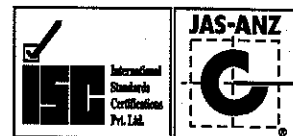




# BARAK VALLEY CEMENTS LTD.

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

CIN:L01403AS1999PLC005741

## Quarterly Compliance Report on Corporate Governance

Name of the Company: Barak Valley Cements Limited,

Symbol: BVCL

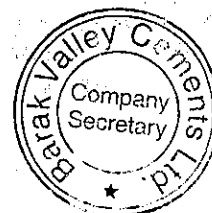
Quarter ending on: 31<sup>st</sup> December, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	

*T. Chavva Janying*

<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	There is no material Related party transactions during the quarter ended 31.12.2014 and clause 49 (VIII A) (2) has been complied and the compliance will continue in the Annual report for the Financial Year 2014-15.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Has been complied in the annual report of Financial year 2013-14 and compliance will continue in the Annual report for the Financial Year 2014-15.
(C) Remuneration of Directors	49 (VIII C)	Yes	Has been complied in the Annual Report of Financial Year 2013-14 and the compliance will continue in next Annual Report for the Financial Year 2014-15.
(D) Management	49 (VIII D)	Yes	Provisions of Clause 49 (VIII D) (1) has been complied in the Annual Report for Financial Year 2013-14 and the compliance will continue in next Annual Report for the Financial Year 2014-15.
(E) Shareholders	49 (VIII E)	Yes	Provisions of Clause 49 (VIII E) (1) & (2) has been complied in the Annual Report for Financial Year 2013-14 and the compliance will continue in next Annual Report for the Financial Year 2014-15.
(F) Proceeds from public issues, rights	49 (VIII I)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	Provisions of Clause 49 (X) (A) has been complied in the Annual

*T. K. Jaiswal*



			Report for Financial Year 2013-14 and the compliance will continue in next Annual Report for the Financial Year 2014-15.
XI. Compliance	49 (XI)	Yes	Provision of Clause 49 (XI) has been complied in the Annual Report for the Financial Year 2013-14 and the compliance will continue in next Annual Report for 2014-15.

**Note:**

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.

2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).

3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

**For BARAK VALLEY CEMENTS LIMITED**

*Bhavna Jangid*  
**Bhavna Jangid**  
**(Company Secretary)**

