

Ref: 2709/BVCL/2019-20

September 27, 2019

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

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  
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Scrip Code- 532916

Scrip Code- BVCL

**Sub: Proceedings of 20<sup>th</sup> Annual General Meeting of the Barak Valley Cements Limited held on 27<sup>th</sup> September, 2019 as per regulation 30 read with Part-A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to the Regulation 30 read with Part-A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings (as **Annexure-1**) for the Twentieth Annual General Meeting of Barak Valley Cements Limited ("the Company") duly convened and held on September 27, 2019 (Friday) at 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007 at 11.30 A.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 August 13, 2019 of the 20th Annual General Meeting. The remote e-voting commenced at 09:00 a.m. on Tuesday, September 24, 2019 and ended at 05:00 p.m. on Thursday, September 26, 2019. 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.

Thanking You,

Yours Faithfully,

**For BARAK VALLEY CEMENTS LIMITED**

  
**Gaurav Aggarwal**

**(Company Secretary & Compliance Officer)**





## Annexure-1

### PROCEEDINGS OF TWENTIETH ANNUAL GENERAL MEETING

**The Twentieth Annual General Meeting ("AGM"/ "Meeting") of Members of the Company was held on Friday, September 27, 2019 at 11.30 A.M. (IST) at 202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007.**

Gaurav Aggarwal, Company Secretary and Compliance Officer of the Company welcomed the Members of the Company. Upon confirmation of the presence of quorum by the Company Secretary, Mr. Kamakhya Chamaria, Vice-Chairman and Managing Director chaired the meeting and called the meeting in order and began the proceedings of the meeting. After welcoming the Members of the Company, he introduced Mrs. Renu Kejriwal, Chairman of the Audit Committee Committee and Nomination & Remuneration Committee, Mr. Shyam Agarwal Chairman of Stakeholders Relationship Committee, Mr. Santosh Kumar Bajaj and Mr. Mahendra Kumar Agarwal, Directors of the Company, Auditors of the Company and Mr. Balwan Jain, in the capacity of Scrutinizer present in the meeting. He further, appraised that the other directors are not able to attend the meeting due to their pre-occupations.

Then Mr. Kamakhya Chamaria, Chairman of the Meeting delivered his speech regarding the position attained and the Financial Performance of the Company during the financial year 2018-19. He also stated about revenues of the Company along with the reasons for decline in revenue in comparison with previous Financial Year. Then he concluded his speech by stating future plans and growth projections year ahead.

Further, Gaurav Aggarwal, Company Secretary and Compliance Officer of the Company informed that the Auditors Report on the Financial Statements of the Company for the year ended March 31, 2019 and the Secretarial Audit Report for the financial year ended March 31, 2019 did not have any adverse remark and then explained to the members with respect to legal aspects of voting through electronic mean and poll. Further, he informed that the Company has engaged NSDL for providing e-voting facility for the Twentieth Annual General Meeting. It was informed that as per the provisions of the Companies Act, 2013 and other applicable provisions, Company has provided the remote e-voting facility from September 24, 2019 (09.00 A.M. IST) to September 26, 2019 (5.00 P.M. IST).

The Chairman announced that the Statutory Registers, Auditors Report, Secretarial Audit Report and other inspection documents were available for inspection during AGM.

#### Business Items:

Then Chairman took up the agenda items as stated under Notice of AGM. With the consent of Members present, the Notice of AGM together with Financial Statements and Board Report were taken as read. Thereafter, Chairman proceeded with the Agenda Items set out as below:

#### 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, 2019 together with the Report of the Board of Directors and Auditors thereon.



- **Item No. 2:** To appoint a director in place of Mr. Santosh Kumar Bajaj (DIN: 00045759), who retires by rotation and being eligible, offers himself for reappointment.

## **SPECIAL BUSSINESS:**

- **Item no. 3:** Ratification of Remuneration to the Cost Auditor for the Financial Year ending March 31, 2019.
- **Item no. 4:** Appointment of Nishant Garodia (DIN: 00129815) as Non-Executive Director of the Company.
- **Item no. 5:** Appointment of Mr. Shyam Agarwal (DIN: 08294059) as Independent Director of the Company.
- **Item no. 6:** Appointment of Mr. Puran Chand (DIN: 08468978) as Independent Director of the Company.
- **Item no. 7:** Re-appointment of Dr. Dhanpat Ram Agarwal (DIN: 00322861) as an Independent Director of the Company.
- **Item no. 8:** Re-appointment of Mrs. Renu Kejriwal (DIN: 06768299) as Independent Director of the Company.
- **Item no. 9:** Shifting of Registered office of the Company with in the same state.

Chairman briefed about all the proposed items and also informed that proposed items were considered and approved by the Board in their meeting held on Tuesday, August 13, 2019. Few members spoke and raised concerns pertains to future growth plans of the Company, which were replied by the Chairman with thanks to the Members for taking keen interest in the affairs of Company.

Then the Chairman handed over the poll process to the scrutinizer Mr. Balwan Jain, proprietor of M/s Balwan Jain & Co., Practicing Chartered Accountants and requested the Company Secretary to assist the Members in exercise of voting. Thereafter, Scrutinizer displayed the empty ballot box and locked the same in the presence of two witnesses. The Scrutinizer instructed the members to cast their vote and drop the ballot papers in ballot box. 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'.

Further, Chairman announced that the Result would be available after receipt of Scrutinizer report(s) and will be intimated to the Stock Exchanges & NSDL and the same will also be uploaded on the Company's Website and displayed on the notice Board of the Company.

At the end of the Meeting, Chairman conveyed his thanks to the Members for their kind cooperation in conducting the AGM and declared the Meeting as closed.

There being no other business to transact, the meeting ended at 12.40 P.M. with a vote of thanks to the Chair.