

**BARAK VALLEY CEMENTS LIMITED**

CIN: L01403AS1999PLC005741

Regd. Office: Debendra Nagar, Jhoombasti, P.O. Badarpurghat, Distt. Karimganj, Assam-788803

Corp Office: DSM 450-451-452, DLF Towers, 15 Shivaji Marg, Moti Nagar, Delhi 110015

E-mail: cs@barakcement.com, Website: www.barakcement.com

Phone: 03843-269881

**NOTICE**

**NOTICE** is hereby given that the **25<sup>th</sup>** (Twenty Fifth) Annual General Meeting (“**AGM**” or “**25<sup>th</sup> AGM**”) of the members of Barak Valley Cements Limited will be held on Monday, 30<sup>th</sup> Day of September, 2024 at 3:00 P.M. through Video Conferencing (VC) for which purpose the Registered office of the company situated at Debendra Nagar, Jhoombasti, P.O. Badarpurghat, Distt. Karimganj, Assam-788803 shall be deemed as the venue of the meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements (including audited standalone and consolidated financial statements) of the Company for the Financial Year ended **March 31, 2024** and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Santosh Kumar Bajaj (DIN: 00045759), who retires by rotation and being eligible, has offered himself for re-appointment.

**SPECIAL BUSINESS:**

3. **RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING MARCH 31, 2024.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provision of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the Company hereby ratifies and confirms the remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand Only) plus tax as applicable and reimbursement of out-of-pocket expenses to be paid to M/s RKKV & Associates, Cost Accountants (Firm Regn. no. 103938), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies (Ministry of Corporate Affairs) and to do all such acts, deeds and things as may be necessary and thereto.”

4. **TO REGULARISE MR. NISHANT GARODIA (DIN:00129815) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in

force, Mr. Nishant Garodia (DIN:00129815), who was appointed as an Additional Director with effect from 14th August 2024, in respect of whom the board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and whose candidature for the office of Director has been recommended by the Nomination & Remuneration Committee and by the Board, the consent of shareholders be and is hereby accorded to appoint him as a Non-Executive Director of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Mrs. Rachna Gambhir, Company Secretary be and are hereby severally authorized to file necessary forms with the Registrar of Companies (Ministry of Corporate Affairs) and to do all such acts, deeds and things as may be necessary and thereto.”

**5. TO REGULARISE MR. VAIBHAV ARORA (DIN:08880156) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152,161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Vaibhav Arora (DIN:08880156), who was appointed as an Additional Independent Director with effect from 14th August 2024, in respect of whom the board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013, and LODR Regulations and who has submitted a declaration confirming that he meets the criteria of independence as per Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and whose candidature for the office of Director has been recommended by the Nomination & Remuneration Committee and by the Board, the consent of shareholder be and is hereby accorded to appoint him as an Independent Director of the Company to hold office for a term of five consecutive years starting from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Mrs. Rachna Gambhir, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies (Ministry of Corporate Affairs) and to do all such acts, deeds and things as may be necessary and thereto.

**6. TO REGULARISE MRS. VANDANA AGARWAL (DIN:06829302) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152,161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Vandana Agarwal (DIN:06829302), who was appointed as an Additional Independent Director with effect from 14th August 2024, in respect of whom the board is of the opinion that she fulfills the conditions specified in the Companies Act, 2013, and who has submitted a declaration confirming that she meets the criteria of independence as per Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and whose candidature for the office of Director has been recommended by the Nomination & Remuneration Committee and by the Board, the consent of shareholder be and is hereby accorded to appoint her as an Independent Director of the Company to hold office for a term of five consecutive years starting from the conclusion of 25<sup>th</sup>

**BARAK VALLEY CEMENTS LIMITED**

Annual General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Mrs. Rachna Gambhir, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies (Ministry of Corporate Affairs) and to do all such acts, deeds and things as may be necessary and thereto.

**7. TO REGULARISE MRS. POONAM GUPTA (DIN:10743739) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152,161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force, Mrs. Poonam Gupta (DIN:10743739), who was appointed as an Additional Independent Director with effect from 28th August 2024, in respect of whom the board is of the opinion that she fulfills the conditions specified in the Companies Act, 2013, and who has submitted a declaration confirming that she meets the criteria of independence as per Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and whose candidature for the office of Director has been recommended by the Nomination & Remuneration Committee and by the Board, the consent of shareholder be and is hereby accorded to appoint her as an Independent Director of the Company to hold office for a term of five consecutive years starting from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Mrs. Rachna Gambhir, Company Secretary be and are hereby severally authorized to file necessary forms with the Registrar of Companies (Ministry of Corporate Affairs) and to do all such acts, deeds and things as may be necessary and thereto.

**By Order of the Board  
For Barak Valley Cements Limited**

**Sd/-  
(Kamakhya Chamaria)  
Vice Chairman & Managing Director  
DIN: 00612581  
Add: 48/72, West Punjabi Bagh, New Delhi-110026**

**Place: New Delhi  
Date: 28.08.2024**

**NOTES:**

1. In accordance with the Ministry of Corporate Affairs, (“MCA”) General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022, respectively, (“the MCA Circulars”) read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 (the SEBI Circular) and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023, (‘MCA Circulars’), MCA has permitted the holding of the Annual General Meetings through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
2. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 (“THE ACT”), A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. SINCE THIS MEETING WILL BE HELD THROUGH VC/OAVM, IN ACCORDANCE WITH THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE MEETING AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with regard to the special business as set out under item no. 3 to item no. 7 and the relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re- appointment at this Annual General Meeting (“AGM”) are annexed (**Marked as Annexure A**).
5. In pursuant to the provision of Section 91 of the Companies Act, 2013, Every Company is entitled to close Register of Members and Share Transfer Books for period not exceeding 45 days once in each year but not exceeding 30 days at one time. Therefore, the Register of Members and Share Transfer Books of the Company shall remain closed from Monday, the 23<sup>rd</sup> day of September, 2024 to Monday, the 30<sup>th</sup> day of September, 2024 (both days inclusive). The members whose names appear on the Company’s register of members as on Monday, the 23<sup>rd</sup> day of September, 2024 will be eligible to attend and vote at the meeting.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and under their signature address/ bank details/ECS (Electronic Clearing Service) mandate to:
  - (a) The Company or its R&T Agent viz. M/s. MCS Share Transfer Agent Limited, if shares are held in physical form; and
  - (b) Their respective Depository Participants (DPs), if shares are held in electronic form.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number to the Company/ RTA for registration of transfer of shares, for securities market transactions and off market/ private transactions involving transfer of shares in physical form. In this connection, the Transferees of Company’s shares are requested to submit a copy of their PAN card along with the Transfer Deed. Members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.
8. Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No. SH-13, pursuant to the Rule 19 (Share Capital and Debentures) Rules, 2014 (which will be made available on request) to the R&T Agent.

9. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company's Corporate Office at least 7 (Seven) days before the date of the ensuing Annual General Meeting so that the same can be suitably replied to.
10. The Company has transferred the unpaid or unclaimed dividends declared up to the financial years 2010-2011, from time to time on due dates to the Investor Education and Protection Fund( IEPF) established by the Central Government.
11. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: <https://www.mcsregistrars.com/investor-relations.php> or contact MCS Share Transfer Agent for lodging claim for refund of shares and/ or dividend from the IEPF Authority. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
12. Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
13. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company's RTA at <https://www.mcsregistrars.com/downloads.php>
14. Members are requested to notify any change in address or demise of any member, as soon as possible to prevent fraudulent transactions.
15. Barak Valley Cements Limited is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs ("MCA"), Government of India has, by its Circular 17/2011 dated April 21, 2011 and Circular 18/2011 dated April 29, 2011, permitted companies to send all official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance. Recognizing the spirit of the circulars issued by the MCA as aforesaid, the Company is sending documents like the Notice for convening Annual General Meeting, Financial Statements, Directors' Report, Auditors' Report, etc., to the e-mail address provided by the members to their depositories for Financial Year 2023-24 also, it has done so, the Copies of the Annual Report for Financial Year 2023-24, the Notice convening the Annual General Meeting and instructions for e-voting are being sent by electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses the physical copies of the Annual Report for Financial Year 2023-24 are being sent by the permitted mode. Members may also note that the Notice convening the Annual General Meeting and the Annual Report for Financial Year 2023-24 will be available on the Company's website, [www.barakcement.com](http://www.barakcement.com) in "Investors" section.
16. All the members are requested to keep their e-mail address updated with the depository participant to ensure that the Annual Report and other documents reach them on their preferred e-mail address. However, those who want to receive hard copies of all the communication, have to make a specific request to the Company by sending a letter in this regard to the RTA or the Company.  
  
Further, it is requested to all the members whose e-mail addresses are not registered with the Company/Depository Participant/RTA may register the same by sending the duly filled E-communication Registration form (annexed with the Notice) to the Company at its corporate office address i.e. Unit No.s DSM 450-451-452, DLF Towers, 15 Shivaji Marg, Moti Nagar, New Delhi-110015 or Company's RTA address i.e. MCS Share Transfer Agent Limited, Unit: Barak Valley Cements Limited, F-65, Okhla Industrial Area, Phase-I, New Delhi-110020.
17. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of 1,500 Members on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman/Chairperson of the Audit, Nomination and Remuneration and Stakeholders Relationship Committees, Auditors, etc. can attend the 25<sup>th</sup> AGM without any restriction on account of first-come-first-served principle.

**18. Speaker Registration/Questions for the Meeting**

Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs@barakcement.com](mailto:cs@barakcement.com) latest by 22<sup>nd</sup> September, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers.

19. The notice is being sent to all the members of the Company, whose names appear on the register of members/record(s) of depositories as on, August 30, 2024.

Members are requested to convert their share (s) lying in physical form to the demat form for easy transferability of shares. For any help the shareholders may contact the email id [cs@barakcement.com](mailto:cs@barakcement.com) or our Registrar & Share Transfer Agent (R&T Agent) at email id [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

20. For any investor related queries, communication may be sent by e-mail to [cs@barakcement.com](mailto:cs@barakcement.com).

21. Considering the Meeting would be held through VC/ OAVM, the route Map for the venue is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.

**22. Voting through electronic means**

I. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

II. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

III. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1500 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

IV. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

V. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

VI. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.barakcement.com](http://www.barakcement.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Friday, September 27, 2024 at 09:00 A.M. and ends on Sunday, September 29, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 23, 2024.

**How do I vote electronically using NSDL e-Voting system?**




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders / Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>



**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical  
Your User ID is:**

- a) For Members who hold shares in demat account with NSDL.  
8 Character DP ID followed by 8 Digit Client ID  
For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.
  - b) For Members who hold shares in demat account with CDSL.  
16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*
  - c) For Members holding shares in Physical Form.  
EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*
5. Password details for shareholders other than Individual shareholders are given below:
    - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
    - c) How to retrieve your ‘initial password’?
      - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
      - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cabjain@gmail.com](mailto:cabjain@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhishek Mishra at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## BARAK VALLEY CEMENTS LIMITED

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@barakcement.com](mailto:cs@barakcement.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@barakcement.com](mailto:cs@barakcement.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@barakcement.com](mailto:cs@barakcement.com). The same will be replied by the company suitably.
6. Registered Speaker will only be allowed to ask questions at the AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONG WITH NOTICE.****ITEM NO. 3**

On the recommendation of the Audit Committee, the Board of Directors at its meeting held on 30<sup>th</sup> May, 2023, has appointed M/s RKKV & Associates, Cost Accountants, as Cost Auditors of the Company for auditing the Cost Records of the Company pertaining to Cement segment business for the Financial Year 2023-24, and also fixed their remuneration of ₹35,000/- (Rupees Thirty Five Thousand Only) plus taxes as applicable and out-of pocket expenses, if any, for the said purpose.

Pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified and confirmed by the Members of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for Ratification and confirmation of remuneration of Cost Auditors for the Financial Year 2023-24.

The Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for the approval of Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 3 of the Notice Calling AGM.

**ITEM NO. 4**

Based on the expertise, skills, rich experience and knowledge and as per the recommendation of the Nomination and Remuneration Committee, the Board had appointed Mr. Nishant Garodia as an Additional Director in its meeting held on 14th August, 2024, recommended for approval of members as a Non- Executive Director of the company.

Further, as provided under section 152(6) of the Companies Act, 2013 Mr. Nishant Garodia shall be liable to retire by rotation. Approval of shareholders is sought by means of Special Resolution.

The Company has received all statutory disclosures/ declarations, including:

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- ii. Disclosure of his nature of concern or interest in any company or companies or bodies corporate, firms or other association of individuals in Form MBP-1, pursuant to section 184(1) and Rule 9(1) of the Companies (Meeting of Board and its power) Rules, 2014.
- iii. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

The Nomination and Remuneration Committee (“NRC”) had finalized the desired attributes of Mr. Nishant Garodia for the selection of the Director such as experience, expertise etc.. Based on those attributes, the NRC recommended the candidature of Mr. Nishant Garodia to the board.

In the opinion of the Board, Mr. Nishant Garodia fulfils the conditions for becoming a director of the company specified in the Act, the rules made thereunder, LODR regulations and such other laws and regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Nishant Garodia is a person of integrity who possesses required expertise and his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Non-Executive Director.

## **BARAK VALLEY CEMENTS LIMITED**

Keeping in view Mr. Nishant Garodia has rich and varied experience in the industry, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as a Non-Executive, Non-Independent Director of the Company.

The Board was satisfied that his association as Non-Executive Director will be beneficial in the growth of the Company due to the following reasons:

- 1) Mr. Nishant Garodia is a Business Management Graduate. He has done his M. Sc. in Management from Edinburgh University, U. K. and also completed his Masters in International Business Administration (IMBA) from I.E. Business School, Madrid, Spain.
- 2) He has an overall business experience of more than 13 years and has an experience of more than 7 years in all aspects of business of the Meghalaya Cements Limited and is actively engaged in supervision & conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.
- 3) Mr. Nishant Garodia is a Whole time Director of Meghalaya Cements Limited and directors of many other Companies. During his tenure as Whole time Director and Director of different Companies, he has provided a lot of impetus related to corporate planning, growth strategies and business development.
- 4) He has the informed knowledge in areas of corporate planning, growth strategies and business development. He has managed critical business responsibilities in various areas including strategic planning and execution for Cement, Steel and Ferro Alloys manufacturing plants.
- 5) Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, additional information about Mr. Nishant Garodia is attached in Annexure A to this Notice.

The Board recommends the resolution as set out in Item No. 4 for the approval of members by way of a Special Resolution.

None of the Director is interested financially or otherwise in the proposed resolution except Mr. Nishant Garodia.

### **ITEM NO. 5**

Based on his expertise, skills, rich experience and knowledge and as per the recommendation of the Nomination and Remuneration Committee, the Board had appointed Mr. Vaibhav Arora as an Additional Independent Director in its meeting held on 14th August, 2024, recommended for approval of members as an Independent Director of the company for a tenure of 5 consecutive years starting from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting and whose office shall not be liable to retire by rotation.

Further, as provided under section 152(6) of the Companies Act, 2013 Mr. Vaibhav Arora shall not be liable to retire by rotation. Approval of shareholders is sought by means of Special Resolution.

The Company has received all statutory disclosures/ declarations, including:

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- ii. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of the section 149 of the Act and under LODR Regulations.
- iii. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.
- iv. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.

- v. Confirmation that he is in compliance with Rules 6(1) and Rule 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Barak Valley Cements Limited amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee (“NRC”) had finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Mr. Vaibhav Arora to appoint him as an Independent Director of the company.

In the opinion of the Board, Mr. Vaibhav Arora fulfils the conditions for independence specified in the Act, the rules made thereunder and LODR regulations and such other laws and regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Vaibhav Arora is a person of integrity who possesses required expertise and his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that his association as Non-Executive Independent Director will be beneficial to the Company due to the following reasons:

- i. Mr. Vaibhav Arora is graduated from Bhawanipur College, Calcutta University. He has been certified with various certifications such as GrowthX Certified, PMP® (Project Management Professional), Google Certified Professional, Six Sigma, Yellow Belt, Profiles Psychometric Certified Assessor – PCA, Level 1.
- ii. Mr. Vaibhav Arora is currently associated as a vice president, Retail in Bikaji Foods International Ltd, One of India’s largest ethnic snacks manufacturers with a market cap of \$1.6 Billion. He is also holding directorship in VA Kitchens And Bars Private Limited.
- iii. He is having a vast experience of 15+ years. He focuses on mentoring and leading high-performance teams to deliver customer-specific solutions while driving growth and profitability. He have utilised and expanded his extensive background in business development, brand and product marketing to include C-suite selling, strategic planning, deal execution, P&L management and technology leadership.
- iv. He is experienced in ascertaining the achievement of business parameters within defined timelines and cost meeting the requisite legal, safety and environment compliances.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, additional information about Mr. Vaibhav Arora is attached in Annexure A to this Notice.

Electronic copy of the draft letter for his appointment as an Independent Director setting out the terms and conditions shall be available for inspection by the Members in the Board of Directors section of the website of the company at [www.barakcement.com](http://www.barakcement.com)

Mr. Vaibhav Arora is not related to any other Director or Key Managerial Personnel of the Company. Mr. Vaibhav Arora does not hold any shares in the Company, either in his individual capacity or on a beneficial basis for any other person. None of the Directors or KMP of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice.

The Board recommends the resolution as set out in Item No. 5 for the approval of members by way of a Special Resolution.

None of the Director is interested financially or otherwise in the proposed resolution except Mr. Vaibhav Arora.

**BARAK VALLEY CEMENTS LIMITED****ITEM NO. 6**

Based on her expertise, skills, rich experience and knowledge and as per the recommendation of the Nomination and Remuneration Committee, the Board had appointed Mrs. Vandana Agarwal as an Additional Independent Director in its meeting held on 14th August, 2024, recommended for approval of members as an Independent Director of the company for a tenure of 5 consecutive years starting from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting and whose office shall not be liable to retire by rotation.

Further, as provided under section 152(6) of the Companies Act, 2013 Mrs. Vandana Agarwal shall not be liable to retire by rotation. Approval of shareholders is sought by means of Special Resolution.

The Company has received all statutory disclosures/ declarations, including:

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- ii. Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of the section 149 of the Act and under LODR Regulations.
- iii. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.
- iv. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company.
- v. Confirmation that she is in compliance with Rules 6(1) and Rule 6(2) of the Appointment Rules, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and Confirmation that she had not been a partner of a firm that had transactions during the last three financial years with Barak Valley Cements Limited amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee (“NRC”) had finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Mrs. Vandana Agarwal to appoint her as an Independent Director of the company.

In the opinion of the Board, Mrs. Vandana Agarwal fulfils the conditions for independence specified in the Act, the rules made thereunder and LODR regulations and such other laws and regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that Mrs. Vandana Agarwal is a person of integrity who possesses required expertise and her background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Board was satisfied that her association as Non-Executive Independent Director will be beneficial to the Company due to the following reasons:

1. Mrs. Vandana Agarwal has done Bachelor of Science (Honours) from Jadavpur University.
2. She is associated with Disha Women Association, Non-Profit Organization (NGO) in Delhi wherein she provides free education to around 170 Kids and take cares of their overall development.
3. She also served as a director in Lavanya Buildpro Private Limited.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, additional information about Mrs. Vandana Agarwal is attached in Annexure A to this Notice.

Electronic copy of the draft letter for her appointment as an Independent Director setting out the terms and conditions shall be available for inspection by the Members in the Board of Directors section of the website of the company at [www.barakcement.com](http://www.barakcement.com)

Mrs. Vandana Agarwal is not related to any other Director or Key Managerial Personnel of the Company Mrs. Vandana Agarwal does not hold any shares in the Company, either in her individual capacity or on a beneficial basis for any other person. None of the Directors or KMP of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice.

The Board recommends the resolution as set out in Item No. 6 for the approval of members by way of a Special Resolution.

None of the Director is interested financially or otherwise in the proposed resolution except Mrs. Vandana Agarwal.

### **ITEM NO. 7**

Based on her expertise, skills, rich experience and knowledge and as per the recommendation of the Nomination and Remuneration Committee, the Board had appointed Mrs. Poonam Gupta as an Additional Independent Director in its meeting held on 28th August, 2024, recommended for approval of members as an Independent Director of the company for a tenure of 5 consecutive years starting from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting and whose office shall not be liable to retire by rotation.

Further, as provided under section 152(6) of the Companies Act, 2013 Mrs. Poonam Gupta shall not be liable to retire by rotation. Approval of shareholders is sought by means of Special Resolution.

The Company has received all statutory disclosures/ declarations, including:

1. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
2. Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of the section 149 of the Act and under LODR Regulations.
3. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.
4. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company.
5. Confirmation that she is in compliance with Rules 6(1) and Rule 6(2) of the Appointment Rules, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and Confirmation that she had not been a partner of a firm that had transactions during the last three financial years with Barak Valley Cements Limited amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee ("NRC") had finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Mrs. Poonam Gupta to appoint her as an Independent Director of the company.

In the opinion of the Board, Mrs. Poonam Gupta fulfils the conditions for independence specified in the Act, the rules made thereunder and LODR regulations and such other laws and regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that Mrs. Poonam Gupta is a person of integrity who possesses required expertise and her background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.



The Board was satisfied that her association as Non-Executive Independent Director will be beneficial to the Company due to the following reasons:

1. Mrs. Poonam Gupta has done her post-graduation i.e. Master of Philosophy in Psychology specialization in Psychopharmacology and Master of Arts in Psychology specializations in Industrial Psychology, Guidance and Counselling, Physiological Psychology, Comparative Psychology.
2. She has taken various diplomas i.e. P.G. Diploma in Guidance and Counselling, Diploma in Clinical Hypnotherapy, Diploma in Teacher Training in Hypnotherapy.
3. Mrs. Poonam Gupta is currently associated with DAV Public school as a counsellor. She has taken various Individual counselling sessions on Behavioral Issues, Family Issues, Personal Issues with the help of Psychotherapy and Hypnotherapy and conducted various workshops for students, parents, teachers etc.
4. She is an Executive Member of Prayas Social Welfare Society and a honorary member of ICAI (Institute of Chartered Accountants of India) for giving lectures in the orientation program for students of Intermediate Group. Mrs. Poonam Gupta has published a paper in Journal of the Indian Academy of Applied Psychology on the topic: Effect of Impulsivity on Attentional Processes.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, additional information about Mrs. Poonam Gupta is attached in Annexure A to this Notice.

Electronic copy of the draft letter for her appointment as an Independent Director setting out the terms and conditions shall be available for inspection by the Members in the Board of Directors section of the website of the company at [www.barakcement.com](http://www.barakcement.com)

Mrs. Poonam Gupta is not related to any other Director or Key Managerial Personnel of the Company. Mrs. Poonam Gupta does not hold any shares in the Company, either in her individual capacity or on a beneficial basis for any other person. None of the Directors or KMP of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice.

The Board recommends the resolution as set out in Item No. 7 for the approval of members by way of a Special Resolution.

None of the Director is interested financially or otherwise in the proposed resolution except Mrs. Poonam Gupta.

**By Order of the Board  
For Barak Valley Cements Limited**

**Sd/-  
(Kamakhya Chamaria)  
Vice Chairman & Managing Director  
DIN: 00612581**

**Add: 48/72, West Punjabi Bagh, New Delhi-110026**

**Place: New Delhi**

**Date: 28.08.2024**

**ANNEXURE 'A' TO THE NOTICE**
**Relevant Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting**

*[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]*

Name of the Director	Mr. Santosh Kumar Bajaj
Date of Birth	09.08.1957
Age (Years)	67 Years
Nationality	Indian
Qualification	Graduate
Expertise in Special Functional Area	Industry, Leadership, Accounts & Finance, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Board procedures and Governance, etc.
Date of First Appointment on the Board of the Company	13/03/2006
Terms & condition of re- appointment/appointment	Director liable to retire by rotation and eligible for re-appointment
Details of remuneration sought to be paid and remuneration last drawn	NIL
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	17,84,500 Shares
Relationship between the Directors inter se and other Key Managerial Person	None
No. of Board Meetings attended during the year	4
List of Directorship held in Other Companies (excluding Foreign Companies)	OM Infracon Private Limited
List of entities from which director has resigned in the past three years.	Goombira Tea Co. Ltd.
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	Nil
Brief Resume of Director	Mr. Santosh Kumar Bajaj is the Promoter & non-executive Director of our Company and has been associated with our Company since incorporation. He is having a rich experience of 25 years or more in cement industry. He is an Industrialist and businessman of good repute and having expertise knowledge and marketing skills of cement industry. Mr. Bajaj started his business career as a trader, joining his family business and is representing third generation of his family in Cement Business.

**Note:**

- The aforesaid information is as at 31st March, 2024.
- The Directorships/Committee Memberships exclude foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.
- Only two committees viz. Audit Committee and Stakeholder Relationship Committee have been considered for determining Chairmanship/Membership which is pursuant to the provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

**ANNEXURE ‘A’ TO THE NOTICE**

**Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting**

*[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]*

Name of the Director	Mr. Nishant Garodia
Date of Birth	21.02.1987
Age (Years)	37 years
Nationality	Indian
Qualification	Post Graduated in International Business Administration (IMBA)
Expertise in Special Functional Area	Economics, Business Strategy, Supervision, Leadership, Accounts & Finance, Production, etc.
Date of First Appointment on the Board of the Company	14/08/2024
Terms & condition of re- appointment/appointment	Appointment as a Non-Executive Director of the Company who will be liable to retire by rotation. Terms and Conditions of appointment are as per the Nomination & Remuneration Policy of the Company as displayed on the Company’s website at www.barakcement.com
Details of remuneration sought to be paid and remuneration last drawn	NIL
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	10,000 shares
Relationship between the Directors inter se and other Key Managerial Person	None
No. of Board Meetings attended during the year	N.A.
List of Directorship held in Other Companies (excluding Foreign Companies)	<p><b>Public Companies:</b></p> <ul style="list-style-type: none"> <li>• Meghalaya Cements Limited</li> <li>• Top Metals Ltd</li> </ul> <p><b>Private Companies:</b></p> <ul style="list-style-type: none"> <li>• Ethnic Global Ventures Pvt Ltd</li> <li>• Aditya Mining &amp; Steel Pvt. Ltd.</li> <li>• Stark Overseas Private Limited</li> <li>• R. G. Garodia Properties Pvt Ltd</li> <li>• Doyen Overseas Pvt. Ltd.</li> <li>• Prithvi Mining &amp; Steel Pvt Ltd</li> <li>• East Jaintia Mining Private Limited</li> <li>• Valley Strong Cements (Assam) Limited</li> </ul>
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders’ Relationship Committee have been considered)	Nil
List of entities from which director has resigned in the past three year	Nil
	Mr. Nishant Garodia (DIN 00129815), aged 37 years is a Business Management Graduate. He has done his M.Sc. in Management from Edinburgh University, U.K. and also completed his Masters in International Business Administration (IMBA) from I.E. Business School, Madrid, Spain.

Brief Resume	<p>He has an overall business experience of more than 13 years and has an experience of more than 7 years in all aspects of business of the Meghalaya Cements Limited and is actively engaged in supervision &amp; conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision &amp; control of the Board. He has been affiliated with Meghalaya Cements Limited as a member of the Board of Directors since 06th February, 2017.</p> <p>He has the informed knowledge in areas of corporate planning, growth strategies and business development. He has managed critical business responsibilities in various areas including strategic planning and execution for Cement, Steel and Ferro Alloys manufacturing plants.</p>
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**Note:**

- a) The aforesaid information is as at 31st March, 2024.
- b) The Directorships/Committee Memberships exclude foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.
- c) Only two committees viz. Audit Committee and Stakeholder Relationship Committee have been considered for determining Chairmanship/Membership which is pursuant to the provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

**ANNEXURE ‘A’ TO THE NOTICE**

**Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting**

*[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]*

Name of the Director	Mr. Vaibhav Arora
Date of Birth	28.02.1985
Age (Years)	39 years
Nationality	Indian
Qualification	Commerce Graduate
Expertise in Special Functional Area	Strategic Leadership, Stakeholder Management, Brand & Product marketing, Technological Leadership.
Date of First Appointment on the Board of the Company	14/08/2024
Terms & condition of re- appointment/appointment	Appointment as a Non-Executive Independent Director of the Company for a tenure of 5 consecutive years who will not be liable to retire by rotation. Terms & conditions of appointment is displayed on the website of the company
Details of remuneration sought to be paid and remuneration last drawn	NIL
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	NIL
Relationship between the Directors inter se and other Key Managerial Person	None
No. of Board Meetings attended during the year	N.A.
List of Directorship held in Other Companies (excluding Foreign Companies)	VA Kitchens And Bars Private Limited
List of entities from which director has resigned in the past three year	Bhojantech Private Limited
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders’ Relationship Committee have been considered)	Nil
Brief Resume	Mr. Vaibhav Arora is graduated from Bhawanipur College, Calcutta University. He has been certified with various certifications such as GrowthX Certified, PMP® (Project Management Professional), Google Certified Professional, Six Sigma, Yellow Belt, Profiles Psychometric Certified Assessor – PCA, Level 1. Mr. Vaibhav Arora is currently associated as a Vice President, Retail in Bikaji Foods International Ltd., one of India’s largest ethnic snacks manufacturers with a market cap of \$1.6 Billion. He is also holding directorship in VA Kitchens And Bars Private Limited.
Skills and Capabilities Required for the Role and the manner in which the proposed person meets such requirement.	Mr. Vaibhav Arora is a person of integrity and possesses relevant expertise and experience. He possesses Strategic Leadership, Stakeholder Management, Brand & Product marketing, and Technological Leadership skills. He is not related to any promoter, director and Key Managerial personnel of the company and not holding any shares of the company. He does not have any pecuniary relationship with the company. In view of these, the appointment of Mr. Vaibhav Arora as an Independent Director is in the interest of the Company.

Note:

- The aforesaid information is as at 31st March, 2024.
- The Directorships/Committee Memberships exclude foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.
- Only two committees viz. Audit Committee and Stakeholder Relationship Committee have been considered for determining Chairmanship/Membership which is pursuant to the provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

**ANNEXURE 'A' TO THE NOTICE**
**Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting**

*[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]*

<b>Name of the Director</b>	Mrs. Vandana Agarwal
Date of Birth	24/08/1971
Age (Years)	53 years
Nationality	Indian
Qualification	Bachelor of Science (B.Sc Hons)
Expertise in Special Functional Area	Leadership, Management, Governance
Date of First Appointment on the Board of the Company	14/08/2024
Terms & condition of re- appointment/appointment	Appointment as a Non-Executive Independent Director of the Company for a tenure of 5 consecutive years who will not be liable to retire by rotation. Terms & conditions of appointment is displayed on the website of the company
Details of remuneration sought to be paid and remuneration last drawn	NIL
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	NIL
Relationship between the Directors inter se and other Key Managerial Person	None
No. of Board Meetings attended during the year	N.A.
List of Directorship held in Other Companies (excluding Foreign Companies)	Nil
List of entities from which director has resigned in the past three year	Nil
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	Nil
Brief Resume	Mrs. Vandana Agarwal has done Bachelor of Science (Honours) from Jadavpur University. She is associated with Disha Women Association, Non-Profit Organization (NGO) in Delhi wherein she provides free education to around 170 Kids and take cares of their overall development. She also served as a director in Lavanya Buildpro Private Limited.
Skills and Capabilities Required for the Role and the manner in which the proposed person meets such requirement.	Mrs. Vandana Agarwal is a person of integrity and possesses relevant expertise and experience. She possesses Leadership, Management, Governance skills. She is not related to any promoter, director and Key Managerial personnel of the company and not holding any shares of the company. She does not have any pecuniary relationship with the company. In view of these, the appointment of Mrs. Vandana Agarwal as an Independent Director is in the interest of the Company.

Note:

- The aforesaid information is as at 31st March, 2024.
- The Directorships/Committee Memberships exclude foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.
- Only two committees viz. Audit Committee and Stakeholder Relationship Committee have been considered for determining Chairmanship/Membership which is pursuant to the provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

**ANNEXURE ‘A’ TO THE NOTICE**

**Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting**

*[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]*

<b>Name of the Director</b>	Mrs. Poonam Gupta
Date of Birth	27/12/1969
Age (Years)	55 Years
Nationality	Indian
Qualification	Master of Philosophy in Psychology specialization in Psychopharmacology and Master of Arts in Psychology specializations in Industrial Psychology
Expertise in Special Functional Area	Counselling, Guidance, Management, Leadership, Supervision
Date of First Appointment on the Board of the Company	28/08/2024
Terms & condition of re- appointment/appointment	Appointment as a Non-Executive Independent Director of the Company for a tenure of 5 consecutive years who will not be liable to retire by rotation. Terms & conditions of appointment is displayed on the website of the company
Details of remuneration sought to be paid and remuneration last drawn	NIL
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	NIL
Relationship between the Directors inter se and other Key Managerial Person	None
No. of Board Meetings attended during the year	N.A.
List of Directorship held in Other Companies (excluding Foreign Companies)	Nil
List of entities from which director has resigned in the past three year	Nil
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders’ Relationship Committee have been considered)	Nil
Brief Resume	<p>Mrs. Poonam Gupta has done her post-graduation i.e. Master of Philosophy in Psychology specialization in Psychopharmacology and Master of Arts in Psychology specializations in Industrial Psychology, Guidance and Counselling, Physiological Psychology, Comparative Psychology. She has taken various diplomas i.e. P.G. Diploma in Guidance and Counselling, Diploma in Clinical Hypnotherapy, Diploma in Teacher Training in Hypnotherapy.</p> <p>Mrs. Poonam Gupta is currently associated with DAV Public school as a counsellor. She has taken various Individual counselling sessions on Behavioral Issues, Family Issues, Personal Issues with the help of Psychotherapy and Hypnotherapy and conducted various workshops for students, parents, teachers etc.</p> <p>She is an Executive Member of Prayas Social Welfare Society and a honorary member of ICAI (Institute of Chartered Accountants of India) for giving lectures in the orientation program me for students of Intermediate Group. Mrs. Poonam Gupta has published a paper in Journal of the Indian Academy of Applied Psychology on the topic: Effect of Impulsivity on Attentional Processes.</p>

Skills and Capabilities Required for the Role and the manner in which the proposed person meets such requirement.	Mrs. Poonam Gupta is a person of integrity and possesses relevant expertise and experience. She possesses Counselling, Guidance, Management, Leadership, Supervision skills. She is not related to any promoter, director and Key Managerial personnel of the company and not holding any shares of the company. She does not have any pecuniary relationship with the company. In view of these, the appointment of Mrs. Poonam Gupta as an Independent Director is in the interest of the Company.
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Note:

- a) The aforesaid information is as at 31st March, 2024.
- b) The Directorships/Committee Memberships exclude foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.
- c) Only two committees viz. Audit Committee and Stakeholder Relationship Committee have been considered for determining Chairmanship/Membership which is pursuant to the provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.





**BARAK VALLEY CEMENTS LIMITED**

**BARAK VALLEY CEMENTS LIMITED**

CIN: L01403AS1999PLC005741

Regd. Office: Debendra Nagar, Jhoombasti, P.O. Badarpurghat, Distt. Karimganj, Assam-788803

Corp Office: DSM 450-451-452, DLF Towers, 15 Shivaji Marg, Moti Nagar, Delhi 110015

E-mail: cs@barakcement.com, Website: www.barakcement.com

Phone: 03843-269881

**E-communication Registration Form**

Folio No. / DPID & Client ID \_\_\_\_\_

Name of First Registered Holder : \_\_\_\_\_

Name of Joint Holder(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

E-mail ID (to be registered) : \_\_\_\_\_

I / We, Members of **Barak Valley Cements Limited**, agree to receive all communication from the Company in electronic mode. Please register my above-mentioned e-mail id in your records for sending communication through e-mail.

Date:

Signature: .....

(First Holder)

Notes:

1. On registration, all the communication will be sent to the e-mail id registered for the folio.
2. Members are requested to keep the Company/Depository Participants informed as and when there is any change in the e-mail address.
3. Members are requested to attach a self-attested scanned copy of Form ISR-1, PAN card, self-attested scanned copy of any document (such as Aadhar card/latest Electricity Bill/latest Telephone/Mobile Bill/Driving License/Passport/Voter ID card/Bank Pass book particulars) alongwith this form.