

**Balwan Jain & Co.**  
**Chartered Accountants**

**327, Ring Road Mall,  
Manglam Palace,  
Sector- 3, Rohini,  
New Delhi-110085  
Ph. (M): 09811063857  
Email ID- cabjain@gmail.com**

**Scrutinizer's Report**

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

**September 28, 2017**

To,  
The Chairman,  
Barak Valley Cements Limited  
202, Royal View B.K. Kakoti Road,  
Near DGP Office, Ulubari,  
Guwahati, Assam-781007

Dear Sir,

**Sub: Scrutinizer's Report on voting through remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and voting at the Annual General Meeting of Barak Valley Cements Limited held on Thursday, the 28<sup>th</sup> day of September, 2017 at 12.30 p.m.**

I, Balwan Jain, Proprietor of M/s. Balwan Jain & Co., Chartered Accountant firm having its registered office at 327, Manglam Palace, Ring Road Mall, Sector- 3, Rohini, New Delhi-110085, had been appointed as the Scrutinizer by the Board of Directors of Barak Valley Cements Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 to scrutinize the remote e-voting and voting by ballots taken at the 18<sup>th</sup> Annual General Meeting (AGM) of the Company held on the 28<sup>th</sup> day of September, 2017 at the Registered Office of the Company at 202, Royal View B.K. Kakoti Road, Near DGP Office, Ulubari, Guwahati, Assam-781007 at 12.30 p.m..



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The notice dated August 23, 2017 along with explanatory statement setting out the material facts under section 102 of the Companies Act, 2013 were sent through electronic mode to those members whose email IDs were registered with the Company or depository, as the case may be, and to other members, in hard copy through courier in respect of the resolutions to be passed at the said AGM of the Company. The electronic transmission and dispatch of hard copy of the Annual Report were completed on September 4, 2017.

The management of the Company is responsible to ensure that compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means (by remote e-voting) and voting by using ballot papers on the resolutions contained in the Notice of the 18<sup>th</sup> AGM of the Company. My responsibility as a scrutinizer for the e-voting process and voting through ballot forms at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or 'against' the resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from e-voting process system provided by NSDL, the authorized agency engaged by the Company, to provide remote e-voting facilities and Ballot forms received at AGM.

I submit my report in respect of the resolutions passed at the AGM of the Company as under:

**A. Relating to E-Voting**

1. The Company has availed the e-voting facility provided by the National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
2. The shareholders of the Company holding shares as on the cut-off date, i.e. September 20, 2017, were entitled to vote on the resolutions as contained in the Notice of the AGM.



3. The voting period for remote e-voting commenced at 9.00 A.M. on Monday, 25th September, 2017 at 9.00 a.m. and ended on Wednesday, 27<sup>th</sup> September, 2016 at 5.00 P.M. and the NSDL e-voting platform was blocked thereafter.

**B. Relating to voting by ballot**

1. The Company had also provided facility to vote through ballot papers to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
2. However, none of the members present at the AGM were eligible to vote through ballot as they had already exercised their votes through remote e-voting.

**C. Result of remote e-voting and voting through ballot are as under:**

1. The voting rights of the members were reckoned as on the cut-off date i.e. September 20, 2017 for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
2. After the conclusion of the AGM, the votes cast through remote e-voting were unblocked at 03.45 p.m. in presence of two witnesses, namely Mr. Sanjay Kumar and Mr. Santosh Mishra who are not in the employment of the Company.
3. The Company had also provided facility to vote through ballot paper at the AGM, however, there was no voting through ballots at the AGM as the members present at the AGM had already exercised their votes through remote e-voting.



4. The detail containing inter alia, list of equity shareholders, who voted "for", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated the e-voting website of NSDL i.e. <https://evoting.nsdl.com> and is based on such report generated.

5. The results of voting are as under :

### **ORDINARY BUSINESS**

#### **Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2017 together with the Report of the Board of Directors and the Auditors thereon

- (i) Voted in favour of the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total    |
|-----------------------------------|------------------------------|---------------------------|----------|
| Number of Members voted           | 43                           | Nil                       | 43       |
| No. of Votes cast by them         | 12214155                     | Nil                       | 12214155 |
| % of total no. of valid vote cast | 100                          | Nil                       | 100      |

- (ii) Voted against the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | Nil                          | Nil                       | Nil   |
| No. of Votes cast by them         | Nil                          | Nil                       | Nil   |
| % of total no. of valid vote cast | Nil                          | Nil                       | Nil   |



(iii) Invalid Votes:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | Nil                          | Nil                       | Nil   |
| No. of Votes cast by them         | Nil                          | Nil                       | Nil   |
| % of total no. of valid vote cast | Nil                          | Nil                       | Nil   |

**Resolution No. 2: Ordinary Resolution**

To appointment a director in place of Mr. Bijay Kumar Garodia (DIN: 00044379) who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total   |
|-----------------------------------|------------------------------|---------------------------|---------|
| Number of Members voted           | 38                           | Nil                       | 38      |
| No. of Votes cast by them         | 9884056                      | Nil                       | 9884056 |
| % of total no. of valid vote cast | 100                          | Nil                       | 100     |

(ii) Voted against the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | Nil                          | Nil                       | Nil   |
| No. of Votes cast by them         | Nil                          | Nil                       | Nil   |
| % of total no. of valid vote cast | Nil                          | Nil                       | Nil   |



(iii) Invalid Votes:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | Nil                          | Nil                       | Nil   |
| No. of Votes cast by them         | Nil                          | Nil                       | Nil   |
| % of total no. of valid vote cast | Nil                          | Nil                       | Nil   |

**Resolution No. 3: Ordinary Resolution**

To appointment a director in place of Mr. Santosh Kumar Bajaj (DIN: 00045759) as a Director of the Company who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total   |
|-----------------------------------|------------------------------|---------------------------|---------|
| Number of Members voted           | 31                           | Nil                       | 31      |
| No. of Votes cast by them         | 8186109                      | Nil                       | 8186109 |
| % of total no. of valid vote cast | 100                          | Nil                       | 100     |

(ii) Voted against the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | Nil                          | Nil                       | Nil   |
| No. of Votes cast by them         | Nil                          | Nil                       | Nil   |
| % of total no. of valid vote cast | Nil                          | Nil                       | Nil   |



(iii) Invalid Votes:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | Nil                          | Nil                       | Nil   |
| No. of Votes cast by them         | Nil                          | Nil                       | Nil   |
| % of total no. of valid vote cast | Nil                          | Nil                       | Nil   |

**Resolution No. 4: Ordinary Resolution**

Appointment of Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total    |
|-----------------------------------|------------------------------|---------------------------|----------|
| Number of Members voted           | 41                           | Nil                       | 41       |
| No. of Votes cast by them         | 12213445                     | Nil                       | 12213445 |
| % of total no. of valid vote cast | 99.99                        | Nil                       | 99.99    |

(ii) Voted against the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | 2                            | Nil                       | 2     |
| No. of Votes cast by them         | 710                          | Nil                       | 710   |
| % of total no. of valid vote cast | 0.01                         | Nil                       | 0.01  |



(iii) Invalid Votes:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | Nil                          | Nil                       | Nil   |
| No. of Votes cast by them         | Nil                          | Nil                       | Nil   |
| % of total no. of valid vote cast | Nil                          | Nil                       | Nil   |

**SPECIAL BUSINESS**

**Resolution No. 5: Special Resolution**

Re-appointment of Mr. Kamakhya Chamaria (DIN: 00612581) as Vice Chairman and Managing Director of the Company designated as Key Managerial Personnel.

(i) Voted in favour of the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total   |
|-----------------------------------|------------------------------|---------------------------|---------|
| Number of Members voted           | 33                           | Nil                       | 33      |
| No. of Votes cast by them         | 9057655                      | Nil                       | 9057655 |
| % of total no. of valid vote cast | 100                          | Nil                       | 100     |

(ii) Voted against the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | Nil                          | Nil                       | Nil   |
| No. of Votes cast by them         | Nil                          | Nil                       | Nil   |
| % of total no. of valid vote cast | Nil                          | Nil                       | Nil   |



(iii) Invalid Votes:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | Nil                          | Nil                       | Nil   |
| No. of Votes cast by them         | Nil                          | Nil                       | Nil   |
| % of total no. of valid vote cast | Nil                          | Nil                       | Nil   |

**Resolution No. 6: Ordinary Resolution**

Ratification of remuneration payable to the Cost Auditors.

(i) Voted in favour of the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total    |
|-----------------------------------|------------------------------|---------------------------|----------|
| Number of Members voted           | 41                           | Nil                       | 41       |
| No. of Votes cast by them         | 12213445                     | Nil                       | 12213445 |
| % of total no. of valid vote cast | 99.99                        | Nil                       | 99.99    |

(ii) Voted against the resolution:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | 2                            | Nil                       | 2     |
| No. of Votes cast by them         | 710                          | Nil                       | 710   |
| % of total no. of valid vote cast | 0.01                         | Nil                       | 0.01  |

(iii) Invalid Votes:

|                                   | Voting by<br>Remote e-voting | Voting by<br>Ballot Paper | Total |
|-----------------------------------|------------------------------|---------------------------|-------|
| Number of Members voted           | Nil                          | Nil                       | Nil   |
| No. of Votes cast by them         | Nil                          | Nil                       | Nil   |
| % of total no. of valid vote cast | Nil                          | Nil                       | Nil   |



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Based on the above results, I report that the resolution contained at Item No. 1 to 6 have been duly approved by the shareholders with requisite majority.

The register of remote e-voting and other relevant documents/registers will remain in the safe custody until Chairman considers, approves and signs the minutes of the 18<sup>th</sup> AGM of the Company and the same shall be handed over, therefore, to the Chairman/Company Secretary for safe keeping.

I hereby also declare that along with this I have handed over to Mr. Bijay Kumar Garodia, Chairman of the Company, a Compact Disc (CD) containing the list of Equity Shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed. According to my observations, the process of e-voting and Ballot Papers has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,

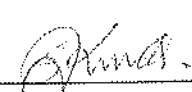
**For Balwan Jain & Co.**  
**Chartered Accountants,**  
**Firm Registration No.: 013079N**

  
**(Balwan Jain)**  
**Proprietor**  
**Membership No.: 091276**

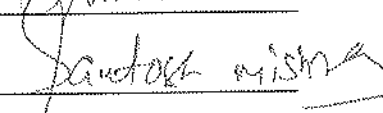


Place: Guwahati  
Date: 28-09-2017

Witness 1: Mr. Sanjay Kumar

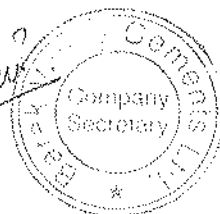
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Witness 2: Mr. Santosh Mishra

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Signature:

  
**Saakshi Manchanda**  
**(Company Secretary)**



(As authorized by Chairman)