



## BURNPUR CEMENT LTD

Registered Office: Palashdiha, Panchgachhia Road, Kanyapur, Asansol – 713341  
Phone: (0341) 2250859, Fax: 0341 2250860, website: [www.burnpurcement.com](http://www.burnpurcement.com),  
E-mail: [info@burnpurcement.com](mailto:info@burnpurcement.com) CIN: L27104WB1986PLC040831

**Subscribed / Paid-Up Capital : Rs.82,55,43,630**

### Notice

**Notice** is hereby given that an **Extra Ordinary General Meeting** of the members of Burnpur Cement Ltd. will be held on Saturday the 27<sup>th</sup> Day of June, 2015 at Asansol Club Ltd. Court Compound, Asansol - 713304 (West Bengal) at 10.00 A.M. to transact the following Business:

### Item No 1, 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 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.

### Item No 2, Issue of Warrants

To consider and if thought fit to pass with or without modification the following resolution as **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 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                            |                          |

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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 27<sup>th</sup> May, 2015 (28<sup>th</sup> May being the 30<sup>th</sup> day prior to 27<sup>th</sup> 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.
- 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.

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- 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.
- d) 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.”

**Palashdiha, Kanyapur**  
**Panchgachia Road, Asansol**  
**Place: Kolkata**  
**Date: 27.05.2015**

**By order of the Board**  
**For Burnpur Cement Limited**

**S S Panigrahi**  
**Company Secretary**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the items of Special Business to be transacted at the meeting is annexed herewith.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
3. The instrument appointing Proxies should be deposited at the Registered Office of the Company not less **than 48 hours** before the time fixed for the commencement of the meeting i.e. **by 10:00 A. M. on 25<sup>th</sup> May, 2015.**
4. Copies of Memorandum & Articles of Association of the Company, the Certificate of the Statutory Auditors of the Company, certifying that the Preferential Issue of Share Warrants proposed pursuant to the Special Resolution at item No. 2 are in accordance with the requirements contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended till date, shall be open for inspection of the members of the Company on any working day during 11.00 am to 5.00 pm. Up to the date of the meeting at the Registered Office of the Company and also at the meeting
5. **Voting through electronic means**
  - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

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- II. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on 24<sup>th</sup> June, 2015 (9:00 am) and ends on 26<sup>th</sup> June 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> June, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email ids are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "Burnpur e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - (vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - (viii) Select "EVEN" (E-Voting Event Number) of Burnpur Cement Limited Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [aklabh@aklabh.com](mailto:aklabh@aklabh.com) or [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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B. In case a Member receives physical copy of the Notice of EOGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided in the enclosed Attendance Slip for the EOGM :
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.

C. **Other Instructions:**

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- ii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> June, 2015.
- iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> June, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](http://Issuer/RTA).
- iv. A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through ballot paper.
- vi. **Sri Atul Kumar Labh, Practicing Company Secretary, 40, Western Street, 3<sup>rd</sup> Floor, Kolkata – 700 013** has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- vii. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutinizer, for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility.
- viii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.burnpurcement.com](http://www.burnpurcement.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE/NSE.



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### **Explanatory Statement u/s 102 of the Companies Act, 2013.**

#### **Item No 1**

The Company proposes to issue shares by way of preferential allotment basis which may exceed the existing Authorized Capital of the company hence it is desirable to increase the Authorised Capital. The present Authorised Share Capital of your Company is Rs. 97.00 Crores only which your Board feels inadequate commensurate with the proposed activities of your Company. It is, therefore, proposed to increase the Authorised Share Capital of the Company to Rs. 103.00 Crores to enable the Board of Directors to issue further shares as and when deemed necessary to meet the Company's financial requirements/ commitments.

Your Directors recommends the resolution for your approval.

None of the directors, Key Managerial Personnel or their relatives in any way concerned or interested in this resolution

#### **Item No 2**

(a) After the restructuring of existing term loan of Rs.125.00 crore for the Patratu Project the bankers of the project have sanctioned additional Term Loan Rs.74.23 crore (Term Loan II) and Working Capital Loan (including LC & BG) Rs.26.98 crore. To maintain the debt-equity ratio and as per the terms & conditions of the sanctions of all bankers, additional equity is required. Therefore the management of your company has decided to issue convertible warrants on preferential basis to promoters and non promoters. The Board in its meeting held on 12<sup>th</sup> May, 2015 subject to approval by the company in General Meeting of share holders of the Company and requisite statutory approvals, and subject to negotiation and execution of appropriate legal documentation and fulfillment of the conditions mentioned therein has proposed to offer for subscription by way of Preferential Allotment up to 1,60,00,000 (One Crore Sixty lacs) Convertible Warrants with an option to subscribe upto 1,60,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company at a price of Rs. 10.00 (Rupees Ten Only) per share against the said Convertible Warrants aggregating to Rs. 16,00,00,000/- (Rupees Sixteen Crore).

The Special Resolutions has been proposed under the provisions of 42 & 62 of the Companies Act, 2013 ("the Act") in view of the fact that the shares will be offered to person who may or may not be the existing members.

As per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for preferential issue, an issue of shares / Convertible Warrants on a preferential basis can be made only at a price which is not less than the higher of the following:

- (i) The average of the weekly high and low of volume weighted average prices of the share quoted on the stock exchange during the six months preceding the "relevant date".
- (ii) The average of the weekly high and low of the volume weighted average prices of the shares quoted on the stock exchange during the two weeks preceding the "relevant date".

The "relevant date" for the above purpose means the date thirty days prior to the date on which the Extra Ordinary General Meeting is held to consider the proposed issue under section 42 & 62 of the Act. As the



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date of Extra Ordinary General Meeting of share holders is 27<sup>th</sup> June, 2015 the relevant date is 27<sup>th</sup> May, 2015.

A copy of the certificate from the Statutory Auditors of the Company, certifying that the issue of Convertible Warrants is being made in accordance with the requirements of SEBI's Regulations for preferential Issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, shall be placed before the shareholders at the Extra Ordinary General Meeting.

The Board believes that the proposed offer to the persons stated in Resolution No. 2 will be in the best interest of the Company and its members.

None of the directors, Key Managerial Personnel or their relatives in any way concerned or interested in this resolution.

***Please refer below to the information as required under Regulation 73 (1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for Preferential Issue.***

**1. Objects of the Preferential Issue:**

The objects of the issue is to part finance its ongoing setting up of 800 TPD Integrated Cement Plant at Patratu, Jharkhand and to maintain debt-equity ratio as per the terms and conditions of sanction of additional term loan and working capital loan by banks for the project.

**2. Proposal of the promoters to subscribe to the proposed Preferential Issue.**

| Name                          | No of Warrants | Rate (Rs. ) | % of post holding | Category |
|-------------------------------|----------------|-------------|-------------------|----------|
| Dalhousi Datamatics Pvt. Ltd. | 1000000        | 10/-        | 1.542 %           | Promoter |
| Akshay Vintrade Pvt. Ltd.     | 2500000        | 10/-        | 5.00 %            | Promoter |

To part finance its ongoing construction work for setting up of 800 TPD Integrated Cement Plant at Patratu, Jharkhand



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### 3. Shareholding pattern before and after the Preferential Issue:

Share holding pattern before and after issue of Equity Shares pursuant to conversion of Warrants by the Warrant holders in respect of the Warrants covered under the Item no 2.

|                                                                             | Existing Shareholding as on 31.03.2015 |               | Post issue shareholding. (Upon conversion of Warrants) |               |
|-----------------------------------------------------------------------------|----------------------------------------|---------------|--------------------------------------------------------|---------------|
|                                                                             | No of Shares                           | % of Holding  | No of Shares                                           | % of Holding  |
| <b>A. Promoters or Promoters Group</b>                                      |                                        |               |                                                        |               |
| <b>1. Indian</b>                                                            |                                        |               |                                                        |               |
| Individual/ HUF                                                             | 5154467                                | 6.244         | 5154467                                                | 5.047         |
| Central Govt./ State Govt.                                                  | Nil                                    | Nil           | Nil                                                    | Nil           |
| Bodies Corporate                                                            | 18912756                               | 22.909        | 22412756                                               | 21.947        |
| Financial Institutions/ Banks                                               | Nil                                    | Nil           | Nil                                                    | Nil           |
| <b>Sub Total (A)(1)</b>                                                     | <b>24067223</b>                        | <b>29.153</b> | <b>27567223</b>                                        | <b>26.994</b> |
| <b>2. Foreign</b>                                                           |                                        |               |                                                        |               |
| Individuals (NRIs/ Foreign)                                                 | Nil                                    | Nil           | Nil                                                    | Nil           |
| Bodies Corporate                                                            | Nil                                    | Nil           | Nil                                                    | Nil           |
| Institutions                                                                | Nil                                    | Nil           | Nil                                                    | Nil           |
| <b>Sub Total (A) (2)</b>                                                    | <b>Nil</b>                             | <b>Nil</b>    | <b>Nil</b>                                             | <b>Nil</b>    |
| <b>Share Holding of Promoters &amp; Promoters Group A = (A)(1) + (A)(2)</b> | <b>24067223</b>                        | <b>29.153</b> | <b>27567223</b>                                        | <b>26.994</b> |
| <b>B. Public Share Holding</b>                                              |                                        |               |                                                        |               |
| <b>1. Financial Institutions</b>                                            |                                        |               |                                                        |               |
| Mutual Funds / UTI                                                          | Nil                                    | Nil           | Nil                                                    | Nil           |
| Financial Institutions/ Banks                                               | Nil                                    | Nil           | Nil                                                    | Nil           |
| Central Govt./ State Govt.                                                  | Nil                                    | Nil           | Nil                                                    | Nil           |
| Venture Capital                                                             | Nil                                    | Nil           | Nil                                                    | Nil           |
| Insurance Companies                                                         | Nil                                    | Nil           | Nil                                                    | Nil           |
| Foreign Institutional Investors                                             | Nil                                    | Nil           | Nil                                                    | Nil           |
| <b>Sub Total (B) (1)</b>                                                    | <b>Nil</b>                             | <b>Nil</b>    | <b>Nil</b>                                             | <b>Nil</b>    |
| <b>2. Non Institutions</b>                                                  |                                        |               |                                                        |               |
| Bodies Corporate                                                            | 29910769                               | 36.232        | 45980769                                               | 45.024        |
| Individual Share Holders                                                    | 26607641                               | 32.230        | 26607641                                               | 26.054        |
| NRI/OCBs                                                                    | 642741                                 | 0.779         | 642741                                                 | 0.629         |
| Trust                                                                       | Nil                                    | Nil           | Nil                                                    | Nil           |
| Clearing Members/ Clearing Corp.                                            | 1325989                                | 1.606         | 1325989                                                | 1.299         |
| <b>Sub Total (B) (2)</b>                                                    | <b>58487140</b>                        | <b>70.847</b> | <b>74557140</b>                                        | <b>73.006</b> |
| <b>Total Public Share Holding</b>                                           |                                        |               |                                                        |               |
| <b>B = (B)(1) + (B)(2)</b>                                                  | <b>58487140</b>                        | <b>70.847</b> | <b>74557140</b>                                        | <b>73.006</b> |
| <b>Total A + B</b>                                                          | <b>82554363</b>                        | <b>100</b>    | <b>102124363</b>                                       | <b>100</b>    |

Note: It is assumed that the 3570000 convertible warrants allotted to Sudama Trading & Investments Ltd on 23.04.2015 has been converted into same number of shares and in the percentage of post share holding aforesaid warrants has been included along with proposed convertible warrants.

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## BURNPUR CEMENT LTD

Registered Office: Palashdiha, Panchgachhia Road, Kanyapur, Asansol – 713341  
Phone: (0341) 2250859, Fax: 0341 2250860, website: [www.burnpurcement.com](http://www.burnpurcement.com),  
E-mail: [info@burnpurcement.com](mailto:info@burnpurcement.com) CIN: L27104WB1986PLC040831

The proposed preferential allotment will not change the management control. Voting rights shall change according to the change in the shareholding pattern mentioned above. The above figures in the table are on the assumption that all the Warrants will be issued and allotted pursuant to the resolution and all the Warrants will be exercised and that if any Warrants are not issued or allotted or any Warrants are not exercised, the figures will change correspondingly.

#### 4. Proposed time within which allotment will be completed.

The allotment of the warrants is expected to be completed within 15 (fifteen) days of the date of passing of the Special Resolution in the EGM. Provided that, where the allotment is pending on account of pendency of any allotment by any Regulatory Authority, the allotment is expected to be completed within 15 (fifteen) days from the receipt of such approval.

#### 5. Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

| Sl. No. | Persons with Address                                                                                                 | Natural Person who is Ultimate beneficial owner / who ultimately control                                       | Number of Convertible Warrants | % of post Issue share holding after conversion of Warrants |
|---------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------|
| 1       | <b>Akshay Vintrade Pvt. Ltd.</b><br>14 Bentinck Street, Gujarat Mansion, 2 <sup>nd</sup> Floor, Kolkata - 700001     | Manoj Kumar Agarwal<br>DIN: 00569775<br>Flat 1B, 1 <sup>st</sup> Floor, 25A Sarat Bose Road, Kolkata – 700 020 | 2500000                        | 5.00 %                                                     |
| 2       | <b>Dalhousi Datamatics Pvt. Ltd.</b><br>14 Bentinck Street, Gujarat Mansion, 2 <sup>nd</sup> Floor, Kolkata - 700001 | Manoj Kumar Agarwal<br>DIN: 00569775<br>Flat 1B, 1 <sup>st</sup> Floor, 25A Sarat Bose Road, Kolkata – 700 020 | 1000000                        | 1.542 %                                                    |
| 3       | <b>Kothari Credit (India) Ltd.</b><br>1 Old Court House Corner 2 <sup>nd</sup> floor, Kolkata – 700 001              | Mahendra Sethia<br>DIN: 00203640<br>85A, Sarat Bose Road, 2 <sup>nd</sup> Floor, Kolkata – 700 026             | 12500000                       | 12.24 %                                                    |

6. The issuer will re-compute the price of the preferential issue in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 where it is required to do so.
7. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Warrants shall continue to be locked-in till the time such amount is paid by the allottees.

27<sup>th</sup> May, 2015  
Kolkata

By Order of the Board  
For **Burnpur Cement Limited**

Sudhansu Sekhar Panigrahi  
**Company Secretary**

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### Form No. MGT - 11

#### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): .....

Registered address: .....

E-mail ID: .....

Folio No. / DP ID and Client ID: .....

I/We, being the Member(s) of .....shares of the above named Company, hereby appoint.

1. Name: ..... E-mail ID:.....

Address: .....

Signature: ..... or failing him/her.

2. Name: .....E-mail ID:.....

Address:.....

Signature: ..... or failing him/her.

3. Name: .....E-mail ID:.....

Address: .....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting, to be held on Saturday, the 27<sup>th</sup> June, 2015 at 10:00 a.m. at Asansol Club Limited, Court Compound, Asansol, West Bengal, Pin – 713304 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

\*I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

| Resolution No. | Description | For | Against |
|----------------|-------------|-----|---------|
|----------------|-------------|-----|---------|



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|    |                                                                                          |  |  |
|----|------------------------------------------------------------------------------------------|--|--|
| 1. | Approval of increase of Authorise Share Capital from Rs. 97.00 crore to Rs. 103.00 crore |  |  |
| 2. | Approval of allotment of 16000000 convertible warrants to Promoter & Non Promoter.       |  |  |

Signed this ..... day of ..... 2015.

Affix a Re.  
1/-  
Revenue  
Stamp

.....  
Signature of shareholders

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

.....  
Signature of third proxy holder

\*Please put a (✓) in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A proxy need not be a Member of the Company.
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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### ATTENDANCE SLIP FOR

EXTRA ORDINARY GENERAL MEETING - SATURDAY, 27<sup>TH</sup> JUNE, 2015, 10.00 A.M.  
Venue: Asansol Club Ltd, Court Compound, Asansol, West Bengal – 713304

Name & Registered Address :  
Of sole/first named Member

Name(s) of Joint Holder (If any) :

Ledger Folio/DP ID & Client ID No :

Number of Shares Held :

Please tick in the box ☐ Member ☐ Proxy

-----  
Members Signature

-----  
(Name of the Proxy in the Block Letter)

-----  
Proxy's Signature

**Note: Share Holder /Proxy Holder wishing to attend the meeting must bring this Attendance Slip to the meeting and handover at the entrance duly signed.**

### ELECTRONIC VOTING PARTICULARS

| EVEN   | User ID | Password/PIN |
|--------|---------|--------------|
| 101801 |         |              |

Note: Please read the note/instructions printed on the notice carefully before exercising your vote.