Valley Strong Cement

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

International Standards Certifications Pvt. Ltd.
JAS-ANZ
ISO 9001:2015 CERT. No.: QAC/R91/1941

Ref: 2909/BVCL/2018-19

September 29, 2018

To
The General Manager
Department of Corporate Services,
BSE Limited
Phiroze Jee Jee Bhoy Tower
Dalal Street, Fort
Mumbai-400001
Fax: 022-22722061/41/39
Phone No. 91-22-22721233/4

Scrip Code- 532916

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

Scrip Code- BVCL

Sub: Voting Results and Scrutinizer Report of the 19th Annual General Meeting of Barak Valley Cements Limited.

Dear Sir(s),

This is in continuation to our earlier communications dated September 06, 2018 and September 28, 2018. In this regard, please note that 19th Annual General Meeting of Barak Valley Cements Limited was held on Friday, September 28, 2018 at 12.30 PM. (1ST) at 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007.

In this regard, please find enclosed herewith the Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking You,

Yours Faithfully,

For BARAK VALLEY CEMENTS LIMITED

Barak Valley Cements Ltd. Company Secretary

Gaurav Aggarwal
(Company Secretary & Compliance Officer)

Pursuant to Regulation 44 of SEBI (LODR) Regulations 2015 - Voting Results of Resolutions passed at AGM held on September 28, 2018

VOTING RESULTS		
Date of the AGM		Friday, September 28, 2018
Total number of shareholders on record date		6488
No. of Shareholders present in the meeting either in person or through		38
i)	**Promoter and Promoter Group**	25
ii)	**Public**	13
No. of Shareholders attended the meeting through video conferencing:		Not Applicable
i)	**Promoter and Promoter Group**	
ii)	**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, 2018 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			Not Interested					
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	12,511,799.00	8,763,094.00	70.04	8,763,094.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	**12,511,799.00**	**8,763,094.00**	**70.04**	**8,763,094.00**		**100.00**	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	9,648,201.00	1,306,975.00	13.55	1,306,949.00	26.00	99.998	0.002
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	**9,648,201.00**	**1,306,975.00**	**13.55**	**1,306,949.00**	**26.00**	**99.998**	**0.002**
TOTAL		**22,160,000.00**	**10,070,069.00**	**45.44**	**10,070,043.00**	**26.00**	**99.999**	**0.001**

Based on the foregoing the above Ordinary Resolution voted upon and passed by requisite majority

Barak Valley Cements Ltd. Company Secretary

Item No. 2

To appoint a director in place of Mr. Mahendra Kumar Agarwal (DIN: 00044343), who retires by rotation and being eligible, offers himself for reappointment.

Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the		Interested						
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	12,511,799.00	7,287,314.00	58.24	7,287,314.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	12,511,799.00	**7,287,314.00**	**58.24**	**7,287,314.00**	-	**100.00**	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	9,648,201.00	1,306,975.00	13.55	1,306,949.00	26.00	99.998	0.002
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	**9,648,201.00**	**1,306,975.00**	**13.55**	**1,306,949.00**	**26.00**	**99.998**	**0.002**
TOTAL		**22,160,000.00**	**8,594,289.00**	**38.73**	**8,594,263.00**	**26.00**	**99.999**	**0.001**

Based on the foregoing the above Ordinary Resolution voted upon and passed by requisite majority

Barak Valley Cements Ltd.
Company Secretary

Item No. 3
To appoint a director in place of Mr. Prahlad Rai Chamaria (DIN: 00037589), who retires by rotation and being eligible, offers himself for reappointment.

Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the		Interested						
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	12,511,799.00	6,846,794.00	54.72	6,846,794.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	12,511,799.00	6,846,794.00	**54.72**	**6,846,794.00**	-	**100.00**	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	9,648,201.00	1,306,975.00	13.55	1,306,949.00	26.00	99.998	0.002
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	9,648,201.00	**1,306,975.00**	**13.55**	**1,306,949.00**	**26.00**	**99.998**	**0.002**
TOTAL		**22,160,000.00**	**8,153,769.00**	**36.79**	**8,153,743.00**	**26.00**	**99.999**	**0.001**

Based on the foregoing the above Ordinary Resolution voted upon and passed by requisite majority

Barak Valley Cements Ltd.
Company Secretary

Item No. 4

Ratification of Remuneration to the Cost Auditor for the Financial Year ending March 31, 2019.

Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the		Not Interested						
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	12,511,799.00	8,763,094.00	70.039	8,763,094.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	**12,511,799.00**	**8,763,094.00**	**70.04**	**8,763,094.00**	-	**100.00**	-
Public- Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	9,648,201.00	1,306,975.00	13.55	1,306,949.00	26.00	99.998	0.002
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**1,306,975.00**	**13.55**	**1,306,949.00**	**26.00**	**99.998**	**0.002**
TOTAL		**22,160,000.00**	**10,070,069.00**	**45.44**	**10,070,043.00**	**26.00**	**99.999**	**0.001**

Based on the foregoing the above Ordinary Resolution voted upon and passed by requisite majority

Barak Valley Cements Ltd.
Company Secretary

Item No. 5
Alteration of the Articles of Association of the Company

Resolution required:		Special						
Whether promoter/ promoter group are interested in the		Not Interested						
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	12,511,799.00	8,763,094.00	70.04	8,763,094.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	**12,511,799.00**	**8,763,094.00**	**70.04**	**8,763,094.00**	**-**	**100.00**	**-**
Public- Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	9,648,201.00	1,306,975.00	13.55	1,306,949.00	26.00	99.998	0.002
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		**1,306,975.00**	**13.55**	**1,306,949.00**	**26.00**	99.998	0.002
TOTAL		**22,160,000.00**	**10,070,069.00**	**45.44**	**10,070,043.00**	**26.00**	**99.999**	**0.001**

Based on the foregoing the above Special Resolution voted upon and passed by requisite majority

Barak Valley Cements Ltd.
Company Secretary

BALWAN JAIN & CO.
OFFICE NO - 327, RING ROAD MALL,
MANGLAM PLACE, SECTOR - 3, ROHINI
NEW DELHI - 110085.
M. NO-09811063857
MAIL ID - cabjain@gmail.com

Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

September 29, 2018

To,
The Chairman,
Barak Valley Cements Limited
202, Royal View B.K. Kakoti Road,
Near DGP Office, Ulubari,
Guwahati, Assam-781007

Dear Sir,

Sub: Scrutinizer's Report on voting through remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and voting at the Annual General Meeting of Barak Valley Cements Limited held on Friday, the 28th day of September, 2018 at 12.30 p.m.

I, Balwan Jain, Proprietor of M/s. Balwan Jain & Co., Chartered Accountant firm having its registered office at 327, Manglam Palace, Ring Road Mall, Sector- 3, Rohini, New Delhi-110085, had been appointed as the Scrutinizer by the Board of Directors of Barak Valley Cements Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 to scrutinize the remote e-voting and voting by ballots taken at the 19th Annual General Meeting (AGM) of the Company held on the 28th day of September, 2018 at the Registered Office of the Company at 202, Royal View B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007 at 12.30 p.m..

The notice dated August 13, 2018 along with explanatory statement setting out the material facts under section 102 of the Companies Act, 2013 were sent through electronic mode to those members whose email IDs were registered with the Company or depository, as the case may be on September 5, 2018 and to other members, in hard copy through courier in respect of the resolutions to be passed at the said AGM of the Company on September 4, 2018.

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means (by remote e-voting) and voting by using ballot papers on the resolutions contained in the Notice of the 19th AGM of the Company. My responsibility as a scrutinizer for the e-voting process and voting through ballot forms at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or 'against' the resolutions and "invalid' and "abstained' ballots and votes, based on the reports generated from e-voting process system provided by NSDL, the authorized agency engaged by the Company, to provide remote e-voting facilities and Ballot forms received at AGM.

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I submit my report in respect of the resolutions passed at the AGM of the Company as under:

A. **Relating to E-Voting**

1. The Company has availed the e-voting facility provided by the National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

2. The shareholders of the Company holding shares as on the cut-off date, i.e. September 21, 2018, were entitled to vote on the resolutions as contained in the Notice of the AGM.

3. The voting period for remote e-voting commenced at 9.00 A.M. on Tuesday, 25th September, 2018 at 9.00 a.m. and ended on Thursday, 27th September, 2018 at 5.00 P.M. and the NSDL e-voting platform was blocked thereafter.

B. **Relating to voting by ballot**

1. The Company had also provided facility to vote through ballot papers to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

2. However, none of the members present at the AGM were eligible to vote through ballot as they had already exercised their votes through remote e-voting.

C. **Result of remote e-voting and voting through ballot are as under:**

1. The voting rights of the members were reckoned as on the cut-off date i.e. September 21, 2018 for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
2. After the conclusion of the AGM, the votes cast through remote e-voting were unblocked at 02.50 p.m. in presence of two witnesses, namely Mr. Sanjay Kumar and Mr. Santosh Mishra who are not in the employment of the Company.

3. The Company had also provided facility to vote through ballot paper at the AGM, however, there was no voting through ballots at the AGM as the members present at the AGM had already exercised their votes through remote e-voting.

4. The detail containing inter alia, list of equity shareholders, who voted "for", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated the e-voting website of NSDL i.e. https://evoting.nsdl.com and is based on such report generated.

5. The results of voting are as under :

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ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2018 together with the Report of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	37	Nil	37
No. of Votes cast by them	10070043	Nil	10070043
% of total no. of valid vote cast	99.99	Nil	99.99

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	26	Nil	26
% of total no. of valid vote cast	.001	Nil	.001

(iii)Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

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Resolution No. 2: Ordinary Resolution

To appoint a director in place of Mr. Mahendra Kumar Agarwal (DIN: 00044343) who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	36	Nil	36
No. of Votes cast by them	8594263	Nil	8594263
% of total no. of valid vote cast	99.99	Nil	99.99

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	26	Nil	26
% of total no. of valid vote cast	.001	Nil	.001

(iii)Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

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Resolution No. 3: Ordinary Resolution

To appoint a director in place of Mr. Prahlad Rai Chamaria (DIN: 00037589) as a Director of the Company who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	34	Nil	34
No. of Votes cast by them	8153743	Nil	8153743
% of total no. of valid vote cast	99.99	Nil	99.99

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	26	Nil	26
% of total no. of valid vote cast	.001	Nil	.001

(iii)Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

BALWAN JAIN & CO. * Chartered Accountants * DELHI

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SPECIAL BUSINESS

Resolution No. 4. Ordinary Resolution
Ratification of Remuneration to the Cost Auditor for the Financial Year ending March 31, 2019.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	37	Nil	37
No. of Votes cast by them	10070043	Nil	10070043
% of total no. of valid vote cast	99.99	Nil	99.99

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	26	Nil	26
% of total no. of valid vote cast	.001	Nil	.001

(iii)Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

BALWAN JAIN & CO. DELHI Chartered Accountants

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Resolution No. 5: Special Resolution
Alteration of the Articles of Association of the Company.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	37	Nil	37
No. of Votes cast by them	10070043	Nil	10070043
% of total no. of valid vote cast	99.99	Nil	99.99

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	26	Nil	26
% of total no. of valid vote cast	0.001	Nil	0.001

(iii)Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil

Based on the above results, I report that the resolution contained at Item No. 1 to 5 have been duly approved by the shareholders with requisite majority.

The register of remote e-voting and other relevant documents/registers will remain in the safe custody of Scrutinizer until Chairman considers, approves and signs the minutes of the 19th AGM of the Company and the same shall be handed over, therefore, to the Chairman/Company Secretary for safe keeping.

BALWAN JAIN & CO. DELHI Chartered Accountants

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I hereby also declare that along with this I have handed over to Mr. Kamakhya Chamaria, Chairman of the Meeting, a Compact Disc (CD) containing the list of Equity Shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed. According to my observations, the process of e-voting and Ballot Papers has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,

For Balwan Jain & Co.
Chartered Accountants,
Firm Registration No. : 013079N

BALWAN JAIN & CO. DELHI Chartered Accountants

(Balwan Jain)
Proprietor
Membership No. : 091276

Place: Guwahati
Date: 29-09-2018

Witness 1: Mr. Sanjay Kumar : S.Kumar

Witness 2: Mr. Santosh Mishra : Santosh Mishra