



BURNPUR CEMENT LIMITED

Corporate Office : 14, Bentinck Street, "Gujarat Mansion"
2nd Floor, Kolkata-700 001, West Bengal, India
Phone : (033) 2262 3167, Fax : (033) 2262 3168
E-mail : info@burnpurcement.com, Web : www.burnpurcement.com
CIN No. : L27104WB1986PLC040831

OUTCOME OF AGM OF SHAREHOLDERS OF BURNPUR CEMENT LTD HELD AT ASANSOL CLUB LTD. COURT COMPOUND, ASANSOL - 713304 ON TUESDAY THE 30TH DAY OF SEPTEMBER, 2014 AT 10.00 A.M.

Date of the AGM: 30th September, 2014

Venue: The Asansol Club Ltd. Court Compound, Asansol - 713304

Time: 10.00 A.M.

Total number of shareholders on record date: 29300

Total no of issued shares: 77554363

Total no of authorised shares : 97000000

Present: Mr. Ashok Gutgutia, Vice Chairman & Managing Director
Mr. Prem Prakash Agarwal, Director
Mr. J. C. Bhutani, 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: 8 in Person

Public: 30 in Person

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, 2014

"RESOLVED THAT the Audited Balance Sheet of the Company as on 31st March 2014 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."

E-Voting Result as per Scrutinizer's report:

Total no of Votes Casted	Total no vote casted in favour	Total no of votes casted against	Result
3,33,02,210	3,32,71,995 (99.91%)	30,215 (0.09 %)	Passed by majority

Regd. Office & Plant : Palasdiha, Panchgachiya Road, P. O. : Kanyapur, Asansol - 713341, Dist. : Burdwan, W.B.
Phone : (0341) 2250859, Fax : (0341) 2250860, E-mail : ho@burnpurcement.com
Patratu Plant : Patratu Industrial Area, P.O. : Patratu, Ramgarh - 829119, Dist. : Jharkhand
Phone : (0655) 3287911, E-mail : patratu@burnpurcement.com





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2nd Item: Reappointment of Mr. Manoj Kumar Agarwal as Director of the Company.

“RESOLVED THAT Mr. Manoj Kumar Agarwal (DIN: 00569775) who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company.”

E-Voting Result as per Scrutinizer’s report:

Total no of Votes Casted	Total no vote casted in favour	Total no of votes casted against	Result
3,33,02,210	3,32,71,985 (99.91%)	30,225 (0.09 %)	Passed by majority

3rd Item: Reappointment of M/s N. K. Agarwal as Auditor of the Company.

“RESOLVED THAT pursuant to Section 139 and other applicable provision if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and re-enactment thereof for the time being in force) the retiring auditor M/S N. K. Agarwal & Co., Chartered Accountants, (Membership No. 14267) who being eligible, have offered themselves for reappointment, be and is hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the Board of the directors of the company and the Statutory Auditors, in addition to the reimbursement of out of pocket expenses in connection with the audit of the Company”.

E-Voting Result as per Scrutinizer’s report:

Total no of Votes Casted	Total no vote casted in favour	Total no of votes casted against	Result
3,33,02,210	3,32,71,985 (99.91%)	30,225 (0.09 %)	Passed by majority

4th Item: Appointment of Mr. Jagdish Chander Bhutani as an independent Director.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 & 161 read with schedule IV and other applicable provisions, if any of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory





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modifications or re-enactment thereof, for the time being in force) and pursuant to the Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Jagdish Chander Bhutani, (DIN: 06799517) 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 pursuant to section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Jagdish Chander Bhutani as a candidate for the office of the director, be and is here by elected and appointed as an independent director of the company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty third Annual General Meeting to be held in the year 2019, not liable to retire by rotation".

E-Voting Result as per Scrutinizer's report:

Total no of Votes Casted	Total no vote casted in favour	Total no of votes casted against	Result
3,33,02,210	3,32,71,185 (99.91%)	31,025 (0.09 %)	Passed by majority

5th Item: Appointment of Mr. Prem Prakash Sharma as an independent Director.

RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and other applicable provisions, if any of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and pursuant to Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Prem Prakash Sharma, (DIN: 00788601) non executive director of the company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) be and is here by appointed as an independent director of the company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty third Annual General Meeting to be held in the year 2019, not liable to retire by rotation".

E-Voting Result as per Scrutinizer's report:

Total no of Votes Casted	Total no vote casted in favour	Total no of votes casted against	Result
3,33,02,210	3,32,71,985 (99.91%)	30,225 (0.09 %)	Passed by majority





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6th Item: Appointment of Mr. Subrata Mookerjee as an independent Director.

RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and other applicable provisions, if any of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and pursuant to Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Subrata Mookerjee, (DIN: 01220872) non executive director of the company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) be and is here by appointed as an independent director of the company to hold office for 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty third Annual General Meeting to be held in the year 2019, not liable to retire by rotation".

E-Voting Result as per Scrutinizer's report:

Total no of Votes Casted	Total no vote casted in favour	Total no of votes casted against	Result
3,33,02,210	3,32,71,185 (99.91%)	31,025 (0.09 %)	Passed by majority

7th Item: Ratification of remuneration of Cost Auditor appointed for the financial year 2014-15.

RESOLVED THAT pursuant to Section 148 and other applicable provision if any of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, the Cost Auditor AS & Associates, Cost Accountants, Kolkata appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2014-15 be paid the remuneration Rs. 25,000/- (Rupees Twenty Five Thousands) plus service tax as applicable and reimbursement of out of pocket expenses.

E-Voting Result as per Scrutinizer's report:

Total no of Votes Casted	Total no vote casted in favour	Total no of votes casted against	Result
3,22,37,154	3,22,06,929 (99.91%)	30,225 (0.09 %)	Passed by majority





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8th Item: Fixation of borrowing limit

"RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time all such sum(s) of money Directors may deem fit requisite for the purpose of business and expansion of the project (clinkerisation and grinding unit at Patratu or any places) and also for existing plant at Asansol notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceed the aggregate paid-up capital and free reserves of the Company provided that the total amount to be borrowed by the company shall not exceed the sum of Rs. 250 Crores (Two Hundred Fifty Crores only) at one time."

E-Voting Result as per Scrutinizer's report:

Total no of Votes Casted	Total no vote casted in favour	Total no of votes casted against	Result
3,33,02,210	3,32,71,985 (99.91%)	30,225 (0.09 %)	Passed by majority

9th Item: Issue of 3570000 Convertible Warrants to Non promoters.

"RESOLVED THAT pursuant to provision of Section 42 & 62 and all other applicable provisions, if any of the Companies Act, 2013 and The Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or any re-enactment thereof for the time being in force) 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 up to 35,70,000 (Thirty Five Lacs Seventy Thousand) Convertible Warrants (Convertible Warrants No. 4) with an option to subscribe upto 35,70,000 (Thirty Five Lacs Seventy Thousand) equity





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shares of Rs. 10/- each of the Company by way of Preferential Allotment basis to the persons mentioned in the following table Viz:

Sl. No.	Persons	Number of Convertible Warrants No.4	Category of the Investor
	Sudama Trading & Investments Ltd.	3570000	Non Promoter
	Total	3570000	

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-4 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. 12.00 (Rupees Twelve 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.4 shall be of Rs. 10.00 (Rupees Ten only) face value per share at a premium of Rs. 2.00 (Rupees Two only) per share. On allotment of the Convertible Warrants No. 4 the Allottee of Convertible Warrants No. 4 shall be liable to pay Rs.3.00 (Rupees Three only) per Convertible Warrants No. 4 being not less than 25% of the price fixed for the shares arising out of / exchanged with such Convertible Warrants No. 4. The amount so collected shall be adjusted against the price payable subsequently for subscribing the shares by exercising the options.

E-Voting Result as per Scrutinizer's report:

Total no of Votes Casted	Total no vote casted in favour	Total no of votes casted against	Result
3,33,02,210	3,32,71,985 (99.91%)	30,225 (0.09 %)	Passed by majority

Place: Kolkata
Date: 30.09.2014

Certified to be true copy

For BURNPUR CEMENT LIMITED

Company Secretary



**REPORT OF SCRUTINIZER** [Website : www.aklabh.com](http://www.aklabh.com)
[E-VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

The Chairman
BURNPUR CEMENT LIMITED
Village: Palasdiha, Panchagachia Road
P.O.: Kanyapur, Dist.: Burdwan
Asansol – 713 341, West Bengal

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the Scrutinizer in connection with the Twenty Eighth Annual General Meeting of the members of “**BURNPUR CEMENT LIMITED**” (“*Company*”) to be held on Tuesday, the 30th day of September, 2014 at 10.00 AM at Asansol Club Limited, Court Compound, P.O. – Asansol, Dist- Burdwan, West Bengal, Pin – 713 304, West Bengal, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 9.00 AM (IST) on Wednesday, the 24th day of September, 2014 up to 7.00 PM (IST) on Friday, the 26th day of September, 2014.
2. The Shareholders holding shares as on the “cut off” date, i.e. 22nd day of August, 2014 were entitled to vote on the proposed 09 (Nine) resolutions as mentioned in the notice dated 14th day of August, 2014 of the Annual General Meeting of the Company.
3. The votes were unblocked on Saturday, the 27th day of September, 2014 at 11.00 AM (IST) in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108 Sarat Chatterjee Road, Howrah-711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the company.





4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)
5. The result of the e-voting [EVSN : 140827029] is as under :

<A> ORDINARY BUSINESS:**a) Resolution 1*****Adoption of accounts for the year ended 31.03.2014***

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
33302210	33271995 (99.91%)	30215 (0.09%)	Carried by majority

b) Resolution 2***Re-appointment of Mr. Manoj Kumar Agarwal (DIN: 00569775), Director, retire by rotation***

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
33302210	33271985 (99.91%)	30225 (0.09%)	Carried by majority

c) Resolution 3***Re-appointment of M/s N. K. Agarwal & Co., Chartered Accountants (Membership No.14267) as statutory auditors of the Company*****Type of Resolution: Ordinary Resolution**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
33302210	33271985 (99.91%)	30225 (0.09%)	Carried by majority



A. K. LABH

M.Com., MBA, FCS, ACMA(ICAI), ACSI (Lond.),
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381 / 3296-7770, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

 SPECIAL BUSINESS:

d) Resolution 4

Appointment of Mr. Jagdish Chander Bhutani (DIN: 06799517) as an Independent Director

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
33302210	33271185 (99.91%)	31025 (0.09%)	Carried by majority

e) Resolution 5

Appointment of Mr. Prem Prakash Sharma (DIN: 00788601) as an Independent Director

Type of Resolution: Ordinary Resolution

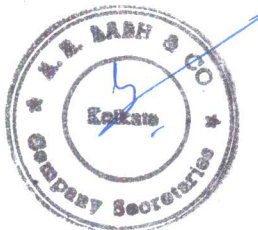
Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
33302210	33271985 (99.91%)	30225 (0.09%)	Carried by majority

f) Resolution 6

Appointment of Mr. Subrata Mookerjee (DIN: 01220872) as an Independent Director

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
33302210	33271185 (99.91%)	31025 (0.09%)	Carried by majority



**g) Resolution 7****Approval of remuneration of Cost Auditor, M/s AS & Associates, Cost Accountants, Kolkata for the financial year 2014-15****Type of Resolution: Ordinary Resolution**

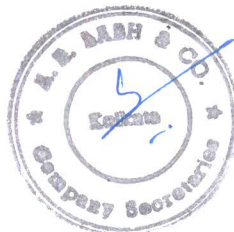
Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
32237154	32206929 (99.91%)	30225 (0.09%)	Carried by majority

h) Resolution 8**To fix the borrowing limits of the Company****Type of Resolution: Special Resolution**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
33302210	33271985 (99.91%)	30225 (0.09%)	Carried by majority

i) Resolution 9**Approval of allotment of 35,70,000 warrants to non promoters****Type of Resolution: Special Resolution**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
33302210	33271985 (99.91%)	30225 (0.09%)	Carried by majority



A. K. LABH

M.Com., MBA, FCS, ACMA(ICAI), ACSI (Lond.),
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381 / 3296-7770, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

6. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You.

Yours truly
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP - 3238



Place: Kolkata

Dated: 27.08.2014