

A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

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SCRUTINIZER'S REPORT

To
The Board of Directors
Burnpur Cement Limited
Village: Palashdiha
Panchgachiya Road, Kanyapur
Asansol -713341
West Bengal

Dear Sirs,

- (1) We have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolution of Board of Directors of the Company dated 28th June, 2016.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolutions contained in the Notice of the postal ballot and e-voting dated the 5th July, 2016. Our responsibility as a scrutinizer for the voting process through electronic means and postal ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting received through postal ballots as provided by M/s Niche Technologies Private Limited, Kolkata the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
 - (a) The Company has completed the dispatch of physical postal ballot forms (containing e-voting instructions) along with postage prepaid self-addressed envelope and postal ballot (containing e-voting instructions) via electronic mode by 5th day of July, 2016 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on the 24th day of June, 2016.
 - (b) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes.
 - (c) The ballot boxes were opened after 5 p.m. on Thursday, 4th day of August, 2016, in our presence.

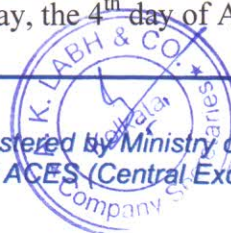




- (d) The postal ballot forms were duly opened in our presence and scrutinized.
- (e) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) All postal ballot forms received on or before 5 p.m. on Thursday, 4th day of August, 2016, the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5 p.m. on Thursday, 4th day of August, 2016, *if any*, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Summary of the Postal Ballot votes casted through Physical Mode is as follows :-

1.	Total No. of Postal Ballot Forms Received	22	
2.	Total No. of Invalid Postal Ballot Forms	2	
3.	Total No. of Valid Postal Ballot Forms	20	
		<u>Resolution</u> <u>No. 1</u>	<u>Resolution</u> <u>No. 2</u>
4.	Total No. of Valid Postal Ballot Forms in favour of the Resolution	19	19
5.	Total No. of Valid Postal Ballot Forms against the Resolution	1	1
6.	Total No. of valid Votes / Shares casted	5679973	5679973
7.	Total No. of valid Votes / Shares in favour of the Resolution	5679473	5679473
8.	Total No. of valid Votes / Shares against the Resolution	500	500

- (j) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by NSDL e-voting system (www.evoting.nsdl.com).
- (k) The e-voting period remained open from 9:00 A.M. IST on Wednesday, the 6th day of July, 2016 up to 5:00 P.M. IST on Thursday, the 4th day of August, 2016.





- (l) The Shareholders holding shares as on the “cut off” date, i.e. 24th day of June, 2016 were entitled to vote on the proposed resolutions as mentioned in the notice of the postal ballot and e-voting dated 5th day of July, 2016.
- (m) The result of the electronic voting was downloaded after 5 p.m. on Thursday, 4th day of August, 2016 from NSDL website providing the platform for e-voting system (www.evoting.nsdl.com) and were unblocked in the presence of two witnesses, namely, Mr. Raju Chowdhury, residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata – 700019 and has been included in our report.
- (n) Summary of the votes casted through Electronic Voting System [EVEN: 104222] is as follows :-

	<u>Resolution No. 1</u>	<u>Resolution No. 2</u>
Total Folios Voted	93	96
Total Folios Voted in Favour of the Resolution	90	92
Total Folios Voted Against the Resolution	3	4
Total No. of Votes / Shares casted through e-voting system	45784307	45786610
Total No. of Votes / Shares casted in favour of the Resolution	45772666	45774669
Total No. of Votes / Shares casted against the Resolution	11641	11941

- (o) Hence, final consolidated summary of the votes casted (aggregate of Physical and Electronic Voting System) is as follows :-

Resolution No. 1 : Special Resolution**Alteration of Clause III (A) (ii) of Main Objects in the Memorandum of Association of the Company**

Sr. No.	Votes casted	No of Folios voted	Votes through Postal Ballot	Votes through Electronic Voting	Total No. of Votes / Shares	% of Valid Votes Received
1.	Favour	109	5679473	45772666	51452139	99.98%
2.	Against	4	500	11641	12141	0.02%
Total					51464280	100.00%

.....Resolution carried by requisite majority

A. K. LABH

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Resolution No. 2: Special Resolution

Amendment to Clause III B & III C of the Objects Clause in the Memorandum of Association of the Company


Sr. No.	Votes casted	No of Folios voted	Votes through Postal Ballot	Votes through Electronic Voting	Total No. of Votes / Shares	% of Valid Votes Received
1.	Favour	111	5679473	45774669	51454142	99.98%
2.	Against	5	500	11941	12441	0.02%
Total					51466583	100.00%

.....Resolution carried by requisite majority

- The postal ballot forms, e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes of postal ballot and e-voting.
- The proposed resolutions have therefore been approved by the Shareholders of the Company with requisite majority.
- You may accordingly declare the result of e-voting and Postal Ballot.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 05.08.2016

A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
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Witness :

1. *Raju Chowdhury*

(Raju Chowdhury)

The C.A.B. Dr. B. C. Roy Club House,
Eden Gardens, Kolkata – 700 021

2. *Biswarup Ganguly*

(Biswarup Ganguly)

27/2, Suren Tagore Road
Kolkata – 700 019

Verified the contents and received the Report of the Scrutinizer
For **Burnpur Cement Limited**

(S. S. Panigrahi)
Company Secretary and
Compliance Officer