



BARAK VALLEY CEMENTS LTD.

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

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CIN : L01403AS1999PLC005741



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

Corporate Governance Report on Quarterly/Half-Yearly Basis

1. Name of Listed Entity: Barak Valley Cements Limited
2. Quarter/Half-Year Ended: September 30, 2016
3. Symbol: BVCL

Annexure - I

I. Composition of Board of Directors

| Title (Mr./Ms.) | Name of the Director | PAN ^s & DIN | Category (Chairperson/Executive/Non-Executive / independent/Nominee) ⁶ | Date of Appointment in the current term /cessation | Tenure (in years) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-----------------|------------------------|------------------------|---|--|-------------------|--|---|--|
| Mr. | Kamakhya Chamaria | ABTPC7503L 00612581 | Executive | 30/Sep/14 | - | 1 | Audit Committee-1 Stakeholder Committee-1 | 0 |
| Mr. | Bijay Kumar Garodia | ACCPG4986F 00044379 | Chairperson - Executive | 1/Jun/14 | - | 2 | Audit Committee-1 | 0 |
| Mr. | Prahlad Rai Chamaria | ABYPC6324L 00037589 | Non Executive | 28/Apr/99 | - | 1 | Audit Committee-0, | 0 |
| Mr. | Santosh Kumar Bajaj | ACOPB0818D 00045759 | Executive | 30/Sep/14 | - | 1 | Audit Committee-0, | 0 |
| Mr. | Mahendra Kumar Agarwal | ABMPA8813G 00044343 | Non Executive | 30/Nov/99 | - | 1 | Audit Committee-1 | 0 |
| Mr. | Brahm Prakash Bakshi | ACAPB0355M 00129132 | Independent - Non Executive | 8/Sep/14 | 5 | 1 | Audit Committee-1 Stakeholder Committee-1 | 1 |
| Mr. | Dhanpat Ram Agarwal | ACZPA4900E 00322861 | Independent - Non Executive | 8/Sep/14 | 5 | 2 | Audit Committee-0 | 0 |
| Mr. | Ramesh Chandra Bajaj | AECPB492B 01054099 | Independent - Non Executive | 8/Sep/14 | 5 | 1 | Audit Committee-1 | 0 |
| Mrs. | Renu Keirival | ARZPK9611R 06768299 | Independent - Non Executive | 8/Sep/14 | 5 | 1 | Audit Committee-0 | 0 |
| Mr. | Vishal More | AFTPM2002C 01513638 | Independent - Non Executive | 8/Sep/14 | 5 | 1 | Audit Committee-1 | 1 |

⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁶Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

^{*}to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) |
|---|--|--|
| 1. Audit Committee | Sh. Vishal More Sh. Brahm Prakash Bakshi Sh. Ramesh Chandra Bajaj Sh. Kamakhya Chamaria | Chairperson - Independent - Non Executive Independent - Non Executive Independent - Non Executive Executive |
| 2. Nomination & Remuneration Committee | Sh. Brahm Prakash Bakshi Dr. Dhanpat Ram Agarwal Sh. Ramesh Chandra Bajaj Sh. Bijay Kumar Garodia | Chairperson - Independent - Non Executive Independent - Non Executive Independent - Non Executive Executive |
| 3. Risk Management Committee (if applicable) | Not Applicable | Not Applicable |
| 4. Stakeholders Relationship Committee ⁷ | Sh. Brahm Prakash Bakshi Dr. Dhanpat Ram Agarwal Sh. Kamakhya Chamaria | Chairperson - Independent - Non Executive Independent - Non Executive Executive |

⁷& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| May 30, 2016 | August 12, 2016 | 73 Days |




| IV. Meeting of Committees | | | |
|---|---|---|--|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days * |
| August 12, 2016 | Yes - 3 members present | May 30, 2016 | 73 Days |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

| V. Related Party Transactions | |
|--|--|
| Subject | Compliance status (Yes/No/NA) refer note below |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

Note
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk Management committee - Not applicable - (applicable to the top 100 listed companies)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: No Comments.

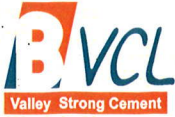
Divyang



Divyang Jain
Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



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Corporate Governance Report on Half-Yearly Basis

1. Name of Listed Entity: Barak Valley Cements Limited
2. Half-Year Ended: September 30, 2016
3. Symbol: BVCL

Annexure - III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

| I Affirmations | | |
|---|--------------------------------------|--|
| Broad Heading | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |
| <p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |
| <p>Divyang Jain Company Secretary & Compliance Officer</p> | | |