



# 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

## Corporate Governance Report on quarterly basis

1. Name of Listed Entity: **Barak Valley Cements Limited**  
 2. Quarter ending: **September 30, 2017**  
 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/17	-	1	Audit Committee-1 Stakeholder Committee-1	0
Mr.	Bijay Kumar Garodia	ACCPG4986F00044379	Chairperson - Non Executive	23/Aug/17	-	2	Audit Committee-0 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	ACOPB0818D00045759	Non Executive	30/Sep/17	-	1	Audit Committee-0 Stakeholder Committee-0	0
Mr.	Mahendra Kumar Agarwal	ABMPA8813G00044343	Non Executive	30/Nov/99	-	1	Audit Committee-0 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	3	Audit Committee-1 Stakeholder Committee-3	3
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 Non Executive
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee <sup>7</sup>	Sh. Brahm Prakash Bakshi Dr. Dhanpat Ram Agarwal Sh. Kamakhya Chamaria	Chairperson - Independent - Non Executive Independent - Non Executive Executive

<sup>7</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)
May 30, 2017	August 23, 2017 September 14, 2017	84 Days 21 Days







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IV. Meeting of Committees			
CIN : L01403AS1999PLC005741			
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>			
August 23, 2017	Yes - 3 members	May 30, 2017	84 Days
September 14, 2017	Yes - 3 members present		21 Days
<b>Nomination and Remuneration committee -</b>			
August 23, 2017	Yes - 3 members present	November 14, 2016	-

\* 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	N.A.
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	N.A.

**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.

Saakshi Manchanda

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, 2017           |
| 3. Script Code:           | 532916                       |

**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**

<b>I Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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

### Note

- 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.
- If status is "No" details of non-compliance may be given here.
- If the Listed Entity would like to provide any other information the same may be indicated here.

  
  
**Saakshi Manchanda**  
**Company Secretary & Compliance Officer**