

BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

Regd. Office: 202, Royal View, B.K. Kakoti Road, Near DGP Office,
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 Twentieth Annual General Meeting of **BARAK VALLEY CEMENTS LIMITED** will be held on Friday, the 27th Day of September, 2019 at Registered Office of the Company at 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007 at 11:30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company (including audited consolidated financial statements) for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Santosh Kumar Bajaj (DIN: 00045759), who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

3. **Ratification of Remuneration to the Cost Auditor for the Financial Year ending March 31, 2020.**

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 provision of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the Company hereby ratifies and confirms the remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus tax as applicable and reimbursement of out-of-pocket expenses to be paid to Nirmalendu Kar Purkayastha, Cost Accountants (Firm Regn. no. 100103), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020.

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.”

4. **Appointment of Mr. Nishant Garodia (DIN: 00129815) as Non-Executive Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Nishant Garodia (DIN: 00129815) who was appointed as an Additional Director in the capacity of Non-Executive Non- Independent Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee at its meeting held on February 13, 2019 to hold office upto the date of ensuing Annual General Meeting (‘AGM’), be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Kamakhya Chamaria, Vice Chairman & Managing Director of the Company be and is hereby authorized to sign any document, deed or paper and to do all such acts deeds and things as may be necessary or expedient for giving effect to such resolution thereto.”

5. **Appointment of Mr. Shyam Agarwal (DIN: 08294059) as Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149 read with schedule IV, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Shyam Agarwal (DIN: 08294059) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee at its meeting held on November 14, 2018 to hold office upto the date of ensuing Annual General Meeting (‘AGM’), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years i.e. from the date of the 20th Annual General Meeting (2019) till the date of the 25th Annual General Meeting (2024) of the Company.

RESOLVED FURTHER THAT Mr. Kamakhya Chamaria, Vice Chairman & Managing Director of the Company be and is hereby authorized to sign any document, deed or paper and to do all such acts deeds and things as may be necessary or expedient for giving effect to such resolution thereto.”

6. **Appointment of Mr. Puran Chand (DIN: 08468978) as Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149 read with schedule IV, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Puran Chand (DIN: 08468978) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee at its meeting held on May 29, 2019 to hold office upto the date of ensuing Annual General Meeting (‘AGM’), be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation for a term of five consecutive years i.e. from the conclusion of the 20th Annual General Meeting (2019) till the conclusion of the 25th Annual General Meeting (2024) of the Company.

RESOLVED FURTHER THAT Mr. Kamakhya Chamaria, Vice Chairman & Managing Director of the Company be and is hereby authorized to sign any document, deed or paper and to do all such acts deeds and things as may be necessary or expedient for giving effect to such resolution thereto.”

7. Re-appointment of Dr. Dhanpat Ram Agarwal (DIN: 00322861) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Dhanpat Ram Agarwal (DIN:00322861), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the conclusion of the 20th Annual General Meeting (2019) till the conclusion of the 25th Annual General Meeting (2024) of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

8. Re-appointment of Mrs. Renu Kejriwal (DIN: 06768299) as Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Renu Kejriwal (DIN :06768299), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the conclusion of the 20th Annual General Meeting (2019) till the conclusion of the 25th Annual General Meeting (2024) of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

9. Shifting of Registered office of the Company with in the same state.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the section 12(5) and other applicable provisions of the Companies Act, 2013, if any, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) the Registered Office of the Company be and is hereby shifted from its present location at 202, Royal View, 2nd Floor, B. K. Kakoti Road, Ulubari Guwahati Assam-781007 to Debendra Nagar, Jhoom Basti, P.O. Badarpur Ghat, Distt. Karimganj, Assam-788803 a place falling under the jurisdiction of Badarpur police station which is outside the local limit of the Guwahati city where it is presently situated but within the same state.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be is hereby authorized to file with the concern Registrar of Companies, the E-FORM INC 22 containing verification of the Registered office of the company.”

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

Place: New Delhi
Date: 13.08.2019

**Sd/-
(Kamakhya Chamaria)
Vice Chairman & Managing Director
DIN : 00612581**

Add: 48/72, West Punjabi Bagh, New Delhi-110026

NOTES:

1. An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, in respect of the special business specified above 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 HIMSELF/HERSELF 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. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
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 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. Details as required in sub-regulation (3) of regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
6. 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 Saturday, the 21st day of September, 2019 to Friday, the 27th day of September, 2019 (both days inclusive). The members whose names appear on the Company's register of members as on September 20, 2019 will be eligible to attend and vote at the meeting.
7. The notice is being sent to all the members of the Company, whose names appear on the register of members/record(s) of depositories as on Friday, the August 23, 2019.
8. Members can inspect the register of director and key managerial personnel and their shareholding, required to be maintained under Section 170 of the Companies Act, 2013 during the course of the meeting at the venue. Further, the Register of Contract or Arrangements as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the course of the meeting at the venue of Annual General Meeting.
9. Members may note that in terms of Notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, no further ratification of appointment of Auditors would be required by the members at the every interim Annual General Meeting. Hence, said item has not been included in the notice convening the Annual General Meeting.
10. Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2009-2010 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.
11. 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.
12. 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.
13. 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
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 desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company's Corporate Office at least 7 (Seven) days before the date of the ensuing Annual General Meeting so that the same can be suitably replied to.
 16. For any investor related queries, communication may be sent by e-mail to cs@barakcement.com.
 17. 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.
 18. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days (except Saturdays, Sundays and Public holidays) up to the date of Twentieth Annual General Meeting.
 19. SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only w.e.f. December 5, 2018. You are accordingly advised to dematerialize your physical shareholding at earliest. After December 5, 2018, no request for transfer of shares in physical form can be processed by the Company/RTA.
 20. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members who have not cast their votes by remote e-voting as on Cut-off date i.e. Thursday, September 26, 2019 shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who cast their votes by remote e-voting prior to the meeting, may attend the meeting but will not be entitled to cast their vote again.
 21. 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 April 21, 2011 and Circular 18/2011 dated April 29, 2011, permitted companies to send all official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance. Recognizing the spirit of the circulars issued by the MCA as aforesaid, 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 2018-19 also, the Copies of the Annual Report for Financial Year 2018-19, 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 2018-19 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 2018-19 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.
22. 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.
 23. Pursuant to the prohibition imposed vide Secretarial Standard on the General Meeting (SS-2) issued by ICSI and the MCA Circular, no gifts/ coupons shall be distributed at the Annual General Meeting.
 24. 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.

1. 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 its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. 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 Tuesday, September 24, 2019 (09:00 A.M. IST) and ends on Thursday, September 26, 2019 (5:00 P.M. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2019, 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 Board of Directors of the Company has appointed Mr. Balwan Jain, a Practicing Chartered Accountant (ICAI Membership No. 91276) and proprietor of M/s Balwan Jain & Co., as Scrutinizer to scrutinize the voting at Annual General Meeting in a fair and transparent manner. Mr. Balwan Jain has communicated his willingness to be appointed and will be available for same purpose.
- VI. The process and manner for remote e-voting are as under:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details will be as per details given below:
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form:
EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 111960 then user ID is 111960001).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

How to retrieve your ‘initial password’?

In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

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.

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]:

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 1. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 2. Now, you will have to click on “Login” button.
 3. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

- (i) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (ii) Click on Shareholder - Login
- (iii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (iv) 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.
- (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vi) Select “EVEN” of “Barak Valley Cements Limited”.
- (vii) Now you are ready for remote e-voting as Cast Vote page opens.
- (viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (ix) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) 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

VII. 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.

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. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member /beneficial owner as on the cut-off date i.e. Friday, September 20, 2019.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 20, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cabjain@gmail.com or cs@barakcement.com

XI. 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 or contact NSDL at the following toll free no.: 1800-222-990.

XII. 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.

XIII. 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.

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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONGWITH THE NOTICE DATED AUGUST 13, 2019**ITEM NO.3**

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 2019-20 at a remuneration as mentioned in the Resolution.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members 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. 3 of the Notice.

The Board recommends the passing of resolution as a Ordinary Resolution.

ITEM NO. 4

The Board of Directors ('Board'), appointed Mr. Nishant Garodia (DIN: 00129815) as an Additional (Non-Executive, Non-Independent) Director of the Company, effective February 13, 2019. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, Mr. Nishant Garodia will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as Director of the Company, liable to retire by rotation, subject to the approval of the shareholders.

The Company has received from Mr. Nishant Garodia (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he is not debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of Mr. Nishant Garodia are provided as annexure to this Notice.

Except Mr. Nishant Garodia for himself, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested financially or otherwise in the aforesaid Resolution.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

ITEM NO. 5 & 6

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Shyam Agarwal and Mr. Puran Chand as Additional Director (Category - Independent) of the Company with effect from November 14, 2018 and May 29, 2019 respectively. Pursuant to the provisions of Section 161 of the Act, Mr. Shyam Agarwal and Mr. Puran Chand will hold office upto the date of the ensuing Annual General Meeting of the Company and is eligible to be appointed as Director of the Company, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received from Mr. Shyam Agarwal and Mr. Puran Chand (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act; (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that they are not debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority and (iv) Declaration that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015.

The profile and specific areas of expertise of Mr. Shyam Agarwal and Mr. Puran Chand are provided as annexure to this Notice. Copy of the appointment letter of the proposed appointee as an Independent Director of the Company setting out the terms and conditions of appointment are available for inspection by the members at the Registered Office of the Company on all working days during business hours till the date of the Annual General Meeting (AGM).

Keeping in view, the vast expertise and knowledge, the Board considers that the continued association of proposed appointee would be of immense benefit to the Company and it is desirable to avail services of Mr. Shyam Agarwal and Mr. Puran Chand, as an Independent Director. Accordingly, the Board recommended passing of the proposed Ordinary resolution as contained in item no. 5 & 6 of the notice, by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives, except Mr. Shyam Agarwal and Mr. Puran Chand, to whom the resolution relates, is concerned or interested, financially or otherwise, in the Resolution set out at item no. 5 & 6 of the notice.

ITEM NO. 7 & 8

Dr. Dhanpat Ram Agarwal (DIN 00322861) and Mrs. Renu Kejriwal (DIN 06768299) were appointed as Independent Directors on the Board of the Company at the 15th Annual General Meeting of the company held on September 08, 2014 pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 to hold office for a period of five consecutive years up to the date of Twentieth Annual General Meeting ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Dr. Dhanpat Ram Agarwal and Mrs. Renu Kejriwal for a second term of 5 (five) consecutive years on the Board of the Company.

The Board on August 13, 2019, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Dr. Dhanpat Ram Agarwal (DIN 00322861) and Mrs. Renu Kejriwal (DIN 06768299) would be beneficial to the Company and it is

desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company who shall not be liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years upto the conclusion of the 25th Annual general Meeting on the Board of the Company in terms of Sections 149(10) and 149(11) of the Companies Act, 2013 and in accordance of other applicable laws.

The Company has received from Dr. Dhanpat Ram Agarwal and Mrs. Renu Kejriwal (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that they meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that they are not debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 7 and 8 are provided in the "Annexure" to the Notice pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Dr. Dhanpat Ram Agarwal and Mrs. Renu Kejriwal setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. Dr. Dhanpat Ram Agarwal and Mrs. Renu Kejriwal are interested in the resolutions set out respectively at Item Nos. 7 and 8 of the Notice with regard to their respective re-appointments.

The Board of Directors of the Company in its Board Meeting held on August 13, 2019 has approved the above proposal and recommended passing of the proposed Special Resolutions as contained in Item no. 7 and 8 of the Notice, by members of the Company.

Except Dr. Dhanpat Ram Agarwal and Mrs. Renu Kejriwal for themselves and through their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in anyway concerned or interested financially or otherwise in the aforesaid Resolutions.

ITEM NO. 9

Presently, the Registered Office of the Company is situated at 202, Royal View, 2nd Floor B. K. Kakoti Road, Ulubari, Guwahati, Assam-781007 and considering the fact that the operational and business activities of the Company are undertaken from Debendra Nagar, Jhoom Basti, P.O. Badarpur Ghat, Dist. Karimganj, Assam-788803. The Board proposed that to exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the registered office of the company be shifted to Debendra Nagar, Jhoom Basti, P.O. Badarpur Ghat, Dist. Karimganj, Assam-788803.

Therefore, the Board of directors of the company, at its meeting held on August 13, 2019, resolved that the registered office of the company is to be shifted to Debendra Nagar, Jhoom Basti, P.O. Badarpur Ghat, Dist. Karimganj, Assam-788803, a place outside the local limits of the Guwahati city where the company's registered office is presently situated but which is within the same State. Such a change would enable the Directors to guide the Company more effectively and efficiently and also result in operational convenience.

The aforesaid shifting of Registered Office is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 108, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office outside the local limits of same city/town/village requires the approval of the members of the Company by means of a Special Resolution through Postal Ballot only. However, the aforesaid approval can be obtained at general meeting if the company is required to provide the facility to its member to vote by electronic means under Section 108 of Companies Act, 2013.

In light of the above facts, the approval of the members is sought through e-voting at the Annual General Meeting for shifting of the Registered Office of the Company from 202, Royal View, 2nd Floor B. K. Kakoti Road, Ulubari, Guwahati, Assam-781007 to Debendra Nagar, Jhoom Basti, P.O. Badarpur Ghat, Dist. Karimganj, Assam-788803 as the company is required to provide the E-voting facility to its members mandatorily under the provisions of Section 108 of Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 9 for approval of the members as a Special Resolution.

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

**Place: New Delhi
Date: 13.08.2019**

**Sd/-
(Kamakhya Chamaria)
Vice Chairman & Managing Director
DIN : 00612581
Add: 48/72, West Punjabi Bagh, New Delhi-110027**

ANNEXURE 'A' TO THE NOTICE
Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

Name of the Director	Mr. Santosh Kumar Bajaj	Mr. Nishant Garodia
DIN	00045759	00129815
Age (Years)	62 years	32 years
Nationality	Indian	Indian
Qualification	Commerce Graduate	-Business Management Graduate. -M.Sc. in Management from Edinburgh University, UK. -Masters in International Business Administration (IMBA)
Experience (years)	37 Years	5 years
Brief resume	Mr. Santosh Kumar Bajaj, aged 62 years, is a Executive Director of our Company and has been associated with our Company since incorporation. He is an Industrialist and businessman of good repute and having vast expertise knowledge and marketing skills. He 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 our company.	Mr. Nishant Garodia, aged 32 years, is a Non-Executive Additional Director of our Company w.e.f February 13, 2019. He has good knowledge in areas of corporate planning, growth strategies and business development. He has managed critical business responsibilities in various areas including strategic planning and execution for Steel and Ferro Alloys manufacturing plants. Further, he holds the position of Managing Director in Top Steel Nigeria Limited and is a driving force behind critical changes in the company to facilitate product group expansion and cost reduction.
Expertise in Special Functional Area	Sales and Marketing	Corporate Planning & Business Management
Date of First Appointment on the Board of the Company	28/04/1999	13/02/2019
Terms & condition of re- appointment/ appointment	As per the resolution at item no. 2 of the Notice of Twentieth Annual General Meeting dated August 13, 2019 read with explanatory statement thereto.	As per the resolution at item no. 4 of the Notice of Twentieth Annual General Meeting dated August 13, 2019 read with explanatory statement thereto.
Details of remuneration sought to be paid and remuneration last drawn	Nil	Nil
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	18,84,500 Shares	10,000 Shares
Relationship between the Directors inter se and other Key Managerial Person	None	Nephew of Mr. Mahendra Kumar Agarwal.
No. of Board Meetings attended during the year	4 out of 4	N.A.
List of Directorship held in Other Companies (excluding Foreign Companies)	DIRECTORSHIP: Public Companies: Goombira Tea Company Limited Valley Strong Cements (Assam) Limited Cement International Limited Private Companies: Om Infracon Private Limited	DIRECTORSHIP: Public Companies: Meghalaya Cements Limited Top Metals Limited Private Companies: Pritthvi Global Ventures Pvt. Ltd. Aditya Mining & Steel Pvt. Ltd. Stark Steel Pvt. Ltd. R.G. Garodia Properties Pvt. Ltd. Doyen Overseas Pvt. Ltd.
Membership/ Chairmanships of Committees of Boards of other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	Nil.	Nil.

Name of the Director	Mr. Shyam Agarwal	Mr. Puran Chand
DIN	08294059	08468978
Age (Years)	66 years	69 years
Nationality	Indian	Indian
Qualification	Commerce Graduate	Commerce Graduate
Experience (years)	20 Years	40 Years
Brief resume	Mr. Shyam Agarwal, aged 66 years was appointed as a Additional Director in the capacity of Independent Director on the Board effective November 14, 2018. He is a commerce graduate and worked in the real estate business for over 10 years. He worked for the Government in Nagaland through contracts and tenders for over 20 years. Further, he also served as the president of Purvottar Parivar, Delhi for 2 years.	Mr. Puran Chand, aged 69 years, was appointed as an Additional Director in the capacity of Independent Director on the Board effective May 29, 2019. He is a Commerce Graduate {B.com (Hons)} from Delhi University. He has served for 40 years to Government of India and retired as a Deputy Secretary, Ministry of Agriculture. He is presently working as advisor in DS Group, Noida.
Expertise in Special Functional Area	Business Management, Government Liasioning.	Legal
Date of First Appointment on the Board of the Company	14/11/2018	29/05/2019
Terms & condition of re-appointment/appointment	As per the resolution at item no. 5 of the Notice of Twentieth Annual General Meeting dated August 13, 2019 read with explanatory statement thereto.	As per the resolution at item no. 6 of the Notice of Twentieth Annual General Meeting dated August 13, 2019 read with explanatory statement thereto.
Details of remuneration sought to be paid and remuneration last drawn	Nil	Nil
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	Nil	Nil
Relationship between the Directors inter se and other Key Managerial Person	N.A.	N.A.
No. of Board Meetings attended during the year	1	N.A.
List of Directorship held in Other Companies (excluding Foreign Companies)	Nil	Nil
Membership/ Chairmanships of Committees of Boards of other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	Nil	Nil

Name of the Director	Dr. Dhanpat Ram Agarwal	Mrs. Renu Kejriwal
DIN	00322861	08468978
Age (Years)	60 years	46 years
Nationality	Indian	Indian
Qualification	- PhD (Economics) from North Bengal University - FCA from Institute of Chartered Accountants of India (ICAI) - LLB from University of Calcutta - Bachelor of Commerce (Hons.) from St. Xavier's College, Kolkata	-Commerce Graduate. -Chartered Accountant
Experience (years)	37 Years	18 Years
Brief resume	Dr. Dhanpat Ram Agarwal, aged 60 years, is an Independent Director of our Company. He is a Director of Institute of International Trade (centre for WTO Studies) and National Co-Convener, Swadeshi Jagran Manch (Think Tank on Economic Issue). He is a author of various books and journals such as Forex Remittances, Bonds, and other Immunity Exemption Schemes, 1991 and A Monograph on WTO, 2005 etc. Further, he is an International Research Scholar in Institute of Intellectual Property, Tokyo (A Japan Govt. Sponsored Research Institute); from mid - Nov 2016 to mid - Feb 2017 on Topic "International Exhaustion and Parallel Imports - A Comparative study between India and Japan".	Mrs. Renu Kejriwal, aged 46 years, is an Independent Director of our Company. She holds a bachelor's degree in Commerce and is a qualified Chartered Accountant. She has an experience of over 18 years in finance, auditing, taxation and accounts.