

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Letter of Offer is sent to you as equity shareholder(s) of **Binani Cement Limited**. You are advised to consult your Stock Broker or Investment Consultant or Manager to the Offer or Registrar to the Offer for any clarification about the action to be taken in this regard. Please refer 'Important Notes' appearing on page no. 1 of this document.

**EXIT OFFER LETTER**

From

**BINANI INDUSTRIES LIMITED**

**Registered office:** 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara , Kolkata -700 157  
**Tel No.:** +91-033-32562726/40061573, **Fax No.:** 91-033-25160053

inviting you to tender your fully paid-up equity shares of ₹ 10/- each of Binani Cement Limited at the Exit Price of ₹ 90 (Rupees Ninety Only) per Share pursuant to Regulation 21 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations").

**This Letter of Offer is being sent to you as a public shareholder of**

**BINANI CEMENT LIMITED**

**Registered Office:** 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Hatiara, Kolkata - 700157  
**Tel No.:** +91-033-32562726 / 40161800, **Fax No.:** +91-033-25160053

**Corporate Office:** Mercantile Chambers, 12, J.N. Heredia Marg, Ballard Estate, Mumbai – 400 001  
**Tel:** +91-022-3026 3000, **Fax:** +91-022-2263 4960

Dear Shareholder(s) of Binani Cement Limited.....

**This is an invitation to tender your equity shares in Binani Cement Limited ("the Company") in favour of the Promoter / Acquirer at an Exit Price (as defined hereinafter) of ₹ 90/- per equity share subject to the terms and conditions mentioned hereinafter ("Exit Offer").**

Vide a public announcement dated January 17, 2011 published on January 19, 2011 ("Original PA") and Offer Letter dated January 17, 2011, the Promoter/Acquirer made an offer seeking to acquire up to 5,67,75,318 equity shares representing 30.10% of the paid-up equity share capital of the Company ("Offer Shares") from the public shareholders of the Company ("Delisting Offer") and to proceed with consequent delisting of the equity shares of the Company, in accordance with the Delisting Regulations from the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India ("NSE"), being the stock exchanges where the equity shares were listed. The public shareholders of the Company were invited to submit bids pursuant to a Reverse Book Building ("RBB") process made available through the electronic system of the BSE from February 07, 2011 to February 11, 2011 ("Bid Period"). Vide a public announcement published on February 21, 2011 ("Post Offer PA"), the Promoter/Acquirer accepted the discovered price of ₹ 90/- per Offer Share ("Exit Price"). Pursuant to the acquisition of the Offer Shares validly tendered by the public shareholders in the Delisting Offer, the Promoter/Acquirer currently holds 95.01% of the fully paid up equity share capital of the Company.

In accordance with Regulation 21 of the Delisting Regulations, the Promoter / Acquirer hereby provides a final exit opportunity to remaining public shareholders who have not tendered their shares in the Delisting Offer / whose tender of Offer Shares had been rejected in the Delisting Offer ("Residual Shareholders"), to participate in the acquisition process for a period of one year from the date of delisting. Residual Shareholders will be able to tender their equity shares in favour of the Promoter / Acquirer at the Exit Price of ₹ 90/- per equity share, at any time from May 30, 2011 till May 29, 2012 (the "Exit Period"), on the terms and subject to the conditions set out in this letter of offer ("Letter of Offer") and the Public Announcement by the Promoter/ Acquirer will be made in terms of the Delisting Regulations. This Letter of Offer has been dispatched to all Residual Shareholders of the Company.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
<p><b>KEYNOTE</b>  <b>KEYNOTE CORPORATE SERVICES LTD.</b>                      4<sup>th</sup> Floor, Balmer Lawrie Bldg,                      5, J. N. Heredia Marg,                      Ballard Estate, Mumbai -400 001  <b>Tel :</b> +91-022-30266000-3;  <b>Fax:</b> + 91-022-22694323  <b>Contact Person:</b> Mr. Janardhan Wagle  <b>Email:</b> mbd@keynoteindia.net  <b>SEBI Registration No.:</b> INM 000003606  <b>AMBI No.:</b> AMBI/040</p>	<p><b>LINK INTIME</b>                      INDIA PVT LTD  <small>(Formerly INTIME SPECTRUM REGISTRY LTD.)</small>  <b>LINK INTIME INDIA PVT. LTD.</b>  <b>Unit – Binani Cement Ltd – Exit Offer</b>                      C- 13, Pannalal Silk Mills Compound,                      L. B. S. Marg, Bhandup (West),                      Mumbai- 400 078  <b>Tel.:</b> +91-022-25960320  <b>Fax:</b> +91-022-25960329  <b>Email:</b> bcl.delisting@linkintime.co.in  <b>SEBI Registration No.:</b> INR 00004058  <b>Contact Person:</b> Mr. Nilesh Chalke</p>
<b>Exit Price</b>	₹ 90 per equity share
<b>Exit Period Opens</b>	Monday, May 30, 2011
<b>Exit Period Closes</b>	Tuesday, May 29, 2012

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**Activity Schedule**

Sr. No	Activity	Date
1.	Discontinuation of Trading in the scrip	Monday, May 23, 2011
2.	Dispatch of Letter of Offer	Saturday, May 28, 2011
3.	Delisting of the Scrip from the Exchanges	Monday, May 30, 2011
4.	Public Announcement	Monday, May 30, 2011
5.	Exit Period Opens	Monday, May 30, 2011
6.	Exit Period Closes	Tuesday, May 29, 2012

**Note:** Consideration will be paid to all the applicants at periodical intervals of 15 days each for the full period of offer. Thus the applications submitted by shareholders upto 15th and upto 30th of the month will be processed and accordingly payment would be made to applicants in the immediately subsequent period after the completion of the said 15 days period.

**Important Notes**

- Attention of shareholders of Binani Cement Limited (BCL) is invited to the fact that BCL has declared dividend @ ₹ 2.50 per equity share of ₹ 10/- each and has declared the Book Closure for payment of Dividend and Annual General Meeting from Monday, June 20, 2011 till Monday, June 27, 2011. Shareholders of BCL are requested to take note of the same while considering tendering of the shares in the present exit offer. Shareholders of BCL are advised to consult their Stock Broker or Investment Consultant or Manager to the Offer or Registrar to the Offer for any clarification about the action to be taken in this regard.
- Following the closure of the Delisting Offer and in accordance with the Delisting Regulations, Binani Cement Limited applied for the delisting of its equity shares from the BSE on March 25, 2011 & NSE on March 25, 2011 and letter dated March 30, 2011, respectively. In terms of BSE notice No. 20110509-15 dated May 09, 2011 and NSE notice No. NSE/LIST/C/2011/0453 dated May 09, 2011 the trading in the equity shares of Binani Cement Limited has been discontinued w.e.f. Monday, May 23, 2011 (i.e. w.e.f. closing hours of trading on May 20, 2011) and the scrip will be delisted from the Exchange records w.e.f. Monday, May 30, 2011. **Delisting of the equity shares of the Company means that the equity shares of the Company cannot and will not be traded on the BSE and NSE.**

Please contact Link Intime India Private Limited (“Registrar to the Exit Offer”), if you require any clarification regarding the procedure for tendering your equity shares.

**1. Procedure for tendering shares under the exit offer**

**1.1 Procedure for Residual Shareholders holding Shares in Dematerialised form**

- 1.1.1 The Residual Shareholders holding equity shares in dematerialized form, who are desirous of tendering their equity shares in the Exit Offer must submit (a) the enclosed application form (“Application Form”) duly filled and signed, and (b) a counterfoil / photocopy of their depository participant instruction evidencing transfer of dematerialized equity shares as detailed in paragraph 1.1.2 below, by hand delivery or by registered post or courier (at their own risk and cost) with the envelope marked “BINANI CEMENT – EXIT OFFER” so as to reach to the Registrar to the Exit Offer at the addresses given. In case of non-receipt of the above-mentioned documents but receipt of equity shares in the Demat Escrow Account mentioned below, the Exit Offer would be deemed to have been accepted by the Residual Shareholder.

In case of non receipt of the Application Form, you may download the Application form and use the print out of the same. Soft copy of the Application Form will be made available on the website of the Registrar to the Offer i.e; Link Intime India Pvt. Ltd. at [www.linkintime.co.in](http://www.linkintime.co.in). Further, the Letter of Offer along with the Application Form will be also made available on the website of the Company i.e; Binani Cement Limited and also on the website of Manager to the Offer i.e; Keynote Corporate Services limited at [www.binani.com](http://www.binani.com) and [www.keynoteindia.net](http://www.keynoteindia.net), respectively.

- 1.1.2 The Residual Shareholders must transfer their dematerialised equity shares from their respective depository account, in **off-market mode**, to the Demat Escrow Account opened by the Registrar to the Exit Offer in the name and style of “LIPL BINANI CEMENT EXIT OFFER ESCROW DEMAT ACCOUNT” (“**Demat Escrow Account**”), the details of which are as follows:

Depository	National Securities Depository Limited
Demat Escrow Account Name	LIPL BINANI CEMENT EXIT OFFER ESCROW DEMAT ACCOUNT
Name of Depository Participant	VENTURA SECURITIES LTD.
DP Identification Number	IN303116
Client Identification Number	10769124
ISIN Number of the Scrip	INE042H01019

*Please note that all such transfers should be in off-market mode. Failure to credit your dematerialised equity shares into the Demat Escrow Account may result in your tender being invalid.*

- 1.1.3 Residual Shareholders who hold their equity shares in dematerialized form through Central Depository Services (India) Limited (“**CDSL**”) will have to execute an inter depository delivery instruction for the purpose of crediting their equity shares in favour of the Demat Escrow Account. All transfers should be in off-market mode. It is the responsibility of the Residual Shareholders to ensure that their equity shares are credited in favour of the Demat Escrow Account and their Application Form reaches the Registrar to the Exit Offer on or before the expiry of the Exit Period.
- 1.1.4 The equity shares will be held in the Demat Escrow Account until the consideration payable has been dispatched to the eligible Residual Shareholders or the unaccepted equity shares are credited back to the Residual Shareholders’ depository account.
- 1.1.5 If you are not a resident of India, please also submit along with your Application Form, all the documents set out in paragraph 2 and 6 below.

## 1.2 Procedure for Residual Shareholders holding equity shares in physical form

- 1.2.1 All Residual Shareholders holding equity shares in the form of physical share certificates (“**Physical Shares**”), who wish to tender their Physical Shares, should complete the Application Form in accordance with the instructions given below (as applicable) and submit the same along with the following documents by hand delivery or by registered post / courier (at their own cost and risk) with the envelope marked “**BINANI CEMENT - EXIT OFFER**” so as to reach the Registrar to the Exit Offer at the addresses given below on or before May 29, 2012 (i.e. the last day of the Exit Period):
- (a) the enclosed Application Form, duly completed and signed by the Residual Shareholder or all Residual Shareholders (in the case of joint holdings) whose name(s) appear on the share certificate(s), in the order in which such names appear on the share certificate(s);
  - (b) a valid share transfer deed enclosed with this Letter of Offer, duly signed by the registered Residual Shareholder or all registered Residual Shareholders (in the case of joint holdings) as transferor(s), in the same order and in accordance with the specimen signatures registered with the Company and duly witnessed;
  - (c) the original share certificate(s); and
  - (d) if the Residual Shareholder(s) are not resident in India, enclose the relevant documents set out in paragraph 2 and 6 below.
- 1.2.2 In case of Residual Shareholders resident in India, in the event of non-receipt of the duly completed Application Form, but receipt of original share certificates(s) and duly signed valid share transfer deed, the Exit Offer would be deemed to have been accepted by the resident Residual Shareholder.
- 1.2.3 The Registrar to the Exit Offer will hold in trust the share certificate(s) and the share transfer deed until the dispatch of the consideration payable or the unaccepted share certificates has/have been dispatched to the Residual Shareholder concerned.
- 1.3 It shall be the responsibility of the Residual Shareholders tendering in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and the Promoter/ Acquirer shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Application Form, wherever applicable.
- 1.4 The equity shares to be acquired under the Exit Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto.
- 1.5 Residual Shareholders may tender their shares to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period. Residual Shareholders should ensure that their Application Form, together with the necessary enclosures is received by the Registrar to the Exit Offer on or before the last day of the Exit Period as per the details below:

City	Address	Contact Person	Contact Details	Mode of Delivery
Mumbai	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai – 400078	Mr. Nilesh Chalke	Tel: 022 - 25960320 Fax: 022 - 25960329	Hand Delivery & Registered Post / Courier

City	Address	Contact Person	Contact Details	Mode of Delivery
Mumbai	Link Intime India Pvt. Ltd. 203, Davar House, Next to Central Camera, D. N. Road, Fort, Mumbai – 400001	Mr. Vivek Limaye	Tel: 022 - 22694127 Fax: 022 - 25960329	Hand Delivery

- 1.6 In the event of any Residual Shareholder not receiving, or misplacing, their Letter of Offer, they may obtain a copy by writing to the Registrar to the Exit Offer, clearly marking the envelope **“BINANI CEMENT - EXIT OFFER”**

## 2. NON-RESIDENT SHAREHOLDERS

- 2.1 Residual Shareholders who are non-resident Indians, persons resident outside India, overseas corporate bodies (**“OCB”**), Foreign Institutional Investors (**“FIL”**), etc. (**“Non-Resident Residual Shareholders”**) will also need to enclose a copy of the original permission received by them from the Reserve Bank of India (**“RBI”**) in relation to the acquisition of the equity shares.
- 2.2 It shall be the responsibility of the Non-Resident Residual Shareholders tendering the equity shares to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and the Promoter/ Acquirer shall take no responsibility for the same. The Non-Resident Residual Shareholders should attach a copy of any such approval to the Application Form, wherever applicable.
- 2.3 If any of the documents referred to in paragraph 2.1 and 2.2 above are not enclosed along with the Non-Resident Residual Shareholder’s Application Form, such Non-Resident Residual Shareholder’s tender of equity shares under the Exit Offer may be treated as invalid.

## 3. SETTLEMENT

- 3.1 Following fulfillment of the terms and conditions mentioned herein and the Letter of Offer, the consideration will be paid by the Promoter / Acquirer by way of Pay order or demand draft or by means of electronic funds transfer, wherever possible.

The Pay order or demand drafts will be dispatched to the relevant Residual Shareholders, at their own risk, by way of speed post/registered post. Upon receipt of duly filled valid Application Forms (together with necessary enclosures, if any) and receipt of the shares in the Demat Escrow Account mentioned hereinabove / receipt of physical share certificates (along with duly filled in transfer deeds, as applicable) by the Registrar to the Exit Offer, the Registrar to the Exit Offer shall dispatch the Pay order or demand draft to Residual Shareholders and Keynote Corporate Services Limited (**“Manager to the Exit Offer”**), shall instruct the bank to make electronic funds transfer to the Residual Shareholders (as the case may be), who have validly tendered their shares in this Exit Offer.

Please note that in case of registered shareholders, the Offer shall be deemed to have been accepted upon receipt of the Share certificates and the duly completed Transfer Deed (in case of physical shares) or receipt of equity shares in the Demat Escrow Account (in case of dematerialized shares).

The Promoter / Acquirer will pay consideration to all the applicants whose duly filled valid Application Forms along with necessary documentation for tendering the equity shares, receipt of equity shares in the Demat Escrow Account / receipt of physical share certificates (along with duly filled in transfer deeds, as applicable) is received by the Registrar to the Offer at periodical intervals of 15 days each for the full period of offer. Thus the applications submitted by shareholders upto 15th and upto 30th of the month will be processed and accordingly payment would be made to applicants in the immediately subsequent period after the completion of the said 15 days period. Residual Shareholders to whom the payments have been made shall be duly intimated by way of a letter/ intimation advice by the Registrar to the Exit Offer.

- 3.2 The Pay order /demand draft /electronic payment will be drawn in the name of the sole or first named Residual Shareholder (in case of joint holdings) as furnished in the Application Form along with the bank account number as provided in the Application Form. In case the bank account details are not provided, then the consideration will be paid to the sole/first named Residual Shareholder (at their own risk) without such details. Residual Shareholders who wish to receive their payment by means of electronic funds transfer should provide the IFSC code along with their bank account details. Please note that in such case, payment would be transferred electronically (at your risk) based on the bank account details provided by you.

#### **4. OFFER PERIOD**

The Residual Shareholders may tender their application to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period, except on Saturdays and Public holidays. The Residual Shareholders are required to ensure that their Application Form, together with the necessary enclosures, is received by the Registrar to the Exit Offer on or before May 29, 2012.

#### **5. STATUTORY AND OTHER APPROVALS**

- 5.1 The Reserve Bank of India ("RBI") vide its letter no. FE.CO.FID.NO.17564/10.21.208/2010-11 dated January 21, 2011 has given its approval for the acquisition of 5,67,75,318 equity shares of Binani Cement Limited by the Promoter / Acquirer from the shareholders of the Company (other than those holding as erstwhile OCBs) in accordance with the Delisting Regulations and other applicable laws and regulations. In case equity shares are tendered by non-resident Indians on a non-repatriation basis, the sale consideration for shares accepted shall be credited to the NRO account of the tenderer. If the equity shares are tendered by OCBs, payment will be made to them only after receipt of necessary approvals from the RBI. To the best of the Promoter/Acquirer's knowledge, as on date, there are no other statutory or regulatory approvals required to acquire the shares of the Company. If any other statutory or regulatory approvals need to be obtained, the acquisition of shares by the Acquirer pursuant to the Exit Offer will be subject to such statutory or regulatory approvals.
- 5.2 The Promoter/Acquirer reserves the right not to proceed with the acquisition of the equity shares pursuant to the Exit Offer in the event the approval(s), if any, is/are not obtained, or conditions which the Acquirer considers in its sole discretion to be onerous are imposed in respect of such approval(s).

## **6. TAX TO BE DEDUCTED AT SOURCE**

### **6.1 Tax to be deducted in case of Non-Resident Residual Shareholders**

- 6.1.1 As per the provisions of section 195(1) of the Income Tax Act, 1961 (“IT Act”), any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at the prescribed rate (including applicable surcharge and education cess).
- 6.1.2 The consideration payable under the Exit Offer would be chargeable to tax as capital gains or business profits, as the case may be. Accordingly, the Promoter/Acquirer shall deduct tax at the prescribed rate (including applicable surcharge and education cess) on the gross consideration payable to the Non-Resident Residual Shareholders based on the information requested and submitted along with the Application Form.
- 6.1.3 In case of any ambiguity, incomplete or conflicting information or information not being provided to the Promoter /Acquirer by the Non-Resident Residual Shareholders, the tax shall be deducted at the maximum rate prescribed for such Non-Resident Residual Shareholder.
- 6.1.4 If the Non-Resident Residual Shareholder requires the Promoter/Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount for any reason, they would need to obtain a certificate from the Income Tax authorities either under section 195(3) or under section 197 of the IT Act, and submit the same to Acquirer while submitting the Application Form. In absence of such certificate from the Income Tax authorities, the Promoter/Acquirer shall deduct tax on the gross consideration at the prescribed rate of tax.
- 6.1.5 For the purpose of computing the tax deduction at source, Non-Resident Residual Shareholders who wish to tender their equity shares must submit the following information along with the Application Form:
- i. Self attested copy of PAN card;
  - ii. Nil / Lower withholding tax certificate from the Indian Income Tax authorities u/s 195(3) or u/s 197 of the Indian IT Act, if applicable;
  - iii. Self attested declaration in respect of period of holding of shares (i.e. whether shares tendered are a long term capital asset or short term capital asset as defined under Indian IT Act). In case shares tendered comprise both long term capital asset and short term capital asset then break up of the same;
  - iv. Banker certificate certifying inward remittance;
  - v. SEBI Registration Certificate for FIIs and other categories (as applicable).

### **6.2 Withholding tax implication for Foreign Institutional Investors**

- 6.2.1 As per the provisions of Section 196D(2) of the IT Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD and payable to a FII as defined in Section 115AD of the IT Act.
- 6.2.2 FIIs should certify the nature of its income arising from the sale of equity shares (whether capital gains or business profits). In absence of certification to the effect that the income from sale of shares is in the nature of capital gains, the Promoter / Acquirer shall deduct tax at the prescribed rate under the IT Act, on the gross consideration payable. Should the FII submit a certificate from the Income Tax authorities along with the Application Form indicating the amount or rate of tax to be deducted, the Promoter/ Acquirer shall deduct tax in accordance with the same.

### 6.3 Tax to be deducted in case of Resident Residual Shareholders

- 6.3.1 In absence of any specific provision under the IT Act, the Promoter/Acquirer shall not deduct tax on the consideration payable to the Resident Residual Shareholders for acquisition of the equity shares.
- 6.3.2 The Resident Residual Shareholder claiming no tax is to be deducted, should submit along with the Application Form documentary evidence to support exemption from tax deduction or a No Objection Certificate from the Income Tax authorities indicating the rate at which tax is to be deducted by the Promoter / Acquirer or a self declaration in Form 15G or Form 15H as may be applicable.
- 6.3.3 In case of any ambiguity, incomplete or conflicting information or information not being provided to the Promoter / Acquirer by the above shareholders, the tax shall be deducted at the prescribed rates.
- 6.4 The Promoter/Acquirer shall issue a certificate in the prescribed form to the Residual Shareholders (resident and non-resident) who have been paid the consideration after deducting tax on the same certifying the amount of tax deducted and other prescribed particulars.
- 6.5 The tax deducted under the Exit Offer is not the final liability of the shareholders or in no way discharges the obligation of shareholders to disclose the amount received pursuant to the Exit Offer.

**SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE ASSESSING OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE PROMOTER / ACQUIRER AND THE MANAGER TO THE OFFER DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.**

### 7. COMPLIANCE OFFICER

Mr. Atul Falgunia,  
V. P. Secretarial & Company Secretary  
**Binani Cement Limited**  
Mercantile Chambers,  
12, J.N. Heredia Marg,  
Ballard Estate, Mumbai – 400 001  
**Tel:** +91-022-3026 3000,  
**Fax:** +91-022-2263 4960,  
**E-mail:** atul@binani.net



## 8. GENERAL

Every Residual Shareholder who desires to avail the Exit Offer may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claims against the Promoter / Acquirer or the Company or the Manager to the Exit Offer or the Registrar to the Exit Offer, whatsoever by reason of any loss which may be suffered by such Residual Shareholder consequent to or in connection with the Exit Offer.

**By Order of the Board  
For and on Behalf of Board of Directors of Binani Industries Limited**

Sd/-

Sunil Sethy  
Executive Vice Chairman  
& Managing Director

Sd/-

Dr. V. C. Shah  
Director

Sd/-

S N Sridhar  
Sr. Vice President – (Corporate  
Legal), Company Secretary &  
Compliance Officer

**Place:** Mumbai  
**Date:** May 25, 2011

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If you require any clarification in connection with this Letter of Offer, you should consult the Registrar to the Exit Offer at:

**LINK INTIME INDIA PVT. LTD.**  
**Unit – Binani Cement Ltd – Exit Offer**  
C- 13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West),  
Mumbai- 400 078  
**Tel.:** +91-022-25960320  
**Fax:** +91-022-25960329  
**Email:** bcl.delisting@linkintime.co.in  
**SEBI Registration No.:** INR 00004058  
**Contact Person:** Mr. Nilesh Chalke

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**APPLICATION FORM FOR TENDERING EQUITY SHARES OF**

**BINANI CEMENT LIMITED**

**AT THE EXIT PRICE OF ₹ 90/- PER EQUITY SHARE**

Unless the context otherwise requires and specifies, capitalized expressions in this Application Form have the same meanings as defined in the enclosed letter of offer dated May 25, 2011 (“**Letter of Offer**”) for acquiring equity shares in Binani Cement Limited by Binani Industries Limited by way of an Exit Offer.

<b>EXIT PERIOD OPENS</b>	<b>Monday May 30, 2011</b>	<b>EXIT PERIOD CLOSES</b>	<b>Tuesday May 29, 2012</b>
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This Application Form, duly filled and signed along with the applicable enclosures should be delivered by hand or sent by registered post / courier (at your own cost and risk) with the envelope marked “**BINANI CEMENT – EXIT OFFER**” to the Registrar to the Exit Offer, at any of the addresses given below:

City	Address	Contact Person	Contact Details	Mode of Delivery
Mumbai	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai – 400078	Mr. Nilesh Chalke	Tel: 022 - 25960320 Fax: 022 - 25960329	Hand Delivery & Registered Post / Courier
Mumbai	Link Intime India Pvt. Ltd. 203, Davar House, Next to Central Camera, D. N. Road, Fort, Mumbai – 400001	Mr. Vivek Limaye	Tel: 022 - 22694127 Fax: 022 - 25960329	Hand Delivery

**Box 1: Residual Shareholder’s details (Please use BLOCK CAPITALS)**

**1.1 Sole/First Holder/Other Holders**

Name of Sole/First Holder		PAN	
Address			
Telephone / Mobile No.			
2nd Joint Holder		PAN	
3rd Joint Holder		PAN	
4th Joint Holder		PAN	

**1.2 Type of Shareholder (Tick as appropriate)**

<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Hindu Undivided Family	<input type="checkbox"/> Banks, Insurance Cos. & Financial Institutions	<input type="checkbox"/> Mutual Fund
<input type="checkbox"/> Private Body Corporate	<input type="checkbox"/> NRI (non-repatriable)	<input type="checkbox"/> NRI (repatriable)	<input type="checkbox"/> FII
<input type="checkbox"/> Non Domestic Company / OCB	<input type="checkbox"/> Indian Venture Capital Fund	<input type="checkbox"/> Foreign Venture Capital Fund	<input type="checkbox"/> Others (please specify) _____

**Box 2: Signatures**

In case of joint holdings, all holders must sign in the space given below in the same order and as per specimen signatures registered with the Company. By your signature in this Box 2, you will also be deemed to be making the acknowledgements and authorizations set out in Box 7 below.

**PLEASE SIGN IN THE SPACE PROVIDED BELOW**

I/We offer to tender the number of equity shares set out or deemed to be set out in Box 3A / Box 4 in accordance with and subject to the terms and conditions herein, the Letter of Offer and the Public Announcement.

	Name	Signature
Sole /First holder		
2 <sup>nd</sup> holder		
3 <sup>rd</sup> holder		
4 <sup>th</sup> holder		

**Box 3A: Details of equity shares held in dematerialized form**

You should insert in the space given below, the number of equity shares held in dematerialized form that you wish to tender to the Promoter/Acquirer at the Exit Price. If the number of equity shares entered below is inconsistent with the number of equity shares deposited into the Demat Escrow Account (detailed in Box 3B below), pursuant to your instruction to your depository participant, the number of equity shares set out in your depository participant instruction will be deemed to be the number of equity shares tendered by you.

I/We hereby tender to the Promoter/Acquirer, the number of equity shares specified below at the Exit Price.

Number of dematerialized equity shares:

The details of my/our depository account and my / our depository participant are as follows:

Depository Participant's Name (DP Name)			
	DP ID	Client ID	Beneficiary Name (as appearing in DP's records)
NSDL <input type="checkbox"/>			
CDSL <input type="checkbox"/>			

**Box 3B: Depository participant instruction**

You must have instructed the depository participant of the depository account in which your equity shares are presently held, to deposit your equity shares into the Demat Escrow Account as detailed below. Failure to credit your equity shares into the correct depository account may result in rejection of your offer to tender equity shares.

I/We confirm that I/we have enclosed a photocopy/counterfoil of my/our delivery instructions to my / our depository participant (duly acknowledged by such depository participant), crediting my/our equity shares to the Demat Escrow Account detailed below:

Depository	National Securities Depository Limited
Demat Escrow Account Name	LIPL BINANI CEMENT EXIT OFFER ESCROW DEMAT ACCOUNT
Name of the Depository Participant	VENTURA SECURITIES LTD.
Depository Identification Number	IN303116
Client Identification Number	10769124
ISIN Number of the Scrip	INE042H01019

*Please note that the transfer should be in off-market mode. For shares held through CDSL, please execute an inter-depository delivery instruction.*

**Box 4: Details of equity shares held in physical form**

You should insert in the space given below the details of your equity shares held in physical form, which you wish to tender to the Promoter/Acquirer at the Exit Price. If the details given below are inconsistent with any of your original share certificate(s) or your share transfer deed enclosed with this Application Form, your original share certificate(s) and your share transfer deed will be deemed to state the correct details of the equity shares which are tendered by you.

Sr. no.	Certificate no.	Registered Folio No.	Distinctive Nos.		No. of equity shares
			From	To	
1.					
2.					
3.					
4.					
5.					
<b>Total no. of equity shares</b>					

*(If the space provided is inadequate please attach a separate continuation sheet)*

**Box 5: Bank account details**

In order to avoid any fraudulent encashment in transit of the payment issued by the Promoter/Acquirer, you may fill in the space below with details of the sole/first holder's bank account and any consideration payable will be paid by issuing an instrument or electronic transfer with the details of the bank account so provided. If you do not fill in Box 5, any consideration payable will be sent in favour of the sole / first holder at the address provided in Box 1.1 above.

Name of the Sole / First holder's bank	
Branch Name and Address	
City & PIN code of the Branch	
Bank Account No.	
Saving/Current/Others (Please specify)	
IFSC Code (In case you wish to receive funds electronically)	

*(Please note that for fund transfer in electronic mode, the transfer would be done at your risk based on the data provided above by you)*

**Box 6: Tax Certification (NRIs / OCBs / FIIs / Non-Resident Residual Shareholders only)**

If you are a NRI, OCB or an FII, please certify whether the equity shares are held on investment / capital account or on trade account.

Please refer to paragraph 6 in the Letter of Offer regarding tax to be deducted at source. Residual Shareholders are also advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take.

- I / We certify that the equity shares referred to in Box 3 / Box 4 of this Application Form are held :  
 On Investment / Capital Account       On Trade Account
- I / We certify that the tax on the equity shares referred to in Box 3 / Box 4 of this Application Form is to be deducted on account of:  
 Short Term Gains       Long Term Gains       Business Profits
- Order from Income-Tax authorities enclosed specifying:  
 Non-deduction of tax at source       Deduction at lower rate
- Permanent Account Number \_\_\_\_\_  
 (For Tax Deduction at Source Purpose)
- I / We have enclosed the following (if applicable)  
 Evidence regarding date and cost of acquisition       Evidence of eligibility for claiming any double tax treaty benefit

**I/We have enclosed the following (Applicable only for FII shareholders):**

Undertaking from FIIs stating their residential status and that it does not have permanent establishment in India and amount received by them as part of the Offer constitutes capital gains and does not constitute business income from them and that similar gains have been taxed as capital gains by the tax authorities in India in the past.

**Box 7: Acknowledgements and authorizations**

By signing in Box 2 above, you are deemed to have made each of the following acknowledgements and authorizations that:

- (a) the equity shares you are tendering herewith are free from liens, charges and encumbrances of any kind whatsoever;
- (b) in respect of the equity shares tendered in physical form, original share certificate(s) and signed transfer deed(s) will be held in trust for you by the Registrar to the Exit Offer, until such time as the consideration payable has been dispatched to you or if your offer to tender is not valid or not accepted for any reason, until such time as the equity shares are returned back;
- (c) the Promoter/Acquirer and Registrar to the Exit Offer shall not be liable for any delay/ loss in transit resulting in delayed receipt / non-receipt by the Registrar to the Exit Offer of your Application Form along with relevant enclosures or for the failure to deposit your dematerialized equity shares to the Demat Escrow Account due to inaccurate/incomplete particulars/instructions on your part, or for any other reason;
- (d) the Promoter / Acquirer, Registrar to the Exit Offer or any person authorised by the Promoter/Acquirer or Registrar to the Exit Offer may send by registered post/Speed Post/electronically, at your risk, the pay order /demand draft/electronic fund transfer, in full and final settlement of the amount due to you, and/or other documents or papers or correspondence to the sole/first holder at the relevant address mentioned in Box 1.1 above;
- (e) your signature on your depository participant instruction has been duly verified and attested by your depository participant as evidenced by your depository participant's stamp of acknowledgement;
- (f) the Letter of Offer and this Application Form are subject to the Delisting Regulations and all applicable regulatory and government approvals, as detailed in the Letter of Offer, and that the Promoter/Acquirer reserves the right not to proceed with the acquisition in the event that such approvals, if any, are not obtained;
- (g) if you are a Non-Resident Residual Shareholder, you have enclosed with this Application Form a copy of the original permission which you received from the RBI and the additional consents and confirmations as referred to in paragraph 2 of the Letter of Offer, and that if such permission is not enclosed with this Application Form, your offer to tender may be treated as invalid;
- (h) if you are a Non-Resident Residual Shareholder, you have also enclosed with this Application Form the relevant certificate referred to in paragraph 6 of the Letter of Offer, and that if such certificate is not enclosed with this Application Form, the Promoter /Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category of Residual Shareholders on the entire consideration amount payable to such Residual Shareholders;
- (i) the particulars given above are true and correct; and
- (j) you acknowledge having read and understood the contents of the Letter of Offer and that you agree with the terms and conditions stated therein.

**CHECKLIST FOR RESIDUAL SHAREHOLDERS TENDERING EQUITY SHARES IN DEMATERIALISED FORM:**

Have you:

- Completed Boxes 1 to 6 of this Application Form?
- Ensured that your equity shares have been credited to the Demat Escrow Account and attached a copy of your duly acknowledged delivery instructions to your depository participant?
- Ensured that, if you are a Non-Resident Residual Shareholder, you have enclosed copies of the documents mentioned in paragraphs 2.1, 2.2 and 6 of the Letter of Offer?

If so, you may submit your Application Form along with the copy of the depository participant instruction duly acknowledged by the depository participant and other relevant documents to the Registrar to the Exit Offer in accordance with the instructions given above.

**CHECKLIST FOR RESIDUAL SHAREHOLDERS TENDERING EQUITY SHARES IN PHYSICAL FORM:**

Have you:

- Completed Boxes 1 to 6 of this Application Form?
- Ensured that you have completed and enclosed your share transfer deed duly signed by the sole shareholder (or, in case of joint holdings, all registered shareholders) as transferor(s) in accordance with the specimen signatures registered with the Company and the said signature(s) has/have been duly witnessed?
- Ensured that you have enclosed your original share certificate(s)?
- Ensured that you have enclosed duly attested power of attorney, death and succession certificate / legal heirship certificate as may be applicable (in case any shareholder has expired)?
- Ensured that you have enclosed a certified true copy of relevant resolution of the board of directors / authorization (in case of body corporate)?
- Ensured that, if you are a Non-Resident Residual Shareholder, you have enclosed copies of the documents mentioned in paragraphs 2.1, 2.2 and 6 of the Letter of Offer?

If so, you may submit your Application Form along with the duly filled transfer deed, original share certificates and other relevant documents to the Registrar to the Exit Offer in accordance with the instructions given above.

**Notes:**

1. All documents / remittances sent by / to the shareholders will be at their risk and shareholders are advised to adequately safeguard their interests in this regard.
2. Please read these notes along with the entire contents of the Exit Offer Letter
3. In the case of person(s) other than Individual, any documents, such as a copy of a power of attorney, board resolution, authorization, death certificate, etc, as applicable and required in respect of support / verification of this Application Form shall also be provided otherwise the Application Form shall be liable for rejection.
4. The number of shares tendered under the Exit Offer should match with the number of shares specified in the share certificate(s) enclosed or shares credited in the Demat Escrow Account under the respective Client ID number.
5. The consideration shall be paid in the name of Sole/ First Holder
6. **FOR EQUITYSHARES HELD IN DEMATERIALISED FORM:**
  - a) Before submitting this Application Form to the Registrar to the Offer, please issue necessary instructions to your depository participant (where you hold the depository account in which the Equity Shares of Binani Cement Limited are presently held) to credit your Equity Shares into the Demat Escrow Account (whose details are below).
  - b) A photocopy of the Delivery instruction or counterfoil of the Delivery Instruction Slip furnished to the depository participant of your depository account (duly acknowledged by such depository participant) as proof of credit of your Equity Shares to the Demat Escrow Account ("Depository Participant Instruction") should be attached to this Application Form.

Depository	National Securities Depository Limited
Demat Escrow Account Name	LIPL BINANI CEMENT EXIT OFFER ESCROW DEMAT ACCOUNT
Name of the Depository Participant	VENTURA SECURITIES LTD.
Depository Identification Number	IN303116
Client Identification Number	10769124
ISIN Number of the Scrip	INE042H01019

*Please note that the transfer should be in off-market mode. For shares held through CDSL, please execute an inter-depository delivery instruction.*

- c) It is the sole responsibility of shareholders to ensure that their Equity Shares are credited to or pledged in favour of the Special Depository Account before the Exit Period ends.
7. **FOR EQUITY SHARES HELD IN PHYSICAL FORM:** Before submitting this Application Form to the Registrar, you must execute valid Share Transfer Deed(s) in respect of the Equity Shares intended to be tendered under the Exit Offer and attach thereto all the relevant Physical Share Certificate(s). The share transfer deed(s) shall be signed by the shareholder (or in case of joint holdings by all the joint holders in the same order) in accordance with the specimen signature(s) recorded with the Company and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience.

Incase, the sole / any joint holder has died, but the share certificate(s) are still in the name of the deceased person(s), please enclose the requisite documents, i.e., copies of death certificate/ will/ probate/ succession certificate and other relevant papers, as applicable.

*(Continued...)*

**ACKNOWLEDGEMENT SLIP**  
Exit Offer by Binani Industries Limited, for  
**BINANI CEMENT LIMITED**

Received from Mr./Mrs./Ms./M/s. \_\_\_\_\_ Contact Nos: \_\_\_\_\_  
\_\_\_\_\_ an Application Form offering \_\_\_\_\_ equity shares of Binani Cement Limited at an Exit Price Bid Price of ₹ 90/- per Share to the Promoter / Acquirer, together with:

Transfer Deed and Share Certificates with Nos. _____	Copy of Depository Participant Instruction Slip for account: DP Name _____ DP ID _____ Client ID _____
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Signature of Official: \_\_\_\_\_ Date of receipt: \_\_\_\_\_

8. **FOR UNREGISTERED SHAREHOLDERS:** Unregistered shareholders should enclose, as applicable, (a) this Application Form, duly completed and signed in accordance with the instructions contained therein, (b) Original Share Certificate(s), (c) Original broker contract note, (d) Valid share transfer form(s) as received from the market, duly stamped and executed as the proposed transferee(s) along with blank transfer form duly signed as transferor(s) by the said proposed transferee(s) and witnessed at the appropriate place. The transfer deed should be in favour of "Binani Industries Limited". All other requirements for valid transfer will be precondition for acceptance.
9. In case of Residual Shareholders resident in India, even in the event of non-receipt of the duly completed Application Form, but receipt of original share certificate(s) and duly signed valid share transfer deed, the Exit Offer would be deemed to have been accepted by the resident Residual Shareholders. Similarly in case of non-receipt of documents, but receipt of the Shares in the Demat Escrow Account, the Promoter / Acquirer may deem the Offer to have been accepted by the Residual Shareholders.

**Important Note:** Consideration will be paid to all the applicants at periodical intervals of 15 days each for the full period of offer. Thus the applications submitted by shareholders upto 15th and upto 30th of the month will be processed and accordingly payment would be made to applicants in the immediately subsequent period after the completion of the said 15 days period.

**THE APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE OFFER ONLY AND BY HAND DELIVERY OR BY REGISTERED POST OR COURIER ALONG WITH ALL APPLICABLE DOCUMENTS**

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*All future correspondence should be addressed to*

**LINK INTIME INDIA PVT. LTD.**  
**Unit – Binani Cement Ltd – Exit Offer**  
C- 13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West),  
Mumbai- 400 078  
**Tel.:** +91-022-25960320  
**Fax:** +91-022-25960329  
**Email:** bcl.delisting@linkintime.co.in  
**SEBI Registration No.:** INR 00004058  
**Contact Person:** Mr. Nilesh Chalke