



BARAK VALLEY CEMENTS LIMITED

Regd. Office : 202, Royal View, B.K. Kakoti Road, Ulubari, Guwahati, Assam-781007
Phone : 0361-2464670, 0361-2464671, Fax : +91-361-2464672
E-mail : cs@barakcement.com, Website: www.barakcement.com
CIN : L01403AS1999PLC005741

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of **BARAK VALLEY CEMENTS LIMITED** will be held on Friday, the 28th Day of September, 2018 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 Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2018 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Mahendra Kumar Agarwal (DIN: 00044343), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Mr. Prahlad Rai Chamaria (DIN: 00037589), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. **Ratification of Remuneration to the Cost Auditor for the Financial Year ending March 31, 2019.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provision of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the Company hereby ratifies and confirms the remuneration of Rs.30,000/- (Rupees Thirty Thousand Only) to be paid to Nirmalendu Kar Purkayastha, Cost Accountants (Firm Regn. no. 100103) , appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial year ending March 31, 2019;

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.”

5. **Alteration of the Articles of Association of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by substituting the existing Article No. 37 with the following new clause as under:

“CHAIRMAN

Chairman of the Company

The Chairman of the Company can be appointed by the Board of Directors of the Company by passing a board resolution in the duly convened Board Meeting and Chairman so appointed shall have the legal status of the Chairman of the Company until otherwise decided by the board. The Chairman of the Company shall also be the Chairman of the Board.

Chairman of Board Meeting

If the company does not have a Chairman or Chairman of the company resigns from his post or if the Chairman is unable to attend the Meeting, the Directors present at the meeting shall elect one of themselves to chair and conduct the Meeting.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Shri Kamakhya Chamaria, Vice Chairman & Managing Director of the Company the Board be and is hereby authorized, on the behalf of the Company, to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution along with the filing of necessary E-form with the Registrar of Companies.”

**By Order of the Board
For Barak Valley Cements Limited**

**Sd/-
(Kamakhya Chamaria)
Vice Chairman & Managing Director
DIN : 000612581
Add: 48/72,
West Punjabi Bagh,
New Delhi-110026**

**Place: New Delhi
Date: 13.08.2018**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item nos. 2 to 5 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) of person seeking re-appointment as Director is also annexed.
2. 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. Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing the proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. Members holding shares in the physical form are requested to notify changes in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase-I, New Delhi-110020, the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number to the Company/ RTA for registration of transfer of shares, for securities market transactions and off-market/ private transactions involving transfer of shares in physical form. In this connection, the Transferees of Company's shares are requested to submit a copy of their PAN card along with the Transfer Deed. Members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA
6. As Additional information in respect of the Director seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are furnished as an Annexure and forms a part of the Notice. The Director has furnished the requisite consents/ declarations for his appointment/re-appointment.
7. 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 but 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 22nd day of September, 2018 to Friday, the 28th day of September, 2018 (both days inclusive). The members whose names appear on the Company's register of members as on September 21, 2018 will be eligible to attend and vote at the meeting.
8. The notice is being sent to all the members of the Company, whose names appear on the register of members/record(s) of depositories as on Friday, the August 24, 2018.
9. 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, 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. And the same will be available for inspection by the members during the course of the meeting at the venue of Annual General Meeting.
10. Members may note that in terms of Notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, no further ratification of appointment of Auditors would be required by the members at the every interim Annual General Meeting. Hence, said item has not been included in the notice convening the Annual General Meeting.
11. Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2009 – 2010 has been transferred by the Company to the Investor Education and Protection Fund (“IEPF”) established by the Central Government.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number to the Company/ RTA for registration of transfer of shares, for securities market transactions and off market/ private transactions involving transfer of shares in physical form. In this connection, the

Transferees of Company's shares are requested to submit a copy of their PAN card along with the Transfer Deed. Members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.

13. All the Shareholder queries and clarification shall be dealt by our 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-1, New Delhi-110020
Ph: 011-41406149; Fax: 011-41709881,
E-Mail: admin@mcsregistrars.com

14. 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.

15. 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

16. 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.

17. 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.

18. 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.

19. 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.

20. For any investor related queries, communication may be sent by e-mail to cs@barakcement.com.

21. 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.

22. 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.

23. SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only w.e.f. December 5, 2018. You are accordingly advised to dematerialize your physical shareholding at earliest. After December 5, 2018, no request for transfer of shares in physical form can be processed by the Company/RTA.

24. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members who have not cast their votes by remote e-voting as on Cut-off date i.e. Thursday, September 27, 2018 shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who cast their votes by remote e-voting prior to the meeting, may attend the meeting but will not be entitled to cast their vote again.

25. 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 2017-18 also, it has done so, the Copies of the Annual Report for Financial Year 2017-18, 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 2017-18 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 2017-18 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.

26. 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.
27. Pursuant to the prohibition imposed vide Secretarial Standard on the General Meeting (SS-2) issued by ICSI and the MCA Circular, no gifts/coupons shall be distributed at the Annual General Meeting.
28. The Route map of the venue of Annual General Meeting i.e. 202, Royal View, B.K. Kakoti Road, Ulubari, Assam-781007 is annexed at the end of this Notice.

29. **Voting through electronic means**

- I. 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 Tuesday, 25th September, 2018 (9:00 am) and ends on Thursday, 27th September, 2018 (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 21st September, 2018, 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 Board of Directors of the Company has appointed Mr. Balwan Jain, a Practicing Chartered Accountant (ICAI Membership No. 91276) and proprietor of M/s Balwan Jain & Co., as Scrutinizer to scrutinize the voting at Annual General Meeting in a fair and transparent manner. Mr. Balwan Jain has communicated his willingness to be appointed and will be available for same purpose.
- VI. The process and manner for remote e-voting are as under:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Your User ID details will be as per details given below :

- a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
- b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
- c) For Members holding shares in Physical Form:
EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001***).

Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

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

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.

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]:

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

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

Step 2 : Cast your vote electronically on NSDL e-Voting system.

- (i) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (ii) Click on Shareholder - Login
 - (iii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (iv) 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.
 - (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vi) Select "EVEN" of "Barak Valley Cements Limited".
 - (vii) Now you are ready for remote 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 you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) 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
- VII. 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.
- 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. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member /beneficial

owner as on the cut-off date i.e. Friday, September 21, 2018.

- 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. 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cabjain@gmail.com or cs@barakcement.com
- XI. 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.
- XII. 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.
- XIII. 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.
- 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/-
(Kamakhya Chamaria)
Vice Chairman & Managing Director
DIN : 000612581
Add: 48/72,
West Punjabi Bagh,
New Delhi-110026**

**Place: New Delhi
Date: 13.08.2018**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONGWITH THE NOTICE DATED AUGUST 14, 2018

ITEM NO.4

The Board of Directors of the Company on the recommendation of the Audit Committee, has re-appointed Mr. Nirmalendu Kar Purkayastha as the Cost Auditor of the company to conduct the audit of the cost records for the financial year 2018-19 at a remuneration of Rs. 30,000/-.

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.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO.5

As Mr. Bijay Kumar Garodia has resigned from the position of Chairman of the Company w.e.f December 15, 2018 and as per the Companies Act, 2013 procedure and manner of appointment of Chairman of the Company is governed by the

Articles of Association of the company. Currently the Articles of Association of the Company is silent in this regard, therefore, clause 37 of the Articles of Association of the Company is required to be altered.

And as per the provisions of Section 14 of the Companies Act, 2013, a company can alter its Article of Association, subject to the conditions contained in its memorandum if any, and with the approval of shareholders of the Company by passing a special resolution in general meeting.

Further, the Board in its meeting held on August 13, 2018 has subject to the approval of members, approved the above said amendments in the Articles of Association of the Company.

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

The Board of Directors recommends the passing of resolution as special resolution.

**By Order of the Board
For Barak Valley Cements Limited**

**Sd/-
(Kamakhya Chamaría)
Vice Chairman & Managing Director
DIN : 000612581
Add: 48/72,
West Punjabi Bagh,
New Delhi-110026**

**Place: New Delhi
Date: 13.08.2018**

ANNEXURE 'A' TO THE NOTICE

ADDITIONAL INFORMATION ON DIRECTORS BEING APPOINTED/RE-APPOINTED AS REQUIRED UNDER REGULATION 36 (3) THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IN THE ORDER OF THE ITEMS MENTIONED IN THE NOTICE:

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Mahendra Kumar Agarwal and Mr. Prahlad Rai Chamaria, being longest in the office will retire by rotation and would be eligible for re-appointment in the forthcoming Annual General Meeting. In terms of the provisions of Section 96 of the Companies Act, 2013. In accordance to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting. The details of Directors retiring by rotation/seeking re-appointment at the forthcoming Annual General Meeting are as under:-

Name of the Director	Mr. Mahendra Kumar Agarwal	Mr. Prahlad Rai Chamaria
DIN	00044343	00037589
Age (Years)	54 years	76 years
Nationality	Indian	Indian
Qualification	Bachelor of science	Commerce Graduate
Experience (years)	32	51
Brief resume	As appended to this Notice	As appended to this Notice
Date of First Appointment on the Board of the Company	30/11/1999	28/04/1999
Terms & condition of re- appointment	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation
Details of remuneration sought to be paid and remuneration last drawn	Nil	Nil
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	14,75,680 shares	19,84,800 shares
Relationship between the Directors inter se and other key Managerial Person	Brother-in-Law of Mr. Bijay Kumar garodia	Brother of Mr. Kamakhya Chamaria
No. of Board Meetings attended during the year	5 out of 5	5 out of 5
List of Directorship held in other Companies (excluding Foreign Companies)	<p>DIRECTORSHIP: Public Companies: Goombira Tea Company Limited Top Metals Limited Brijraj Power & Metallics Limited Valley Strong Cements (Assam) Limited Sunflag Infrastructure Limited Vasundhra Steel & Power Limited Meghalaya Cements Limited Oasys Power Limited</p> <p>Private Companies: Canis Mines and Minerals Private Limited Stark Steel Private Limited Sri Vaibhav Laxmi Metals Private Limited Singlacherra Tea Company Private Limited Sunflag Enterprises Private Limited Hanuman Towers Private Limited Topwear Garments Private Limited Sunflag Household Private Limited</p>	<p>DIRECTORSHIP: Public Companies: Dony Polo Udyog Limited Balaji Udyog Limited Profound Cement Works Limited Valley Strong Cements (Assam) Limited Valley Strong Cements Limited</p> <p>Private Companies: Singlacherra Tea Company Private Limited Hindustan Agro Fuel Private Limited</p>

Membership/ Chairmanships of Committees of Boards of other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	Meghalaya Cements Limited: Member & Chairman in Audit Committee.	Nil
--	--	-----

Note:

- a) The aforesaid information is as at 31st March, 2018.
- b) The Directorships/Committee Memberships exclude foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.
- c) 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.

Brief Profile of the directors seeking Re-appointment

Mr. Mahendra Kumar Agarwal

Mr. Mahendra Kumar Agarwal, a non executive director aged about 55 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, Mr. Agarwal shares good repute and partnership relations with many multinational companies and owns several production facilities in cosmetics and toiletries at Guwahati. He holds 14,75,680 shares in his name in the Company.

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 and Partnership in Plascom Industries LLP.

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

Mr. Prahlad Rai Chamaria

Mr. Prahlad Rai Chamaria, aged about 76 years, is the Non-Executive and Promoter Director of your Company. He is a Commerce Graduate and holds Bachelor Degree in Law. He had also been conferred Masters Degree in Economics. Mr. Chamaria started his business career by joining his family business of saw milling and trading in timber. Mr. 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.

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.



BARAK VALLEY CEMENTS LIMITED

CIN : L01403AS1999PLC005741

Regd. Office : 202, Royal View, B.K. Kakoti Road, Ulubari, Guwahati, Assam-781007
Phone : 0361-2464670, 0361-2464671, 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:
---	-------------------	---------------------

*Applicable to members holding shares in electronic form

I hereby record my presence at the **19th ANNUAL GENERAL MEETING of Barak Valley Cements Limited** held on Friday, the 28th day of September, 2018 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

Regd. Office : 202, Royal View, B.K. Kakoti Road, Ulubari, Guwahati, Assam-781007
Phone : 0361-2464670, 0361-2464671, 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 19th Annual General Meeting of the company, to be held on Friday, the 28th day of September, 2018 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 receive, consider and adopt the audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2018 together with the Report of the Board of Directors and the Auditors thereon		
2.	Re-appointment of Mr. Mahendra Kumar Agarwal (DIN:00044343) as a Director of the Company, liable to retire by rotation.		
3.	Re-appointment of Mr. Prahlad Rai Chamaria (DIN: 00037589) as a Director of the Company, liable to retire by rotation.		
4.	Ratification of remuneration payable to Cost Auditors.		
5.	Alteration of Articles of Association of the Company.		

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

Regd. Office : 202, Royal View, B.K. Kakoti Road, Ulubari, Guwahati, Assam-781007
Phone : 0361-2464670, 0361-2464671, 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

Regd. Office : 202, Royal View, B.K. Kakoti Road, Ulubari, Guwahati, Assam-781007
Phone : 0361-2464670, 0361-2464671, Fax : +91-361-2464672

Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

POLLING PAPER

FOR NINETEENTH ANNUAL GENERAL MEETING SCHEDULED ON FRIDAY, THE 28TH DAY OF SEPTEMBER, 2018 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.

S. No.	Particulars	Details
1.	Name of the first named shareholder (in block letters)	
2.	Postal Address	
3.	Registered Folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S.No.	Resolution	No. of Shares Held	For	Against
1.	To receive, consider and adopt the audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2018 together with the Report of the Board of Directors and the Auditors thereon			
2.	Re-appointment of Mr. Mahendra Kumar Agarwal (DIN:00044343) as a Director of the Company, liable to retire by rotation.			
3.	Re-appointment of Mr. Prahlad Rai Chamaria (DIN: 00037589) as a Director of the Company, liable to retire by rotation.			
4.	Ratification of remuneration payable to Cost Auditors.			
5.	Alteration of Articles of Association of the Company			

Place:
Date:

(Signature of the Shareholder)

(Name & Signature of the Proxy)

Note: Proxy who are attending and voting in this Nineteenth Annual General Meeting on behalf of members are requested to first write their name before signing it



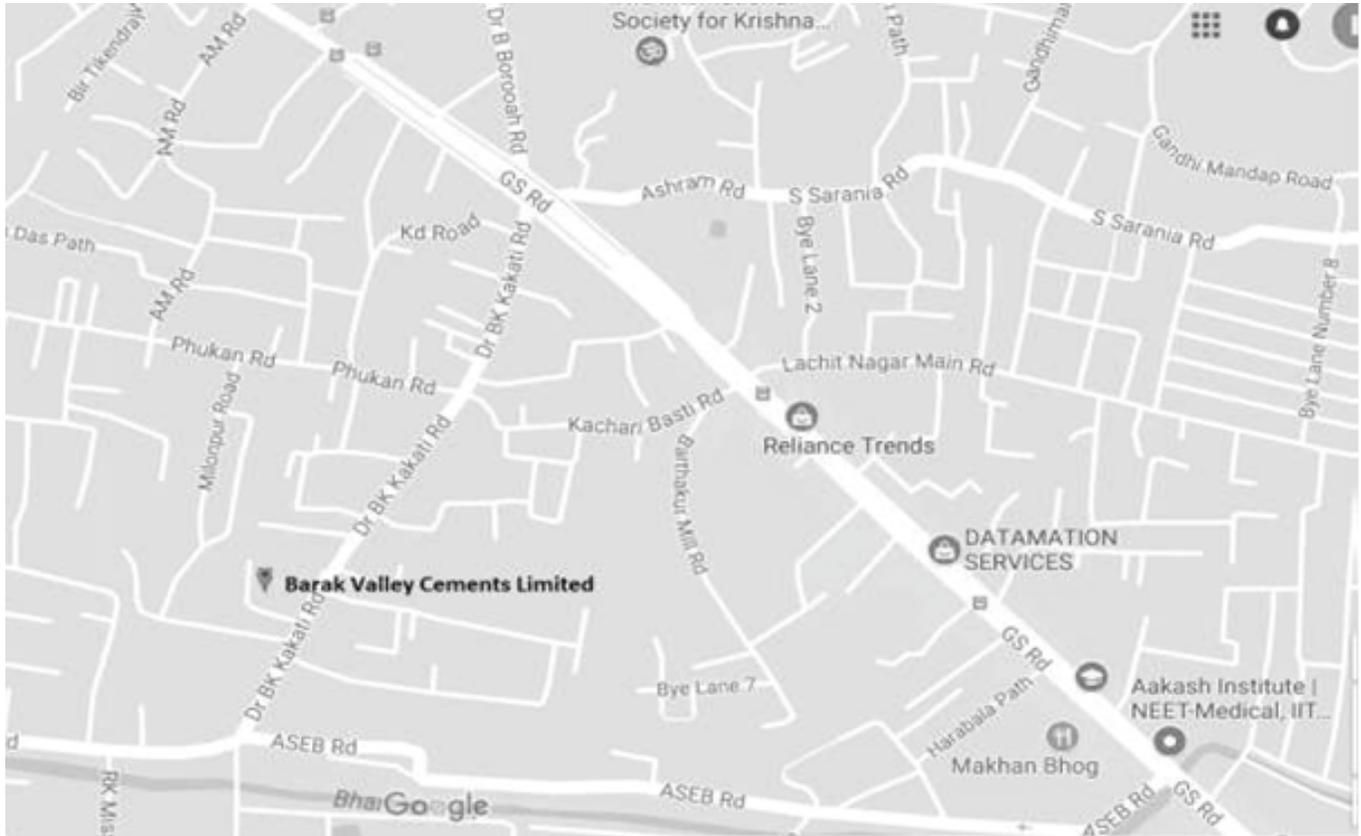
BARAK VALLEY CEMENTS LIMITED

CIN : L01403AS1999PLC005741

Regd. Office : 202, Royal View, B.K. Kakoti Road, Ulubari, Guwahati, Assam-781007
Phone : 0361-2464670, 0361-2464671, Fax : +91-361-2464672

ROUTE MAP FOR THE VENUE OF 19TH ANNUAL GENERAL MEETING

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



Dematerialization of physical shares and Updation of Bank Details & PAN

Dear Shareholders,

We would like to inform you that Securities and Exchange Board of India (SEBI) vide their Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 Dated 20th April, 2018 has mandated all listed Companies to make payment of dividend to the shareholders through approved electronic mode and also directed that updated bank details and PAN of the Shareholders be obtained and maintained by the Companies.

We observe from our records that you have been holding shares in physical form as on date and PAN and Bank details have not been updated in your Folio. Hence, we request you to send us the enclosed form, duly filed and signed (including joint holders, if any) along with the following documents to us at our above address within 21 days from the date of this letter to update the records for payment of any future dividend.

(1) Self attested copy of PAN card including joint holders. In case of residence of Sikkim, the requirement of PAN Card be substituted with a valid Identity proof issued by Government.

(2) Original Cancelled Cheque Leaf bearing the name of Sole / first named shareholder (or) attested copy of Bank passbook.

Please also provide your Email Id, Phone / Mobile No. for record as well as for us to send to you communication by electronic means in accordance with various circulars issued by the Ministry of Corporate Affairs from time to time.

Further, We would also like to inform you that SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only w.e.f. December 5, 2018. You are accordingly advised to dematerialize your physical shareholding at earliest. After December 5, 2018, no request for transfer of shares in physical form can be processed by the Company/RTA..

In order to dematerialize your shares, please open a Demat Account with any of the Depository Participant and submit your physical share certificate(s) with them for dematerialization to avoid inconvenience at later stage. An early action in the matter will save you from unnecessary hassle at a later date.

Thanking you,

Yours faithfully,

For MCS Share Transfer Agent Limited

Authorized Signatory

Encl: As above

FORMAT FOR FURNISHING THE BANK DETAILS, PAN AND EMAIL ID ETC.

To
MCS Share Transfer Agent Limited
Unit : Ricoh India Limited
F-65, Okhla Industrial Area, phase-I,
New Delhi – 110020

Dear Sirs,

I/We, give my/our consent to update the following details in your records for effecting payments of dividend and sending other communications by electronic means in compliance with the circular(s) as referred to the letter for equity shares of Ricoh India Limited.

Folio No.: _____

Name of the First/Soleholder: _____

Bank's name: _____

Branch's Name & Address: _____

Account No. : _____ Account Type (SB / Current) : _____

IFSC Code : _____ MICR Code : _____

Email Id : _____ Phone No. : _____

Particulars	Name of Shareholder(s)	PAN
First / Sole Shareholder		
1 st Joint Shareholder		
2 nd Joint Shareholder		

Signature of 1st Shareholder

Signature of 1st Joint Shareholder

Signature of 2nd Joint Shareholder

Date : _____

Encl : **Original cancelled cheque leaf, attested copy of bank pass book showing name of account holder and self- attested copy of PAN Card(s).**

