

MINUTES OF THE 24TH ANNUAL GENERAL MEETING OF M/S BURNPUR CEMENT LIMITED HELD AT ASSANSOL CLUB LTD, "COURT COMPOUND" ASANSOL, BURDWAN – 713304. ON WEDNESDAY THE 29TH DAY OF SEPTEMBER 2010 AT 3.30 PM

Present:

Mr. Ashok Gutgutia	Vice Chairman cum Managing Director
Mr. Kailash Prasad Agarwal	Executive Director
Mr. Manoj Kumar Agarwal	Director

By Invitation:

Mr. N K Agarwal	Proprietor, N K Agarwal & Co. (Statutory Auditor)
Mr. Rohit Kumar Barad	Manager (Finance & Accounts)

In attendance:

Mr. Sudhansu Sekhar Panigrahi	Company Secretary
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Members:

Fourteen (14)	Members (In person)
Fifteen (15)	Members (In proxy)

Chairman

Though the Chairman was absent in the Meeting Mr. Ashok Gutgutia, Vice Chairman cum Managing Director was elected as Chairman of the meeting by the directors present and took over the charge of the meeting.

Quorum

The requisite quorum being present the Chairman declared the meeting is valid and called the meeting in order.

Business of the Meeting

The Chairman welcomed the members present and delivered speech addressing the share holders of the Company and introduced his colleagues on the Board to the shareholders and than he requested Company Secretary to read out the Auditors Report. Thereafter Company Secretary read the Auditors Report on the Annual Accounts for the year ended 31st March, 2010.

The notice convening the 24th Annual General Meeting and the Director's Report, having already been circulated to the members were taken as read with the general consent.

The Chairman informed the shareholders of the Company that the Register of Members and the Register of Director's shareholding and all other statutory register were kept open and accessible during the continuance of the meeting.

1st Item: Adoption of Annual Accounts

The chairman informed that the annual accounts have already been circulated to the members and he allowed the members to raise the questions on the same. Some questions were raised by the members, which were replied by the Chairman to the satisfaction of those present.

Proposed By : Mr. J Prasad proposed the following resolution as an ordinary resolution.

Seconded By: Mr. Sushil Singhal seconded the resolution.

CHAIRMAN'S
INITIALS



"RESOLVED THAT the Audited Balance Sheet of the Company as on 31st March 2010 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 majority.

2nd Item: Re-Appointment of Director

Proposed By: Mr. Debashis Mukherjee proposed the following resolution as an ordinary resolution.

Seconded By: Mr. Sukumar Roy seconded the resolution.

"RESOLVED THAT Mr. Abdul Kalam 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 majority.

3rd Item: Retirement of Director

Proposed By: Mr. Rahul Tiwary proposed the following resolution as an ordinary resolution.

Seconded By: Mr. Om Prakash Dadhichi seconded the resolution

"RESOLVED THAT Mrs. Shashi Gutgutia, who retires by rotation at this AGM be and is hereby retired with immediate effect from the directorship of the Company."

"RESOLVED FURTHER THAT the vacancy caused by the retirement of Mrs. Shashi Gutgutia will not be filled up."

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

4th Item: Re-appointment of Auditor

Proposed By: Mr. Tapan Kumar Layek proposed the resolution as an ordinary resolution.

Seconded By: Mr. Manoj Kumar Saha seconded the resolution.

"RESOLVED THAT the Auditor's of the Company M/s N K Agrawal & Co., Chartered Accountants, who retires at this meeting, being eligible, and willing to act as Auditors, be and are hereby re-appointed as Auditors of the Company to hold office till the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company."

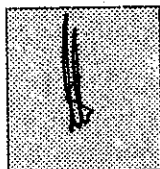
The resolution was put to motion on show of hands and was passed with majority.

5th Item – Special Business

Proposed By: Mr. Om Prakash Dadhichi proposed the following resolution as an ordinary resolution.

Seconded By: Mr. Amal Kumar Biswas seconded the resolution.

CHAIRMAN'S
INITIALS



"RESOLVED THAT Mr. Manoj Kumar 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. Manoj Agarwal as a candidate for the office of the director, be and is hereby 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 majority.

6th Item- Special Business

SIXTH ITEM which is a Special Business, regarding increase of authorized share capital of the company from Rs. 46 crore to Rs. 70 crore which required the alteration of clause V of the Memorandum of Association of the Company.

Proposed By: Mr. Debashis Mukherjee proposed the following resolution as an ordinary resolution.

Seconded By: Mr. Abhijit Mullick 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. 46,00,00,000/- divided into 4,60,00,000 Shares of Rs. 10/- each to Rs. 70,00,00,000/- divided into 7,00,00,000 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.70,00,00,000 (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven Crores) 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 majority.

After the transaction of all the business of the meeting mentioned in the notice, the Chairman thanked all those present in the meeting.

The 24th Annual General Meeting was concluded with a vote of thanks to the Chair given by Mr. Rohit Kumar Barad.

Place : Asansol
Date : 01/10/2010


Chairman

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