

BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

Regd. Office: Debendra Nagar, Jhoombasti, P.O. Badarpurghat,
Distt. Karimganj, Assam- 788803

Corp Office: DSM 450-451-452, DLF Towers, 15 Shivaji Marg, Moti Nagar, Delhi 110015

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

Phone: 03843-269435/881, Fax: 03843-268965

NOTICE is hereby given that the Twenty Third Annual General Meeting of **BARAK VALLEY CEMENTS LIMITED** will be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on Tuesday, 27th Day of September, 2022 at 03:00 P.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, 2022** and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kamakhya Chamaria (DIN: **00612581**), who retires by rotation and being eligible, has offered himself for re-appointment.
3. Re-appointment of Statutory Auditors for the second term of 5 years

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 provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, subject to the approval of shareholders in the Annual General Meeting, M/s P.K Lakhani & Co., Chartered Accountants (Firm Registration No.014682N) retiring Statutory Auditor of the Company be and is hereby Re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting to be held in the year 2027 (subject to ratification of their appointment at every Annual General Meeting) at a remuneration fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

4. **Ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2022.**

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, 2022.

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."

5. **Appointment of Sh. Kamakhya Chamaria as Managing Director**

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 Section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approval of the members in the general meeting and subject to approval of central government, if required, and such other consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Board of Directors of the Company be and is hereby accorded for the appointment of Mr. Kamakhya Chamaria (DIN: 00612581), as Managing Director of the Company for a period of 5 years from 12.08.2022 to 12.08.2027 whose office shall not be liable to determination by retirement of directors by rotation and payment of remuneration on the terms and conditions as approved by the Nomination and Remuneration Committee in its meeting."

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies (Ministry of Corporate Affairs) and to do all such acts, deeds and things as may be necessary and thereto."

6. **Appointment of Sh. Gaurav Tulshyan as Director**

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

"RESOLVED THAT pursuant to provisions of Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Act, including any modification and reenactment thereof, and pursuant to provisions of the Articles of Association of the Company, Mr. Gaurav Tulshyan (DIN 08210596) who has given his consent to act as Director of the company, be and is hereby appointed as an Additional Director of the Company with effect from August 12, 2022 who shall hold office upto the ensuing Annual General Meeting of the Company or the last date on which ensuing Annual General Meeting shall be held, whichever is earlier"

"RESOLVED FURTHER THAT Mrs. Rachna Gambhir, be and is hereby authorised to do all such acts, deeds and things to give effect to the said resolution and take all such necessary steps to inform the necessary authorities regarding the appointment."

"RESOLVED FURTHER THAT Mr. Kamakhya Chamaria, be and is authorised to digitally sign and submit Form DIR-12 with the Registrar of Companies and pass necessary entries in the Register of Directors and Key Managerial Personnel".

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

**Place: New Delhi
Date: 12.08.2022**

**(Kamakhya Chamaria)
Vice Chairman & Director
DIN: 00612581
Add: 48/72, West Punjabi Bagh, New Delhi-110026**

NOTES:

1. In accordance with the Ministry of Corporate Affairs, ("MCA") General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022, respectively, ("the MCA Circulars") read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 (the SEBI Circular), the Annual General Meeting ("AGM") will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC/OAVM.
2. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
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. An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, in respect of the Ordinary and Special business specified above is annexed hereto.
5. Details as required in Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India in respect of the Directors seeking appointment/ re-appointment/liable to retire by rotation at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment. **(Marked as Annexure A)**
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 Wednesday, the 21st day of September, 2022 to Tuesday, the 27th day of September, 2022 (both days inclusive). The members whose names appear on the Company's register of members as on Tuesday, September 20, 2022 will be eligible to attend and vote at the meeting.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and under their signature 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.

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8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number to the Company/ RTA for registration of transfer of shares, for securities market transactions and off market/ private transactions involving transfer of shares in physical form. In this connection, the Transferees of Company's shares are requested to submit a copy of their PAN card along with the Transfer Deed. 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.
9. 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.
10. 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.
11. 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 2021-22 also, it has done so, the Copies of the Annual Report for Financial Year 2021-22, the Notice convening the Annual General Meeting and instructions for e-voting 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 2021-22 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 2021-22 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. Unit No.s DSM 450-451-452, DLF Towers, 15 Shivaji Marg, Moti Nagar, New Delhi-110015 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.

Members may note that the VC/OAVM facility, provided by NSDL, allows participation of 1,500 Members on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman/Chairperson of the Audit, Nomination and Remuneration and Stakeholders Relationship Committees, Auditors, etc. can attend the 23rd AGM without any restriction on account of first-come-first-served principle.

12. **Speaker Registration/Questions for the Meeting**

Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@barakcement.com from Tuesday, September 13, 2022 to Tuesday, September 20, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers.

13. 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, August 26, 2022.
14. 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 email id cs@barakcement.com or our Registrar & Share Transfer Agent (R&T Agent) at email id admin@mcsregistrars.com.
15. For any investor related queries, communication may be sent by e-mail to cs@barakcement.com.
16. Considering the Meeting would be held through VC/ OAVM, the route Map for the venue is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
17. **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 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.
- III. The remote e-voting period commences on Saturday, September 24, 2022 (09:00 A.M. IST) and ends on Monday, September 26, 2022 (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 Tuesday, September 20, 2022, 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.
- IV. 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.
- V. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall submit, not later than forty-eight hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results shall be declared by the Chairman or any other person authorized by him in writing within forty-eight hours from the conclusion of the Meeting. The results declared shall alongwith the consolidated Report of the Scrutinizer be placed on the website of the Company i.e. www.barakcement.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results. The results shall simultaneously be forwarded to BSE and NSE and also be displayed on the Notice Board of the Registered Office of the Company.
- VI. The process and manner for remote e-voting are as under:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, September 24, 2022 at 09:00 A.M. and ends on Monday, September 26, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cabjain@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (cs@barakcement.com).

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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@barakcement.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at (cs@barakcement.com). The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONGWITH THE NOTICE DATED AUGUST 12, 2022

ITEM NO. 3

The Members of the Company at the 18th Annual General Meeting ('AGM') held on September 28, 2017, had approved the appointment of M/s. P.K. Lakhani & Co. Chartered Accountants (ICAI Firm Registration No. 014682N) as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 18th AGM until the conclusion of the 23rd AGM. Accordingly, M/s. P.K. Lakhani & Co. would be completing its first term of five years at the conclusion of this 23rd AGM.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. M/s. P.K. Lakhani & Co. is eligible for re-appointment for a further period of five years.

The Board of Directors, at its meeting held on August 12, 2022, based on the recommendation of the Audit Committee, approved the re-appointment of M/s. P.K. Lakhani & Co. for the second term of five years to hold office from the conclusion of the 23rd AGM till the conclusion of the 28th AGM to be held in the year 2027, at a remuneration upto Rs. 3,00,000/- (Rupees Three Lacs Only) plus applicable taxes and reimbursement of out-of-pocket expenses for the financial year ended March 31, 2023 and proposed the same for approval of the members.

M/s. P.K. Lakhani & Co. has demonstrated all round capabilities in executing group-wide audits. M/s. P.K. Lakhani & Co. has confirmed that they remain independent, as required by the relevant ethical /independence requirements as enunciated in the Act and the Code of Ethics issued by the ICAI, that are relevant to their audit of the standalone and consolidated financial statements under the provisions of the Act and the Rules made thereunder. They are not under a relationship that would be thought to influence their independence as auditors of the Company/Group.

M/s. P.K. Lakhani & Co. has consented to their appointment and confirmed that their appointment, if made, would be in accordance with Section 139 read with Section 141 of the Act. M/s. P.K. Lakhani & Co. has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. M/s. P.K. Lakhani & Co. has also furnished a declaration confirming its independence in terms of section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company.

Based on the recommendation made by the Audit Committee, after assessing the performance of M/s. P.K. Lakhani & Co. and considering the experience and expertise, the Board recommends the re-appointment of M/s. P.K. Lakhani & Co. as Statutory Auditors for the second term of 5 years, as set out in the Resolution no. 3, for approval of the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

The Board of Directors of the Company on the recommendation of the Audit Committee has re-appointed Mr. Nirmalendu Kar Purkayastha as the Cost Auditor of the company to conduct the audit of the cost records for the financial year 2022-23 at 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.

In this regard, the Board recommends the passing of resolution set out in Item No. 4 for your approval by passing Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

Pursuant to Section 196(3) of the Companies Act, 2013, no company shall appoint or continue the employment of any person as managing director, whole-time director or manager who —

(a) is below the age of twenty-one years or has attained the age of seventy years:

Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution.

In terms of the provisions of the Companies Act 2013 and the Articles of Association of the Company, the Board had, based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders at 23rd Annual General Meeting, appointed Mr. Kamakhya Chamaria as Vice Chairman and Managing Director of the Company at their meeting held on August 12, 2022.

Considering his knowledge of various aspects relating to the Company affairs and long business experience, the Board is of the opinion that for smooth and efficient running of the business, the services of Mr. Kamakhya Chamaria should be available to the Company for a period of further 5 years.

Therefore, Members approval is required by way of special resolution for the appointment of Mr. Kamakhya Chamaria as Managing Director of the Company for a term of five years.

The material terms of appointment of Mr. Kamakhya Chamaria, Vice Chairman and Managing Director as contained in the draft Agreement are given below: -

- i. Salary including all Allowances and Commission (hereinafter referred to as "Remuneration"): Rs. 5,00,000/- (Rupees Five Lacs Only) per month.
- ii. The appointment of the Vice Chairman and Managing Director is for a period of five years with effect from 12th August 2022.
- iii. Notwithstanding anything to the contrary herein contained, where in any Financial Year during the tenure of the Vice Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification (s) thereto.

iv. Other Terms:

1. The office of Mr. Kamakhya Chamaria shall not be determined by retirement of director by rotation.
2. That all the powers and duties, as delegated to Mr. Kamakhya Chamaria in the capacity of Managing Director of the Company by the Board and the members of the Company, shall be exercised and performed by him diligently, faithfully and to the best to his ability under the directions, control and supervision of the Board of Directors of the Company.
3. That if before the expiry of the term of Mr. Kamakhya Chamaria i.e. 12.08.2027, the Company is lawfully wound up or amalgamated with any other company, Mr. Kamakhya Chamaria shall not be entitled to stake his claims of compensation against the company for premature termination of this agreement.
4. That during the continuance of this agreement, Mr. Kamakhya Chamaria shall not reveal company secrets or confidential information

BARAK VALLEY CEMENTS LIMITED

with regards to the affairs and business of the company to any third party. He shall also not indulge himself, directly or indirectly, in any other business during the period of continuance of this agreement.

5. The terms and conditions of the appointment of the Vice Chairman and Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit.
6. The appointee Director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
7. The appointee Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respect and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

ITEM NO. 6

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee has approved the appointment of Mr. Gaurav Tulshyan as the Additional director of the Company in the Board meeting duly held on dated 12.08.2022.

A new clause (1C) has been inserted in **Regulation 17** which is as follows:

"The listed entity shall ensure that approval of shareholders for appointment of a person on the **Board of Directors** is taken at the next general meeting or within a time period of three months from the date of such appointment on the Board, whichever is earlier."

Therefore, in accordance with the above stated provisions of Regulation 17(1C) of SEBI (LODR) Regulations 2015, the appointment of Mr. Gaurav Tulshyan has to be approved by the Members of the Company.

In this regard, the Board recommends the passing of resolution set out in Item No. 6 for your approval by passing Ordinary Resolution.

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. 6 of the Notice.

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

**Place: New Delhi
Date: 12.08.2022**

**(Kamakhya Chamaria)
Vice Chairman & Director
DIN: 00612581
Add: 48/72, West Punjabi Bagh, New Delhi-110026**

ANNEXURE 'A' TO THE NOTICE
Details of the Directors liable to retire by rotation at the forthcoming Annual General Meeting

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

Name of the Director	Mr. Kamakhya Chamaria
Date of Birth	26.05.1952
Age (Years)	70 years
Nationality	Indian
Qualification	Commerce Graduate
Resume	Attached
Expertise in Special Functional Area	Industry, Leadership, Accounts & Finance, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Board procedures and Governance, etc.
Date of First Appointment on the Board of the Company	30/09/2009
Terms & condition of re- appointment/appointment	Director liable to retire by rotation and eligible for re-appointment
Details of remuneration sought to be paid and remuneration last drawn	NIL
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	3,40,000 Shares
Relationship between the Directors inter se and other Key Managerial Person	None
No. of Board Meetings attended during the year	7
List of Directorship held in Other Companies (excluding Foreign Companies)	DIRECTORSHIP Public Companies: North East Power and Infra Limited(Unlisted) Private Companies: Nil
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	NIL

Note:

- The aforesaid information is as at 31st March, 2022.
- 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 the provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

Brief Profile of Director

Mr. Kamakhya Chamaria, aged 70 years, Vice Chairman and Director of our company. He is a commerce graduate. He started his business career by joining his family business of saw milling and trading in timber.

Mr. Kamakhya Chamaria is having very good knowledge of accounts and finance and other related laws. He is a man of amiable nature, coupled with a resolute mind and farsightedness. He has built up a good reputation in the Industry and Government circles in both Assam and Arunachal Pradesh.

In recent years, Mr. Kamakhya Chamaria has been honored with the following Awards and Recognitions:

- Indira Gandhi Sadbhavna Award** for outstanding individual achievements and distinguished services to the nation.
- Rajiv Gandhi Excellence Award** for excellence in Productivity, Innovation, Quality and Management from the Institute of Economic Studies (IES).
- Udyog Rattan Award** from Institute of Economic Studies (IES).
- Bharat Vikas Ratan Award** from Hon'ble Governor of Orissa.
- Bharat Gaurav Award** by Citizen Piece Society, Mumbai
- Asia Pacific Excellence Award** in the Seminar of Nepal-India Forum for Peace & Development, Kathmandu, Nepal by Deputy Prime Minister & Minister for Finance, Govt. of Nepal.
- Rashtriya Ekta Samman** from All India National Unity Conference, New Delhi for outstanding services, achievements and contributions on the occasion of Rashtriya Ekta Diwas.