



## BURNPUR CEMENT LIMITED

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### OUTCOME OF AGM OF SHAREHOLDERS OF BURNPUR CEMENT LTD HELD AT ASANSOL CLUB LTD. COURT COMPOUND, ASANSOL - 713304 ON MONDAY THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2013 AT 10.00 A.M.

Date of the AGM: 30<sup>th</sup> September, 2013

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

Time: 10.00 A.M.

Total number of shareholders on record date: 32487

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

Chairman : Mr. Ashok Gutgutia was elected as chairman of the meeting.

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 9 in Person  
1 through Proxy

Public: 22 in Person  
5 through Proxy

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Nil

Public: Nil

Detail of the Agenda:

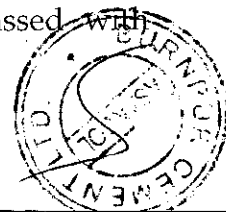
1<sup>st</sup> Item: Adoption of Annual Accounts for the year ended 31<sup>st</sup> March, 2013

Proposed by: Mr. Amal Biswas of Bharat Cement Pvt. Ltd. proposed the resolution as an Ordinary resolution

Seconded by: Mr. Debashis Chandra of Midwest Exim Pvt. Ltd. seconded the resolution.

"RESOLVED THAT the Audited Balance Sheet of the Company as on 31<sup>st</sup> March 2013 and the Audited Profit and Loss Account for the year ended on that date, together with the Director's and Auditor's Reports thereon, be and are hereby received, approved and adopted."

The resolution was put to motion on show of hands and was passed with Unanimously.





## **BURNPUR CEMENT LIMITED**

### **2<sup>nd</sup> Item: Reappointment of Bal Krishan Ladha as Director of the Company.**

Proposed by: Mr. Debasis Mukherjee proposed the resolution as an Ordinary resolution  
Seconded by: Mr. Govind Sharma of Goyal Auto Distributors Pvt. Ltd. seconded the resolution

**"RESOLVED THAT Mr. Bal Krishan Ladha who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company."**

The resolution was put to motion on show of hands and was passed with unanimously.

### **3<sup>rd</sup> Item: Reappointment of Ansul Agarwal as Director of the Company.**

Proposed by: Mr. Manish Agarwal of Chhatisgarh Biripatta Pvt. Ltd. proposed the resolution as an Ordinary resolution  
Seconded by: Mr. Swapan Pal of Dalhousi Datamatics Pvt. Ltd. seconded the resolution

**"RESOLVED THAT Mr. Ansul Agarwal who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company."**

The resolution was put to motion on show of hands and was passed with unanimously.

### **4<sup>th</sup> Item: Reappointment of M/s N. K. Agarwal as Auditor of the Company.**

Proposed by: Ms. Suruchi Agarwal of Omkara Infraprojects Pvt. Ltd. proposed the resolution as an ordinary resolution  
Seconded by: Mr. Onkar Mishra of Insight Consultant Pvt. Ltd. seconded the resolution

**"RESOLVED THAT the retiring auditor M/s N K Agarwal & Co., Chartered Accountants, who being eligible, have offered themselves for reappointment, be and is hereby appointed as statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the board of directors of the company and the statutory auditor, in addition to the reimbursement of out of pocket expenses in connection with audit of the company."**

The resolution was put to motion on show of hands and was passed with unanimously.





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### Fifth Item: Appointment of Mr. Prem Prakash Agarwal as Director.

Proposed by: Mr. Raghvendra Kumar of Aspire Capital Pvt. Ltd. proposed the resolution as an ordinary resolution  
Seconded by: Mr. Sher E Afjal of Imtihaan Distributors Pvt. Ltd. seconded the resolution

"RESOLVED THAT Mr. Prem Prakash Agarwal, 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 u/s 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Prem Prakash Agarwal as a candidate for the office of the director, be and is here by elected and appointed as director of the company liable to retire by rotation".

The resolution was put to motion on show of hands and was passed with unanimously.

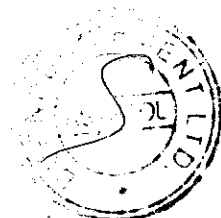
### Sixth Item: Increase in Authorised Share Capital from 87.00 Crore to 97.00 Crore

Proposed by: Mr. Debasis Mukherjee proposed the resolution as an ordinary resolution  
Seconded by: Mr. Sukumar Roy seconded the resolution.

"RESOLVED THAT pursuant to Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956, the Authorised Capital of the Company be and is hereby increased from present Rs. 87,00,00,000/- divided into 8,70,00,000 Shares of Rs. 10/- each to Rs. 97,00,00,000/- divided into 9,70,00,000 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** :

The Authorised Share capital of the company is Rs.97,00,00,000 (Rupees Ninety Seven Crores only) divided into 9,70,00,000 (Nine Crores Seventy Lakhs) 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

The resolution was put to motion on show of hands and was passed with unanimously.





## BURNPUR CEMENT LIMITED

### Seventh Item: Issue of Convertible Warrants to promoters.

Proposed by: Mr. Manish Agarwal of Chhatisgarh Biripatta Pvt. Ltd.  
proposed the resolution as special resolution  
Seconded by: Ms. Suruchi Agarwal of Omkara Infraprojects Pvt. Ltd.  
seconded the resolution

**"RESOLVED THAT** pursuant to provision of section 81(1A) and all other applicable provisions, if any of the Companies Act, 1956 (including any amendment thereto and any re-enactment thereof) (herein after referred to as "the Act") 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 4000000 (Forty Lakh) Convertible Warrants (**Convertible Warrants No. 4**) with an option to subscribe upto 4000000 (Forty Lakh) equity shares of Rs. 10/- each of the Company by way of Preferential Allotment basis to the persons mentioned in the following table Viz:

| Serial No. | Persons                   | Number of Convertible Warrants No.4 | Category of the Investor |
|------------|---------------------------|-------------------------------------|--------------------------|
| 1          | Akshay Vintrade Pvt. Ltd. | 4000000                             | Promoter                 |
|            | Total                     | 4000000                             |                          |

The resolution was put to motion on show of hands and was passed with unanimously.

Place: Kolkata  
Date: 01.10.2013

Certified to be true copy

For BURNPUR CEMENT LIMITED

Company Secretary