



# BARAK VALLEY CEMENTS LTD.

281, Deepali, Pitam Pura, Delhi-34 Tel. : +91-11-27033828 / 829 Fax : +91-11-27033830  
E-mail : delhi@barakcement.com • Website : www.barakcement.com  
CIN : L01403AS1999PLC005741



ISO 9001:2015 CERT. No.:  
QAC/R91/1941

## Corporate Governance Report on quarterly basis

1. Name of Listed Entity: Barak Valley Cements Limited  
2. Quarter ending: March 31, 2020  
3. Script Code: 532916

Annexure - I

Title (Mr / Ms.)	Name of the Director	PAN <sup>1</sup> & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>2</sup>	Date of Birth	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 20(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Kanakhya Chamarin	ADTTC7503100612581	Executive	26-May-52	30-Sep-09	30-Sep-17	-	-	1	0	Audit Committee-1 Stakeholder Committee-1	0
Mr	Santosh Kumar Bajaj	ACQP30818D00045759	Executive	09-Aug-57	13-Mar-06	30-Sep-17	-	-	1	0	Audit Committee-0 Stakeholder Committee-0	0
Mr	Mahendra Kumar Agarwal	ABMPA8813G0004343	Non Independent - Non Executive	07-Oct-63	30-Nov-99	28-Sep-18	-	-	1	0	Audit Committee-0 Stakeholder Committee-0	0
Mr	Dhanraj Ram Agarwal	ACZPA4900E00322861	Independent - Non Executive	13-Jan-59	13-Mar-06	27-Sep-19	-	60	2	2	Audit Committee-1 Stakeholder Committee-2	1
Mr	Renu Kejriwal	ARZPK961R06768299	Independent - Non Executive	20-Aug-73	20-Dec-13	27-Sep-19	-	60	1	1	Audit Committee-1 Stakeholder Committee-0	1
Mr	Shyam Agarwal	AFUPA961G00294059	Independent - Non Executive	13-Nov-52	14-Nov-18	27-Sep-19	-	60	1	1	Audit Committee-1 Stakeholder Committee-1	1
Mr	Puran Chand	ACDPC3778N08468978	Independent - Non Executive	01-Feb-50	29-May-19	27-Sep-19	-	60	1	1	Audit Committee-0 Stakeholder Committee-0	0

<sup>1</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>2</sup>Category of directors means executive/non-executive/independent/nominee; if a director fits into more than one category write all categories separating them with hyphen

To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Mrs. Renu Kejriwal Sh. Shyam Agarwal Sh. Kanakhya Chamarin	Chairperson - Independent - Non Executive Independent - Non Executive Executive	13-Aug-18 13-Feb-19 09-Jun-07	-
2. Nomination & Remuneration Committee	Mrs. Renu Kejriwal Dr. Dhanraj Ram Agarwal Sh. Mahendra Kumar Agarwal	Chairperson - Independent - Non Executive Independent - Non Executive Non-Independent-Non Executive	13-Feb-19 07-Sep-06 13-Nov-19	-
3. Risk Management Committee (if applicable)	Not Applicable		Not Applicable	
4. Stakeholders Relationship Committee*	Sh. Shyam Agarwal Dr. Dhanraj Ram Agarwal Sh. Kanakhya Chamarin	Chairperson - Independent - Non Executive Independent - Non Executive Executive	13-Feb-19 07-Sep-06 25-Jul-08	-

\* Category of directors means executive/non-executive/independent/nominee; if a director fits into more than one category write all categories separating them with hyphen

Date(s) of Meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	No. of Directors Present	No. of Independent Directors Present at the meeting
November 13, 2019	-	-	-	-
December 31, 2019	January 31, 2020	30 Days	5	3

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	No. of Directors Present	No. of Independent Directors Present at the meeting
November 13, 2019	Yes - 3 members present	January 31, 2020	78 Days	3	2
December 31, 2019	Yes - 2 members	-	-	-	-

\* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	No. of Directors Present	No. of Independent Directors Present at the meeting
February 18, 2020	-	-	-	3	2

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V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES
<b>Note</b>	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	
VI. Affirmations	
1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2 The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a Audit Committee	
b Nomination & remuneration committee	
c Stakeholders relationship committee	
d Risk Management committee - Not applicable - (applicable to the top 500 listed companies)	
3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: No Comments	
For Barak Valley Cements Limited	
Kamukhya Chamarla Managing Director	

**Note:**  
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



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## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA
Advertisements as per Regulation 47(1)	Yes
Credit Rating or Revision in Credit Rating Obtained	NA
Separate Audited Financials of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution Policy as per Regulation 43A (as applicable)	NA
It is certified that these contents on the website of listed entity are correct	Yes

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes

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Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20 (2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of risk management committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of Related Party Transactions on Consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secreterial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25 (3)&(4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance from Independent Directors	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior	26(2) & 26(5)	Yes
<b>Note</b>		
<b>III Affirmations:</b>		
<b>Kamakhya Chamaria</b>		
<b>Vice Chairman &amp; Managing Director</b>		

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