



BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

Regd. Office: 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007

E-mail : cs@barakcement.com, Website : www.barakcement.com

Phone: 0361-2464670, Fax: 91-361-2464672

NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of **BARAK VALLEY CEMENTS LIMITED** will be held on Friday, the 30th day of September, 2016 at Registered Office of the Company at 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007 at 12:30 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Sh. Mahendra Kumar Agarwal (DIN: 00044343), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Sh. Prahlad Rai Chamaria (DIN: 00037589), who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of M/s. Kumar Vijay Gupta & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and rules, if any, M/s Kumar Vijay Gupta & Co., Chartered Accountants (Regn. No. 007814-N) retiring Statutory Auditor of the Company be and is hereby ratified as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 18th Annual General Meeting to be held in the year 2017 on such remuneration as may finalised by the Board of Directors of the Company or any Committee thereof, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS

5. To ratify and confirm the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2017 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), and upon the recommendation of the audit committee of the company, payment of remuneration to M/s. Nirmalendu Kar Purkayastha, Cost Accountants, (Firm Registration No. 100103),

Cost Auditors, to conduct the audit of the cost records of the Company for the financial year 2016-17, of Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable government taxes and reimbursement of travelling and actual out of pocket expenses incurred in relation to performance of their duties, be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to the above resolution."

6. To Consider and approve the fees for service of documents and to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

"RESOLVED THAT pursuant to the provisions of Section 20(2) of the Companies Act, 2013 read with rules made thereunder and any other applicable provisions, if any, a uniform fee of 200/- (Rupees Two Hundred only) be charged towards cost of dispatch and handling for service of each document within India and 1,000/- (Rupees One Thousand only) for service of each document outside India by any specific mode of service requested by any shareholder, provided such service mode along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the documents by the Company and no such request shall be entertained by the Company post the dispatch of the document by the Company to the member;

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution and to put such reasonable conditions from time to time in its absolute discretion in this regard."

**By Order of the Board
For Barak Valley Cements Limited
Sd/-
(Bijay Kumar Garodia)
Chairman & Whole Time Director
DIN : 00044379
Add: CF-366, Salt Lake City,
Kolkata, West Bengal - 700064**

**Place: New Delhi
Date: 30.05.2016**

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her self and the proxy need not be a member of the Company.
2. The instrument appointing a proxy, to be effective, must be duly filled, stamped and must reach the company's registered office not later than 48 hours before the commencement of the meeting. A blank proxy form is annexed to this notice.
3. A person can act as a proxy on behalf 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. 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 a proxy for any other person or shareholder.
4. As required by Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the relevant details of the Directors liable to retire by rotation and seeking appointment/re-appointment are annexed herewith.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. In pursuant to the provision of Section 91 of the Companies Act, 2013, Every Company is entitled to close Register of Members and Share Transfer Books for period not exceeding 45 days once in each year and not exceeding 30 days at one time. Therefore the Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 24th day of September, 2016 to Friday, the 30th day of September, 2016 (both days inclusive).
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder, and the draft of the new Articles of Association of the Company would be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
8. All the queries and clarification of share holders shall be dealt by the Registrar & Share Transfer Agent (R&T Agent) of the Company i.e. M/s. MCS Share Transfer Agent Limited at the following address:
Unit: Barak Valley Cements Limited
F-65, Okhla Industrial Area,
Phase-I, New Delhi-110020
Ph: 011-41406149; Fax: 011-41709881,
E-Mail: admin@mcsregistrars.com
9. Members are requested to notify about any changes in address/bank details/ECS (Electronic Clearing Service) mandate to:
 - (a) the Company or its R&T Agent viz. M/s. MCS Share Transfer Agent Limited, if shares are held in physical form; and
 - (b) their respective Depository Participants (DPs), if shares are held in electronic form.
10. Members are requested to convert their share(s) lying in physical form to the demat form for easy transferability of shares. For any help the shareholders may contact the Company Secretary at email id cs@barakcement.com or our Registrar & Share Transfer Agent (R&T Agent) at email id admin@mcsregistrars.com
11. Members holding shares in multiple folios in identical names or joint accounts in the same order of names, are requested to consolidate their shareholdings into one folio.
12. Pursuant to provisions of Section 124 of the Companies Act, 2013, Dividend for the Financial years 2008-09 & 2009-10 which remains unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund ('IEPF') established under Section 125 of the Companies Act, 2013. Shareholders who have not encashed the dividend warrant(s) so far for the financial years 2008-09 & 2009-10 are requested to make their claim forthwith to the Registered / Corporate Office of the Company / RTA. It may be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund, as above, no claim shall lie in respect thereof.
13. Members/proxies are requested to kindly take note of the following:
 - (a) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled in and signed for attending the meeting;
 - (b) Entry to the hall will be strictly on the basis of the entrance pass, which shall be provided at the counters at the venue, in exchange for duly completed and signed Attendance Slips and;
 - (c) In all correspondence with the Company and/or the R&T Agent, Folio No./DP & Client ID no. must be quoted.
14. Members are requested to send their queries, if any, at least 10 days in advance of the meeting so that the information can be compiled in advance.
15. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
17. For any investor related queries, communication may be sent by e-mail to cs@barakcement.com.
18. Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No. SH-13, pursuant to the Rule 19 (Share Capital and Debentures) Rules, 2014) (which will be made available on request) to the R&T Agent.
19. Securities and Exchange Board of India (SEBI) had directed that it shall now be mandatory to furnish copy of PAN card to the company/RTA for Registration of transfer/transmission/transposition of shares of the company in relation to securities market transactions and off-market/private transactions in physical form of listed companies. Hence, all prospective shareholders acquiring shares in physical form are requested to provide a copy of their PAN card along with their request for registration of transfer/transmission/transposition of shares of the Company.

20. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays & Sundays between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.

21. Barak Valley Cements Limited is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs ("MCA"), Government of India has, by its Circular 17/2011 dated 21st April, 2011 and Circular 18/2011 dated 29th April, 2011, permitted companies to send all official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance. Recognising the spirit of the circulars issued by the MCA as abovesaid, the Company is sending documents like the Notice for convening Annual General Meeting, Financial Statements, Directors' Report, Auditors' Report, etc., to the e-mail address provided by the members to their depositories for Financial Year 2015-16 also, it has done so, the Copies of the Annual Report for Financial Year 2015-16, the Notice convening the Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form are being sent by electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses the physical copies of the Annual Report for Financial Year 2015-16 are being sent by the permitted mode. Members may also note that the Notice convening the Annual General Meeting and the Annual Report for Financial Year 2015-16 will be available on the Company's website, www.barakcement.com in "Investors" section. All the members are requested to keep their e-mail address updated with the depository participant to ensure that the Annual Report and other documents reach them on their preferred e-mail address. However, those who want to receive hard copies of all the communication, have to make a specific request to the Company by sending a letter in this regard to the RTA or the Company.

Further, it is requested to all the members whose e-mail addresses are not registered with the Company/Depository Participant/RTA may register the same by sending the duly filled E-communication Registration form (annexed with the Notice) to the Company at its corporate office address i.e. 281, Deepali, Pitampura, Delhi-110034 or Company's RTA address i.e. MCS Share Transfer Agent Limited, Unit: Barak Valley Cements Limited, F-65, Okhla Industrial Area, Phase-I, New Delhi-110020.

22. Members may please note that briefcase, bag, mobile phone and/or eatables shall not be allowed to be taken inside the hall for security reasons.

23. Voting through electronic means;

1. 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 & Disclosure Requirement) 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 National Securities Depository Limited (NSDL).

II. 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 meeting through ballot paper.

III. 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.

IV. The remote e-voting period commences on 27th September, 2016 (9:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "REVEN" of "Barak Valley Cements Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (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, to the Scrutinizer

through e-mail to cabjain@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.

X. 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 evoting@nsdl.co.in or cabjain@gmail.com or cs@barakcement.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. 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.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. 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.

XIII. Mr. Balwan Jain, Chartered Accountant (Membership No. 91276) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. 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.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.barakcement.com and on the website of NSDL 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 Limited, Mumbai.

**BY ORDER OF THE BOARD
For BARAK VALLEY CEMENTS LIMITED
Sd/-
(Bijay Kumar Garodia)
Chairman and
Whole Time director
DIN : 00044379
Address: CF-366, Salt Lake City,
Kolkata, West Bengal-700064**

**Place: New Delhi
Date: 30.05.2016**

Details of Directors seeking re-appointment in the 17th Annual General Meeting of the Company in pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015:

I. BRIEF RESUME

Sh. Mahendra Kumar Agarwal (DIN: 00044343)

Sh. Mahendra Kumar Agarwal, a non executive director aged about 53 years, is Bachelor of Science and associated with your Company since 30th November, 1999. He started his career by taking up wood based industries in the North East region. After attaining a considerable maturity in his career he played a vital role in setting up Barak Valley Cements Limited at Badarpurghat, Assam that is poised for tremendous growth.

Besides this he has also diversified interests in contract manufacturing units of premium FMCG brands for MNCs. His confidence with FMCG grew with these and he has launched his own brand of mosquito coils in Eastern India - Mosfree. Full of confidence, dynamism and positivism, Sh. Agarwal shares good repute and partnership relations with many multinational companies and owns several production facilities in cosmetics and toiletries at Guwahati. He holds 14,76,679 shares in his name in the Company.

He is Brother in law of Shri Bijay Kumar Garodia.

He is having directorships in Hanuman Towers Private Limited, Sunflag Enterprises Private Limited, Meghalaya Cements Limited, Sunflag Household Pvt Ltd, Oasys Power Limited, Canis Mines and Minerals Private Limited, Sunflag Infrastructure Limited, Vasundha Steel & Power Limited, Brijraj Power & Metallics Limited, Valley Strong Cements (Assam) Limited, Singlacherra Tea Company Private Limited, Goombira Tea Co Ltd, Top Metals Limited, Sri Vaibhav Laxmi Metals Private Limited, Stark Steel Private Limited, Topwear Garments Private Limited.

He is also member of the audit committee of Meghalaya Cements Limited.

Sh. Prahlad Rai Chamaria (DIN: 00037589)

Sh. Prahlad Rai Chamaria, aged about 75 years, is the Non-Executive and Promoter Director of your Company and associated with your company since 28 April, 1999, He is a Commerce Graduate and holds Bachelor Degree in Law. He had also been conferred Masters Degree in Economics. Sh. Chamaria started his business career by joining his family business of saw milling and trading in timber. Sh. Chamaria is having full knowledge of all the labour laws, factory law, Industrial Dispute Act etc and can very well look after the legal matters of the Company.

He is Brother of Shri Kamakhya Chamaria.

Being a master degree holder in Economics, he has got full knowledge about economy of the region and budgeting of the project. He has been at the helm of the Company and contributed in accelerated growth and built a meritocracy. He holds 19,84,800 shares in his name in the Company.

He is also on the Board of Hindustan Agro Fuel Pvt. Ltd, Dony Polo Udyog Limited, Profound Cement Works Limited, Balaji Udyog Limited, Singlacherra Tea Company Private Limited, Valley Strong Cements Limited, Valley Strong Cements (Assam) Limited.

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

ITEM NO. 05

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Nirmalendu Kar Purkayastha as Cost Auditor of the company to conduct the audit of the cost records for the financial year ending 31st March 2017 at the remuneration of Rs. 30,000/- per annum plus applicable government taxes and reimbursement of travelling and actual out of pocket expenses incurred in relation to performance of their duties. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014

or any amendment(s) thereof for the time being in force, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO.6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residential address or by such electronic or other mode as may be prescribed. Further, proviso to subsection(2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting. The requisite fee (by way of Demand Draft) has to be sent to the Company by the shareholder clearly stating the document desired to be received through a particular mode. Further, considering the large number shareholders of the Company, it would not be practically feasible to accept 'lumpsum' advances from shareholders and continue maintaining the running ledger balances for this purpose. Therefore to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode as mentioned in the resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Note:

- The aforesaid information is as at 31st March, 2016.
- The Directorships/Committee Memberships exclude foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.
- Only two committees viz. Audit Committee and Stakeholder Relationship Committee have been considered for determining Chairmanship/Membership which is pursuant to the provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

**By Order of the Board
For Barak Valley Cements Limited
Sd/-
(Bijay Kumar Garodia)
Chairman & Whole Time Director
DIN : 00044379
Add: CF-366, Salt Lake City,
Kolkata, West Bengal - 700064**

**Place: New Delhi
Date: 30.05.2016**



BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

Registered Office: 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007

Phone: 0361-2464670, Fax: 91-361-2464672

ATTENDANCE SLIP

Member(s) or his/her/their proxy(ies) are requested to present this slip at the venue of the meeting for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

DP Id No.*: _____ Client Id No.*: _____ Regd Folio No.: _____	Name and Address:	No. of Shares held:
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*Applicable to members holding shares in electronic form

I hereby record my presence at the **17th ANNUAL GENERAL MEETING** of **Barak Valley Cements Limited** held on Friday, the 30th day of September, 2016 at 202, Royal View, B.K.Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007 at 12.30 p.m.

Please ✓ in the box.

Member Proxy

Name of the Proxy in Block Letters

Member's Signature

Proxy's Signature

ELECTRONIC VOTING PARTICULARS

REVEN	USER ID	PASSWORD



BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

Registered Office: 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007

Phone: 0361-2464670, Fax: 91-361-2464672

PROXY FORM

Form No. MGT-11

[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./Client Id :
DP Id :

I/We, being the member (s) of shares of Barak Valley Cements Limited, hereby appoint:

1. Name: Address:
E-mail Id: Signature:....., or failing him
2. Name: Address:
E-mail Id: Signature:....., or failing him
3. Name: Address:
E-mail Id: Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the company, to be held on Friday, the 30th day of September, 2016 at 12.30 p.m. at 202, Royal View, B.K. Kakoti Road, Ulubari, Guwahati, Assam-781007 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1.	To consider and adopt the audited Balance Sheet of the Company as at 31 st March, 2016 and Profit and Loss A/c for the year ended on that date together with the Report of the Directors and Auditors thereon.		
2.	Re-appointment of Sh. Mahendra Kumar Agarwal (DIN: 00044343) Director, who by rotation.		
3.	Re-appointment of Sh. Prahlad Rai Chamaria (DIN: 00037589) Director, retiring by rotation.		
4.	To ratify the re-appointment of M/s Kumar Vijay Gupta & Co., Chartered Accountants (Firm Registration No. 007814-N) as Statutory Auditors of the Company and fixing their remuneration.		
5.	To ratify the remuneration of the Cost Auditor for the financial year ending 31 st March , 2017.		
6.	To Consider and approve the fees for service of documents.		

Revenue Stamp

Signed this..... day of.....20.....

Signature of shareholder Signature of Proxy holder(s)

Notes:

- (1) 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.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

Registered Office: 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007

Phone: 0361-2464670, Fax: 91-361-2464672

E-communication Registration Form

(As per circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No. / DPID & Client ID :
Name of First Registered Holder :
Name of Joint Holder(s) :
Registered Address :
E-mail ID (to be registered) :

I / We, Members of Barak Valley Cements Limited, agree to receive all communication from the Company in electronic mode. Please register my above-mentioned e-mail id in your records for sending communication through e-mail.

Date:

Signature:.....

(First Holder)

Notes:

1. On registration, all the communication will be sent to the e-mail id registered for the folio.
2. Members are requested to keep the Company/Depository Participants informed as and when there is any change in the e-mail address.



BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

Registered Office: 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007

Phone: 0361-2464670, Fax: 91-361-2464672

ROUTE MAP FOR THE VENUE OF 17TH ANNUAL GENERAL MEETING

Address: 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007

