



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

01.09.2017

To The Corporate Relationship Department BSE Limited Phiroz Jeejeebhoy Towers, Fort Dalal Street Mumbai – 400 001 Script Code - 532931	To National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Script Code - BURNPUR
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Sub: Notice of the 31st AGM and Book Closure

Dear Sir/Madam,

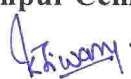
This is to inform you that the **31st Annual General Meeting** of the Company will be held at the factory premises of the company at Palashdiha, Panchgachia Road, Kanyapur, Asansol, Pin. - 713341, West Bengal on **Monday, the 25th day of September, 2017 at 11.00 a.m.** to transact the Ordinary and Special Business set out in the Notice sent to all the shareholders of the Company on August 30, 2017.

A copy of Notice has been uploaded at the website of the Company viz. www.burnpurcement.com and is also enclosed herewith.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and the applicable rules framed thereunder and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the **Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (both days inclusive)** for the purpose of taking record of members for payment of dividend, if approved, on the equity shares for the financial year ended 31st March, 2017.

Kindly take the above information in your records and acknowledge.

Thanking You,
Yours Faithfully,
For Burnpur Cement Limited


Indrajeet Kumar Tiwary
Company Secretary

Encl: as stated



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NOTICE

NOTICE is hereby given that the **Thirty First Annual General Meeting** of the Members of the Company will be held at **11.00 a.m. on Monday, the 25th day of September 2017, in the factory premises of the company at Palashdiha, Panchgachia Road, Kanyapur, Asansol, Pin. -713341, West Bengal**, to transact the following Business:

ORDINARY BUSINESS:

1. To consider and adopt the audited accounts of the Company for the year ended 31st March 2017, together with the Report of the Directors and Auditors.
2. To appoint M/s. Shekhar Sharad & Co, as Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company do hereby appoint M/s. Shekhar Sharad & Co, Chartered Accountants, Firm Registration Number 011338C, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 36th Annual General Meeting, subject to ratification at every Annual General Meeting, held after this Annual General Meeting, at such remuneration and other terms and conditions as may be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee”

SPECIAL BUSINESS:

3. To Consider and if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 & 161 and other applicable provisions, if any of the Companies Act, 2013 and Rule 3 of 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 the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Ms. Archana Singh, (DIN:07876038) 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 Ms. Archana Singh as a candidate for the office of the director, be and is here by appointed as a (Woman) director of the company liable to retire by rotation”.

4. To Consider and if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 & 161 and other applicable provisions, if any of the Companies Act, 2013 and Rule 3 of 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 the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Keshav Jaipuria, (DIN: 00564914) 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. Keshav Jaipuria as a candidate for the office of the director, be and is here by appointed as a Director of the company liable to retire by rotation”.



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5. To Consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

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 M/s. Som Das & 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 2017-18 be paid the remuneration Rs. 15,000/- (Rupees Fifteen Thousands) plus GST as applicable and reimbursement of out of pocket expenses.

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and the rules framed thereunder (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 and/or any Committee of Directors thereof for borrowing from the Company's Bankers or any other bank, financial institutions, bodies corporate(s), persons etc. from time to time as the need be for the business of the Company, any sum or sums of money, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from cash credit arrangements, discounting of bills and temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the company and its free reserves for the time being, that is to say, reserves not set apart for any specific purpose, provided that the total such borrowings by the Board at any time shall not exceed the limit of Rs.700 Crores (Rupees Seven hundred crores only)".

7. To consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which expression shall also include a committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such immovable and movable properties of the Company, wherever situated, both present and future, and in such manner as the Board may deem fit, with or without conferring power to enter upon and to take possession of such properties and the whole of the undertaking together with power to takeover of the substantial assets of the Company in certain events in favour of any lender or holder of security or their agent and trustee including financial institutions and commercial banks to secure the borrowings in the form of the rupee term loans, corporate loans, foreign currency loans, non-convertible debentures and/or working capital limits and any other form of loan of whatever nature either at a time or from time to time for securing borrowings or securities or liabilities not exceeding Rs 700 Crores (Rupees Seven hundred Crores only) or the aggregate of the paid-up share capital and free reserves of the Company, at the relevant time, whichever is higher, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/ Trust Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/Agents and Trustees;



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RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise documents for creation of charge, mortgage and hypothecation and to do all such acts, deeds, matters and things and to execute all such documents or writings as may be required for giving effect to the resolution."

8. To consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Section 13(1) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under and subject to necessary approval(s) if any, from the competent authorities, consent of the shareholders of the Company be and is hereby accorded for amending the Memorandum of Association of the Company to meet the requirements of the Companies Act, 2013 and that the existing Memorandum of Association of the Company be replaced completely with the draft Memorandum of Association recommended for approval by the Board of Directors, which has also been circulated in full with the notice of this Annual General Meeting."

RESOLVED FURTHER that any one of the Directors of the Company and/or Mr. Indrajeet Kumar Tiwary, Company Secretary be and are hereby jointly and/or severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

9. To consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification or amendment thereto or re-enactment thereof), the draft Articles of Association of the Company, submitted in this meeting, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company."

RESOLVED FURTHER that any one of the Directors of the Company and/or Mr. Indrajeet Kumar Tiwary, Company Secretary be and are hereby jointly and severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

Regd. Off.
Palashdiha, Kanyapur
Panchgachhia Road, Asansol
Asansol – 713341
Date: 14.08.2017
Place:Kolkata

By order of the Board
For Burnpur Cement Ltd

Indrajeet Kumar Tiwary
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, DATED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.
2. A. A person can act as proxy on behalf 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. A



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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 a proxy for any other person or member.

- B. The proxy holder shall prove his identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the meeting is annexed hereto and forms part of the Notice.
 4. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the meeting but not vote.
 5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection at the AGM.
 7. Members who require communication in physical form in addition to e-communication, may write to us at cs@burnpurcement.com
 8. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 19th September, 2017 to Monday, 25th September, 2017** (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
 9. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
 10. Members may note that the Notice of the Meeting and Annual Report of the Company for the year ended 31st March, 2016 is available on the Company's website www.burnpurcement.com
 11. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the meeting and such documents will also be available for inspection in physical form at the registered office of the Company and copies thereof shall also be available for inspection in physical form at the Corporate Office on all working days except Saturdays, from 10:00 a.m. to 12:00 noon up to the date of the ensuing Annual General Meeting.
 12. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into



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single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.

13. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
14. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
15. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent ('RTA') and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
16. Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder are requested to submit the prescribed Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company i.e. M/s. Niche Technologies Private Limited, D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700001 at nichetechpl@nichetechpl.com. Members holding shares in demat form may contact their respective Depository Participant for recording Nomination in respect of their shares.
17. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. The Equity Shares of the Company are compulsorily required to be traded in dematerialized form by all Investors. Members, who have not dematerialised their shares as yet, are advised to have their shares dematerialised to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialised form.
18. To support the green initiative, the Members who have not registered their e- mail addresses are requested to register the same with the Company's RTA.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its RTA.

Pursuant to Regulation 12 along with Schedule I of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all Companies shall mandatorily use any of the electronic mode of payment facility approved by the Reserve Bank of India for making payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the



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Bank) or to print the address of the member on such payment instructions (in case where the bank details of investors are not available).

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- a. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
- b. The Registrar & Share Transfer Agents of the Company (RTA)

20. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting hall for admission into the meeting hall. Members are also requested to bring their copy of Annual Report at the meeting.
21. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the meeting, so as to enable the Company to keep the information ready at the meeting.
22. Electronic copies of the Annual Report including Notice of the 31st Annual General Meeting of the Company inter-alia, indicating the process and manner of remote e-voting along with attendance slip and Proxy Form are being sent to all the members whose email IDs are registered with Company/Depository Participants. For Members who have not registered their email address, physical copies of the Annual Report including Notice of the 31st Annual General Meeting of the Company inter-alia, indicating the process and manner of remote e-voting along with attendance slip and Proxy Form is being sent in the permitted mode.

23. Voting through electronic means

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19th March, 2015, Clause 7.2 of Secretarial Standard on General Meeting (SS-2) and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company is pleased to provide to the members, the facility of voting by electronic means in respect of the business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the same will be provided by National Security Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- (b) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (c) The remote e-voting period commences on 22nd September, 2017 (9:00 am) and ends on 24th September, 2017 (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 18th September, 2017, 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.



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(d) The instructions for shareholders voting electronically 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; "remote 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.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put your user ID and password. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Burnpur Cement Limited".

(viii) Now you are ready for remote 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 you have voted on the resolution, you will not be allowed to modify your vote.

(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 pankaj.modi84@gmail.com with a copy marked to evoting@nsdl.co.in

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

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)

USER ID

PASSWORD/PIN



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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (e) 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 or call on toll free no.: 1800-222-990.
- (f) 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.

NOTE: Shareholders who forgot the User Details/Password can use “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- (g) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (h) 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 18th September, 2017.
- (i) 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. 18th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- (j) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (k) 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 AGM through ballot paper.
- (l) **Mr. Pankaj Modi, Practicing Company Secretary (Membership No. 28600)** has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.



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- (m) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (n) 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 48 hours of the conclusion of the AGM, 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.
- (o) The Results declared alongwith the report of the Scrutinizer shall be placed on the Company's website 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 Limited and National Stock Exchange Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Pursuant to Section 149 and 161 of the Companies Act, 2013 and Rule 3 of The Companies (Appointment and Qualification of Directors) Rule, 2014, it is mandatory for a listed company to appoint a Woman Director. Therefore Ms. Archana Singh was appointed as woman director of the Company by the Board of Directors with effective from 18th July, 2017 and she would hold office upto the date of this Annual General Meeting. The Company has received a notice from a member signifying his intention to propose the appointment of Ms. Archana Singh as Woman Director of the Company. The said notice is accompanied by a deposit of Rs. 1,00,000/- as required by law.

Ms. Archana Singh is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as a director.

That in the opinion of Board, Ms. Archana Singh fulfills the conditions specified in the Act, for such an appointment. Your directors recommend appointment of Ms. Archana Singh as director of the Company liable to retire by rotation.

None of the Directors or Key Managerial Personnel or their relatives in any way concerned or interested in this resolution except Ms. Archana Singh.

Item No. 4

Mr. Keshav Jaipuria (DIN 00564914) has been appointed by the Board of Directors on 18th July, 2017 as an Additional Director (Non-Executive) in accordance with the provisions of Section 161 of the Companies Act, 2013 and all other applicable regulations of SEBI (Listing & Disclosure Requirements) Regulation, 2015 with immediate effect. Mr. Keshav Jaipuria (DIN 00564914) holds office as Additional Director till the ensuing Annual General Meeting. A notice under section 160 of the Companies Act, 2013 has been received from a member of the Company signifying the intention to propose the candidature of Mr. Keshav Jaipuria (DIN 00564914) for appointment as a Director of the Company.

Based on the declaration received from Mr. Keshav Jaipuria (DIN 00564914), he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.



BURNPUR CEMENT LIMITED

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E-mail: info@burnpurcement.com Website: www.burnpurcement.com

CIN No: L27104WB1986PLC040831

Brief details of Mr. Keshav Jaipuria (DIN 00564914) is provided in Annexure –A pursuant to the Secretarial Standards.

None of the Directors of the Company except Mr. Keshav Jaipuria (DIN 00564914) along with his relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 4 of the accompanying Notice.

The Board therefore recommends the resolution as set out in Item No.4 for approval of the members as an Ordinary Resolution.

Item No 5

On the recommendation of Audit Committee the Board of Directors of your company has approved the appointment of M/s AS & Associates, Cost Accountant, Kolkata as Cost Auditor of the company to audit the cost records of the Company for the financial year 2017-18.

In terms of the provision of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Therefore the consent of the members are required for passing the resolution as set out in the item no. 5 of the notice for ratification of remuneration payable to Cost Auditor.

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

Item No 6 & 7

Under Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the members by a special resolution, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the company. Further, as per provisions of Section 180(1)(a) of the Act, the mortgage or hypothecation or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole or substantially whole of the undertaking of the Company and requires approval of the members of the Company by way of special resolution.

The shareholders, at the Extra Ordinary General Meeting of the Company held on December 21, 2010 by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, had authorised the Board of Directors of the Company to borrow up to Rs. 225/- crores (Rupees Two Hundred Twenty Five crores only) i.e. in excess of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time.

However, the provisions of Sections 180(1)(a) and 180(1)(c) the Companies Act, 2013, the corresponding provisions of Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956, require passing of special resolution by the members of the Company to authorize the Board of Directors of the Company to exercise such powers. Further, Ministry of Corporate Affairs vide General Circular No. 4/2014 dated 25.03.2014 clarified that the resolutions passed under Section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings and / or creation of security on the assets of the Company will be regarded as sufficient compliance of requirements of Section 180 of the Companies Act, 2013 for a period



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of one year from the date of notification of Section 180 of the Companies Act, 2013. Section 180 of the Companies Act, 2013 was notified on 12.09.2013. In view of the above, it is necessary to pass resolution(s) pursuant to the provisions of Section 180(1)(a) and 180(1)(c) the Companies Act, 2013 to enable the Board of Director to exercise powers in relation to borrowings and / or creation of security over and above the limit referred in Section 180 of the Companies Act, 2013.

The proposed resolution being in the interest of business of the Company, the Board recommends the resolution to be passed as Special Resolution by the members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The Directors recommend the aforesaid Resolutions for the approval by the Members as Special Resolution.

The proposed resolution does not affect any other Company.

Item No 8

The existing Memorandum of Association ("MoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13(1) of 2013 Act read with sub-section 10 of the said section, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association and the same also needs to be registered in accordance with the provisions of the said section. The entire set of proposed new Memorandum of Association is available in the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

The Board of Directors of your Company has approved the above MoA in the Board Meeting of the Company held on 12.08.2017

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

The proposed resolution does not affect any other Company.

Item No 9

The existing Articles of Association ("AoA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AoA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available in the website of the Company. The Members of the Company can also obtain a copy of the same from the Company's Registered Office.



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CIN No: L27104WB1986PLC040831

The Board of Directors of your Company has approved this item in the Board Meeting of the Company held on 12.08.2017

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution

The proposed resolution does not affect any other Company.

Regd. Off.

Palashdiha, Kanyapur
Panchgachhia Road, Asansol
Asansol – 713341
Date: 14.08.2017
Place:Kolkata

By order of the Board
For Burnpur Cement Ltd

Indrajeet Kumar Tiwary
Company Secretary



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ANNEXURE – ‘A’

Details of directors seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard – 2 are as follows:

Name of Director	Ms. Archana Singh (DIN: 07876038)	Mr. Keshav Jaipuria (DIN: 00564914)
Age / Date of Birth	31 years / 09.06.1986	42 years / 20.03.1975
Date of First Appointment on the Board	18.07.2017	04.11.2013
Expertise in Specific functional areas	Professional	Professional
Qualifications	Company Secretary, B.Com (H)	B.Com (H)
Terms and condition of appointment / re-appointment	Non-Executive Director (Woman)	Non-Executive Director
Remuneration last drawn by such person, if applicable	NIL	NIL
List of directorship held excluding alternate directorship	NIL	1. Sachida Sales Pvt Ltd 2. Enoch Mercantile Pvt Ltd
Chairman / Member of the Committees of the Board of Directors	NIL	NIL
Chairman / Member of the Committees of the Board of Directors of the Other Companies	NIL	NIL
No. of Equity shares held in the Company	NIL	NIL
Relationship between the Directors, Managers, and the Key Managerial Personnel	NA	NA
Number of Meetings of the Board Attended during the year	1 (One) as she has been appointed as on 18.07.2017	1 (One) as he has been appointed as on 18.07.2017



BURNPUR CEMENT LIMITED

Corporate Office :

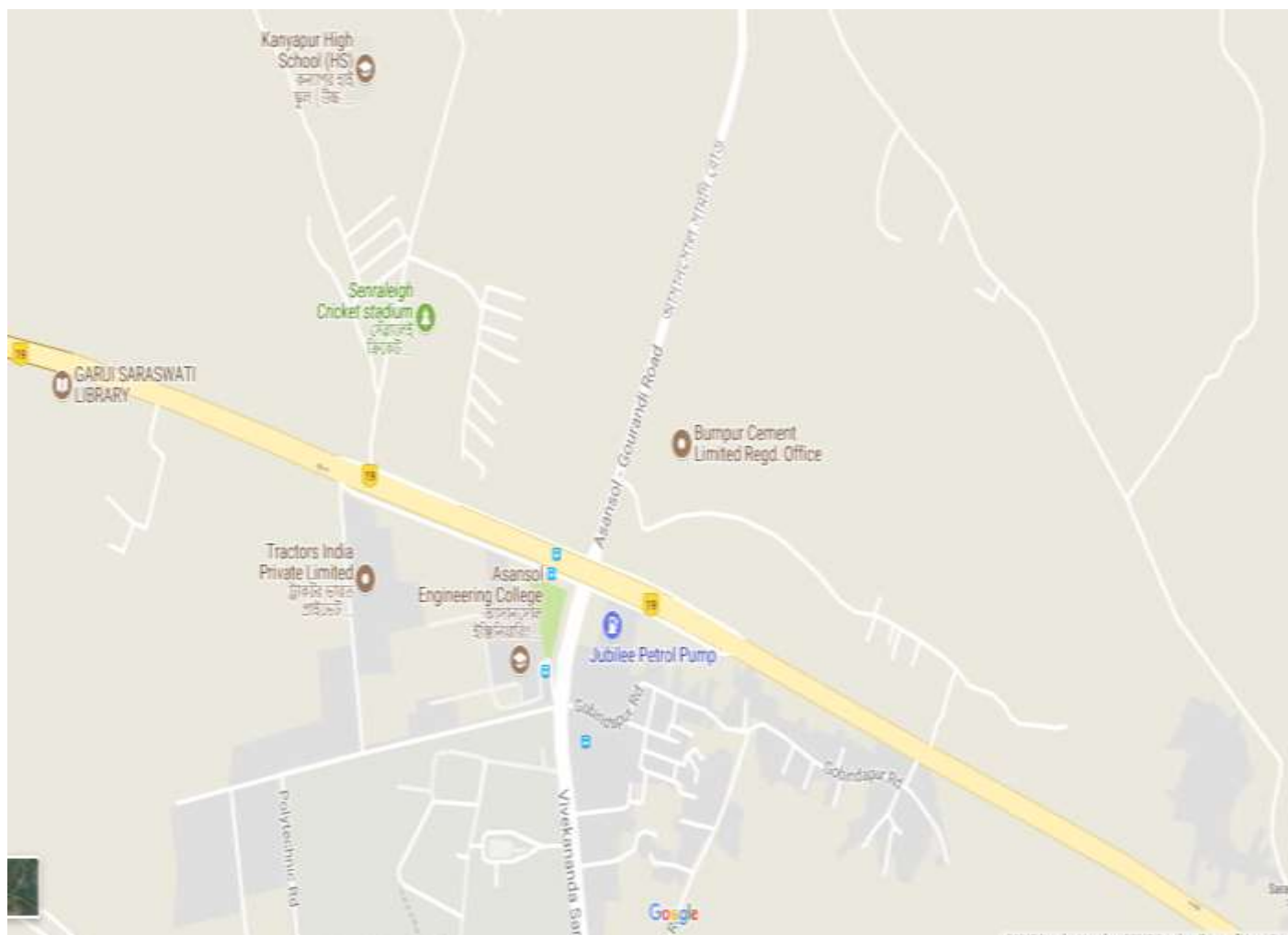
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CIN No: L27104WB1986PLC040831

ROAD MAP OF VENUE OF 31ST ANNUAL GENERAL MEETING



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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Burnpur Cement Ltd.

Registered Office: Village : Palasdiha, Panchgachia Road, P. O. : Kanyapur, Dist: Burdwan, Asansol – 713341, W.B.

Tel No.: 0341 – 2250859, **Fax No.:** 0341 – 2250860, **Website:** www.burnpurcement.com

CIN: L27104WB1986PLC040831

PROXY FORM (Form No. MGT – 11)

[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) ofshares 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 31st Annual General Meeting, to be held on Monday, the 25th September, 2017 at 11:00 a.m. at Palasdiha, Panchgachia Road, Kanyapur, Asansol, Dist.- Burdwan, West Bengal, Pin – 713341 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Regd. Office & Plant : Palasdiha, Panchgachia Road, P. O. : Kanyapur, Asansol - 713341, Dist. : Burdwan, W.B.

Phone : (0341) 2250859, Fax : (0341) 2250860, E-mail : ho@burnpurcement.com

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CIN No: L27104WB1986PLC040831

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

Resolution No.	Description	For	Against
1.	Adoption of the audited accounts of the Company for the year ended 31 st March 2017, together with the Report of the Directors and Auditors.		
2.	Appointment of M/s Shekhar Sharad & Co, Chartered Accountants, Ramgarh as statutory auditor of the company		
3.	Appointment of Mrs. Archana Singh as Woman (Professional) Director		
4.	Appointment of Mr. Keshav Jaipuria as Director (Professional)		
5.	Approval of remuneration of Cost Auditor AS & Associates, Cost Accountants, Kolkata for the financial year 2017-18.		
6.	Approval for borrowings from bankers or any other banks, financial institutions, bodies corporate(s), persons etc u/s 180(C) of Companies Act, 2013		
7.	Approval to create charge, mortgages and hypothecation u/s 180(a) of Companies Act, 2013		
8.	Approval to substitute New "MoA" in place of old "MoA" as per Companies Act, 2013		
9.	Approval to substitute New "AoA" in place of old "AoA" as per Companies Act, 2013		

Signed this day of 2017.

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:

1. 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.

Regd. Office & Plant : Palasdiha, Panchgachiya Road, P. O. : Kanyapur, Asansol - 713341, Dist. : Burdwan, W.B.

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CIN No: L27104WB1986PLC040831

2. A proxy need not be a Member of the Company.
3. 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.
4. 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.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. 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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**Burnpur Cement Ltd.**

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Tel No.: 0341 – 2250859, **Fax No.:** 0341 – 2250860, **Website:** www.burnpurcement.com

CIN: L27104WB1986PLC040831

ATTENDANCE SLIP

31ST ANNUAL GENERAL MEETING - MONDAY, 25TH SEPTEMBER, 2017, 11.00 A.M.

Name of Shareholder	Folio No./DPID & Client ID	No. of Shares

I/we certify that I am/we are registered shareholder/s/proxy for the registered shareholder/s of the company.

I/we hereby record my/our presence at the 31ST ANNUAL GENERAL MEETING of the Company to be held at 11.00 A.M. on Monday, the 25th day of September 2017 in the factory premises at Palashdiha, Panchgachia Road, Kanyapur, Asansol - 713341.

Member/s/Proxy Signature



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Thirty First Annual General Meeting – Monday, 25th September, 2017

BALLOT FORM

(To be submitted before the scrutinizer appointed by the Company)

Name of the

Member(s):.....

Address:.....

.....

.....

Folio No. / DP ID and Client

ID:.....

Number of Equity Share(s)

held:.....

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the Thirty First Annual General Meeting of the Company, to be held on Monday, 25th September, 2017 at 11:00 a.m. at Palashdiha, Panchgachia Road, Kanyapur, P.O.-Asansol, Dist.- Burdwan, West Bengal, Pin – 713341 in respect of businesses as stated in the Notice dated 12.08.2017 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the box against the respective matters.

Resolution No.	Description	No. of equity shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Adoption of the audited accounts of the Company for the year ended 31 st March 2017, together with the Report of the Directors and Auditors.			
2.	Appointment of M/s Shekhar Sharad & Co, Chartered Accountants, Ramgarh as statutory auditor of the company			
3.	Appointment of Mrs. Archana Singh as Woman (Professional) Director			
4.	Appointment of Mr. Keshav Jaipuria as Director (Professional)			
5.	Approval of remuneration of Cost Auditor Som Das & Associates, Cost Accountants, Kolkata for the financial year 2017-18.			
6.	Approval for borrowings from bankers or any other banks, financial institutions, bodies corporate(s), persons etc u/s			

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	180(C) of Companies Act, 2013			
7	Approval to create charge, mortgages and hypothecation u/s 180(a) of Companies Act, 2013			
8	Approval to substitute New "MoA" in place of old "MoA" as per Companies Act, 2013			
9	Approval to substitute New "AoA" in place of old "AoA" as per Companies Act, 2013			

*Applicable for investors holding shares in Electronic Form.

Place : _____

Date : _____ Signature of the Member / Beneficial Owner

INSTRUCTIONS

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send/submit it to the Scrutinizer, appointed by the Board of Directors of the Company viz. **Mr. Pankaj Modi, Practicing Company Secretaries at A307, Deluxe Centre, 157C, Lenin Sarani, Kolkata – 700 013.**
2. In case of shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified copy of Board Resolution / Authority.
3. Unsigned ballot forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed ballot form should reach the Scrutinizer not later than 11.00. a.m. (IST) on 25th September, 2017.
6. The Scrutinizer's decision on the validity of a ballot form will be final.