

SCHEME OF REDUCTION OF CAPITAL
OF
BURNPUR CEMENT LTD
AND ITS RESPECTIVE SHAREHOLDERS AND CREDITORS
UNDER SECTION 66 OF THE COMPANIES ACT, 2013

A. Preamble of the Scheme:

This Scheme of Reduction of Capital is made by **Burnpur Cement Ltd (the Company)**, pursuant to the provisions of section 66 of the Companies Act, 2013, read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable provisions, if any. The Scheme provides for the reduction of paid up share capital of Burnpur Cement Ltd by 80%, on proportionate basis and writing off accumulated losses against such reduction of capital.

Burnpur Cement Ltd is a Company registered under the provisions of the Companies Act, 1956 and having its registered office situated at Village: Palashdiha, Panchgachia Road, Kanyapur, Asansol-713341, West Bengal. The Company is engaged in the business of manufacturing and sale of cement and other related activities.

The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 86,12,43,630 divided into 8,61,24,363 Equity Shares of Rs. 10/- each.

The Financial Highlights of the Company as per the Audited Financial Statements for the financial year ended March 31, 2018 is given below:

Particulars	Amount (Rs. in lakhs)
Paid-up Share Capital	8612.44
Capital Reserves	10.09
Securities Premium Account	1161.04
General Reserves	10.00
Revaluation Reserves	462.17
Profit & Loss A/c (Accumulated Losses)	(10297.34)
Total Reserves & Surplus	(8654.04)

For BURNPUR CEMENT LIMITED

Company Secretary



Revenue from Operations	5383.55
Total Revenue	5399.11
Profit/ (loss) for the year	(4449.44)

Due to heavy losses in the Company in the last few years, the capital of the Company has been eroded and the accumulated losses in the Company is at Rs. 10297.34 lakhs as on March 31, 2018.

B. Rational and purpose of the Scheme:

The present issued, subscribed and paid-up share capital of the Company is Rs. 86,12,43,630 (Rupees eighty-six crores twelve lakhs forty-three thousand six hundred and thirty only) divided into 8,61,24,363 Equity Shares of Rs. 10 each.

As on 31st March, 2018, the Company has accumulated losses (debit balance of Profit & Loss Account) to the tune of Rs. 10297.34 lakhs.

In order to re-align the relation between capital & assets; and to accurately and fairly reflect the liabilities & assets of the Company in its books of accounts; and for better presentation of the financial position of the Company, the Board of Directors has decided to write off the accumulated losses against reduction in the paid up share capital of the Company in accordance with section 66 of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable provisions.

C. Parts of the Scheme of Reduction of Share Capital:

This Scheme provides for matters connected with the aforesaid reduction of capital. Accordingly, this Scheme is divided into the following parts:

- i. **Part-1** which deals with the Definitions and Share Capital;
- ii. **Part-2** which deals with the Reduction of Share Capital;
- iii. **Part-3** which deals with the General Clause, other Terms and Conditions;

For BURNPUR CEMENT LIMITED

 Company Secretary

PART 1

DEFINITIONS AND SHARE CAPITAL

DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under:

- 1.1 "Act"** means the Companies Act, 2013 and the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016.
- 1.2 "Board of Directors"** in relation to the Petitioner Company, shall, unless it is repugnant to the context or otherwise, include a Committee of Directors or any person authorised by the Board of Directors or such Committee of Directors.
- 1.3 "BSE"** means the BSE Limited;
- 1.4 "NSE"** means the National Stock Exchange of India Limited;
- 1.5 "Petitioner Company" or "the Company"** means **Burnpur Cement Ltd** [Corporate Identification No. (CIN): L 27104 WB 1986 PLC 040831] was originally incorporated under the provisions of the Companies Act, 1956, as a private limited company with the name and style as 'Ashoka Concrete & Allied Industries Pvt Ltd' vide Certificate of Incorporation dated 19th June, 1986 issued by the Registrar of Companies, West Bengal.
- Name of the Company was changed to 'Burnpur Cement Pvt Ltd' vide Fresh Certificate of Incorporation dated 18th September, 2001 issued by the Registrar of Companies, West Bengal.
- The Company was converted into a public limited company and name of the Company was changed to 'Burnpur Cement Ltd' vide Fresh Certificate of Incorporation dated 12th November, 2001.
- 1.6 "Effective Date"** means the date on which the certified copy of the order passed by the Hon'ble National Company Law Tribunal, Kolkata, sanctioning the Reduction of Capital is filed with the Registrar of Companies, West Bengal, Kolkata. Any reference in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the

For BURNPUR CEMENT LIMITED

Company Secretary



