



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 Eighteenth Annual General Meeting of the Members of **BARAK VALLEY CEMENTS LIMITED** will be held on Thursday, the 28th day of September, 2017 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, 2017 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Bijay Kumar Garodia (DIN: 00044379), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Mr. Santosh Kumar Bajaj (DIN: 00045759), who retires by rotation and being eligible, offers himself for reappointment.
4. Appointment of Statutory Auditors of the Company and to fix their remuneration.

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 provisions of Section 139, 141, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and rules, if any, (including any statutory modifications(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. P.K. Lakhani & Co., Chartered Accountants (Regn. No. 014682N) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Kumar Vijay Gupta & Co., Chartered Accountants (Regn. No. 007814-N) the retiring Auditors, at such remuneration including applicable taxes and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT M/s. P.K. Lakhani & Co., Chartered Accountants, if appointed as the Statutory Auditors of the Company, shall hold office for

a period of five years from the conclusion of this Annual General Meeting until the conclusion of the 23rd Annual General Meeting to be held in the year 2022 (subject to ratification of the members at every Annual General Meeting).

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.”

SPECIAL BUSINESS

5. Re-appointment of Mr. Kamakhya Chamaria (DIN:00612581) as Vice Chairman and Managing Director of the Company designated as Key Managerial Personnel 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 recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Kamakhya Chamaria (DIN:00612581) as a Vice Chairman and Managing Director of the Company designated as Key Managerial Personnel for a period of Three (3) consecutive years with effect from 30th September, 2017, on the terms and conditions of appointment and remuneration as contained in the draft agreement, is placed before the meeting, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the remuneration payable to Mr. Kamakhya Chamaria, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 and in the event of absence or inadequacy of

profits in any financial year, during the currency of the tenure of Mr. Kamakhya Chamaria as Vice Chairman and Managing Director, the monthly salary, allowances, perquisites and other benefits shall be paid to him in accordance with and subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof; as may be agreed to by the Board of Directors and Mr. Kamakhya Chamaria.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/consent from the government departments, if any, as may be required in this regard."

6. Ratification of Remuneration to the Cost Auditor.

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), the consent of the Company be and is hereby accorded for the appointment of Mr. Nirmalendu Kar Purkayastha, Cost Accountants, as Cost Auditors as appointed by the Board of Directors of the Company as such to conduct the audit of the cost records of the Company for the financial year 2017-18 with the payment of remuneration of Rs.30,000/- (Rupees Thirty Thousand Only) (including out of pocket expenses as may be incurred for Travelling/conveyance on actual basis).

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.”

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

**Sd/-
(Bijay Kumar Garodia)
Chairman & Non-Executive Director
DIN : 00044379
Add: CF-366,
Salt Lake City, Kolkatta
West Bengal-700064**

**Place: New Delhi
Date: 23.08.2017**

NOTES:

1. An 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.
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 Friday, the 22nd day of September, 2017 to Thursday, the 28th day of September, 2017 (both days inclusive).
8. 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.
9. 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-I, New Delhi-110020
Ph: 011-41406149; Fax: 011-41709881,
E-Mail: admin@mcsregistrars.com
10. 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.
11. 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
12. 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.

13. Pursuant to provisions of Section 124 of the Companies Act, 2013, Dividend for the Financial year 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 year 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.
14. 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.
15. 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.
16. 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.
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. 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.
20. 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 2016-17 also, it has done so, the Copies of the Annual Report for Financial Year 2016-17, 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 2016-17 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 2016-17 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.

21. 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.
22. 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.
23. **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 Monday, 25th September, 2017 (9:00 am) and ends on Wednesday, 27th September, 2017 (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 20th September, 2017, 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 Participants(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.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “remote e-voting.pdf”.

(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 “EVEN” 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:

EVEN (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.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- 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 date of 20th September, 2017.
- 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. 20th September, 2017, 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" or "Physical User Reset 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 & Non-Executive Director
DIN : 00044379
Add: CF-366,
Salt Lake City, Kolkatta
West Bengal-700064**

**Place: New Delhi
Date: 23.08.2017**

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

As required by Section 102(1) of the Companies Act, 2013 (“Act”), the following explanatory statement set out all material facts relating to the business mentioned under Item Nos. 5 to 6 of the accompanying Notice:

ITEM NO. 5

Mr. Kamakhya Chamaria (DIN : 00612581) was re-appointed as Managing Director for a term of 3 years w.e.f. 30.09.2014 and his tenure will expire on September 29, 2017. Board feel that the services of Mr. Kamakhya Chamaria should be available for a further period of 3 (three) years with effect from 30th September, 2017.

The Company has received consent in writing from Mr. Kamakhya Chamaria to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Board had, based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders at 18th Annual General Meeting, reappointed Mr. Kamakhya Chamaria as Vice Chairman and Managing Director of the Company at their meeting held on August 23, 2017.

Members approval is required by way of special resolution for the re-appointment of Mr. Kamakhya Chamaria as Managing Director of the Company for a term of three years w. e. f. 30.09.2017.

The material terms of re-appointment of Mr. Kamakhya Chamaria, Vice Chairman and Managing Director as contained in the draft Agreement are given below: -

- i. Salary including all Allowances and Commission (hereinafter referred to as “Remuneration”): Rs. 200,000/- per month.
- ii. The appointment of the Vice Chairman and Managing Director is for a period of three years with effect from 30th September 2017.
- iii. Notwithstanding anything to the contrary herein contained, where in any Financial Year during the tenure of the Vice Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

iv. Other Terms:

1. The office of Mr. Kamakhya Chamaria shall not be determined by retirement of director by rotation.
2. That all the powers and duties, as delegated to Mr. Kamakhya Chamaria in the capacity of Managing Director of the Company by the Board and the members of the Company, shall be exercised and performed by him diligently, faithfully and to the best to his ability under the directions, control and supervision of the Board of Directors of the Company.
3. That if before the expiry of the term of Mr. Kamakhya Chamaria i.e. 30.09.2020, the Company is lawfully wound up or amalgamated with any other company, Mr. Kamakhya Chamaria shall not be entitled to stake his claims of compensation against the company for premature termination of this agreement.
4. That during the continuance of this agreement the Mr. Kamakhya Chamaria shall not reveal company secrets or confidential information with regards to the affairs and business of the company to any third party. He shall also not indulge himself, directly or in directly, in any other business during the period of continuance of this agreement.
5. The terms and conditions of the appointment of the Vice Chairman and Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit.
6. The appointee Director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
7. The appointee Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respect and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

Copy of the Draft Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Kamakhya Chamaria under Section 190 of the Act.

Mr. Kamakhya Chamaria being appointee is interested in the resolution set out at Item No. 5 of the notice, which pertains to

approval of his appointment and remuneration payable to him. The relatives of Mr. Kamakhya Chamaria may be deemed to be interested in the resolution set out at Item No. 5 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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. 5 of the Notice.

The Board recommends the Special Resolution set out at item no. 5 of the notice for your approval.

Statement of information in terms of Section II of Part II of Schedule V to the Companies Act, 2013 is given below: (Item no. 5)

I. GENERAL INFORMATION

1. **Nature of Industry:** Cement and Clinker Manufacturing.
2. **Date of Commencement of Commercial Production:** The Company has commenced its commercial production of March 14, 2001.
3. **Financial Performance of the Company:**

(Rs. in Lacs)

Particulars	Year Ended as at 31st March, 2017	Year Ended as at 31st March, 2016
Revenue from Operations (net)	12,252.80	10,921.65
Profit before Income Tax	225.08	(205.35)
Profit After tax	134.87	(215.07)

4. **Foreign Earnings, investments or collaborations:** NRI's hold 0.5136% of equity capital of the Company.

II. Information about the appointee:

S.No.	Particulars	Mr. Kamakhya Chamaria
1	Background details	Mr. Kamakhya Chamaria has been associated with the Company since 2005 and has been instrumental in formulation of long-term vision and strategy of the Company. Mr. Chamaria is having very good knowledge of accounts and finance. Mr. Chamaria is a man of amiable nature, coupled with a resolute mind and farsightedness. He has built up a good reputation in the industry and Government circles in both Assam and Arunachal Pradesh. Mr. Chamaria has been crowned with the 'UDYOG RATAN AWARD' bestowed by the Institute of Economic Studies for outstanding performance in the field

		of industrial development, "Rajiv Gandhi Excellence Award", "Bharat Vikas Ratan Award" from Hon'ble Governor of Orissa. He has also been honored with "Bharat Gaurav Award" by Citizen Piece Society, Mumbai and "Asia Pacific Excellence Award" in the Seminar of Nepal-India Forum for Peace & Development, Kathmandu, Nepal by Deputy Prime Minister & Minister for Finance, Govt. of Nepal.
2	Past Remuneration	For FY 2016-17, Mr. Kamakhya Chamaria was paid a remuneration of Rs. 24,00,000/- in his capacity as Vice Chairman and Managing Director.
3	Recognition or Awards	As mentioned above in the point no. 1 under the Information about the Appointee.
4	Job profile and his suitability	Mr. Chamaria shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more subsidiaries.
5	Remuneration proposed	As mentioned under point no. i under the terms and conditions of his reappointment. The remuneration payable has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors.
6	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	As mentioned under point no. i under the terms and conditions of his reappointment. The remuneration payable has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors.
7	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Brother of Mr. Prahlad Rai Chamaria, Promoter of the Company. Mr. Chamaria individually holds 3,40,000 equity shares of the Company.

III. Other Information:

1. Reasons of loss or inadequate profits:

Following conditions were responsible for loss or inadequate profits of the Company during the Financial year 2015-16:

- (a) Repair and Maintenance of the plant and planned shutdown of plant for major renovation/ expansion of capacities which lead to lower production of Cement and Clinker of the Company.
- (b) Adverse weather conditions throughout the year.
- (c) The company faces aggressive competition from other players of Cement Industry.
- (d) There has been an abnormal increase in key raw material prices and overheads in proportion to sale price.

2. Steps taken or proposed to be taken for improvement:

The Company undertook several steps aimed at lowering the overheads and aligning resources with current levels of operations and maximizing the

capacity utilization. The Company continues to focus on upholding of its high quality standards, increase in its cost competitiveness and on widening of its distribution network. These steps are expected to positively impact the company's operations in the near to medium term.

3. Expected Increase in productivity and profits in measurable terms:

The Company has undergone expansion of its cement and clinker manufacturing capacity of its existing unit during the previous financial year 2016-17. The Company is expected to increase the production of cement with the increase in the production capacity in the coming year which will in return improve the revenue and the profitability. The management has also adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. The Management is confident of keeping a higher growth ratio in the period to come.

II. Disclosures:

The details of remunerations and other information is given in the Corporate Governance part of the Directors' Report.

ANNEXURE TO ITEM NO. 2, 3, & 5 OF THE NOTICE

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Bijay Kumar Garodia and Mr. Santosh Kumar Bajaj, 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 196 of the Companies Act, 2013 Mr. Kamakhya Chamaria (Managing Director) is being re-appointed in the ensuing Annual General Meeting. 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. Bijay Kumar Garodia	Mr. Santosh Kumar Bajaj	Mr. Kamakhya Chamaria
DIN	00044379	00045759	00612581
Age (Years)	60 years	60 years	65 years
Nationality	Indian	Indian	Indian
Qualification	Commerce Graduate	Commerce Graduate	Commerce Graduate
Experience (years)	39	35	42
Brief resume	As appended to this Notice	As appended to this Notice	As appended to this Notice
Expertise in special functional Area	Administration	Sales and Marketing	Accounts, Finance, Sales and Production
Date of First Appointment on the Board of the Company	28/04/1999	28/04/1999	30/09/2003
Date of First Appointment on the Board of the Company	28/04/1999	28/04/1999	30/09/2003
Terms & condition of re- appointment	Chairman and Non-Executive Director liable to retire by rotation	Whole-time Director liable to retire by rotation	Being appointed as the Vice Chairman & Managing Director not liable to retire by rotation upto 29.09.2020
Details of remuneration sought to be paid and remuneration last drawn	Nil	Nil	Rs. 2,00,000/- per month
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	21,62,650 shares	18,84,500 shares	3,40,000 shares
Relationship between the Directors inter se and other key Managerial Person	Brother of Mr. Mahendra Kumar Agarwal's wife	None	Brother of Mr. Prahlad Rai Chamaria
No. of Board Meetings attended during the year'	3 out of 4	3 out of 4	4 out of 4
List of Directorship held in other Companies (excluding Foreign Companies)	DIRECTORSHIP: Public Companies: Energy Development Company Limited Private Companies: Prithvi Ferro Alloys Private Limited Sri Vaibhav Laxmi Metals Private Limited Kamrup Healthcare Private Limited	DIRECTORSHIP: Public Companies: Goombira Tea Co Limited Cement International Limited Private Companies: Om Infracon Private Limited	DIRECTORSHIP: Public Companies: Goombira Tea Co Limited North East Power And Infra Limited
Membership/ Chairmanships of Committees of Boards of other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	Nil	Nil	Nil

BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT

Mr. Bijay Kumar Garodia

Mr. Bijay Kumar Garodia, aged about 60 years, is the Promoter Director of the Company. He is a Commerce Graduate. He has vast knowledge, experience in promoting and developing various industries in North East Region.

He started his business carrier in 1978 by establishing a small scale industry and within a decade he established himself as a successful entrepreneur, he has also promoted Forest Product based industry in the North Eastern state of Assam and Arunachal Pradesh.

Mr. Garodia was duly appointed as a Director of the Board of Arunachal Pradesh Forest Product Corporation Limited in 1995 and subsequently awarded the "National Citizenship Award" for his dedicated services to the backward areas in North East India by the Honorable Prime Minister of India in the year 1995.

Mr. Santosh Kumar Bajaj

Mr. Santosh Kumar Bajaj, aged about 60 years, is the Promoter Director of your Company. He is an Industrialist and businessman of good repute and having vast expertise knowledge and marketing skills.

Mr. Bajaj started his business carrier as a trader, joining his family business and is representing third generation of his family in Cement Business, which act as a valuable source of vast knowledge for your company.

ITEM NO. 6

The Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Nirmalendu Kar Purkayastha as the 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. 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor.

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. 6 of the Notice.

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

Note:

- a) The aforesaid information is as at 31st March, 2017.
- 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.

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

**Sd/-
(Bijay Kumar Garodia)
Chairman & Non-Executive Director
DIN : 00044379
Add: CF-366,
Salt Lake City, Kolkatta
West Bengal-700064**

**Place: New Delhi
Date: 23.08.2017**



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:
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*Applicable to members holding shares in electronic form

I hereby record my presence at the **18th ANNUAL GENERAL MEETING of Barak Valley Cements Limited** held on Thursday, the 28th day of September, 2017 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

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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 18th Annual General Meeting of the company, to be held on Thursday, the 28th day of September, 2017 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, 2017 together with the Report of the Board of Directors and the Auditors thereon		
2.	Re-appointment of Mr. Bijay Kumar Garodia (DIN: 00044379) as a Director of the Company, liable to retire by rotation.		
3.	Re-appointment of Mr. Santosh Kumar Bajaj (DIN: 00045759) as a Director of the Company, liable to retire by rotation.		
4.	Appointment of Statutory Auditors of the Company and to fix their remuneration.		
5.	Re-appointment of Mr. Kamakhya Chamaria (DIN: 00612581) as Vice Chairman and Managing Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2017.		
6.	Ratification of remuneration payable to Cost Auditors.		

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

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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.

