



NOTICE

NOTICE is hereby given that the **Thirtieth Annual General Meeting** of the Members of the Company will be held at **11.00 a.m. on Friday, the 30th day of September 2016, 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 2016, together with the Report of the Directors and Auditors.
2. To appoint director in place of Mr. Manoj Kumar Agarwal, (DIN: 00569775) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 139 and other applicable provision if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and re-enactment thereof for the time being in force) the retiring auditor M/S N. K. Agarwal & Co., Chartered Accountants, (Membership No. 14267) who being eligible, have offered themselves for reappointment, be and is hereby appointed as Statutory Auditors 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 the directors of the company and the Statutory Auditors, in addition to the reimbursement of out of pocket expenses in connection with the audit of the Company”.

Special Business :

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, Mrs. Indrani Sen, (DIN: 07558057) 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 Mrs. Indrani Sen 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”.

5. To Consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and subject to all such approvals as may be necessary, approval of members be and is hereby accorded to the reappointment of

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Mr. Ashok Gutgutia as the Managing Director of the Company for a further period of 5 (Five) years w.e.f. 1st April, 2017 upon the terms and conditions including remuneration and perquisites as set out in the draft agreement produced at this meeting for the purpose of identification, initialed by the Chairman,

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions relating to the payment of remuneration to the managerial persons or to the Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites etc within such prescribed limits.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps expedient or desirable to give effect to this resolution.

6. To Consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to provisions of Sections 196, 197 and all other applicable provisions if any read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approval as may be necessary, the approval of members be and is hereby accorded to the reappointment of Mr. Manoj Kumar Agarwal as Wholetime Director of the Company designated as “Executive Director” for a further period of five years w.e.f. 1st April, 2017 upon the terms and conditions including remuneration and perquisites as set out in the draft agreement submitted at this meeting and initialed by the Chairman for the purpose of identification,

RESOLVED FURTHER THAT the draft agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter and to vary the terms and conditions of the said appointment and/or the agreement so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 or any amendment thereto, as may be agreed to between the Board of Directors and Mr. Manoj Kumar Agarwal.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

7. 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 AS & 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 2016-17 be paid the remuneration Rs. 25,000/- (Rupees Twenty Five Thousands) plus service tax as applicable and reimbursement of out of pocket expenses.

8. To Consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meeting of Board and its Power) Rule, 2014 and other applicable



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provisions if any the consent of the shareholders of the company be and is hereby accorded to the Board of Directors to enter into an agreement with Mittal Polypacks Pvt. Ltd. a Company incorporated under the Companies Act, 1956 for effecting the purchase of poly bags (HDPE/PP) during the period from 1st April, 2017 to 31st March, 2018 whose estimated value aggregates to Rs. 20,00,00,000/- (Rupees Twenty crore only).

RESOLVED FURTHER THAT the board be and is hereby authorised to do such acts, deeds, things and execute all such documents, agreements as may be necessary to give effect the above resolution.

9. To Consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meeting of Board and its Power) Rule, 2014 and other applicable provisions if any the consent of the shareholders of the company be and is hereby accorded to the Board of Directors to enter into an agreement with Burnpur Steel Co. a proprietorship firm for providing the services relating to branding of Burnpur Steel, whose estimated value aggregates to Rs. 4,50,00,000/- (Rupees Four Crore Fifty Lacs) during the period from 1st October, 2016 to 31st March, 2017 and Rs. 7,00,00,000/- (Rupees Seven Crore) during the period from 1st April, 2017 to 31st March, 2018.

RESOLVED FURTHER THAT the board be and is hereby authorised to do such acts, deeds, things and execute all such documents, agreements as may be necessary to give effect the above resolution.

*Regd. Off.
Palashdiha, Kanyapur
Panchgachhia Road, Asansol
Asansol – 713341
Date: 13.08.2016*

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

Sudhansu Sekhar Panigrahi
Company Secretary

NOTICE**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.
4. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
5. The Register of Members and Share Transfer Registers of the Company will remain closed from **24th September 2016 to 30th September, 2016 (both days inclusive).**
6. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
7. A Member desirous of getting any information on the accounts or operations of the Company is requested to send his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.

8. Invitation to Participate in the Green Initiative launched by the Ministry of Corporate Affairs

The Ministry of Corporate Affairs (MCA) has permitted paper less compliance by the Companies vide its Circular No. 17/2011, Dated 21st April, 2011 and No. 18/2011, Dated 29th April, 2011. MCA has clarified that services of documents on members by e-mail will constitute sufficient compliances with Section 53 of the Companies Act, 1956, provided the members has given an advance opportunity to register their e-mail id or changes if any therein with the Company

Pursuant thereto, we once again request those members who have not registered their e-mail id to participate in the Green Initiative by registering their e-mail id for the purpose of service of documents viz. Annual Reports, Notice of General Meetings and Notice of Postal Ballot etc. by e-mail.

Shareholders holding shares in demat. form who have not yet registered their e-mail id are requested to register the same with their respective Depository Participant at the earliest. Shareholders holding shares in physical form are requested to register their e-mail id with our Registrar and Share Transfer Agent – M/s Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71, B R B Basu Road, Kolkata – 700 001, E-Mail ID: nichetechpl@nichetechpl.com. Any changes in the e-mail address may also be communicated from time to time.

9. Voting Through Electronic Means
 - A. 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 Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) 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 AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
 - B. 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



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meeting through ballot paper. 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 instructions for shareholders voting electronically are as under :

- (i) The remote e-voting period begins on 27th September, 2016 at 9.00 a.m. (IST). and ends on 29th September, 2016 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use first two letters of their name and 8 digits of the sequence (client id) number in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.
	<ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login.
	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company then please enter the member-id/folio number in the Bank Account Number details field as mentioned in above instruction (v).

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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of **BURNPUR CEMENT LTD** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com



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10. Institutional Members / Bodies Corporate (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 through e-mail at aklabh@aklabh.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 29, 2016, upto 5 pm. without which the vote shall not be treated as valid.
11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September, 2016.
12. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 5th August, 2016.
13. 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. 23rd September, 2016, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Issuer/RTA.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 23rd September, 2016. The facility of remote e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
15. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the 23rd September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. 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.
18. **Sri Atul Kumar Labh, Practicing Company Secretary, 40, Western Street, 3rd Floor, Kolkata – 700 013** has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
19. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
20. 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 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.
21. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.burnpurcement.com and on the website of CDSL 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.

NOTICE**ANNEXURE TO THE ITEM NO 2, 4 & 5 OF THE NOTICE****Details of Directors seeking re-appointment at the forthcoming Annual General Meeting.****Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of directors seeking Reappointment/ appointment in the AGM.**

Mr. Manoj Kumar Agarwal, Director of the company is retiring by rotation at the forthcoming Annual General Meeting and being eligible offers himself for reappointment. Mrs. Indrani Sen being additional director will hold office upto the date of Annual General Meeting, however her name has been recommended for appointment as professional director who is liable to retire by rotation on receipt of notice from members U/s 160 of the Companies Act, 2013. The changes are subject to approval of the share holders.

Profile of Directors seeking Reappointment**(1) Indrani Sen**

Name of the Director	:	Mrs. Indrani Sen
Date of Birth :		03.11.1984
Date of Original Appointment	:	01.07.2016
Qualification :		Bachelor in Arts
Directorship in other listed company	:	Nil
Membership of Committees of the Board of		
Director of other listed company	:	Nil
Relationship with other directors of the Company	:	No relation
Share Holding in the company	:	Nil

Experience in the Specific functional area.

Mrs. Sen is a graduate in political science from a reputed university in west Bengal and also a Diploma holder of Information Technology. She is involved in various social activities for which she has won many awards from various institutes, organizations.

Remarks

Holds upto the date of forth coming Annual General Meeting as an additional director and to be appointed as a director liable to retire by rotation at the said meeting

(2) Manoj Kumar Agarwal

Name of the Director	:	Mr Manoj Kumar Agarwal
Date of Birth :		03.10. 1973
Date of Original Appointment	:	30.07.2010
Qualification :		Bachelor in Commerce
Directorship in other listed company	:	Nil
Membership of Committees of the Board of		
Director of other listed company	:	Nil
Relationship with other directors of the Company	:	No relation

Experience in the Specific functional area.

Mr. Manoj Kumar Agarwal has vast experience in the field of packaging cement and other commodities. He has vast



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experience in the field of manufacturing and exportation of flexible intermediate bulk containers, manufacturing of cement, clinker etc. He is a member of Indian Plastic Federation, All India Flat Tape Manufacturers Association, The Plastic Export Promotion Council, Export Promotion Council for EOUs & SEZ units.

Remarks

Manoj Kumar Agarwal who retires by rotation at the forthcoming Annual General Meeting and offers himself for reappointment and also reappointed as whole time director of the Company for further period of 5 years w.e.f. 1st April, 2017 by the Board.

(3) Ashok Gutgutia

Name of the Director	:	Mr Ashok Gutgutia
Date of Birth	:	28.01.1961
Date of Original Appointment	:	19.06.1986
Qualification	:	Bachelor in Commerce & MBA
Directorship in other listed company	:	Nil
Membership of Committees of the Board of Director of other listed company	:	Nil
Relationship with other directors of the Company	:	No relation

Experience in the Specific functional area.

Mr. Ashok Gutgutia is the Vice Chairman and Managing Director of BCL and having more than 25 years of experience of managing the integrated cement company. His courage, vision, creativity and enthusiasm helped BCL to blossom as an organization that has achieved tremendous success in production and profit in recent years.

Remarks

Reappointed as Managing Director for a further period of 5 years with effective from 01.04.2017 by the Board.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

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 Mrs. Indrani Sen was appointed as woman director of the Company by the Board of Directors with effective from 1st July, 2016 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 Mrs. Indrani Sen as Woman Director of the Company. The said notice is accompanied by a deposit of Rs. 1,00,000/- as required by law.

Mrs. Sen 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, Mrs. Sen fulfills the conditions specified in the Act, for such an appointment. Your directors recommend appointment of Mrs. Indrani Sen 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 Mrs. Indrani Sen.

Item No. 5

After a review of the matter and considering the same to be necessary and desirable in the interest of the

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Company the Board of directors of your company passed the resolution in the meeting held on 13th August, 2016, after recommendation of the Remuneration Committee, appointed Mr. Ashok Gutgutia as Managing Director for a further period of 5 years with effective from 1st April, 2017 on the following remuneration:

Salary : Rs. 175,000/- (Rupees One Lakh Seventy Five thousands only) per month and such revisions as may be approved by the board from time to time subject to limits specified in Schedule V of the Companies Act, 2013.

Allowances :

Leave Travel Concession :

First class leave passage by air for self and family every year in India or abroad or one month's basic salary whichever is less.

Medical Facilities

Medical expenses for Mr. Ashok Gutgutia and his family will be borne by the Company as per actual expenditure.

Perquisites

Housing :

Rent free furnished accommodation with residential office maintained with facilities like electricity, gas, water, caretaker, staff etc.

Company Car

Provision of one car with driver, fuel, maintenance etc for use on Company's business and also for personal use.

Retirement Benefit

Provident fund, superannuation fund, pension, gratuity, encashment of leave and other benefit schemes like medical/ others in accordance with the Company's practice/policy/rules.

Commission

Commission @ 3% on the net profits of the Company in the relevant financial year with such revisions as may be approved by the board from time to time.

Other Benefits and Perks

Personal Accident Insurance as per Company's Rules.

Annual leave with accumulation of leave including medical and casual leave as per Company's Rules.

Others as per Company's Rules.

Work Related Perks :

Residential Telephones

Telephone, fax, internet, mobile phones etc as per requirement at Company's cost.

Club Fees

Fees of clubs subject to a maximum of two clubs.

Membership of professional institute/ bodies at Company's cost.

Loans and other perquisites

As per Company's Rules.

Your Directors recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of your Company other than Mr. Ashok Gutgutia, is in any way concerned or interested in the proposed Resolution.



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Item No. 6

After a review of the matter and considering the same to be necessary and desirable in the interest of the Company, the Board of directors of your company after the recommendation of the Remuneration Committee passed a resolution in the meeting held on 13th August, 2016 and reappointed Mr. Manoj Kumar Agarwal as Whole Time Director for a further period of 5 years with effective from 1st April, 2017 on the following remuneration :

1. **Salary** : Rs. 1,00,000/- (Rupees One lakh) per month and such revisions as may be approved by the Board from time to time subject to limits prescribed in the Schedule V of the Companies Act, 1956.

Perquisites and Allowances

2. **House Rent Allowance** : Residential accommodation including electricity (or reimbursement of House Rent in lieu thereof on actual basis).
3. **Medical Reimbursement** : Reimbursement of Medical expenses incurred for self and family on actual basis.
4. **Leave Travel Concession**: For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
5. **Clubs Fees** : Fees of Clubs, shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.

6. **Personal Accident Insurance** : Premium not to exceed Rs. 5,000/- per annum.

7. **Provident Fund / Superannuation Fund / Gratuity :**

Contribution to provident fund, superannuation fund or annuity fund in accordance with the rules of the Company, so that these either singly or put together are not taxable under the I.T. Act, 1961.

Gratuity payable shall not exceed half of a month's salary for each completed year of service.

8. **Car & Telephone** : The Whole-Time Director shall be provided car with driver and telephones at his residence for company's business as well as for personal use. However, long distance calls for personal use will be billed by the Company.

9. **Other Benefits :**

Leave : On full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.

The Whole-Time Director will be entitled to reimbursement of travelling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.

The Whole-Time Director shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging his duties in the capacity of Executive Director.

Your Directors recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of your Company except Mr. Manoj Kumar Agarwal, is in any way concerned or interested in the proposed Resolution.

Item No. 7

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 2016-17.

In terms of the provision of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors)

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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. 7 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. 8

On the recommendation of Audit Committee, the Board of Directors of your company has recommended for your approval of transaction between the company and Mittal Polypacks Pvt Ltd, who has quoted lowest price for the supply of poly bags (HDPE/PP) which is required by the company to pack the cement. As per the recommendation of the board and audit committee, the company requires approximately 15000000 bags annually for its Asansol and Patratu plant. The transaction will be made as per the following terms and conditions of the agreement between your Company and Mittal Polypacks Pvt. Ltd.

- The Purchaser shall pay the Vendor actual cost of HDPE/PP bags plus taxes, duties as applicable.
- The payment shall be made within 21 days of receipt of HDPE/PP bags unless the time for payment is extended by mutual consent.
- The Purchaser shall require following bags on yearly basis at the price of which at present is mentioned below. As the price of the HDPE/PP bags are sensitive to it raw material prices which varies as per the international market from time to time. Any significant increase or decrease in the raw material prices will be considered by the purchaser for revision of the HDPE/PP bags prices mentioned below.

Description	Quantity	Rate per (Rs.)	Amount (Rs.)
		Bag	
Colour Bag	15000000	12.00	18,00,00,000
White Bag	15000000	10.00	15,00,00,000

- The transportation cost will be borne by the supplier of the bag.

As per Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Power) Rule, 2014 prior approval of members of the company is required by way of special resolution for any related party transaction.

None of the Directors or Key Managerial Person and/or their relatives except Mr. Manoj Kumar Agarwal are interested in any way in this resolution.

Item No. 9

Burnpur Steel is another brand of the Company which was launched recently. The Product is new in the market and it required branding and advertisement. Therefore the Company want to avail the Services of branding from an organisation who is specialist in this field. Burnpur Steel Co. is a proprietorship firm who is providing services like branding advertisement on chargeable basis. On the recommendation of Audit Committee, the Board of Directors of your company has recommended for your approval of transaction between the company and Burnpur Steel Co a proprietorship firm, who has quoted lowest price for the expenses relating to branding of "Burnpur Steel". The company will pay to Burnpur Steel Co. @ Rs.2000/- per MT of Steel sold in the market. i.e the company will pay maximum Rs.4,20,00,000/-(Rupees Four Crore Twenty Lacs) in the Financial Year 2016-17 and Rs. 7,00,00,000 (Rupees Seven Crore) in the Financial Year 2017-18. It is projected that the company will sale approximately 21000 MT in 2016-17 and 35000 MT in 2017-18. The transaction will be made as per the terms and conditions of the agreement between your Company and Burnpur Steel Co.



NOTICE

None of the Directors or Key Managerial Person and/or their relatives except Mr. Ashok Gutgutia, Managing Director of the Company are interested in any way in this resolution.

*Regd. Off.
Palashdiha, Kanyapur
Panchgachhia Road, Asansol
Asansol – 713341
Date: 13.08.2016*

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

Sudhansu Sekhar Panigrahi
Company Secretary

Note :

The company has given an undertaking to BSE & NSE in connection with in-principle approval for issue of 16000000 warrants to Promoters and Non promoters that the correct relevant will be published in the Notice of AGM/EGM. The relevant date under the Regulation 71 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 was wrongly calculated as 27.05.2015 and published in the Notice of Extra Ordinary General Meeting held on 27th June, 2015. But after the verification it was rectified and the correct relevant date was 28.05.2015.



BURNPUR CEMENT LIMITED

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

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 30th Annual General Meeting, to be held on Friday, the 30th September, 2016 at 11:00 a.m. at Palashdiha, 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:

*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 31st March 2016, together with the Report of the Directors and Auditors.		
2.	Reappointment of Mr. Manoj Kumar Agarwal, Director, retire by rotation		
3.	Reappointment of M/s N. K. Agarwal & Co., Chartered Accountants, Asansol as statutory auditor of the company		
4.	Appointment of Mrs. Indrani Sen as Woman (Professional) Director		
5.	Reappointment of Ashok Gutgutia as Managing Director and fixation of his Remuneration		
6.	Reappointment of Manoj Kumar Agarwal as Whole Time Director and fixation of his Remuneration		
7.	Approval of remuneration of Cost Auditor AS & Associates, Cost Accountants, Kolkata for the financial year 2016-17.		
8.	Approval of Related party Transaction i.e. Transaction between the company and Mittal Polypacks Pvt. Ltd.		
9.	Approval of Related party Transaction i.e. Transaction between the company and Burnpur Steel Co.		

Signed this day of 2016.

.....
Signature of shareholders

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

*Please put a (v) 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.



BURNPUR CEMENT LIMITED

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CIN : L27104WB1986PLC040831

Thirtieth Annual General Meeting – Friday, 30th September, 2016

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 Thirtieth Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 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 13.08.2016 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (v) mark at the box against the respective matters.

Item 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 31st March 2016, together with the Report of the Directors and Auditors.			
2.	Reappointment of Mr. Manoj Kumar Agarwal, Director, retire by rotation			
3.	Reappointment of M/s N. K. Agarwal & Co., Chartered Accountants, Asansol as statutory auditor of the Company.			
4.	Appointment of Mrs. Indrani Sen as Professional Director.			
5.	Approval of reappointment and fixation of remuneration of Ashok Gutgutia as MD for further period of 5 years			
6.	Approval of reappointment and fixation of remuneration of Manoj Kumar Agarwal as Whole-Time Director for further period of 5 years			
7.	Approval of remuneration of Cost Auditor AS & Associates, Cost Accountants, Kolkata for the financial year 2016-17.			
8.	Approval of Related party transaction between the Company and Mittal Polypacks Pvt. Ltd.			
9.	Approval of Related party transaction between the Company and Burnpur Steel Co.			

*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. Atul Kumar Labh, Practicing Company Secretaries at 40, Western Street, 3rd Floor, 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 30th September,2016.
6. The Scrutinizer's decision on the validity of a ballot form will be final.



BURNPUR CEMENT LIMITED

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CIN : L27104WB1986PLC040831

ATTENDANCE SLIP

30TH ANNUAL GENERAL MEETING - FRIDAY, 30TH SEPTEMBER, 2016, 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 30TH ANNUAL GENERAL MEETING of the Company to be held at 11.00 A.M. on Friday, 30th September 2016 in the factory premises at Palashdiha, Panchgachia Road, Kanyapur, Asansol - 713341.

Member/s/Proxy Signature

Note: Please fill this attendance slip and hand it over at the ENTRANCE OF THE HALL