



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, 2019
3. Script Code: 532916

Annexure - I

Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/Executive/Non-Executive / independent/Nominee) ⁶	Date of Appointment in the current term /cessation	Date of Cessation	Tenure [*] (in months)	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	Non Executive	14/Dec/17	13/Feb/19	-	1	Audit Committee-0 Stakeholder Committee-0	0
Mr.	Prahlad Rai Chamaria	ABYPC6324L00037589	Non Executive	28/Apr/99	31/Mar/19	-	0	Audit Committee-0 Stakeholder Committee-0	0
Mr.	Santosh Kumar Bajaj	ACQP80818D00045759	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	31/Mar/19	54	0	Audit Committee-0 Stakeholder Committee-0	0
Mr.	Dhanpat Ram Agarwal	ACZPA4900E00322861	Independent - Non Executive	8/Sep/14	-	60	3	Audit Committee-2 Stakeholder Committee-3	3
Mr.	Ramesh Chandra Bajaj	AECPB4492B01054099	Independent - Non Executive	8/Sep/14	13/Feb/19	53	0	Audit Committee-0 Stakeholder Committee-0	0
Mrs.	Renu Kejriwal	ARZPK9611R06768299	Independent - Non Executive	8/Sep/14	-	60	1	Audit Committee-1 Stakeholder Committee-0	1
Mr.	Shyam Agarwal	AFUPA9611G08294059	Independent - Non Executive	14/Nov/18	-	60	1	Audit Committee-1 Stakeholder Committee-1	1
Mr.	Nishant Garodia	AJSPG6638H00129815	Non Executive	13/Feb/19	-	-	1	Audit Committee-0 Stakeholder Committee-0	0

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.

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mrs. Renu Kejriwal Sh. Kamakhya Chamaria Sh. Shyam Agarwal	Chairperson-Independent - Non Executive Executive Independent - Non Executive
2. Nomination & Remuneration Committee	Smt. Renu Kejriwal Sh. Dhanpat Ram Agarwal Sh. Nishant Garodia	Chairperson - Independent - Non Executive Independent - Non Executive Non Independent - Non Executive
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee [*]	Sh. Shyam Agarwal Sh. Dhanpat Ram Agarwal Sh. Kamakhya Chamaria	Chairperson - Independent - Non Executive Independent - Non Executive Executive

& 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

In Audit Committee Mr. Ramesh Chandra Bajaj ceased from member w.e.f. February 13, 2019 and Mr. Brahm Prakash Bakshi from March 31, 2019 due to resignation.

In Nominatin and Remuneration Committee Mr. Ramsh Chandra Bajaj and Mr. Bijay Kumar Garodia ceased to be Member of Committee from February 13, 2019 and Mr. Brahm Prakash Bakshi from March 31, 2019 due to resignation.

In Stakeholders Relationship Committee Mr. Brahm Prakash Bakshi ceased to be Member of Committee from due to resignation.

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 14, 2018	February 13, 2019	90 Days

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 [*]
November 14, 2018	Yes - 3 members	February 13, 2019	90 Days
Nomination and Remuneration committee -			

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

[Handwritten Signature]
Barak Valley Cements Ltd.
Secretary



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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, 2. If status is "No" details of non-compliance may be given here.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk Management committee - Not applicable - (applicable to the top 100 listed companies) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. 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. 5. 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.	
For Barak Valley Cements Limited	
Gaurav Aggarwal Company Secretary and 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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ISO 9001:2015 CERT. No.:
QAC/R91/1941

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	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 associates	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	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	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

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Maximum Directorship & Tenure	25(1) & (2)	Yes
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	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior	26(2) & 26(5)	Yes
Note		
III Affirmations:		
Gaurav Aggarwal		
Company Secretary & Compliance Officer		

