



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



Ref: 0512/BVCL/2020-21

December 05, 2020

To
The General Manager
Department of Corporate Services,
BSE Limited
Phiroze Jee Jee Bhoy Tower
Dalal Street, Fort
Mumbai-400001
Fax: 022-22722061/41/39
Phone No. 91-22-22721233/4

To
The General Manager
Department of Corporate Services,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai-400051
Fax: 022-26598237/38/47
Phone No. 022-2659-8235/36

Scrip Code- 532916

Scrip Code- BVCL

Sub: Submission of Annual Report along with the Notice of 21st Annual General Meeting of the Company for the financial year 2019-20

Dear Sir,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report for Financial Year 2019-20 along with the Notice of Twenty- First Annual General Meeting of the Company to be held on Wednesday, December 30, 2020 at 01.00 P.M. (IST) at Registered Office of the Company situated at Debendra Nagar, Jhoombasti, P.O. Badarpurghat, Badarpurghat, Distt. Karimganj, Assam- 788803.

The said Annual Report and Notice of Annual General Meeting have also been uploaded on the website of the Company at www.barakcement.com and same is being dispatched to the Company's shareholders by the permitted mode(s).

This is for your information and records please.

Thanking You,

Yours Faithfully,
For BARAK VALLEY CEMENTS LIMITED


Deepa
(Company Secretary & Compliance Officer)



BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

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

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

Phone: 03843-269258/881, Fax: 91-3843-268965

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of **BARAK VALLEY CEMENTS LIMITED** will be held on Wednesday, the 30th Day of December, 2020 at Registered Office of the Company at Debendra Nagar, Jhoombasti, P.O. Badarpurghat, Distt. Karimganj, Assam- 788803 at 01:00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company (including audited consolidated financial statements) for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mahendra Kumar Agarwal (DIN: 00044343), 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, 2021.**

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 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. 30,000/- (Rupees Thirty Thousand Only) plus tax as applicable and reimbursement of out-of-pocket expenses to be paid to Nirmalendu Kar Purkayastha, Cost Accountants (Firm Regn. no. 100103), 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, 2021.

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.”

4. **Re-appointment of Mr. Kamakhya Chamarla (DIN:00612581) as Managing Director of the Company designated as Key Managerial Personnel of the Company**

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

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Kamakhya Chamarla (DIN:00612581) as Managing Director of the Company designated as Key Managerial Personnel for a period of (3) Three consecutive years with effect from 30th September, 2020, on the terms and conditions of appointment and remuneration as contained in the draft agreement and on the terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the remuneration payable to Mr. Kamakhya Chamarla, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 and in the event of absence or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Kamakhya Chamarla as Managing Director, the monthly salary, allowances, perquisites and other benefits shall be paid to him in accordance with and subject to the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof as may be agreed to by the Board of Directors and Mr. Kamakhya Chamarla.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/consent from the government departments, if any, as may be required in this regard”.

5. Approval of Disinvestment in Goombira Tea Company Limited, Wholly Owned Material Subsidiary.

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 Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the applicable Rules made thereunder, as amended or re-enacted from time to time, consent of the Members be and is hereby accorded for divestment by way of sale, transfer or disposal of 100% Shareholding of the Company in Goombira Tea Company Limited, a wholly owned material Subsidiary of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as ‘the Board’) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) of Share Purchase Agreement or any other transaction documents (including the providing of such representations, warranties, indemnities and covenants as may be required) including terms of payment and pricing, as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may, in its absolute discretion, deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all the actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respects”.

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

Place: New Delhi

Date: 12.11.2020

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

NOTES:

1. An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, in respect of the special business specified above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing the proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
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. Members holding shares in the physical form are requested to notify changes in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase-I, New Delhi-110020, the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.
5. Details as required in Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
6. 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 Thursday, the 24th day of December, 2020 to Wednesday, the 30th day of December, 2020 (both days inclusive). The members whose names appear on the Company’s register of members as on Wednesday, the 23rd day of December, 2020 will be eligible to attend and vote at the meeting.

7. 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 Friday, the November 27, 2020.
8. Members can inspect the register of director and key managerial personnel and their shareholding, required to be maintained under Section 170 of the Companies Act, 2013 during the course of the meeting at the venue. Further, the Register of Contract or Arrangements as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the course of the meeting at the venue of Annual General Meeting.
9. Members may note that in terms of Notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, no further ratification of appointment of Auditors would be required by the members at the every interim Annual General Meeting. Hence, said item has not been included in the notice convening the Annual General Meeting.
10. Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2009-2010 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.
11. 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.
12. 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.
13. 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 Company Secretary at email id cs@barakcement.com or our Registrar & Share Transfer Agent (R&T Agent) at email id admin@mcsregistrars.com.
14. Members/proxies are requested to kindly take note of the following:
 - (a) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled in and signed for attending the meeting;
 - (b) Entry to the hall will be strictly on the basis of the entrance pass, which shall be provided at the counters at the venue, in exchange for duly completed and signed Attendance Slips and;
 - (c) In all correspondence with the Company and/or the R&T Agent, Folio No./DP & Client ID no. must be quoted.
15. 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.
16. For any investor related queries, communication may be sent by e-mail to cs@barakcement.com.
17. 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.
18. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days (except Saturdays, Sundays and Public holidays) up to the date of Twenty First Annual General Meeting.
19. SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only w.e.f. April 01, 2019. You are accordingly advised to dematerialize your physical shareholding at earliest. After April 01, 2019, no request for transfer of shares in physical form can be processed by the Company/RTA.
20. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members as on Cut-off date i.e. Wednesday, December 23, 2020 who have not cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members, who cast their votes by remote e-voting prior to the meeting, may attend the meeting but will not be entitled to cast their vote again.
21. 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 2019-20 also, it has done so, the Copies of the Annual Report for Financial Year 2019-20, the Notice convening the Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form 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 2019-20 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 2019-20 will be available on the Company's website, www.barakcement.com in "Investors" section.

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. 281, Deepali, Pitampura, Delhi-110034 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.

22. Members may please note that briefcase, bag, mobile phone and/or eatables shall not be allowed to be taken inside the hall for security reasons.
23. Pursuant to the prohibition imposed vide Secretarial Standard on the General Meeting (SS-2) issued by ICSI and the MCA Circular, no gifts/coupons shall be distributed at the Annual General Meeting.
24. The Route map of the venue of Annual General Meeting i.e. Debendra Nagar, Jhoombasti, P.O. Badarpurghat, Badarpurghat, Karimganj, Assam-788803 is annexed at the end of this Notice.
24. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Sunday, December 27, 2020 (09:00 A.M. IST) and ends on Tuesday, December 29, 2020 (5:00 P.M. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 23, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The Board of Directors of the Company has appointed Mr. Balwan Jain, a Practicing Chartered Accountant (ICAI Membership No. 91276) and proprietor of M/s Balwan Jain & Co., as Scrutinizer to scrutinize the voting at Annual General Meeting in a fair and transparent manner. Mr. Balwan Jain has communicated his willingness to be appointed and will be available for same purpose.
- VI. The process and manner for remote e-voting are as under:

Step 1: Log-in to NSDL e-Voting system

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details 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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of "Barak Valley Cements Limited".
4. Now you are ready for remote e-voting as Cast Vote page opens.
5. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 with a copy marked to evoting@nsdl.co.in.
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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VIII. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member /beneficial owner as on the cut-off date i.e. Wednesday, December 23, 2020.

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. December 23, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cabjain@gmail.com or cs@barakcement.com

X. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.barakcement.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONGWITH THE NOTICE DATED NOVEMBER 12, 2020**ITEM NO. 3**

The Board of Directors of the Company on the recommendation of the Audit Committee, has re-appointed Mr. Nirmalendu Kar Purkayastha as the Cost Auditor of the company to conduct the audit of the cost records for the financial year 2020-21 at a remuneration as mentioned in the Resolution.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

In this regard, the Board recommends the passing of resolution set out in Item No. 3 for your approval by passing Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO. 4

Mr. Kamakhya Chamaria (DIN: 00612581) was re-appointed as Managing Director for a term of 3 years w.e.f. 30.09.2017 and his tenure was liable to expire on September 29, 2020. Board feel that the services of Mr. Kamakhya Chamaria should be available for a further period of 3 (three) years with effect from 30th September, 2020.

The Company has received consent in writing from Mr. Kamakhya Chamaria to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Board had, based on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders at 21st Annual General Meeting, reappointed Mr. Kamakhya Chamaria as Managing Director of the Company at their meeting held on September 14, 2020.

The approval of Members of the Company is required by way of special resolution for the re-appointment of Mr. Kamakhya Chamaria as Managing Director of the Company for a term of three years w. e. f. 30.09.2020.

The material terms of re-appointment of Mr. Kamakhya Chamaria as Managing Director of the Company as contained in the draft Agreement are given below:-

- i. Salary including all Allowances and Commission (hereinafter referred to as "Remuneration"): Rs. 4,00,000/- per month.
- ii. The appointment of the Managing Director is for a period of three years with effect from 30th September 2020.
- iii. Notwithstanding anything to the contrary herein contained, where in any Financial Year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- iv. Other Terms:
 1. The office of Mr. Kamakhya Chamaria shall not be determined by retirement of director by rotation.
 2. That all the powers and duties, as delegated to Mr. Kamakhya Chamaria in the capacity of Managing Director of the Company by the Board and the members of the Company, shall be exercised and performed by him diligently, faithfully and to the best to his ability under the directions, control and supervision of the Board of Directors of the Company.
 3. That if before the expiry of the term of Mr. Kamakhya Chamaria i.e. 29.09.2023, the Company is lawfully wound up or amalgamated with any other company, Mr. Kamakhya Chamaria shall not be entitled to stake his claims of compensation against the company for premature termination of this agreement.
 4. That during the continuance of this agreement Mr. Kamakhya Chamaria shall not reveal company secrets or confidential information with regards to the affairs and business of the company to any third party. He shall also not indulge himself, directly or indirectly, in any other business during the period of continuance of this agreement.
 5. The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit.
 6. The appointee Director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
 7. The appointee Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respect and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

Copy of the Draft Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sundays and public holidays up to and including the date of the Annual General Meeting.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Kamakhya Chamaria under Section 190 of the Act.

Mr. Kamakhya Chamaria being appointee is interested in the resolution set out at Item No. 4 of the notice, which pertains to approval of his appointment and remuneration payable to him. The relatives of Mr. Kamakhya Chamaria may be deemed to be interested in the resolution set out at Item No. 4 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at item no. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the notice for your approval.

Statement of information in terms of Section II of Part II of Schedule V to the Companies Act, 2013 is given below: (Item no. 4)

I. GENERAL INFORMATION

- Nature of Industry:** Cement and Clinker Manufacturing.
- Date of Commencement of Commercial Production:** The Company has commenced its commercial production of March 14, 2001.
- Financial Performance of the Company:**

(Rs. in Lacs)

Particulars	Year Ended as at 31st March, 2020	Year Ended as at 31st March, 2019
Revenue from Operations (net)	15496.98	13966.71
Profit before Income Tax	1209.98	1162.10
Profit After tax	422.31	302.72

- Foreign Earnings, investments or collaborations:** NRI's hold 0.40% of equity capital of the Company.

II. Information about the appointee:

S.No.	Particulars	Mr. Kamakhya Chamaria
1	Background details	Mr. Kamakhya Chamaria aged 68 Years has been associated with the Company since 2005 and has been instrumental in formulation of long-term vision and strategy of the Company. Mr. Kamakhya Chamaria is a commerce graduate and having very good knowledge of accounts and finance. Mr. Kamakhya Chamaria is a man of amiable nature, coupled with a resolute mind and farsightedness. He has built up a good reputation in the industry and government circles in both Assam and Arunachal Pradesh. Mr. Kamakhya Chamaria has been crowned with the 'UDYOG RATAN AWARD' bestowed by the Institute of Economic Studies for outstanding performance in the field of industrial development, "Rajiv Gandhi Excellence Award", "Bharat Vikas Ratan Award" from Hon'ble Governor of Orissa. He has also been honored with "Bharat Gaurav Award" by Citizen Piece Society, Mumbai and "Asia Pacific Excellence Award" in the Seminar of Nepal-India Forum for Peace & Development, Kathmandu, Nepal by Deputy Prime Minister & Minister for Finance, Govt. of Nepal.
2	Past Remuneration	For FY 2019-20, Mr. Kamakhya Chamaria was paid a remuneration of Rs. 48,00,000/- in his capacity as Managing Director.
3	Recognition or Awards	As mentioned above in the point no. 1 under the Information about the Appointee.
4	Job profile and his suitability	Mr. Kamakhya Chamaria shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more subsidiaries.
5	Remuneration proposed	As mentioned under point no. i under the terms and conditions of his reappointment. The remuneration payable has been recommended by Nomination and Remuneration Committee and approved by the Board of Directors.
6	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The remuneration of the appointee i.e. Mr. Kamakhya Chamaria is fully justifiable and comparable to that prevailing in the industry. Keeping in view the profile and the position of Managing Director and enriched knowledge & vast experience of the appointee. He shall be looking after and responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company.

7	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Brother of Mr. Prahlad Rai Chamaria, Promoter of the Company. Mr. Kamakhya Chamaria himself holds 3,40,000 equity shares of the Company.
---	--	--

III. Other Information:**1. Reasons of loss or inadequate profits:**

The current financial position of the Company is impacted by disturbed business operations of the Company and decrease in sales volume of the Company due to shutdown of Plant following nationwide lockdown announced by Government in view of COVID-19 pandemic and stiff restrictions on vehicular movement etc.

2. Steps taken or proposed to be taken for improvement:

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company undertook several steps aimed at lowering the overheads and aligning resources with current levels of operations and maximizing the capacity utilization. The Company continues to focus on upholding of its high quality standards, increase in its cost competitiveness and on widening of its distribution network. These steps are expected to positively impact the company's operations in the near to medium term.

3. Expected Increase in productivity and profits in measurable terms:

The financial performance of the Company during the financial year 2019-20 as compared to the financial performance in 2018-19 is that the Company's gross turnover increased by 11% to Rs. 15,496.98 Lacs compared to Rs. 13,966.71 Lacs in 2018-19 and the Profit after Tax is increased by 39.50% to 422.31 Lacs compared to Rs. 302.72 Lacs in 2018-19. Further, the Company has made detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets including property, plant and equipment and based on current indicators of future economic conditions the management is confident of keeping a higher growth ratio in the period to come. The management has also adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company.

IV. Disclosures:

The details of remunerations and other information are given in the Corporate Governance forming part of the Directors' Report.

ITEM NO. 5

As per Regulation 24(5) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations, 2015, a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment/ sale/ disposal/ lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under resolution plan duly approved under Section 31 of Insolvency Code.

Further, in terms of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") the Board of Directors shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the company owns more than one undertaking of the whole or substantially the whole of any of such undertakings only under the authority of special resolution passed by the members of the Company.

The Board of Directors at its meeting duly held on November 12, 2020 has approved the divestment by way of sale, transfer or disposal of 100% Shareholding of the Company in the wholly owned material subsidiary of the Company "Goombira Tea Company Limited". The Board after taking into account the current market dynamics and after considering net cash inflow, valuation, economic value offered by the aforesaid transaction is of the opinion that it is an opportune time to divest and focus on the remaining existing and new projects. The consideration of the sale of investments as proposed would generate significant shareholder value and presents an attractive monetization opportunity to the Company which would also help to reduce the debt of the Company.

The Board is of the opinion that the proposed divestment is in the overall best interest of the Company and recommends the Special Resolution set out at Item No. 5 of the notice for your approval.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding, if any.

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

**Place: New Delhi
Date: 12.11.2020**

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

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

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting]

Name of the Director	Mr. Mahendra Kumar Agarwal	Mr. Kamakhya Chamaria
DIN	00044343	00612581
Age (Years)	57 years	68 years
Nationality	Indian	Indian
Qualification	Bachelor of science	Commerce Graduate
Experience (years)	32 Years	45 Years
Brief Resume	As appended to this notice	As appended to this notice
Expertise in Special Functional Area	Industry, Leadership, Accounts & Finance, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Board procedures and Governance, etc.	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	30/11/1999	30/09/2003
Terms & condition of re- appointment/appointment	Non-Executive Director liable to retire by rotation	As per the resolution at Item no. 4 of the Notice of Twenty First Annual General Meeting read with explanatory statement thereto
Details of remuneration sought to be paid and remuneration last drawn	NIL	Rs. 4,00,000/- per month
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	14,75,780 Shares	3,40,000 Shares
Relationship between the Directors inter se and other Key Managerial Person	None	None
No. of Board Meetings attended during the year	2 out of 5	5 out of 5
List of Directorship held in Other Companies (excluding Foreign Companies)	DIRECTORSHIP Public Companies: <ul style="list-style-type: none"> Top Metals Limited Meghalaya Cements Limited Valley Strong Cements (Assam) Limited Topack Jute Limited Private Companies: <ul style="list-style-type: none"> Meghalaya Limes Private Limited Sunflag Enterprises Private Limited Sunflag Household Pvt. Ltd. Flexcom Industries Private Limited Sri Vaibhav Laxmi Metals Private Limited 	DIRECTORSHIP Public Companies: <ul style="list-style-type: none"> Goombira Tea Co. Ltd. North East Power And Infra Limited Private Companies: <ul style="list-style-type: none"> Singlacherra Tea Company Private Limited LKC Industries and Infra Private Limited Valli Strong Bricks Private Limited
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	Meghalaya Cements Limited: Chairman & Member in Audit Committee	NIL

Note:

- The aforesaid information is as at 31st March, 2020.
- 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.

Brief Profile of Director seeking Re-appointment
Mr. Mahendra Kumar Agarwal

Mr. Mahendra Kumar Agarwal, a non executive director aged about 57 years, is Bachelor of Science and associated with your Company since 30th November, 1999. He started his career by taking up wood based industries in the North East Region. After attaining a considerable maturity in his career he played a vital role in setting up Barak Valley Cements Limited at Badarpurghat, Assam that is poised for tremendous growth. Besides this he has also diversified interests in contract manufacturing units of premium FMCG brands for MNCs. His confidence with FMCG grew with these and he has launched his own brand of mosquito coils in Eastern India – Mosfree. Full of confidence, dynamism and positivism, Mr. Mahendra Kumar Agarwal shares good repute and partnership relations with many multinational companies and owns several production facilities in cosmetics and toiletries at Guwahati.

**BARAK VALLEY CEMENTS LIMITED**

CIN: L01403AS1999PLC005741

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

Phone: 03843-269258/881, Fax: 91-3843-268965

ATTENDANCE SLIP

Member(s) or his/her/their proxy(ies) are requested to present this slip at the venue of the meeting for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

DP Id No.*: _____ Client Id No.*: _____ Regd. Folio No.: _____	Name and Address:	No. of Shares held:
--	-------------------	---------------------

*Applicable to members holding shares in electronic form

I hereby record my presence at the 21st ANNUAL GENERAL MEETING of Barak Valley Cements Limited held on Wednesday, the 30th day of December, 2020 at Debendra Nagar, Jhoombasti, P.O. Badarpurghat, Badarpurghat, Distt. Karimganj, Assam-788803 at 01:00 P.M.

Please [✓] in the box.

☐

Member

☐

Proxy

Name of the Proxy in Block Letters_____
Member's Signature_____
Proxy's Signature

EVEN	USER ID	PASSWORD


BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

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Phone: 03843-269258/881, Fax: 91-3843-268965

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail id:

Folio no./Client Id:

DP Id:

I/We, being the member (s) of shares of Barak Valley Cements Limited, hereby appoint:

1. Name: Address:

E-mail Id: Signature:, or failing him

2. Name: Address:

E-mail Id: Signature:, or failing him

3. Name: Address:

E-mail Id: Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of Company held on Wednesday, the 30th day of December, 2020 at Debendra Nagar, Jhoombasti, P.O. Badarpurghat, Badarpurghat, Distt. Karimganj, Assam-788803 at 01:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1.	Adoption of Financial Statements and the reports of the Directors and Auditors thereon.		
2.	To appoint a director in place of Mr. Mahendra Kumar Agarwal (DIN: 00044343) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of Remuneration to the Cost Auditor for the Financial Year ending March 31, 2021.		
4.	Re-appointment of Mr. Kamakhya Chamaria (DIN: 00612581) as Managing Director of the Company designated as Key Managerial Personnel.		
5.	Approval of Disinvestment in Goombira Tea Company Limited, Wholly Owned Material Subsidiary.		

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Revenue
Stamp

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**BARAK VALLEY CEMENTS LIMITED**

CIN: L01403AS1999PLC005741

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

Phone: 03843-269258/881, Fax: 91-3843-268965

E-communication Registration Form

(As per circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

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 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 Passbook particulars) alongwith its form.

FORMAT FOR FURNISHING THE BANK DETAILS, PAN AND EMAIL ID ETC.

To

MCS Share Transfer Agent Limited
Unit : Barak Valley Cements Limited
 F-65, Okhla Industrial Area, phase-I,
 New Delhi – 110020

Dear Sirs,

I/We, give my/our consent to update the following details in your records for effecting payments of dividend and sending other communications by electronic means in compliance with the circular(s) as referred to the letter for equity shares of Ricoh India Limited.

Folio No.:

Name of the First/Soleholder:

Bank's name:

Branch's Name & Address:

Account No. : Account Type (SB / Current):

IFSC Code: MICR Code:

Email Id: Phone No.:

Particulars	Name of Shareholder(s)	PAN
First / Sole Shareholder		
1 st Joint Shareholder		
2 nd Joint Shareholder		

Signature of 1st Shareholder Signature of 1st Joint Shareholder Signature of 2nd Joint Shareholder

Date:

Encl: **Original cancelled cheque leaf, attested copy of bank pass book showing name of account holder and self- attested copy of PAN Card(s).**

Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

POLLING PAPER

FOR TWENTY FIRST ANNUAL GENERAL MEETING SCHEDULED ON WEDNESDAY, THE 30TH DAY OF DECEMBER, 2020 AT REGISTERED OFFICE OF THE COMPANY AT DEBENDRA NAGAR, JHOOMBASTI, P.O. BADARPURGHAT, BADARPURGHAT, DISTT. KARIMGANJ, ASSAM -788803 AT 01:00 P.M.

S. No.	Particulars	Details
1.	Name of the first named shareholder (in block letters)	
2.	Postal Address	
3.	Registered Folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S.No.	Resolution	No. of Shares Held	For	Against
1.	Adoption of Financial Statements and the reports of the Directors and Auditors thereon.			
2.	To appoint a director in place of Mr. Mahendra Kumar Agarwal (DIN: 00044343) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Ratification of Remuneration to the Cost Auditor for the Financial Year ending March 31, 2021.			
4.	Re-appointment of Mr. Kamakhya Chamaria (DIN: 00612581) as Managing Director of the Company designated as Key Managerial Personnel.			
5.	Approval of Disinvestment in Goombira Tea Company Limited, Wholly Owned Material Subsidiary.			

Place: _____ (Signature of the Shareholder) _____ (Name & Signature of the Proxy)
Date: _____

Note: Proxy who are attending and voting in this Twenty First Annual General Meeting on behalf of members are requested to first write their name before signing it

Dematerialization of physical shares and Updation of Bank Details & PAN

Dear Shareholders,

We would like to inform you that Securities and Exchange Board of India (SEBI) vide their Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 Dated 20th April, 2018 has mandated all listed Companies to make payment of dividend to the shareholders through approved electronic mode and also directed that updated bank details and PAN of the Shareholders be obtained and maintained by the Companies.

We observe from our records that you have been holding shares in physical form as on date and PAN and Bank details have not been updated in your Folio. Hence, we request you to send us the enclosed form, duly filled and signed (including joint holders, if any) along with the following documents to us at our above address **within 21 days** from the date of this letter to update the records for payment of any future dividend.

(1) Self attested copy of PAN card including joint holders. In case of residence of Sikkim, the requirement of PAN Card be substituted with a valid Identity proof issued by Government.

(2) Original Cancelled Cheque Leaf bearing the name of Sole / first named shareholder (or) attested copy of Bank passbook.

Please also provide your Email Id, Phone / Mobile No. for record as well as for us to send to you communication by electronic means in accordance with various circulars issued by the Ministry of Corporate Affairs from time to time.

Further, We would also like to inform you that SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only w.e.f. April 01, 2019. You are accordingly advised to dematerialize your physical shareholding at earliest. After April 01, 2019, no request for transfer of shares in physical form can be processed by the Company/RTA.

In order to dematerialize your shares, please open a Demat Account with any of the Depository Participant and submit your physical share certificate(s) with them for dematerialization to avoid inconvenience at later stage. An early action in the matter will save you from unnecessary hassle at a later date.

Thanking you,

Yours faithfully,

For MCS Share Transfer Agent Limited

Authorized Signatory

Encl: As above

BARAK VALLEY CEMENTS LIMITED

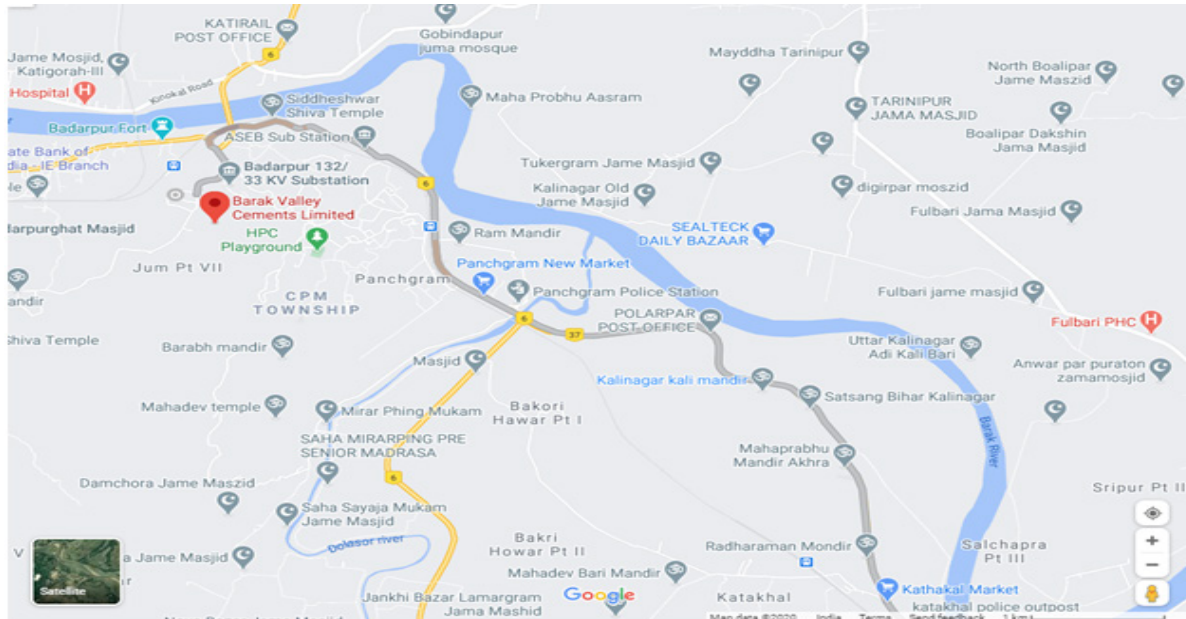
CIN: L01403AS1999PLC005741

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

Phone: 03843-269258/881, Fax: 91-3843-268965

ROUTE MAP FOR THE VENUE OF 21ST ANNUAL GENERAL MEETING

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





BARAK VALLEY CEMENTS LIMITED

Annual Report 2019-2020

Composition of Board

Sh. Kamakhya Chamaria	Vice Chairman and Managing Director
Sh. Mahendra Kumar Agarwal	Vice Chairman and Non-Executive Director
Sh. Santosh Kumar Bajaj	Director
Sh. D. R. Agarwal	Director
Smt. Renu Kejriwal	Director
Sh. Shyam Agarwal	Director
Sh. Puran Chand	Director (w.e.f May 29, 2019)

Chief Executive Officer

Mr. Mukesh Kumar Shovasaria

Chief Financial Officer

Mr. Rajesh Aggarwal

Company Secretary & Compliance Officer

Mrs. Manisha Mahana (from August 26, 2020 till November 11, 2020)

Ms. Deepa (w.e.f November 12, 2020)

Auditor

M/s P.K. Lakhani & Co.
Chartered Accountants,
301, 3rd Floor, Apna Bazar
Gurgaon, Haryana-122001

Registrar & Share Transfer Agents

MCS Share Transfer Agent Limited,
F-65, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020

Bankers and FIs

Industrial Development Bank of India (IDBI)
North Eastern Development Finance Corporation (NEDFi)

Offices:

Regd. Office & Works:

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

Corp. Office:

281, Deepali, Pitampura,
Delhi-110034

Branches:

1. Bharat Trade Building, Shyama Prasad
Road, Silchar, Assam

2. CF-361, Salt Lake City, Kolkata, West
Bengal-700064

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DIRECTORS' REPORT

To

The Members,

Barak Valley Cements Limited

The Directors of your Company are pleased to present the 21st Annual Report together with the Company's Audited Financial statements (Standalone and Consolidated) for the Financial Year ended 31st March 2020.

1. FINANCIAL RESULTS

The highlights of the financial performance of the Company for the financial year ended 31st March, 2020 as compared to the previous financial year are as under:

(Rs. in Lacs)

Particulars	Standalone		Consolidated	
	Year Ended as at 31 st March, 2020	Year Ended as at 31 st March, 2019	Year Ended as at 31 st March, 2020	Year Ended as at 31 st March, 2019
Revenue from Operations (net)	15496.98	13966.71	16200.83	14845.26
Other Income	136.15	379.53	139.31	413.00
Total Sales & other Income	15,633.13	14346.24	16340.14	15258.26
Income before Finance Cost, Depreciation and Amortization and Income tax	1759.14	1748.95	2334.42	1875.26
Less: Depreciation and Amortization expenses	549.16	586.85	640.99	678.96
Profit before Interest and Income Tax	1209.98	1162.10	1693.43	1196.30
Less: Finance Cost	772.19	801.10	1065.81	1097.47
Profit/Loss before Exceptional items and Income Tax	437.79	361.00	140.30	98.83
Less: Exceptional items	-	-	(487.32)	-
Profit before Tax	437.79	361.00	627.62	98.83
Less: Provision for Income tax				
- Current Income Tax	72.59	75.57	74.50	76.65
- Deferred Tax liability/(Assets)	(57.11)	(17.57)	(54.63)	(11.70)
- Earlier year provisions written back	-	0.28	-	0.28
Profit/(Loss) After tax	422.31	302.72	607.75	33.60

2. OVERVIEW AND THE STATE OF COMPANY'S AFFAIRS

The Company is principally engaged in the business of manufacturing of cement of different grades and is marketing its product under the brand name "Valley Strong Cement" and has also diversified its business in Power Generation and Tea Cultivation lines through its subsidiaries. Further, all of these business activities are carried out by the Company in the North East Region.

The Company's gross turnover increased by 11% to Rs. 15,496.98 Lacs during the year compared to Rs. 13,966.71 Lacs in previous year. Profit after Tax is also increased to 422.31 Lacs compared to Rs. 302.72 Lacs.

Besides this we convey thanks to our people for creating a positive impact and earning the trust of our stakeholders during this stressful and unfavourable year.

Financial Year 2019-20 was full of contrasting global economic scenarios. The domestic economy also witnessed a slowdown in Financial Year 2019-20 as the GDP growth rate was pegged at 4.2%. This was primarily on account of weak demand across sectors, tightening of credit, and the lingering effect of previous policy measures. The cement industry, after witnessing a healthy demand growth in Financial Year 2018-19, exhibited slowdown with de-growth due to the outbreak of the COVID-19 pandemic.

During the Financial Year 2019-20, North East Region of the country witnessed heavy rainfall and devastating flood. Also, the Last Quarter of the year was seriously affected due to unprecedented situation arose because of adverse hit of COVID-19 ("virus") pandemic in all over the world. The Government of India with a view to prevent the community spread among citizen had ordered nation wide lockdown. Resultant to which the working operations of the company were partially affected which also becomes a reason of slowdown in the growth of the Company. With no cure presently available, the virus has become one of the biggest threats to the global economy.

In spite of all the challenges before the Company, the Company with the help of policies enacted by the Government, its employees and various people was successful in attainment the trust of its stakeholders and in maintaining minimum level of profit and operations.

No other material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and the date of this report.

3. SUBSIDIARIES

Your Company has seven wholly owned subsidiaries viz. (i) Cement International Limited, (ii) Badarpur Energy Private Limited, (iii) Meghalaya Minerals and Mines Limited, (iv) Singlacherra Tea Company Private Limited, (v) Goombira Tea Company Limited, (vi) Chargola Tea Company Private Limited and (vii) Valley Strong Cements (Assam) Limited during the year under review.

- a) **Cement International Limited**, wholly owned subsidiary of the Company is engaged in the business of manufacturing of Cement Clinker. During the year under review the Company's gross revenue was NIL.
- b) **Badarpur Energy Private Limited**, wholly owned subsidiary of the Company is currently not operational.
- c) **Meghalaya Minerals and Mines Limited**, wholly owned subsidiary of the Company is engaged in the business of extraction of Minerals. During the year under review the Company's gross revenue was Rs. 1021.85 Lacs.
- d) **Singlacherra Tea Company Private Limited**, wholly owned subsidiary of the Company is engaged in the business of the extraction of Tea leaves. During the year under review the Company's gross revenue was Rs. 87 Lacs.
- e) **Goombira Tea Company Limited**, wholly owned material subsidiary of the Company is engaged in the business of the extraction of Tea leaves. During the year under review the Company's gross revenue was Rs. 630.32 Lacs.
- f) **Chargola Tea Company Private Limited**, wholly owned subsidiary of the Company is engaged in the business of the extraction of Tea leaves. During the year under review the Company's gross revenue was Rs. 11.33 Lacs.
- g) **Valley Strong Cements (Assam) Limited**, wholly owned material subsidiary of the Company has not commenced its commercial production.

The audited financial statements of your Company's subsidiaries and their related information are available on your Company's website and will be kept open for inspection at the Head Office of the Company in pursuant to Section 128 of the Companies Act, 2013 and the rules made there under. The Consolidated Financial Statements presented by the Company include the financial results of its Subsidiary Companies.

The policy for determining material subsidiaries is adopted by board and is available at the Website of the below mentioned link:

<https://www.barakcement.com/PDF/Company%20Policies/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARIES.pdf>

The statement containing the salient features of the financial statements of subsidiaries in pursuant to the proviso of sub-section (3) of Section 129 of the Companies Act, 2013, read with rule 5 of the Companies (Accounts) Rules, 2014 relating to subsidiaries is annexed with the financial statements in the **Form AOC-1**.

Your Company does not have any Associate or Joint Venture.

4. CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of the Companies Act, 2013 read with the Indian Accounting Standards (IndAS) as prescribed by the Institute of Chartered Accountants of India, the Consolidated Financial Statements of the Company have been prepared and has been included as a part of this Annual Report.

Further, pursuant to the provisions of Section 128 read with Section 136 of the Companies Act, 2013 the Financial Statements alongwith audit reports of each of the subsidiary companies are available for inspection by the Members during the working hours on all business days at the Registered Office of the Company. The Company shall also provide a copy of the financial statements of its subsidiary companies to the Members upon their request from registered email ID.

5. CHANGES IN CAPITAL STRUCTURE

The Equity Shares of the Company are being traded on National Stock Exchange of India Limited and BSE Limited, since 23rd November, 2007.

As at 31st March, 2020 the paid-up share capital of the Company was Rs. 22,16,00,000/- (Twenty Two Crore Sixteen Lacs Only) divided into 2,21,60,000 (Two Crore Twenty One Lacs Sixty Thousand) Equity Shares of Rs. 10/- each and there was no change in capital structure of your Company during the year under review.

6. OPERATIONS

6.1 Standalone

The Standalone turnover of the Company stood at Rs. 15,496.98 Lacs during the financial year 2019-20, which has been increased in comparison to previous year turnover of Rs. 13,966.71 Lacs. Your Company has earned a Profit of Rs. 422.31 Lacs during the financial year 2019-20, in comparison with the previous year profit of Rs. 302.72 Lacs.

6.2 Consolidated

During the financial year 2019-20, the consolidated revenue from operations has been increased to Rs. 16,200.83 Lacs as compared to Rs. 14,845.26 Lacs during the financial year 2018-19. Further, there was consolidated profit of Rs. 607.75 Lacs in the financial year 2019-20 as compared to the consolidated Profit of Rs. 33.60 Lacs during the financial year 2018-2019.

7. EXPANSION/MODERNIZATION

The Company intent to increase the clinkerization capacity from present 600 T/day to 700 T/day and also intent to modify and modernize existing Cement Plant capacity to achieve 700 T/day of Clinker and 1000 T/day of Cement on sustainable basis. Further, the total Project Cost is Rs. 2,610.95 Lacs which is financed by Promoter Contribution of Rs. 1,010.95 Lacs and Term Loan from NEDFi of Rs. 1,600 Lacs.

8. DIVIDEND

After considering the financial and non financial factors prevailing during the financial year 2019-20, the Board of Directors have decided not to recommend dividend this year.

9. PUBLIC DEPOSITS AND BUY BACK OF SHARES

In the Financial Year 2019-20, your Company has not accepted any deposit from public/shareholders in accordance with Section 73 of the Companies Act, 2013 and rules made there under and hence no amount of principal or interest was outstanding as on 31st March, 2020.

Further, No Buy Back of Shares was proposed or pending during the financial year ended on 31st March, 2020.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part of the notes to the Financial Statements for the Financial Year ended on 31st March, 2020 forming part of this Annual Report.

11. TRANSFER TO RESERVES

In Financial Year 2019-20, Your Directors do not propose to transfer any amount to the General Reserve of the Company.

12. MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There has been no such material change(s) and commitment(s) incurred between the end of financial year of the company to which the financial statements relate and the date of report i.e. affecting the financial position of the Company.

13. PARTICULARS OF CONTRACTS AND ARRANGEMENT WITH RELATED PARTIES

All the related party transactions during the period under review are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015("Listing Regulations"). There are no materially significant related party transaction made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders.

Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the applicable Accounting Standards.

All Related Party Transactions are presented before the Audit Committee for their review and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website of the Company. One can access the same by clicking on below mentioned Link:

<https://www.barakcement.com/PDF/Company%20Policies/POLICY%20FOR%20DETERMINING%20MATERIAL%20RELATED%20PARTY%20TRANSACTION.pdf>

14. COMMITTEES OF THE BOARD OF DIRECTOR'S

14.1 In pursuance to Section 177 of the Companies Act, 2013 and the rules made thereunder read with the Listing Regulations, the Audit Committee of the Board of Directors of the Company comprises:

S.No.	Name of Director	DIN	Designation
1	Mrs. Renu Kejriwal	06768299	Chairman
2	Mr. Kamakhya Chamarla	00612581	Member
3	Mr. Shyam Agarwal	08294059	Member

Further details relating to the Audit Committee are provided in the Corporate Governance Report, forming part of this Annual Report. During the year under review, all recommendations made by the Audit Committee were accepted by the Board.

14.2 In addition to Audit Committee the Company has also constituted the Nomination and Remuneration Committee, Stakeholders Relationship Committee and General Purpose Committee.

14.3 In terms of Section 177(8) of the Companies Act, 2013 the composition and terms of reference of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee have been furnished in the Corporate Governance Report forming part of this Annual Report. Further, during the period under review, there was no instance, where the recommendations of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee were not accepted by the Board.

15. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In Compliance with Section 177 (9) & (10) of the Companies Act, 2013 and Listing Regulations the Company has adopted a whistle blower policy and has established the necessary vigil mechanism for Employees, Directors and Senior Executives which provides a platform to them for raising their voice about any breach of code of conduct, financial irregularities, illegal or unethical practices, unethical behavior, actual and suspected fraud, health, safety and environmental issues.

The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It also ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

The Whistle Blower Policy is provided on the website of the Company and may be accessed by clicking on the following link:

<https://www.barakcement.com/index384c.html>

The contact details of the Vigilance and Ethics Officer is as under:-

Name – Mr. Mukesh Kumar Shovasaria

Address -Debendra Nagar, Jhoombasti,

P.O. Badarpur Ghat, Distt. Karimganj,

Assam-788803

Email Id- magarwal.bvcl@gmail.com

Contact No.- +91-9435078960

16. RISK MANAGEMENT

Risk is an integral and unavoidable component of business and the Company has been addressing and analyzing various risks impacting the Company including details of significant changes in key financial ratios which is more fully provided in annexed Management Discussion and Analysis Report attached herewith and forms part of this annual report. The Company has a robust risk management process to identify key risks across the Group, and prioritise action plans to mitigate them. The proceedings of the review process include discussions on the management's submissions on risks, prioritization of key risks and approval of action plans to mitigate such risks. Some of the uncertainties and risks that can affect the business are technological changes, changing customer preferences and behavior, competition, volatility in prices of cement and macro-economic factors such as an economic slowdown.

16A.COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Your Company does not have material exposure of any commodity or foreign exchange and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated 15th November, 2018.

17. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company does not fall within the ambit of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

18. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

Your Company is committed to ensuring that all are treated with dignity and respect and having zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder and adequate access has been provided to complainants who wish to register a complaint under the policy. All employees (permanent contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

19. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT EMPLOYEES

The Composition of the Board of Directors of the company as on date of report comprises an adequate mix of Executive, Non-Executive and Independent Directors in order to ensure and maintain the independence of the Board and separate its functions of Governance and Management

as provided in Regulation 17 of the Listing Regulations. As on March 31, 2020, the Board comprises of 7 members out of which 4 (Four) are Independent (including One Women Director) and 3(Three) are Non- Independent Directors. Further, as on the aforesaid date, the Company has 6 (Six) non-executive directors and 1 (One) executive director. The Board periodically evaluates the need for its change in its composition and size.

The Nomination & Remuneration Committee of the Company in accordance with Para A of Part D of schedule III and Regulation 19 of Listing Regulations has approved a policy for selection, appointment and remuneration of Director's, Key Managerial Personnel and Senior Management Employees, which includes the criteria for determining qualification, positive attributes, independence of director and other matters provided under sub-section (3) of section 178 of the Companies Act, 2013.

The relevant details of the policy have been described in the Corporate Governance Report forming part of Annual Report of the Company. We also affirm that the Remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration policy of the Company.

20. EVALUATION OF BOARD'S PERFORMANCE

In terms of Section 134 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and Regulation 17 of the Listing Regulations, it is required to have a formal annual evaluation of the performance of the Board, its Committees and the Directors individually. In pursuance of the aforesaid provisions of the Companies Act, 2013 and Listing Regulations, including the Guidance Note issued by SEBI on Board Evaluation, the Board carries out the annual evaluation of its own performance, the working of its various Committees as well as the evaluation of its Directors individually.

The evaluation process comprises of both assessment and review, including analysis of the functioning of the Board and its Committees, the time spent by it in considering matters and whether the terms of reference of its Committees have been met, besides complying with the provisions of the Companies Act, 2013 and Listing Regulations. The evaluation of the performance of the Board, its Committees and individual directors was done, after seeking inputs from all the Directors by way of a questionnaire. The questionnaire was prepared in a structured manner, ascertaining the individual directors various attributes and their roles in bringing values to the deliberation and discussions at meetings.

The Board of Directors also evaluated the functioning/performance of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee and expressed satisfaction with their functioning/performance.

A report in brief on Board evaluation has been given in the Corporate Governance Report which may be taken as forming a part of this Report.

21. DIRECTORS & KEY MANAGERIAL PERSONNEL

During the period under review, the details of Directors and Key Managerial Personnel were as follows:

- (i). Mr. Puran Chand appointed by the Board of Directors on recommendation of Nomination & Remuneration Committee as an Additional Director in the capacity of Independent Director of the Company with effect from 29th May, 2019 and pursuant to the provisions of Section 152 of the Companies Act, 2013 appointed by shareholders as Independent Director of the Company not liable to retire by rotation in the 20th Annual General Meeting duly held on 27th September, 2019 for a term of five consecutive years beginning from the conclusion of the 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting (2024) of the Company.
- (ii). The Shareholders of the Company by passing the requisite resolution re-appointed Mr. Dhanpat Ram Agarwal and Mrs. Renu Kejriwal as Independent and Non-Executive Directors of the Company not liable to retire by rotation for the second term of 5(five) consecutive years on the Board of the Company beginning from the conclusion of the 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting (2024) of the Company.
- (iii). The Shareholders of the Company approved re-appointment of Mr. Santosh Kumar Bajaj as Director of the Company who was liable to retire by rotation in the Annual General Meeting of the Company held on 27th September, 2019.
- (iv). Mr. Nishant Garodia, Non-Executive and Non-Independent Director due to his pre-occupation elsewhere has tendered his resignation with effect from 13th Day of November, 2019.
- (v). In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Mahendra Kumar Agarwal, Non-executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. In view of his considerable experience, Directors of your company recommend his re-appointment as Director of the Company.
- (vi). Mr. Kamakhya Chamaria (DIN: 00612581), Vice Chairman & Managing Director of the Company had appointed as Managing Director for term of three consecutive years to hold office upto 29th September, 2020. In accordance with the provisions of Section 196, 197 and 203 of the Companies Act, 2013 after considering his knowledge, expertise and experience in his respective field, the Board of Directors at their meeting held on 14th September, 2020 has on recommendation of Nomination and Remuneration Committee and subject to approval of members in the ensuing Annual General Meeting approved the re-appointment of Mr. Kamakhya Chamaria as Managing Director of the Company for a further period of 3 Years w.e.f. 30th September, 2020.

Further, the Board recommends the re-appointment of Mr. Kamakhya Chamaria as Managing Director of the Company not liable to retire by rotation to hold office for three consecutive years i.e. till September 29, 2023.

Brief particulars of Directors eligible for reappointment / appointment are annexed to the Notice convening the 21st Annual General Meeting of the Company.

(vii). The Key Managerial Personnel of the Company are:

- Managing Director- Mr. Kamakhya Chamaria
- Chief Executive Officer-Mr. Mukesh Kr. Shovasaria
- Chief Financial Officer: Mr. Rajesh Aggarwal
- Company Secretary: Ms. Deepa(appointed w.e.f. 12.11.2020)

Further, all other relevant details with regard to Board of Directors and Key Managerial Personnel described in the Corporate Governance Report “**Annexure-6**” forming part of this Annual Report.

22. DECLARATION BY INDEPENDENT DIRECTOR

On this date of Report, Mr. Dhanpat Ram Agarwal, Mr. Shyam Agarwal, Mr. Puran Chand and Mrs. Renu Kejriwal are Independent Directors on the Board of your Company and in compliance with section 149(7) of the Companies Act, 2013 all of the independent directors have submitted their declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and also they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and Listing Regulations.

Your Board of Directors formed the opinion that the Independent Directors of the Company are maintaining highest standard of integrity and possessing expertise, requisite qualifications and relevant experience for performing their role as Independent Directors of the Company. With regard to proficiency, all the independent directors of the Company have registered themselves in the Data Bank maintained with Indian Institute of Corporate Affairs (IICA), Manesar. In terms of Section 150 of the Companies Act, 2013 and Rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake an online proficiency self-assessment test conducted by the IICA within a period of one year from the date of inclusion of his name in the data bank, Mr. Dhanpat Ram Agarwal is exempted from qualifying proficiency test due to his relevant expertise in listed public Company for a total period of not less than ten years, as on the date of inclusion of his name in the databank. However, Mr. Shyam Agarwal, Mr. Puran Chand and Mrs. Renu Kejriwal, Independent Directors of the Company will appear for online proficiency test within one year from the date of inclusion of his name in the data bank.

23. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme aims to provide Independent Directors with the cement industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes.

The familiarization program is available on the Company's website may be accessed by clicking on below web link:

<http://www.barakcement.com/PDF/Company%20Policies/FAMILIARIZATION%20PROGRAM%20FOR%20INDEPENDENT%20DIRECTORS.pdf>

24. MEETINGS OF THE BOARD

During the Financial Year 2019-20, 5 (Five) Board meetings, 4 (Four) Audit Committee Meetings and 3 (Three) Nomination & Remuneration Committee Meetings were convened. The details of which are given in the Corporate Governance Report forming part of the Annual Report.

Further, we affirm that the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and in Regulation 17(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

25. MEETINGS OF INDEPENDENT DIRECTORS

During the year under review, a meeting of Independent Directors was held on Thursday, the 13th Day of February, 2020 wherein the performance of the Non-Independent Directors and the Board as a whole was reviewed. The Independent Directors at their meeting also inter alia assessed the quality, quantity and timeliness of flow of information between the Company management and the Board of Directors of the Company.

26. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to requirement of Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm and state that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the company and that the internal financial controls are adequate and were operating effectively;
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the financial year 2019-20, as stipulated under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached separately as “**Annexure 1**” and forms part of this Report.

28. AUDITORS & AUDITORS’ REPORT

28.1 Statutory Auditors and Audit Report

Pursuant to Section 139 of the Companies Act, 2013, M/s P.K. Lakhani & Co., Chartered Accountants, (Firm Registration No. 014682-N) Statutory Auditors of the Company have been appointed by the members at the Eighteenth Annual General Meeting to hold office for a period of 5 years from the date of such meeting held on 28th September, 2017.

Pursuant to the amendments made to Section 139 of the Act by the Companies (Amendment) Act, 2017 effective from 7th May, 2018, the requirement of seeking ratification of Members for the appointment of the Statutory Auditors has been withdrawn. Therefore, ratification by the Members is not being obtained at the ensuing AGM.

The Audit Report submitted by Statutory Auditor on Annual Standalone & Consolidated Financial Statement for the Financial Year 2019-20 does not contain any qualification, reservation or adverse remark or disclaimer. The notes to the accounts referred to in the Auditors’ Report are self-explanatory and, therefore, do not call for any further comments. The Auditors have also not reported any matter under Section 143(12) of the Companies Act, 2013.

28.2 Cost Auditors and Cost Audit Report

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost records maintained by the Company in respect of its manufacturing activity are required to be audited. Your Directors on the recommendation of the Audit Committee, re-appointed M/s. Nirmalendu Kar Purkayastha, Cost Accountants (Firm Regn. no. 100103) as Cost Auditors of the Company for the financial year 2019-20 in the Board Meeting held on August 13, 2019.

M/s. Nirmalendu Kar Purkayastha, Cost Accountants (Firm Regn. no. 100103) confirmed eligibility to be re-appointed as Cost Auditors of the company and expressed his willingness to be re-appointed for the financial year 2020-21. The Board of Directors on recommendation of the Audit Committee has re-appointed M/s. Nirmalendu Kar Purkayastha, Cost Accountants (Firm Regn. no. 100103) as the cost auditors of the Company for the financial year 2020-21 at remuneration of Rs. 30,000/- subject to ratification of their remuneration by shareholders in the ensuing Annual General Meeting of the Company.

As required under the Act, the remuneration payable to cost auditors has to be placed before the Members at general meeting for ratification. Hence, a resolution for the same forms part of the Notice of the ensuing AGM.

The Cost Audit Report for the Financial Year 2018-19 has been duly filed with the Ministry of Corporate Affairs.

The Audit Committee has also received a Certificate from the Cost Auditor certifying their independence and arm’s length relationship with the Company.

28.3 Secretarial Auditor & Secretarial Audit Report

In terms of Section 204 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and on the recommendation of the Audit Committee, the Board of Directors of the Company has appointed M/s. Shailendra Roy & Associates, Company Secretaries as Secretarial Auditor of the Company for the financial year 2019-20. Secretarial audit report as provided by M/s. Shailendra Roy & Associates, Company Secretaries is also annexed to this Report, in the prescribed Form MR-3, as “**Annexure-2**”. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer. The report is self-explanatory and therefore do not call for any further comments.

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Goombira Tea Company Limited and Valley Strong Cements (Assam) Limited, wholly owned material Subsidiaries of the Company are liable to undertake secretarial audit and reports submitted by secretarial auditor is annexed herewith and marked as “**Annexure 2A**” and “**Annexure 2B**” respectively. The reports are self-explanatory and therefore do not call for any further comments.

Further, M/s. Shailendra Roy & Associates, Company Secretaries eligible to be re-appointed as Secretarial Auditors of the company and expressed their willingness to be re-appointed for the financial year 2020-21. The Board of Directors on recommendation of the Audit Committee has re-appointed M/s. Shailendra Roy & Associates, Company Secretaries as the Secretarial Auditors of the Company for the financial year 2020-21.

29. INSURANCE

All the properties of the Company including building, plant and machinery and stocks, where necessary and to the extent required have been adequately insured against major risks.

30. EXTRACT OF ANNUAL RETURN

In terms of requirement of Section 134 (3) (a) of the Companies Act, 2013, the extract of the Annual return in Form MGT-9 is annexed herewith and marked as “**Annexure 3**”.

Further, in terms of Section 134 (3) (a) of the Companies Act, 2013, the annual return of the Company has been placed on the Company’s website of the Company at www.barakcement.com.

31. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 is annexed herewith as “**Annexure 4**”.

32. MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES

The details relating to the ratio of the remuneration of each director to the median employee’s remuneration and other prescribed details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 along with a statement containing particulars of employees as required under Section 197 of Companies Act, 2013 read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith and marked as “**Annexure 5**”.

33. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

In accordance with Section 134(5)(e) of the Companies Act, 2013 and Rule 8(5)(viii) of Companies (Accounts) Rules, 2014, the Company has an Internal Financial Control Policy and Procedures commensurate with the size and nature of operations and financial reporting. The Company has defined standard operating procedures covering all functional areas like sales, marketing, materials, fixed assets etc.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. The Audit Committee periodically reviews the adequacy and effectiveness of internal control systems. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

34. CORPORATE GOVERNANCE

Your Directors are committed to achieving the highest standards of ethics, corporate governance and continue to comply with the Code of Conduct. The endeavour is to enhance the reputation of the Company as a responsible and sustainable company in order to attract as well as retain talents, customers, suppliers, investors and to maintain fulfilling relationships with the communities.

In compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Corporate Governance Report for the Financial Year 2019-20 as required under SEBI(LODR) Regulations of the Company is attached herewith and marked as “**Annexure-6**” forms part of this Report. The requisite certificate(s) from the Secretarial Auditor of the Company confirming compliance with the conditions of Corporate Governance and from Company Secretary in practice that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such authority is attached to the Corporate Governance Report.

35. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the Financial Year 2019-20, the regulators or courts or tribunals have not passed any significant or material order impacting the going concern status and Company’s operations in future.

36. COMPLIANCE WITH THE SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS AND INDIAN ACCOUNTING STANDARDS

During the Financial Year 2019-20, the Company has complied with all the applicable Secretarial Standards as recommended by the Institute of Company Secretaries of India. The Company has also complied with all relevant Indian Accounting Standards referred in Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 while preparing the financial statements.

37. CHANGE IN NATURE OF BUSINESS, IF ANY

During the Financial Year 2019-20, there has not been any change in the nature of business of the Company.

38. CHIEF EXECUTIVE OFFICER (CEO) /CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

As required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Compliance Certificate furnished by CEO/ CFO as specified in Part B of Schedule II of Listing Regulations has been submitted to the Board of Directors and a copy thereof is contained in this Annual Report.

39. GREEN INITIATIVES IN CORPORATE GOVERNANCE

Ministry of Corporate Affairs has permitted Companies to send copies of Annual report, Notices, etc., electronically to the email IDs of shareholders. Your Company has arranged to send the soft copies of these documents to the registered email IDs of the shareholders. To support the 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ Depositories for receiving all communications, including Annual Report, Notices, Circulars, etc., from the Company electronically.

40. CAUTIONARY STATEMENT

Statements in the Directors Report and the Management Discussion and Analysis describing the company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include: domestic demand and supply conditions affecting selling prices, new capacity additions, availability of materials and their cost, changes in government policies and tax laws, economic development of the country, and other factors which are material to the business operations of the company.

41. APPRECIATION

The Directors take this opportunity to express their deep sense of gratitude to the banks, financial institutions, stakeholders, business associates, Central and State Governments for their co-operation, continued guidance, support and look forward to their continued support in future. The Directors would also like to place on record the sincere dedication, commitment and hardwork of our employees and their contribution to your Company's performance. We are deeply grateful for the confidence and faith that you have always reposed in us.

For BARAK VALLEY CEMENTS LIMITED

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

Santosh Kumar Bajaj
(Director)
DIN: 00045759
Add: Bajaj Engineering Co Compound
F A Road, Kumarpara Guwahati, Assam- 781009

Place: New Delhi

Date: 12.11.2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT
ECONOMIC OVERVIEW

The global economy grew 2.9% in 2019 compared to 3.6% in 2018. This sharp decline was precipitated by an increase in global trade disputes that affected the cross-border movement of products and services, a slowdown in the global manufacturing sector, weak growth coming out of some of the largest global economies and the impact of Brexit. The result was that global trade grew a mere 0.9% in 2019, pulling down the overall economic growth average. The Great Lockdown, as a result of the COVID-19 pandemic, is projected to shrink the global growth significantly starting from the calendar year 2020.

(Source: World Economic Outlook, April 2020, CNN, Economic Times, trading economics, Statista, CNBC)

Global growth over the years

Year	World output	Advanced economies	Developing and emerging
2015	3.5	2.3	4.3
2016	3.4	1.7	4.6
2017	3.9	2.5	4.8
2018	3.6	2.2	4.5
2019	2.9	1.7	3.7

INDIAN ECONOMY: PERSISTING SLOW DOWN AGGRAVATED BY COVID-19 CRISIS

At the start of fiscal year 2019-20, there were hopes of Indian economy regaining the growth momentum, mainly buoyed by the large domestic driven consumption. But the fiscal year began on a tough note with a five-year lower GDP growth rate of 5.1% (later revised to 5.6%) in the first quarter with global headwinds casting its shadow on the economy. The slowdown continued in the subsequent quarters with official estimates pegging GDP in the first nine months (April-December) at 5.1% against 6.3% in the same period in 2018-19. Though the country experienced prolonged rainfall in the two main monsoon seasons resulting in higher farm output, manufacturing activity was hit hard with weak demand and lower capacity utilisation. Construction sector saw subdued growth. Investment in terms of gross capital formation declined. The persisting slowdown was aggravated by the sudden outbreak of coronavirus pandemic and nation-wide lock down from March 25, 2020. This led to the country clocking a moderate GDP growth of 4.2% in 2019-20 against 6.1% in 2018-19, as per official estimates.

Y-o-Y growth of the Indian economy

	FY 16-17	FY 17-18	FY 18-19	FY 19-20
Real GDP growth (%)	8.3	7	6.1	4.2

	Q1, FY 19-20	Q2, FY 19-20	Q3, FY 19-20	Q4, FY 19-20
Real GDP growth (%)	5.2	4.4	4.1	3.1

(Source: Economic Times, CSO, Economic Survey, IMF, EIU) 32

INDIAN CEMENT INDUSTRY OVERVIEW

The Cement Industry after witnessing a healthy demand growth of 13% in the previous year 2018-19, remained sluggish during the year under review and slumped to register a marginal negative growth. As earlier mentioned, the Indian economy which grew at 7.2% and 6.8% in the previous two fiscal, witnessed a slowdown coupled with the out-break of COVID -19 pandemic during the last quarter to register an approximate growth of only 4%. Apart from general economic slowdown, the cement demand was also affected post the general elections in May'19 due to stalling of some of the existing projects for review, extended monsoons, low capital outgo on infrastructure and road activities and was compounded by the stress in the financial sector and thereby low growth in housing sector. Though there was some recovery in cement demand from December'19, the momentum could not be sustained with the out-break of COVID-19 pandemic which impaired the construction activities in total. The emergence of this virus has crippled the economic activities worldwide with experts predicting negative GDP growth ranging from 3 to 5% worldwide for the Financial Year 2020-21. The selling price of cement which started improving from February'19 went down after the first quarter of the financial year under review resulting in lower realization adversely affecting the bottom line. The industry, during March' 2020 alone had witnessed a decline in growth by 25% in production as compared to earlier year. The cement industry in South with supply overhang had a negative growth of 15% during the 4th quarter and a de-growth of around 8% during the year under review. To combat the spread of the virus, the union government announced a nationwide lockdown from the last week of March'2020 resulting in complete stalling of all activities. The lockdown has also been extended with some relaxations. The lockdown could have a near/long term impact on the cement industry with migrant labour in the construction industry returning to their home towns stopping the work then and there. The positive indicator for the year was softening of the fuel prices which helped in mitigating the impact on account of the decline in demand. The volatility of the exchange rate of rupee against dollar continued to haunt the industry reducing the benefit of softening fuel price. However, with

the relaxation of restrictions from the month of May' 2020, the cement demand has started recovering and the new initiatives announced by some of the State Governments like construction of roads, irrigation projects, low cost housing etc have further improved the prospects for the cement industry. The outlook for the industry for the foreseeable future appears to be cautiously optimistic given the smart recovery of cement prices and softening of the crude prices further.

Opportunities and Threats, Risks and Concerns

Eastern India accounts for 18% of India's cement capacity. Almost all eight north-eastern states in India are growing in 7-8%. To achieve the targeted approach of bringing the rest of India closer to the North-East, an action plan was formulated by the Ministry of Development of North Eastern Region (DoNER). DoNER planned to operationalise 200 projects worth about Rs. 3,000 Crore in the North Eastern Region, an average two project comprising Rs.30 Crore per day. The Government allocated 30% of North Eastern Council's budget for new projects under the existing schemes of North-Eastern Council for focused development of deprived areas; neglected sections of society and emerging priority sectors in the North-Eastern States. A portion of the funds can be utilised for building roads in remote hill regions and for addressing climate change challenges in the North-east. The Government allocated Rs. 5,559 Crore for the construction of North East Gas Grid project across the eight states, Arunachal Pradesh, Assam, Manipur, Meghalaya, Mizoram, Nagaland, Sikkim, and Tripura. The budgetary allocation for FY 20-21 was pegged at Rs. 3,049 Crore compared to Rs. 2,670 Crore in the Revised Estimate (RE) FY 19-20. (Source: *Economic Times, Live Mint, Deccan Herald, CMA India*)

Growth Drivers

Increasing population: India is the second most populous country after China, with a population of 1.36 Bn in 2019, validating the need for more houses and cement.

Increasing incomes: The nominal per-capita net national income in FY 19-20 was estimated at Rs. 1,35,050 a rise of 6.8% compared to Rs. 1,26,406 in FY 18-19, driving consumption.

Urbanization: By 2030, approximately 40% of the global population could reside in urban India (34% today), catalyzing the demand for cement in the country.

Infrastructure development: There has been steady growth in the implementation and completion of large infrastructure projects, especially in Northern and Central India. The Central Government-backed mega-infrastructure projects like Bharatmala, Sagarmala and Smart Cities are beginning to report increased traction in terms of project award and implementation, a trend that is likely to sustain and further drive the cement sector in the foreseeable future.

Affordable housing: The Indian housing and real estate segment is being driven by the demand emerging from India's affordable segment across rural and urban geographies. Rs. 1.53 Crore houses were constructed under the Pradhan Mantri Awas Yojana between 2014 to 2018.

Housing shortage: According to Ministry of Housing and Urban Affairs, there was an affordable housing shortfall of approximately 10 Mn houses. With the government addressing this housing shortage, the cement industry is expected to receive huge traction.

Highway construction: In FY 19-20 (From April to January), highway construction and expansion reached at 27 km per day. The Central Government has estimated that 65,000 km of highways will be constructed at a cost of > Rs. 5.35 Lacs Crore by 2022. (Source: *Times of India*)

Rural roads: Since 2014, 200,000 km of new roads were built across rural India at a rate of 109 km per day. In the year under review, a sum of Rs.19,500 Crore has been allocated in the Union Budget FY 20-21 towards Pradhan Mantri Gram Sadak Yojana (PMGSY). (Source: *PMGSY*)

Metro railways: Currently, 10 cities in India have a functional metro rail network spanning >500 km with the construction of >660 km across 15 cities under consideration. (Source: *Economic Times*)

Airport: The Government of India has planned on exponentially increasing the number of flights in its fleet to 1,200 airplanes by FY 23-24. In order to support these airplanes, the number of airports in the country will also be increased by 100, which would warrant increasing demand of cement. (Source: *Economic Times*)

Port development: A sum of Rs. 550 Crore was allocated under Sagarmala to develop India's 'blue economy', a 44% increase from the Rs. 381.08 Crore allocated in the previous year. Sagarmala, the Central Government's flagship programme to develop and modernise ports, was launched in 2015 with the prime objective of developing industrial hubs along the country's 7,500-km long coastline. (Source: *Kotak Securities*)

Railways:-

In the Union Budget FY 20-21, the Government allocated 9% of total railway budget 2020 for the North Eastern states. The outlay includes a number of projects for laying new tracks, doubling of railway lines in the region including the newly proposed doubling of 381 km long Lumding- Tinsukia-Dibrugarh line at an estimated cost of Rs. 3,810 Crore. The three states namely Mizoram, Manipur and Sikkim are expected to be connected by railways by 2022.

The Government aims to electrify the railway lines in the seven north eastern states by 2021.

The Railway Ministry would execute 491 projects (189 new railway lines, 55 gauge conversion and 247 doubling projects) in seven north eastern states at a cost of Rs. 6.48 Lacs Crore. The total length of these projects is 48,861 km and the total expenditure incurred (upto March, 2020) is Rs. 1.43 Lacs Crore and length commissioned is 9,113 km.

The Government aims to complete the 51.38 km Bhairabi-Sairang project in Mizoram by 2023.

There are plans to extend railway lines to three remaining capital cities of northeast India - Imphal (Manipur), Aizawl (Mizoram) and Kohima (Nagaland), excluding Meghalaya's Shillong and Sikkim's Gangtok by 2020.

The Government aims to connect all capitals of North Eastern Indian states by a broad gauge rail link by end 2020.

North-east India and Bangladesh is expected to be connected by Indian Railways line by 2021. (Source: Economic Times, Live Mint, Financial Express)

ROADS:-

The construction of four new bridges over the Brahmaputra, namely Majuli- Jorhat, Dhakuakhana Tekeliphuta- Disangmukh, Gohpur-Numaligarh and one near Tezpur are at different stages of implementation.

DoNER undertook 49 projects of Rs. 1,231 Crore for setting up of a bamboo industrial park in Dima Hasao district in Assam at a cost of Rs. 50 Crore and construction of eight new projects for Rs.586.3 Crore under North East Road Sector Development Scheme (NERSDS) and North East Special Infrastructure Development Scheme (NESIDS).

The average rate of highway construction in north east India stood at 1.5 km per day in 2019.

Under NLCPR scheme, 577 projects worth Rs. 64,664 Mn (as of May 2019) have been approved for construction under NLCPR.

The Government approved an amount of Rs.53,370 Crore for infrastructure and socio and economic development of North eastern region during the FY 19-20.

Under the North East State Road Improvement Project (NESRIP), Rs. 9 Crore for four road projects (Rs. 3 Crore for Garobadha to Dalu (93.5 km) Tranche-I road in Meghalaya, Rs. 76 Lacs for Serchhip to Buarpui (55 km) Tranche-II road in Mizoram, Rs. 2.63 Crore for Barpeta to Kalitakuchi (58.5 km) Tranche-I road in Assam and Rs. 2.61 Crore for Udaipur (NH 44) to Melaghar (20.3 km) Tranche-2 road in Tripura) has been released. (Source: Economic Times, Business Standard, the Print, NDTV).

Risk Management

Risk Management is to identify, monitor and take precautionary measures with respect to events that may pose risks for the business. The Board of Directors of the Company periodically review the same and plan for action to be taken. The risk management policy in general encompasses assessment process covering projects, raw materials, occupational health, environment, regulatory rules, competition, demand, substitute products and other operational risk related to the business. Periodical meetings are held by the senior management to identify business risks and to formulate plan for managing the same which helps in strategic decision making by the Board easily.

Demand risk: A less-than-optimal demand growth in the region can lower revenues.

Mitigation: Infrastructural development activities in North Eastern India mostly from the rural area have progressed at a fair clip and the Company has capitalised on these incipient opportunities to emerge as the largest player in the region with a market share of >23%.

Raw material risk: Unavailability of raw material could decelerate production and lead to customer attrition.

Concentration risk: Concentration of operations in a particular location could lead to price under-cutting.

Cement industry being majorly dependent upon availability of quality coal at affordable cost. Policy of the Government may impact availability of coal. Policies of the Government as well as regulatory role may affect the industry to a great extent. India's cement sector has high resource risk as limestone, which is an important raw material used in the production of cement is considered as scarce mineral and extraction of limestone is regulated by various State and Central Laws. Any major changes in Government's Environmental and Forest regulations may affect limestone availability to cement plants. In order to boost the cement sector, the Government of India has allowed FDI in the sector which will attract foreign players in the country and this may lead to tougher competition to the domestic players.

Regulatory changes have been proceeding at a rapid pace across countries due to changes in climate and environment. Non-compliance to new standards imposes high degree of complexity as it may lead to reputational and financial consequences. To meet business challenges, transformation, upgradation, modification etc. are the different tools which are used to comply with the regulatory changes but these come at a cost.

Your Company has evolved a risk management framework to identify, assess and mitigate the key risk factors of the business. The Board of Directors of the Company is kept informed about the risk management of the Company.

I. OUTLOOK

The year began on a grim note with lockdown from March 25, 2020 and stringent measures to restrict the spread of Coronavirus (COVID-19) severely disrupting the economic activity. World Bank expects a significant contraction of 5.2% in world economy in 2020 while IMF expects it to shrink by 3%. Indian economy is also expected to contract by 4.5% in 2020-21 following longer period of lockdown and slower recovery than expected in April.

While the Government has announced a series of stimulus and monetary policy measures, they are largely aimed at easing supply side constraints.

Economy is still facing downside risks to growth and the recovery in demand mainly hinges on pick-up in economic activity with focus on job creation and income generation.

The expected good rabi crop and the forecast of normal south west monsoon augur well for the rural economy. Given that India's economy is driven by its high domestic consumption and a strong rural base, it is expected that the economy will bounce back once the pandemic situation is under control.

According to experts, there are also reports of green shoots in terms of certain economic indicators in some sectors reflecting the economic recovery. It is hoped that the Government will pursue the ambitious plan to give push to big ticket investments in the infrastructure projects identified across the sectors as part of National Infrastructure pipeline which has envisaged an investment of over Rs. 102 lakh crore over five years till 2025.

There are expectations of increased public spending on rural infrastructure, irrigation, road building and other projects. This along with pick up in individual home building activity is expected to improve the cement demand.

The Budget for 2020-21 has also proposed a new tax regime for personal income with revised tax rates and has extended the tax benefits for affordable housing. These measures are expected to stimulate the housing and construction activity and improve the cement demand with better prices.

II. FINANCIAL PERFORMANCE

The following are the highlights of the performance of the Company (Standalone):

(Rs. in Lacs)

Particulars	2019-20	2018-19
Net Sales	15496.98	13966.71
Profit/(Loss) after Tax	422.31	302.72
Net Worth	8870.32	8461.27
Borrowings(Long Term)	5223.77	3739.77
Earning Per Share	1.91	1.37
Production(MT)	2,48,061	2,36,223
Dispatches(MT)	2,47,982	2,36,044

During the year under report, your Company has earned net profit of Rs. 422.31 Lacs in comparison to net profit of Rs. 302.72 Lacs in the previous year.

SALES & MARKETING

Your Company has a diversified customer base in Tripura, Mizoram and Barak Valley Region consisting of potential customers, contractors, builders, institutions, Government Agencies. Your Company's brand "**Valley Strong**" is a brand of trust and reliance for the people of North East since inception and therefore the entire production of the Company is sold in north east region. During the year the Gross Revenue from operations were Rs. 15496.98 Lacs in comparison of previous year Rs. 13966.71 Lacs. Your Company had also incurred Rs. 241.46 Lacs in the year 2019-20 as compared to Rs. 185.28 Lacs in the year 2018-19 on the Advertisement, Publicity & Sales Promotion expenses.

COSTS

(a) Raw Material

(i) Lime Stone :

During the year, the Company has consumed of 232,929 MT of Limestone as compared to 232,479 MT of Limestone during last year. Meghalaya Minerals & Mines Ltd. The Company had incurred Rs. 918.54 per MT an average acquisition cost of Limestone as compared to Rs. 917.57 per MT in last year.

(ii) Fly Ash:

During the year, the Company has consumed 32,082 MT of Fly ash against 39,120 MT during last year. The average acquisition cost per MT of Fly ash has been Rs. 1,779.19 per MT in current year as compared to Rs. 853 per MT in the last year. The total cost of fly ash consumed in the year 2019-20 is Rs. 570.81 as compared to 2018-19 was Rs. 333.67 Lacs.

(iii) Gypsum:

Gypsum consumption of the Company in the year 2019-20 was NIL.

(b) Salaries, Wages and Labour Cost

In current year 2019-20, the Company has incurred Rs. 1,257.97 Lacs on salaries, wages and labour cost as against Rs. 1,117.58 Lacs in 2018-19.

(c) Transportation Cost

The Company has dispatched 248,061 MT of cement in the Year 2019-20 as compared to 236,223 MT of cement in the previous financial year. Due to this the overall transportation cost had increased to Rs. 2,304.51 Lacs as compared to Rs. 2,288.55 Lacs in the last year.

(d) Financial Costs

During the year the Company had incurred Rs. 772.19 Lacs in Interest & Financial Costs as compared to Rs. 801.10 Lacs in the previous year 2018-19.

III. DISCLOSURE OF ACCOUNTING TREATMENT:

The Company adheres to the prescribed Accounting Standards for the purpose of preparation of Financial Statements. The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provisions of the Act and subsequent amendments thereof.

The financial statements are prepared on a going concern basis and are presented in Indian Rupees and all values are rounded off to the nearest million except when otherwise indicated. The financial statements have been prepared under the historical cost basis except for derivative financial instruments and certain other financial assets and liabilities that have been measured at fair value.

IV. SEGMENT WISE PERFORMANCE(BASED ON CONSOLIDATED FINANCIAL STATEMENTS):

The Company has discussed the performance of following segments:

Name of Segment	2019-20		2018-19	
	Segment Revenue (Rs. in Lacs)	Segment Profit/Loss (Rs. in Lacs)	Segment Revenue (Rs. in Lacs)	Segment Profit/Loss (Rs. in Lacs)
Cement	15496.98	1171.11	13966.71	1151.48
Unallocated/Others	703.85	37.55	878.55	44.11
Total	16200.83	1208.66	14845.26	1195.59

During the year, the revenue and profit from Cement division have increased as compared to the previous year.

V. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY

The Company believes that a strong internal control framework is an important pillar of Corporate Governance. It has established internal control mechanisms commensurate with the size and complexity of its business. A strong Internal Control framework is established through right tone at the top for good corporate governance which serves as a foundation for excellence and the same is embedded in operations through its policies and procedures.

The Company has laid down Internal Financial Controls as detailed in the Companies Act, 2013 and has covered all major processes commensurate with the size of business operations. These have been established at the entity & process levels and are designed to ensure compliance to internal control requirements, regulatory compliance and appropriate recording & reporting of financial & operational information. The Company has reviewed and sustained internal financial controls by adopting a systematic approach to evaluate, control design and operating effectiveness. BVCL has deployed a vigorous Internal Controls and Audit Mechanism to facilitate an accurate and fair presentation of its financial results. This process not just ensures adherence to regulatory standards and meets statutory compliance requirements, but also confirms that our reporting is complete, reliable and understandable. In addition, there is a specific impetus on safeguarding investor interests with deployment of the highest levels of governance and regular communication with them.

Further, Internal Audit Function is looked by Internal Audit Department which reports to the Audit Committee of the Board. Internal Audit function works independently and evaluates the efficacy and adequacy of internal control system, its compliance with operating system and policies of the company and accounting procedure at all location, i.e. plant, marketing office & depots. Based on the input of internal audit report, designated process owner takes corrective actions in their respective area thereby strengthening controls and checks. In case any significant observations are noticed same is brought to the knowledge of members of audit committee for corrective actions.

VI. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The role of Human Resources has evolved in recent years. Today, it operates in complete partnership with senior leadership and business functions translating strategic priorities into action. The end result: to develop and sustain a culture where every employee is respected and valued for their good work.

The Company believes that the quality of the employees is the key to its success and is committed to equip them with skills, enabling them to seamlessly evolve with ongoing technological advancements. During the year, the Company organised training programmes in different areas such

as technical skills, behavioural skills, business excellence, general management, advanced management, leadership skills, customer orientation, safety, values and code of conduct.

The Company provides a culture of freedom for the employees where an employee is able to speak his / her mind for the organizational improvements. The Leaders conduct meetings to provide a platform to the team where they can share their concern and get solutions.

Your Company provides regular skill and personnel development trainings to enhance productivity. This also includes creating the first line of leaders, internal job posting and high level of promotions, ensuring low attrition rates. Your Company emphasizes on good governance and has in place the whistle blower and anti-sexual harassment policies. The arrangement creates an amicable growth scenario for both the employees and organizational goals. The Company's number of employees as at March 31, 2020 on consolidated basis stood at 284 (Previous Year 244).

VII. STATEMENT OF KEY FINANCIAL RATIOS

Particulars	March 31, 2020	March 31, 2019
Debtor Turnover Ratio	11.76	12.26
Inventory Turnover Ratio	20.50	26.00
Interest Coverage Ratio	1.57	1.45
Current Ratio	0.76	0.68
Debt Equity Ratio	0.59	0.44
Operating Profit Margin (%)	7.93	8.10
Net Profit Margin (%)	2.72	2.17
Return on Net Worth (%)	4.76	3.58

VIII. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

For BARAK VALLEY CEMENTS LIMITED

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

(Santosh Kumar Bajaj)
Director
DIN: 00045759
Add: Bajaj Engineering Co Compound
F A Road, Kumarpara Guwahati, Assam- 781009

Place: New Delhi
Date: 12.11.2020

Form No. MR-3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST March 2020**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BARAK VALLEY CEMENTS LIMITED** (hereinafter called the Company) for the Financial Year ended 31st March, 2020. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **BARAK VALLEY CEMENTS LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **BARAK VALLEY CEMENTS LIMITED** ("the Company") for the financial year ended on 31st March 2020 according to the provisions of:

- (i). The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefit), Regulations, 2014;
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi). The laws applicable specifically to the Company are as under:
 - 1. Factories Act, 1948;
 - 2. Industrial Dispute Act, 1947;
 - 3. The Payment of Wages Act, 1936;
 - 4. The Minimum Wages Act, 1948;
 - 5. Employees' State Insurance Act, 1948;
 - 6. The Employees' Provident Fund and Misc. Provision Act, 1952;

7. The Payment of Bonus Act, 1965;
8. The Payment of Gratuity Act, 1972;
9. The Hazardous Waste (Management, Handling & Transboundary Movement) Rules, 2008;
10. The Water (Prevention and Control of Pollution) Act, 1974;
11. The Air (Prevention and Control of Pollution) Act, 1981;
12. Petroleum Act, 1934;
13. The Standards of Weights & Measures (Enforcement) Act, 1985;

We have also examined compliance with the applicable clauses of the following:

- (i). Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii). The Listing Agreements entered into by the Company with National Stock Exchange and Bombay Stock exchange;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that –

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as **Annexure-I** which forms an integral part of this report.

For Shailendra Roy & Associates

Shailendra Kumar Roy
(Proprietor)
ACS - 25823
C.P. No.: 11738

UDIN: A025823B000682930

Place: New Delhi

Date: 08.09.2020

ANNEXURE - I

To,
The Members,
BARAK VALLEY CEMENTS LIMITED

Our Secretarial Audit report of even date is to be read along with this letter.

Management's Responsibility

1. It is the Responsibility of the management of the Company to maintain secretarial records, device proper system to ensure compliance with the provision of all applicable laws and regulations and to ensure that the system are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, system, standards and procedures based on our audit.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of event etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our Examination was limited to the verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Shailendra Roy & Associates

Shailendra Kumar Roy
(Proprietor)

ACS - 25823

C.P. No.: 11738

UDIN: A025823B000682930

Place: New Delhi
Date: 08.09.2020

Form No. MR-3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST March 2020**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

GOOMBIRA TEA CO LIMITED**CIN: U01132AS1962PLC001188**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GOOMBIRA TEA CO LIMITED** (hereinafter called the Company) for the **Financial Year ended 31st March, 2020**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **GOOMBIRA TEA CO LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions enlisted hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **GOOMBIRA TEA CO LIMITED** ("the Company") for the financial year ended on 31st March 2020 according to the provisions of:

- (i). The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') or by SEBI were not applicable;
- (vi). The laws applicable specifically to the Company are as under:
 - 1. Factories Act, 1948;
 - 2. Industrial Dispute Act, 1947;
 - 3. The Payment of Wages Act, 1936;
 - 4. The Minimum Wages Act, 1948;
 - 5. Employees' State Insurance Act, 1948;
 - 6. The Employees' Provident Fund and Misc. Provision Act, 1952;
 - 7. The Payment of Bonus Act, 1965;
 - 8. The Payment of Gratuity Act, 1972;
 - 9. The Tea Act, 1953;
 - 10. The Hazardous Waste (Management, Handling & Transboundary Movement) Rules, 2008;
 - 11. The Water (Prevention and Control of Pollution) Act, 1974;
 - 12. The Air (Prevention and Control of Pollution) Act, 1981;
 - 13. Petroleum Act, 1934;
 - 14. The Standards of Weights & Measures (Enforcement) Act, 1985;

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that –

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as **Annexure-I** which forms an integral part of this report.

For Shailendra Roy & Associates

Shailendra Kumar Roy
(Proprietor)

ACS - 25823

C.P. No.: 11738

UDIN : A025823B000682996

Place: New Delhi

Date: 08.09.2020

ANNEXURE - I

To,
The Members,
GOOMBIRA TEA CO LIMITED

Our Secretarial Audit report of even date is to be read along with this letter.

Management's Responsibility

1. It is the Responsibility of the management of the Company to maintain secretarial records, device proper system to ensure compliance with the provision of all applicable laws and regulations and to ensure that the system are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, system, standards and procedures based on our audit.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of event etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our Examination was limited to the verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Shailendra Roy & Associates

Shailendra Kumar Roy
(Proprietor)

ACS - 25823

C.P. No.: 11738

UDIN : A025823B000682996

Place: New Delhi
Date: 08.09.2020

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST March 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,

VALLEY STRONG CEMENTS (ASSAM) LIMITED
CIN: U26940AS2009PLC009197

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VALLEY STRONG CEMENTS (ASSAM) LIMITED** (hereinafter called the Company) for the **Financial Year ended 31st March, 2020**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **VALLEY STRONG CEMENTS (ASSAM) LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions enlisted hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **VALLEY STRONG CEMENTS (ASSAM) LIMITED** ("the Company") for the financial year ended on 31st March 2020 according to the provisions of:

- (i). The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v). The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') or by SEBI were not applicable;
- (vi). The laws applicable specifically to the Company are as under:
 - 1. Factories Act, 1948;
 - 2. Industrial Dispute Act, 1947;
 - 3. The Payment of Wages Act, 1936;
 - 4. The Minimum Wages Act, 1948;
 - 5. Employees' State Insurance Act, 1948;
 - 6. The Employees' Provident Fund and Misc. Provision Act, 1952;
 - 7. The Payment of Bonus Act, 1965;
 - 8. The Payment of Gratuity Act, 1972;
 - 9. The Tea Act, 1953;
 - 10. The Hazardous Waste (Management, Handling & Transboundary Movement) Rules, 2008;
 - 11. The Water (Prevention and Control of Pollution) Act, 1974;
 - 12. The Air (Prevention and Control of Pollution) Act, 1981;
 - 13. Petroleum Act, 1934;
 - 14. The Standards of Weights & Measures (Enforcement) Act, 1985;

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that –

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as **Annexure-I** which forms an integral part of this report.

For Shailendra Roy & Associates

Shailendra Kumar Roy
(Proprietor)

ACS - 25823

C.P. No.: 11738

UDIN : A025823B000682952

Place: New Delhi

Date: 08.09.2020

ANNEXURE - I

To,
The Members,
VALLEY STRONG CEMENTS (ASSAM) LIMITED

Our Secretarial Audit report of even date is to be read along with this letter.

Management's Responsibility

1. It is the Responsibility of the management of the Company to maintain secretarial records, device proper system to ensure compliance with the provision of all applicable laws and regulations and to ensure that the system are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, system, standards and procedures based on our audit.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of event etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our Examination was limited to the verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Shailendra Roy & Associates

Shailendra Kumar Roy
(Proprietor)

ACS - 25823

C.P. No.: 11738

UDIN : A025823B000682952

Place: New Delhi
Date: 08.09.2020

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN:- **L01403AS1999PLC005741**
 ii) Registration Date:- **28/04/1999**
 iii) Name of the Company:- **Barak Valley Cements Limited**
 iv) Category/Sub-Category of the Company:- **Company Limited by Shares / Indian Non-Government Company**
 v) Address of the Registered office and contact details:- **Debendra Nagar, Jhoombasti, P.O. Badarpurghat, Badarpurghat, Karimganj, Assam-788803**
Ph. 03843-269258/881
Email id: cs@barakcement.com
 vi) Whether listed company:- **Yes**
 vii) Name, Address and Contact details of Registrar and Transfer Agent:
MCS Share Transfer Agent Limited
F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020
Ph. 011-41406149
Email id: helpdeskdelhi@mcsregistrars.com, admin@mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Manufacturing of Cement & Clinker of Various Grades	2394	99.13

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Meghalaya Minerals & Mines Ltd. Add: Village Lumshong, Dist Jantia Hills, Lumshnog, Khliehriat, Meghalaya-793200	U14108ML2000PLC006057	Subsidiary	100	Section 2(87) of the Companies Act, 2013
2	Badarpur Energy Pvt. Ltd. Add: 202, Royal View , B.K. Kakoti Road, Ulubari Guwahati, Assam-781007	U40101AS2005PTC007654	Subsidiary	100	Section 2(87) of the Companies Act, 2013
3	Cement International Ltd. Add: Village Lumshnog, Dist Jantia Hills, Meghalaya-793200	U26942ML2000PLC006173	Subsidiary	100	Section 2(87) of the Companies Act, 2013
4	Goombira Tea Co. Ltd. Add: 202, Royal View, 2 nd Floor, B.K. Kakoti Road, Ulubari Guwahati, Assam-781007	U01132AS1962PLC001188	Subsidiary	100	Section 2(87) of the Companies Act, 2013
5	Chargola Tea Co. Pvt. Ltd. Add: 202, Royal View , B.K. Kakoti Road, Ulubari Guwahati, Assam-781007	U01132AS1962PTC001185	Subsidiary	100	Section 2(87) of the Companies Act, 2013
6	Singlacherra Tea Co. Pvt. Ltd. Add: 202, Royal View , B.K. Kakoti Road, Ulubari Guwahati, Assam-781007	U01132AS1962PTC001187	Subsidiary	100	Section 2(87) of the Companies Act, 2013
7	Valley Strong Cements (Assam) Ltd. Add: Debendra Nagar, Jhoombasti, P.O. Badarpur Ghat, Badarpur Assam-788803	U26940AS2009PLC009197	Subsidiary	100	Section 2(87) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	11,290,799.00	622,000.00	11,912,799.00	53.76	11,295,127.00	622,000.00	11,917,127.00	53.78	0.02
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	600,000.00	-	600,000.00	2.71	600,000.00	-	600,000.00	2.71	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	11,890,799.00	622,000.00	12,512,799.00	56.47	11,895,127.00	622,000.00	12,517,127.00	56.49	0.02
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	11,890,799.00	622,000.00	12,512,799.00	56.47	11,895,127.00	622,000.00	12,517,127.00	56.49	0.02
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	60,000.00	-	60,000.00	0.27	0.27
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	60,000.00	-	60,000.00	0.27	0.27
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,542,471.00	-	1,542,471.00	6.96	1,573,508.00	-	1,573,508.00	7.10	0.14
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	2,924,005.00	6.00	2,924,011.00	13.19	2,796,828.00	6.00	2,796,834.00	12.62	(0.57)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	5,035,685.00	50,000.00	5,085,685.00	22.95	5,071,551.00	50,000.00	5,121,551.00	23.11	0.16
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Individual	91,928.00	-	91,928.00	0.41	87,874.00	-	87,874.00	0.40	(0.01)
IEPF	3,106.00	0.01	3,106.00	0.01	3,106.00	0.01	3,106.00	0.01	-
Sub-total (B)(2):-	9,594,089.00	50,006.00	9,644,095.00	43.51	9,532,867.00	50,006.00	9,582,873.00	43.24	(0.28)
Total Public Shareholding (B) = (B) (1)+ (B) (2)	9,597,195.00	50,006.00	9,647,201.00	43.52	9,592,867.00	50,006.00	9,642,873.00	43.51	(0.01)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	21,487,994.00	672,006.00	22,160,000.00	100.00	21,487,994.00	672,006.00	22,160,000.00	100.00	0.01

(ii) Shareholding of Promoters and Promoters' Group

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Prahlad Rai Chamaria	1,984,800.00	8.96	-	1,984,800.00	8.96	-	-
2	Bijay Kumar Garodia	2,162,650.00	9.76	-	221,978.00	1.00	-	(8.76)
3	Santosh Kumar Bajaj	1,884,500.00	8.50	-	1,884,500.00	8.50	-	-
4	Manju Goel	170,340.00	0.77	-	170,340.00	0.77	-	-
5	Manish Kumar Bajaj	181,815.00	0.82	-	181,815.00	0.82	-	-
6	Sarika Jalan	1,500.00	0.01	-	1,500.00	0.01	-	-
7	Kailash Prasad Chamaria (Karta) for Gouri Shankar Kailash Prasad (HUF)	234,500.00	1.06	-	234,500.00	1.06	-	-
8	Kailsh Prasad Chamaria	250,000.00	1.13	-	250,000.00	1.13	-	-
9	Sushil Kumar Bajaj	570,915.00	2.58	-	570,915.00	2.58	-	-
10	Rashmi Bajaj	39,000.00	0.18	-	39,000.00	0.18	-	-
11	Sushil Kumar Bajaj (Karta) for Sushil Kumar Bajaj (HUF)	12,500.00	0.06	-	12,500.00	0.06	-	-
12	Sushil Kumar Bajaj (Karta) for Purushottam Lal Bajaj (HUF)	96,500.00	0.44	-	96,500.00	0.44	-	-
13	Santosh Kumar Bajaj (Karta) for S.K. Bajaj 7 others (HUF)	64,000.00	0.29	-	64,000.00	0.29	-	-
14	Ashish Kumar Bajaj	141,500.00	0.64	-	141,500.00	0.64	-	-
15	Devashish Bajaj	541,000.00	2.44	-	541,000.00	2.44	-	-
16	Yashita Bajaj	90,000.00	0.41	-	90,000.00	0.41	-	-
17	Swati Bajaj	100,000.00	0.45	-	100,000.00	0.45	-	-
18	Kamakhya Chamaria	340,000.00	1.53	-	340,000.00	1.53	-	-
19	Ratna Chamaria	240,000.00	1.08	-	240,000.00	1.08	-	-
20	Rajendra Chamaria (Karta) for Rajendra Udyog HUF	259,000.00	1.17	-	259,000.00	1.17	-	-
21	Kamakhya Chamaria (Karta) for Hardeo Das Kamakhya Prasad (HUF)	289,000.00	1.30	-	289,000.00	1.30	-	-
22	Prahlad Rai Chamaria (Karta) for G.S. Chamaria & Sons (HUF)	100,000.00	0.45	-	100,000.00	0.45	-	-
23	Prahlad Rai Chamaria (Karta) for Prahlad Rai Vinay Kumar (HUF)	39,000.00	0.18	-	39,000.00	0.18	-	-
24	Kiran Agarwal	358,549.00	1.62	-	358,549.00	1.62	-	-
25	Mahendra Kumar Agarwal	1,475,780.00	6.66	-	1,475,780.00	6.66	-	-
26	Bina Garodia	214,800.00	0.97	-	2,159,800.00	9.75	-	8.78
27	Nishant Garodia	10,000.00	0.05	-	10,000.00	0.05	-	-
28	Aristo Building Materials Pvt. Ltd.	100,000.00	0.45	-	100,000.00	0.45	-	-
29	Om Infracore Pvt. Ltd.	500,000.00	2.26	-	500,000.00	2.26	-	-
30	Sushil Kumar Goel (Karta) for S.K. Goel & Sons (HUF)	61,150.00	0.28	-	61,150.00	0.28	-	-
	Total	12,512,799.00	56.47	-	12,517,127.00	56.49	-	0.02

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Prahlad Rai Chamaria				
	At the beginning of the year				
	Datewise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year				
2	Bijay Kumar Garodia				
	At the beginning of the year	2,162,650.00	9.76	-	-
	Datewise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	*During the year there was decrease in the Shareholding on account of the sale of 19,40,672 equity shares of the Company.			
	At the End of the year	221,978.00	1.00	221,978.00	1.00
3	Santosh Kumar Bajaj				
	At the beginning of the year				
	Datewise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year				

*** Mr. Bijay Kumar Garodia sold his equity shares as follows:**

Date	Number of Shares
04.02.2020	200,000
07.02.2020	200,000
10.02.2020	200,000
11.02.2020	200,000
12.02.2020	200,000
13.02.2020	200,000
14.02.2020	200,000
17.02.2020	200,000
18.02.2020	200,000
19.02.2020	140,672
Total	1,940,672

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Padmawati Credit Capital Pvt Ltd				
	At the beginning of the year	320,172	1.44	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year (or on the date of separation, if separated during the year)	320,172	1.44	320,172	1.44
2	Laxmi Chamaria				
	At the beginning of the year	291,700	1.32	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			

BARAK VALLEY CEMENTS LIMITED



	At the End of the year (or on the date of separation, if separated during the year)	291,700	1.32	291,700	1.32
3	Rahul Chamaria				
	At the beginning of the year	287,500	1.30	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year (or on the date of separation, if separated during the year)	287,500	1.30	287,500	1.30
4	Sindhu Dealer Private Limited				
	At the beginning of the year	279,000	1.26	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year (or on the date of separation, if separated during the year)	279,000	1.26	279,000	1.26
5	Neelachal Marketing Private Limited				
	At the beginning of the year	260,951	1.18	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year (or on the date of separation, if separated during the year)	260,951	1.18	260,951	1.18
6	Gayatri Chamaria				
	At the beginning of the year	247,900	1.12	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year (or on the date of separation, if separated during the year)	247,900	1.12	247,900	1.12
7	Amritansh Chamaria				
	At the beginning of the year	243,200	1.10	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year (or on the date of separation, if separated during the year)	243,200	1.10	243,200	1.10
8	Nikhil Kumar Bajaj				
	At the beginning of the year	239,524	1.08	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year (or on the date of separation, if separated during the year)	239,524	1.08	239,524	1.08
9	Sachin Chamaria				
	At the beginning of the year	227,800	1.03	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year (or on the date of separation, if separated during the year)	227,800	1.03	227,800	1.03
10	Renu Chamaria				
	At the beginning of the year	212,200	0.96	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year (or on the date of separation, if separated during the year)	212,200	0.96	212,200	0.96

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Mahendra Kumar Agarwal				
	At the beginning of the year	1,475,780	6.66	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year	1,475,780	6.66	1,475,780	6.66
2	Mr. Santosh Kumar Bajaj				
	At the beginning of the year	1,884,500	8.50	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year	1,884,500	8.50	1,884,500	8.50
3	Mr. Dhanpat Ram Agarwal				
	At the beginning of the year	-	-	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year	-	-	-	-
4	Mr. Kamakhya Chamarla				
	At the beginning of the year	340,000	1.53	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year	340,000	1.53	340,000	1.53
5	Mrs. Renu Kejriwal				
	At the beginning of the year	150	-	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year	150	-	150	-
6	Mr. Shyam Agarwal				
	At the beginning of the year	-	-	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year	-	-	-	-
7	Mr. Puran Chand (Appointed w.e.f. 29.05.2019)				
	At the beginning of the year	-	-	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year	-	-	-	-
8	Mr. Nishant Garodia (Resigned w.e.f. 13.11.2019)				
	At the beginning of the year	10,000	0.05	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year	10,000	0.05	10,000	0.05
9	Mr. Rajesh Aggarwal				
	At the beginning of the year	850	0.003	-	-

	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the year	850	0.003	850	0.003
10	Mr. Mukesh Kumar Shovasaria				
	At the beginning of the period	3,459	0.02	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the period	3,459	0.02	3,459	0.02
11	Mr. Gaurav Aggarwal (Resigned w.e.f. 15.10.2019)				
	At the beginning of the period	-	-	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the period	-	-	-	-
12	Mr. Suyash Choudhary (Appointed w.e.f 31.12.2019 and Resigned w.e.f 28.02.2020)				
	At the beginning of the period	-	-	-	-
	Datewise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	No change during the financial year 2019-20			
	At the End of the period	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding /accrued but not due for payment:

(Rs. in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,239.21	3,142.46	-	6,381.67
ii) Interest due but not paid	0.32	-	-	0.32
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,239.53	3,142.46	-	6,381.99
Change in Indebtedness during the financial year				
· Addition	946.45	766.12	-	1,712.57
· Reduction	-	-	-	-
Net Change	946.45	766.12	-	1,712.57
Indebtedness at the end of the financial year				
i) Principal Amount	4,154.46	3,908.58	-	8,063.04
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	31.52	-	-	31.52
Total (i+ii+iii)	4,185.98	3,908.58	-	8,094.56

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD/ Manager
		Kamakhya Chamararia
	Designation	MD
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- others, specify...	-

5	Others, please specify	-
	Total (A)	48
	Ceiling as per the Act	10% of the Net profit, calculated as per Section 198 of the Companies Act, 2013

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				
1	Independent Directors	Shyam Agarwal	Dhanpat Ram Agarwal	Renu Kejriwal	Puran Chand	Total Amount
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors	Mahendra Kumar Agarwal	Nishant Garodia#	Santosh Kumar Bajaj		
	Fee for attending board / committee meetings	-	-	-		-
	Commission	-	-	-		-
	Others, please specify	-	-	-		-
	Total (2)	-	-	-		-
	Total (B) = (1+2)	-	-	-		-
	Total Managerial Remuneration	-	-	-		-
	Overall Ceiling as per the Act	1% of the Net Profit, calculated as per Section 198 of the Companies Act, 2013				

Mr. Nishant Garodia resigned w.e.f November 13, 2019

C. Remuneration to Key Managerial Personnel (other than MD/ Manager/ WTD)

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				
		Mukesh Kumar Shovasaria	Rajesh Aggarwal	Gaurav Aggarwal	Suyash Choudhary	Total
	Designation	Chief Executive officer	Chief Financial Officer	Company Secretary*	Company Secretary**	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25.65	22.19	1.72	-	49.55
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total	25.65	22.19	1.72	-	49.55

*Mr. Gaurav Aggarwal resigned as Company Secretary w.e.f October 15, 2019

**Mr. Suyash Choudhary appointed as Company Secretary w.e.f December 31, 2019 and resigned w.e.f February 28, 2020

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no Penalties/punishments/compounding of offences for breach of any provisions of the Companies Act, 2013 against the Company or its Directors or other Officer in default during the year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014]

A) CONSERVATION OF ENERGY-**a) The Steps taken or Impact on Conservation of Energy-**

- 1) Reverse Air Bag House erected and commissioned in place of high power consuming Pulse Jet Bag Filter. This could save 2 Unit/Ton of Clinker and saved the Raw Meal powder going out of Chimney.
- 2) Heat Exchanger Cooling Fan of 55 KW & 45 KW Motor stopped and connected with RABH to save the Power.
- 3) High efficiency & high pressure Preheater Fan installed to produce 600 T/Day Clinker on sustained basis which has reduced the Power Consumption.
- 4) High Efficiency Coal Firing Screw Conveyors and Rotary Air Lock installed to regulate Coal Firing enable to Control the quality of Clinker.
- 5) Kiln Feeding Elevator Modified to give output of 70 Ton/Hr. Raw Meal in the Kiln.
- 6) Additional Capacitor Bank to improve the Power Factor to increase the rebate in ASEB Billing.

b) The Steps taken by the Company for Utilizing Alternate Sources of Energy-

- (i) Use of Rice Husk along with Coal to reduce the Cost of Coal.
- (ii) Kiln Hot Air utilizing in drying the surface moisture of Coal.
- (iii) Use of burnt Rice Husk in addition as an alternate of Fly Ash.

c) The Capital Investment on Energy Conservation Equipments provided in the sub-point (a) of the above is Rs. 290.18 Lacs.**B) TECHNOLOGY ABSORPTION-****The efforts made towards technology absorption-****Researches and Development (R&D) -**

- (i) I.D. Fan of RABH, Reverse Air Fan of RABH, Hopper Level Sensors, Draft of Chambers have been made under auto control and outline measurement and monitoring in Central Control Room.
- (ii) The benefits arrived –
Saving in Coal by 30 K Cal/Ton. of Clinker and 5 KWH in Total.
- (iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial years), following information may be furnished – NA.**
- (iv) **The expenditure incurred on Research and Development is – Rs. 0.14 Lacs.**

C) FOREIGN EXCHANGE EARNINGS AND OUTGO-

Due to demand supply gap in North Eastern areas, the Company is able to sell its entire production in the domestic market itself. Hence, the Company is not engaged in any import or export.

STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

(A) Information as per Rule 5(1) of the Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

- i) **The Ratio of Remuneration of each Director to the Median of Remuneration of Employee and percentage increase in remuneration of the Directors and Key managerial Personnel of the Company for the Financial Year stood as:**

S. No.	Name of Director & Key Managerial Personnel(KMP)	Designation	Remuneration of Director/KMP for financial year 2019-20 (Rs. in Lacs)	Percentage increase in Remuneration	Ratio to median remuneration
1	Mr. Kamakhya Chamaria	Vice Chairman & Managing Director	48.00	NIL	29.52:1
2	Mr. Santosh Kumar Bajaj	Director	-	NIL	N.A.
3	Mr. Mahendra Kumar Agarwal	Director	-	NIL	N.A.
4	Mr. Dhanpat Ram Agarwal	Director	-	N.A.	N.A.
5	Mrs. Renu Kejriwal	Director	-	N.A.	N.A.
6	Mr. Shyam Agarwal	Director	-	N.A.	N.A.
7	Mr. Puran Chand	Director	-	N.A.	N.A.
8	Mr. Nishant Garodia*	Director*	-	NIL	N.A.
9	Mr. Rajesh Aggarwal	Chief Financial Officer	22.19	47.93	N.A.
10	Mr. Mukesh Kumar Shovasaria	Chief Executive Officer	25.64	4.29	N.A.
11	Mr. Gaurav Aggarwal**	Company Secretary**	1.72	NIL	N.A.

Note: For the purpose of calculation of the ratio of the remuneration of each director to the median of remuneration of employees, the employees who have served the Company for the whole financial year from 01.04.2019 till 31.03.2020 were considered.

* Resigned from the Directorship of the Company w.e.f. November 13, 2019.

** Resigned as Company Secretary & Compliance Officer w.e.f. October 15, 2019.

- ii) **None of the non executive Directors of the Company receive any remuneration from the company.**
- iii) **The median remuneration of employees of the Company during the financial year was Rs. 1, 62,588/-.**
- iv) **Percentage Increase in the Median Remuneration of Employees in the Financial Year 2019-20 is 0.70%.**
- v) **Number of Permanent Employees on the roll of the Company during the Financial Year 2019-20 were 284.**
- vi) **Average Percentile Increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof:**

The Average percentile increase in the salaries of non-managerial employees in the financial year 2019-20 was 11.34%, while the average percentile increase in the managerial Remuneration was NIL.

- vii) **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

(B) Statement of Particulars of Employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014:

DETAILS OF TOP 10 EMPLOYEES

Sl. No.	Name of Employee	Designation	Remuneration Received (Rs. in Lacs)	Nature of employment whether contractual or otherwise	Qualifications and experience of the employee	Date of Commencement of employment	Age	Last employment held by such employee before joining the company	Percentage of equity shares held by the employee in the company	Relation with any other director or manager of the Company
1	Mr. Mukesh Kumar Shovasaria	CEO	25.65	Permanent	B. Sc.	01.04.2001	50 years	Hasai Forest Product, Arunachal Pradesh	0.015	-
2	Mr. Sheo Kailash Pati Dalmia	Sr. Vice President- Works	25.64	Permanent	Diploma in Mechanical	06.12.2003	76 years	Kalyanpur Cements Ltd. Banjari, Bihar	-	-
3	Mr. Arindom Dutta Purkayastha	DGM- Purchase	21.25	Permanent	M.A., MBA	10.08.2002	48 years	North Eastern Institute of Bank Management	-	-
4	Mr. Rajesh Aggarwal	CFO	22.19	Permanent	Chartered Accountant	18.04.2005	47 years	-	0.003	-
5	Mr. Manoj Agarwal	Sr. VP-Finance	14.72	Permanent	Chartered Accountant	18.04.2017	51 years	Diana Tea Company Ltd.	0.004	-
6	Mr. Bibhas Kanti Das	DGM- Accounts	10.82	Permanent	M.C.A.	01.08.2004	55 years	-	-	-
7	Mr. Lal Behari Sinha	Manager- Electrical	8.21	Permanent	ITI	01.04.2001	51 years	Vinay Cements Ltd., Umrungshu, Assam	-	-
8	Mr. Ramashis Kushwaha	Maintenance Eng.- Process	7.75	Permanent	12th Pass	01.04.2001	52 years	Hall Mark Tech. Services, Pune	-	-
9	Mr. Premeshwar Timung	Sr. Maintenance Eng.	7.81	Permanent	9th Pass	23.04.2001	53 years	Vinay Cements Ltd., Umrungshu, Assam	-	-
10	Mr. Nomal Payeng	Manager - Accounts	7.95	Permanent	B.A	01.01.2006	49 years	-	-	-

CORPORATE GOVERNANCE REPORT

The Report on Corporate Governance as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; ("SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015") is given below:

Company's Philosophy on Corporate Governance

At Barak Valley Cements Limited, Corporate Governance has been an integral part of the way we have been doing our business since inception. We believe that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics.

The Company's commitment to good corporate governance is based on four pillars – accountability, transparency, independence and fairness. This is achieved by maintaining a simple and transparent corporate structure, which promotes the long-term interests of stakeholders, strengthens Board and management accountability and helps build public trust in the Company.

Your Company continuously strives to achieve excellence in corporate governance through its values - Integrity, Commitment, Passion, Seamlessness and Speed. Your Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46 Sub-Regulation (2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as applicable, with regard to Corporate Governance. In terms of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the details of compliance are as follows:

I. BOARD OF DIRECTORS

➤ Composition

The Board of Directors along with its Committees provides leadership and guidance to the Company's management and also direct, supervise and control the performance of the Company. The Company is in compliance with the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Companies Act, 2013 with respect to Composition of Board.

As on March 31, 2020, Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors. The Board consist of 7 (Seven) directors out of which 4 (Four) are independent (including one Women director) and 3 (three) are non-independent directors. None of the Directors is a director in more than 20 companies (including 10 public companies) and member of more than 10 committees or act as Chairman of more than 5 committees across all the companies in which they are Directors. Detailed profile of our Directors is available on our website: www.barakcement.com. None of the Non-Executive Directors serve as Independent Director in over seven listed companies and none of the Executive Director serves as Independent Director on any listed company.

All the Independent Directors have confirmed that they meet the independence criteria as mentioned under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of Companies Act, 2013. All the directors have made necessary disclosures about their directorships and the committee positions held by them in other companies in during the financial year 2019-20. Following is the list of Directors of the Company showing details of their inter-se relations:

S. No.	Name of Director	Category	Inter-se Relationship amongst Directors	Designation
1.	Mr. Kamakhya Chamaria	Executive - Non-Independent	NIL	Vice Chairman & Managing Director
2.	Mr. Mahendra Kumar Agarwal	Non-Executive -Non-Independent	NIL	Director
3.	Mr. Santosh Kumar Bajaj	Promoter - Non-Executive - Non-Independent	Nil	Director
4.	Mr. Dhanpat Ram Agarwal	Independent - Non-Executive	Nil	Director
5.	Mr. Shyam Agarwal	Independent- Non-Executive	Nil	Director
6.	Mrs. Renu Kejriwal	Independent, Non-Executive	Nil	Director
7.	Mr. Puran Chand	Independent, Non-Executive	Nil	Director

Notes:

- i. The appointment of Independent Directors is in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- ii. Mr. Puran Chand was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 29.05.2019 and was regularized as an Independent Director by the Members of the Company at their meeting on 27.09.2019.
- iii. Mr. Nishant Garodia resigned from the Directorship of the Company w.e.f 13.11.2019.

The dates for the Board meetings are fixed after taking into account the convenience of all the directors and sufficient notice, in terms of applicable laws, is given to all of them. All the agenda papers for the Board and Committee meetings are disseminated electronically on a real-time basis via e-mail to all the directors at least seven days in advance from the date of Board Meetings and Committee Meetings. All the

information required for decision making are incorporated in the agenda. The Board reviews the performance of the Company and sets the strategy for future. The Board takes on record the actions taken by the company on all its decisions periodically.

The names of the directors on the Board, their attendance at the Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other public companies as on March 31, 2020 are given herein below. Other directorships do not include alternate directorships (if any), directorships of private limited companies, foreign companies and companies incorporated under section 8 of the Companies Act, 2013. In terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, only Chairmanships/Memberships of Board Committees shall include Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies (excluding Barak Valley Cements Limited) have been considered.

S. No	Name of Director	No. of Board Meetings during the Financial Year 2019-20		Whether Attended the last AGM held on September 27, 2019	Details of Directorships in other public companies*	No. of Committee position held in other Public Companies**	
		Held during their tenure	Attended			Chairman	Member
1	Mr. Kamakhya Chamaria	5	5	Yes	3	Nil	Nil
2	Mr. Mahendra Kumar Agarwal	5	2	Yes	9	1	1
3	Mr. Santosh Kumar Bajaj	5	4	Yes	1	Nil	Nil
4	Mr. Dhanpat Ram Agarwal	5	3	No	2	1	2
5	Mrs. Renu Kejriwal	5	5	Yes	Nil	Nil	Nil
6	Mr. Shyam Agarwal	5	5	Yes	Nil	Nil	Nil
7	Mr. Nishant Garodia#	2	0	No	Nil	Nil	Nil
8	Mr. Puran Chand##	4	3	No	Nil	Nil	Nil

*Includes Private Limited Companies which are subsidiaries of Public Limited Companies, Unlimited Liability Companies, Companies registered under Section 8 of the Companies Act, 2013, Membership of Managing Committees of Chambers of Commerce/Professional Bodies but excludes Foreign Companies.

** Only Audit Committee and Stakeholders' Relationship Committee have been considered as per SEBI Regulations.

Mr. Nishant Garodia ceased to be the director of the Company w.e.f 13.11.2019.

Mr. Puran Chand was appointed as an additional Director on 29.05.2019 and was regularized by the Members as an Independent Director on 27.09.2019.

Other Listed Companies where Directors of the Company are Directors and their category of Directorship (as on 31 March 2020):

S.No.	Name of the Director	Name of Listed Company	Category of Directorship
1	Mr. Dhanpat Ram Agarwal	TCI Finance Limited	Independent, Non-Executive Director

Note: Other directors do not hold directorship in any other listed company.

The Board confirms that in its opinion, all the Independent Directors of the Company fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and are independent of the management of the Company.

The list of core skills/ expertise/competencies as identified by the Board of Directors as required in the context of business and sector for it to function effectively and those actually available with the Board of Directors: Industry, Leadership, Accounts & Finance, Taxes, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Risks, Administration and General Management, Board procedures and Governance.

List of Directors possessing the skills/expertise and competencies:

Name of Directors	Skills/Expertise and Competencies
Mr. Kamakhya Chamaria	Industry, Leadership, Accounts & Finance, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Board procedures and Governance, Administration, General Management, etc.
Mr. Mahendra Kumar Agarwal	Industry, Leadership, Accounts & Finance, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Board procedures and Governance, etc.
Mr. Santosh Kumar Bajaj	Industry, Leadership, Accounts & Finance, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Board procedures and Governance, etc.
Mr. Dhanpat Ram Agarwal	Accounts & Finance and Audit & Internal Audit, Taxation, Risk, Board procedures and Governance. etc.
Mrs. Renu Kejriwal	Accounts & Finance and Audit & Internal Audit, Taxation, Risk, Board procedures and Governance. etc.
Mr. Shyam Agarwal	Accounts & Finance and Audit & Internal Audit, Taxation, Risk, Board procedures and Governance. etc.

Mr. Puran Chand	Accounts & Finance and Audit & Internal Audit, Taxation, Risk, Board procedures and Governance, etc.
Mr. Nishant Garodia*	Industry, Leadership, Production, Technical, Logistics, Legal, Sales, Marketing, Risk, Board procedures and Governance, etc.

*Mr. Nishant Garodia cease to be the Director of the Company w.e.f. 13.11.2019.

The Board periodically reviews Compliance Reports of all laws applicable to the Company and the steps taken by the Company to rectify instances of non compliances, if any. The Board is also satisfied that plans are in place for orderly succession for appointments to the Board and to senior management.

➤ **Non-Executive Directors' and Independent Directors' compensation and disclosures**

Sitting fees / commission paid to the Non-Executive Directors and Independent Directors are recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of Directors and Shareholders. None of the Directors were paid sitting fees / commission payable to the Non-Executive Directors and Independent Directors during the financial year 2019-20.

➤ **Number and Dates of Board Meetings held during the financial year ended March 31, 2020**

During the Financial Year 2019-20, our Board has met 5 (five) times and the Meetings of our Board of Directors were held on May 29, 2019, August 13, 2019, November 13, 2019, December 31, 2019 and January 31, 2020 to transact various businesses. The maximum gap between any two consecutive meetings was less than one hundred and twenty days, as stipulated under Section 173 of Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standards as issued by the Institute of Company Secretaries of India (ICSI). The Company has convened additional Board meetings to address specific needs of the company.

➤ **Number of shares and convertible instruments held by non- executive directors**

The following Non-Executive Directors of the Company are holding equity share in the Company.

Name	Category	No. of Equity shares
Mr. Santosh Kumar Bajaj	Non-Executive and Non-Independent Director	18,84,500
Mr. Mahendra Kumar Agarwal	Non-Executive and Non-Independent Director	14,75,780
Mr. Nishant Garodia*	Non-Executive and Non-Independent Director	10,000
Mrs. Renu Kejriwal	Independent, Non-Executive Director	150

*Mr. Nishant Garodia ceased to be the director of the Company w.e.f 13.11.2019

As on March 31, 2020, since our Company has not issued any convertible instrument, none of the non-executive Directors of the Company is holding any convertible instruments of the company

➤ **Performance evaluation of Board**

As required, the Nomination and Remuneration Committee of Directors has specified the manner for effective evaluation of performance of the Board, its Committees and individual Directors in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder read with the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Board of Directors has made formal annual evaluation of its own performance and that of its committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. Performance of the Board was evaluated after seeking inputs from all the Directors on the basis of the criteria such as adequacy of its composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as composition of committees, terms of reference of committees, effectiveness of the committee meetings, participation of the members of the committee in the meetings, etc. The Board and the Nomination and Remuneration Committee also carried out evaluation of the performance of individual Directors on the basis of criteria such as attendance and effective participation and contributions at the meetings of the Board and its committees, exercise of his/her duties with due & reasonable care, skill and diligence, etc. In a separate meeting of the Independent Directors of the Company, performance of the Non-independent Directors, performance of the Board as a whole and performance of the Chairman & Managing Director were evaluated, taking into account the views of Executive and Non- Executive Directors of the Company. The Chairman of the Meeting of the Independent Directors apprised the Board about the evaluation carried by it and that the Independent Directors were fully satisfied in this regard.

➤ **Separate Meeting of Independent Directors**

An Independent Directors meeting in accordance with the provisions of section 149(8) read with schedule IV of the Companies Act, 2013 and Regulation 25(3) and 25(4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 was convened on Thursday, the February 13, 2020 to discuss evaluation of the performance of Non-Independent Directors, the Board as a whole, evaluation of the performance of the Chairman and/or Vice-Chairman, taking into account the views of the Executive and Non-Executive Directors and the evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the board to effectively and reasonably perform its duties. The Independent Directors expressed satisfaction with the overall performance of the

Directors and the Board as a whole. Inputs and suggestions received from the Directors were considered at the Board meeting and are being implemented.

➤ **Code of Conduct**

The Company has adopted the Code of Conduct as per Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and is applicable to all its board members and senior management personnel of the company. The Code of Conduct also lays down the duties of Independent Directors as per Companies Act, 2013. Pursuant to Regulation 26(5) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, all members of senior management have confirmed that there are no material, financial and commercial transactions wherein they have a personal interest that may have a potential conflict with the interest of the company at large. Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, all the board members and senior management of the Company as on March 31, 2020 have affirmed compliance with their respective codes of conduct. A declaration to that effect signed by the CEO is attached and forms part of the Annual Report of the Company. The copy of Code of Conduct is also available on the website of the Company www.barakcement.com.

➤ **Induction and Familiarization programme for independent directors**

In accordance with the provisions of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has been conducting various familiarization programmes. The details of such familiarization programmes for Independent Directors have been disclosed on the website of the Company - web link:

<http://www.barakcement.com/PDF/Company%20Policies/FAMILIARIZATION%20PROGRAM%20FOR%20INDEPENDENT%20DIRECTORS.pdf>

➤ **Prevention of Insider Trading**

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted a Code of Conduct for trading in listed or proposed to be listed securities of your Company ("the Insider Code"). The Insider Code aims at preserving and preventing misuse of unpublished price sensitive information. All Directors, Designated Employees and Connected Persons of your Company are covered under the Insider Code, which provides inter alia for periodical disclosures and obtaining pre-clearances for trading in securities of the Company by the Directors, Designated Employees and Connected Persons of your Company.

➤ **Resume of Directors proposed to be re-appointed**

The brief resume of Directors retiring by rotation and seeking re-appointment is appended in the notice convening the Annual General Meeting.

II. COMMITTEES OF THE BOARD

In order to carry out the responsibilities & decision making more smoothly and in prudent manner the Board has formed various committees which are headed and constituted by various learned members of the Board having expertise and reservoir of experience in their respective fields such as finance, legal, accounts, marketing, etc.

The decisions and recommendations of the Committees are placed before the Board for information or approval. Currently, the company has 6 (six) Committees of Board, namely:

- Ø Audit Committee
- Ø Sub-Audit Committee
- Ø Nomination and Remuneration Committee
- Ø Share Transfer Committee
- Ø Stakeholder's Relationship Committee
- Ø General Purpose Committee

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled before the Board of Directors at the Board Meetings.

A. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013, Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Committee comprises of 3 (three) Directors, out of which 2 (two) are Independent Directors and 1 (one) is Executive and Non-Independent Director, all of whom are financially literate and have relevant finance and/or audit exposure. Mrs. Renu Kejriwal, Chairman of the Committee is Chartered Accountant and proficient in accounting and

financial management. The quorum of the Committee is two members or one-third of its members, whichever is higher with at least two independent directors.

➤ **Meetings**

During the Financial Year 2019-20, the Audit Committee met 4 (four) times on May 29, 2019, August 13, 2019, November 13, 2019 and January 31, 2020.

The Composition of the Audit Committee and the details of meetings attended by its members are given below:

S.No.	Name of Director	Designation in Committee	Entitle to Attend	Meeting Attended
1	Mrs. Renu Kejriwal	Chairman	4	4
2	Mr. Kamakhya Chamaria	Member	4	4
3	Mr. Shyam Agarwal	Member	4	4

Notes:

- The Company Secretary of the Company acts as the Secretary of the Committee.
- The representative of Statutory Auditor and Internal Auditor of your Company has in person attended the Audit Committee meetings.
- The time gap between the two meetings doesn't exceed by more than one hundred and twenty days, and have an adequate quorum in every meeting.
- The Chairman of the Audit Committee was present in Annual General Meeting to answer the queries of the Shareholders.
- The Audit Committee also reviews from time to time, the audit and internal control procedures, the accounting policies of your Company, oversight of your Company's financial reporting process so as to ensure that the financial statements are correct, sufficient and credible.
- Audit Committee meetings are attended by the Chief Executive Officer, Chief Financial Officer of the Company.

➤ **Terms of Reference**

The Role of the Audit Committee is as defined under the relevant provisions of the Companies Act, 2013, and Regulation 18(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 with stock exchanges the role of the Audit Committee shall include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors of the listed entity;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence, performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of your company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the utilization of loans and / or advances from/investment by the holding Company in the subsidiary exceeding ` 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

The Audit Committee reviews the following information:

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor;
6. Statement of deviations:
 - (a) quarterly statement of deviations including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of fund utilized for purposes other than stated in the offer document/prospectus/notice in terms of Regulation 32(7).

➤ ***Sub-Audit Committee***

The Board has also set up a Sub-Audit Committee on May 15, 2009 in order to strengthen the Internal Audit procedure by keenly observing and implementing the findings & comments of the Internal Auditors of the Company and reporting the same to the Audit Committee.

The committee consists of following executives of the Company:

1. Mr. S.K.P Dalmia
2. Mr. Shishir Bajoria
3. Mr. Bibash Kanti Das
4. Mr. Rajesh Aggarwal

B. *NOMINATION & REMUNERATION COMMITTEE*

The Committee oversees key processes through which the Company recruits new members to its Board and also the processes through which the Company recruits, motivates and retain outstanding senior management and oversees the Company's overall approach to human resources management. As per the requirement of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the company has constituted Nomination and Remuneration Committee.

The Committee comprises of 3 (three) Directors, out of which 2 (two) are Independent Directors and 1 (one) is Non-Executive and Non-Independent Director, Mrs. Renu Kejriwal is the Chairman of the Committee. The quorum of the Committee is two members or one-third of its members, whichever is higher. The Chairman of the Nomination and Remuneration Committee has also attended the last Annual General Meeting of the Company.

➤ **Meetings**

During the financial year 2019-20, Nomination and Remuneration Committee met 3 (three) times. The meetings were held on May 29, 2019, August 13, 2019 and December 31, 2019.

The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Sl. No	Name	Designation in Committee	Entitle to attend	Meeting Attended
1	Mrs. Renu Kejriwal	Chairman	3	3
2	Dr. Dhanpat Ram Agarwal	Member	3	2
3	Mr. Nishant Garodia* ¹	Member	2	0
4	Mr. Mahendra Kumar Agarwal* ²	Member	1	1

*1. Ceased to be member of the Committee w.e.f 13.11.2019.

*2. Appointed as a member of the Committee w.e.f 13.11.2019.

The Nomination and Remuneration Committee determines the Company's remuneration policy, having regard to performance standards and existing industry practice. Under the existing policy, the Remuneration Committee determines the remuneration payable to the Directors. Apart from this, the detailed terms of reference of Nomination and Remuneration Committee are as follows:

➤ **Terms of Reference**

- The Nomination and Remuneration Committee shall be responsible to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- The Nomination and Remuneration Committee is responsible for Formulation of criteria for evaluation of Independent Directors and the Board.
- The Nomination and Remuneration Committee shall devise a policy on Board diversity.
- The Nomination and Remuneration Committee shall recommend/review remuneration of the Senior Management based on their performance and defined assessment criteria.
- The Nomination and Remuneration Committee shall see whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

➤ **Remuneration Policy**

Based on the recommendations of Nomination and Remuneration Committee, the Board has approved the Remuneration Policy for Directors, Key Managerial Personnel (KMP) and all other employees of the Company. As part of the policy, the Company strives to ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
- remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay, reflecting short, medium and long-term performance objectives appropriate to the working of the Company and its goals.

The Company has formulated a remuneration policy with a focus on attracting talent and rewarding performance based on review of achievements. The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression "senior management" shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the Chief Executive Officer/Managing Director/Whole time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer.

The remuneration to be paid to the Executive Directors is recommended by the Nomination & Remuneration Committee based on the Net Profits of the Company which are then approved by the Board of Directors of the Company and the Shareholders of the Company in their respective meetings. The remuneration paid to the Executive Directors was determined and based on the industry benchmark, performance of the Company to the industry performance. Independent Non-Executive Directors are appointed for their performance expertise in their individual capacity as individual Professionals/Business Executives. The appointment of the Executive Directors, if any is governed by the resolutions passed by the Board and shareholders. The service agreement is entered into with them. There is no provision for payment of

severance fee under the resolutions governing appointment of Executive Directors.

A notice period of three months is required to be given by the Executive Director seeking to vacate the office. The Company has no stock option plans and such option is not included in the remuneration package. During the year under review, none of the Directors was paid any bonus pension or performance bonus. Formal appointment letter is issued to the Independent Directors and the terms and conditions of the appointment of Independent Directors is available on the website of the Company. The Nomination & Remuneration Committee to recommend all remuneration payable to the Senior Management.

Pursuant to Section 178 of the Companies Act, 2013 read with rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and the Board of Directors of the Company formulated and approved the Policy on Nomination & Remuneration for Directors, Key Managerial Personal (KMP) & Senior Management and other Employees and pursuant to Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 vide its meeting dated May 30, 2014. During the year, there have been no changes to the Policy. Hence, the same is not annexed to this report, but the same is available on our website www.barakcement.com.

(<http://barakcement.com/PDF/share%20holding%20info/NOMINATION%20AND%20REMUNERATION%20POLICY.pdf>)

➤ **Details of Remuneration**

The Directors in the Board were entitled to the following remuneration during the Financial Year 2019-20.

S. No	Name of Director	Managerial Remuneration (In Rs. p.a.)	Sitting Fees (In Rs. p.a.)	No. of Shares as on 31.03.2020
1	Mr. Kamakhya Chamarla	48,00,000	Nil	3,40,000
2	Mr. Mahendra Kumar Agarwal	Nil	Nil	14,75,780
3	Mr. Santosh Kumar Bajaj	Nil	Nil	18,84,500
4	Dr. Dhanpat Ram Agarwal	Nil	Nil	Nil
5	Mrs. Renu Kejriwal	Nil	Nil	150
6	Mr. Shyam Agarwal	Nil	Nil	Nil
7	Mr. Nishant Garodia* ¹	Nil	Nil	10,000
8	Mr. Puran Chand* ²	Nil	Nil	Nil

*1 Resigned from the board w.e.f November 13, 2019

*2 Mr. Puran Chand was appointed as an additional Director on 29.05.2019 and was regularized as a Director on 27.09.2019

Notes:

- The Managerial Remuneration has been paid in accordance with Companies Act, 2013 and as per their respective agreements with the Company.
- The Non-Executive Directors are entitled only to the sitting fees which are within specified limits as per Companies Act, 2013 and none of the non-executive directors have no other pecuniary relationship with the Company.
- Company has not issued any convertible instruments during the year 2019-20.
- For more details about components of remuneration, please refer to Form MGT-9, which forms part of the Directors' Report.

➤ **Performance Evaluation Criteria**

The following criteria may assist in determining how effective the performances of the Directors/KMPs/Senior officials have been:

- Ø Leadership & stewardship abilities
- Ø Contributing to clearly define corporate objectives & plans
- Ø Communication of expectations & concerns clearly with subordinates
- Ø Obtain adequate, relevant & timely information from external sources
- Ø Review & approval achievement of strategic and operational plans, objectives, budgets
- Ø Regular monitoring of corporate results against projections
- Ø Identify, monitor & mitigate significant corporate risks
- Ø Assess policies, structures & procedures
- Ø Direct, monitor & evaluate KMPs, senior officials
- Ø Review management's succession plan
- Ø Effective meetings
- Ø Assuring appropriate board size, composition, independence, structure

C. **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The purpose of the committee is to assist the Board and the Company in maintaining healthy relationships with all stakeholders. The Committee oversees the mechanisms for redressing grievances and complaints relating to non receipt of annual report, transfer and transmission of securities, non-receipt of dividends/interests and such other grievances as may be raised by the security holders from time to time. The Board had constituted the stakeholder's relationship committee on May 30, 2014, as per the requirements of Section 178(5) of the Companies Act, 2013 and regulation 20 of the SEBI (LODR) Regulations.

The Committee comprises of 3 (three) Directors, out of which 2 (two) are Independent Directors and 1 (one) is Executive and non-independent director. Mr. Shyam Agarwal, is a Non-Executive Independent Director and Chairman of the Committee. The quorum of the Committee is two members or one-third of its members, whichever is higher. Mr. Shyam Agarwal, Chairman of the Stakeholders Relationship Committee has also attended the last Annual General Meeting of the Company.

➤ **Meetings**

The meeting of Stakeholder Relationship Committee was held on Tuesday, February 18, 2020 for the Financial Year 2019-20.

The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

S. No	Name	Designation in Committee	Entitled to Attend	Meeting Attended
1	Mr. Shyam Agarwal	Chairman	1	1
2	Mr. Kamakhya Chamarla	Member	1	1
3.	Dr. Dhanpat Ram Agarwal	Member	1	1

Mr. Gaurav Agarwal, Company Secretary & Compliance officer of the Company was the Secretary to the Committee till 15.10.2019.

Mr. Suyash Choudhary, Company Secretary & Compliance officer of the Company was the Secretary to the Committee from 31.12.2019 till 28.02.2020

The Committee's responsibility is to oversee Share Transfers and addressing to and Redressal of shareholders' grievances etc. The Committee also evaluates performance and service standards of the Registrar and Share Transfer Agents of the Company.

➤ **Details of Complaints**

Pursuant to the requirement stipulated in the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the following are the details of complaints received & resolved during 2019-20:

Period	Complaints Received	Complaints Resolved	Pending Complaints
01.04.2019 - 31.03.2020	0	0	Nil

➤ **Terms of Reference**

The terms of reference of the Committee shall, inter alia, include:

- To monitor complaints received by your Company from its Shareholders, Securities and Exchange Board of India (SEBI), Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies etc. and action taken by your Company for redressing the same;
- To approve allotment of shares or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
- To approve requests for transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialization etc. of shares, debentures and other securities;
- To approve and ratify the action taken by the authorised officers of your Company in compliance of the requests received from the shareholders / investors for issue of duplicate / replacement / consolidation / sub-division, dematerialization, rematerialization and other purposes for the shares, debentures and other securities of your Company;
- To monitor and expedite the status and process of dematerialization and rematerialization of shares, debentures and other securities of your Company;
- To give directions for monitoring the stock of blank stationery and for printing of stationery required by the Secretarial Department of your Company from time to time for issuance of share certificates, debenture certificates, allotment letters, dividend warrants, pay orders, cheques and other related stationery;
- To review the measures taken to reduce the quantum of unclaimed dividend / interest and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of your Company;
- Resolving grievances of security holders including complaints related to transfers / transmission of shares, non-receipt of annual report, non-receipt of dividends, issue of new /duplicate certificates, general meetings etc.

- ix. Review measures taken for effective exercise of voting rights by shareholders.
- x. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- xi. To perform such other acts, deeds, and things as may be delegated to the Committee by the Board from time to time.

D. SHARE TRANSFER COMMITTEE

To expedite the process of transferring the shares along with their registration, the Share Transfer Committee was set up by the Board of Directors on September 07, 2006. The Terms of reference of the committee includes approval of share transfer, issue of duplicate/rematerialized shares, transmission of shares, consolidation, splitting of share certificates.

➤ Meetings

No meeting of the Share Transfer Committee was held during the Financial Year ending 31st March, 2020.

The composition of the Share Transfer Committee and the details of meetings attended by its members are given below:

S. No	Name	Designation in Committee	Attendance
1	Mr. Santosh Kumar Bajaj	Chairman	0/0
2	Mr. Gaurav Aggarwal*	Member	0/0
3	Mr. Suyash Choudhary**	Member	0/0

* Resigned w.e.f October 15, 2019

** Resigned w.e.f February 28, 2020

E. GENERAL PURPOSE COMMITTEE

The Board had constituted a General Purpose Committee on January 30, 2010 to smoothly and swiftly carry out the day to day businesses and transactions of the Company.

The Committee is headed by Mr. Kamakhya Chamaria who is also the Vice-Chairman & Managing Director of the Company. The Committee consists of 3(Three) Directors out of which 1 (one) is Executive Directors and 2 (two) are Non-Executive Director.

➤ Meetings

During the Financial year 2019-20 the General Purpose Committee met 5 (five) times on June 26, 2019, August 17, 2019, October 22, 2019, December 11, 2019 and February 24, 2020.

The composition of the General Purpose Committee and the details of meetings attended by its members are given below:

S. No	Name	Designation in Committee	Meeting Attended	Entitled to attend
1	Mr. Kamakhya Chamaria	Chairman	5	5
2	Mr. Mahendra Kumar Agarwal	Member	5	5
3	Mr. Santosh Kumar Bajaj	Member	5	5

III. SUBSIDIARIES

Your Company has 7 (seven) wholly owned subsidiaries namely:

S. No.	Name of the Subsidiary	Address		Main Business Activity	Date of Acquisition
		Registered Office	Works		
1	Cement International Limited (CIN:U26942ML2000PLC006173)	Village Lumshonong, District Jaintia Hills, Meghalaya-793200	Debendra Nagar, Jhoom Basti, P.O Badarpur Ghat, Distt. Karimganj, Assam- 788803	Manufacturing & selling of cement	31.03.2006
2	Badarpur Energy Private Limited (CIN:U40101AS2005PTC007654)	202, Royal View, B.K.Kakoti Road, Ulubari, Guwahati, Assam-781007	Debendra Nagar, Jhoom Basti, P.O Badarpur Ghat, Distt. Karimganj, Assam- 788803	Generation of Electricity*	31.03.2006
3	Meghalaya Minerals & Mines Limited (CIN:U14108ML2000PLC006057)	Village Lumshonong, District Jaintia Hills, Lumshnong, Khliariat, Meghalaya-793200	Village Lumshnong, Distt. Jaintia Hills, Meghalaya- 793200	Mining of Limestone	31.03.2006
4	Goombira Tea Company Limited (CIN:U01132AS1962PLC001188)	202, Royal View, B.K.Kakoti Road, Ulubari, Guwahati, Assam-781007	Cachar Area, Distt. Karimganj, Assam- 788737	Tea, Rubber & Biomass Plantation	01.10.2010

5	Singlacherra Tea Company Private Limited (CIN:U01132AS1962PTC001187)	202, Royal View, B.K.Kakoti Road, Ulubari, Guwahati, Assam-781007	Cachar Area, Distt. Karimganj, Assam- 788737	Tea, Rubber & Biomass Plantation	01.10.2010
6	Chargola Tea Company Private Limited (CIN:U01132AS1962PTC001185)	202, Royal View, B.K.Kakoti Road, Ulubari, Guwahati, Assam-781007	Cachar Area, Distt. Karimganj, Assam- 788737	Tea, Rubber & Biomass Plantation	01.10.2010
7	Valley Strong Cements (Assam) Limited (CIN:U26940AS2009PLC009197)	Debendra Nagar, Jhoombasti, PO Badarpurghat, Badarpur, Assam-788803	Debendra Nagar, Jhoom Basti, P.O Badarpur Ghat, Distt. Karimganj, Assam- 788803	Yet to commence commercial operations.	31.03.2011

* Non operational since the Financial year 2017-18.

Ø The Audit Committee and the Board reviews the minutes, financial statements, significant transactions, investments made by the subsidiary companies, if any, and general working of the unlisted Subsidiary Companies.

IV. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In terms of Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board of Directors of the Company has adopted a Vigil Mechanism Policy. This mechanism provides a tool in the hands of Employees and Directors to report to the Management, concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy, leakage of unpublished price sensitive information etc., The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Whistle Blower Policy/ Vigil Mechanism is also placed on website of the Company, i.e. <http://www.barakcement.com/index384c.html>.

V. GENERAL BODY MEETINGS

➤ Annual General Meeting

The details of the Annual General Meetings held in the last three years are as follows:

S. No.	Year	Date of AGM	Day & Time	Venue	Details of Special Resolution, if any
1.	2018-19	27.09.2019	Friday, 11.30 A.M.	202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007	Provided below*
2.	2017-18	28.09.2018	Friday, 12:30 P.M.	202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007	Provided below**
3.	2016-17	28.09.2017	Thursday, 12:30 P.M	202, Royal View, B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007	Provided below***

* Details of Special Resolution

Item No. 7:- Re-appointment of Dr. Dhanpat Ram Agarwal (DIN: 00322861) as an Independent Director of the Company.

Item No. 8:- Re-appointment of Mrs. Renu Kejriwal (DIN: 06768299) as an Independent Director of the Company.

Item No. 9:- Shifting of Registered office of the Company within the same state.

** Details of Special Resolution:

Item No. 5:- Alteration of the Articles of Association of the Company.

***Details of Special Resolution:

Item No. 5:- Re-appointment of Mr. Kamakhya Chamaria (DIN: 00612581) as Vice Chairman and Managing Director of the Company designated as Key Managerial Personnel of the Company.

➤ Extra-ordinary General Meeting

No Extra-Ordinary General Meeting was held during the Financial Year 2019-20.

➤ **Postal Ballot**

During the Financial Year 2019-20, no resolution has been passed through the exercise of postal ballot therefore the information regarding Voting Pattern and the person who conducted the postal ballot exercise are Not Applicable for the Company. The Special Resolution, if any, proposed to be conducted by Postal Ballot shall be in accordance with law.

VI. DISCLOSURES

➤ **Related Party Transactions**

Related party transactions entered by your Company during the year were on arm's length basis and in the ordinary course of business. No materially significant related party transactions took place between the Company and its Promoters, Directors or the Management and their relatives which have a bearing on interests of the Company at large. All related party transactions have prior approval of the Audit Committee and are reviewed by the Audit Committee on a quarterly basis. The policy on Related Party Transactions as approved by the Audit Committee and the Board is available on your Company's website at the below mentioned Link:

<http://www.barakcement.com/PDF/Company%20Policies/POLICY%20FOR%20DETERMINING%20MATERIAL%20RELATED%20PARTY%20TRANSACTION.pdf>

All the Related Party Transactions are dealt with in accordance with the provisions of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Other Related party transactions as per requirements of Ind AS 24 are more fully mentioned in relevant Schedule of Notes on Account. However, all these transactions are on normal commercial arm's length basis. None of the transactions with any related parties are in prejudice to the interest of the Company.

Further senior management has no personal interest in material financial or commercial transactions which may have potential conflict with the interest of the Company.

The Directors of the Company are not related inter-se.

➤ **Disclosure of Accounting Treatment**

Your Company has followed all relevant Accounting Standards issued by ICAI in the preparations of financial statements. The significant accounting policies which are consistently applied have been set out in the Notes on Accounts. There is no material change in the Accounting Policies.

➤ **Risk Management**

The Company has established a procedure to enable Board Members to assess the prospective risk and to take proactive steps to mitigate the same. The established procedures are being evaluated from time to time to determine their relevance and reliability.

➤ **Proceeds from public issues, rights issues, preferential issues, etc.**

During the year, your Company did not raise any funds by way of public, rights, preferential issues, etc.

➤ **Management**

The Management Discussion and Analysis Report forms part of the Annual Report and is in accordance with the requirements laid out in the Listing Regulations.

No material transaction has been entered into by your Company with the Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have a potential conflict with interests of your Company.

➤ **Policy on Material Subsidiary**

The Company's policy on "material subsidiary" is placed on the Company's website at:

<http://www.barakcement.com/PDF/Company%20Policies/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARIES.pdf>

➤ **Certificate from Company Secretary in Practice**

A Certificate from a Company Secretary in Practice confirming that none of the Directors on the Board of your Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority forms part of this Annual Report.

➤ **Non-Compliance/Penalties/Strictures Imposed**

There have been no instances of non-compliance by your Company on any matter related to capital markets during the year under review and hence no strictures /penalties have been imposed on your Company by the stock exchanges or the SEBI or any statutory authority.

➤ **Details of compliance with Mandatory Requirements**

The Company is complying with all the mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. However, Company has not adopted any of the non-mandatory requirements stipulated under the said enactment.

The Whistle Blower Policy/Vigil Mechanism is also placed on website of the Company, i.e. <http://www.barakcement.com/index384c.html>.

➤ **Compliance Certification by CEO/CFO**

The requisite certification from the Chief Financial Officer and Chief Executive Officer for the Financial Year 2019-20 required to be given under Regulation 17(8) and 33 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 was placed before the Board of Directors of the Company at its meeting.

➤ **Report Corporate Governance**

Your Company complied with the Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

➤ **Compliance**

A certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 forms part of this Annual Report.

➤ **Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

Your Company does not have material exposure of any commodity or Foreign exchange and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated 15th November, 2018.

➤ **Details of utilization of funds raised through preferential allotment or qualified institutions placement:**

Your Company had not obtained any public funds during last three years.

➤ **Instances where the Board had not accepted any recommendation of any Committees of the Board:**

There were no instances where the Board had not accepted any recommendation of any Committees of the Board during the financial year ended March 31, 2020.

➤ **Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:**

Total fees for all services paid by your Company, on a consolidated basis to the Statutory Auditor is Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only). No fee has been paid by any of the subsidiaries to the said Auditors. Further, no fee was paid by any of the subsidiaries or by the Company to any entity in the network firm / network entity of which the statutory Auditor is a part.

➤ **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- number of complaints filed during the financial year: Nil
- number of complaints disposed of during the financial year: Nil
- number of complaints pending as on end of the financial year: Nil

The status of compliance with discretionary requirements specified in Part E of Schedule II of the Listing Regulations is provided below:

- Non-Executive Chairman's Office: The Company does not have Non – Executive chairperson.
- Shareholders' Rights: As the quarterly, half yearly and annual results of the Company along with significant events, if any, are published in the newspapers and also posted on the Company's website, the same are not being sent individually to the shareholders.
- Modified Opinion in Audit Report: The Company's financial statement for the year ended 31st March, 2020 does not contain any modified audit opinion.
- Separate posts of Chairman and CEO: The positions of Chairman and Chief Executive Officer (CEO) are separate.
- Reporting of Internal Auditor: The Internal Auditor reports directly to the Audit Committee.

➤ **Transfer of Unclaimed Equity Shares to Investor Education and Protection Fund (IEPF) Account:**

In terms of the provisions of Section 124(5) of the Act, dividend which remains unpaid / unclaimed for a period of seven years from the date of declaration will be transferred to the IEPF. Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules.

The Company had issued individual notices to all shareholders who have not claimed dividend for the last seven consecutive years. Further, notices were also published in newspapers on 27th April, 2017 respectively. The Company has transferred 3,106 shares to the IEPF being the unclaimed/unpaid dividend for 2009-10. In compliance with the aforesaid Rules, the Company has already transferred equity shares pertaining to the financial year 2009-10 to the IEPF Suspense Account, after providing necessary intimations to the relevant shareholders.

➤ **Compliance with Corporate Governance requirements**

The Company has complied with the requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

VII. CREDIT RATING

Your Company enjoys a sound reputation for its prudent financial management and its ability to meet financial obligations. During the financial year 2019-20, CARE Ratings Limited has assigned/revised the rating CARE C; Stable (Single C; Outlook: Stable) for the Long Term Bank Facilities of Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) and rating CARE C; Stable (Single C; Outlook: Stable) for Long Term Bank Facilities of Rs. 16,00,00,000/- (Rupees Sixteen Crore Only).

VIII. CODE OF CONDUCT

In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board has approved the 'Code of Conduct for Board of Directors and Senior Management' and same has been circulated and posted on the Company's website www.barakcement.com. The Directors and Senior Management personnel have affirmed compliance with the provisions of above Code of Conduct. The declaration by the Chief Executive Officer to this effect is also attached to this Report.

IX. MANAGEMENT DISCUSSION AND ANALYSIS

A Management Discussion and Analysis Report, forms a part of the Directors' Report.

X. MEANS OF COMMUNICATION

Quarterly results and other relevant information:

The Company's quarterly financial results, after their approval by the Board of Directors, are promptly issued to all the Stock Exchanges with whom the Company has listing arrangements. These financial results, in the prescribed format, as per Listing Regulations, are published in prominent English and Regional language newspapers usually in English Language Newspaper ('The Pioneer') and Regional Newspaper ('Amar Asom'). The quarterly financial results are also posted on the website of the Company - www.barakcement.com. No presentations are made to the institutional investors or to the analysts.

The audited financial statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting. The Annual Report of the Company, the quarterly / half yearly and the annual results of the Company are also placed on the Company's website: www.barakcement.com and can be downloaded.

All periodical compliance filings like shareholding pattern, corporate governance report, investor presentations, media releases, among others are filed electronically on NSE Electronic Application Processing System (NEAPS) and BSE's Listing Centre which are web-based applications designed by NSE and BSE respectively for corporates and are displayed on the Company's website.

Website:

The Company's website www.barakcement.com contains a separate section 'Investor' for use of investors. The quarterly, half yearly and annual financial results and official news releases are promptly and prominently displayed on the website. Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other Corporate Communications made to the Stock Exchanges are also available on the website.

The Company has also designated an email-id cs@barakcement.com for investor servicing.

XI. GENERAL SHAREHOLDER INFORMATION
i Annual General Meeting

Date: Wednesday, 30th December, 2020
Time: 01:00 P.M.
Venue: Debendranagar, Jhoombasti, P.O. Badarpurghat, Badarpurghat, Karimganj, Assam-788803

ii Financial Year

From: 1st April, 2019
To: 31st March, 2020

iii Book Closure Date

From: 24th December, 2020
To: 30th December, 2020
(Both days inclusive)

iv Dividend Payment Date

No Dividend is proposed for the Financial Year 2019-20.

v Listing of shares

Equity Shares Listed on Stock Exchanges : The Equity Shares of the Company are listed on:

National Stock Exchange (NSE)

Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai-400051

[scrip code: BVCL]

Bombay Stock Exchange (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400023

[scrip code: 532916]

vi Payment of Listing Fees:

The payment of the Annual Listing Fees for the financial year 2020-21 has been paid by the Company to BSE and NSE on which the securities of the Company are listed.

vii Payment of Depository Fees:

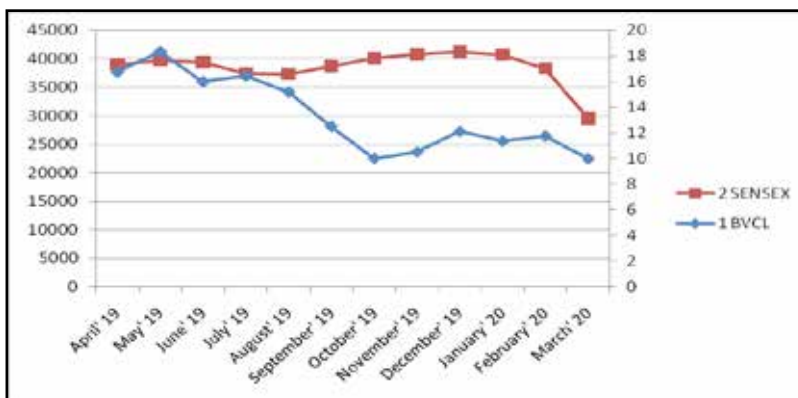
Annual Custody/Issuer fee for the financial year 2020-21 has been paid by the Company to CDSL & NSDL.

viii Market Price Data: High, Low (based on the closing prices) and volume of shares traded at BSE and NSE, for the Financial Year 2019-20 are as follows:

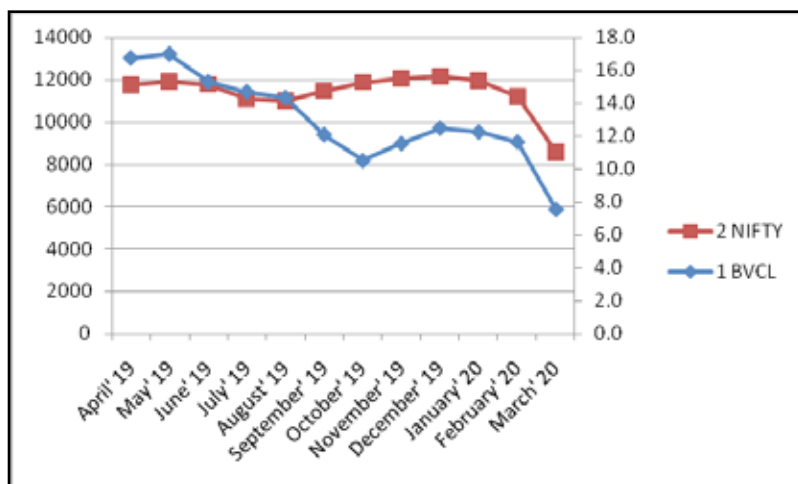
Month	Bombay Stock Exchange Limited			National Stock Exchange of India Limited		
	High(Rs.)	Low(Rs.)	Volume	High(Rs.)	Low(Rs.)	Volume
April'19	17.40	15.00	26,965	17.60	14.55	32,862
May'19	19.55	15.85	20,904	19.50	15.80	56,951
June'19	18.85	15.15	3,623	18.00	14.10	35,821
July'19	17.45	15.20	906	16.55	13.75	67,283
Aug'19	16.25	13.50	3,497	15.10	13.00	8,644
Sept'19	15.50	12.35	23,166	14.95	12.10	30,289
Oct'19	12.89	10.00	23,848	12.00	9.60	46,429
Nov'19	12.49	9.50	8,122	12.05	9.90	75,498
Dec'19	14.05	11.02	8,702	13.80	11.00	18,954
Jan'20	13.35	11.22	4,133	13.55	11.60	43,894
Feb'20	13.07	11.32	23,133	13.65	11.50	20,58,991
Mar'20	11.21	9.50	16,401	12.20	7.45	23,517

ix. Performance in comparison to broad-based indices such as BSE Sensex, NSE Nifty etc:

Performance in comparison to BSE Sensex
(Closing value of BVCL's share price v/s BSE Sensex)



Performance in comparison to NSE Nifty
(Closing value of BVCL's share price v/s NSE Nifty)



x Registrar & Share Transfer Agents

The details of the RTA is as follows:
MCS Share Transfer Agent Limited,
F-65, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Phone: 011-41406149; Fax: 011-41709881
E-mail: admin@mcsregistrars.com

xi Share Transfer System

Requests for transfer of shares can be lodged either at the office of the Company or at the office of the Registrar. The transfer of Shares are normally processed within a maximum period of 15 days from the receipt of documents, complete in all respect. Transfer of Shares in dematerialized form is duly processed by NSDL/CDSL in electronic form through the respective Depository Participants. Dematerialization is required to be done within a period of 15 days from the date of lodgment of dematerialization request, complete in all respect, with the Depository Participant of the Shareholder.

xii Details of Unpaid Dividend as on 31.03.2020

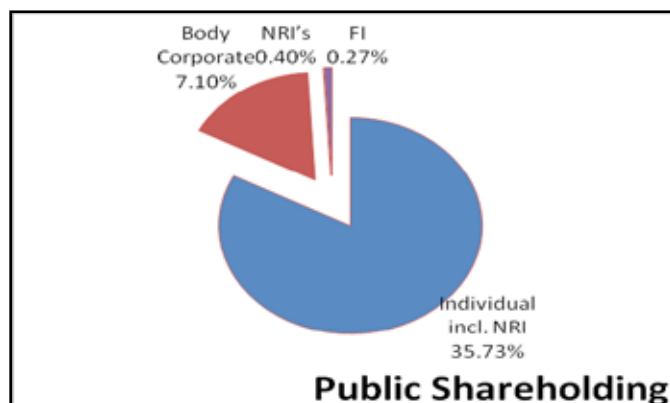
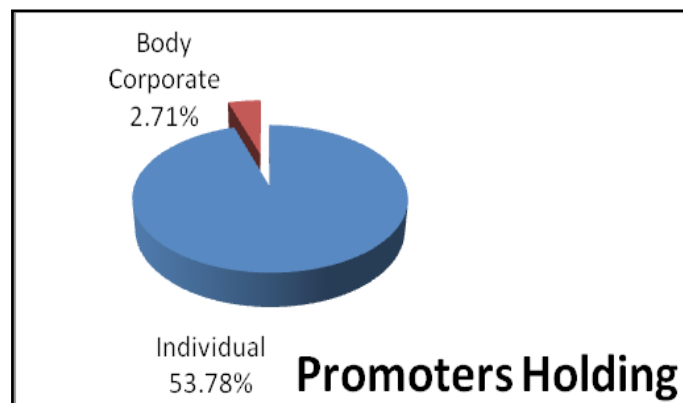
No amount of unclaimed dividend is due for transfer to Investor Education and Protection Fund as on March 31, 2020.

xiii Distribution of Shareholding as on 31.03.2020

Range	Shareholders			
	Number of Shareholders	% Holders	No. of Equity Shares of Rs. 10/- each	% Shares
1-500	4836	79.6049	776752	3.5052
501-1000	521	8.5761	453061	2.0445
1001-2000	303	4.9877	482377	2.1768
2001-3000	132	2.1728	341785	1.5424
3001-4000	43	0.7078	151429	0.6833
4001-5000	48	0.7901	228865	1.0328
5001-10000	64	1.0535	492694	2.2233
10001-50000	64	1.0535	1443337	6.5133
50001-100000	21	0.3457	1464149	6.6072
And Above	43	0.7078	16325551	73.6713
Total	6075	100.0000	22160000	100.0000

Shareholding Pattern as on 31.03.2020

Category	No. of Shares	% of Holding
Promoter		
Individual	1,19,17,127	53.78%
Body Corporate	6,00,000	2.71%
Sub Total (A):	1,25,17,127	56.49%
Public:		
Individual	79,18,385	35.73%
Body Corporate	15,73,508	7.10%
Financial Institutions/Bank	60,000	0.27%
NRI's, Foreign Nationals, FII's	87,874	0.40%
Govt.	Nil	---
Others (IEPF)	3,106	0.01%
Sub Total (B):	96,42,873	43.51%
Total (A+B):	2,21,60,000	100%


xiv Dematerialization of Shares and liquidity as on 31.03.2020

Particulars	No. of Shares	Percentage
<i>Dematerialization</i>		
NSDL	1,62,58,002	73.36
CDSL	52,29,992	23.61
Sub Total	2,14,87,994	96.97
<i>Physical</i>	6,72,006	3.03
Total	2,21,60,000	100

xv Outstanding GDRs/ADRs/Warrants or any convertible Instruments

There are no outstanding GDRs/ADRs/Warrants or any other convertible instruments of the Company.

xvi Proposed date for approval of financial results

Quarter Ending 30 th June, 2020	On or before 14 th August, 2020 but on account of continuous disruptions caused due to amid spread of COVID-19 Securities and Exchange Board of India vide their notification SEBI/HO/CFD/CMD1/CIR/P/2020/140 dated July 29, 2020 had extended the date for the approval of financial results for the quarter ended June 30, 2020 to September 15, 2020
Quarter Ending 30 th September, 2020	On or before 14 th November, 2020
Quarter Ending 31 st December, 2020	On or before 14 th February, 2021
Quarter Ending 31 st March, 2021	On or before 30 th May, 2021

xvii ISIN Allotted to the Company by the Depositories:

The Company has signed Depository agreement with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) allotted to the Company is **INE139I01011**.

xviii Corporate Identity Number

Corporate Identification Number (CIN): **L01403AS1999PLC005741**

xix Financial Calendar (for the year 2019-20)

The Company follows Financial Year starting from the 1st day of April of the Financial Year and ending on the 31st day of March of the following year.

xx Reconciliation of Share Capital Audit

- Pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certificates on half yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company.
- A Practicing Company Secretary carries out the reconciliation of Share Capital of the Company for every Quarter to reconcile the total capital admitted with National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the total issued and listed capital of the Company. The Audit confirms that the total issued /paid up Capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form.

xxi Plant Locations

Debendra Nagar, Jhoombasti, P.O. Badarpurghat,
Distt. Karimganj, Assam-788803
Phone: 03843-269435/881
Fax: 03843-268965

This Corporate Governance Report of the Company for the financial year ended 31st March 2020 is in compliance with the requirements of Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable.

The Company has complied with all the applicable requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

xxii Address for Correspondence

- Registered Office:* Debendranagar, Jhoombasti, P.O. Badarpurghat,
Dist. Karimganj, Assam-788803
Ph: 03843-269435/881; Fax: 03843-268965
E-mail: cs@barakcement.com
- Corporate Office:* 281, Deepali, Pitampura, Delhi-110034
Ph: 011-49805200/300; Fax: 011-27033824/30
E-mail: delhi@barakcement.com

- c) *Branch Office:* CF-361, Salt Lake City, Sector-1, Kolkata-700064
Ph: 033-40046161/62; Fax: 033-40046164
E-mail: bvcl.kol64@gmail.com
- d) *Compliance Officer:* Mrs. Manisha Mahana (from 26.08.2020-till 11.11.2020)
(Company Secretary)
Ms. Deepa (appointed w.e.f. 12.11.2020)
(Company Secretary)
Ph: 011-49805200/300; Fax: 011-27033824/30
E-mail: cs@barakcement.com

For BARAK VALLEY CEMENTS LIMITED

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

Santosh Kumar Bajaj
(Director)
DIN: 00045759
Add: Bajaj Engineering Co Compound
F A Road, Kumarpura Guwahati, Assam- 781009

Place: New Delhi
Date: 12.11.2020

DECLARATION

I, Mukesh Kumar Shovasaria, Chief Executive Officer of the Company do hereby declare that during the Financial Year ended March 31, 2020, all the board members and senior management personnel have affirmed compliance with the code of conduct of the Company as provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For BARAK VALLEY CEMENTS LIMITED

(Mukesh Kumar Shovasaria)
Chief Executive Officer

Place : New Delhi
Date : 14.07.2020

CEO/CFO CERTIFICATION

To,

The Board of Directors

Barak Valley Cements Limited

Sub: Certificate under Regulation 17(8) and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

We the undersigned certify to the board that:

1. We have reviewed the financial statement, read with the cash flow statement of Barak Valley Cements Limited ("the Company") for the year ended 31st March, 2020 and to best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Company's Auditors and the Audit Committee of the Company's Board of Directors deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a. significant changes in the Company's internal control over financial reporting during the year.
 - b. significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
 - c. instances of significant fraud of which we have become aware and involvement therein if any of management or other employees having a significant role in the Company's internal control system over financial reporting.

For **BARAK VALLEY CEMENTS LIMITED**

Place: New Delhi
Date : 14.07.2020

Rajesh Aggarwal
(Chief Financial Officer)

Mukesh Kumar Shovasaria
(Chief Executive Officer)

CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF BARAK VALLEY CEMENTS LIMITED HAVE BEEN DEBARRED OR DISQUALIFIED

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

To

The Members

Barak Valley Cements Limited

This certificate is being issued pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") to Barak Valley Cements Limited (hereinafter called "the Company") having its Registered office at Debendranagar, Jhoombasti, P.O. Badarpurghat, Dist. Karimganj, Assam-788803.

For the purposes of issuance of this certificate, we have examined the relevant books, papers, forms and returns filed, notices received from the Directors of the Company for the financial year 2019-20; other records maintained by the Company and also the information provided by its Officers and authorised representatives.

In our opinion and to the best of our knowledge and based on such examination as well as information and explanations furnished to us, we hereby certify that none of the Directors of the Company stated below, and who were on the Board of Directors of the Company as on 31st March, 2020, are debarred or disqualified from being appointed or continue to act as Directors of the Companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs, Government of India or any other statutory authority(ies) :

S.No.	Name of the Director	DIN	Date of Appointment in the Company
1	Mr. Mahendra Kumar Agarwal	00044343	30/11/1999
2	Mr. Santosh Kumar Bajaj	00045759	13/03/2006
3	Mr. Puran Chand	08468978	29/05/2019
4	Mr. Dhanpat Ram Agarwal	00322861	13/03/2006
5	Mr. Kamakhya Chamarla	00612581	30/09/2009
6	Mrs. Renu Kejriwal	06768299	20/12/2013
7	Mr. Shyam Agarwal	08294059	14/11/2018

Place: Delhi

Date: 12.11.2020

**For Shailendra Roy & Associates
Company Secretaries**

**Shailendra Kumar Roy
Company Secretary in Practice
CP no. 11738
M.no. 25823**

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

(In pursuant to Part E of Schedule V of the SEBI [Listing Obligation & Disclosure Requirements] Regulations, 2015)

To

The Members of Barak Valley Cements Limited

We have examined the compliance of the conditions of Corporate Governance by Barak Valley Cements Limited ('the Company') for the financial year ended March 31, 2020, as stipulated under Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended.

The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

Based on our examination of the relevant records and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For P.K. Lakhani & Co.
Chartered Accountants
(Firm Registration No. 014682N)

CA Sandeep Gulati
Partner
Membership No. 509230

Place: Gurgaon
Date: 14.07.2020

Independent Auditors' Report

To the Members of

Barak Valley Cements Limited,

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Barak Valley Cements Limited ('the Company')**, which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2020, and the financial performance and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our Report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw your attention to Note No. 47 to the Standalone Financial Statements which explain the uncertainties and the management's assessment of the financial impact due to lock -down and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact is highly dependent upon circumstances as they evolve in the subsequent periods.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

S. no.	Key Audit Matters	Auditor's Responses
1.	Evaluation of Capital Advances: (Advances against land (unsecured considered good) amounting to Rs. 13.12 Lacs and advances given to another company amounting Rs. 250.00 Lacs for acquisition of land in Meghalaya from last many years but the registration process of land has not yet been completed)	As stated by the management, the said land is in the possession of the company, but yet the land is not registered in the company's name as the registration process is time taking in the state of Meghalaya.
2.	Revenue Recognition: (Refer Note No. 26 to the Standalone financial statements and Note no. 2.15 of the Significant Accounting policies) Revenue is recognised when the control of the underlying products has been transferred to the customers along with the satisfaction of the company's performance obligation under a contract with the customer.	Our audit procedure to assess the appropriateness of revenue recognition included : a) Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the key control system regarding the revenue recognition process. b) Assessing the appropriateness of the company's accounting policies relating to discounts , rebates etc.

	<p>Due to the company's presence among various regions in north eastern states and the competitive business environment, the estimation of various type of rebates, discounts and incentive schemes to be recognised based on sales made during the year is material and considered to be complex and judgemental.</p>	<p>c) Obtaining and inspecting on a sample basis, supporting documentation for discounts, rebates and other incentive schemes to determine whether these were properly recorded.</p> <p>Our testing as described above showed that revenue has been properly recorded in accordance with the terms of contract and according to the policy adopted by the company.</p>
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Information other than the standalone financial statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's information, Business Responsibility Report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the Other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate implementation and maintenance of accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materially and quantitative factors in (1) planning the scope of our audit work and in evaluating the results of our audit work: and (2) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

Due to COVID 19 pandemic and the consequential nationwide lockdown announced by the Central and State Government including travel restrictions, maintenance of social distancing etc., the audit team has performed the audit from remote location on the basis of data, scanned copies, documents, management estimates, assumptions, certificates and other information supplied electronically by the management on online platform. We have relied on Management's assurance of the authenticity, completeness and accuracy of these records electronically submitted to us. Further, our attendance at the physical inventory verification done by the Management was impracticable under the current lock-down restrictions imposed by the Government and we have therefore, relied on the related alternative audit procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence – Specific Consideration for Selected Items" and have obtained sufficient appropriate audit evidence to issue our unmodified opinion on this Statement.

Our opinion is not modified in respect of this matter.

Report on other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of changes in Equity and the Cash Flows Statement dealt with by this Report are in agreement with the books of accounts.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) On the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act :
In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its director's during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 and to the best of our information and according to the explanation given to us.

- (i) The company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For P.K. Lakhani & Co.,
Chartered Accountants
Firm Registration No.: 014682-N

(CA. Sandeep Gulati)
Partner
M. No. 509230
UDIN : 20509230AAAACV3855

Place: Gurgaon
Date: 14th July, 2020

Annexure “A” to Independent Auditors’ Report

The Annexure referred to in Paragraph (1) under the heading of “Report on Other Legal and Regulatory Requirements” of our report for the year ended 31st March’ 2020:

1. In respect of the Company’s Fixed Assets:
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets of the Company are physically verified by the Management at reasonable intervals and no material discrepancies have been noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
2. The inventories, except goods in transit and material lying with third parties, which have been substantially confirmed by them, has been physically verified during the year by the management of the company. In our opinion, the frequency of verification is reasonable and no material discrepancies were observed.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. So, the provisions of paragraph 3(iii) of the said Order are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loan and investments made, except loans/ advances to the wholly owned subsidiaries on which no interest has been charged as they have already incurred heavy losses.
5. The company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Companies Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of the clause 3 (v) of the Order are not applicable to the company.
6. Pursuant to the rules made by the Central Government, the Company is required to maintain Cost Records as specified under Sec. 148(1) of the Act. We have broadly reviewed the same, and are of the opinion that, prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the said records with a view to determine whether they are accurate or complete.
7. In respect of Statutory Dues:
 - (a) The company is generally regular in depositing the undisputed statutory dues including provident fund, income-tax, Goods and Service tax, Custom duty, cess and other material statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, there were no undisputed amount payable in respect of aforesaid dues which were outstanding as at 31st March, 2020 for a period of more than six months from the date of becoming payable.
 - (b) According to the information and explanations given to us, the particulars of disputed taxes and duties as at March 31, 2020 which have not been deposited with the appropriate authorities, are as under:

Name of the Statute	Nature of Dues	Amount (Rs. In Lacs)	Period to which the amount relates	Forum where dispute is pending
Assam Entry Tax Act, 2008	Entry – Tax demand	90.79	2005 -06 to 2008 -09	Appellate Authority, Guwahati.
Income - Tax Act, 1961	Income Tax demand	187.58	Assessment year 2017-18	CIT(Appeals), Kolkata.

8. Based on our audit procedures and as per the information and explanation given to us by the management, the company has not defaulted in repayment of loans or borrowings from financial institutions or banks. The company has not issued any debentures.
9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. According to the information and explanations given by the management, monies raised by way of term loans were applied for the purpose for which they were raised.
10. According to the information and explanations given to us, and based upon the audit procedures performed during the year, we report that no material fraud by the company or on the company by its officers or employees has been noticed or reported during the year .
11. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements, as required by the applicable Indian accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully / partly convertible debentures during the year and hence reporting under Clause 3 (xiv) of the Order is not applicable to the company.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its directors or persons connected with them as referred to in section 192 of the Companies Act, 2013. Accordingly, paragraph 3 (xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the company.

For P.K. Lakhani & Co.,
Chartered Accountants
Firm Registration No.: 014682-N

(CA. Sandeep Gulati)
Partner
M. No. 509230
UDIN : 20509230AAAACV3855

Place: Gurgaon
Date: 14th July, 2020

Annexure - B to the Independent Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Barak Valley Cements Limited** ("the Company") as of 31 March, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, read with impact of COVID- 19 stated in Emphasis of Matter paragraph in independent Auditor's Report, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For P.K. Lakhani & Co.,
Chartered Accountants
Firm Registration No.: 014682-N

(CA. Sandeep Gulati)
Partner
M. No. 509230
UDIN : 20509230AAAACV3855

Place: Gurgaon
Date: 14th July, 2020

Standalone Balance Sheet as at 31st March' 2020

(Rs. In Lacs)

S. No.	Particulars	Notes	31-Mar-20	31-Mar-19
	ASSETS			
(1)	Non-current assets			
(a)	Property, plant and equipment	3	10,330.66	10,276.10
(b)	Capital work-in-progress		1,475.23	488.53
(c)	Intangible assets	3 (a)	13.91	27.45
(d)	Investment in subsidiaries	4	3,805.01	3,641.69
(e)	Financial assets			
(i)	Investments	4	10.94	9.96
(ii)	Other financial assets	5	223.60	352.28
(f)	Deferred tax assets (net)	6	303.13	240.90
(g)	Other non-current assets	7	358.60	262.79
	Total non-current assets		16,521.08	15,299.70
(2)	Current assets			
(a)	Inventories	8	1,213.98	1,474.78
(b)	Financial assets			
(i)	Trade receivables	9	1,317.55	1,139.28
(ii)	Cash and cash equivalents	10	102.59	431.40
(iii)	Other Bank balances (other than (ii) above)	11	110.08	102.87
(iv)	Loans	12	214.47	260.19
(v)	Other financial assets	13	13.19	20.94
(c)	Other current assets	14	2,515.77	1,781.78
	Total current assets		5,487.63	5,211.24
	Total assets		22,008.71	20,510.95
	EQUITY AND LIABILITIES			
	Equity			
(a)	Equity share capital	15	2,216.00	2,216.00
(b)	Other equity	16	6,654.32	6,245.27
	Total equity		8,870.32	8,461.27
	Liabilities			
(1)	Non-current liabilities			
(a)	Financial liabilities			
(i)	Borrowings	17	5,223.77	3,739.77
(ii)	Other financial liabilities	18	492.94	487.76
(b)	Employee benefit obligations	19	109.69	71.50
(c)	Other non current liabilities	20	111.80	121.11
	Total non-current liabilities		5,938.20	4,420.14
(2)	Current liabilities			
(a)	Financial liabilities			
(i)	Borrowings	21	2,498.55	2,489.31
(ii)	Trade payables		2,513.69	2,950.60
(iii)	Other financial liabilities	22	589.40	393.61
(b)	Employee benefit obligation	23	28.05	20.53
(c)	Other current liabilities	24	1,542.25	1,763.10
(d)	Current tax liabilities (net)	25	28.26	12.39
	Total current liabilities		7,200.20	7,629.53
	Total liabilities		13,138.40	12,049.67
	Total equity and liabilities		22,008.71	20,510.95

Significant accounting policies and notes on accounts

1 & 2

The accompanying notes 1-49 are an integral part of the financial statements

As per our report of even date

For P.K. Lakhani & Co.,

Firm Registration No. 014682-N

Chartered Accountants,

(CA. Sandeep Gulati)

Partner

M.No. 509230

Gurgaon, 14th July' 2020

For & on behalf of the Board of Directors

(Kamakhya Chamaria)
Vice Chairman & Managing Director

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive Officer

(Rajesh Aggarwal)
Chief Financial Officer

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH' 2020

		(Rs. In Lacs)	
Particulars	Notes	31-Mar-20	31-Mar-19
INCOME			
Revenue from operations	26	15,496.98	13,966.71
Other income	27	136.15	379.53
Total revenue		15,633.13	14,346.25
EXPENSES			
Cost of materials consumed	28	4,190.14	3,289.23
(Increase)/decrease in inventories	29	(85.27)	(8.80)
Employee benefit expenses	30	1,327.08	1,193.98
Finance costs	31	772.19	801.10
Depreciation and amortization expenses	32	549.16	586.86
Other expenses	33	8,442.05	8,122.89
Total expenses		15,195.34	13,985.25
Profit before tax		437.79	361.00
Tax expenses			
- Current tax		72.59	75.57
- Deferred tax		(57.11)	(17.57)
- Reversal of Earlier year taxes		-	0.28
Total tax expenses		15.48	58.28
Profit for the year		422.31	302.72
Other comprehensive income			
Items that will not be reclassified to profit or loss			
impact of remeasurement of non - current investment		0.98	(2.19)
Re-measurement (losses) on Defined Benefit Plan		(19.36)	-
Deferred tax on above		(5.11)	(0.57)
Other comprehensive income for the year, net of tax		(13.27)	(1.62)
Total comprehensive income for the year		409.04	301.10
Earnings per equity share (Face value of Rs. 10/- each)	34		
Basic earning per share (in Rs.)		1.91	1.37
Diluted earning per share (in Rs.)		1.91	1.37

Significant accounting policies and notes on accounts

The accompanying notes 1-49 are an integral part of the financial statements

1 & 2

For P.K. Lakhani & Co.,
Firm Registration No. 014682-N
Chartered Accountants,

(CA. Sandeep Gulati)
Partner
M.No. 509230

Gurgaon, 14th July' 2020

For & on behalf of the Board of Directors

(Kamakhya Chamaria)
Vice Chairman & Managing Director

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive Officer

(Rajesh Aggarwal)
Chief Financial Officer

Standalone Statement of Changes in Equity for the year ended 31st March, 2020
A. Equity Share Capital

		(Rs. In Lacs)
		Amount
Particulars		
As at 01st April, 2018		2,216.00
Changes in equity share capital		-
As at 31st March, 2019		2,216.00
Changes in equity share capital		-
As at 31st March, 2020		2,216.00

B. Other Equity

Particulars	Reserve and Surplus			Total Other equity
	Securities Premium	General Reserve	Retained Earnings	
Balance as at 01st April, 2018	1,514.40	397.29	4,032.48	5,944.17
Profit for the year	-	-	302.72	302.72
Other comprehensive income/ (Loss) net of tax	-	-	(1.62)	(1.62)
Impact of deferred tax/ others	-	-	-	-
Balance as at 31st March, 2019	1,514.40	397.29	4,333.59	6,245.27

Particulars	Reserve and Surplus			Total Other equity
	Securities Premium	General Reserve	Retained Earnings	
Balance as at 01st April, 2019	1,514.40	397.29	4,333.59	6,245.27
Profit for the year	-	-	422.31	422.31
Other comprehensive income/ (Loss) net of tax	-	-	(13.27)	(13.27)
Balance as at 31st March, 2020	1,514.40	397.29	4,742.63	6,654.32

The accompanying notes 1-49 are an integral part of the financial statements

For P.K. Lakhani & Co.,
 Firm Registration No. 014682-N
Chartered Accountants,

For & on behalf of the Board of Directors

(CA. Sandeep Gulati)
 Partner
 M.No. 509230

Gurgaon, 14th July' 2020

(Kamakhya Chamaria)
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 Director

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 Chief Executive Officer

(Rajesh Aggarwal)
 Chief Financial Officer

Standalone Cash Flow Statement for the year ended 31st March' 2020
(Rs. In Lacs)

S.no.	Particulars	31-Mar-20	31-Mar-19
A.	<u>CASH FLOW FROM OPERATING ACTIVITIES :</u>		
	Net Profit before Tax and exceptional items	437.79	361.00
	Adjustment for:		
	Add : Depreciation and amortisation	549.16	586.86
	Interest & finance charges	772.19	801.10
	Operating Profit before working capital changes	1,759.14	1,748.95
	<u>Adjustment for change in :</u>		
	Trade Receivable	(178.27)	309.85
	Inventories	260.80	(515.50)
	Loans	45.72	(141.90)
	Other Assets	(700.59)	306.11
	Trade & other payable	(427.66)	(244.30)
	Other Liabilities and Provisions	36.52	503.14
	Cash generated from Operations	795.66	1,966.36
	Direct Taxes Paid	(72.59)	(75.57)
	Prior period adjustments / Exceptional Items	(18.38)	(2.47)
	Net Cash Flow from operating activities	704.69	1,888.32
B.	<u>CASH FLOW FROM INVESTING ACTIVITIES:</u>		
	(Purchase)/ Sales of Property, plant and equipment	(1,576.87)	(405.27)
	(Purchase)/ Sales of Investments	(164.30)	(412.90)
		(1,741.17)	(818.16)
C.	<u>CASH FLOW FROM FINANCING ACTIVITIES :</u>		
	Increase in Long term Bank & Other borrowings	1,479.87	11.10
	Interest and finance charges paid	(772.19)	(801.10)
		707.67	(790.00)
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(328.81)	280.15
	Add:- Opening Balance of cash & Cash Equivalents	431.40	151.25
	Cash & Cash Equivalents at the Closing of the year	102.59	431.40

Note : Figures in brackets indicate cash outflow.

This is the Cash Flow Statement referred to in our report of even date.

For P.K. Lakhani & Co.,
Firm Registration No. 014682-N
Chartered Accountants,

(CA. Sandeep Gulati)
Partner
M.No. 509230

Gurgaon, 14th July' 2020

For & on behalf of the Board of Directors

(Kamakhya Chamaria)
Vice Chairman & Managing Director

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive Officer

(Rajesh Aggarwal)
Chief Financial Officer

1. CORPORATE INFORMATION

Barak Valley Cements Limited (the company) is a public limited company domiciled in India and incorporated on 28th April' 1999 as per the provisions of the Companies Act, 1956. The company is engaged in the manufacturing and selling of various brands of Cement in north eastern states. The manufacturing unit of the company is located at Badarpurghat, Distt. Karimganj, Assam.

2. SIGNIFICANT ACCOUNTING POLICIES**2.1 Basis of Preparation:****(i) Compliance with Ind AS**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016] and other relevant provisions of the Act.

The accounting policies are consistently followed by the company and changes in accounting policy are separately disclosed.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Land & Building that are measured at fair value.
- defined benefit plans – plan assets measured at fair value
- certain financial assets & Liabilities that are measured at fair value.

(iii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lacs as per the requirement of Schedule III, unless otherwise stated.

2.2 Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle of twelve months and other criteria set out in the Schedule - II to the Act.

2.3 Use of Estimates :

The preparation of financial statements is in conformity with generally accepted accounting principles which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2.4 Property, plant and equipment:

Property, plant and equipment are stated at their cost of acquisition, installation or construction (net of any recoverable amount, if any) less accumulated depreciation, amortization and impairment losses, except freehold land which is carried at cost. Cost comprises the purchase price, installation and attributable cost of bringing the assets to its working condition for its intended use. An item of PPE is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably.

2.5 Capital Work In Progress :

Capital work in progress is carried at cost and includes any directly attributable cost incurred during construction period.

2.6 Expenditure during construction period:

In case of new projects and substantial expansion of existing units, expenditure incurred including trial production expenses net of revenue earned, and attributable interest and financing costs, prior to commencement of commercial production/ completion of project are capitalized.

2.7 Depreciation:

Depreciation on Property, plant and equipment is provided on Written down Value (WDV) Method in accordance with the provisions of Schedule II to the Companies Act, 2013 and considering the useful lives for computing depreciation specified in Part 'C' thereof. Depreciation is provided on components that have homogenous useful lives by using the WDV method so as to depreciate the initial cost down to the residual value over the estimated useful lives. In respect of an asset for which impairment loss is recognized, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

2.8 Intangible Assets :

An Intangible asset is recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. The depreciable amount of an intangible asset is allocated over its estimated useful life.

Expenditure on purchased / developed software and IT related expenditure are written off over a period of three years.

2.9 Investments and other financial assets :

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

The classification depends on the company's business model for managing the financial assets and the contractual terms of cash flows.

Measurement

All the financial assets are recognized at fair value on initial recognition. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. The company classifies its debt instruments into the following categories:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collections of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments

The company subsequently measures all equity investments (except subsidiary, associate and joint venture, which are carried at cost) at fair value through other comprehensive income.

Impairment of financial assets

The company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Derecognition of financial assets

A financial asset is derecognised only when

- The company has transferred the rights to receive cash flows from the financial asset, or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset.

2.10 Financial liabilities :

Initial recognition and measurement

The company recognises all the financial liabilities on initial recognition at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liability that are not at fair value through profit or loss, are added to the fair value on initial recognition.

The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Subsequent measurement

All the financial liabilities are classified as subsequently measured at amortised cost, except for those measured at fair value through profit or loss.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

2.11 Borrowings :

Borrowings are initially recognized at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Difference between the proceeds and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to any other party and the consideration paid, is recognized in profit or loss as finance cost or other income.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for 12 months after the reporting period.

2.12 Investment in Subsidiaries :

The Company's investment in its subsidiary, associate and joint venture are carried at cost less accumulated impairment loss if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down to its recoverable amount.

2.13 Inventories:

Raw Materials, stores and spares are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

Work in progress, traded goods and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials & labour and a part of manufacturing overheads based on normal operating capacity.

Cost of Inventories is computed on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.14 Trade receivables and payables:

Trade receivables are recognized initially at transaction price. Later on any difference between the measurement of the receivable in accordance with Ind AS 109 and the corresponding amount of revenue recognised shall be accounted for as an expense. Subsequently receivables are measured at amortized cost using the effective interest method, less provision for impairment if any.

Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. Payables are also recognized at fair value and subsequently at amortized cost using the effective interest method, if required.

2.15 Revenue Recognition:

The company recognizes revenue when the control of the products has been transferred. The sales are accounted when the products are dispatched to the customers. Delivery occurs when the products has been dispatched to the specified location and the risk of the loss etc. has been transferred and there is no unfulfilled obligation that could affect buyer's acceptance of the product as per the terms of the contract and no significant uncertainty exists regarding the amount of consideration due to sale of goods.

Revenue is recognised based on the price specified in the contract, net of estimated volume and other discounts. Past experience is used to estimate and provide for the discounts, using the expected value method and revenue is only recognised to the extent that it is highly probable that reversal will not occur. A contract liability is recognised for expected volume discounts payable to the customers in relation to the sales made till the end of the reporting period.

Revenue for current year is exclusive of goods and service tax and net of quantity discounts, cash discounts, rebates and sales returns. A receivable is recognised when the goods are dispatched to the customers in the normal course of business.

Interest income is recognized using the effective interest rate method.

2.16 Impairment of non – financial assets:

The carrying amounts of assets are reviewed at each Balance Sheet date that if there is any indication of impairment based on internal / external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognized impairment loss is further provided or reversed depending on changes in circumstances.

2.17 Employee Benefits:

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Defined Contribution Plan

Employees benefits in the form of provident fund and other labour welfare fund are considered as defined contribution plan and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds are due.

(iii) Defined Benefit Plan

Retirement benefits in the form of gratuity is considered as defined benefits obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

(iv) Other Long-term benefits

Long-term compensated absences are provided for on the actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

Actuarial gain/losses, if any, are recognized in the statement of profit and loss.

2.18 Government Grants and Subsidies :

Government grants and subsidies are recognized when there is reasonable certainty that the same will be received. Revenue grants in the nature of recoupment or reimbursement of any particular items of expenses are recognized in the statement of profit and loss as deduction from related item of expenditure. Capital grants related to assets which are recognized in the Balance Sheet as deferred income, are recognized in the Statement of Profit and Loss on a systematic basis over the useful life of the related assets by netting off with the related expenses.

2.19 Tax Expenses:

Tax expense comprises current tax and deferred tax. Provision for the current tax is made on the basis of taxable income for the current accounting year in accordance with the provisions of Income Tax Act, 1961.

Deferred income tax is computed on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The deferred tax in respect of temporary differences which originate during the tax holiday period and is likely to reverse during the tax holiday period, is not recognized to the extent income is subject to deduction during the tax holiday period as per the requirements of the Income Tax Act 1961.

2.20 Research and Development Expenditure :

Revenue expenditure on Research and Development is charged to the statement of profit and loss in the year in which it is incurred and are included under the related head of expenditure. Capital expenditure is added to the cost of property, plant and equipment in the year in which they are incurred.

2.21 Borrowing Costs:

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset is capitalized as part of cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expense in the period in which they are incurred.

2.22 Provisions and Contingencies :

A Provision is recognized for a present obligation as a result of past events if it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on management's best estimates of the expenditure required to settle the present obligation at the end of the reporting period. The increase in the provision due to the passage of time is recognised as interest expenses. Liabilities which are material in nature and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes to the accounts. Contingent assets are also disclosed by way of notes to the accounts.

2.23 Cash and Cash Equivalents :

Cash and cash equivalents for the purpose of cash flow statement comprise cash in hand, demand deposits with banks and other short term highly liquid investments /deposits with an original maturity period of three months or less.

2.24 Earnings Per Share :

Basic earnings per share are calculated by dividing the net profit or loss before other comprehensive income for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss before other comprehensive income for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.25 Lease :

Leases of property, plant and equipment; where the Company as lessee has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.26 Offsetting financial instruments :

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

2.27 Segment reporting :

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

2.28 Dividends :

Dividends paid (including dividend distribution tax thereon) are recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by the shareholders of the company. The corresponding amount is recognised directly in equity.

Notes to financial statements for the year ended 31st March' 2020 [Contd.]

Note : 3 Property, Plant and Equipment

Particulars	Land & Site Development	Factory Building	Non Factory Building	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Total
(Rs. In Lacs)									
Gross Carrying Value:									
At 1st April, 2019 (Original Cost)	5,663.23	752.93	69.61	5,063.80	22.98	139.66	20.74	8.52	11,741.47
Addition	2.37	10.00	-	567.94	1.62	1.22	3.84	3.27	590.25
Disposals	-	-	-	-	-	0.10	-	-	0.10
At 31st March, 2020	5,665.60	762.93	69.61	5,631.74	24.60	140.78	24.58	11.79	12,331.62
Accumulated Depreciation :									
At 1st April, 2019	-	166.16	17.10	1,206.82	6.52	51.40	11.94	5.42	1,465.36
charge for the year	-	55.13	5.10	440.29	3.92	26.39	3.39	1.40	535.61
Disposals/deductions/adjustment	-	-	-	-	-	0.02	-	-	0.02
At 31st March, 2020	-	221.29	22.19	1,647.11	10.44	77.78	15.33	6.82	2,000.96
Net Carrying Value :									
At 31st March, 2019	5,663.23	586.76	52.51	3,856.98	16.46	88.26	8.80	3.09	10,276.10
At 31st March, 2020	5,665.60	541.63	47.42	3,984.63	14.17	63.00	9.25	4.96	10,330.66

Note : 3 (a) Intangible Assets

Particulars	Intangible Assets
Gross Carrying Value:	
At 1st April, 2019 (Original Cost)	70.28
Additions/ (Disposals)	-
At 31st March, 2020	70.28
Accumulated Depreciation :	
At 1st April, 2019	42.83
charge for the year	13.55
Disposals/deductions/adjustment	-
At 31st March, 2020	56.38
Net Carrying Value:	
At 31st March, 2019	27.45
At 31st March, 2020	13.91

Notes to financial statements [Contd.]

	(Rs. In Lacs)	
	31-Mar-20	31-Mar-19
Note: 4 - Investments		
(A) Investment in Subsidiaries / others - Unquoted		
Investment in Unquoted Equity Instruments in Subsidiaries :		
Badarpur Energy Private Limited	-	-
49,63,340 (49,63,340 as at 31.03.19) Equity Shares of Rs 10/- each fully paid up.		
Cement International Limited	456.07	456.07
9,92,700 (9,92,700 as at 31.03.2019) Equity Shares of Rs 10/- each fully paid up.		
Meghalaya Minerals & Mines Limited	405.92	405.92
14,90,000 (14,90,000 as at 31.03.19) Equity Share of Rs 10/- each fully paid up.		
Goombira Tea Company Ltd.	2,015.07	1,906.35
66,65,669 (63,03,269 as at 31.03.19) Equity Share of Rs 1/- each fully paid up.		
Chargolla Tea Company Pvt. Ltd.	161.41	161.41
7,42,000 (7,42,000 as at 31.03.19) Equity Share of Rs 1/- each fully paid up.		
Singlacherra Tea Company Pvt. Ltd.	378.64	324.04
8,75,400 (8,10,400 as at 31.03.19) Equity Share of Rs 1/- each fully paid up.		
Valley Strong Cements (Assam) Ltd.	387.90	387.90
4,74,250 (4,74,250 as at 31.03.19) Equity Share of Rs 10/- each fully paid up.		
	3,805.01	3,641.69
(B) Investment in Others (Unquoted) - non current :		
Investments in unquoted equity instruments at FVTPL		
North East Power & Infra Limited	10.94	9.96
1,80,000 (1,80,000 as at 31.03.19) Equity Share of Rs 10/- each fully paid up.		
	10.94	9.96
Total non - current investments		
Aggregate amount of Quoted investment	-	-
Aggregate amount of Unquoted investments	10.94	9.96
	10.94	9.96

Note: 5 Other financial assets - Non Current	31-Mar-20	31-Mar-19
Security deposits		
Unsecured, considered good	223.60	222.64
Subsidies /incentives receivable	-	129.64
	223.60	352.28

Note: 6 - Deferred tax assets (net)	31-Mar-20	31-Mar-19
Deferred Tax Assets		
- MAT Credit entitlement / Disallowances of Expenses	540.12	444.03
- Staff Leave encashment and gratuity	12.72	3.11
- Tax effect of Other Comprehensive Income	7.49	2.38
	560.33	449.51
Deferred Tax liability		
- Impact of difference between tax depreciation and depreciation charged	257.20	208.61
	257.20	208.61
Net deferred tax Assets/(liability)	303.13	240.90

(Rs. In Lacs)

Note: 7 - Other non-current assets	31-Mar-20	31-Mar-19
<u>Unsecured, Considered Good</u>		
Capital advances	358.60	262.79
	358.60	262.79

Note : Capital Advances includes advance against Land of Rs. 13.12 Lacs

Note: 8 - Inventories	31-Mar-20	31-Mar-19
Raw Materials and components	157.64	87.96
Work - In - Progress	90.63	8.44
Finished Goods	71.13	68.05
Packing Material	46.72	38.53
Stores & Spares parts	847.86	1,271.80
	1,213.98	1,474.78

Note: 9 - Trade receivables	31-Mar-20	31-Mar-19
Secured. considered Good	166.71	131.22
Unsecured, considered good	1,150.84	1,008.06
Total Trade receivables	1,317.55	1,139.28

Note: 10 - Cash and cash equivalents	31-Mar-20	31-Mar-19
Cash in hand	11.60	55.93
Cheques in hand	-	364.19
Balance with Banks		
- In current accounts	91.00	11.28
	102.59	431.40

Note: 11 - Other - Bank balances other than above	31-Mar-20	31-Mar-19
Balance with banks held as margin money deposits with original maturity of more than 3 months and upto 12 months *	110.08	102.87
	110.08	102.87

* The bank balance disclosed above represents margin money against bank gurantee and therefore not available for general use by the Company.

Note: 12 - Loans	31-Mar-20	31-Mar-19
Loans and advances to related parties (Unsecured, Considered Good)	214.47	260.19
	214.47	260.19

Note: 13 - Other financial assets	31-Mar-20	31-Mar-19
Advances to employees	13.19	20.94
	13.19	20.94

	(Rs. In Lacs)	
Note: 14 - Other current assets	31-Mar-20	31-Mar-19
Unsecured, considered good		
-Advances to suppliers	761.53	348.58
-Balances with statutory/government authorities	1,720.42	1,407.72
-Advances for services & expenses	33.82	25.49
	2,515.77	1,781.78

Note: 15 - Equity share capital	31-Mar-20	31-Mar-19
Authorised Capital	<u>2,500.00</u>	<u>2,500.00</u>
{2,50,00,000 Equity Shares (2,50,00,000 as at 31.03.2019) of Rs. 10/- each}		
Issued, Subscribed, Called & fully Paid -up shares		
{2,21,60,000 Equity Shares (2,21,60,000 as at 31.03.2019) of Rs. 10/- each, fully paid up.}	2,216.00	2,216.00

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	No. of Shares	No. of Shares
At the beginning of the year	22,160,000	22,160,000
Issued during the year	-	-
Outstanding at the end of the year	22,160,000	22,160,000

(b) Terms/Rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 10.00 per share. Each holder of Equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of Shareholders holding more than 5% shares in the company

Name of the Shareholders	No. of Shares/ % of holding	No. of Shares/ % of holding
Sh. Prahlad Rai Chamaria	1,984,800 8.96%	1,984,800 8.96%
Sh. Santosh Kumar Bajaj	1,884,500 8.50%	1,884,500 8.50%
Sh. Mahendra Kumar Agarwal	1,475,780 6.66%	1,475,680 6.66%
Mrs. Bina Garodia	2,159,800 9.75%	2,14,800 0.97%

Note - 16 Other Equity	31-Mar-20	31-Mar-19
Securities Premium Account		
Opening Balance	1,514.40	1,514.40
Addition/(deduction) during the year	-	-
	1,514.40	1,514.40
General Reserve		
Opening Balance	397.29	397.29
Addition/(deduction) during the year	-	-
	397.29	397.29

(Rs. In Lacs)

Retained Earnings		
Opening Balance	4,333.59	4,032.48
Profit / (Loss) for the year	422.31	302.72
Add: Other comprehensive income/ (Loss) (net of taxes)	(13.27)	(1.62)
Add: impact of deferred tax/ others	-	-
Total Retained earnings	4,742.63	4,333.59
Total Other Equity	6,654.32	6,245.27

Nature and purpose of reserves :

- Securities Premium : At the time of Initial Public Offer, the excess of issue price of shares over the face value of shares issued, minus expenditure incurred on issuance of shares is treated as Securities Premium.
- General Reserve : The company had transferred a portion of the net profit of the company before declaring dividend to general reserve pursuant to the earlier provisions of the Companies Act, 1956.
- Retained Earnings : Retained Earnings are the profits that the company has earned till date, less any transfers to general reserve, dividends or other distributions paid to the the shareholders of the company.

Note: 17 - Borrowings	31-Mar-20	31-Mar-19
<u>Term loans (secured)</u>		
Rupee loans from a financial institution [Refer note (i) below]	1,072.72	672.86
Loan from body corporates (unsecured) [Refer note (ii) below]	1,680.77	1,725.72
Loans from related parties (unsecured) (Refer note (iii) below)	2,227.81	1,416.73
Other loans (secured)		
- 'Hire purchase finance from banks & financial institution ([Refer note (iv) below)	583.19	77.04
	5,564.49	3,892.36
Less: Current maturities of long term borrowings	(340.72)	(152.59)
	5,223.77	3,739.77

- Rupee Term Loans (RTL) of Rs. 1,072.72 lakhs is consisting of two loans (i) Rs. 570.37 Lakhs (sanctioned amount Rs. 800.00 Lakhs) from a financial institution which is repayable from April' 2018 in quarterly installments of Rs. 30.77 lakhs till Sept.' 2024 and (ii) Rs. 502.35 Lakhs (sanctioned amount Rs. 1600.00 Lakhs) from a financial institution which is repayable from April' 2021 in monthly installment of Rs. 22.22 lakhs till March' 2027. The loan is secured by first charge on land, building including civil structure of the company's assets and extension of first charge on plant and machinery, fixed and immovable assets of the company on pari -passu basis with IDBI Bank. The loans has also been guaranteed by personal guarantees of some of the Directors of the Company.
- Loans from Other parties are unsecured in nature and due for repayment after 12 months as on the reporting date. The company does not have any existing default as at the date of balance sheet.
- Term Loans from related parties are long term in nature.
- Hire Purchase Finance is secured by hypothecation of vehicles / equipments and is repayable within three to four years.

Note: 18 Other financial liabilities	31-Mar-20	31-Mar-19
-Security Deposit	492.94	487.76
	492.94	487.76

Note: 19 - Employee benefit obligations	31-Mar-20	31-Mar-19
Provisions for employee benefits		
- Leave encashment	29.93	19.94
- Gratuity	79.77	51.56
	109.69	71.50

(Rs. In Lacs)

Note: 20 Other non current liabilities	31-Mar-20	31-Mar-19
- Deferred Government Grant Income	111.80	121.11
	111.80	121.11

Note: 21 - Borrowings	31-Mar-20	31-Mar-19
<i>Secured</i>		
Working capital facilities from banks (Refer note below)		
- Cash credit limit	2,498.55	2,489.31
	2,498.55	2,489.31

Notes-

(a) Working Capital facilities of Rs. 2,498.55 lacs (Last year : Rs. 2,489.31 Lacs) from banks are secured by first charge on current assets of the company and first charge on the fixed assets of the company pari-passu basis with NEDFi, both present and future including mortgage of immovable assets. Working Capital facilities from banks have also been guaranteed by some of the Directors of the company.

Note: 22 - Other financial liabilities	31-Mar-20	31-Mar-19
Current maturities of long term borrowings	340.72	152.59
Interest accrued but not due on borrowings	31.52	-
Interest Accrued and due on Borrowing	-	0.32
Other payables :		
-Provision for Selling and other expenses	40.83	38.60
-Salary and bonus to employees	14.58	39.83
-Other liabilities	161.74	162.27
	589.40	393.61

Note: 23 - Employee benefit obligation	31-Mar-20	31-Mar-19
Provisions for employee benefits :		
-Leave encashment	7.03	4.94
- Gratuity	21.01	15.59
	28.05	20.53

Note: 24 - Other current liabilities	31-Mar-20	31-Mar-19
Deferred government grant	9.32	9.32
Other payables		
-Statutory liabilities	1,387.19	1,648.89
Advances from customer	145.74	104.90
	1,542.25	1,763.10

Note: 25 - Current tax liabilities (net)	31-Mar-20	31-Mar-19
Provision for taxation (net of advance income tax)	28.26	12.39
	28.26	12.39

Note: 26 - Revenue from operations	31-Mar-20	31-Mar-19
Sale of products		
Domestic Sale	15,496.98	13,966.71
Other operating income		
Others	-	-
Revenue from operation	15,496.98	13,966.71

(Rs. In Lacs)

Note: 27- Other income	31-Mar-20	31-Mar-19
Interest income on:-		
-Bank deposits	26.86	23.12
- Interest on I.Tax Refund	15.87	108.77
-Gaurantee fee Income	10.84	29.20
-Amortisation of deferred income	9.32	9.32
-Other Non Operating income	73.27	209.12
	136.15	379.53

Note: 28 - Cost of materials consumed	31-Mar-20	31-Mar-19
Inventory at the beginning of the year	126.49	222.32
Add: Purchases	4,268.00	3,193.40
	4,394.50	3,415.72
Less :Inventory at the end of the year	204.36	126.49
Cost of Materials Consumed	4,190.14	3,289.23

Note: 29 - (Increase)/decrease in inventories	31-Mar-20	31-Mar-19
Inventories at the end of the year		
Work -in -Progress	90.63	8.44
Finished Goods	71.13	68.05
	161.76	76.49
Inventories at the beginning of the year		
Work -in -Progress	8.44	6.27
Finished Goods	68.05	61.42
	76.49	67.68
(Increase) /Decrease in inventories	(85.27)	(8.80)

Note: 30 - Employee benefit expenses	31-Mar-20	31-Mar-19
Salaries, Wages & other manpower expenses	1,257.97	1,117.58
Contribution to Provident and other funds	32.35	23.44
Gratuity Expenses	14.26	30.39
Staff welfare expenses	22.49	22.57
	1,327.08	1,193.98

Note: 31 - Finance costs	31-Mar-20	31-Mar-19
Interest expense		
-On Term loans	88.34	100.45
-On Working Capital	387.61	484.87
Other finance costs	296.24	215.78
	772.19	801.10

Note: 32 - Depreciation and amortization expenses	31-Mar-20	31-Mar-19
Deprecation on tangible Assets	535.61	573.31
Amortisation of intangible Assets	13.55	13.55
	549.16	586.86

(Rs. In Lacs)		
Note: 33 - Other expenses	31-Mar-20	31-Mar-19
Consumption of Stores & Spare parts	424.14	451.36
Power & Fuel	4,041.92	4,574.19
Rent	33.89	33.81
<u>Repairs & Maintenance</u>		
- Building	28.31	25.26
- Plant & Machinery	29.05	14.15
- Others	24.27	38.39
Vehicle running, Maintenance exp.	32.79	15.36
Printing, Stationery & Computer expenses	21.83	11.80
Material Handling & Freight Charges	99.79	88.54
Travelling and Conveyance	54.86	56.24
Insurance Expenses	121.14	60.27
Rates & Taxes	5.79	1.25
Research & Development Expenses	0.14	-
Auditor's Remuneration	2.50	2.50
Sundry advances written off	76.25	71.35
Director's Remuneration	48.00	40.00
Charity & Donation	39.69	28.40
Demand of Central Excise /Edu.Cess	606.58	-
Miscellaneous Expenses	197.42	123.77
Outward transportation cost	2,304.51	2,288.55
Advertisement, Publicity & Sales Promotion Expenses	241.46	185.28
Telephone expenses	7.73	12.42
	8,442.05	8,122.89

(34) Earnings per share:

Earnings per Share (EPS) for the year ended 31st March' 2020 is calculated as under:

(Rs. In Lacs)			
		2019 - 2020	2018 - 2019
(a)	Profit / (Loss) attributable to Equity Shareholders of the company (In Lac Rs.)	422.31	302.72
(b)	The weighted average number of Ordinary Share outstanding for Basic / Diluted EPS (In No.'s)	2,21,60,000	2,21,60,000
(c)	Face value per Ordinary Share.(In Rs.)	10.00	10.00
(d)	Earnings Per Share - Basic & Diluted (In Rs.)	1.91	1.37

(35) Capital Commitments

The estimated amount of Contracts remaining to be executed on Capital Account and other capital commitment not provided for amounts to Rs. 849.60 Lacs (Rs. 81.39 Lacs as at 31st March' 2019)

(36) Contingent liabilities not provided for:

- Corporate Guarantee's given to Financial Institutions/ Banks on behalf of wholly owned subsidiaries: Rs. 1,083.84 Lacs (Rs. 2,920.35 Lacs as at 31st March' 2019).
- Claims against the company not acknowledged as debts: Disputed demands of Entry – tax and I. Tax matters pending before the Appellate Authorities: Rs. 278.37 Lacs (Rs. 90.79 lacs as at 31st March' 2019)
- Fixed Deposit Receipts pledged with the banks / others: Rs. 92.69 Lacs (Rs. 92.69 Lacs as at 31st March' 2019)
- An amount of Rs. 56.17 Lacs has been deposited by the company with the revenue authorities against the disputed Entry Tax demand of earlier years. The same has been deposited 'under protest' and is shown under 'Other Loans and Advances' forming part of current assets.

(37) Payment made to Auditor's during the year ended is as under: -

	2019-2020	2018- 2019
a. Statutory audit fees	Rs. 1,75,000	Rs. 1,75,000
b. Tax Audit fees	Rs. 50,000	Rs. 50,000
c. Company Law and other matters	Rs. 25,000	Rs. 25,000
Total	Rs. 2,50,000	Rs. 2,50,000

(38) There are no Micro, Small and Medium enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosure have been made. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of the information/ documents available with the company.

(39) Assets pledged as Security:

The carrying amount of assets pledged as security for borrowings are as under:

	(Rs. In Lacs)	
Particulars	31-Mar-20	31-Mar-19
(I) First charge on Current Assets :		
(i) Inventory	1213.98	1474.78
(ii) Trade Receivable	1317.55	1139.28
(iii) Cash and cash equivalents	102.59	431.40
(iv) Other bank balances	110.08	102.87
(v) Loans/ other financial assets	227.66	281.13
(vi) Other current assets	2515.77	1781.78
Total Current assets	5,487.63	5,211.24
(II) First charge on Non – Current Assets :		
(i) Property, plant and equipments	11,819.80	10,792.08
Total Non -Current assets	11,819.80	10,792.08
Total Assets pledged as security	17,307.43	16,003.32

(40) Employees benefit obligations:

a) Defined contribution plans:

The Company makes contribution towards employees' provident fund and labour welfare fund schemes. Under these schemes, the Company is required to contribute a specified percentage of payroll cost, as specified in the rules of these schemes, to these defined contribution schemes. During the year, the Company recognised Rs. 32.35 Lacs (Rs.23.44 Lacs as at 31st March, 2019) as expense towards contribution to these plans and included in "Employee benefit expenses" in Note 30 to the financial statements.

b) Defined benefit plans:

(i) Leave encashment:

Under leave encashment scheme, the company allows its employees to en-cash accumulated leave over and above thirty days at any time during the year. So, accumulated leave encashment liability for up to 30 days period is classified as non -current liability and over the period of 30 days is covered under current liability. Non -current liability of leave encashment is discounted @ 9% and carried at current cost in the financial statements and resultant variation is accounted for in the finance cost / employee benefit expenses of the profit and loss statement.

		(Rs. in Lacs)	
		31-Mar-20	31-Mar-19
A	Current Liability (Amount Due within one year)	7.03	4.94
B	Non-Current Liability (Amount Due over one year)	29.93	19.94

(ii) Gratuity:

General description - The Company operates a gratuity plan wherein every employee is entitled to a benefit equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death, whichever is earlier. The benefits vests after five years of continuous service. Gratuity benefits are valued in accordance with the Payment of Gratuity Act, 1972.

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the years are as follows:

(Rs. In Lacs)			
Particulars	Present value of obligation	Net amount	
Opening as on 01st April' 2018	53.05	53.05	
Current Service Cost	6.27	6.27	
Interest expenses/ (income)	(28.93)	(28.93)	
Actuarial gain/ loss	--	--	
Total amount recognized in profit and loss	30.39	30.39	
Benefits paid	(4.63)	(4.63)	
Disposal / Transfer of obligation	4.72	4.72	
Closing as on 31st March' 2019	67.15	67.15	

Particulars	Present value of obligation	Net amount	
Opening as on 01st April' 2019	67.15	67.15	
Current Service Cost	8.84	8.84	
Interest expenses/ (income)	(6.09)	(6.09)	
Actuarial gain/ loss	(55.64)	(55.64)	
Total amount recognized in profit and loss	14.26	14.26	
Benefits paid	(1.55)	(1.55)	
Disposal / Transfer of obligation	88.07	88.07	
Closing as on 31st March' 2020	100.78	100.78	

		31-Mar-20	31-Mar-19
A	Current Liability (Amount Due within one year)	21.01	15.59
B	Non-Current Liability (Amount Due over one year)	79.77	51.56

The significant actuarial assumptions were as follows:

Particulars	31-Mar-20	31-Mar-19
Discount Rate	6.88 %	7.66 %
Salary Escalation	5.00 %	5.00 %
Withdrawal Rate (depending on age)	2% to 5%	2% to 5%
Retirement Age	58	58
Mortality Rate	IALM (2012-2014) table	IALM (2006-2008) table

Sensitivity analysis of the defined benefit obligations are here as under :

(Rs. in Lacs)		
a)	Impact of the change in discount rate :	
(i)	Impact due to increase of 0.50%	(4.18) Decrease
(ii)	Impact due to decrease of 0.50%	4.47 Increase
b)	Impact of the change in Salary increase :	
(i)	Impact due to increase of 0.50%	4.53 Increase
(ii)	Impact due to decrease of 0.50%	(4.28) Decrease

(iii) Risk Exposure:

Through its defined benefit plans the Company is exposed to a number of risks, significant of which are as follows:

- Investment risk:** If the plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- Interest Risk:** A decrease in the interest rate on plan assets will increase the plan liability.
- Life Expectancy:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.
- Salary growth risk :** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

(41) Financial instruments by category

(Rs. in Lacs)

Particulars	31-Mar-20			31-Mar-19		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial Assets :						
Investment in equity instruments	-	10.94	-	-	9.96	-
Security Deposits	-	-	223.60	-	-	222.64
Trade Receivables	-	-	1,317.55	-	-	1,139.28
Cash and cash equivalents	-	-	102.59	-	-	431.40
Balance with banks	-	-	110.08	-	-	102.87
Recoverable from related parties	-	-	214.47	-	-	260.19
Other financial assets	-	-	13.19	-	-	150.58
	-	10.94	1,981.48	-	9.96	2,306.96
Financial Liabilities :						
Borrowings	-	-	7,722.32	-	-	6,229.08
Security Deposit	-	-	492.94	-	-	487.76
Trade payable	-	-	2,513.69	-	-	2,950.60
Salary and Bonus to employees	-	-	14.58	-	-	39.83
Other Liabilities	-	-	574.82	-	-	353.78
	-	-	11,318.35	-	-	10,061.05

i) **Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) **Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or dealer quotes for similar instruments
- The fair value of the financial instruments is determined using Net Worth method.

iii) **Fair value of financial assets and liabilities measured at fair value - recurring fair value measurements**

(Rs. in Lacs)

Particular	31-Mar-20			31-Mar-19		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Investment in equity instruments	-	-	10.94	-	-	9.96
Total financial assets	-	-	10.94	-	-	9.96

iv) **Fair value of financial assets and liabilities measured at amortized cost :**

The carrying amounts of all other financial assets and financial liabilities are considered to be the same as their fair values.

(42) Capital management

(a) **Risk Management :** The company's objective when managing capital are to :

- Safeguard their ability to continue as a going concern of the company, so that they can provide returns for shareholders and benefits for other stakeholders
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividend to shareholders, return capital to shareholders or issue new shares.

- (b) Dividend: During the year, management of the company has decided not to declare any dividend and accumulated its profits for future projects and consolidates its operating efficiency.
- (43) The company deals in only one Segment i.e. cement manufacturing and trading which is the only identified operating segment of the company. There is no separate reportable segment as required by Ind AS – 108 “Operating Segments”. The entire revenue of the company has been generated by way of domestic sales in North Eastern states.

(44) **Related Party disclosures:**

Name of the related parties where control exists	Nature of relationship
Meghalaya Minerals & Mines Ltd.	Subsidiary Company
Badarpur Energy Pvt. Ltd.	Subsidiary Company
Cement International Ltd.	Subsidiary Company
Goombira Tea Co. Ltd.	Subsidiary Company
Singlacherra Tea Co. Pvt. Ltd.	Subsidiary Company
Chargola Tea Co. Pvt. Ltd.	Subsidiary Company
Valley Strong Cements (Assam) Ltd.	Subsidiary Company

Other related parties :	Nature of relationship
(I) Enterprises Influenced by KMP:	
Valley Strong Cements Ltd.	Enterprises influenced by Key Management personnel
North East Power & Infra Ltd.	Enterprises influenced by Key Management personnel
Om Infracon Pvt. Ltd.	Enterprises influenced by Key Management personnel
Om North East Projects Pvt. Ltd.	Enterprises influenced by Key Management personnel
Plascom Industries, LLP	Enterprises influenced by Key Management personnel
Meghalaya Cements Ltd.	Enterprises influenced by Key Management personnel
Neelachal Marketing Pvt. Ltd.	Enterprises influenced by Key Management personnel
LKC Industries & Infra Pvt. Ltd.	Enterprises influenced by Key Management personnel
Dony Polo Udyog Ltd.	Enterprises influenced by Key Management personnel

	Nature of relationship
(II) Key Management Personnel :	
Sh. Kamakhya Chamaria	Vice Chairman and Managing Director
Sh. Nishant Garodia	Director (Resigned w.e.f. 13.11.2019)
Sh. Santosh Kumar Bajaj	Director
Sh. Mahendra Kumar Agarwal	Vice Chairman and Director
Sh. Tanuj Chamaria	Son of Sh. Kamakhya Chamaria, Vice Chairman and Managing Director
Sh. Mukesh Kumar Shovasaria	Chief Executive Officer
Mr. Rajesh Aggarwal	Chief Financial Officer
Mr. Gaurav Aggarwal	Company Secretary (Up to 15.10.2019)
Mr. Suyash Choudhary	Company Secretary (w.e.f. 31.12.19 to 28.02.20)

(Rs. In Lacs)

S. no.	Type of Transaction	Subsidiary Companies		Other Enterprises influenced by KMP		Key Management Personnel / Relatives	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1	Sale of Stores, spares, goods and other services:						
	: Cement International Ltd.	8.18	0.03	-	-		
	: Goombira Tea Co. Ltd.	44.75	44.15	-	-		
	: Meghalaya Minerals & Mine Ltd.	8.59	14.41	-	-		
	: Badarpur Energy Pvt. Ltd.	1.20	1.10	-	-		
2	Purchase of Raw Material, goods/ services:						
	: Meghalaya Minerals & Mines Ltd.	948.32	928.41	-	-		
	: Goombira Tea Company Ltd.	1.88	0.14				
	: North East Power & Infra Ltd.	-	-	752.24	446.93		
	: Meghalaya Cements Ltd.			163.22	-		
	: Plascom Industries, LLP			492.81	699.68		
3	Investment in shares :						
	: Goombira Tea Co. Ltd.	108.72	373.76	-	-		
	: Singlacheera Tea Co. Pvt. Ltd.	54.60	41.33	-	-		
4	Loan & Advances taken / (Repayment) :						
	: Cement International Ltd.	(173.52)	(134.91)	-	-		
	: Dony Polo Udyog Ltd.	-	-	(48.05)	8.01		
	: Om Infra con Pvt. Ltd.	-	-	(34.14)	13.35		
	: LKC Industries & Infra Pvt. Ltd.			79.68	41.64		
	: Om North East Projects Pvt. Ltd.			(123.45)	10.15		
	: Neelachal Marketing Pvt. Ltd.			102.52	110.01		
	: Sh. Kamakhya Chamaria					47.54	82.04
	: Sh. Mahendra Kumar Agarwal					960.50	245.00
5	Loans/ Advances given/ (Repayment) :						
	: Badarpur Energy Pvt. Ltd.	(51.46)	41.57				
	: Valley Strong Cements (Assam) Ltd.	2.45	0.84				
	: Goombira Tea Co. Ltd.	(9.07)	75.50				
	: Singlacheera Tea Co. Pvt. Ltd.	0.24	3.75				
	: Chargola Tea Co. Pvt. Ltd.	12.13	3.03				
	: Valley Strong Cement Ltd.			0.02	0.06		
	: North East Power & Infra Ltd.			22.50	39.77		
6	Interest paid /credited :						
	: Cement International Ltd.	-	28.93				
	: Dony Polo Udyog Ltd.			17.71	23.24		
	: Om Infra con Pvt. Ltd.			17.62	20.39		
	: Om North East Projects Pvt. Ltd.			7.27	11.28		
	: Neelachal Marketing Pvt. Ltd.			12.80	7.61		
	: LKC Industries & Infra Pvt. Ltd.			5.67	0.16		
	: Sh. Kamakhya Chamaria					8.54	2.93
7	Gurantee fee / Hire charges received :						
	: Cement International Ltd.	-	11.48				
	: Badarpur Energy Pvt. Ltd.	-	4.54				
	: Meghalaya Minerals & Mines Ltd.	38.90	5.00				
	: Goombira Tea Co. Ltd.	6.44	7.53				
	: Singlacheera Tea Co. Pvt. Ltd.	0.45	0.66				

8	Remuneration paid to Key Management personnel / their relatives : : Sh. Kamakhya Chamaria : Sh. Tanuj Chamaria : Sh. Mukesh Kumar Shovasaria : Sh. Rajesh Aggarwal : Sh. Gaurav Agarwal								
								48.00	40.00
								28.81	26.00
								25.65	23.31
								22.19	15.00
								1.72	2.13
9	<u>Balance Outstanding :</u> (a) Loan taken : Cement International Ltd. : Om Infra con Pvt. Ltd. : Om North East Projects Pvt. Ltd. : Dony Polo Udyog Ltd. : LKC Industries & Infra Pvt. Ltd. : Neelachal Marketing Pvt. Ltd. : Sh. Kamakhya Chamaria : Sh. Mahendra Kumar Agarwal (b) Loan given : : Valley Strong Cement Ltd. (c) Trade Payables: Meghalaya Minerals & Mines Ltd. Plascom Industries, LLP	132.85	306.37		210.66 47.88 167.48 121.33 212.53	244.80 171.34 215.53 41.64 110.01		129.58 1,205.50	82.04 245.00
					1.20	1.18			
		717.98	1,274.48		115.09	73.71			

(45) Financial risk management:

The Company's activities are exposed to a variety of financial risks: credit risk, liquidity risk and interest rate risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Management
Credit risk	Cash and cash equivalents, trade receivables and financial assets measured at amortized cost.	Diversification of customer base
Liquidity risk	Financial liabilities that are settled by delivering cash or another financial asset.	Projecting cash flows and considering the level of liquid assets necessary to meet the liabilities
Market risk – interest rate	Long-term borrowings at fixed rates	Portfolio of loan contains fixed interest loans from financial institutions & others.

(a) **Credit Risk:** Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities primarily from trade receivables including deposits with banks and financial institutions and other financial instruments.

(i) **Trade receivables:** Customer credit risk is managed by the company through its established policy, procedures and control relating to customer credit risk management. Trade receivables are non interest bearing and are generally carrying 30-45 days credit term. Outstanding debtors are regularly monitored by the sales and collection team of the company. Further the company receives security deposits from its customers which mitigate the credit risk. The ageing of trade receivables as of balance sheet date is as below:

(Rs. In Lacs)

Particulars	Less than 6 months	More than 6 months and up to 1 year	More than 1 year	Total Net carrying amount of trade Receivables
As on 31 st March, 2020	832.29	108.12	377.14	1,317.55
As on 31 st March, 2019	720.22	221.28	197.78	1,139.28

(ii) **Financial instruments and deposits:** Credit risk from balance with banks and financial institutions is managed by the finance department of the company. Investments of surplus funds are made only with approved counterparties in accordance with the company's policy. Loans are given to body corporate as per the company policy and the receipt of repayment are reviewed on regular basis. Other financial assets are considered to be of good quality and there is no significant risk.

(b) **Liquidity Risk:** Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or other financial asset. Due to the nature of the underlying business, the company maintains sufficient cash and liquid investments available to meet its obligation. Management of the company regularly monitors rolling forecast of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

The company had access to the working capital facilities from the bank amounting Rs. 2,500.00 Lacs (Outstanding balance Rs. 2,498.55 Lacs as at 31st March'2020) which are expiring in one year, subject to the renewal of the same by the banking authorities. A part from the working capital facility, company has also following outstanding borrowings from banks and financial institutions:

(Rs. In Lacs)

Particulars	31-Mar-20	31-Mar-19
Borrowings	1,655.91	749.90
Due within next one year (out of above)	340.72	152.59

(c) **Interest rate Risk:** Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. As the company's borrowings except borrowing from market are fixed rate borrowings; they are carried out at amortised cost and are not subject to interest rate risk as defined in Ind AS 107.

The exposure of the company's financial liability to interest rate risk is as follows :

(Rs. In Lacs)

Particulars	31-Mar-20	31-Mar-19
Variable rate(market) borrowing	3,908.58	3,142.46
Fixed rate borrowings	1,655.91	749.90
Total	5,564.49	3,892.36

(46) Maturities of financial liabilities :

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Rs. In Lacs)

Contractual maturities of financial liabilities- 31st March, 2020	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Borrowing including Interest Amount	2,498.55	5,223.77	-	-	7,722.32
Trade payables	2,513.69	-	-	-	2,513.69
Other payables	589.40	492.94	-	-	1,082.34
Total financial liabilities	5,601.64	5,716.71	-	-	11,318.35

Contractual maturities of financial liabilities-31st March, 2019	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Borrowing including Interest Amount	2,489.31	3,739.77	-	-	6,229.08
Trade payables	2,950.60	-	-	-	2,950.60
Other payables	393.61	487.76	-	-	881.36
Total financial liabilities	5,833.52	4,227.53	-	-	10,061.05

(47) The operations of Company were impacted, due to temporary shutdown of plant following nationwide lockdown announced by the Government of India in view of COVID-19, pandemic. The Company have made detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its property, plant and equipment, loans and other assets, intangible assets, right of use assets, investments, inventories and trade receivables. Based on current indicators of future economic conditions, it is expected to recover the carrying amount of these assets. The management does not foresee any risks in the Company's ability to continue as going concern and meeting its liabilities as and when they fall due. It will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

(48) Previous year's figures have been regrouped and/ or re-arranged wherever necessary, to confirm to current year's classification.

(49) The financial statements are approved by the Audit Committee at its meeting held on 14th July, 2020 and by the Board of Directors on the same date.

In terms of our report of even date

For P.K. Lakhani & Co.,
Firm Registration No. 014682-N
Chartered Accountants,

(CA. Sandeep Gulati)
Partner
M.No. 509230

Gurgaon, 14th July' 2020

For & on behalf of the Board of Directors

(Kamakhya Chamaria)
Vice Chairman & Managing Director

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive Officer

(Rajesh Aggarwal)
Chief Financial Officer

Independent Auditors' Report

To

The Members of

Barak Valley Cements Limited,

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Barak Valley Cements Limited** ('hereinafter referred to as the **Holding Company**'), and its subsidiary companies (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the Consolidated Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2020, the consolidated profit, consolidated other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our Report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw your attention to Note No. 52 to the Consolidated Financial Statements which explain the uncertainties and the management's assessment of the financial impact due to lock -down and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact is highly dependent upon circumstances as they evolve in the subsequent periods.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

S. no.	Key Audit Matter	Auditor's Responses
1.	Evaluation of Capital Advances: (Advances against land (unsecured considered good) amounting to Rs. 386.77 Lacs and advances given to another company amounting Rs. 250.00 Lacs for acquisition of land in Meghalaya from last many years but the registration process of land has not yet been completed)	As stated by the management, the said land is in the possession of the company, but yet the land is not registered in the company's name as the registration process is time taking in the state of Meghalaya/ Assam.
2.	Revenue Recognition: (Refer Note No. 26 to the Consolidated financial statements and Note no. 2.13 of the Significant Accounting policies) Revenue is recognised when the control of the underlying products has been transferred to the customers along with the satisfaction of the company's performance obligation under a contract with the customer.	Our audit procedure to assess the appropriateness of revenue recognition included : a) Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the key control system regarding the revenue recognition process. b) Assessing the appropriateness of the company's accounting policies relating to discounts , rebates etc.

<p>Due to the company's presence among various regions in north eastern states and the competitive business environment, the estimation of various type of rebates, discounts and incentive schemes to be recognised based on sales made during the year is material and considered to be complex and judgemental.</p>	<p>c) Obtaining and inspecting on a sample basis, supporting documentation for discounts, rebates and other incentive schemes to determine whether these were properly recorded.</p> <p>Our testing as described above showed that revenue has been properly recorded in accordance with the terms of contract and according to the policy adopted by the company.</p>
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Information other than the Consolidated financial statements and Auditors' Report thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's information, Business Responsibility Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements:

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate implementation and maintenance of accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of the preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materially and quantitative factors in (1) planning the scope of our audit work and in evaluating the results of our audit work; and (2) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

Due to COVID 19 pandemic and the consequential nationwide lockdown announced by the Central and State Government including travel restrictions, maintenance of social distancing etc., the audit team has performed the audit from remote location on the basis of data, scanned copies, documents, management estimates, assumptions, certificates and other information supplied electronically by the management of the Holding company on online platform. We have relied on Management's assurance of the authenticity, completeness and accuracy of these records electronically submitted to us. Further, our attendance at the physical inventory verification done by the Management was impracticable under the current lock-down restrictions imposed by the Government and we have therefore, relied on the related alternative audit procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence – Specific Consideration for Selected Items" and have obtained sufficient appropriate audit evidence to issue our unmodified opinion on the Consolidated Financial Statements.

Our opinion is not modified in respect of this matter.

- We did not audit the financial statements of all the seven subsidiaries included in the consolidated financials, whose consolidated financial statements reflect total assets of Rs. 12,015.09 Lakhs as well as the total revenue of Rs. 1,801.99 Lakhs and total comprehensive Profit of Rs. 187.98 lakhs for the year ended March 31, 2020. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us are as stated in paragraph - Auditor's Responsibilities for the Audit of the Statement.

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Results certified by the Management.

Report on other Legal & Regulatory Requirements

1. As required by section 143 (3) of the Act, we report , to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, Consolidated statement of changes in Equity and the Consolidated Cash Flows Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

- e) On the basis of written representations received from the directors of the Holding company as on March 31, 2020, and taken on record by the Board of Directors of Holding Company and its subsidiaries, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act :
In our opinion and according to the information and explanations given to us, the remuneration paid by the Group to its director's during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 and to the best of our information and according to the explanation given to us.
 - (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - (ii) The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding company and its subsidiary companies during the year ended 31st March, 2020.

For P.K. Lakhani & Co.,
Chartered Accountants
Firm Registration No.: 014682-N

(CA. Sandeep Gulati)
Partner
M. No. 509230
UDIN : 20509230AAAACW4232

Place: Gurgaon
Date: 14th July, 2020

Annexure - A to the Independent Auditors' Report on the Consolidated Financial Statements of Barak Valley Cements Limited**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the Consolidated financial statements of the company as of 31st March, 2020, we have audited the internal financial controls over financial reporting of **Barak Valley Cements Limited** ("the Holding Company") and its subsidiary companies as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiaries are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiaries based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiaries.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding company and its subsidiaries have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.K. Lakhani & Co.,
Chartered Accountants
Firm Registration No.: 014682-N

(CA. Sandeep Gulati)
Partner
M. No. 509230
UDIN : 20509230AAAACW4232

Place: Gurgaon
Date: 14th July, 2020

Consolidated Balance Sheet as at 31st March, 2020
(Rs. In Lacs)

S. No.	Particulars	Notes	31-Mar-20	31-Mar-19
(1)	ASSETS			
(a)	Non-current assets			
(a)	Property, plant and equipment	3	18,901.79	18,954.78
(b)	Capital work-in-progress		1,498.48	511.18
(c)	Intangible assets	3 (a)	13.91	27.45
(d)	Financial assets :			
(i)	Loans	4	-	384.94
(ii)	Investments	5	10.94	9.96
(iii)	Other financial assets	6	279.84	483.72
(f)	Deferred tax assets (net)	7	478.62	418.88
(g)	Other non-current assets	8	732.26	636.44
	Total non-current assets		21,915.84	21,427.35
(2)	Current assets			
(a)	Inventories	9	1,579.93	1,805.11
(b)	Financial assets :			
(i)	Trade receivables	10	1,350.39	1,302.01
(ii)	Cash and cash equivalents	11	173.71	469.14
(iii)	Other Bank balances (other than (ii) above)	12	127.49	120.17
(iv)	Other financial assets	13	17.19	28.03
(c)	Other current assets	14	2,641.96	2,016.43
	Total current assets		5,890.67	5,740.88
	Total assets		27,806.51	27,168.24
	EQUITY AND LIABILITIES			
	Equity			
(a)	Equity share capital	15	2,216.00	2,216.00
(b)	Other equity	16	9,318.33	8,723.86
	Total equity		11,534.33	10,939.86
	Liabilities			
(1)	Non-current liabilities			
(a)	Financial liabilities :			
(i)	Borrowings	17	6,833.41	5,276.91
(ii)	Other financial liabilities	18	502.94	487.76
(b)	Employee benefit obligations	19	112.49	74.03
(c)	Other non current liabilities	20	125.60	136.06
	Total non-current liabilities		7,574.43	5,974.76
(2)	Current liabilities			
(a)	Financial liabilities :			
(i)	Borrowings	21	3,147.28	4,589.25
(ii)	Trade payables		2,425.38	2,484.22
(iii)	Other financial liabilities	22	882.74	781.53
(b)	Employee benefit obligation	23	32.28	29.49
(c)	Other current liabilities	24	2,180.44	2,355.69
(d)	Current tax liabilities (net)	25	29.63	13.44
	Total current liabilities		8,697.75	10,253.62
	Total liabilities		16,272.18	16,228.38
	Total equity and liabilities		27,806.51	27,168.24

Significant accounting policies and notes on accounts

The accompanying notes 1-55 are an integral part of the financial statements

1 & 2

For P.K. Lakhani & Co.,
Firm Registration No. 014682-N
Chartered Accountants,
For & on behalf of the Board of Directors
(CA. Sandeep Gulati)
Partner
M.No. 509230

(Kamakhya Chamaria)
Vice Chairman & Managing Director

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive Officer

(Rajesh Aggarwal)
Chief Financial Officer

Gurgaon, 14th July' 2020

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2020

(Rs. In Lacs)			
Particulars	Notes	31-Mar-20	31-Mar-19
INCOME			
Revenue from operations	26	16,200.83	14,845.26
Other income	27	139.31	413.00
Total revenue		16,340.14	15,258.27
EXPENSES			
Cost of materials consumed	28	3,285.25	2,360.80
(Increase)/decrease in inventories	29	(137.15)	(67.69)
Employee benefit expenses	30	1,732.85	1,558.62
Finance costs	31	1,065.81	1,097.47
Depreciation and amortization expenses	32	640.99	678.96
Other expenses	33	9,612.09	9,531.27
Total expenses		16,199.84	15,159.44
Profit before exceptional items and tax		140.30	98.83
Exceptional items		(487.32)	-
Profit / (Loss) before tax		627.62	98.83
Tax expenses			
- Current tax		74.50	76.65
- Reversal of earlier period tax		-	0.28
- Deferred tax		(54.63)	(11.70)
Total tax expenses		19.88	65.23
Net Profit / (Loss) for the year		607.74	33.60
Other comprehensive income			
Items that will not be reclassified to profit or loss			
impact of remeasurement of non - current investment		0.98	(2.19)
Re-measurement (losses) on Defined Benefit Plan		(19.36)	-
Deferred tax on above		(5.11)	(0.57)
Other comprehensive income for the year, net of tax		(13.27)	(1.62)
Total comprehensive income for the year		594.47	31.98
Earnings per equity share (Face value of Rs. 10/- each)	34		
Basic earning per share		2.74	0.15
Diluted earning per share		2.74	0.15

Significant accounting policies and notes on accounts

The accompanying notes 1-55 are an integral part of the financial statements

1 & 2

For P.K. Lakhani & Co.,
Firm Registration No. 014682-N
Chartered Accountants,

(CA. Sandeep Gulati)
Partner
M.No. 509230

Gurgaon, 14th July' 2020

For & on behalf of the Board of Directors

(Kamakhya Chamaria)
Vice Chairman & Managing Director

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive Officer

(Rajesh Aggarwal)
Chief Financial Officer

Consolidated Statement of Changes in Equity for the year ended 31st March, 2020
A. Equity Share Capital

Particulars	(Rs. In Lacs)
As at 01st April, 2018	2,216.00
Changes in equity share capital	-
As at 31st March, 2019	2,216.00
Changes in equity share capital	-
As at 31st March, 2020	2,216.00

B. Other Equity

Particulars	Reserve and Surplus					Total Other equity
	Securities Premium	Capital Reserve	General Reserve	Consolidated Reserve/ (Goodwill)	Retained Earnings	
Balance as at 01st April, 2018	1,514.40	38.19	433.02	(270.96)	6,977.23	8,691.88
Profit for the year	-	-	-	-	33.60	33.60
Other comprehensive income/ (Loss) net of tax	-	-	-	-	(1.62)	(1.62)
Balanec as at 31st March, 2019	1,514.40	38.19	433.02	(270.96)	7,009.21	8,723.86

Particulars	Reserve and Surplus					Total Other equity
	Securities Premium	Capital Reserve	General Reserve	Consolidated Reserve/ (Goodwill)	Retained Earnings	
Balance as at 01st April, 2019	1,514.40	38.19	433.02	(270.96)	7,009.21	8,723.86
Profit for the year	-	-	-	-	607.74	607.74
Other comprehensive income/ (Loss) net of tax	-	-	-	-	(13.27)	(13.27)
Balanec as at 31st March, 2020	1,514.40	38.19	433.02	(270.96)	7,603.68	9,318.33

The accompanying notes 1-55 are an integral part of the financial statements

For P.K. Lakhani & Co.,
Firm Registration No. 014682-N
Chartered Accountants,

(CA. Sandeep Gulati)
Partner
M.No. 509230

Gurgaon, 14th July' 2020

For & on behalf of the Board of Directors

(Kamakhya Chamaria)
Vice Chairman & Managing Director

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Director

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Chief Executive Officer

(Rajesh Aggarwal)
Chief Financial Officer

Consolidated Cash Flow Statement for the year ended 31st March, 2020
(Rs. In Lacs)

S.No.	Particulars	31-Mar-20	31-Mar-19
A.	<u>CASH FLOW FROM OPERATING ACTIVITIES :</u>		
	Net Profit/ (Loss) before Tax and exceptional items	140.30	98.83
	Adjustment for:		
	Add : Depreciation & Misc. expenditure	640.99	678.96
	Interest & finance charges	1,065.81	1,097.47
	Operating Profit before working capital changes	1,847.10	1,875.26
	<u>Adjustment for change in :</u>		
	Trade Receivable	(48.38)	273.88
	Inventories	225.18	(539.68)
	Loans	(0.00)	0.00
	Other Assets	(129.01)	319.96
	Trade & other payable	(1,500.81)	(392.48)
	Other Liabilities and Provisions	(16.61)	598.27
	Cash generated from Operations	377.46	2,135.21
	Direct Taxes Paid	(74.50)	(76.65)
	Prior period adjustments / Exceptional Items	467.95	(0.28)
	Net Cash Flow from operating activities	770.91	2,058.28
B.	<u>CASH FLOW FROM INVESTING ACTIVITIES:</u>		
	(Purchase)/ Sales of Property, plant and equipment	(1,561.75)	(660.95)
		(1,561.75)	(660.95)
C.	<u>CASH FLOW FROM FINANCING ACTIVITIES :</u>		
	Increase in Long term Bank & Other borrowings	1,561.22	(10.44)
	Interest and finance charges paid	(1,065.81)	(1,097.47)
		495.40	(1,107.91)
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(295.44)	289.42
	Add:- Opening Balance of cash & Cash Equivalents	469.14	179.72
	Cash & Cash Equivalents at the Closing of the year	173.71	469.14

Note : Figures in brackets indicate cash outflow.

This is the Cash Flow Statement referred to in our report of even date.

For P.K. Lakhani & Co.,
 Firm Registration No. 014682-N
Chartered Accountants,

For & on behalf of the Board of Directors

(CA. Sandeep Gulati)
 Partner
 M.No. 509230

Gurgaon, 14th July' 2020

(Kamakhya Chamaria)
 Vice Chairman & Managing Director

(Santosh Kumar Bajaj)
 Director

(Mukesh Kumar Shovasaria)
 Chief Executive Officer

(Rajesh Aggarwal)
 Chief Financial Officer

Notes to Consolidated Financial Statements for the year ended 31st March, 2020

1. Principles of consolidation and equity accounting

a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investment in associates are accounted for using the equity method, after initially being recognised at cost.

c) Equity method

Under the equity method, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of other comprehensive income of the investee. Dividends from associates are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of other entity.

Unrealised gains on transactions between the Company and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments is tested for impairment in accordance with the policy.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation:

(i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016] and other relevant provisions of the Act.

The accounting policies are consistently followed by the Group and changes in accounting policy are separately disclosed.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following:

- § Land & Building that are measured at fair value.
- § defined benefit plans – plan assets measured at fair value
- § certain financial assets & Liabilities that are measured at fair value.

(iii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lacs as per the requirement of Schedule III, unless otherwise stated.

2.2 Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle of twelve months and other criteria set out in the Schedule III to the Act.

2.3 Use of Estimates :

The preparation of financial statements is in conformity with generally accepted accounting principles which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2.4 Property, plant and equipment:

Property, plant and equipment are stated at their cost of acquisition, installation or construction (net of any recoverable amount, if any) less accumulated depreciation, amortization and impairment losses, except freehold land which is carried at cost. Cost comprises the purchase price, installation and attributable cost of bringing the assets to its working condition for its intended use. An item of PPE is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably.

Capital Work In Progress :

Capital work in progress is carried at cost and includes any directly attributable cost incurred during construction period.

2.5 Expenditure during construction period:

In case of new projects and substantial expansion of existing units, expenditure incurred including trial production expenses net of revenue earned, and attributable interest and financing costs, prior to commencement of commercial production/ completion of project are capitalized.

2.6 Depreciation:

Depreciation on Property, plant and equipment is provided on Written down Value (WDV) Method except in case of subsidiary "Badarpur Energy Private Limited", where depreciation is provided on Straight Line Method (SLM) in accordance with the provisions of Schedule II to the Companies Act, 2013 and considering the useful lives for computing depreciation specified in Part 'C' thereof. Depreciation is provided on components that have homogenous useful lives by using the WDV method so as to depreciate the initial cost down to the residual value over the estimated useful lives. In respect of an asset for which impairment loss is recognized, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

2.7 Intangible Assets :

An Intangible asset is recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. The depreciable amount of an intangible asset is allocated over its estimated useful life. Expenditure on purchased / developed software and IT related expenditure are written off over a period of three years.

2.8 Investments and other financial assets :**Classification**

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

The classification depends on the Group's business model for managing the financial assets and the contractual terms of cash flows.

Measurement

All the financial assets are recognized at fair value on initial recognition. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments into the following categories:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collections of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments

The Group subsequently measures all equity investments (except subsidiary, associate and joint venture, which are carried at cost) at fair value through other comprehensive income.

Impairment of financial assets

The Group measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Derecognition of financial assets

A financial asset is derecognised only when

- The Group has transferred the rights to receive cash flows from the financial asset, or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset.

2.9 Financial liabilities :

Initial recognition and measurement

The Group recognises all the financial liabilities on initial recognition at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liability that are not at fair value through profit or loss, are added to the fair value on initial recognition.

The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Subsequent measurement

All the financial liabilities are classified as subsequently measured at amortised cost, except for those measured at fair value through profit or loss.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

2.10 Borrowings :

Borrowings are initially recognized at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Difference between the proceeds and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to any other party and the consideration paid, is recognized in profit or loss as finance cost or other income.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for 12 months after the reporting period.

2.11 Inventories:

Raw Materials, stores and spares are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

Work in progress, traded goods and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials & labour and a part of manufacturing overheads based on normal operating capacity.

Cost of Inventories is computed on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.12 Trade receivables and payables:

Trade receivables are recognized initially at transaction price. Later on any difference between the measurement of the receivable in accordance with Ind AS 109 and the corresponding amount of revenue recognised shall be accounted for as an expense. Subsequently receivables are measured at amortized cost using the effective interest method, less provision for impairment if any.

Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. Payables are also recognized at fair value and subsequently at amortized cost using the effective interest method, if required.

2.13 Revenue Recognition:

The company recognizes revenue when the control of the products has been transferred. The sales are accounted when the products are dispatched to the customers. Delivery occurs when the products has been dispatched to the specified location and the risk of the loss etc. has been transferred and there is no unfulfilled obligation that could affect buyer's acceptance of the product as per the terms of the contract and no significant uncertainty exists regarding the amount of consideration due to sale of goods.

Revenue is recognised based on the price specified in the contract, net of estimated volume and other discounts. Past experience is used to estimate and provide for the discounts, using the expected value method and revenue is only recognised to the extent that it is highly probable that reversal will not occur. A contract liability is recognised for expected volume discounts payable to the customers in relation to the sales made till the end of the reporting period.

Revenue for current year is exclusive of goods and service tax and net of quantity discounts, cash discounts, rebates and sales returns. A receivable is recognised when the goods are dispatched to the customers in the normal course of business.

Interest income is recognized using the effective interest rate method.

2.14 Impairment of non – financial assets:

The carrying amounts of assets are reviewed at each Balance Sheet date that if there is any indication of impairment based on internal / external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognized impairment loss is further provided or reversed depending on changes in circumstances.

2.15 Employee Benefits:**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Defined Contribution Plan

Employees benefits in the form of provident fund and other labour welfare fund are considered as defined contribution plan and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds are due.

(iii) Defined Benefit Plan

Retirement benefits in the form of gratuity is considered as defined benefits obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

(iv) Other Long-term benefits

Long-term compensated absences are provided for on the actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

Actuarial gain/losses, if any, are recognized in the statement of profit and loss.

2.16 Government Grants and Subsidies :

Government grants and subsidies are recognized when there is reasonable certainty that the same will be received. Revenue grants in the nature of recoupment or reimbursement of any particular items of expenses are recognized in the statement of profit and loss as deduction from related item of expenditure. Capital grants related to assets which are recognized in the Balance Sheet as deferred income, are recognized in the Statement of Profit and Loss on a systematic basis over the useful life of the related assets by netting off with the related expenses.

2.17 Tax Expenses:

Tax expense comprises current tax and deferred tax. Provision for the current tax is made on the basis of taxable income for the current accounting year in accordance with the provisions of Income Tax Act, 1961.

Deferred income tax is computed on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The deferred tax in respect of temporary differences which originate during the tax holiday period and is likely to reverse during the tax holiday period, is not recognized to the extent income is subject to deduction during the tax holiday period as per the requirements of the Income Tax Act 1961.

2.18 Research and Development Expenditure :

Revenue expenditure on Research and Development is charged to the statement of profit and loss in the year in which it is incurred and are included under the related head of expenditure. Capital expenditure is added to the cost of property, plant and equipment in the year in which they are incurred.

2.19 Borrowing Costs:

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset is capitalized as part of cost of such asset

till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expense in the period in which they are incurred.

2.20 Provisions and Contingencies :

A Provision is recognized for a present obligation as a result of past events if it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on management's best estimates of the expenditure required to settle the present obligation at the end of the reporting period. The increase in the provision due to the passage of time is recognised as interest expenses. Liabilities which are material in nature and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes to the accounts. Contingent assets are also disclosed by way of notes to the accounts.

2.21 Cash and Cash Equivalents :

Cash and cash equivalents for the purpose of cash flow statement comprise cash in hand, demand deposits with banks and other short term highly liquid investments /deposits with an original maturity period of three months or less.

2.22 Earnings Per Share :

Basic earnings per share are calculated by dividing the net profit or loss before other comprehensive income for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss before other comprehensive income for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.23 Lease :

Leases of property, plant and equipment; where the Company as lessee has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.24 Offsetting financial instruments :

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

2.25 Segment reporting :

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

2.26 Dividends :

Dividends paid (including dividend distribution tax thereon) are recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by the shareholders of the company. The corresponding amount is recognised directly in equity.

Notes to Consolidated financial statements for the year ended 31st March, 2020

Note : 3 Property, Plant and Equipment

Particulars	Land & Site Development	Factory Building	Non Factory Building	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Total
Gross Carrying Value :									
At 31st March, 2019	13,284.18	1,469.29	360.71	6,217.99	30.49	159.06	27.93	12.52	21,562.15
Addition	249.14	10.00	-	601.17	1.62	1.22	4.18	3.88	871.21
Disposals	-	-	-	329.37	-	0.10	-	-	329.46
At 31st March, 2020	13,533.32	1,479.29	360.71	6,489.79	32.11	160.18	32.10	16.40	22,103.90
Accumulated Depreciation:									
At 31st March, 2019	-	578.74	247.64	1,675.29	13.17	66.00	17.34	9.19	2,607.37
Charge for the year	-	80.51	10.97	500.28	4.13	27.27	3.85	1.62	628.62
Disposals/deductions/adjustment	-	-	-	33.87	-	0.02	-	-	33.89
At 31st March, 2020	-	659.25	258.61	2,141.69	17.30	93.25	21.19	10.81	3,202.11
Net Carrying Value:									
At 31st March, 2019	13,284.18	890.55	113.06	4,542.70	17.32	93.06	10.59	3.33	18,954.78
At 31st March, 2020	13,533.32	820.04	102.09	4,348.10	14.81	66.93	10.91	5.59	18,901.79

Note : 3 (a) Intangible Assets

Particulars	Intangible Assets
Gross Carrying Value :	
At 31st March, 2019	70.37
Additions/ (Disposals)	-
At 31st March, 2020	70.37
Accumulated Depreciation:	
At 31st March, 2019	42.92
charge for the year	13.55
Disposals/deductions/adjustment	-
At 31st March, 2020	56.46
Net Carrying Value:	
At 31st March, 2019	27.45
At 31st March, 2020	13.91

Notes to Consolidated financial statements

(Rs. In Lacs)

Note: 4 Loans	31-Mar-20	31-Mar-19
Loans and advances		
(Unsecured but considered good)		
- To Others	-	384.94
	-	384.94

Note: 5 - Investments	31-Mar-20	31-Mar-19
Investment in Others (Unquoted) - non current :		
Investments in unquoted equity instruments at FVTPL		
North East Power & Infra Limited	10.94	9.96
1,80,000 (1,80,000 as at 31.03.19) Equity Share of Rs 10/- each fully paid up.		
	10.94	9.96
Total non - current investments		
Aggregate amount of Quoted investment	-	-
Aggregate amount of Unquoted investments	10.94	9.96
	10.94	9.96

Note: 6 Other financial assets - Non Current	31-Mar-20	31-Mar-19
Security deposits:		
Unsecured, considered good	279.84	277.81
-Subsidies /Incentive receivable from Govt.	-	205.91
	279.84	483.72

Note: 7 - Deferred tax assets (net)	31-Mar-20	31-Mar-19
Deferred Tax Assets		
- MAT Credit entitlement / Disallowances of Expenses	710.58	597.99
- Impact of difference between tax depreciation and depreciation charged	6.21	-
- Staff Leave encashment and gratuity	12.77	3.16
- Tax effect of Other Comprehensive Income	7.49	23.35
	737.05	624.50
Deferred Tax liability		
- Impact of difference between tax depreciation and depreciation charged	257.20	205.62
- Staff Leave encashment and gratuity	1.23	-
	258.43	205.62
Net deferred tax (assets)/liability	478.62	418.88

Note: 8 - Other non-current assets	31-Mar-20	31-Mar-19
Unsecured, Considered Good		
Capital advances	732.26	636.44
	732.26	636.44

Note: 9 - Inventories	31-Mar-20	31-Mar-19
Raw Materials and components	183.50	97.29
Work - In - Progress	124.43	27.92
Finished Goods	228.42	190.34
Packing Material	46.72	53.80
Stores & Spares parts	996.85	1,435.76
	1,579.93	1,805.11

(Rs. In Lacs)

Note: 10 - Trade receivables	31-Mar-20	31-Mar-19
Secured Considered Good	166.71	131.22
Unsecured	1,183.68	1,170.79
Total Trade receivables	1,350.39	1,302.01

Note: 11 - Cash and cash equivalents	31-Mar-20	31-Mar-19
Cash in hand	23.81	76.61
Cheques in hand	-	364.19
Balance with Banks	149.89	28.34
- In current accounts	173.71	469.14

Note: 12 - Other - Bank balances other than above	31-Mar-20	31-Mar-19
Balance with banks held as margin money deposits with original maturity of more than 3 months and upto 12 months *	127.49	120.17
	127.49	120.17

* The bank balance disclosed above represents margin money against bank guarantee and therefore not available for general use by the Company.

Note: 13 - Other financial assets	31-Mar-20	31-Mar-19
-Advances to employees	14.99	28.03
-Subsidies /incentives receivable from Govt.	2.20	-
	17.19	28.03

Note: 14 - Other current assets	31-Mar-20	31-Mar-19
Unsecured, considered good		
-Advances to suppliers	797.24	394.95
-Balances with statutory/government authorities	1,754.51	1,559.92
-Advances for services & expenses	56.16	55.75
-Others	33.85	2.84
-Advance income tax (net of tax provision)	0.21	2.96
	2,641.96	2,016.43

Note: 15 - Equity share capital	31-Mar-20	31-Mar-19
Authorised Capital	<u>2,500.00</u>	<u>2,500.00</u>
{2,50,00,000 Equity Shares (2,50,00,000 as at 31.03.2019) of Rs. 10/- each}		
Issued, Subscribed, Called & fully Paid -up shares		
{2,21,60,000 Equity Shares (2,21,60,000 as at 31.03.2019) of Rs. 10/- each, fully paid up.}	2,216.00	2,216.00

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares

	No. of Shares	No. of Shares
At the beginning of the year	22,160,000	22,160,000
Issued during the year	-	-
Outstanding at the end of the year	<u>22,160,000</u>	<u>22,160,000</u>

(b) Terms/Rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 10.00 per share. Each holder of Equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of Shareholders holding more than 5% shares in the company

Name of the Shareholders	No. of Shares/ % of holding	No. of Shares/ % of holding
Sh. Prahlad Rai Chamaria	1,984,800 8.96%	1,984,800 8.96%
Sh. Santosh Kumar Bajaj	1,884,500 8.50%	1,884,500 8.50%
Sh. Mahendra Kumar Agarwal	1,475,780 6.66%	1,475,780 6.66%
Mrs. Bina Garodia	2,159,800 9.75%	214,800 0.97%

	(Rs. In Lacs)	
Note - 16 Other Equity	31-Mar-20	31-Mar-19
Securities Premium Account		
Opening Balance	1,514.40	1,514.40
Addition/(deduction) during the year	-	-
	1,514.40	1,514.40
Capital Reverse Account		
Opening Balance	38.19	38.19
Addition/(deduction) during the year	-	-
	38.19	38.19
General Reserve		
Opening Balance	433.02	433.02
Addition/(deduction) during the year	-	-
	433.02	433.02
Consolidated Reserve / (Goodwill)		
Opening Balance	(270.96)	(270.96)
Addition/(deduction) during the year	-	-
	(270.96)	(270.96)
Retained Earnings		
Opening Balance	7,009.22	6,977.24
Profit / (Loss) for the year	607.74	33.60
Add: Other comprehensive income/ (Loss) (net of taxes)	(13.27)	(1.62)
Total Retained earnings	7,603.69	7,009.22
Total Other Equity	9,318.33	8,723.86

Nature and purpose of reserves :

- Securities Premium : At the time of Initial Public Offer, the excess of issue price of shares over the face value of shares issued, minus expenditure incurred on issuance of shares is treated as Securities Premium.
- Capital Reserve : During takeover, of other companies, the excess of consideration paid over Net assets taken is treated as capital reserve.
- General Reserve : The company had transferred a portion of the net profit of the company before declaring dividend to general reserve pursuant to the earlier provisions of the Companies Act, 1956.
- Retained Earnings : Retained Earnings are the profits that the company has earned till date, less any transfers to general reserve, dividends or other distributions paid to the the shareholders of the company.

Note: 17 - Borrowings	31-Mar-20	31-Mar-19
Term loans (secured)		
Rupee loans from banks	433.84	610.64
Rupee loans from a financial institution [Refer note (i) below]	1,128.10	739.16
Rupee loan from body corporates [Refer note (ii) below]	3,148.76	3,456.82
	-	-
Loans from related parties (unsecured) (Refer note (iii) below)	2,094.96	787.37
	-	-
Other loans (secured)		
- 'Hire purchase finance from banks ([Refer note (iv) below)	584.30	79.69
	7,389.96	5,673.67
Less: Current maturities of long term borrowings	(556.56)	(396.76)
	6,833.41	5,276.91

- (i) Term Loan of Rs. 433.84 Lakhs (Rs. 610.64 lakhs as at 31.03.2019) from bank is secured against hypothecation of all stocks of standing crops, harvested crops, receivables, book debts, plant & machineries and moveable fixed assets and other current assets of the Tea companies. Further loan is secured by way of equitable mortgage of land and building of the company.
- (ii) Rupee Term Loans of Rs. 1,128.10 lakhs (Rs. 739.16 lakhs as at 31.03.2019) from financial institution is consisting of RTL of Rs. 1,072.72 lakhs (Rs. 672.86 Lakhs at 31.03.2019) and Rs. 55.38 Lakhs (Rs. 66.29 lakhs at 31.03.2019) from SPTF, Tea Board against plantation of Tea and Rubber. The loan is secured by first charge on fixed and immovable assets of company's assets on pari -passu basis and by second charge on fixed and immovable assets of the company. The loans has also been guaranteed by personal guarantees of some of the Directors of the Company.
- (iii) Rupee term loan of 55.38 lakhs (Rs. 66.29 lakhs as at 31.03.2019) from SPTF, Tea Board is secured by equitable mortgage second charge on the fixed assets including immovable properties of the company. During the year subsidiary company has defaulted in repayment of principal and interest thereon due to tea board.
- (iv) Hire Purchase Finance is secured by hypothecation of vehicles / equipments and is repayable within one to three years having varying date of payment.
- (v) Loans from Other parties are unsecured in nature and due for repayment after 12 months as on the reporting date. The company does not have any existing default as at the date of balance sheet.

(Rs. In Lacs)		
Note: 18 Other financial liabilities	31-Mar-20	31-Mar-19
-Security Deposit	502.94	487.76
	502.94	487.76

Note: 19 - Employee benefit obligations	31-Mar-20	31-Mar-19
Provisions for employee benefits		
- Leave encashment	30.13	21.53
- Gratuity	82.35	52.51
	112.49	74.03

Note: 20 Other non current liabilities	31-Mar-20	31-Mar-19
-Advance Received for Capital Asset	-	-
- Deffered Government Grant Income	125.60	136.06
	125.60	136.06

Note: 21 - Borrowings	31-Mar-20	31-Mar-19
<i>Secured</i>		
Working capital facilities from banks		
- Cash credit limits/ WCTL	3,147.28	4,589.25
	3,147.28	4,589.25

Notes-

(a) Working Capital facilities of Rs. 3,147.28 lacs (Rs. 4,589.25 Lacs as at 31st March, 2019) from banks are secured by first charge on current assets of the company and first charge on the fixed assets of the company, both present and future including mortgage of immovable assets. Working Capital facilities from banks have also been guaranteed by some of the Directors of the company.

Note: 22 - Other financial liabilities	31-Mar-20	31-Mar-19
Current maturities of long term borrowings	556.56	428.31
Interest accrued but not due on borrowings	39.05	5.91
Interest Accrued and due on Borrowing	13.60	24.88
Other payables :		
-Provision for Selling and other expenses	40.83	38.60
-Salary and bonus to employees	41.10	59.03
-Other liabilities	191.60	224.80
	882.74	781.53

Note: 23 - Employee benefit obligation	31-Mar-20	31-Mar-19
Provisions for employee benefits :		
-Leave encashment	11.26	13.89
-Gratuity	21.01	15.59
	32.28	29.49

	(Rs. In Lacs)	
	31-Mar-20	31-Mar-19
Note: 24 - Other current liabilities		
Deferred government grant	9.32	9.32
Other payables		
-Statutory liabilities	1,921.27	2,130.85
-Staff Credit	22.84	19.33
-Other Liabilities	19.04	4.43
Advances from customer	207.98	191.77
	2,180.44	2,355.69
Note: 25 - Current tax liabilities (net)		
Provision for taxation (net of advance income tax)	29.63	13.44
	29.63	13.44
Note: 26 - Revenue from operations		
Sale of products		
Domestic Sale	16,127.30	14,845.26
Other operating income		
Others	73.52	-
Revenue from operation	16,200.83	14,845.26
Note: 27- Other income		
Interest income on:-		
-Bank deposits	30.08	24.10
-Other Interest Income	0.60	28.93
-Interest on I.tax refund	15.87	108.77
-Amortisation of deferred income	10.47	10.47
-Other Non Operationg income	82.30	240.74
	139.31	413.00
Note: 28 - Cost of materials consumed		
Inventory at the beginning of the year	143.73	239.56
Add: Purchases	3,363.11	2,264.98
	3,506.85	2,504.54
Less :Inventory at the end of the year	204.36	143.73
Less : Inventories adjusted	17.24	-
Cost of Materials Consumed	3,285.25	2,360.80
Note: 29 - (Increase)/decrease in inventories		
Inventories at the end of the year		
Work -in -Progress	90.63	8.44
Finished Goods	262.85	207.90
	353.49	216.34
Inventories at the beginning of the year		
Work -in -Progress	8.44	6.27
Finished Goods	207.90	142.38
	216.34	148.65
(Increase) /Decrease in inventories	(137.15)	(67.69)
Note: 30 - Employee benefit expenses		
Salaries, Wages & other manpower expenses	1,606.53	1,427.38
Contribution to Provident and other funds	53.99	40.85
Gratuity Expenses	15.01	31.11
Staff welfare expenses	57.32	59.28
	1,732.85	1,558.62

	(Rs. In Lacs)	
Note: 31 - Finance costs	31-Mar-20	31-Mar-19
Interest expense		
-On Term loans	163.23	295.87
-On Working Capital	495.73	560.52
Corporate Guarantee fees	-	-
Other finance costs	406.86	241.08
	1,065.81	1,097.47

Note: 32 - Depreciation and amortization expenses	31-Mar-20	31-Mar-19
Deprecation on tangible Assets	627.44	665.42
Amortisation of intangible Assets	13.55	13.55
	640.99	678.96

Note: 33 - Other expenses	31-Mar-20	31-Mar-19
Consumption of Stores & Spare parts	475.58	567.25
Power & Fuel	4,449.85	4,989.19
Rent	36.11	35.97
<u>Repairs & Maintenance</u>		
- Building	46.80	40.62
- Plant & Machinery	117.99	110.36
- Others	48.07	42.27
Vehicle running, maintenance & hire charges	49.93	73.21
Equipment running, maintenance & hire charges	11.74	96.17
Printing, Stationery & Computer expenses	25.79	12.79
Material Handling & Freight Charges	113.09	-
Royalty paid	252.76	246.50
Other Production Overheads	68.38	-
Travelling and Conveyance	63.84	67.59
Insurance Expenses	127.76	69.48
Rates & Taxes	14.68	17.74
Research & Development Expenses	0.14	-
Auditor's Remuneration	5.76	5.86
Sundry advances written off	124.76	71.35
Director's Remuneration	48.00	40.00
Demand of Central Excise /Edu.Cess	606.58	-
Charity & Donation	41.84	30.86
Miscellaneous Expenses	210.00	267.53
Professional fees & Consultancy Expenses	49.97	15.39
Security Service Expenses	22.45	27.67
Outward transportation cost	2,304.51	2,455.95
Advertisement, Publicity & Sales Promotion Expenses	286.94	233.92
Telephone expenses	8.78	13.61
	9,612.09	9,531.27

(34) Earnings per share:

Earnings Per Share (EPS) for the year ended 31st March' 2020 is calculated as under:

	(Rs. In Lacs)	
	2019 - 2020	2018 - 2019
(a) Profit / (Loss) attributable to Equity Shareholders of the company (In Lac Rs.)	607.74	33.60
(b) The weighted average number of Ordinary Share outstanding for Basic / Diluted EPS (In No.s)	2,21,60,000	2,21,60,000
(c) Face value per Ordinary Share.(In Rs.)	10.00	10.00
(d) Earnings Per Share - Basic & Diluted (In Rs.)	2.74	0.15

(35) Capital Commitments

The estimated amount of Contracts remaining to be executed on Capital Account and other capital commitment not provided for amounts to 849.60 Lacs (Rs. 81.39 Lacs as at 31st March' 2019)

(36) Contingent liabilities not provided for:

- Corporate Guarantee's given to Financial Institutions/ Banks on behalf of wholly owned subsidiaries: Rs. 1,083.84 Lacs (Rs. 2,920.35 Lacs as at 31st March' 2019)
- Claims against the company not acknowledged as debts: Disputed demands of Entry – tax / Revenue/ other matters pending before the Appellate Authorities: Rs. 582.55 Lacs (Rs.211.51 Lacs as at 31st March' 2019)
- Fixed Deposit Receipts pledged with the banks / others: Rs. 139.94 Lacs (Rs. 109.99 Lacs as at 31st March' 2019)

(37) Payment made to Auditor's during the year ended is as under: -

(Rs. in Lacs)

	2019-2020	2018- 2019
a. Statutory audit fees	Rs. 5.10	Rs. 5.20
b. Tax Audit fees	Rs. 0.46	Rs. 0.46
c. Company Law and other matters	Rs. 0.25	Rs. 0.25
Total	Rs. 5.81	Rs. 5.91

(38) There are no Micro, Small and Medium enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosure have been made. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of the information/ documents available with the company.

(39) Assets pledged as Security: The carrying amount of assets pledged as security for borrowings of Group (Except four subsidiary companies which have not taken any borrowing) are as under:

(Rs. In Lacs)

Particulars	31-Mar-20	31-Mar-19
(I) First charge on Current Assets :		
(i) Inventory	1,575.37	1,803.66
(ii) Trade Receivable	1,350.39	1,302.01
(iii) Cash and cash equivalents	157.28	461.50
(iv) Other bank balances	127.49	120.17
(v) Loans/ other financial assets	17.09	28.03
(vi) Other current assets	2,563.06	1,995.96
Total Current assets	5,790.68	5,711.32
(II) First charge on Non – Current Assets :		
(i) Property, plant and equipments	15,799.66	17,025.69
Total Non -Current assets	15,799.66	17,025.69
Total Assets pledged as security	21,590.34	22,737.01

(40) Employees benefit obligations:

a) **Defined contribution plans:**

The Company makes contribution towards employees' provident fund and labour welfare fund schemes. Under these schemes, the Company is required to contribute a specified percentage of payroll cost, as specified in the rules of these schemes, to these defined contribution schemes. During the year, the Company recognised Rs. 53.99 Lacs (Rs.40.85 Lacs as at 31st March, 2019) as expense towards contribution to these plans and included in "Employee benefits expense" in Note 30.

b) **Defined benefit plans:**

(i) **Leave encashment:**

Under leave encashment scheme, the company allows its employees to en-cash accumulated leave over and above thirty days at any time during the year. So, accumulated leave encashment liability for up to 30 days period is classified as non -current liability and over the period of 30 days is covered under current liability. Non -current liability of leave encashment is discounted @ 9% and carried at current cost in the financial statements and resultant variation is accounted for in the finance cost / employee benefit expenses of the profit and loss statement.

(Rs. in Lacs)

		31-Mar-20	31-Mar-19
A	Current Liability (Amount Due within one year)	11.26	13.89
B	Non-Current Liability (Amount Due over one year)	30.13	21.53

(ii) Gratuity:

General description - The Company operates a gratuity plan wherein every employee is entitled to a benefit equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death, whichever is earlier. The benefits vests after five years of continuous service. Gratuity benefits are valued in accordance with the Payment of Gratuity Act, 1972.

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the years are as follows:

(Rs. In Lacs)		
Particulars	Present value of obligation	Net amount
Opening as on 01st April' 2018	54.18	54.18
Current Service Cost	6.27	6.27
Interest expenses/ (income)	(29.34)	(29.34)
Actuarial gain/ loss	--	--
Total amount recognized in profit and loss	31.11	31.11
Benefits paid	(4.63)	(4.63)
Disposal / Transfer of obligation	41.62	41.62
Closing as on 31st March' 2019	68.10	68.10

Particulars	Present value of obligation	Net amount
Opening as on 01st April' 2019	68.10	68.10
Current Service Cost	8.84	8.84
Interest expenses/ (income)	(6.29)	(6.29)
Actuarial gain/ loss	(55.64)	(55.64)
Total amount recognized in profit and loss	15.01	15.01
Benefits paid	(1.55)	(1.55)
Disposal / Transfer of obligation	89.90	89.90
Closing as on 31st March' 2020	103.36	103.36

		31-Mar-20	31-Mar-19
A	Current Liability (Amount Due within one year)	21.01	15.59
B	Non-Current Liability (Amount Due over one year)	82.35	52.51

The significant actuarial assumptions were as follows:

Particulars	31-Mar-20	31-Mar-19
Discount Rate	6.88 %	7.66 %
Salary Escalation	5.00 %	5.00 %
Withdrawal Rate (depending on age)	2% to 5%	2% to 5%
Retirement Age	58	58
Mortality Rate	IALM (2012-2014) table	IALM (2006-2008) table

Sensitivity analysis of the defined benefit obligations are here as under :

(Rs. In Lacs)		
a)	Impact of the change in discount rate :	
(i)	Impact due to increase of 0.50%	(4.18) Decrease
(ii)	Impact due to increase of 0.50%	4.47 Increase
b)	Impact of the change in Salary increase :	
(i)	Impact due to increase of 0.50%	4.53 Increase
(ii)	Impact due to increase of 0.50%	(4.28) Decrease

(iii) Risk Exposure:

Through its defined benefit plans the Company is exposed to a number of risks, significant of which are as follows:

- Investment risk:** If the plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- Interest Risk:** A decrease in the interest rate on plan assets will increase the plan liability.
- Life Expectancy:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.
- Salary growth risk :** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

(41) Financial instruments by category

(Rs. In Lacs)

Particulars	31-Mar-20			31-Mar-19		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial Assets :						
Investment in equity instruments	-	10.94	-	-	9.96	-
Trade Receivables	-	-	1,350.39	-	-	1,302.01
Cash and cash equivalents	-	-	173.71	-	-	469.14
Balance with banks	-	-	127.49	-	-	120.17
Loans	-	-	--	-	-	384.94
Other financial assets	-	-	297.02	-	-	511.74
	-	10.94	1,948.61	-	9.96	2,788.00
Financial Liabilities :						
Borrowings	-	-	9,980.69	-	-	9,866.15
Security Deposit	-	-	502.94	-	-	487.76
Trade payable	-	-	2,425.38	-	-	2,484.22
Salary and Bonus to employees	-	-	41.10	-	-	59.03
Other Liabilities	-	-	841.64	-	-	722.50
	-	-	13,791.75	-	-	13,619.66

i) **Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) **Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or dealer quotes for similar instruments
- The fair value of the financial instruments is determined using Net Worth method.

iii) **Fair value of financial assets and liabilities measured at fair value - recurring fair value measurements**

(Rs. In Lacs)

Particular	31-Mar-20			31-Mar-19		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Investment in equity instruments	-	-	10.94	-	-	9.96
Total financial assets	-	-	10.94	-	-	9.96

iv) **Fair value of financial assets and liabilities measured at amortized cost**

The carrying amounts of all other financial assets and financial liabilities are considered to be the same as their fair values.

(42) Capital management

(a) Risk Management : The Group's objective when managing capital are to :

- Safeguard their ability to continue as a going concern of the company, so that they can provide returns for shareholders and benefits for other stakeholders
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividend to shareholders, return capital to shareholders or issue new shares.

(b) Dividend: During the year, management of the parent or subsidiary companies has decided not to declare any dividend and accumulated its profits for future projects and consolidates its operating efficiency.

(43) Related Party disclosures:

Enterprises owned or significantly influenced by Key management Personal	Nature of relationship
Valley Strong Cements Ltd.	Enterprises influenced by KMP.
North East Power & Infra Ltd.	Enterprises influenced by KMP.
Om Infracon Pvt. Ltd.	Enterprises influenced by KMP.
Om North East Projects Pvt. Ltd.	Enterprises influenced by KMP.
Plascom Industries, LLP	Enterprises influenced by KMP.
Neelachal Marketing Pvt. Ltd.	
Meghalaya Cements Ltd.	Enterprises influenced by KMP.
LKC Industries & Infra Pvt. Ltd.	Enterprises influenced by KMP.
Dony Polo Udyog Ltd.	Enterprises influenced by KMP.

(II) Key Management Personnel and their relatives:	
Sh. Kamakhya Chamaria	Vice Chairman and Managing Director
Sh. Nishant Garodia	Director (Resigned w.e.f. 13.11.2019)
Sh. Santosh Kumar Bajaj	Director
Sh. Mahendra Kumar Agarwal	Vice Chairman and Director
Sh. Gaurav Tulshyan	Director in Subsidiary
Sh. Tanuj Chamaria	Son of Sh. Kamakhya Chamaria, Vice Chairman and Managing Director
Sh. Mukesh Kumar Shovasaria	Chief Executive Officer
Mr. Rajesh Aggarwal	Chief Financial Officer
Mr. Gaurav Aggarwal	Company Secretary (Up to 15.10.2019)
Mr. Suyash Choudhary	Company Secretary (w.e.f. 31.12.2019 to 28.02.2020)

Details of transactions between the company and related parties are as under:

(Rs. In Lacs)					
S. no.	Type of Transaction	Associates & Other Enterprises influenced by KMP		Key Management Personnel / Relatives	
		2019-20	2018-19	2019-20	2018-19
1.	Purchase of Raw Material & goods				
	Meghalaya Cements Ltd.	163.22	--		
	Plascom Industries, LLP	492.81	699.68		
	North East Power & Infra Ltd.	752.24	446.93		
2.	Loan /Advances taken/ (Repayment)				
	Dony Polo Udyog Ltd.	(48.05)	8.01		
	Om Infra con Pvt. Ltd.	(34.14)	13.35		
	Om North East Projects Pvt. Ltd.	(123.45)	10.15		
	LKC Industries & Infra Pvt. Ltd.	79.68	41.64		
	Neelachal Marketing Pvt. Ltd.	102.52	110.01		
	Sh. Kamakhya Chamaria			47.54	82.04
	Sh. Mahendra Kumar Agarwal			960.50	245.00
3.	Loans/ Advances given/ (Repayment)				
	Valley Strong Cement Ltd.	0.02	0.06		
	North East Power & Infra Ltd.	22.50	39.77		
4.	Interest paid /credited				
	Dony Polo Udyog Ltd.	17.71	23.24		
	Om Infra con Pvt. Ltd.	17.62	20.39		
	LKC Industries & Infra Pvt. Ltd.	5.67	0.16		
	Om North East Projects Pvt. Ltd.	7.27	11.28		
	Neelachal Marketing Pvt. Ltd.	12.80	7.61		
	Sh. Kamakhya Chamaria			8.54	2.93
5.	Remuneration paid to Directors and their relatives				
	Sh. Kamakhya Chamaria			48.00	40.00
	Sh. Tanuj Chamaria			28.81	26.00
	Sh. Gaurav Tulshyan			6.04	3.11
6.	Remuneration paid to KMP				
	Sh. Mukesh Kumar Shovasaria			25.65	23.31
	Sh. Rajesh Aggarwal			22.19	15.00
	Sh. Gaurav Aggarwal			1.72	2.13

7.	Balance Outstanding				
	Om Infracon Pvt. Ltd.	210.66	244.80		
	Om North East Projects Pvt. Ltd.	47.88	171.34		
	DonyPolo Udyog Ltd.	167.48	215.53		
	LKC Industries & Infra Pvt. Ltd.	121.33	41.64		
	Neelachal Marketing Pvt. Ltd.	212.53	110.01		
	Valley Strong Cement Ltd.	1.20	1.18		
	Plascom Industries, LLP	115.09	73.71		
	Sh. Kamakhya Chamaria			129.58	82.04
	Sh. Mahendra Kumar Agarwal			1205.50	245.00

(44) Financial risk management:

The Company's activities are exposed to a variety of financial risks: credit risk, liquidity risk and interest rate risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Management
Credit risk	Cash and cash equivalents, trade receivables and financial assets measured at amortized cost.	Diversification of customer base
Liquidity risk	Financial liabilities that are settled by delivering cash or another financial asset.	Projecting cash flows and considering the level of liquid assets necessary to meet the liabilities
Market risk – interest rate	Long-term borrowings at fixed rates	Portfolio of loan contains fixed interest loans from financial institutions & others.

(a) Credit Risk: Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities primarily from trade receivables including deposits with banks and financial institutions and other financial instruments.

(i) Trade receivables: Customer credit risk is managed by the company through its established policy, procedures and control relating to customer credit risk management. Trade receivables are non interest bearing and are generally carrying 30-45 days credit term. Outstanding debtors are regularly monitored by the sales and collection team of the company. Further the company receives security deposits from its customers which mitigate the credit risk. The ageing of trade receivables as of balance sheet date is as below:

(Rs. In Lacs)				
Particulars	Less than 6 months	More than 6 months and up to 1 year	More than 1 year	Total Net carrying amount of trade Receivables
As on 31 st March, 2020	856.70	115.86	377.83	1,350.39
As on 31 st March, 2019	786.49	223.56	291.96	1,302.01

(ii) Financial instruments and deposits: Credit risk from balance with banks and financial institutions is managed by the finance department of the company. Investments of surplus funds are made only with approved counterparties in accordance with the company's policy. Loans are given to body corporate as per the company policy and the receipt of repayment are reviewed on regular basis. Other financial assets are considered to be of good quality and there is no significant risk.

(b) Liquidity Risk: Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or other financial asset. Due to the nature of the underlying business, the company maintains sufficient cash and liquid investments available to meet its obligation. Management of the company regularly monitors rolling forecast of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

The company had access to the working capital facilities from the bank amounting Rs. 3,150.00 Lacs (Outstanding balance Rs. 3,147.28 Lacs as at 31st March'2020) which are expiring in one year, subject to the renewal of the same by the banking authorities. A part from the working capital facility, company has also following outstanding borrowings from banks and financial institutions:

(Rs. In Lacs)		
Particulars	31-Mar-20	31-Mar-19
Borrowings	2,146.24	1,429.48
Due within next one year (out of above)	556.56	396.76

(c) Interest rate Risk: Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. As the company's borrowings except borrowing from market are fixed rate borrowings; they are carried out at amortised cost and are not subject to interest rate risk as defined in Ind AS 107.

The exposure of the company's financial liability to interest rate risk is as follows :

(Rs. In Lacs)

Particulars	31-Mar-20	31-Mar-19
Variable rate(market) borrowing	5,243.72	4,244.19
Fixed rate borrowings	2,146.24	1,429.48
Total	7,389.96	5,673.67

(45) Maturities of financial liabilities :

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Rs. In Lacs)

Contractual maturities of financial liabilities- 31 March, 2020	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Borrowing including Interest Amount	3,147.28	6,833.41	-	-	9,980.69
Trade payables	2,425.38	-	-	-	2,425.38
Other payables	882.74	502.94	-	-	1,385.68
Total financial liabilities	6,455.40	7,336.35	-	-	13,791.75

Contractual maturities of financial liabilities- 31 March, 2019	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Borrowing including Interest Amount	4,589.25	5,276.91	-	-	9,866.16
Trade payables	2,484.22	-	-	-	2,484.22
Other payables	781.53	487.76	-	-	1,269.29
Total financial liabilities	7,855.00	5,764.67	-	-	13,619.67

(46) Segment Report :

S.no.	Particulars	2019 -20			2018-19		
		Cement	Unallocated	Total	Cement	Unallocated	Total
A	Revenue (Gross)						
	External Sales	15,496.98	703.85	16,200.83	13,966.71	878.55	14,845.26
	Inter Segment Sales	-	-	-	-	-	-
	Total Revenue (Gross)	15,496.98	703.85	16,200.83	13,966.71	878.55	14,845.26
B	Results						
	Segment Result	1,171.11	37.55	1,208.66	1,162.95	33.35	1,196.30
	Unallocated Expenses / (Incomes) Net	-	-	2.55	-	-	-
	Operating Profit			1,206.11			1,196.30
	Interest & Finance Charges	773.85	291.96	1,065.81	784.22	313.25	1,097.47
	Exceptional Items	-	-	(487.32)	-	-	-
	Provision for Taxation	-	-	74.50	-	-	76.65
	Income Tax reversal for earlier years	-	-	-	-	-	0.28
	Deferred Tax (net)	-	-	(54.62)	-	-	(11.70)
	Net Profit After Tax	-	-	607.74	-	-	33.60
C	Other Information						
(i)	Segment Assets	18,517.06	9,289.45	27,806.51	17,866.43	9,301.81	27,168.24
	Unallocated/ Other Assets	-	-	-	-	-	-
	Total Assets	18,517.06	9,289.45	27,806.51	17,866.43	9,301.81	27,168.24
(ii)	Segment Liabilities	11,856.04	4,416.14	16,272.18	11,583.91	4,644.47	16,228.38
	Unallocated/ Other Liabilities	-	-	-	-	-	-
	Total Liabilities	11,856.04	4,416.14	16,272.18	11,583.91	4,644.47	16,228.38
(iii)	Capital Expenditure	590.15	(48.41)	541.74	144.13	256.58	400.71
(iv)	Depreciation	566.25	74.74	640.99	606.76	72.20	678.96

(47) Exceptional Item of Rs. 487.32 Lakhs (net) income in the consolidated figures for the year ended 31.03.2020 includes forgoing of long term liability/ WCTL of the subsidiary companies namely 'Badarpur Energy Pvt. Ltd.' and 'Cement International Ltd.' under the One Time Settlement (OTS) Scheme of the bank.

(48) Additional information pursuant to Schedule -III to the Companies Act, 2013 are as under:

Particulars	Net assets (total assets minus liabilities)		Share in Profit or Loss		Other Comprehensive Income		Total Comprehensive Income (Loss)	
	% of Consolidated Net Assets	Rs. In Lacs	% of Consolidated Profit or Loss	Rs. In Lacs	% of Consolidated OCI	Rs. In Lacs	% of Consolidated TCI	Rs. In Lacs
Holding Company : Barak Valley Cements Ltd.	49.43%	5,701.04	69.07%	419.76	100%	((13.27)	68.38%	406.49
Subsidiary Companies :								
1. Cement International Ltd.	8.32%	959.98	24.07%	146.31	-	-	24.61%	146.31
2. Badarpur Energy Pvt. Ltd.	-1.16%	(133.96)	38.68%	235.06	-	-	39.54%	235.06
3. Meghalaya Minerals & Mines Ltd.	-5.93%	(684.09)	1.45%	8.84	-	-	1.49%	8.84
4. Goombira Tea Co. Ltd.	18.71%	2,157.56	-27.89%	(169.48)	-	-	-28.51%	(169.48)
5. Singlacheera Tea Co. Pvt. Ltd.	8.71%	1,004.66	-0.69%	(4.19)	-	-	-0.71%	(4.19)
6. Chargolla Tea Co. Pvt. Ltd.	5.68%	655.41	-4.70%	(28.57)	-	-	-4.81%	(28.57)
7. Valley Strong Cement (Assam) Ltd.	16.24%	1,873.73	--	-	-	-	-	-
Total	100%	11,534.33	100%	607.74	100%	(13.27)	100%	594.47

(49) The Operations of 'Badarpur Energy Pvt. Ltd.' a wholly owned subsidiary was discontinued since last more than five years due to lesser availability of required quality /quantity of biomass and still it is lying stopped. The Board of Directors of the Company has constituted a Committee to study and analyze the viability of the Plant and for deciding the future course of action. The company is confident to continue its business as a going concern and accordingly, the financial statements have been prepared on that basis.

(50) The business operations of another subsidiary "Cement International Ltd.' were halted since June' 2016; which indicates the factors for impairment of assets. The company reviewed its carrying cost of assets on the basis of future earnings and business plans and on such review; management is of the view that in the current financial year impairment of assets is not considered necessary.

(51) The information about Group's Subsidiaries and the proportion of ownership interests held by the Group as at 31st March' 2020 is as below:

Name of the Subsidiary	Place of business and country of incorporation	Ownership Interest held by the group		
		31-Mar-20	31-Mar-19	Principal activities
Cement International Ltd.	India	100%	100%	Cement manufacturing
Valley Strong Cement (Assam) Ltd.	India	100%	100%	Cement manufacturing
Meghalaya Minerals & Mines Ltd.	India	100%	100%	Extraction, Crushing of Lime stone.
Badarpur Energy Pvt. Ltd.	India	100%	100%	Power generation.
Goombira Tea Co. Ltd.	India	100%	100%	Manufacturing and Growing of Tea, Rubber.
Singlacheera Tea Co. Pvt. Ltd.	India	100%	100%	Tea, Rubber plantation.
Chargolla Tea Co. Pvt. Ltd.	India	100%	100%	Tea, Rubber plantation.

(52) The operations of Company were impacted, due to temporary shutdown of plant following nationwide lockdown announced by the Government of India in view of COVID-19, pandemic. The Company have made detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its property, plant and equipment, loans and other assets, intangible assets, right of use assets, investments, inventories and trade receivables. Based on current indicators of future economic conditions, it is expected to recover the carrying amount of these assets. The management does not foresee any risks in the Company's ability to continue as going concern and meeting its liabilities as and when they fall due. It will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

(53) Previous year's figures have been regrouped and/ or re-arranged wherever necessary, to confirm to current year's classification.

(54) The financial statements are approved by the Audit Committee at its meeting held on 14th July, 2020 and by the Board of Directors on the same date.

(55) Notes to the Consolidated Financial Statements comprised of information relevant for the Group.

For P.K. Lakhani & Co.,
Firm Registration No. 014682-N
Chartered Accountants,

(CA. Sandeep Gulati)
Partner
M.No. 509230

Gurgaon, 14th July' 2020

For & on behalf of the Board of Directors

(Kamakhya Chamaria)
Vice Chairman & Managing Director

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive Officer

(Rajesh Aggarwal)
Chief Financial Officer

FORM NO. AOC-1

Statement containing salient features of financial statements of Subsidiary as per first proviso to Section 129 (3) of Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014 for the year ended 31st March' 2020

Rs. In Lacs

S. no.	Name of Subsidiary Company (all Indian Subsidiary)	Cement International Ltd.	Meghalaya Minerals & Mines Ltd.	Badarpur Energy Pvt. Ltd.	Valley Strong Cements (Assam) Ltd.	Goombira Tea Company Ltd.	Chargola Tea Company Pvt. Ltd.	Singlacherra Tea Company Pvt. Ltd.
1	Reporting period for the subsidiary concerned, if different from holding company's reporting period	N.A	N.A	N.A	N.A	N.A	N.A	N.A
2	Reporting currency and exchange rate as on the last date of the relevant Financial year in each case of foreign subsidiaries	N.A	N.A	N.A	N.A	N.A	N.A	N.A
3	Share Capital	99.27	149.00	496.33	47.43	66.66	7.42	8.75
4	Reserves & Surplus	1,000.20	371.20	(634.81)	1,818.18	1,771.73	541.79	726.51
5	Total Assets	1,167.94	2,080.39	386.36	1,878.16	4,338.87	823.71	1,339.66
6	Total Liabilities	68.47	1,560.19	524.84	12.56	2,500.49	274.50	604.39
7	Investments (excluding investment in subsidiary companies)	-	-	-	-	-	-	-
8	Turnover (gross)	-	1,021.85	-	-	630.32	11.33	87.00
9	Profit/ (Loss) before Taxation	148.30	11.25	235.07	-	(169.48)	(28.57)	(4.19)
10	Provision for Taxation/ Deferred Tax	1.99	2.41	-	-	-	-	-
11	Profit/ (Loss) after Taxation	146.31	8.84	235.07	-	(169.48)	(28.57)	(4.19)
12	Proposed Dividend	-	-	-	-	-	-	-
13	% of Shareholding	100%	100%	100%	100%	100%	100%	100%

Note: Valley Strong Cements (Assam) Ltd., a subsidiary of the Company, is yet to commence its operations

For P.K. Lakhani & Co.,
Firm Registration No. 014682-N
Chartered Accountants,

For & on behalf of the Board of Directors

(CA. Sandeep Gulati)
Partner
M.No. 509230

(Kamakhya Chamaria)
Vice Chairman & Managing Director

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive Officer

(Rajesh Aggarwal)
Chief Financial Officer

Gurgaon, 14th July' 2020



BARAK VALLEY CEMENTS LIMITED

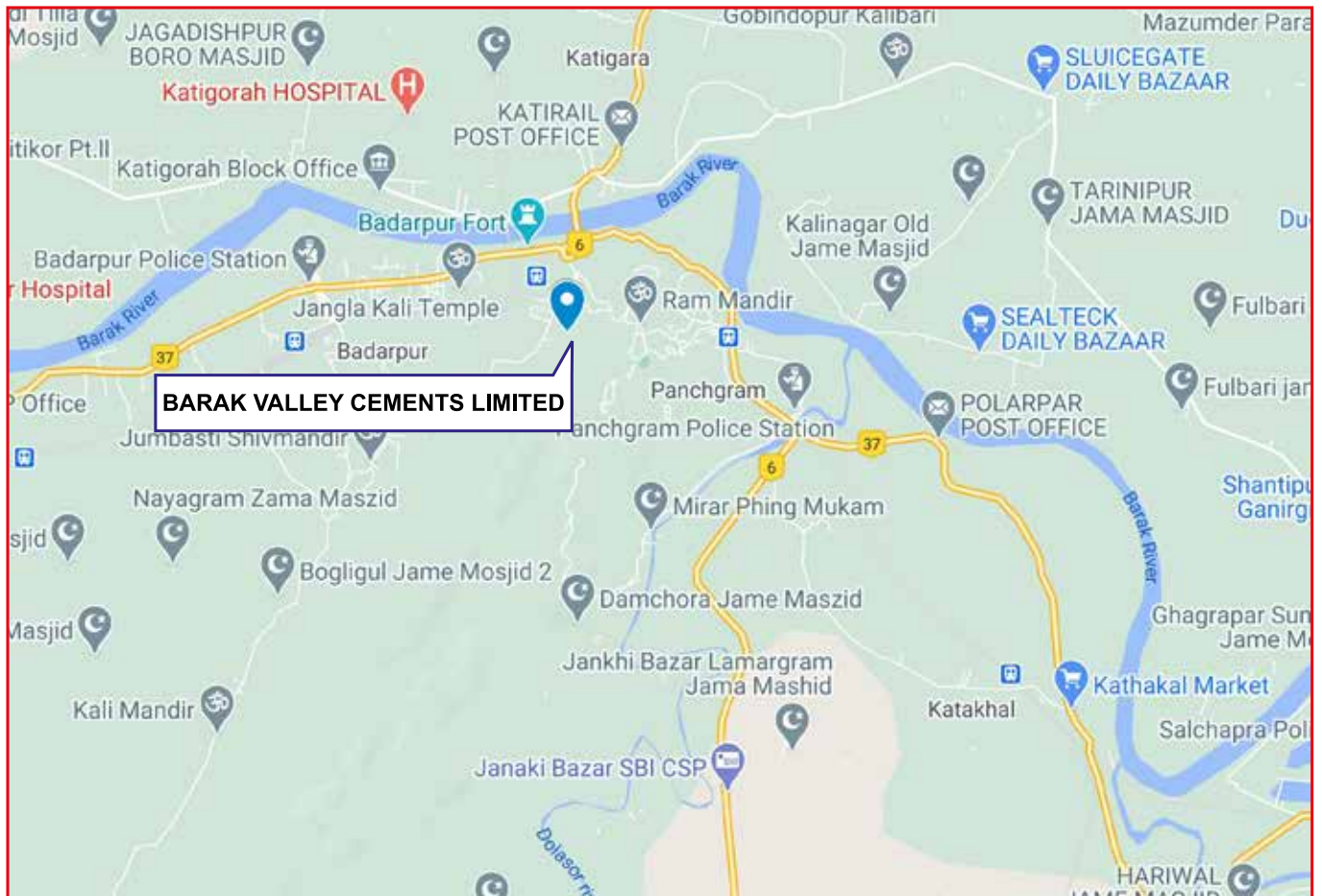
CIN: L01403AS1999PLC005741

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ROUTE MAP FOR THE VENUE OF 21ST ANNUAL GENERAL MEETING

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





BARAK VALLEY CEMENTS LIMITED

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