



BARAK VALLEY CEMENTS LTD.

Unit No. DSM 450-451-452, DLF Tower, 15 Shivaji Marg,
Najafgarh Road, Delhi 110015 • Tel. : +91-11-41212600
E-mail : delhi@barakcement.com • Website : www.barakcement.com
CIN : L01403AS1999PLC005741



Ref: 2105/BVCL/2026-27

May 21, 2026

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 the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2026

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular having reference no CIR/CFD/CMD1/27/2019, dated February 08, 2019, we are hereby submitting the Annual Secretarial Compliance Report of the Company for the Financial Year ended 2025-26 issued by Gaurav Yadav & Co., Practicing Company Secretaries.

This is for your information and record purpose.

For BARAK VALLEY CEMENTS LIMITED

Preeti Bhatia
(Company Secretary & Compliance Officer)

Gaurav Yadav & Co.
Company Secretaries
E-1503, Sector-49
Sainik Colony, Faridabad-121001

Mobile No: 9953504021
E-Mail ID: gauravyadav.fms@gmail.com

**Secretarial Compliance Report of M/S BARAK VALLEY CEMENTS LIMITED for the Financial
Year ended March 31, 2026**

To,
The Board of Directors
Barak Valley Cements Limited
Debendra Nagar, Jhoombasti,
P.O. Badarpurghat, Karimganj, Assam-788803

I Gaurav Yadav, Sole proprietor of Gaurav Yadav & Co have conducted the Annual secretarial compliance review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s **BARAK VALLEY CEMENTS LIMITED** having (CIN: - L01403AS1999PLC005741) (hereinafter referred as 'the listed entity'), having its Registered Office at Debendra Nagar, Jhoombasti, P.O. Badarpurghat, Karimganj, Assam-788803. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

I have examined:

- (a) all the documents and records made available to us and explanation provided by M/s **BARAK VALLEY CEMENTS LIMITED** ('the listed entity')
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31st 2026 ('Review Period') in respect of compliance with the provisions of

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Review Period)

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;-(Not Applicable to the Company during the Review Period)

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - (Not Applicable to the Company during the Review Period)

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the Company during the Review Period)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Review Period)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder; The Company has also maintained a Structured Digital Database (SDD) pursuant to the requirements of Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and I certify that:

1. The Listed Entity has a SDD in place;
2. Control exists as to who can access the SDD;
3. All the Unpublished Price Sensitive Information ("UPSI") disseminated has been captured in the Database;
4. The system has captured the nature of UPSI along with date and time;
5. The database has been maintained internally, and an audit trail is maintained;
6. The database is non-tamper able and has the capability to maintain records for 8 years;

(i) The Depositories Act, 1996 and the regulations and Bye-Laws framed thereunder to the extent of regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;

(j) The Securities and Exchange Board of India (Registrar to an Issue and Share transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client to the extent of securities issued;

(k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

and based on the above examination,

I hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1.	Non-Compliance with Regulation 34	Regulation 34	Non-Compliance regarding non-submission of the Annual Report within the period prescribed under the regulation	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	The Company has to submit an annual report within the stipulated time	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) has imposed a fine of Rs 2000 each	As per SEBI LODR Regulation 34 2015 the Company shall submit to the stock exchange a copy of the annual report sent to the shareholders along with the notice of the annual general meeting on or before the commencement of dispatch to its shareholders;	As informed by the Management, there was a delay of one day in submission of the Annual Report for the financial year ended March 31, 2025 to both the Stock Exchanges. The Company has duly paid the applicable fine of Rs. 2,000/- each to both the Exchanges	The Board assures that necessary steps have been taken to strengthen internal compliance monitoring mechanisms to prevent recurrence of such instances in the future and the Company has paid the Fines of Rs 2000 each



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations / Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	The constitution of the Audit Committee, Stakeholder Relationship Committee and Nomination and remuneration Committee was not in compliance with the Listing Regulations of 18 (1), 19(1) & 20	The term of Independent Director of the Company has expired on 30th September, 2024 and the Company has reconstituted the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee at their Board Meeting Held on 14th November 2024 within a period of three months.	Regulation 18(1), 19(1) & 20	<p>The Company has to constitute a Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee in respect to SEBI LODR (Regulations) 2015.</p> <p>The term of Independent Director of the Company has expired on 30th September, 2024 and the Company has reconstituted the Audit Committee at their Board Meeting Held on 14th November 2024 within a period of three months.</p> <p>BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) has imposed a fine of Rs 88,000 each the Quarter Ended 31st Dec-2024</p>	<p>As per Regulation 17(1E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in case of any vacancy in the office of a director arising due to reasons beyond the control of the Company, the vacancy is required to be filled and the Committees are required to be re-constituted within a period of three months. The Company has complied with the aforesaid requirement within the prescribed timeline. As informed by the Management, The Company has re-constituted the Audit Committee in their Board Meeting held on dated 14th November 2024. The same has fact has also</p>	<p>As informed to us, NSE & BSE has waived the fines imposed in respect of the alleged non compliance regarding the constitution of the Audit Committee, Stakeholder Relationship Committee and Nomination and remuneration Committee</p>



					been disclosed in the Outcome of Board Meeting Dated 14 th November, 2024
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(c) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/audit report for the first three quarters of a Financial year, the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	The auditor has not resigned during the Period
2.	Other Conditions relating to the Resignation of Auditors		
	(i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the audit committee:	NA	The auditor has not resigned during the Period
	<p>(a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>(b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents, has been brought to the notice of the Audit</p>		



	<p>Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>(c) The Audit Committee / Board of Directors deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/ NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October 2019.	NA	The auditor has not resigned during the Period

Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, I have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	-
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI. 	Yes	-



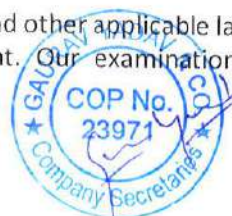
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • Timely dissemination of the documents/information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the Website. 	Yes	-
4.	<p><u>Disqualification of Director(s):</u></p> <p>None of the director(s) of the listed entity is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p><u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p>	Yes	The Company does not have any material subsidiary
	<p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	-
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees during the financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>The listed entity has obtained prior approval of audit committee for all related party transactions.</p>	Yes	-



9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) other than those mentioned in Table (a) above
12.	<u>Additional non-compliances, if any:</u> No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	-

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March 2026.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.



7. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.

For Gaurav Yadav & Co.
Company Secretaries
Peer Review No- 5746/2024

Gaurav Yadav
Gaurav Yadav
C.P. No: 23971
ACS No: 28484
UDIN: A028484H000402275



Date : 19-05-2026
Place: Faridabad