



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 EGM OF SHAREHOLDERS OF BURNPUR CEMENT LTD HELD AT ASANSOL CLUB LTD. COURT COMPOUND, ASANSOL - 713304 ON SATURDAY THE 27TH DAY OF JUNE, 2015 AT 10.00 A.M.

Date of the EGM: 27th June, 2015

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

Time: 10.00 A.M.

Total number of shareholders on record date: 28763

Total no of issued shares: 82554363

Total no of authorised shares : 97000000

Present: Mr. Ashok Gutgutia, Vice Chairman & Managing Director
Mr. Prem Prakash Agarwal, Director
Mr. Manoj Kumar Agarwal, Director

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: 29 in Person

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Nil

Public : Nil

Detail of the Agenda:

1st Item: Increase of Authorise Capital

To Consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, the Authorised Capital of the Company be and is hereby increased from present Rs. 97,00,00,000/- divided into 9,70,00,000 Shares of Rs. 10/- each to Rs. 103,00,00,000/- divided into 10,30,00,000 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, the following new **Clause V** :

V. The Authorised Share capital of the company is Rs.103,00,00,000 (Rupees One Hundred Three Crores only) divided into 10,30,00,000 (Ten Crore Thirty lacs) Equity Shares of Rs.10/- (Rupees Ten) each with power to increase or reduce, consolidate or

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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sub-divide the capital for the time being into several classes and to attach thereto respectively such preferential or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and with power to issue Redeemable Preference Shares.

E-Voting Result as per Scrutinizer's report:

Promoter/Public	No of Shares held	No of Votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% votes in favour	% of votes against
Promoter/ Promoter group	24067223	20584159	85.53	20584159	Nil	100	Nil
Public Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	58487140	19227403	32.87	19226903	500	99.997	0.003
Total	82554363	39811562					

2nd Item: Issue of 16000000 Convertible Warrants to Promoters & Non promoters. : Special Resolution.

"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 upto 1,60,00,000 (One Crore Sixty Lacs) Convertible Warrants (Convertible Warrants No. 5) with an option to subscribe upto 1,60,00,000 (One Crore Sixty Lacs) equity 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	Category of the
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Sl. No.	Persons	Number of Convertible Warrants No.5	Category of the Investor
1	Dalhousi Datamatics Pvt. Ltd.	1000000	Promoter
2	Akshay Vintrade Pvt. Ltd.	2500000	Promoter
3	Kothari Credit (India) Ltd	12500000	Non Promoter
	Total	16000000	

whether or not such person (s) are members of the company in such manner and upon such conditions as are hereinafter contained:

- i. The options to the persons as aforesaid may be offered by way of Convertible Warrants No-5 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. 10.00 (Rupees Ten only) determined as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended till date.
- ii. The issue on subscription price of equity shares arising out of exchange against such Convertible Warrants No.5 shall be of Rs. 10.00 (Rupees Ten only) per share. On allotment of the Convertible Warrants No.5 the Allottees of Convertible Warrants No. 5 shall be liable to pay Rs.2.50 (Rupees Two and Fifty Paise only) per Convertible Warrants No. 5 being not less than 25% of the price fixed for the shares arising out of / exchanged with such Convertible Warrants No. 5. The amount so collected shall be adjusted against the price payable subsequently for subscribing the shares by exercising the options.
- iii. The holder of each Convertible Warrant No. 5 shall before the respective date of conversion, pay the balance 75% of the consideration towards subscription to each Equity Share.
- iv. The relevant date for the purpose of pricing of issue of shares in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended till date be fixed as 27th May, 2015 (28th May being the 30th day prior to 27th June, 2015) i.e. the 30 days prior to the date on which the meeting of the general body of shareholder is held, in terms of section 42 & 62 of the Companies Act, 2013 and The Companies (Share Capital and Debenture) Rules, 2014 to consider the proposed issue.
- v. The holder of each such Convertible Warrant No. 5 shall be entitled to apply for and obtain at their sole discretion one Equity Shares of Rs. 10.00 (Rupees Ten Only) each at a price of Rs. 10.00 (Rupees Ten only) per share on the date or date(s) within 18 months from the date of allotment of Convertible Warrants No. 5 as may be decided by the Board. If such option is not exercised in the manner prescribed within the aforesaid period. The Convertible Warrants No. 5 shall be lapsed to the extent of the shares not so taken and the amount paid on the allotment of such Convertible Warrant No.5 shall be forfeited.





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- vi. The option attached to the Convertible Warrant No. 5 shall not be transferred or otherwise disposed off to any other person/third party.
- vii. The aggregate of warrants to be subscribed by the persons mentioned in the above table shall not exceed 1,60,00,000 (One Crore Sixty Lacs).
- viii. The Equity Shares allotted pursuant to exercise of options attached to the Warrant No. 5 shall be locked in for a period of One year from the date of their trading approval.

The new Equity Shares arising out of or exchanged with the Convertible Warrant No. 5 shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect with the existing issued and subscribed Equity Shares of the Company.

RESOLVED FURTHER THAT

- a) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the Convertible Warrant No. 5 and/or shares and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to the compliance with the applicable guidelines, notifications, rules and regulations. The offer, issue & allotment of the aforesaid Convertible Warrant No. 5 shall be completed within fifteen days from the date of passing of Special Resolution or receipt of approval from the Regulatory Authority, if any, whichever is later.
- b) The Board be and is hereby authorized to accept any amendments, modifications, variations and alterations as the GOI/RBI/SEBI or any other regulatory authority may stipulate in that behalf.
- c) The Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors of the Company to give effect to the aforesaid resolution.

For the purpose of giving effect to this Resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the shares and utilization of the issue proceeds of the shares, to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary and desirable, as they may deem fit."





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E-Voting Result as per Scrutinizer's report:

Promoter/Public	No of Shares held	No of Votes polled	% of votes polled on outstanding shares $3+ \frac{2}{1} * 100$	No of votes in favour	No of votes against	% votes in favour	% of votes against
Promoter/ Promoter group	24067223	20584159	85.53	20584159	Nil	100	Nil
Public Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	58487140	19227403	32.87	19224969	2434	99.987	0.013
Total	82554363	39811562					

Place: Kolkata
Date: 30.06.2015

Certified to be true copy

For BURNPUR CEMENT LIMITED

Company Secretary

