. Ansul Agarwal as Director of the Company liable to retire by rotation at the ensuing Annual General Meeting. The said notice is accompanied by a deposit of Rs. 500/- as required by law.

As required under the listing agreement the information to be provided for Mr. Ansul Agarwal has been given in the notes to the Notice. Your directors recommend appointment of Mr. Ansul Agarwal as director of the Company liable to retire by rotation.

None of the directors in any way concerned or interested in this resolution except Mr. Ansul Agarwal.

### **Item No 3**

The borrowings by your Company, in general is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lenders.

The mortgage and/or charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company to secure borrowings of the Company, with a power to the charge holders to take over the management of the business and concern of the Company's undertaking(s) within the meaning of section 293(1)(a) of the Companies Act, 1956. Hence it is necessary for the members to pass a resolution under the said section.

None of the directors of the Company in any way concerned or interested in this resolution

### **Item No 4**

The Registered office of the Company presently situated at the remote area in Asansol which is far away from Kolkata. The Chairman suggested that since the Kolkata is a metropolitan city and it will be efficient and convenient to operate from Kolkata, the principal business center of the State. The Directors recommended that shifting the office from Asansol to Kolkata would definitely increase the chances of grabbing and tapping more and more business and shall be beneficial in the time to come.

Since the Companies Act, 1956 requires the consent of the members for shifting the office outside the local limits of the city/town, hence this resolution.

### **Item No. 5**

The Company proposes to expand its activity and hence it is desirable to increase the Authorised Capital, in order to enable the Company to raise Capital whenever the need arises. The present Authorised Share Capital of your Company is Rs. 70.00 Crores only which your Board feels inadequate commensurate with the proposed activities of your Company. It is, therefore, proposed to increase the Authorised Share Capital of the Company to Rs. 77.00 Crores to enable the Board of Directors to issue further shares as and when deemed necessary to meet the Company's financial requirements/ commitments.

Your Directors recommends the resolution for your approval.

None of the Directors of your Company is in any way concerned or interested in the proposed Resolution.

**Item No 6**

The present revised project cost for setting up the 800 TPD clinker & cement manufacturing unit at Patratu has been estimated at Rs. 197.42 crores with debt equity ratio of 1.73:1. Term loan requirement will be Rs. 125.00 crores and promoters contribution is estimated at Rs. 72.42 crores. Therefore to fulfill the promoters quota it has been decided to raise the money amounting Rs. 12.55 crores from the persons mentioned above through preferential allotment of warrants.

Your Board in its meeting held on 29th October, 2011 subject to approval by the company in Annual General Meeting and requisite statutory approvals, and subject to negotiation and execution of appropriate legal documentation and fulfillment of the conditions mentioned therein has proposed to offer for subscription by way of Preferential Allotment up to 1,25,50,000 (One Crore Twenty Five Lakh Fifty Thousands) Convertible Warrants with an option to subscribe upto 1,25,50,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company at a price of Rs. 10.00 (Rupees Ten Only) per share against the said Convertible Warrants aggregating to Rs. 12,55,00,000/- (Rupees Twelve Crore Fifty Five Lakh Only).

The Special Resolutions has been proposed under the provisions of 81(1A) of the Companies Act, 1956 ("the Act") in view of the fact that the shares will be offered to person who may or may not be the existing members.

As per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for preferential issue, an issue of shares / Convertible Warrants on a preferential basis can be made only at a price which is not less than the higher of the following:

- (i) The average of the weekly high and low of closing prices of the share quoted on the stock exchange during the six months preceding the "relevant date".
- (ii) The average of the weekly high and low of the closing prices of the shares quoted on the stock exchange during the two weeks preceding the "relevant date".

The "relevant date" for the above purpose means the date thirty days prior to the date on which the Annual General Meeting is held to consider the proposed issue under section 81(1A) of the Act. As the date of Annual General Meeting of share holders is 30th November, 2011 the relevant date is 28th October, 2011.

A copy of the certificate from the Statutory Auditors of the Company, certifying that the issue of Convertible Warrants is being made in accordance with the requirements of SEBI's Regulations for preferential Issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, shall be placed before the shareholders at the Annual General Meeting.

The Board believes that the proposed offer to the persons stated in Resolution will be in the best interest of the Company and its members.

One of the Director Mr. Manoj Kumar Agarwal is interested in the proposed resolution.

**Please refer below to the information as required under Regulation 73 (1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for Preferential Issue.**

**1. Objects of the Preferential Issue:**

The objects of the issue is to part finance its ongoing setting up of 800 TPD Integrated Cement Plant at Patratu, Jharkahnd.

**2. Proposal of the Promoters to subscribe to the offer.**

Name	No of Warrants	Rate (Rs. )	% of post holding	Category
Manoj Kumar Agarwal	50000	10/-	0.066	Promoter
Ram Prasad Agarwal	50000	10/-	0.066	Promoter
Ram Prasad Agarwal (HUF)	50000	10/-	0.066	Promoter
Shakuntala Agarwal	50000	10/-	0.066	Promoter
Suchitra Agarwal	50000	10/-	0.066	Promoter
Kavita Bhalotia	240000	10/-	0.318	Promoter
Dalhousi Datamatics Pvt. Ltd.	475000	10/-	0.628	Promoter
Bharat Cements Pvt. Ltd.	1800000	10/-	2.38	Promoter

To infuse the capital for the green field cement project at Patratu above mentioned persons, who are promoters or in promoters group will subscribe to the proposed preferential issue.



### 3. Shareholding pattern before and after the Preferential Issue:

Share holding pattern before and after issue of Equity Shares pursuant to conversion of Warrants by the Warrant holders in respect of the Warrants covered under the Item no 6.

	Existing Shareholding as on 30.09.2011		Post issue shareholding (Upon conversion of Warrants)	
	No of Shares	% of Holding	No of Shares	% of Holding
<b>A. Promoters or Promoters Group</b>				
<b>1. Indian</b>				
Individual/ HUF	4810217	11.185	5300217	7.015
Central Govt./ State Govt.	Nil	Nil	Nil	Nil
Bodies Corporate	14291180	33.232	16566180	21.926
Financial Institutions/ Banks	Nil	Nil	Nil	Nil
<b>Sub Total (A)(1)</b>	<b>19101397</b>	<b>44.417</b>	<b>21866397</b>	<b>28.94</b>
<b>2. Foreign</b>				
Individuals (NRIs/ Foreign)	Nil	Nil	Nil	Nil
Bodies Corporate	Nil	Nil	Nil	Nil
Institutions	Nil	Nil	Nil	Nil
<b>Sub Total (A) (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Share Holding of Promoters &amp; Promoters Group A = (A)(1) + (A)(2)</b>	<b>19101397</b>	<b>44.417</b>	<b>21866397</b>	<b>28.94</b>
<b>B. Public Share Holding</b>				
<b>1. Financial Institutions</b>				
Mutual Funds / UTI	Nil	Nil	Nil	Nil
Financial Institutions/ Banks	Nil	Nil	Nil	Nil
Central Govt./ State Govt.	Nil	Nil	Nil	Nil
Venture Capital	Nil	Nil	Nil	Nil
Insurance Companies	Nil	Nil	Nil	Nil
Foreign Institutional Investors	Nil	Nil	Nil	Nil
<b>Sub Total (B) (1)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>2. Non Institutions</b>				
Bodies Corporate	2977266	6.923	28862266	38.200
Individual Share Holders	19823424	46.096	23723424	31.399
NRI/OCBs	680315	1.582	680315	1.582
Clearing Members/ Clearing Corp.	421961	0.981	421961	0.981
<b>Sub Total (B) (2)</b>	<b>23902966</b>	<b>55.583</b>	<b>53687966</b>	<b>71.058</b>
<b>Total Public Share Holding B = (B)(1) + (B)(2)</b>	<b>23902966</b>	<b>55.583</b>	<b>53687966</b>	<b>71.058</b>
<b>Total A + B</b>	<b>43004363</b>	<b>100.000</b>	<b>75554363</b>	<b>100.000</b>

The proposed preferential allotment will not change the management control. Voting rights shall change according to the change in the shareholding pattern mentioned above. The above figures in the table are on the assumption that all the Warrants will be issued and allotted pursuant to the resolution and all the Warrants will be exercised and that if any Warrants are not issued or allotted or any Warrants are not exercised, the figures will change correspondingly.

**2. Proposed time within which allotment will be completed.**

The allotment of the warrants is expected to be completed within 15 (fifteen) days of the date of passing of the Special Resolution in the AGM. Provided that, where the allotment is pending on account of pendency of any allotment by any Regulatory Authority, the allotment is expected to be completed within 15 (fifteen) days from the receipt of such approval.

**3. Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:**

**4. The issuer will re-compute the price of the preferential issue in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 where it is required to do so.**

**5. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Warrants shall continue to be locked-in till the time such amount is paid by the allottees.**

Your directors recommend this resolution to be passed by the members.

None of the directors are interested save and except to the extent of their shareholding.

By Order of the Board  
For **Burnpur Cement Limited**

29th October, 2011  
Kolkata

Sudhansu Sekhar Panigrahi  
**Company Secretary**