

**Corporate Office :**

2nd Floor, "Gujarat Mansion", 14, Bentinck Street
Kolkata – 700 001, West Bengal, India

Phone: (033)-2262-3167 Fax : +91-33-2262-3168

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

CIN No: L27104WB1986PLC040831

Notice

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for transacting the following Special Business by the members of Burnpur Cement Limited ("the Company") by passing resolutions through Postal Ballot

Item 1

To Amend Main Objects in the Memorandum of Association of the Company

To alter the object clause of the Memorandum of Association of the Company and to consider and if thought fit to pass the following resolution as **Special Resolution**

RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any modifications and re-enactment thereof) Clause III (A) (ii) of the Main Objects in the Memorandum of Association of the Company be altered by replacing with following Clause III (A) (ii)

- ii. To quarry, mine, excavate, explore, extract, lift, handle, sort, blast, grade, dump, distribute, collect, buy, sell, import, export, treat, refine, prepare, manipulate, finish, pack, repack, transport, mix, stores, and to act as agent, broker, stockiest, consultants, engineers, collaborators, consignors, franchisers, C & F agents, ware housers or otherwise to deal in lime, clay, granite, sand, concrete, motors, minerals, whiting, coked fuels, gunny bags, hessian cloths, paper bags, HDPE bags, clinker, gypsum, limestone, sagole, consumables, substances and raw materials, required for the manufacturing of cement and to own, explore and take land on lease or acquire, establish, operate, works and maintain quarries, mines, workshops and other works to do all incidental acts and things necessary for the attainment of above objects and to carry on the business of manufacturers, processors, producers, exporters, importers, traders, distributors, stockiest, buyers, sellers, agents or merchants in all kinds and forms of steel including mild, high carbon, spring, high speed, tool, alloy, stainless and special steel, iron, sponge iron, metals and alloys, ingot, billets, pillets, bars, joists, rods, squares, structural, tubes, poles, pipes, sheets, castings, nail wires, wires, rails, rolling materials made wholly or partly of iron steel, alloys and metals required in or used for industrial, agricultural, transport, commercial domestic, building, power transmissions and/or construction purposes.

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RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item 2**To Amend Clause III B & III C of the Memorandum of Association of the Company**

To amend the Clause III B and Clause III C of the Objects Clause in the Memorandum of Association of the Company and to consider and if thought fit to pass the following resolution as **Special Resolution**

RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any modifications and re-enactment thereof) the existing Clause III B and Clause III C of the Objects Clause in the Memorandum of Association of the Company be and is hereby amended as follows:

1. By deleting the heading of Clause III B “OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS OF THE COMPANY ARE and replacing it with the heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE MAIN OBJECTS SPECIFIED IN CLAUSE III A ARE :-
2. By deleting Clause III C - “OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :-”

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

SS Panigrahi
Company Secretary and
Compliance Officer
July 5, 2016

Registered Office:
Palashdiha, Panchgachhia Road,
Kanyapur, Asansol - 713341

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Notes:

1. A Statement pursuant to Section 102 of the Act setting out the material facts concerning each item of Special Business to be transacted is annexed hereto.
2. VOTING THROUGH ELECTRONIC MEANS
 - i. In compliance with the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules 2014 the Company is pleased to extend e-voting facility as an alternative to enable the shareholders to cast their vote electronically instead through form.
 - ii. The Board of Directors of the Company has appointed **Mr. A K Labh, Practicing Company Secretary, 40, Western Street, 3rd Floor, Kolkata - 700 013** as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
 - iii. Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on June, 24, 2016.
 - iv. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrars and Transfer Agents (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
 - v. Members whose name is recorded in the register of members or in the register of beneficial owner maintained by the depositories (in case of shares held in demat form) as on Friday, 24th June, 2016 will be entitled to vote on the resolution proposed to be passed by Postal Ballot. The voting rights of the members shall be reckoned in proportion to their shares in the total paid-up equity share capital of the Company as on Friday 24th June, 2016.
 - vi. The Company has engaged NSDL provide e-voting facility to the members of the Company. The members have option to cast their vote either through e-voting or by physical Postal Ballot form. A member can opt only one mode of voting i.e either through e-voting or by Postal Ballot form. If a member casts vote by both mode, then voting done through e-voting shall prevail and voting done by physical Posta Ballot form shall be invalid.

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vii. The Process of E-Voting is as under :

- a. Members who have received the Notice by e-mail from NSDL (for members whose e-mail id is registered with the Company/Depository Participant) should open the PDF file attached with the e-mail (using his/her Client Id or Folio No as Password). The said PDF file contains his/her User Id and password for e-voting. Please note that the password is an initial password.
- b. In case a member receives Postal Ballot notice and Postal Ballot Form is physical form (for members whose e-mail id is not registered with the Company/Depository Participant) the User Id and initial password for e-voting is provided at the bottom of the Postal Ballot form attached with the Postal Notice.
- c. The below mentioned steps should be followed for casting the vote through e-voting (in both cases mentioned at Sr. No vii(a) & (b) above)
 - i) Open the internet browser and type the following URL:
<http://www.evoting.nsdl.com>
 - ii) Click on Share Holder – Login
 - iii) If you are already registered with NSDL for e-voting then you can use your existing User Id and Password.
 - iv) If you are logging in for the first time, please enter the User Id and Password provided (as per sr no. vii above) form as the case may be.
 - v) The Password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or combination of both. Please keep your password confidential.
 - vi) Home page of e-voting opens. Click on e-voting >Active voting cycles
 - vii) Select EVEN (E-Voting Event Number) of **Burnpur Cement Ltd**, Now you are ready for e-voting as cast vote page opens.
 - viii) Cast your vote by selecting appropriate option and click on “submit” and also “confirm” when prompted.
 - ix) Upon confirmation, the message “Vote cast Successfully” will be displayed
 - x) Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.

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- xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatories who are authorized to vote, to the Scrutinizer through e-mail to aklabh@aklabh.com or aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in
- d. The e-voting period shall commence on Wednesday, 6th July, 2016 (9.00 am) and ends on Thursday, 4th August, 2016 (5.00 pm) E-Voting shall not be allowed after Thursday, 4th August, 2016 (5.00 pm)
- e. In case of any queries, you may refer the Frequent Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders, available at the download section of www.evoting.nsdl.com or call on toll free no 1800-222-990. In case of any queries/grievances connected with e-voting, the members may also send an e-mail to evoting@nsdl.co.in. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- viii. The procedure for casting the vote through Postal Ballot Form is as under:
- a. The members who have received the Postal Ballot Notice along with Postal Ballot Form in physical form should return the Postal Ballot Form duly completed and signed by posting the same to the scrutinizer through postage prepaid self-addressed business reply envelope (only postage within India) being sent with Postal Ballot Form.
- b. The members who have received Postal Ballot Notice by – email and who wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the web link: www.evoting.nsdl.com or the website of the Company i.e. www.burnpurcement.com and take a print thereof or seek a duplicate Postal Ballot Form from the corporate office at 14, Bentinck Street, Gujarat Mansion, 2nd Floor, Kolkata – 700 001. Such Postal Ballot Form should be duly completed, signed and sent to the scrutinizer.
- c. The Postal Ballot Form deposited in person or sent by courier or registered/speed post at the expenses of the members will also be accepted.



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- d. The Postal Ballot Forms should reach the scrutinizer on or before Thursday, 4th August, 2016 (5:00 pm) and the Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.
- e. The members are requested to carefully read the instructions printed overleaf the Postal Ballot Form.
- ix. In case of any queries/ grievances connected with the voting by Postal Ballot including e-voting, the members may also contact evoting@nsdl.co.in or Issuer/RTA.
- x. The Scrutinizer shall submit his report to the Chairman and in his absence to the Director of the Company after completion of scrutiny. The result of Postal Ballot shall be announced on Friday, 5th August, 2016 (4:00 pm) at the Corporate Office at 14, Bentinck Street, Gujarat Mansion, 2nd Floor, Kolkata – 700 001. The result of the Postal Ballot along with the scrutinizer's report shall be placed on the website of the Company, www.burnpurcement.com and on the website of NSDL. The resolutions, if approved shall be deemed to have been passed on the last date of e-voting or receipt of duly completed Postal Ballot Forms i.e. Thursday, 4th August, 2016.

Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 1

The Company is pursuing growth opportunities in the fields of Steel business and always considers new business proposals which have good future prospects and potentials to increase the shareholders' return. To facilitate such initiatives, alteration is proposed by way of additions to the Clause III (A) (ii) of Main Object Clause in the Memorandum of Association as set out in the resolution at *Item No. 1* of the Notice. These additional Objects may conveniently and advantageously be combined with the existing businesses of the Company.

Accordingly, the Board of Directors propose to alter Clause III. (A) (ii) of the Main Object in the Memorandum of Association of the Company as set out in the resolution at Item No. 1.

Regd. Office & Plant : Palasdiha, Panchgachhiya 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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The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies, Kolkata, West Bengal as per the provisions of the Act with such modifications as be advised by him.

The Board recommends the **Special Resolution** set out at Item No. 1 of the Notice for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No 2

With the enactment of new Companies Act, 2013, it is considered expedient to amend the form of the existing Memorandum of Association to be in accordance with the requirements under the Companies Act, 2013. In terms of Section 4(1)(c) of the Companies Act, 2013, the Memorandum of Association of a company is to state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirements of separately indicating the “main objects”, “incidental or ancillary objects” and “other objects” under the erstwhile legislation has changed.

The Board recommends the **Special Resolution** set out at Item No. 2 of the Notice for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

By Order of the Board of Directors
SS Panigrahi

Company Secretary and
Compliance Officer
5th July, 2016

Registered Office:
Palashdiha, Panchgachhia Road,
Kanyapur, Asansol - 713341

**Corporate Office :**2nd Floor, "Gujarat Mansion", 14, Bentinck Street
Kolkata – 700 001, West Bengal, India**Phone:** (033)-2262-3167 **Fax :** +91-33-2262-3168**E-mail:** info@burnpurcement.com **Website:** www.burnpurcement.com**CIN No:** L27104WB1986PLC040831**POSTAL BALLOT FORM****(To be returned to Scrutinizer appointed by the Company)**

1. Name of the Share Holder :
2. Registered Address of the
Sole/first named shareholder :
3. Name(s) of the joint-holder(s), if any :
4. Registered Folio No. / DP ID*
/ Client ID* :
5. Number of equity share(s) held :

I / we hereby exercise my / our vote(s) in respect of the following resolution(s) to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution(s) by placing the tick (√) mark in the appropriate box below:

Description	No of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Special Resolution for Alteration of Clause III (A) (ii) of Main Objects in the Memorandum of Association of the Company			
Special Resolution for Amendment to Clause III B & III C of the Objects Clause in the Memorandum of Association of Company			

Place:

Date:

Signature of the Member

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CIN No: L27104WB1986PLC040831**Particulars for electronic voting are as under:**

EVEN (E-Voting Event Number)	User ID	Password
104222		

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m. (IST) on Wednesday, July 6, 2016

End of voting : Up to 5.00 p.m. (IST) on Thursday, August 4, 2016

The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: www.evoting.nsd.com.

Note: Please read the instructions printed overleaf before exercising your vote.



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INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. The form should be completed and signed by the member (as per the specimen signature registered with the Company). In case of joint holding, the form should be completed and signed by the first-named member and in his /her absence, by the next-named member.
3. There shall be one postal ballot for every folio/Client ID irrespective of the number of joint holders. The voting rights of member's shall be reckoned in proportion to their shares in the total paid up equity share capital of the company as on Friday, 24th June, 2016.
4. In case of shares held by companies, societies, trusts, institutional members, etc., duly completed Postal Ballot Form should be sent to the scrutinizer alongwith a certified true copy of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a member must be accompanied by a certified copy of the Power of Attorney.
5. Members are requested not to send any other paper along with the Postal Ballot Form. Any extraneous paper attached with this Postal Ballot Form would be destroyed by the Scrutinizer.
6. The duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than Thursday, 4th August, 2016 (up to 5:00 pm) and the Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.
7. Kindly note that the members can opt only for one mode of voting i.e. either by Physical Postal Ballot Form or e-voting. If you are opting for e-voting then do not vote by physical Postal Ballot Form and vice versa. If members cast vote(s) by both modes, then voting done through e-voting shall prevail and the voting done by Postal Ballot Form shall be treated as invalid.



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8. The members who have received Postal Ballot Notice by email and wish to vote through physical Ballot Form can download the Postal Ballot Form from website: **www.evoting.nsdl.com** or the website of the Company i.e. **www.burnpurcement.com** and take a print thereof. The members can seek duplicate Postal Ballot Form from the Company's corporate office at 14, Bentinck Street, Gujarat Mansion, 2nd Floor, Kolkata – 700 001.
9. The Postal Ballot Form shall be considered invalid on any of the following grounds:
 - a) It has not been signed by or on behalf of the member;
 - b) Signature on the form doesn't match the specimen signatures with the Company;
 - c) It is not possible to determine without any doubt the assent or dissent of the member;
 - d) Neither assent nor dissent is mentioned;
 - e) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
 - f) The envelope containing the Postal Ballot Form is received after the last date prescribed i.e. Thursday, 4th August, 2016 (up to 5:00 pm).
 - g) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - h) The Postal Ballot Form is torn, defaced or mutilated in such manner that the signature of the member could not verified or it is difficult for the scrutinizer to identify the member or the number of votes cast or to ascertain whether the votes are for 'Assent' or 'Dissent' , or one or more of these grounds;
 - i) The member has made any amendment to the Resolution or imposed any condition while exercising his / her vote.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
11. The E-Voting instructions are available in the Notes no 2 in the Notice.