



BURNPUR CEMENT LIMITED

Registered Office : 14, Bentinck Street, "Gujarat Mansion"
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**OUTCOME OF AGM OF SHAREHOLDERS OF BURNPUR CEMENT LTD
HELD AT SURYA SEN MANCHA, 432, PRINCE ANWAR SHAH ROAD,
KOLKATA - 700 068 ON FRIDAY THE 28TH DAY OF SEPTEMBER, 2012 AT 3.00
P.M.**

Date of the AGM: 28th September, 2012

Venue: Surya Sen Manch, 432, Prince Anwar Shah Road, Kolkata - 700 068

Time: 3.00 P.M.

Total number of shareholders on record date: 35836

Present: Mr. Ashok Gutgutia, Vice Chairman & Managing Director
Mr. Manoj Kumar Agarwal, Whole Time Director
Mr. Ansul Agarwal, Independent Director & Audit Committee
Chairman

Chairman : Mr. Ashok Gutgutia was elected as chairman of the meeting.

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 6 in Person
3 through Proxy

Public: 46 in Person
5 through Proxy

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Nil
Public: Nil

Detail of the Agenda:

1st Item: Adoption of Annual Accounts for the year ended 31st March, 2012

Proposed by : Mr. Anand Sharma proposed the resolution as an Ordinary resolution

Seconded by : Mr. S. N Pal seconded the resolution.

"RESOLVED THAT the Audited Balance Sheet of the Company as on 31st March 2012 and the Audited Profit and Loss Account for the year ended on that date, together with the Director's and Auditor's Reports thereon, be and are hereby received, approved and adopted."

The resolution was put to motion on show of hands and was passed with Unanimously.





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2nd Item: Reappointment of Prem Prakash Sharma as Director of the Company.

Proposed by: Mr. Debasis Mukherjee proposed the resolution as an Ordinary resolution

Seconded by: Mr. Paresh Nath Mandal

"RESOLVED THAT Mr. Prem Prakash Sharma who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as **Director of the Company.**"

The resolution was put to motion on show of hands and was passed with unanimously.

3rd Item: Reappointment of Manoj Kumar Agarwal as Director of the Company.

Proposed by: Mr. Tarak Sarkar proposed the resolution as an Ordinary resolution.

Seconded by: Mr. Papu Bheda seconded the resolution.

"RESOLVED THAT Mr. Manoj Kumar Agarwal who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as **Director of the Company.**"

The resolution was put to motion on show of hands and was passed with unanimously.

4th Item: Reappointment of M/s N. K. Agarwal as Auditor of the Company.

Proposed by: Mr. Niranjana Pal Chowdhury proposed the resolution as an ordinary resolution

Seconded by: Mr. S S Bhattacharya seconded the resolution.

"RESOLVED THAT the Auditor's of the Company M/s N K Agarwal & Co., Chartered Accountants, who retires at this meeting, being eligible, and willing to act as Auditors, be and are hereby re-appointed as Auditors of the Company to hold office till the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company."

The resolution was put to motion on show of hands and was passed with unanimously.





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Fifth Item: Reappointment of Mr. Ashok Gutgutia as Managing Director.

Proposed by: Mr. Rohit Bothra proposed the resolution as an ordinary resolution.

Seconded by: Mr. Ananda Sharma Seconded the resolution.

RESOLVED THAT in accordance with the provisions of sections 198, 269, 309 and 311 all other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956 and subject to all such approvals as may be necessary, approval of members be and is hereby accorded to the reappointment of Mr. Ashok Gutgutia as the Managing Director of the Company for a further period of 5 (Five) years w.e.f. 1st April, 2012 upon the terms and conditions including remuneration and perquisites as set out in the draft agreement produced at this meeting for the purpose of identification, initialled by the Chairman,

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions relating to the payment of remuneration to the managerial persons or to the Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites etc within such prescribed limits.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps expedient or desirable to give effect to this resolution.

The resolution was put to motion on show of hands and was passed with unanimously.

Sixth Item: Appointment of Manoj Kumar Agarwal as Whole Time Director.

Proposed by: Mr. S N Pal proposed the resolution as an ordinary resolution.

Seconded by: Mr. Panna Lal Roy seconded the resolution.

"RESOLVED THAT pursuant to provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approval as may be necessary, the approval of members be and is hereby accorded to the appointment of Mr. Manoj Kumar Agarwal as Wholetime Director of the Company designated as "Executive Director" for a period of five years w.e.f. 1st June, 2012 upon the terms and conditions including remuneration and perquisites as set out in the draft agreement submitted at this meeting and initialled by the Chairman for the purpose of identification, which draft agreement is hereby specifically approved and sanctioned with liberty to the





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Board of Directors to alter and to vary the terms and conditions of the said appointment and/or the agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 or any amendment thereto, as may be agreed to between the Board of Directors and Mr. Manoj Kumar Agarwal”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such other acts, deeds and things as may be necessary or desirable to give effect to this resolution”

The resolution was put to motion on show of hands and was passed with unanimously.

Seventh Item: Increase in Authorised Share Capital from 77.00 Crore to 87.00 Crore

Proposed by: Mr. S S Bhattacharya proposed the resolution as an ordinary resolution.

Seconded by: Mr. Ananda Sharma Seconded the 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. 77,00,00,000/- divided into 7,70,00,000 Shares of Rs. 10/- each to Rs. 87,00,00,000/- divided into 8,70,00,000 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, new Clause V :

The resolution was put to motion on show of hands and was passed with unanimously.

Eighth Item: Shifting of Registered Office from Kolkata to Asansol.

Proposed by: Mr. Debasis Mukherjee proposed the resolution as special resolution.

Seconded by: Mr. Ganesh Das seconded the resolution.

RESOLVED that pursuant to Section 146(2) of the Companies Act, 1956 and any other applicable provision if any, the registered office of the Company be and is hereby shifted from 14, Bentinck Street, Gujarat Mansion, 2nd Floor, Kolkata - 700 001, West Bengal to our plant premises at “Palashdiha” Panchgachia Road, Kanyapur, Asansol - 713 341, West Bengal (i.e. from one city to another city within the same State and same ROC) with effective from 29th September, 2012.





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The resolution was put to motion on show of hands and was passed with unanimously.

Ninth Item: Issue of Convertible Warrants to non promoters.

Proposed by: Mr. Vijay Kumar proposed the resolution as special resolution.

Seconded by: Mr. K. Prakash Seconded the 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 10000000 (One Crore) Convertible Warrants (Convertible Warrants No. 3) with an option to subscribe upto 10000000 (One Crore) 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.3 | Category of the Investor |
|------------|--------------------------------|-------------------------------------|--------------------------|
| 1 | Solex Finance Pvt. Ltd. | 2500000 | Non Promoter |
| 2 | Grade Merchandise Pvt. Ltd. | 2500000 | Non Promoter |
| 3 | Imtihan Distributors Pvt. Ltd. | 2000000 | Non Promoter |
| 4 | Altimate Vyapar Pvt. Ltd. | 1200000 | Non Promoter |
| 5 | North East Tradelink Pvt. Ltd | 1500000 | Non Promoter |
| 6 | Rashmi Modi | 300000 | Non Promoter |
| | Total | 10000000 | |

The resolution was put to motion on show of hands and was passed with unanimously.

