A. K. LABH
M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary

A. K. LABH & Co.
Company Secretaries
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SCRUTINIZER'S REPORT

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

The Chairman
Burnpur Cement Limited
Village: Palasdiha, Panchgachia Road
P.O. Kanyapur, Asansol-713341
Dist. Burdwan
West Bengal

Dear Sir,

I, Atul Kumar Labh, Practicing 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 29th Annual General Meeting of the shareholders of ***Burnpur Cement Limited*** ("*Company*") held on Wednesday, 30th day of September, 2015 at 11:00 A.M. in the factory premises of the Company at Palashdiha, Panchgachia Road, Kanyapur, Asansol, Pin-713341, West Bengal for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 13th August, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Niche Technologies Pvt. Ltd, the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 09:00 AM IST on Sunday, the 27th September, 2015 up to 05.00 PM IST on Tuesday, the 29th September, 2015.

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2. The Shareholders holding shares as on the "cut off" date, i.e. 23rd September, 2015 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 13th day of August, 2015 of the Annual General Meeting of the Company.

3. The votes were unblocked on Wednesday, the 30th day of September, 2015 around 5.00 P.M. after the completion of the Annual General Meeting 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 CDSL (***https://www.evotingindia.com***)

5. The result of the remote e-voting **[EVSN :150902055]** is as under:

<A> ORDINARY BUSINESS:

a) Resolution 1

To consider and adopt the audited accounts of the Company for the year ended 31st March, 2015, together with the Report of the Directors and Auditors

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
21567048	21567048	0

b) Resolution 2

To appoint a Director in place of Mr. Prem Prakash Agarwal (DIN-00562014), who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
21567048	21567048	0

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c) Resolution 3

Type of Resolution: Ordinary Resolution

To re-appoint M/s. N. K. Agarwal & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
21567048	21567048	0

<B> SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution : Ordinary Resolution

Appointment of Mrs. Rachana Agarwal, (DIN: 03310573) as Professional Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
21567048	21567048	0

e) Resolution 5

Type of Resolution: Ordinary Resolution

Approval of remuneration of Cost Auditor, M/s AS & Associates, Cost Accountants for the financial year 2015-16

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
21567048	21567048	0

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f) Resolution 6

Type of Resolution: Special Resolution

Approval of related party transaction between the Company and Mittal Polypacks Private Limited

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
21567048	21567048	0

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to caste the votes physically in case the same has not been casted by them through remote e-voting.

7. The result of the voting through ballot forms are as under :

<A> ***ORDINARY BUSINESS:***

a) Resolution 1

To consider and adopt the audited accounts of the Company for the year ended 31st March, 2015, together with the Report of the Directors and Auditors

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
4269679	4269679	0

b) Resolution 2

To appoint a Director in place of Mr. Prem Prakash Agarwal (DIN-00562014), who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
4269679	4269679	0

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c) Resolution 3

Type of Resolution: Ordinary Resolution

To re-appoint M/s. N. K. Agarwal & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
4269679	4269679	0

<B> SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution : Ordinary Resolution

Appointment of Mrs. Rachana Agarwal, (DIN: 03310573) as Professional Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
4269679	4269679	0

e) Resolution 5

Type of Resolution: Ordinary Resolution

Approval of remuneration of Cost Auditor, M/s AS & Associates, Cost Accountants for the financial year 2015-16

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
4269679	4269679	0

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f) Resolution 6

Type of Resolution: Special Resolution

Approval of related party transaction between the Company and Mittal Polypacks Private Limited

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
4269679	4269679	0

8. Thus, the combined result of the remote e-voting [**EVSN : 150902055**] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ***ORDINARY BUSINESS:***

a) Resolution 1

To consider and adopt the audited accounts of the Company for the year ended 31st March, 2015, together with the Report of the Directors and Auditors

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
25836727	25836727 (100.00%)	0 (0.00%)

b) Resolution 2

To appoint a Director in place of Mr. Prem Prakash Agarwal (DIN-00562014), who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
25836727	25836727 (100.00%)	0 (0.00%)

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c) Resolution 3

Type of Resolution: Ordinary Resolution

To re-appoint M/s. N. K. Agarwal & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
25836727	25836727 (100.00%)	0 (0.00%)

<B> SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution : Ordinary Resolution

Appointment of Mrs. Rachana Agarwal, (DIN: 03310573) as Professional Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
25836727	25836727 (100.00%)	0 (0.00%)

e) Resolution 5

Type of Resolution: Ordinary Resolution

Approval of remuneration of Cost Auditor, M/s AS & Associates, Cost Accountants for the financial year 2015-16

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
25836727	25836727 (100.00%)	0 (0.00%)

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f) Resolution 6

Type of Resolution: Special Resolution

Approval of related party transaction between the Company and Mittal Polypacks Private Limited

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
25836727	25836727 (100.00%)	0 (0.00%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.

10 .The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

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

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238

Place: Kolkata
Dated: 01.10.2015

Verified the contents and received the Report of the Scrutinizer
For Burnpur Cement Limited

(Sudhansu Sekhar Panigrahi)
Company Secretary