

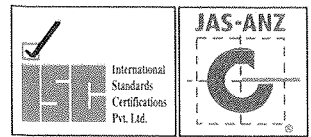


# BARAK VALLEY CEMENTS LTD.

281, Deepali, Pitam Pura, Delhi-34 Tel. : +91-11-27033828 / 829 Fax : +91-11-27033830

E-mail : delhi@barakcement.com • Website : www.barakcement.com

CIN : L01403AS1999PLC005741



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

Ref: 2809/BVCL/2017-18

September 28, 2017

To

The General Manager

Department of Corporate Services,

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,

Bandra (East), Mumbai-400051

Fax: 022-26598237/38/47

Phone No. 022-2659-8235/36

**Sub: Proceedings of 18<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2017 as per regulation 30 read with Schedule III and Result of remote e-voting as per Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Symbol: BVCL

Dear Sir/Madam,

Pursuant to the Regulation 30 read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the 18<sup>th</sup> Annual General Meeting of the members of the Company duly convened and held today i.e. 28<sup>th</sup> September, 2017 at 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007 at 12.30 P.M.

Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company had provided Remote e-voting facility to the Members of the Company in respect of all items of business as contained in the notice dated 23<sup>rd</sup> August, 2017 of the 18<sup>th</sup> Annual General Meeting. The remote e-voting commenced at 09:00 a.m. on Monday, September 25, 2017 and ended at 05:00 p.m. on Wednesday, September 27, 2017. Mr. Balwan Jain, Chartered Accountant in Practice, (Membership No. 91276) as the Scrutinizer for the purpose of scrutinizing the remote e-voting and ballot process in a fair and transparent manner.



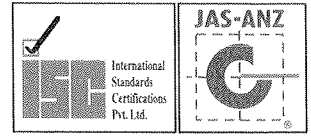


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Mr. Bijay Kumar Garodia chaired the Annual General Meeting. The business as per Notice of the Annual General Meeting dated 23<sup>rd</sup> August, 2017 was taken up, the requisite quorum remained present throughout the meeting. Total 35 members were present in person or through proxy at the meeting. The Chairman delivered his speech to the shareholders thereafter, he covered the items under Ordinary and Special business as listed under Serial no. 1 to 6 of the Notice as follows:

## ORDINARY BUSINESS:

- **Item No. 1:** To receive, consider and adopt the audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 together with the Report of the Board of Directors and Auditors thereon.

The aforesaid resolution passed as **Ordinary Resolution**.

- **Item No. 2:** To appoint a director in place of Mr. Bijay Kumar Garodia (DIN: 00044379), who retires by rotation and being eligible, offers himself for reappointment.

The aforesaid resolution passed as **Ordinary Resolution**.

- **Item no. 3:** To appoint a director in place of Mr. Santosh Kumar Bajaj (DIN: 00045759), who retires by rotation and being eligible, offers himself for reappointment.

The aforesaid resolution passed as **Ordinary Resolution**.

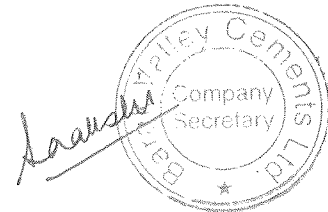
- **Item no. 4:** Appointment of M/s. P.K. Lakhani & Co., Chartered Accountants (Regn No. 014682N) as Statutory Auditors of the Company and to fix their remuneration.

The aforesaid resolution passed as **Ordinary Resolution**.

## SPECIAL BUSSINESS:

- **Item no. 5:** Re-appointment of Mr. Kamakhya Chamaria (DIN: 00612581) as Vice Chairman and managing Director of the Company designated as Key Managerial Personnel of the Company.

The aforesaid resolution passed as **Special Resolution**.



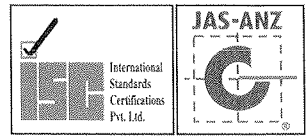


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- **Item no. 6** Ratification of Remuneration to the Cost Auditor.

The aforesaid resolution passed as **Ordinary Resolution**.

Mr. Bijay Kumar Garodia being interested in the item of business numbered 2 handed over the Chair to Mr. Kamakhya Chamaria, Vice Chairman & Managing Director to conduct the proceedings of the meeting for this item of business, thereafter, he resumed the chair after the said item was transacted.

The shareholders present at the meeting who could not avail Remote e-voting option were given the opportunity to cast their vote through 'Ballot'. However, shareholders present at the meeting have already exercised Remote e-voting option therefore, none of the shareholders opted to cast their vote through 'Ballot'.

A copy of the Scrutinizer's Report as submitted by Mr. Balwan Jain, Chartered Accountant in Practice is enclosed for your reference and record. Based on the report, the Chairman announced the results and declared that all items of Agenda as contained in the Notice of 18<sup>th</sup> Annual General Meeting have been passed with requisite majority.

In terms of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the result of the e-voting is detailed below in the prescribed format:

**Date of Annual General Meeting** : 28<sup>th</sup> September, 2017

**Total number of members as on 20<sup>th</sup> September, 2017** : 6,603  
( 'Cut-off date' for recoking the voting rights of the Shareholders)

**No. of members present in the meeting either personally or through proxy**

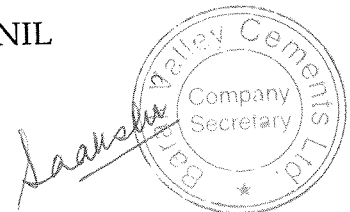
Promoter and Promoter Group : 26

Public Shareholders : 09

**No. of members attended the meeting through Video Conferencing**

Promoter and Promoter Group : NIL

Public Shareholders : NIL



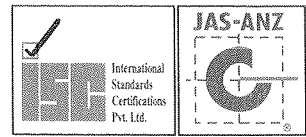


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Pursuant to Regulation 44 of SEBI (LODR) Regulations 2015 - Voting Results of Resolutions passed at AGM held on September 28, 2017

Date of the AGM	Thursday, September 28, 2017
Total number of shareholders on record date	6603
No. of Shareholders present in the meeting either in person or through proxy:	
	35
Promoter and Promoter Group	26
Public	9
No. of Shareholders attended the meeting through video conferencing:	
	Not Applicable
Promoter and Promoter Group	
Public	

## Item No. 1

To receive, consider and adopt the audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the year ended 31st March, 2017 together with the Report of the Board of Directors and the Auditors thereon

Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	12,327,383.00	10,790,043.00	87.53	10,790,043.00	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>12,327,383.00</b>	<b>10,790,043.00</b>	<b>87.53</b>	<b>10,790,043.00</b>		<b>100.00</b>	
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>							
Public- Non Institutions	E-Voting	9,832,617.00	1,424,112.00	14.48	1,424,112.00	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,424,112.00</b>	<b>14.48</b>	<b>1,424,112.00</b>		<b>100.00</b>	
<b>TOTAL</b>		<b>22,160,000.00</b>	<b>12,214,155.00</b>	<b>55.12</b>	<b>12,214,155.00</b>		<b>100.00</b>	

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting may be considered as carried by requisite majority

## Item No. 2

To appoint a director in place of Mr. Bijay Kumar Garodia (DIN: 00044379), who retires by rotation and being eligible, offershimself for reappointment.

Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12,327,383.00	8,459,944.00	68.63	8,459,944.00	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>12,327,383.00</b>	<b>8,459,944.00</b>	<b>68.63</b>	<b>8,459,944.00</b>		<b>100.00</b>	
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>							
	E-Voting	9,832,617.00	1,424,112.00	14.48	1,424,112.00	-	100.00	-
	Poll *		-	-	-	-	-	-

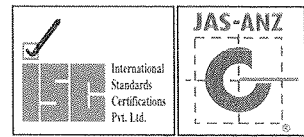


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Public- Non Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-
	Total	1,424,112.00	14.48	1,424,112.00	-	100.00	-
TOTAL		22,160,000.00	9,884,056.00	44.60	9,884,056.00	-	100.00

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting may be considered as carried by requisite majority

### Item No. 3

To appoint a director in place of Mr. Santosh Kumar Bajaj (DIN:00045759), who retires by rotation and being eligible, offers himself for reappointment.

Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12,327,383.00	6,913,728.00	56.08	6,913,728.00	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		6,913,728.00	56.08	6,913,728.00	-	100.00	-
Public- Institutions	E-Voting	9,832,617.00	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	9,832,617.00	1,272,381.00	12.94	1,272,381.00	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,272,381.00	12.94	1,272,381.00	-	100.00	-
TOTAL		22,160,000.00	8,186,109.00	36.94	8,186,109.00	-	100.00	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting may be considered as carried by requisite majority

### Item No. 4

Appointment of Statutory Auditors of the Company and to fix their remuneration.

Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12,327,383.00	10,790,043.00	87.53	10,790,043.00	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		10,790,043.00	87.53	10,790,043.00	-	100.00	-
Public- Institutions	E-Voting	9,832,617.00	-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	9,832,617.00	1,424,112.00	14.48	1,423,402.00	710.00	99.95	0.05
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,424,112.00	14.48	1,423,402.00	710.00	99.95	0.05
TOTAL		22,160,000.00	12,214,155.00	55.12	12,213,445.00	710.00	99.99	0.01

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting may be considered as carried by requisite majority

### Item No. 5

Re-appointment of Mr. Kamakhya Chamaria (DIN: 00612581) as Vice Chairman and Managing Director of the Company designated as Key Managerial Personnel of the Company for the financial year ending 31st March, 2017

*Santosh Kumar Bajaj*  
Company Secretary  
Barak Valley Cements Ltd.

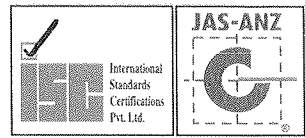


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Resolution required:		Special						
Whether promoter/ promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12,327,383.00	7,985,743.00	64.78	7,985,743.00	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>7,985,743.00</b>	<b>64.78</b>	<b>7,985,743.00</b>	-	<b>100.00</b>	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	9,832,617.00	1,071,912.00	10.90	1,071,912.00	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,071,912.00</b>	<b>10.90</b>	<b>1,071,912.00</b>	-	<b>100.00</b>	-
<b>TOTAL</b>		<b>22,160,000.00</b>	<b>9,057,655.00</b>	<b>40.87</b>	<b>9,057,655.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

Based on the foregoing the above Special Resolution voted upon under remote e-voting may be considered as carried by requisite majority

## Item No. 6

### Ratification of Remuneration to the Cost Auditor

Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12,327,383.00	10,790,043.00	87.53	10,790,043.00	-	100.00	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>10,790,043.00</b>	<b>87.53</b>	<b>10,790,043.00</b>	-	<b>100.00</b>	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	9,832,617.00	1,424,112.00	14.48	1,423,402.00	710.00	99.95	0.05
	Poll *		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,424,112.00</b>	<b>14.48</b>	<b>1,423,402.00</b>	<b>710.00</b>	<b>99.95</b>	<b>0.05</b>
<b>TOTAL</b>		<b>22,160,000.00</b>	<b>12,214,155.00</b>	<b>55.12</b>	<b>12,213,445.00</b>	<b>710.00</b>	<b>99.99</b>	<b>0.01</b>

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting may be considered as carried by requisite majority

*S. Anand*  
 Barak Valley Cements Ltd.  
 Company Secretary

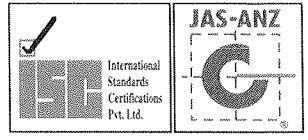


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The remote e-voting along with Scrutinizer's Report are available on the website of the Company as well as on the website of National Securities Depository Limited and also placed on the notice board of the Company's Registered Office and Corporate Office.


The meeting commenced at 12.30 p.m. and concluded at 02.15 p.m.

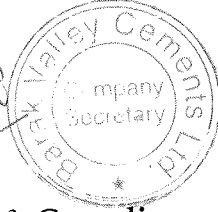
Please take the information on record.

Thanking you,

Yours faithfully,

For Barak Valley Cements Limited

  
Saakshi Manchanda  
(Company Secretary & Compliance Officer)



Encl as stated