

## BINANI CEMENT LIMITED

## ANNEXURE II

(I)(a) Statement showing Shareholding Pattern

<b>Name of the Company: BINANI CEMENT LIMITED</b>	
<b>Scrip Code: BSE : 532849</b>	<b>As on: 31<sup>st</sup> DECEMBER 2008</b>
<b>Scrip Code: NSE : BINANICEM</b>	

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>					
<b>(1)</b>	<b>Indian</b>					
(a)	Individuals/ Hindu Undivided Family	6	100	0	0	0
(b)	Central Government/ State Government(s)					
(c)	Bodies Corporate	1	131825856	131825856	64.91	64.91
(d)	Financial Institutions/ Banks					
(e)	Any Other (specify)					
	<b>Sub-Total (A)(1)</b>	<b>7</b>	<b>131825956</b>	<b>131825856</b>	<b>64.91</b>	<b>64.91</b>
<b>(2)</b>	<b>Foreign</b>					
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)					
(b)	Bodies Corporate					
(c)	Institutions					
(d)	Any Other (specify)					
	<b>Sub-Total (A)(2)</b>	<b>7</b>	<b>131825956</b>	<b>131825856</b>	<b>64.91</b>	<b>64.91</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>7</b>	<b>131825956</b>	<b>131825856</b>	<b>64.91</b>	<b>64.91</b>

					Total shareholding as a percentage of total number of shares	
<b>(B)</b>	<b>Public shareholding</b>					
<b>(1)</b>	<b>Institutions</b>					
(a)	Mutual Funds/ UTI	1	200000	200000	0.10	0.10
(b)	Financial Institutions/ Banks	5	3856088	3856088	1.90	1.90
(c)	Central Government/ State Government(s)	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0
(f)	Foreign Institutional Investors	10	6732452	6732452	3.31	3.31
(g)	Foreign Venture Capital Investors	0	0	0	0	0
(h)	Any Other	0	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>16</b>	<b>10788540</b>	<b>10788540</b>	<b>5.31</b>	<b>5.31</b>
<b>(2)</b>	<b>Non-institutions</b>					
(a)	Bodies Corporate	463	1819532	1819532	0.90	0.90
(b)	Individuals -					
	1. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	24900	6486849	6486634	3.19	3.19
	2. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	40	993315	993315	0.49	0.49
(c)	Any Other (specify)					
	1. Directors	0	0	0	0.00	0.00
	2. Clearing Members	161	157279	157279	0.08	0.08
	3. NRIs	275	246285	246285	0.11	0.11
	4. Foreign Companies	3	50775318	50775318	25.00	25.00
	5. Trusts	2	8200	8200	0.01	0.01
	<b>Sub-Total (B)(2) 0</b>	<b>25844</b>	<b>60486778</b>	<b>60486563</b>	<b>29.78</b>	<b>29.78</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>25860</b>	<b>71275318</b>	<b>71275103</b>	<b>35.09</b>	<b>35.09</b>
	<b>TOTAL (A)+(B)</b>	<b>25867</b>	<b>203101274</b>	<b>203100959</b>	<b>100.00</b>	<b>100.00</b>

					Total shareholding as a percentage of total number of shares	
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>25867</b>	<b>203101274</b>	<b>203100959</b>	<b>100.00</b>	<b>100.00</b>

**For BINANI CEMENT LIMITED**

**(Atul P. Falgunia)  
Company Secretary**

Place : Mumbai  
Date : 8th January 2009

<b>Name of the Company: BINANI CEMENT LIMITED</b>	
<b>Scrip Code: BSE : 532849</b>	<b>As on: 31<sup>st</sup> December 2008</b>
<b>Scrip Code: NSE : BINANICEM</b>	

(I)(b) Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group”

Sr. No.	Name of the Shareholder	Number of Shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	BINANI INDUSTRIES LIMITED	131,825,856	64.91
2.	BRAJ BINANI –NOMINEE OF BINANI INDUSTRIES LTD.	50	0
3.	V.SUBRAMANIAN – NOMINEE OF BINANI INDUSTRIES LIMITED	10	0
4.	I.K.PUGALIA –NOMINEE OF BINANI INDUSTRIES LIMITED	10	0
5.	T.R.C.NAIR – NOMINEE OF BINANI INDUSTRIES LIMITED	10	0
6.	K. GANGADHARAN--- NOMINEE OF BINANI INDUSTRIES LIMITED	10	0
7.	RAMMOHAN -- NOMINEE OF BINANI INDUSTRIES LIMITED	10	0
<b>TOTAL</b>		<b>131,825,956</b>	<b>64.91</b>

**For BINANI CEMENT LIMITED**

Place : Mumbai  
Date : 8<sup>th</sup> January 2009.

**(ATUL P. FALGUNIA)**  
Company Secretary

<b>Name of the Company: BINANI CEMENT LIMITED</b>	
<b>Scrip Code: BSE : 532849</b>	<b>As on: 31<sup>st</sup> December, 2008</b>
<b>Scrip Code: NSE : BINANICEM</b>	

(I)(c) **Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1% of the total number of shares**

Sr. No.	Name of the Shareholder	Number of Shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	JPMorgan Special Situations ( Mauritius ) Limited	30275318	14.91%
2.	Ganesh Prime Holdings ( Mauritius ) Limited	18500000	9.11%
3.	Prime India Investment Fund Ltd.	3387863	1.67%
4.	Life Insurance Corporation of India	2995053	1.47%
<b>TOTAL</b>		<b>55158234</b>	<b>27.16%</b>

I)(d) **Statement showing details of locked-in shares**

Sr. No.	Name of the shareholder	Category of shareholders (Promoters /Public )	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Binani Industries Limited & Nominees	Promoters	40620255	20.00%
<b>TOTAL</b>			<b>40620255</b>	<b>20.00%</b>

**For BINANI CEMENT LIMITED**

**(ATUL P. FALGUNIA)**  
**Company Secretary**

Place : Mumbai  
Date : 8<sup>th</sup> January 2009

<b>Name of the Company: BINANI CEMENT LIMITED</b>	
<b>Scrip Code: 532849 : BSE</b>	<b>Quarter ended: 31<sup>st</sup> December, 2008</b>
<b>Scrip Code : BINANICEM : NSE</b>	

(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	NOT APPLICABLE SINCE NO DEPOSITORY RECEIPTS HAVE BEEN ISSUED			
2.	BY THE COMPANY.			
<b>TOTAL</b>				

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	NOT APPLICABLE SINCE NO DEPOSITORY RECEIPTS HAVE BEEN ISSUED			
2.	BY THE COMPANY.			
<b>TOTAL</b>				

For BINANI CEMENT LIMITED

(ATUL P. FALGUNIA)  
Company SecretaryPlace : Mumbai  
Date : 8<sup>th</sup> January 2009.

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **BINANI CEMENT LIMITED.**

Quarter ending on : **31<sup>st</sup> December 2009**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>I. Board of Directors</b>	49 I	Yes	
A. Composition of Board	49 IA	Yes	
B. Non Executive Directors compensation and disclosures	49 IB	Yes	Sitting fee and Commission are being paid to non executive directors.
C. Other provisions as to Board and Committees.	49 IC	Yes	
D. Code of Conduct.	49 ID	Yes	
<b>II. Audit Committee</b>	49 II	Yes	Already Constituted.
A. Qualified & Independent Audit Committee	49 IIA	Yes	
B. Meeting of Audit Committee	49 IIB	Yes	
C Powers of Audit Committee	49 IIC	Yes	
D. Role of Audit Committee	49 IID	Yes	
E. Review of information by Audit Committee.	49 IIE	Yes	
<b>III. Subsidiary Companies</b>	49 III	Yes	
<b>IV. Disclosures</b>	49 IV	Yes	
A. Basis of Related Party disclosures.	49 IVA	Yes	Being placed before Board / Committee
B. Board Disclosures	49 IVB	Yes	Being placed before Board
C. Proceeds from public issues, rights issues , preferential issues etc.	49 IVC	N.A	Not Applicable since Public Offer was offer for Sale of shares by Selling Shareholder.
D. Remuneration of Directors.	49 IVD	Yes	Complied in Annual Report for 2007-08
E. Management.	49 IVE	Yes	MDA Report complied in the Annual Report for 2007-08

F. Shareholders	49 IVF	Yes	Complied in Annual Report for 2007-08.
<b>V. CEO/CFO Certification</b>	49V	Yes	Complied with in the Annual Report for 2007-08
<b>VI. Report on Corporate Governance.</b>	49VI	Yes	Report complied with in Annual Report for 2007-08
<b>VII. Compliance</b>	49VII	Yes	Report complied in Annual Report for 2007-08

**For BINANI CEMENT LIMITED**

Place : Mumbai  
Date : 8<sup>th</sup> January 2009.

**(ATUL P. FALGUNIA)**  
**Company Secretary**