



To,
The Board of Directors
Burnpur Cement Ltd
Village: Palashdiha, Panchgachia Road,
P.O. Kanyapur, Asansol- 713 341,
Dist. Burdwan, West Bengal

Sub: Certificate for Non-applicability of the requirement of obtaining the valuation report from an independent chartered accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 in respect of proposed Scheme of Reduction of Capital

Dear Sirs,

We, **K. Pandeya & Co.**, Chartered Accountants, the Statutory Auditors of **Burnpur Cement Limited** having its registered office at Village: Palashdiha, Panchgachia Road, P.O. Kanyapur, Asansol- 713 341, Dist. Burdwan, West Bengal ("**the Company**"), have been requested by the Company to issue this certificate under Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 in respect of non-applicability of requirement for valuation report in the matter of proposed Scheme of Reduction of Capital by the Company.

Background:

We have been informed that there was a loss (Debit balance of Profit & Loss Account) of Rs. 10,297.34 lakhs as against the paid-up share capital of Rs. 8,612.44 lakhs in the Company, as per the last audited annual accounts of the Company for the financial year ended March 31, 2018.

It is proposed by the Company that the paid-up equity shares capital of the Company should be reduced by 80% on proportionate basis. The reduction of capital shall be on proportionate basis, there shall not be any change in percentage shareholding of any shareholder of the Company.

The pre & post reduction of capital shareholding pattern of the Company shall be as under:

SN	Category	Pre-Scheme (Equity Shares of Rs. 10 each)		Post-Scheme (Equity Shares of Rs. 10 each)	
		No. of Shares	%	No. of Shares	%
1	Promoter	2,37,90,973	27.62	47,58,195	27.62
2	Non-Promoter (Public)	6,23,33,390	72.38	1,24,66,678	72.38
	Total	8,61,24,363	100.00	1,72,24,873	100.00

Source of information, disclaimer and independence:

The responsibility for ensuring compliance in connection with the proposed reduction of capital, is that of the Board of Directors of the Company. Our responsibility is only to examine the applicability of the valuation report pursuant to Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 on the proposed Reduction of Capital. Nothing



contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

For the purpose of issue of this certificate, we have perused and examined the draft Scheme of Reduction of the Capital of the Company, pre & post Scheme shareholding pattern of the Company, the audited financial statement for the financial year ended March 31, 2018 and other relevant material documents.

We are not associated with the management of the Companies or its promoters or any other group company in any way other than in professional capacity and we consider no conflict of interest with the Company. Prior to issuing this certificate, we have considered our independence.

This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to make its application to the stock exchange(s), SEBI and other statutory authority and should not be used by any other person or for any other purpose. We neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

Certificate:


Based on our examination as above, and the information and explanations furnished to us, we hereby certify that the requirement for obtaining the valuation report as mentioned Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 is not applicable to the proposed Scheme of Reduction of Capital of the Company since:

- (i) There shall not be any change in the proportion of shareholding of any of the pre-scheme shareholders of the Company;
- (ii) There shall not be any allotment of new equity shares upon reduction of capital. Only, Only the paid-up value of each equity share shall be reduced from Rs. 10/- each to Rs. 2/- each and then five equity shares of Rs. 2 each shall be consolidated into one equity share of Rs. 10 each; and
- (iii) All the pre-scheme shareholders shall remain as the shareholder of the Company even after post scheme in the same percentage and proportion.

**For K. Pandeya & Co.
Chartered Accountants
FRN: 000135C**



**Place: Kolkata
Date: January 17, 2019**


**Manjeet Kumar Verma
Partner
Membership No.:075926**