



# 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

Corporate Governance Report on quarterly basis



1. Name of Listed Entity: Barak Valley Cements Limited  
 2. Quarter ending: March 31, 2016  
 3. Script Code: 532916

Annexure - I

## I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/Executive/Non-Executive / independent/Nominee) <sup>6</sup>	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	ABTPC7503L00612581	Executive	30/Sep/14	-	1	Audit Committee-1 Stakeholder Committee-1	0
Mr.	Bijay Kumar Garodia	ACCPG4986F00044379	Chairperson - Executive	1/Jun/14	-	2	Audit Committee-1 Stakeholder Committee-0	0
Mr.	Prahlad Rai Chamaria	ABYPC6324L00037589	Non Executive	28/Apr/99	-	1	Audit Committee-0 Stakeholder Committee-0	0
Mr.	Santosh Kumar Bajaj	ACQP80818D00045759	Executive	30/Sep/14	-	1	Audit Committee-0 Stakeholder Committee-0	0
Mr.	Mahendra Kumar Agarwal	ABMPA8813G00044343	Non Executive	30/Nov/99	-	1	Audit Committee-1 Stakeholder Committee-0	0
Mr.	Brahm Prakash Bakshi	ACAPB0355M00129132	Independent - Non Executive	8/Sep/14	5	1	Audit Committee-1 Stakeholder Committee-1	1
Mr.	Dhanpat Ram Agarwal	ACZPA4900E00322861	Independent - Non Executive	8/Sep/14	5	2	Audit Committee-0 Stakeholder Committee-2	0
Mr.	Ramesh Chandra Bajaj	AECPB4492B01054099	Independent - Non Executive	8/Sep/14	5	1	Audit Committee-1 Stakeholder Committee-0	0
Mrs.	Renu Kejriwal	ARZPK9611R06768299	Independent - Non Executive	8/Sep/14	5	1	Audit Committee-0 Stakeholder Committee-0	0
Mr.	Vishal More	AFTPM2002C01513638	Independent - Non Executive	8/Sep/14	5	1	Audit Committee-1 Stakeholder Committee-0	1

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</sup>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

\* 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 <sup>1</sup>	Sh. Brahm Prakash Bakshi Dr. Dhanpat Ram Agarwal Sh. Kamakhya Chamaria	Chairperson - Independent - Non Executive Independent - Non Executive Executive

<sup>1</sup> & 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)
November 7, 2015	February 12, 2016	96 Days

*Divyang*  
 Company Secretary  
 Barak Valley Cements Ltd.

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*
<b>Audit Committee -</b>			
February 12, 2016	Yes - 3 members present	November 7, 2015	96 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
<b>Note</b>	
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 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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## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes

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Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



Divyang Jain

Company Secretary & Compliance Officer