



# 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

Ref: 2909/BVCL/2018-19

September 29, 2018

To  
The General Manager  
Department of Corporate Services,  
BSE Limited  
Phiroze Jee Jee Bhoy Tower  
Dalal Street, Fort  
Mumbai-400001  
Fax: 022-22722061/41/39  
Phone No. 91-22-22721233/4

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

Scrip Code- 532916

Scrip Code- BVCL

**Sub: Alteration of Articles of Association as per regulation 30 read with Part-A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

This is in continuation to our earlier communications dated September 28, 2018. Pursuant to the Regulation 30 read with Part-A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit that the clause 37 of the Articles of Association (AOA) has been amended by the way of special resolution passed by the shareholders at the 19<sup>th</sup> Annual General Meeting of the Company held on September 28, 2018. We are attaching herewith resolution along with explanatory statement giving brief of amendments to the Articles of Association.

Kindly acknowledge and take the same on the records.

Thanking you,  
Yours Faithfully,

For BARAK VALLEY CEMENTS LIMITED

  
Gaurav Aggarwal

(Company Secretary & Compliance Officer)





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**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE SHAREHOLDERS OF BARAK VALLEY CEMENTS LIMITED AT ITS 19<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON FRIDAY, SEPTEMBER 28, 2018 AT 12.30 P.M. AT 202, ROYAL VIEW, B.K. KAKOTI ROAD, NR. DGP OFFICE, ULUBARI, ASSAM-781007**

**ALTERATION OF THE ARTICLES OF THE COMPANY**

“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.”

Certified True Copy

**FOR BARAK VALLEY CEMENTS LIMITED**

**Gaurav Aggarwal**

**(Company Secretary & Compliance Officer)**



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

**Place: New Delhi  
Date: 13.08.2018**

