



# BARAK VALLEY CEMENTS LTD.

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ISO 9001 : 2008 CERT. No.:  
QAC/R91/1941

Ref: 2309/BVCL/2015-16

Date: 23.09.2015

To  
The General Manager  
Department of Corporate Services,  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai-400051  
Fax: 022-26598237/38/47  
Phone No. 022-2659-8235/36

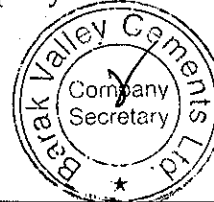
**Sub: Outcome of the 16<sup>th</sup> Annual General Meeting (AGM) along with Proceedings  
Symbol: BVCL**

Dear Sir,

This is with reference to the 16<sup>th</sup> Annual General Meeting of the Company held today i.e. on Wednesday, the 23<sup>rd</sup> day of September, 2015 at 12.30 P.M. at the Registered Office of the Company. The requisite quorum for the Annual General Meeting of the Company was present and the following businesses were transacted at the meeting:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2015 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. Bijay Kumar Garodia (DIN: 00044379), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Sh. Santosh Kumar Bajaj (DIN: 00045759), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint 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 alter Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

*Varun Kapoor*



6. To adopt new set of Articles of Association in conformity with the Table F of Schedule I of the Companies Act, 2013.
7. To approve the remuneration of the Cost Auditor of the company for the financial year ending March 31, 2015.

Pursuant to the requirement of Clause 31(d), please also find enclosed herewith a copy of proceedings of the said Annual General Meeting as Annexure 'A.'

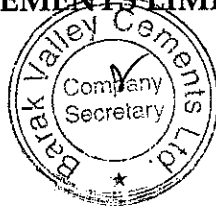
The result of Poll ordered at the Annual General Meeting and electronic voting opted by the shareholders on all the resolution from item no. 1 to item no. 7 of the notice of 16<sup>th</sup> Annual General Meeting will be forwarded separately on declaration of voting results in the format as specified under clause 35A of the listing agreement.

You are requested to consider the aforesaid for your official records and oblige.

Thanking You,

**For BARAK VALLEY CEMENTS LIMITED**

*Varun Kapoor*  
**Varun Kapoor**  
**(Company Secretary)**



Encl: As Above

Annexure 'A'

PROCEEDINGS OF THE 16<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF BARAK VALLEY CEMENTS LIMITED HELD ON WEDNESDAY, 23<sup>RD</sup> SEPTEMBER, 2015 AT 12:30 P.M. AT 202, ROYAL VIEW, B.K. KAKOTI ROAD, NEAR DGP OFFICE, ULUBARI, GUWAHATI, ASSAM-781007

**Directors and Officers present:**

1. Mr. Bijay Kumar Garodia, Chairman & Whole time director
2. Mr. Kamakhya Chamaria, Vice Chairman & Managing Director
3. Mr. Mahendra Kumar Agarwal, Vice Chairman & Director
4. Mr. Santosh Kumar Bajaj, Whole time director
5. Mr. B.P. Bakshi, Independent Director and Chairman of Nomination & Remuneration Committee and Stakeholder Grievance Committee
6. Mr. Vishal More, Independent Director and Chairman of the Audit Committee
7. Mr. Sushil Kumar Kothari, Chief Financial Officer
8. Mr. Varun Kapoor, Company Secretary & Compliance Officer

Total 43 Members attended the Meeting as per the following Records of attendance:-

Members present in Person - 35

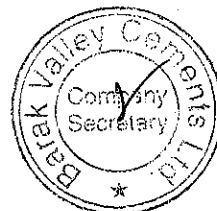
Authorised Representatives of Bodies Corporate - 03

Proxy holders - 05

The Meeting started at 12.30 P.M.

- Chairman, other Directors and Officers took the chair.
- The Company Secretary welcomed the Shareholders and requested the Chairman, Sh. Bijay Kumar Garodia, to chair the meeting.
- The Chairman welcomed all the Shareholders, Directors and others at the 16th AGM and introduced the person sitting at the Dais.
- The Chairman announced that 35 Members in person, 3 Members through Authorised representative and 5 Member through Proxy were present and called the meeting to order.

*Varun Kapoor*



- The Chairman delivered his speech covering various aspects relating to the overall industry review, performance of the Company, initiatives taken by the Company.
- With the consent of the Members present, Notice of the Annual General Meeting along with all requisite annexure was taken as read.
- The Chairman then requested Mr. Varun Kapoor, Company Secretary to read the Auditor's Report for the year ended 31<sup>st</sup> March, 2015 and the same was read by him in terms of Section 145 of the Companies Act, 2013. With the consent of the Members present, the Annexure of the Auditor's Report was taken as read.
- The Company Secretary informed the Members that pursuant to the provisions of the Companies Act, 2013, and the Rules framed thereunder and the Listing Agreement, the Company had extended remote e-voting facility to the Members of the Company in respect of the Resolutions mentioned in the Notice convening the AGM. The remote e-voting commenced at 09.00 a.m. on September 20, 2015 and ended at 05.00 p.m. on September 22, 2015.

He further informed that the Company has engaged the services of National Securities Depository Limited ("NSDL") as the authorised agency to provide e-voting facility and has appointed Mr. Balwan Jain, Chartered Accountant in Practice, (Membership No. 91276) as the Scrutinizer for the purpose of scrutinizing the remote e-voting and ballot process in a fair and transparent manner.

He further informed that the facility for voting through Physical Ballot is also available at the meeting for members who had not cast their vote through Remote E-voting.

He also informed that Mr. Balwan Jain, Scrutinizer, will consider the votes cast through Remote e-voting and Physical ballot and will then prepare consolidated report of voting on the resolutions nos. 1 to 7 as stated in the Notice and submit to the Chairman within 3 working days from the date of conclusion of e-voting period as per Rule 20 of the Companies (Management and Administration) Rules, 2014.

He further informed that after receipt of the Scrutinizer's Report, the result will be sent to the Stock Exchanges where the shares of the company are listed and shall be placed on the website of the Company as well on the website of NSDL.

- The Chairman informed that the Statutory Registers, Proxy Registers and other inspection documents were made available for inspection by the members.
- After that, the Chairman took the following agenda items one by one by briefing the justifications:

*Varun Kapoor*



### ORDINARY BUSINESS:

- **Item No. 1:** To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2015 and Statement of Profit and Loss A/c for the year ended on that date together with the Report of the Board of Directors and Auditors thereon.
- **Item No. 2:** To appoint a director in place of Sh. Bijay Kumar Garodia (DIN: 00044379), who retires by rotation and being eligible, offers himself for reappointment.
- **Item no. 3:** To appoint a director in place of Sh. Santosh Kumar Bajaj (DIN: 00045759), who retires by rotation and being eligible, offers himself for reappointment.
- **Item no. 4:** To appoint M/s. Kumar Vijay Gupta & Co., Chartered Accountants (Firm Registration No. 007814-N) as statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 18<sup>th</sup> Annual General Meeting to be held in the year 2017 and to authorize the board of directors to fix their remuneration.

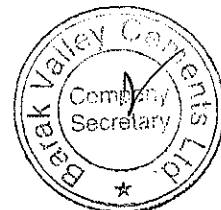
### SPECIAL BUSSINESS:

- **Item no. 5:** To alter Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.
- **Item no. 6:** To adopt new set of Articles of Association in conformity with the Table F of Schedule I of the Companies Act, 2013
- **Item no. 7:** To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2015

During the course of the Meeting, on one occasion the Chairman being interested in respect of Item No. 2, which pertained to appointment of the Chairman, entrusted the conduct of the proceedings to Mr. Kamakhya Chamaria, Disinterested Director, and resumed the Chair after the respective item of business was transacted.

The Chairman thanked the Members for their active participation and declared the Meeting as closed as all the business had been transacted and invited all the members and colleagues on the Board for tea and refreshment.

*Varun Kapoor*



The Company Secretary proposed a vote of thanks to the Chair and the meeting ended.

For BARAK VALLEY CEMENTS LIMITED

*Varun Kapoor*  
Varun Kapoor  
(Company Secretary)

