



## BARAK VALLEY CEMENTS LIMITED

CIN : L01403AS1999PLC005741

Regd. Office: 202, Royal View, B.K. Kakoti Road, Ulubari, Guwahati, Assam – 781007

E-mail : cs@barakcement.com, Website : www.barakcement.com

Phone : 0361-2464670, Fax : 91-361-2464672

### NOTICE

**NOTICE** is hereby given that the Sixteenth Annual General Meeting of the Members of **BARAK VALLEY CEMENTS LIMITED** will be held on Wednesday, the 23<sup>rd</sup> day of September, 2015 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 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, as Statutory Auditors of the Company and to fix their remuneration 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and rules, if any, M/s Kumar Vijay Gupta & Co., Chartered Accountants (Regn. No. 007814-N) retiring Statutory Auditor of the Company be and are hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 18th Annual General Meeting to be held in the year 2017 (subject to ratification of the members at every Annual General Meeting) on such remuneration as may finalised by the Board of Directors of the Company or any Committee thereof, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.”

#### SPECIAL BUSINESS:

5. To alter Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:  
**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the company be and is hereby accorded to amend the Articles of Association of the Company in the manner set out herein below:

The following clause to be inserted in the Articles of Association:

#### **80. NOMINEE DIRECTOR/OBSERVER**

80.1 Notwithstanding anything to the contrary contained in these articles, so long as any moneys remain owing by the borrower to the public financial institutions (PFIs), the banks out of any loans granted by them to the borrower or so long as PFIs or banks (each of which PFIs or banks is here in after in this article referred to as “the corporation”) continue to hold debentures in the borrower by direct subscription or private placement, or so long as the corporation holds shares in the borrower as a result of underwriting or direct subscription or so long as any liability of the borrower arising out of any guarantee furnished by the corporation on behalf of the borrower remains outstanding, the corporation shall have a right to appoint from time to time, any person or persons as a director or directors, whole time or non-whole time, (which director or directors is /are here in after referred to as “Nominee directors/s”) or as an observer or observers (which observer or observers is /are here in after referred to as “observer/s”) on the board of the borrower and to remove such office any person or persons so appointed and to appoint any person or persons in his or their places/s.

80.2 The board of directors of the borrower shall have no power to remove from office the Nominee director/s or observer/s. At the option of the corporation such Nominee director/s shall not be required to hold any share qualification in the borrower.

80.3 At the option of corporation such Nominee director/s shall not be required to hold any share qualification in the borrower. Also at the option of the corporation such Nominee director/s shall not be liable to retirement by rotation of directors. Subject as aforesaid, the Nominee director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other director of the borrower.

80.4 The Nominee director/s or the observer, as the case may be, so appointed shall hold the said office only so long as any moneys remain owing by the borrower to the corporation or so long as the corporation holds debentures in the borrower as a result of direct subscription or private placement or so long as the corporation holds shares in the borrower as a result of underwriting or direct subscription or conversion of loan into equity or the liability of the borrower arising out of the guarantee is outstanding and the Nominee.

80.5 Director/s or observer so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the borrower to the corporation are paid off or on the corporation ceasing to hold debentures / shares in the borrower or on the satisfaction of the liability of the borrower arising out of the guarantee furnished by

the corporation.

- 80.6 The Nominee director/s appointed under this article shall be entitled to receive all notices of and attend all general meetings, board meetings and of the meeting of the committee of which the Nominee director/s is/are member/s also the minutes of such meetings. The observer, if appointed under this article, shall be entitled to receive all notices of and attend all general meetings, board meetings and of the meetings of the committee including the minutes of such meetings, irrespective of him not being a member of the board. The corporation shall also be entitled to receive all such notices and minutes.
- 80.7 The borrower shall pay to the Nominee director/s sitting fees and expenses to which the other directors of the borrower are entitled, but If any other fees, commission, monies or remuneration in any form is payable to the directors of the borrower, the fees, commission, monies and remuneration in relation to such Nominee director/s shall accrue to the corporation and the same shall accordingly be paid by the borrower directly to the corporation. Any expenses that may be incurred by the corporation or such Nominee director/s in connection with their appointment or directorship shall also be paid or reimbursed by the borrower to the corporation or, as the case may be, to such Nominee director/s Provided that if any such Nominee director/s is an officer of the corporation the sitting fees, in relation to such Nominee director/s shall also accrue to the corporation and the same shall accordingly be paid by the borrower directly to the corporation.
- 80.8 In the event of the Nomine director/s being appointed as whole time director/s, such nominee director/s shall exercise such powers and have such rights as are usually exercised or available to a whole time director in the management of the affairs of the borrower, such whole time director/s shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the corporation.
- 80.9 The borrower shall pay to the observer a token amount for attending the meetings of the board etc. on behalf of the corporation in a form as direct by the corporation and the same shall accordingly be paid by the borrower directly to the corporation. Any other expenses that may be incurred by the corporation or such observer in connection with attending the meetings of the board shall also be corporation or, as the case may be, to observer.
- 80.10 The borrower shall indemnify the Nominee director/observer, as the case may be, if any, against:
- any act, omission or conduct of the borrower, the promoters or their employees or agents as a result of which, in whole or in part, the Nominee director or observer, if any are made party to, or otherwise incur any loss pursuant to, any action, suit, claim or proceeding arising out of or relating to any such conduct ; or
  - any action or failure to act undertaken by the Nominee director/observer, if any, at the request of or with the consent of the borrower or Any of the promoters; or (c) contravention of any law including, without limiting the generality of the foregoing, the

foreign exchange management act, 1999, Securities and Exchange Board of India Act and the rules & regulations issued there under, laws relating to Listing, Provident Fund, Gratuity, Labour, Environment and Pollution.

**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.”

6. To adopt new set of Articles of Association in conformity with the Table F of Schedule I of the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Act or law for the time being in force, (including any statutory modifications or re-enactment thereof, for the time being in force) new set of Articles of Association as per the Table F of Schedule I, be and is hereby approved and adopted in the place and in exclusion and substitution of the existing Articles of Association of the Company

**RESOLVED FURTHER THAT** the approved & adopted new set of Articles of Association of the company be and is hereby made available at the registered office of the company for further inspection

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

7. To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2015 and in this regard 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 M/s 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 2015-16 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**

Place : New Delhi  
Date : 30.05.2015

**(Bijay Kumar Garodia)**  
Chairman & Whole Time Director  
DIN : 00044379  
Add: CF-366, Salt Lake City,  
Kolkata-700064, West Bengal

**NOTES:**

1. 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.
2. The instrument appointing a proxy, to be effective, must be duly filled, stamped and must reach the company's registered office not later than 48 hours before the commencement of the meeting. A blank proxy form is annexed to this notice.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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. The shareholders are requested to bring their copy of Annual Report to the meeting.
5. As required by Clause 49 of the Listing Agreement, the relevant details of the Directors liable to retire by rotation and seeking appointment/re-appointment are annexed herewith.
6. The 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.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 17<sup>th</sup> day of September, 2015 to Wednesday, the 23<sup>rd</sup> day of September, 2015 (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, and the draft of the new Articles of Association of the Company 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. The Registrar & Share Transfer Agent (R&T Agent) of your Company, has changed its name from M/s. MCS Limited to M/s. MCS Share Transfer Agent Limited consequent to which, all investors related communications which were previously addressed to MCS Limited shall now be addressed to 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 205A(5) of the Companies Act, 1956, Dividend for the Financial years 2008-09 & 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 205C of the Companies Act, 1956. Shareholders who have not encashed the dividend warrant(s) so far for the financial years 2008-09 & 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. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
18. For any investor related queries, communication may be sent by e-mail to cs@barakcement.com.
19. 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.
20. Securities and Exchange Board of India (SEBI) had directed that it shall now be mandatory to furnish copy of PAN card to the company/RTA for Registration of transfer/transmission/transposition of shares of the company in relation to securities market transactions and off-market/private transactions in physical form of listed companies. Hence, all prospective shareholders acquiring shares in physical form are requested to

provide a copy of their PAN card along with their request for registration of transfer/transmission/ transposition of shares of the Company.

21. 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.
22. 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 29<sup>th</sup> 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 2014-15 also, it has done so, the Copies of the Annual Report for Financial Year 2014-15, 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 2014-15 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 2014-15 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.

23. 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.
24. 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 Clause 35B of the Listing Agreement, 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 20<sup>th</sup> September, 2015 (9:00 am) and ends on 22<sup>nd</sup> September, 2015 (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 16<sup>th</sup> September, 2015, 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.
    - (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 "REVEN" 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 : REVEN (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](http://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.
- 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 equity share capital of the Company as on the cut-off date of 16<sup>th</sup> September, 2015.
- 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. 16<sup>th</sup> September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [cabjain@gmail.com](mailto:cabjain@gmail.com) or [cs@barakcement.com](mailto: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" option available on [www.evoting.nsdl.com](http://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](http://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 & NSE Limited.

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

Place : New Delhi  
Date : 30.05.2015

**(Bijay Kumar Garodia)**  
Chairman & Whole Time Director  
DIN : 00044379  
Add: CF-366, Salt Lake City,  
Kolkata-700064, West Bengal

#### **ANNEXURE TO NOTE NO. 5 OF THE NOTICE**

Details of Directors seeking re-appointment in the 16<sup>th</sup> Annual General Meeting of the Company pursuant to clause 49 of the Listing Agreement:

#### **I. BRIEF RESUME**

##### **Sh. Bijay Kumar Garodia**

Sh. Bijay Kumar Garodia, aged about 58 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.

Sh. 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.

**Sh. Santosh Kumar Bajaj**

Sh. Santosh Kumar Bajaj, aged about 58 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.

Sh. 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.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**ITEM NO. 05**

The Lenders of the company has moved a formal requisition in writing for the Appointment of "Nominee Director/Observer" in the company. The company on considering the adherence of independent and informed requirements of the Lenders with such embodied rights, duties, powers, obligations or other facts and matters as described in the above Clause 80 of the said resolution has ratified the contention for induction of "Nominee Director/Observer" into the Management of the company. Therefore in pursuit of the proposal for induction of "Nominee Director/Observer" it was examined that the required clause in the Articles of Association was not into existence. Hence, it cast an obligation upon the company to amend the Articles of Association by insertion of suitable Clause 80 for the Appointment of "Nominee Director/Observer" into the management of the company.

Where as all the rights, duties, powers, authorities, obligations, remuneration, restrictions, liabilities, with respect to the appointment, removal and functioning of the "Nominee Director/Observer" shall be included in the Clause 80 as suitably depicted in the Resolution above.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**ITEM NO. 06**

The Companies Act, 2013 came largely in force. On 12<sup>th</sup> September, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on 26<sup>th</sup> March, 2014, MCA notified most of the remaining Sections and barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter-alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247) and the substantive sections of

the Companies Act, 2013 which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Therefore, some regulations in the existing AoA are no longer in conformity with the Act. Hence, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The company instigates to substitute new AoA in place of the existing AoA based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares and the proposed new set of AoA is being uploaded on the Company's website for inspection and perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

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

**ITEM NO. 07**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Nirmalendu Kar Purkayastha as Cost Auditor of the company to conduct the audit of the cost records for the financial year ending 31<sup>st</sup> March 2016 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, 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 for the financial year ending 31<sup>st</sup> March, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

**Note:**

- The aforesaid information is as at 31<sup>st</sup> March, 2015.
- The Directorships/Committee Memberships exclude foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.
- Only two committees viz. Audit Committee and Stakeholder Relationship Committee have been considered for determining Chairmanship/Membership which is pursuant to Clause 49 of the Listing Agreement.

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

Place : New Delhi  
Date : 30.05.2015

**(Bijay Kumar Garodia)**  
Chairman & Whole Time Director  
DIN : 00044379  
Add: CF-366, Salt Lake City,  
Kolkata-700064, West Bengal



## BARAK VALLEY CEMENTS LIMITED

CIN : L01403AS1999PLC005741

Regd. Office: 202, Royal View, B.K. Kakoti Road, Ulubari, Guwahati, Assam – 781007

E-mail : cs@barakcement.com, Website : www.barakcement.com

Phone : 0361-2464670, Fax : 91-361-2464672

### **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 16th Annual general meeting of the company, to be held on Wednesday, the 23rd day of September, 2015 at 12.30 p.m. at 202, Royal View, B.K. Kakoti Road, Near DGP Office 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 consider and adopt the audited Balance Sheet of the Company as at 31 <sup>st</sup> March, 2015 and Profit and Loss A/c for the year ended on that date together with the Report of the Directors and Auditors thereon.		
2.	Re-appointment of Sh. Bijay Kumar Garodia (DIN: 00044379) Director, retiring by rotation.		
3.	Re-appointment of Sh. Santosh Kumar Bajaj (DIN: 00045759) Director, retiring by rotation.		

S.No.	Resolution	For	Against
4.	Appointment of 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		
6.	To Adopt new set of Articles of Association of the Company		
7.	To Consider and approve the Remuneration of Cost Auditor.		

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.





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### 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.

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the Shareholders (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

\*Applicable to members holding shares in electronic form

I hereby record my presence at the **16th ANNUAL GENERAL MEETING** of **BARAK VALLEY CEMENTS LIMITED** held on Wednesday, the 23rd day of September, 2015 at 202, Royal View, B.K.Kakoti Road, 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 (Remote E-voting Event Number)	User ID	PASSWORD/PIN



## **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:

\_\_\_\_\_  
First Holder Signature

#### **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.