



BARAK VALLEY CEMENTS LTD.

Unit Nos. DSM-450-451-452, DLF Towers, 15 Shivaji Marg,
Moti Nagar, New Delhi-110015 Tel.: +91-11-41212600
E-mail : delhi@barakcement.com • Website : www.barakcement.com
CIN : L01403AS1999PLC005741



ISO 9001:2015 CERT. No.:
QAC/R91/1941

Ref: 0209/BVCL/2022-23

September 02, 2022

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
Scrip Code- 532916

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- BVCL

Dear Sir,

Sub: Submission of Annual Report alongwith the Notice of AGM for the year ended March 31, 2022 as per Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the Twenty Third Annual General Meeting (“AGM”) of the Company is scheduled to be held on **Tuesday, September 27, 2022 at 03:00 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

We hereby enclose a copy of the notice of AGM alongwith the Annual Report of the Company for the financial year ended March 31, 2022, for your records.

In compliance with the relevant circulars issued by MCA and SEBI, the Annual Report for the financial year 2021-22, comprising of the documents required to be attached thereto, are being sent to all the shareholders of the Company by the permitted mode(s). The detailed procedure to be followed for remote e-voting or e-voting during the AGM, speaker registration, posting of queries, joining the AGM through VC/OAVM has also been provided in the Notice of the AGM which is also available on the website of the Company alongwith the Annual Report at www.barakcement.com

Further, please note that the cut-off date for determining the eligibility of Members to vote through remote e-voting or e-voting during the AGM is Tuesday, September 20, 2022.

This is for your information and records.

For **BARAK VALLEY CEMENTS LIMITED**


Rachna Gambhir
(Company Secretary & Compliance Officer)



BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

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

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

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

Phone: 03843-269435/881, Fax: 03843-268965

NOTICE is hereby given that the Twenty Third Annual General Meeting of **BARAK VALLEY CEMENTS LIMITED** will be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on Tuesday, 27th Day of September, 2022 at 03:00 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, 2022** and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kamakhya Chamaria (DIN: **00612581**), who retires by rotation and being eligible, has offered himself for re-appointment.
3. Re-appointment of Statutory Auditors for the second term of 5 years

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 provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, subject to the approval of shareholders in the Annual General Meeting, M/s P.K Lakhani & Co., Chartered Accountants (Firm Registration No.014682N) retiring Statutory Auditor of the Company be and is hereby Re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting to be held in the year 2027 (subject to ratification of their appointment at every Annual General Meeting) at a remuneration fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

4. **Ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2022.**

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, 2022.

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."

5. **Appointment of Sh. Kamakhya Chamaria as Managing Director**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approval of the members in the general meeting and subject to approval of central government, if required, and such other consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Board of Directors of the Company be and is hereby accorded for the appointment of Mr. Kamakhya Chamaria (DIN: 00612581), as Managing Director of the Company for a period of 5 years from 12.08.2022 to 12.08.2027 whose office shall not be liable to determination by retirement of directors by rotation and payment of remuneration on the terms and conditions as approved by the Nomination and Remuneration Committee in its meeting."

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

6. **Appointment of Sh. Gaurav Tulshyan as Director**

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

“RESOLVED THAT pursuant to provisions of Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Act, including any modification and reenactment thereof, and pursuant to provisions of the Articles of Association of the Company, Mr. Gaurav Tulshyan (DIN 08210596) who has given his consent to act as Director of the company, be and is hereby appointed as an Additional Director of the Company with effect from August 12, 2022 who shall hold office upto the ensuing Annual General Meeting of the Company or the last date on which ensuing Annual General Meeting shall be held, whichever is earlier”

“RESOLVED FURTHER THAT Mrs. Rachna Gambhir, be and is hereby authorised to do all such acts, deeds and things to give effect to the said resolution and take all such necessary steps to inform the necessary authorities regarding the appointment.”

“RESOLVED FURTHER THAT Mr. Kamakhya Chamaria, be and is authorised to digitally sign and submit Form DIR-12 with the Registrar of Companies and pass necessary entries in the Register of Directors and Key Managerial Personnel”.

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

**Place: New Delhi
Date: 12.08.2022**

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

NOTES:

1. In accordance with the Ministry of Corporate Affairs, (“MCA”) General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022, respectively, (“the MCA Circulars”) read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 (the SEBI Circular), the Annual General Meeting (“AGM”) will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC/OAVM.
2. Pursuant to the provisions of the Companies Act, 2013 (“the Act”), a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, in respect of the Ordinary and Special business specified above is annexed hereto.
5. Details as required in Regulation 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/liable to retire by rotation at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment. **(Marked as Annexure A)**
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 Wednesday, the 21st day of September, 2022 to Tuesday, the 27th day of September, 2022 (both days inclusive). The members whose names appear on the Company’s register of members as on Tuesday, September 20, 2022 will be eligible to attend and vote at the meeting.
7. 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.

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8. 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.
9. 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.
10. 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.
11. 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 2021-22 also, it has done so, the Copies of the Annual Report for Financial Year 2021-22, the Notice convening the Annual General Meeting and instructions for e-voting are being sent by electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses the physical copies of the Annual Report for Financial Year 2021-22 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 2021-22 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. Unit No.s DSM 450-451-452, DLF Towers, 15 Shivaji Marg, Moti Nagar, New Delhi-110015 or Company's RTA address i.e. MCS Share Transfer Agent Limited, Unit: Barak Valley Cements Limited, F-65, Okhla Industrial Area, Phase-I, New Delhi-110020.

Members may note that the VC/OAVM facility, provided by NSDL, allows participation of 1,500 Members on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman/Chairperson of the Audit, Nomination and Remuneration and Stakeholders Relationship Committees, Auditors, etc. can attend the 23rd AGM without any restriction on account of first-come-first-served principle.

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

Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@barakcement.com from Tuesday, September 13, 2022 to Tuesday, September 20, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers.

13. 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, August 26, 2022.
14. Members are requested to convert their share(s) lying in physical form to the demat form for easy transferability of shares. For any help the shareholders may contact the email id cs@barakcement.com or our Registrar & Share Transfer Agent (R&T Agent) at email id admin@mcsregistrars.com.
15. For any investor related queries, communication may be sent by e-mail to cs@barakcement.com.
16. Considering the Meeting would be held through VC/ OAVM, the route Map for the venue is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
17. **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 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.
- III. The remote e-voting period commences on Saturday, September 24, 2022 (09:00 A.M. IST) and ends on Monday, September 26, 2022 (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 Tuesday, September 20, 2022, 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.
- IV. 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.
- V. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall submit, not later than forty-eight hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results shall be declared by the Chairman or any other person authorized by him in writing within forty-eight hours from the conclusion of the Meeting. The results declared shall alongwith the consolidated Report of the Scrutinizer be placed on the website of the Company i.e. www.barakcement.com and on the website of NSDL at www.evoting.nsd.com immediately after the declaration of results. The results shall simultaneously be forwarded to BSE and NSE and also be displayed on the Notice Board of the Registered Office of the Company.
- VI. The process and manner for remote e-voting are as under:

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

The remote e-voting period begins on Saturday, September 24, 2022 at 09:00 A.M. and ends on Monday, September 26, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2022.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company
	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cabjain@gmail.com 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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@barakcement.com).

BARAK VALLEY CEMENTS LIMITED

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@barakcement.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONGWITH THE NOTICE DATED AUGUST 12, 2022

ITEM NO. 3

The Members of the Company at the 18th Annual General Meeting ('AGM') held on September 28, 2017, had approved the appointment of M/s. P.K. Lakhani & Co. Chartered Accountants (ICAI Firm Registration No. 014682N) as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 18th AGM until the conclusion of the 23rd AGM. Accordingly, M/s. P.K. Lakhani & Co. would be completing its first term of five years at the conclusion of this 23rd AGM.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. M/s. P.K. Lakhani & Co. is eligible for re-appointment for a further period of five years.

The Board of Directors, at its meeting held on August 12, 2022, based on the recommendation of the Audit Committee, approved the re-appointment of M/s. P.K. Lakhani & Co. for the second term of five years to hold office from the conclusion of the 23rd AGM till the conclusion of the 28th AGM to be held in the year 2027, at a remuneration upto Rs. 3,00,000/- (Rupees Three Lacs Only) plus applicable taxes and reimbursement of out-of-pocket expenses for the financial year ended March 31, 2023 and proposed the same for approval of the members.

M/s. P.K. Lakhani & Co. has demonstrated all round capabilities in executing group-wide audits. M/s. P.K. Lakhani & Co. has confirmed that they remain independent, as required by the relevant ethical /independence requirements as enunciated in the Act and the Code of Ethics issued by the ICAI, that are relevant to their audit of the standalone and consolidated financial statements under the provisions of the Act and the Rules made thereunder. They are not under a relationship that would be thought to influence their independence as auditors of the Company/Group.

M/s. P.K. Lakhani & Co. has consented to their appointment and confirmed that their appointment, if made, would be in accordance with Section 139 read with Section 141 of the Act. M/s. P.K. Lakhani & Co. has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. M/s. P.K. Lakhani & Co. has also furnished a declaration confirming its independence in terms of section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company.

Based on the recommendation made by the Audit Committee, after assessing the performance of M/s. P.K. Lakhani & Co. and considering the experience and expertise, the Board recommends the re-appointment of M/s. P.K. Lakhani & Co. as Statutory Auditors for the second term of 5 years, as set out in the Resolution no. 3, for approval of the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

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 2022-23 at 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. 4 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. 4 of the Notice.

ITEM NO. 5

Pursuant to Section 196(3) of the Companies Act, 2013, no company shall appoint or continue the employment of any person as managing director, whole-time director or manager who —

(a) is below the age of twenty-one years or has attained the age of seventy years:

Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution.

In terms of the provisions of the Companies Act 2013 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 23rd Annual General Meeting, appointed Mr. Kamakhya Chamaria as Vice Chairman and Managing Director of the Company at their meeting held on August 12, 2022.

Considering his knowledge of various aspects relating to the Company affairs and long business experience, the Board is of the opinion that for smooth and efficient running of the business, the services of Mr. Kamakhya Chamaria should be available to the Company for a period of further 5 years.

Therefore, Members approval is required by way of special resolution for the appointment of Mr. Kamakhya Chamaria as Managing Director of the Company for a term of five years.

The material terms of appointment of Mr. Kamakhya Chamaria, Vice Chairman and Managing Director as contained in the draft Agreement are given below: -

- i. Salary including all Allowances and Commission (hereinafter referred to as "Remuneration"): Rs. 5,00,000/- (Rupees Five Lacs Only) per month.
- ii. The appointment of the Vice Chairman and Managing Director is for a period of five years with effect from 12th August 2022.
- iii. Notwithstanding anything to the contrary herein contained, where in any Financial Year during the tenure of the Vice Chairman and 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. 12.08.2027, 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

BARAK VALLEY CEMENTS LIMITED

with regards to the affairs and business of the company to any third party. He shall also not indulge himself, directly or in directly, in any other business during the period of continuance of this agreement.

5. The terms and conditions of the appointment of the Vice Chairman and 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.

ITEM NO. 6

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee has approved the appointment of Mr. Gaurav Tulshyan as the Additional director of the Company in the Board meeting duly held on dated 12.08.2022.

A new clause (1C) has been inserted in **Regulation 17** which is as follows:

"The listed entity shall ensure that approval of shareholders for appointment of a person on the **Board of Directors** is taken at the next general meeting or within a time period of three months from the date of such appointment on the Board, whichever is earlier."

Therefore, in accordance with the above stated provisions of Regulation 17(1C) of SEBI (LODR) Regulations 2015, the appointment of Mr. Gaurav Tulshyan has to be approved by the Members of the Company.

In this regard, the Board recommends the passing of resolution set out in Item No. 6 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. 6 of the Notice.

Place: New Delhi
Date: 12.08.2022

By Order of the Board
For Barak Valley Cements Limited

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

ANNEXURE 'A' TO THE NOTICE
Details of the Directors liable to retire by rotation at the forthcoming Annual General Meeting

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

Name of the Director	Mr. Kamakhya Chamaria
Date of Birth	26.05.1952
Age (Years)	70 years
Nationality	Indian
Qualification	Commerce Graduate
Resume	Attached
Expertise in Special Functional Area	Industry, Leadership, Accounts & Finance, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Board procedures and Governance, etc.
Date of First Appointment on the Board of the Company	30/09/2009
Terms & condition of re- appointment/appointment	Director liable to retire by rotation and eligible for re-appointment
Details of remuneration sought to be paid and remuneration last drawn	NIL
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	3,40,000 Shares
Relationship between the Directors inter se and other Key Managerial Person	None
No. of Board Meetings attended during the year	7
List of Directorship held in Other Companies (excluding Foreign Companies)	DIRECTORSHIP Public Companies: North East Power and Infra Limited(Unlisted) Private Companies: Nil
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	NIL

Note:

- The aforesaid information is as at 31st March, 2022.
- 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

Mr. Kamakhya Chamaria, aged 70 years, Vice Chairman and Director of our company. He is a commerce graduate. He started his business career by joining his family business of saw milling and trading in timber.

Mr. Kamakhya Chamaria is having very good knowledge of accounts and finance and other related laws. He 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.

In recent years, Mr. Kamakhya Chamaria has been honored with the following Awards and Recognitions:

- Indira Gandhi Sadbhavna Award** for outstanding individual achievements and distinguished services to the nation.
- Rajiv Gandhi Excellence Award** for excellence in Productivity, Innovation, Quality and Management from the Institute of Economic Studies (IES).
- Udyog Rattan Award** from Institute of Economic Studies (IES).
- Bharat Vikas Ratan Award** from Hon'ble Governor of Orissa.
- Bharat Gaurav Award** by Citizen Piece Society, Mumbai
- 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.
- Rashtriya Ekta Samman** from All India National Unity Conference, New Delhi for outstanding services, achievements and contributions on the occasion of Rashtriya Ekta Diwas.

ANNEXURE 'A' TO THE NOTICE

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

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

Name of the Director	Mr. Gaurav Tulshyan
Date of Birth	25.11.1992
Age (Years)	29 years
Nationality	Indian
Qualification	Commerce Graduate
Brief Resume	Attached
Expertise in Special Functional Area	Accounts & Finance, Related Laws
Date of First Appointment on the Board of the Company	28/01/2022
Terms & condition of re- appointment/appointment	Appointment
Details of remuneration sought to be paid and remuneration last drawn	NIL
Shareholding in the Company (Equity Share of face value Rs. 10/- each)	NIL
Relationship between the Directors inter se and other Key Managerial Person	None
No. of Board Meetings attended during the year	1
List of Directorship held in Other Companies (excluding Foreign Companies)	DIRECTORSHIP Public Companies: NIL Private Companies: NIL
Membership/ Chairmanships of Committees of Boards of Other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	NIL

Note:

- The aforesaid information is as at 31st March, 2022.
- 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

- Name:- Mr. Gaurav Tulshyan
- Address:- Near MD Girls Hostel, Graham Bazar, Dibrugarh West, Assam 786001.
- Father's Name (in full): Mr. Sushil Tulshyan
- Director Identification Number (DIN): 08210596
- E-mail id: gaurav.tulshyan92@gmail.com
- Mobile no.: +91-9706320491
- Income-tax PAN. : AQUPT7464R
- Date of birth: 25/11/1992
- Academic Qualification:- Graduate
- Experience:- Mr. Gaurav Tulshyan aged about 30 years, son of Mr. Sushil Tulshyan is a Commerce Graduate and holds Bachelor Degree in Commerce .He started his career at the position of director in M/s Goombira Tea Co Ltd and M/s Singlacherra Tea company Private Limited in the year 2018. Mr. Gaurav Tulshyan is having full knowledge of accounts and finance and the related laws. He has built up a good reputation in the market and is keen on taking the business to new heights.



BARAK VALLEY CEMENTS LIMITED

CIN: L01403AS1999PLC005741

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

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

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

Phone: 03843-269435/881, Fax: 03843-268965

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 this form.



23rd
ANNUAL REPORT
2021-22

BARAK VALLEY CEMENTS LIMITED

BARAK VALLEY CEMENTS LIMITED

Annual Report 2021-2022

Composition of Board

Sh. Kamakhya Chamaria	Vice Chairman and Non-Executive Director
Sh. Mahendra Kumar Agarwal	Vice Chairman and Non-Executive Director
Sh. Santosh Kumar Bajaj	Non Executive Director
Sh. D. R. Agarwal	Independent Director
Smt. Renu Kejriwal	Independent Director
Sh. Shyam Agarwal	Independent Director
Sh. Puran Chand	Independent Director
Sh. Gaurav Tulshyan	Non-Executive Director

Chief Executive Officer

Mr. Mukesh Kumar Shovasaria

Chief Financial Officer

Mr. Rajesh Aggarwal

Company Secretary & Compliance Officer

Ms. Deepa (w.e.f November 12, 2020 to November 20, 2021)

Mrs. Rachna Gambhir (w.e.f December 23, 2021)

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:

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

Branches:

1. Bharat Trade Building, Shyama Prasad
Road, Silchar, Assam
2. CF-361, Salt Lake City, Kolkata, West
Bengal-700064

Website: www.barakcement.com

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Directors' Report

To

The Members,

Barak Valley Cements Limited

The Directors of your Company are pleased to present the 23rd Director's Report together with the Company's Audited Financial statements (*Standalone and Consolidated*) for the Financial Year ended 31st March 2022.

1. FINANCIAL RESULTS

The highlights of the financial performance of the Company for the financial year ended 31st March, 2022 as compared to the previous financial year are as under:

Profit after Tax:

During the financial year 2021-22, Profit after Tax is decreased to Rs. (427.30) Lacs as compared to Rs. 317.85 Lacs in previous year.

The business performance of the Company has been discussed in detail in the Management Discussion and Analysis Report attached separately as Annexure –I and forming part of this report and the Financial Statements are also attached separately forming part of this Report.

Particulars	(Rs. In Lakhs)			
	Standalone		Consolidated	
	Year Ended as at 31 st March, 2022	Year Ended as at 31 st March, 2021	Year Ended as at 31 st March, 2022	Year Ended as at 31 st March, 2021
Revenue from Operations (net)	17272.83	13281.96	17570.35	14689.90
Other Income	209.83	112.02	250.63	110.10
Total Sales & other Income	17482.66	13393.98	17820.98	14800.00
Income before Finance Cost, Depreciation and Amortization and Income tax	2112.02	1801.27	2186.47	2077.33
Less: Depreciation and Amortization expenses	520.74	525.48	562.00	604.64
Profit before Interest and Income Tax	1591.28	1275.80	1624.47	1472.69
Less: Finance Cost	924.05	805.47	982.65	1083.40
Profit/Loss before Exceptional items and Income Tax	667.24	470.33	641.81	389.29
Less: Exceptional items	759.00	-	759.00	-
Profit before Tax	(91.77)	470.33	(117.19)	389.29
Less: Provision for Income tax	-	-	-	-
-Current Income Tax	-	82.07	-	83.86
-Deferred Tax liability/(Assets)	333.54	70.40	334.91	70.27
Profit/(Loss) After tax	(427.30)	317.85	(452.09)	235.14

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.

Gross Turnover of Company:

During the financial year 2021-22, the Company's gross turnover **increased by 30.04%** to Rs. 17,272.83 Lacs as compared to Rs. 13281.86 Lacs in previous year.

3. SUBSIDIARIES

By way of the Tripartite Share Purchase Agreement dated December 31, 2021, your company has disinvested equity investment in its 3 (Three) wholly owned subsidiaries companies namely:-

- Singlacherra Tea Company Private Limited
- Chargola Tea Company Private Limited
- Goombira Tea Company Limited

Now your Company has left with only four wholly owned subsidiaries among the seven wholly owned subsidiaries during the year under review namely:-

- Cement International Limited

- **Badarpur Energy Private Limited**
 - **Meghalaya Minerals and Mines Limited**
 - **Valley Strong Cements (Assam) Limited**
- 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. 1107.76 Lacs.
- d) **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, pursuant to Section 128 of the Companies Act, 2013 and the rules made thereunder. The Consolidated Financial Statements presented by the Company include the financial results of its Subsidiary Companies.

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**.

The Board has also adopted policy for determining material subsidiaries and is available at the Website which can be accessed at the below mentioned link:

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

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 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. SHARE CAPITAL

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

The Paid-up Share Capital of the Company as on 31st March, 2022 was Rs. 22,16,00,000/- (Rupees 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. 17272.83 Lacs during the financial year 2021-22, which has been increased in comparison to previous year turnover of Rs. 13281.96 Lacs. The quantity of sales of the Company stood at 250553.70 MT which has been increased in comparison to previous year quantity of sales i.e 211768.65 MT. Your Company has beared a loss of Rs. (427.30) Lacs during the financial year 2021-22, in comparison with the previous year profit of Rs. 317.86 Lacs.

6.2 Consolidated

During the financial year 2021-22, the consolidated revenue from operations has been increased to Rs.17570.35 Lacs as compared to Rs. 14689.90 Lacs during the previous year. Further, there was consolidated loss of Rs. (452.09) Lacs in the financial year 2021-22 as compared to the consolidated Profit of Rs. 235.14 Lacs during the previous year.

7. EXPANSION/MODERNIZATION

During the year ended 31st March' 2022, company has increased its Clinkerisation capacity from 600 T/day to 700 T/day. BVCL has also modify and modernize some of its existing plant, machinery and other equipment's to achieve 1000 T/ day of Cement on sustainable basis. Company has incurred an amount of approx. Rs. 2,500.00/- lacs on such capacity expansion and modernization project. The project was successfully commissioned in February'2022.

Company is now hopeful to achieve enhanced level of Cement production and also able to control its direct overheads.

8. DIVIDEND

The Board of Directors of the Company after considering the financial and non-financial factors prevailing during the financial year 2021-22 decided not to recommend dividend for the financial year 2021-22.

9. PUBLIC DEPOSITS AND BUY BACK OF SHARES

During the Financial Year 2021-22, 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 on deposits was outstanding as on 31st March, 2022.

Further, your company has not proposed or pending any Buy Back of Shares during the financial year 2021-22.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements for the Financial Year ended on 31st March, 2022 forming part of this Annual Report.

11. TRANSFER TO RESERVES

Due to losses in the Financial Year 2021-22 your Directors do not propose to transfer any amount to the General Reserves 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 in between the end of financial year of the company to which the financial statements relate and the date of reporting 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 were 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 transactions 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 the 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.

In line with the provisions of the Companies Act, 2013, the Company has framed 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

Your Company has the following Six Board-level Committees, which have been established in compliance with the requirements of the business and relevant provisions of applicable laws and statutes:

- Audit-Committee
- Sub-Audit Committee
- Nomination and Remuneration Committee
- Share transfer Committee
- Stakeholders Relationship Committee
- General Purpose Committee

The details with respect to the composition, terms of reference, number of meetings held, etc. of the above Committees are included in the Report on Corporate Governance, which forms part of the Annual Report. There has been no instance where the board has not accepted recommendation of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. *Further the legal provision mandating constitution of Risk Management Committee is not yet applicable to the Company.*

15. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In Compliance with Section 177 (9) & (10) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, 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 Company's risk management process is designed to identify and mitigate risks that have the potential to materially impact its business objectives and maintains a balance between managing risk and making most of the opportunities. The Board is responsible for overseeing the overall risk management framework of the Company 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 Audit Committee of Board keeps an eye on execution of the risk management plan of the Company and advises the management on strengthening mitigating measures wherever required. The actual identification, assessment and mitigation of risks are however done by key executives of the Company in a systematic manner. The risks are prioritized according to significance and likelihood. Risks having high likelihood and high significance are classified as 'key risk'.

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. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the financial year 2021-22 in line with the provisions of 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.

18. 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.

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

Your Company 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. Your Company is committed to ensure that all are treated with dignity and respect and having zero tolerance towards sexual harassment at the workplace and towards this end and has also provided adequate access to complainants who wish to register a complaint under the policy. All employees (permanent contractual, temporary, trainees) are covered under the said policy.

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.

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

The Board has, on recommendation of the Nomination & Remuneration Committee of the Company in accordance with Para A of Part D and Regulation 19 of Listing Regulations has framed 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 Composition of the Board of Directors of the company's as on the closure of financial year 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 2022, the Board comprises of 8 members out of which 4 (Four) are Independent (including One Women Director) and 4 (Four) are Non-Independent Directors. Further, as on the aforesaid date, the Company has 7 (Seven) non-executive directors and 1 (One) executive director. The Board periodically evaluates the need for its change in its composition and size.

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.

21. CODE OF CONDUCT

With an intention to enhance integrity, ethics and transparency in governance of the Company, Your Company has adopted Code of Conduct for Directors and Senior Management Personnel of the Company. The Code of Conduct is also available at Company's Website [Code of Conduct \(Pursuant to Clause 49 of Listing Agreement\) \(barakcement.com\)](http://barakcement.com)

22. EVALUATION OF BOARD'S PERFORMANCE

In accordance with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 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.

Pursuant to Schedule II, Part D of LODR, the Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which will be based on attendance, expertise and contribution brought in by the Independent Director at the Board and Committee Meetings, which shall be taken into account at the time of reappointment of Independent Director.

The Board 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. During the period

under review, 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 has 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.

23. DIRECTORS & KEY MANAGERIAL PERSONNEL

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

- (i). 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 29th September, 2021.
- (ii). In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Kamakhya Chamaria, 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.
- (iii). The Key Managerial Personnel of the Company are:
 - Chief Executive Officer-Mr. Mukesh Kumar Shovasaria
 - Chief Financial Officer: Mr. Rajesh Aggarwal
 - Company Secretary: Mrs. Rachna Gambhir (appointed w.e.f 23.12.2021)

Further, all other relevant details with regard to Board of Directors and Key Managerial Personnel are described in the Corporate Governance Report "Annexure-5" forming part of this Report.

24. DECLARATION BY INDEPENDENT DIRECTOR

Your Company's Independent Directors Mr. Dhanpat Ram Agarwal, Mr. Shyam Agarwal, Mr. Puran Chand and Mrs. Renu Kejriwal on the Board of your Company have submitted requisite declarations confirming that they continue to meet the criteria of independence as prescribed

under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 and also they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and Listing Regulations.

The Board of Your Company 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 institute within a period of two years 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 restoration of their name in the data bank.

25. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Board has formulated a familiarization programme for Independent Directors which is available on the Company's website may be accessed by clicking on below web link: <https://www.barakcement.com/Indexed10.html>

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 senior management personnel of the Company, on a structured basis, interact with directors to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes.

26. MEETINGS OF THE BOARD

During the Financial Year 2021-22, 7 (seven) Board Meetings, 5 (Five) 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 this Report.

Further, we affirm that the intervening gap between the Meetings was within the period prescribed under the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 26.06.2020 and the Companies Act, 2013 and in Regulation 17(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

27. MEETINGS OF INDEPENDENT DIRECTORS

During the year under review, a meeting of Independent Directors was held on Thursday, the 24th Day of March, 2022 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.

28. 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, 2022 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.

29. AUDITORS & AUDITORS' REPORT

29.1 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. Further his tenure will last till the conclusion of 23rd Annual General Meeting of the company.

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 2021-22 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.

29.2 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 2021-22 in the Board Meeting held on August 13, 2021.

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 2022-23. 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 2022-23 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 2020-21 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.

29.3 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 re-appointed M/s. Shailendra Roy & Associates, Company Secretaries as Secretarial Auditor of the Company for the financial year 2021-22. 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, Valley Strong Cements (Assam) Limited, material wholly owned Subsidiary of the Company is liable to undertake secretarial audit and report submitted by secretarial auditor is annexed herewith and marked as "Annexure 2A". The report is self-explanatory and therefore do not call for any further comments.

Further, M/s. Shailendra Roy & Associates, Company Secretaries being eligible to be re-appointed as Secretarial Auditors of the company and expressed his willingness to be re-appointed for the financial year 2022-23. 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 2022-23.

30. 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.

31. 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 available on the website of the Company at https://www.barakcement.com/indexe8ae.html?option=com_content&view=article&id=70&Itemid=132

32. 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 3”.

33. 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 4”.

34. 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.

35. CORPORATE GOVERNANCE

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 2021-22 as required under SEBI(Listing Obligations and Disclosure Requirement) Regulations, 2015 of the Company is attached herewith and marked as “Annexure-5” 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.

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

During the Financial Year 2021-22, 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.

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

During the Financial Year 2021-22, 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.

38. CHANGE IN NATURE OF BUSINESS, IF ANY

During the Financial Year 2021-22, there has not been any change in the nature of business of the Company.

39. 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.

40. 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.

41. 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.

42. 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 hard work 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 & Director)

DIN : 00612581

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

Santosh Kumar Bajaj
(Director)

DIN: 00045759

Add: Bajaj Engineering Co
Compound

F A Road, Kumarpara
Guwahati, Assam- 781009

Place: New Delhi

Date: 12.08.2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OVERVIEW

Growth slows as economies grapple with supply disruptions, higher inflation, record debt and persistent uncertainty.

Global growth is expected to moderate from 5.9 percent in 2021 to 4.4 percent in 2022—half a percentage point lower for 2022 than previously forecast the IMF announced in the update to the World Economic Outlook report Tuesday (January 25) in Washington, DC.

“So, we are downgrading growth for this year to 4.4 percent, mainly driven by downgrades for the US and China. Growth for 2023 is projected to be 3.8 percent. For many advanced economies and emerging and developing economies, we are upgrading our inflation forecasts for this year,” said Gita Gopinath, IMF’s Chief Economist.

The continuing global recovery faces multiple challenges as the pandemic enters its third year. The rapid spread of the omicron variant has led to renewed travel restrictions in many countries and increased labor shortages. Supply disruptions still weigh on activity and are contributing to higher inflation, adding to pressures from strong demand and elevated food and energy prices.

Moreover, record debt and rising inflation constrain the ability of many countries to address renewed disruptions. Some challenges, however, could be shorter lived than others.

“The global economy remains in the grip of the pandemic. New virus variants could further disrupt the recovery. We’re seeing inflation come up strongly in many countries. If, for instance, that leads to much more tighter monetary policy in the US than that’s been expected, then that could tighten global financial conditions. In China, if there are more lockdowns because of the zero COVID strategy, then that could lead to more global supply chain disruptions. So, these are some of the risks that we are concerned about,” added Gopinath.

Gopinath emphasized that as of now, only 4 percent of the population of low-income countries are fully vaccinated versus 70 percent in high-income countries. In addition to ensuring predictable supply of vaccines for low-income developing countries, assistance should be provided to boost absorptive capacity and improve health infrastructure.

“First and foremost, we need to end the grip of this pandemic. That requires much stronger global cooperation and action to make sure that there is widespread vaccination, testing, and access to therapeutics, including the new antiviral drugs that are on the market and it should be made available equitably around the world. Secondly, for individual countries, their national policies should be tailored to country specific circumstances, depending upon the pace of their recovery, inflation dynamics, and the amount of fiscal and monetary policy space they have,” said Gopinath.

(Source: IMF-World Economic Outlook January 2022)

Regional Growth% over the year

Regional Growth %	2021	2020
World Output	5.80	(3.27)
Advanced Economies	(6.5)	(4.9)
Developing and Emerging	3.1	(2.4)

INDIAN ECONOMY

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

- India’s nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22.
- India is the third-largest unicorn base in the world with over 100 unicorns with a total valuation of US\$ 332.7 billion.
- India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030s, for productivity and economic growth according to McKinsey Global Institute. The net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.
- According to data from the Department of Economic Affairs, as of January 28, 2022, foreign exchange reserves in India reached the US\$ 634.287 billion mark.

Y-o-Y Growth of Indian Economy

	2019	2020	2021	2022
Real GDP growth (%)	6.1	4.2	(7.3)	8.4

Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution Mr. Piyush Goyal, on January 21, 2022 said that Indian industry to raise 75 unicorns in the 75 weeks leading up to the country’s 75th anniversary next year.

Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal said that India will achieve exports worth US\$ 1 trillion by 2030.

India’s electronic exports are expected to reach US\$ 300 billion by 2025-26. This will be nearly 40 times the FY2021-22 exports (till December 2021) of US\$ 67 billion.

As per the data published in a Department of Economic Affairs report, in the first quarter of FY22, India’s output recorded a 20.1% YoY growth, recovering >90% of the pre-pandemic output in the first quarter of FY20. India’s real gross value added (GVA) also recorded an 18.8% YoY increase in the first quarter of FY22, posting a recovery of >92% of its corresponding pre-pandemic level (in the first quarter of FY20). Also, in FY21, India recorded a current account surplus of 0.9% of the GDP. The growth in the economic recovery is due to the government’s continued efforts to accelerate vaccination coverage among citizens. This also provided an optimistic outlook to further revive industrial activities.

As per RBI’s revised estimates for July 2021, the real GDP growth of the country is estimated at 21.4% for the first quarter of FY22. The increase in the tax collection, along with the government’s budget support to states, strengthened the overall growth of the Indian economy.



India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030. In line with this, in May 2021, India, along with the UK, jointly launched a ‘Roadmap 2030’ to collaborate and combat climate change by 2030.

India is expected to be the third-largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to a shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass the USA to become the second-largest economy in terms of purchasing power parity (PPP) by 2040, as per a report by Price water house Coopers.

(Source: India Brand Equity Foundation)

INDIAN CEMENT INDUSTRY OVERVIEW

India is the second largest cement producer in the world and accounted for over 7% of the global installed capacity. India’s overall cement production capacity was nearly 545 million tonnes (MT) in FY22. Of the total capacity, 98% lies with the private sector and the rest with public sector. The top 20 companies account for around 70% of the total cement production in India. As India has a high quantity and quality of limestone deposits through-out the country, the cement industry promises huge potential for growth.

The demand of cement industry is expected to reach 419.92 MT per annum (MTPA) by FY 27 because of the expanding demand of different sectors, i.e., housing, commercial construction, and industrial construction.

India’s overall cement production accounted for 294.4 million tonnes (MT) in FY21 and 329 million tonnes (MT) in FY20.

India’s cement production in February 2021 increased by 7.8% compared to February 2020. India’s overall cement production accounted for 262 million tonnes (MT) in FY21 (Till February 2021). The cement production is expected to increase by 10% to 12% and the utilization is expected around 65% in FY22.

As per ICRA, in FY22, the cement production in India is expected to increase by ~12% YoY, driven by rural housing demand and government's strong focus on infrastructure development. As per Crisil Ratings, the Indian cement industry is likely to add ~80 million tonnes (MT) capacity by FY24, the highest since the last 10 years, driven by increasing spending on housing and infrastructure activities.

Higher allocation for infrastructure—US\$ 26.75 billion in roads and US\$ 18.84 billion in railways in union budget of FY23, is likely to boost demand for cement. Several government schemes such as MGNREGA, PM Garib Kalyan Rozgar Abhiyan and state-level schemes such as Matir Srisht (West Bengal) and public work schemes (Jharkhand) have aided demand.

In October 2021, Prime Minister, Mr. Narendra Modi, launched the 'PM Gati Shakti - National Master Plan (NMP)' for multimodal connectivity. Gati Shakti will bring synergy to create a world-class, seamless multimodal transport network in India. This will boost the demand for cement in the future.

According to CLSA (institutional brokerage and investment group), the Indian cement sector is witnessing improved demand. Key players reported by the company are ACC, Dalmia and Ultratech Cement. In the second quarter of FY21, Indian cement companies reported a sharp rebound in earnings and demand for the industry increased, driven by rural recovery. With the rural markets normalising, the demand outlook remained strong. For FY21, CLSA expects a 14% YoY increase in EBITDA in the cement market for its coverage stocks.

Growth in Infrastructure and real estate sector, post-COVID-19 pandemic, is likely to augment the demand for cement in 2021. The industry is likely to add an ~8 MTPA capacity in cement production. In the third quarter of FY21, Indian cement companies reported a healthy growth in earnings and demand for the industry increased on the back of resuming construction activities post COVID-19 lockdown imposed by the government.

A total of 210 large cement plants account for a combined installed capacity of 410 MT in the country, whereas 350 mini cement plants make up for the rest. Of the total 210 large cement plants in India, 77 are in the states of Andhra Pradesh, Rajasthan, and Tamil Nadu. Sale of cement in India stood at Rs 63,771 crore (US\$ 9.05 billion) in FY20. To enhance the source of capital for infrastructure financing, Credit Guarantee Enhancement Corporation, for which regulations have been notified by the RBI, will be set up in FY20.

In July 2021, the government established a council of 25 members (comprising UltraTech Cement MD Mr. K C Jhanwar, Dalmia Bharat Group CMD Mr. Puneet Dalmia) for the cement industry to reduce waste, achieve maximum production, enhance quality, reduce costs and encourage standardisation of products.

According to the data released by Department for Promotion of Industry and Internal Trade (DPIIT), cement and gypsum products attracted Foreign Direct Investment (FDI) worth US\$ 5.24 billion between April 2000-September 2021.

As per DGCIS, India's export of portland cement, aluminous cement, slag cement, supersulphate cement and similar hydraulic cements stood at US\$ 118.15 million in FY21. India exported cement to countries such as Sri Lanka, Nepal, the US, the UAE and Bangladesh.

The Government of India is strongly focused on infrastructure development to boost economic growth and is aiming for 100 smart cities. The Government also intends to expand the capacity of railways and the facilities for handling and storage to ease the transportation of cement and reduce transportation cost. These measures would lead to an increased construction activity, thereby boosting cement demand. The Union Budget allocated Rs. 13,750 crore (US\$ 1.88 billion) and Rs. 12,294 crore (US\$ 1.68 billion) for Urban Rejuvenation Mission: AMRUT and Smart Cities Mission and Swachh Bharat Mission, respectively and as per the Union Budget FY23 Rs. 48,000 crore (US\$ 6.44 billion) has been allotted under Pradhan Mantri Awas Yojana.

Opportunities and Threats, Risks and Concerns

It is customarily maintained that the case for development of the cement industry in India is strong and unassailable. Let us do some number crunching to establish the significance of this industry in India: [1] The second largest cement industry in the world, in terms of production, with over 8 per cent (502 million tonnes per annum in 2018) of the global installed capacity and generating employment for over 1 million people. 99 per cent use dry manufacturing process and 545 million tonnes installed capacity. 20000 downstream created with each million tonne of cement manufacturing capacity.

Despite these macro-economic numbers, it is disconcerting that the demand-supply situation is highly skewed with the demand for cement far outpacing the supply of cement by a fair clip. This is starkly reflected in the fact that as against the global per capita cement consumption of 500 kg, the Indian per capita cement consumption continues to languish at less than 200 kg. Hence, while the potential for cement consumption is humungous, recent events and developments cause concern.

With the second wave of COVID-19 rapidly spreading all over the country, the manufacturing sector has been facing exacerbated pressure with the more virulent second wave. Accordingly, the manufacturing sector has been under pressure to sustain itself. This report briefly deals with the cement industry, which was relatively stable under the first wave but due to the havoc played by the second wave of Covid-19, the industry is in for difficult times.

Cement industry is an important industry in India because millions depend on it for their sustenance and livelihoods. Since cement is a freight-intensive industry, the industry is spread broadly into five regions viz., east, west, north, south and the central region, in line with the objective of balanced regional development and meet local needs. South India accounts for a larger share at 35 per cent with regional distribution being 20 per cent for North, 18 per cent for East, 14 per cent for West and 13 per cent for Central

A Working Group on Cement Industry for the Twelfth Five Year Plan constituted by the Planning commission vide Notification No. I & M – 3 (7) / 2011 dated 29th April 2011 (report submitted by December 2011), under the Chairmanship of the Secretary, Department of Industrial Policy and Promotion, held that in view of the demand and installed capacity growth projections, the additional installed capacity requirement during the next 15 years (up to 2027) would be approx. 1035 million tonne.

(Source: [Cement-Industry-June01-2021.pdf \(infomerics.com\)](#))

Risk Management

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. The Audit Committee of Board, keeps an eye on execution of the risk management plan of the Company and advises the management on strengthening mitigating measures wherever required. The actual identification, assessment and mitigation of risks are however done by key executives of the Company in a systematic manner through regular meetings and dialogue and engagement/ consultation with relevant stakeholders. The risks are prioritized according to significance and likelihood. Risks having high likelihood and high significance are classified as ‘key risk’.

The ‘Key Risks’ identified by the Company and their mitigation are as under:

- *Economic Environment and Market Demand Risk:* Maintaining market position in a highly volatile, uncertain, complex and ambiguous environment, especially given the demand contraction caused by COVID-19 pandemic.
Mitigation: The positive macro-economic environment, government support and our own capex plans will help us address India’s growing cement demand.
- *Resource Availability and Price Risk:* The rise in input costs increased the overall cost of production and it’s necessary to secure key inputs to remain cost-competitive and ensure sustainable supply.
Mitigation: Exploring new contracts to secure competitive supply sources, wherever possible and investing in Infrastructure to ensure seamless availability of resources.
- *Legal and Compliance Risk:* The country’s regulatory framework is ever-evolving and the risk of non-compliance and penalties can lead to reputational and financial consequences, while compliance too comes at the cost for innovation, alternatives, transformation and upgradation, among others.
Mitigation: A comprehensive risk based compliance programme, involving inclusive training and adherence to the Code of Conduct, is thus institutionalized by your Company.
- *Climate and Sustainability Risk:* Environment protection is of paramount importance, considering the energy-intensity of the sector.
Mitigation: Various initiatives are being undertaken to arrest the adverse impact caused by our production activities, such as installation of bag filters to reduce dust pollution, extensive plantation and creation of green belts to de-risk and protect the environment.
- *Financial Risk:*
 - i) *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.
 - ii) *Discount Rate Risk:* Reduction in discount rate in subsequent valuations can increase the plan’s liability.

- iii) *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.
- iv) *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. Any variation in salary increase rate assumption in future valuations will also increase the liability.

Mitigation: The company’s objective when managing capital are to:

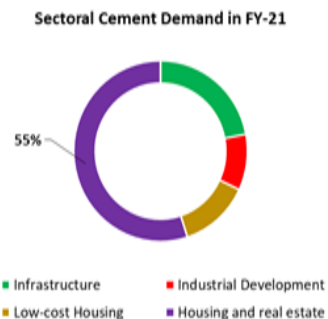
- Safeguard their ability to continue as a going concern of the company, so that they can provide returns for shareholders and benefits for other stakeholders
- Maintain an optimal capital structure to reduce the cost of capital.

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.

I. OUTLOOK

The India Cement business, which accounts for about 7% of the global installed capacity, is the world’s second-largest cement industry, second only to China. It is also the fourth-largest revenue contributor to the exchequer and the second-largest revenue contributor to the Indian Railways, contributing nearly US \$7.14 billion (INR 50,000 crore) per annum to the government via taxes and levies, and about US \$1.29 billion (INR 9,000 crore) per annum to the Indian Railways through freight.

Indian’s infrastructure and construction sectors have a lot of room for growth, and the cement industry is likely to profit greatly from it. Some recent initiatives, such as the development of 98 smart cities, are expected to provide the sector with a significant boost. Several foreign players, including Lafarge-Holcim, Heidelberg Cement, and Vicat, have recently invested in the country thanks to favorable government policies. The ready availability of raw resources for creating cement, such as limestone and coal, is a crucial aspect that promotes the growth of the India Cement industry.



II. FINANCIAL PERFORMANCE

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

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Net Sales	17272.83	13281.96
Profit/(Loss) after Tax	(427.30)	317.86
Net Worth	8760.39	9193.39
Borrowings(Long Term)	4484.07	6359.08
Earning Per Share	(1.93)	1.43
Production(MT)	249736.00	2,13,102
Dispatches(MT)	250553.70	2,11,769

During the year under report, your Company has suffered loss of Rs. (427.30) Lacs in comparison to net profit of Rs. 317.86 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. 17272.83 Lacs in comparison of previous year Rs. 13281.96. Your

Company had also incurred Rs. 126.32 Lacs in the year 2021-22 as compared to Rs. 216.06 Lacs in the year 2020-21 on the Advertisement, Publicity & Sales Promotion expenses.

COSTS

(a) Raw Material

(i) Lime Stone :

During the year, the Company has consumed of 213817.39 MT of Limestone as compared to 199392 MT of Limestone during last year. The Company had incurred Rs.1111.60 per MT an average acquisition cost of Limestone as compared to Rs. 911.40 per MT in last year.

(ii) Fly Ash:

During the year, the Company has consumed 43975.26 MT of Fly ash against 30088 MT during last year. The average acquisition cost per MT of Fly ash has been Rs. 2174.72 per MT in current year as compared to Rs. 2093.52 per MT in the last year. The total cost of fly ash consumed in the year 2021-22 is Rs. 956.33 as compared to 2020-21 was Rs. 629.90 Lacs.

(iii) Gypsum:

Gypsum consumption of the Company in the year 2021-22 was 50.62 Lacs.

(b) Salaries, Wages and Labor Cost

In current year 2021-22, the Company has incurred Rs. 1507.41 Lacs on salaries, wages and labour cost as against Rs. 1350.08 Lacs in 2020-21.

(c) Transportation Cost

The Company has dispatched 250553.70 MT of cement in the Year 2021-22 as compared to 211769 MT of cement in the previous financial year. Due to this, the overall transportation cost had decreased to Rs. 1171.45 Lacs as compared to Rs. 938.91 Lacs in the last year.

(d) Financial Costs

During the year the Company had incurred Rs.924.05 Lacs in Interest & Financial Costs as compared to Rs. 805.47 Lacs in the previous year 2020-21.

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):

The Company has discussed the performance of following segments:

Name of Segment	2021-22		2020-21	
	Segment Revenue (Rs. In Lakhs)	Segment Profit/Loss (Rs.in Lacs)	Segment Revenue (Rs. In Lakhs)	Segment Profit/Loss (Rs.in Lacs)
Cement	17272.83	1563.68	13281.96	1907.57
Unallocated/Others	297.52	59.98	1407.94	(435.74)
Total	17570.35	1623.65	14689.90	1471.83

During the year, the revenue 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, 2022 on consolidated basis stood at 276 (Previous Year 292)

VII. STATEMENT OF KEY FINANCIAL RATIOS

Particulars	March 31, 2022	March 31, 2021	% change in Financial Ratios
Debtor Turnover Ratio	12.93	9.60	34.71
Inventory Turnover Ratio	9.72	9.58	1.43
Interest Coverage Ratio	1.72	1.58	8.72
Current Ratio	1.08	1.00	8.00
Debt Equity Ratio	0.93	1.06	(12.47)
Operating Profit Margin (%)	9.21%	9.61%	(4.09)%
Net Profit Margin (%)	(2.44)%	2.37%	(203.13)%
Return on Net Worth (%)	(4.76)%	3.52%	(235.26)%

The reasons for significant changes (i.e. change of 25% or More) in above key financial ratios are as follows:

- **Debtor Turnover Ratio**

High Variance is due to efficiency and better control over collection from customers during the year.

- **Net Profit Margin (%)**

Exception losses due to sale of subsidiary companies resulting in negative profit margins during the year.

- **Return on Net Worth (%)**

Net losses due to exceptional losses is the reason for negative return on equity.

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 & Director)
DIN : 00612581
Add: 48/72, West Punjabi Bagh
Delhi-110026

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

Place: New Delhi
Date: 12.08.2022

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration 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, 2022. 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, 2022 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 2022 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, 1992;
 - 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

Place: New Delhi
Date: 07.05.2022
UDIN- A025823D000285313

ANNEXURE - 1

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

Place: New Delhi

Date: 07.05.2022

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration 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, 2022**. 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, 2022 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 2022 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

Place: New Delhi
Date: 18.05.2022
UDIN- A025823D000341699

ANNEXURE - 1

To,
The Members,

VALLEY STRONG CEMENTS (ASSAM) LIMITED

CIN: U26940AS2009PLC009197

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

Place: New Delhi
Date: 18.05.2022
UDIN- A025823D000341699

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) Kiln Girth Gear, Pinion and Girth Gear Shell changed to save the Power Consumption and to run the kiln at higher output. The kiln which was taking 250 ampere which is now taking 150 ampere thus saving of 40 KW/Hr.
- 2) Preheater Fan has relocated with suitable Exhaust and Robust Foundation. This could run at higher speed and producing Clinker upto 670 MT/Day in place of 600 MT/Day saving in Power.
- 3) A separated Coal Firing System made for Secondary Firing in Kiln to eliminate Coal fluctuation. Thus producing consistent quality of Clinker with higher strength.
- 4) Capacitor Bank installed at various places as such Power Factor is maintained to 0.98 on and average. With this Company is getting 3% rebate from ASEB Power Consumption.

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

- (i) 9037 MT of Saw Dust used with Coal to reduce the cost of Coal.
- (ii) 6967.34 MT of Tyre Dust used with Coal to reduce the cost of Coal.
- (iii) Separate orientation of Cyclone & Duct installed to use Kiln Waste Hot Air to dry the surface moisture of Coal. .

c) The Capital Investment on Energy Conservation Equipments provided in the sub-point (a) of the above- is Rs. 60 Lacs.

B) TECHNOLOGY ABSORPTION-

The efforts made towards technology absorption-

Researches and Development (R&D) –

At all important equipment scanner auto tripping, vibration scanner installed to save the equipment.

This has resulted in saving of break down and losses in production.

- (i) **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.**
- (ii) **The expenditure incurred on Research and Development is – NIL.**

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, 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 2021-22 (Rs. in Lakhs)	Percentage increase in Remuneration	Ratio to median remuneration
1	Mr. Kamakhya Chamaria	Vice Chairman & Managing Director	48.00	NIL	26.68:1
2	Mr. Santosh Kumar Bajaj	Director	-	N.A.	-
3	Mr. Mahendra Kumar Agarwal	Director	-	N.A.	-
4	Mr. Dhanpat Ram Agarwal	Director	-	N.A.	-
5	Mrs. Renu Kejriwal	Director	-	N.A.	-
6	Mr. Shyam Agarwal	Director	-	N.A.	-
7	Mr. Puran Chand	Director	-	N.A.	-
8	Mr. Gaurav Tulshyan	Director	-	N.A.	-
8	Mr. Mukesh Kumar Shovasaria	Chief Executive Officer	26.99	5.18	15.00:1
9	Mr. Rajesh Aggarwal	Chief Financial Officer	21.84	15.01	12.14:1
10	Ms. Deepa*	Company Secretary*	2.54	34.04	1.41:1
11	Mrs. Rachna Gambhir**	Company Secretary**	2.26	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 01.04.2021 till 31.03.2022 were considered.

* Appointed as Company Secretary & Compliance Officer w.e.f. 12.11.2020 and Resigned w.e.f. 20.11.2021.

** Appointed as Company Secretary & Compliance Officer w.e.f. 23.12.2021.

- 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. 1,79,886/-.
- iv) Percentage Increase in the Median Remuneration of Employees in the Financial Year 2021-22 is 9.36%.
- v) Number of Permanent Employees on the roll of the Company during the Financial Year 2021-22 were 276.
- 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 2021-22 was 2.13% while the average percentile increase in the managerial Remuneration was 15.01%.

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) Rules, 2014:

DETAILS OF TOP 10 EMPLOYEES

Sl. No.	Name of Employee	Designation	Remuneration Received (Rs. In Lakhs)	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 Shivasaria	CEO	27.35	Permanent	B. Sc.	01.04.2001	52 years	Hasai Forest Product, Arunachal Pradesh	0.015	NO
2	Mr. Sheo Kailash Pati Dalmia	Sr. Vice President- Works	27.35	Permanent	Diploma in Mechanical	06.12.2003	78 years	Kalyanpur Cements Limited Banjari, Bihar	0.0009	NO
3.	Mr. Rajesh Aggarwal	CFO	21.84	Permanent	Chartered Accountant	18.04.2005	49 years	--	0.0038	NO
4	Mr. Arindom Dutta Purkayastha	DGM- Purchase	20.18	Permanent	M.A., MBA	10.08.2002	50 years	North Eastern Institute of Bank Management	Nil	NO
5	Mr. Bibhash Kanti Das	DGM- Accounts	12.42	Permanent	M.C.A.	01.08.2004	57 years	--	Nil	NO
6.	Mr. Surajit Dutta	Sr. Manager- Accounts	10.88	Permanent	MBA	06.03.2021	48 Years	Edward Food Research & Analysis Centre Ltd. Kolkata	Nil	NO
7	Mr. Lal Behari Sinha	Sr. Manager- Electrical & Instrument	8.6	Permanent	ITI	01.04.2001	53 years	Vinay Cements Ltd. Umrungshu, Assam	Nil	NO
8	Mr. Nomal Payeng	Manager - Accounts	7.92	Permanent	B.A	01.01.2006	51 years	--	Nil	NO
9	Mr. Premeshwar Timung	Assistant Manager Maintenance	7.92	Permanent	9th Pass	23.04.2001	55 years	Vinay Cements Ltd. Umrungshu, Assam	Nil	NO
10.	Mr. Muzibur Hussain	Manager Logistic	6.96	Permanent	M.A	01.12.2005	47 Years	--	Nil	NO

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

Your Company Barak Valley Cements Limited is always committed to the adoption of best governance practices and their adherence in true spirit. The Company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, accountability, sustainability, ethical behaviour and safety in all spheres of its operations.

Your Company subscribes to equitable treatment of all its stakeholders, which has helped in maintaining their trust and appreciation. The Board provides strategic guidance to your Company in all areas of its operations, while focusing on optimum utilisation of resources; governance and sustainability. All of this is done keeping in mind the interest of all stakeholders and the philosophy enshrined in your Company's Vision-Mission statement.g nv dbzczv

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, 2022**, Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors. The Board consist of 8 (Eight) directors out of which 4 (Four) are independent (including one Women director) and 4 (Four) 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 during the financial year 2021-22. 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.	Dr. 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
8.	*Mr. Gaurav Tulshyan	Non-Executive-Non Independent Director	Nil	Director

***Mr. Gaurav Tulshyan become member of the Board of the Company on 28.01.2022 and ceased to be the member of the Board on 07.04.2022.**

Notes:

- 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.
- The Shareholders of the Company approved the 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 29th September, 2021.

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, 2022 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 2021-22		Whether Attended the last AGM held on September 29, 2021	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	7	7	Yes	1	Nil	Nil
2	Mr. Mahendra Kumar Agarwal	7	4	Yes	7	1	1
3	Mr. Santosh Kumar Bajaj	7	3	No	1	Nil	Nil
4	Mr. Gaurav Tulshyan	1	1	No	Nil	Nil	Nil
5	Dr. Dhanpat Ram Agarwal	7	1	No	4	1	2
6	Mrs. Renu Kejriwal	7	6	Yes	Nil	Nil	Nil
7	Mr. Shyam Agarwal	7	7	Yes	Nil	Nil	Nil
8	Mr. Puran Chand	7	6	Yes	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.

Other Listed Companies where Directors of the Company are Directors and their category of Directorship (as on 31 March 2022):

S. No.	Name of the Director	Name of Listed Company	Category of Directorship
1	Dr. Dhanpat Ram Agarwal	TCL 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, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Board procedures and Governance, Administration, General Management, etc.
Mr. Mahendra Kumar Agarwal	Industry, Leadership, 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.
Dr. 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, Taxation, Risk, Board procedures and Governance. etc.
Mr. Puran Chand	Accounts & Finance, Taxation, Risk, Board procedures, Governance and Industrial Policies. etc.
Mr. Gaurav Tulshyan	Accounts & Finance and related laws.

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.

• **Number and Dates of Board Meetings held during the financial year ended March 31, 2022**

During the Financial Year 2021-22, our Board has met 7 (Seven) times and the Meetings of our Board of Directors were held on **07th day of April, 2021, 29th day of June, 2021, 13th day of August, 2021, 12th day of November, 2021, 23rd day of December, 2021, 28th day of January, 2022 and 14th day of February, 2022** to transact various businesses. The maximum gap between any two consecutive meetings was in compliance with all the provisions 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 shares in the Company.

Name	Category	No. of Equity Share
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
Mrs. Renu Kejriwal	Independent, Non-Executive Director	150

As on March 31, 2022, 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 March 24, 2022** 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, 2022 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:

<https://www.barakcement.com/PDF/Company%20Policies/Details%20of%20Familiarization%20Programme.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 and 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 2021-22, the Audit Committee met 5 (five) times on 07th day of April, 2021 , 29th day of June, 2021 ,13th day of August, 2021,12th of November, 2021 and 14th of February, 2022 **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	Entitled to Attend	Meeting Attended
1	Mrs. Renu Kejriwal	Chairman	5	5
2	Mr. Kamakhya Chamarla	Member	5	5
3	Mr. Shyam Agarwal	Member	5	5

Notes:

- a) The Company Secretary of the Company acts as the Secretary of the Committee.
- b) The representative of Statutory Auditor and Internal Auditor of your Company has in person attended the Audit Committee meetings.
- c) The Chairman of the Audit Committee was present in Annual General Meeting to answer the queries of the Shareholders.
- d) 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.
- e) 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 is as follows:

The role of the Audit Committee shall include the following:

1. 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) 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
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions
 - g) modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. 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;
7. Reviewing and monitoring the auditor's independence, performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of your company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. 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 Rs. 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.

22. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

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 deviation(s) 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 2021-22, Nomination and Remuneration Committee met 3 (three) times. The meetings were held on 13th day of August, 2021, 23rd day of December, 2021 and 28th day of January, 2022.

The composition of the Nomination and Remuneration 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	Mrs. Renu Kejriwal	Chairman	3	3
2	Dr. Dhanpat Ram Agarwal	Member	3	1
3	Mr. Mahendra Kumar Agarwal	Member	3	2

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**

- a) 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;
- b) 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.
- c) The Nomination and Remuneration Committee is responsible for Formulation of criteria for evaluation of Independent Directors and the Board.
- d) The Nomination and Remuneration Committee shall devise a policy on Board diversity.
- e) The Nomination and Remuneration Committee shall recommend/review remuneration of the Senior Management based on their performance and defined assessment criteria.
- f) 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:

- a) 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;
- b) relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
- c) 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 2021-22.

S. No	Name of Director	Managerial Remuneration (In Rs. p.a.)	Sitting Fees (In Rs. p.a.)	No. of Shares as on 31.03.2022
1.	Mr. Kamakhya Chamaria*	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. Puran Chand	Nil	Nil	Nil
8.	Mr. Gaurav Tulshyan	Nil	Nil	Nil

Notes:

- a) The Managerial Remuneration has been paid in accordance with Companies Act, 2013 and as per their respective agreements with the Company.
- b) 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.
- c) Company has not issued any convertible instruments during the year 2021-22.
- d) For more details about components of remuneration, please refer to the extract of the annual return in Form MGT-9 available on website of company at www.barakcement.com.

• **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 Non-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 Monday, 03rd day of January, 2022 for the Financial Year 2021-22.

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 Chamaria	Member	1	1
3.	Dr. Dhanpat Ram Agarwal	Member	1	1

Ms. Deepa, Company Secretary & Compliance officer of the Company acts as the Secretary to the Committee till 20.11.2021.

Mrs. Rachna Gambhir, Company Secretary & Compliance officer of the Company acting as the Secretary to the Committee from 23.12.2021 to till date.

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 2021-22:

Period	Complaints Received	Complaints Resolved	Pending Complaints
01.04.2021 - 31.03.2022	Nil	Nil	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;

- vii. 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;
- viii. 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. The Share Transfer committee has been reconstituted on dated 14.02.2022.

• **Meetings**

No meeting of the Share Transfer Committee was held during the Financial Year ending 31st March, 2022.

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	Ms. Deepa*	Member	0/0
3	Mrs. Rachna Gambhir**	Member	0/0

* Appointed w.e.f. November 12, 2020 and Resigned w.e.f November 20, 2021

** Appointed w.e.f December 23, 2021

E. GENERAL PURPOSE COMMITTEE

The Board had constituted a General Purpose Committee on 30th January, 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 2 are Non-Executive Directors and 1 is Executive Director.

• **Meetings**

During the Financial Year 2021-22 the General Purpose Committee met 10 (Ten) times on 23rd day of June, 2021, 13th day of August, 2021, 1st day of October, 2021, 18th day of October, 2021, 15th day of November, 2021, 31st day of December, 2021, 31st day of January, 2022, 15th day of February, 2022 14th day of March, 2022 and 21st day of March, 2022.

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	Entitled to attend	Meeting Attended
1	Mr. Kamakhya Chamaria	Chairman	10	10
2	Mr. Mahendra Kumar Agarwal	Member	10	8
3	Mr. Santosh Kumar Bajaj	Member	10	8
4	*Mr. Gaurav Tulshyan	Member	3	2

*Mr. **Gaurav Tulshyan** become member of the committee as on 14.02.2022 and ceased to be the member of the committee on 07.04.2022.

III. SUBSIDIARIES

Your Company has 4 (Four) wholly owned subsidiaries namely:

Sl. 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-793002	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	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.

NOTE:- By way of the share purchase agreement, your company has disinvested equity investment in its 3 (Three) wholly owned subsidiaries companies on 31.12.2021 namely:-

- v **Singlacherra Tea Company Private Limited**
- v **Chargola Tea Company Private Limited**
- v **Goombira Tea Company Limited**

∅ 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. <https://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:

Sl. No.	Year	Date of AGM	Day & Time	Venue	Details of Special Resolution, if any
1.	2020-21	29.09.2021	Wednesday, 02:00 P.M.	Debendra Nagar, Jhoombasti, PO Badarpurghat, Badarpur, Assam-788803	No Special resolution has been passed.
2.	2019-20	30.12.2020	Wednesday, 01.00 P.M.	Debendra Nagar, Jhoombasti, PO Badarpurghat, Badarpur, Assam-788803	Provided below*
3.	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**

****Details of Special Resolution:***

Item No. 4:- 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.

Item No. 5:- Approval of Disinvestment in Goombira Tea Company Limited, Wholly Owned Material Subsidiary.

*****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.

- ***Extra-ordinary General Meeting***

No Extra-Ordinary General Meeting was held during the Financial Year 2021-22.

- ***Postal Ballot***

During the Financial Year 2021-22, 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**

Your Company has received notice from National Stock Exchange (NSE) for non-compliance of Regulation 13(3) of the SEBI (LODR) Regulations, 2015 for the quarter ended 31.12.2021. The company has duly complied to all the directions as mentioned in the notice within time.

Based on Company's submission, for Regulation 13(3) of the SEBI (LODR) Regulations, 2015 for the quarter ended 31.12.2021, Notice issued by NSE was withdrawn by the said Stock Exchange. Hence, no strictures/penalties have been imposed by the said stock exchange.

Further there are no instances of non-compliances on any other matter related to capital markets during the year under review and hence no strictures/penalties have been imposed 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.

<https://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 2021-22 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 on 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, 2022.

- **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).

Detail of the fees paid by subsidiaries is as follows:

Name of the Subsidiary	Name of the Audit Firm	Amount of Fees Paid (In Rs.)
1. Cement International Limited	GTK & Co.	50,000
2. Badarpur Energy Pvt Ltd.	GTK & Co.	50,000
3. Meghalaya Minerals & Mines Ltd.	GTK & Co.	75,000
4. Valley Strong Cements (Assam) Ltd.	Balwan Jain & Co.	5,500

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 has 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.

- c) **Modified Opinion in Audit Report:** The Company's financial statement for the year ended 31st March, 2022 does not contain any modified audit opinion.
- d) **Separate Post of Chairperson and the Managing Director or the Chief executive Officer:** The company's chairperson is a non-executive director and he is not related to the Managing Director or the Chief executive Officer as per the definition of the term relative defined under the companies Act, 2013.
- e) **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 2021-22, CARE Ratings Limited has revised the rating from CARE B; Stable (Single B; Outlook: Stable) to CARE BB (-); Stable (Double B Minus; Outlook: Stable) for the Long Term Bank Facilities of Rs. 41,00,00,000/- (Rupees Forty One Crore Only) of which Working Capital of Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) is from IDBI Bank and Term Loan of Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) is from Nedfi.

IX. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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 SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, are published in prominent English and Regional language newspapers usually in English Language Newspaper ('Financial Express') and Regional Newspaper ('Baturi Kakot'). 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) which is now (NSE Digital Exchange Platform) 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.

X. GENERAL SHAREHOLDER INFORMATION

i Annual General Meeting

Date: Wednesday, 29th September, 2021

Time: 02:00 P.M.

Venue: Debendranagar, Jhoombasti, P.O. Badarpurghat, Badarpurghat, Karimganj, Assam-788803

ii Financial Year

From: 1st April, 2021

To: 31st March, 2022

iii Book Closure Date

From: 23rd September, 2021

To: 29th September, 2021

(Both days inclusive)

iv Dividend Payment Date

No Dividend is proposed for the Financial Year 2021-22.

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 2022-23 had been paid by the Company to BSE and NSE on which the securities of the Company are listed.

vii Payment of Depository Fees:

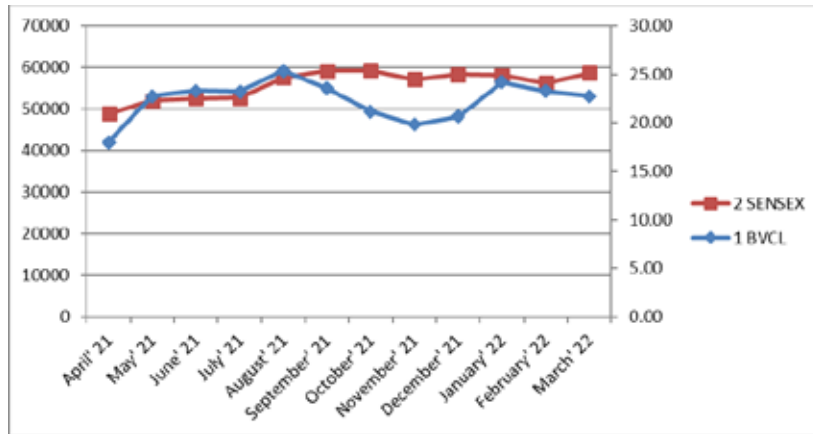
Annual Custody/Issuer fee for the financial year 2022-23 has been paid by the Company to CDSL & NSDL.

viii Market Price Data: High, Low (based on the closing prices) and volume of shares traded at BSE and NSE, for the Financial Year 2021-22 are as follows:

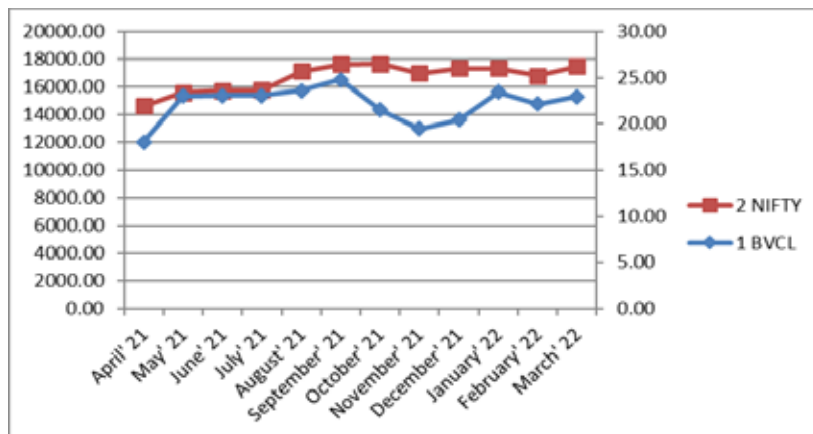
Month	Bombay Stock Exchange Limited			National Stock Exchange of India Limited		
	High(Rs)	Low(Rs)	Volume	High(Rs)	Low(Rs)	Volume
April'21	19.20	16.00	38,411	18.85	15.75	70,833
May'21	25.75	17.80	71,986	25.70	17.30	2,64,308
June'21	25.45	21.30	94,905	25.70	20.80	2,48,193
July'21	25.00	21.20	78,794	25.25	21.10	2,16,181
Aug'21	31.50	22.65	1,64,206	31.55	23.50	4,65,246
Sept'21	25.95	22.35	77,311	25.75	22.00	1,40,080
Oct'21	24.75	20.85	88,560	24.75	20.85	2,28,596
Nov'21	22.20	18.60	1,80,084	21.95	18.75	3,75,703
Dec'21	20.90	19.15	61,963	20.95	18.70	1,94,014
Jan'22	26.75	20.30	1,73,230	26.75	20.10	4,09,201
Feb'22	29.90	21.10	2,83,611	29.20	21.10	3,92,423
Mar'22	25.75	21.20	1,17,681	26.05	21.20	1,73,413

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 21 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 31.03.2022

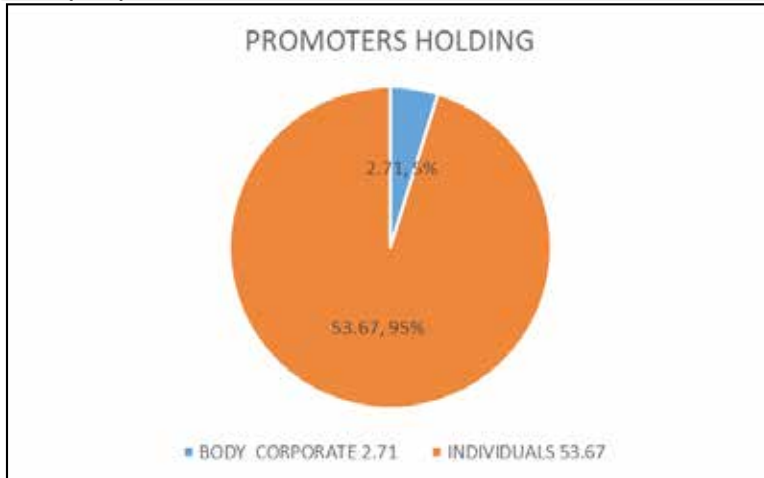
No amount of unclaimed dividend is due for transfer to Investor Education and Protection Fund as on March 31, 2022.

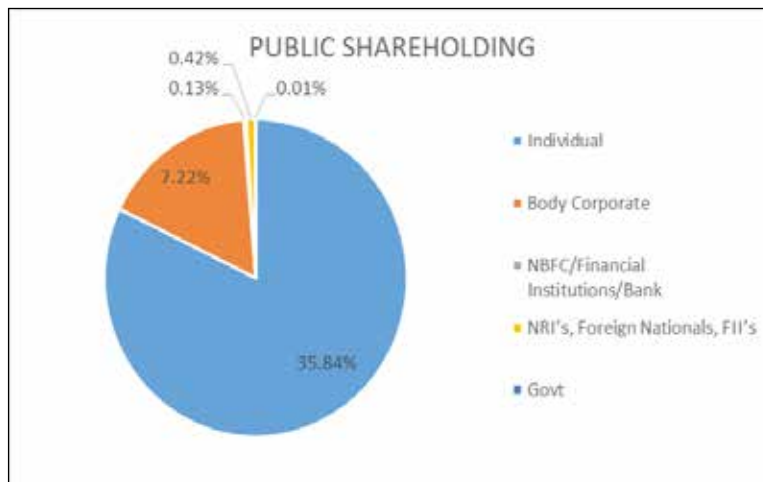
xiii Distribution of Shareholding as on 31.03.2022

Range	Shareholders			
	Number of Shareholders	% Holders	No. of Equity Shares of Rs. 10/- each	% Shares
1-500	5635	83.3934	773158	3.4890
501-1000	485	7.1851	425922	1.9220
1001-2000	260	3.8378	417422	1.8837
2001-3000	100	1.4861	263630	1.1897
3001-4000	45	0.6637	161477	0.7287
4001-5000	52	0.7647	251921	1.1368
5001-10000	57	0.8368	437625	1.9748
10001-50000	60	0.8945	1391152	6.2778
50001-100000	23	0.3463	1739470	7.8496
And Above	40	0.5915	16298223	73.5479
Total	6757	100.00	22160000	100.00

Shareholding Pattern as on 31.03.2022

Category	No. of Shares	% of Holding
Promoter		
Individual	1,18,93,026	53.67%
Body Corporate	6,00,000	2.71%
Sub Total (A):	1,24,93,026	56.38%
Public:		
Individual	79,43,713	35.84%
Body Corporate	15,98,553	7.22%
NBFC/Financial Institutions/Bank	27,986	0.13%
NRI's, Foreign Nationals, FII's	93,616	0.42%
Govt.	3,106	0.01%
Others (IEPF)	Nil	---
Sub Total (B):	96,66,974	43.62%
Total (A+B):	2,21,60,000	100%




xiv Dematerialization of Shares and liquidity as on 31.03.2022

Particulars	No. of Shares	Percentage
<i>Dematerialization</i>		
NSDL	1,58,14,419	71.37%
CDSL	57,23,575	25.83%
Sub Total	2,15,37,994	97.20%
<i>Physical</i>	6,22,006	2.80%
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, 2022	On or before 14 th August, 2022
Quarter Ending 30 th September, 2022	On or before 14 th November, 2022
Quarter Ending 31 st December, 2022	On or before 14 th February, 2023
Quarter Ending 31 st March, 2023	On or before 30 th May, 2023

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 2021-22)

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

i. Pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certificates on yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company.

ii. 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 2022 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

- a) *Registered Office:* Debendranagar, Jhoombasti, P.O. Badarpurghat, Dist. Karimganj, Assam-788803
Ph: 03843-269435/881; Fax: 03843-268965, E-mail: cs@barakcement.com
- b) *Corporate Office:* Unit Nos. DSM 450-451-452, DLF Towers, 15 Shivaji Marg, Moti Nagar, New Delhi -110015, Phone: 011-41212600, 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: kolkata@barakcement.com
- d) *Compliance Officer:* Mrs. Rachna Gambhir (appointed w.e.f. 23.12.2021)
(Company Secretary), Ph: 011-41212600, E-mail: acs@barakcement.com

For and on behalf of the Board of Directors

Place: New Delhi
Date: 12.08.2022

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

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

DECLARATION

I, Mukesh Kumar Shovasaria, Chief Executive Officer of the Company do hereby declare that during the Financial Year ended March 31, 2022, 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**

Sd/-
(Mukesh Kumar Shovasaria)
Chief Executive Officer

Place: New Delhi
Date: 22.04.2022

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, 2022 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 : 25.05.2022

Sd/-
Rajesh Aggarwal
(Chief Financial Officer)

Sd/-
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 **2021-22**; 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, 2022**, 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 Chamaria	00612581	30/09/2009
6	Mrs. Renu Kejriwal	06768299	20/12/2013
7	Mr. Shyam Agarwal	08294059	14/11/2018
8	Mr. Gaurav Tulshyan	08210596	28/01/2022

Dated:25.05.2022

Place: Delhi

**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, 2022**, 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:12.08.2022

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, 2022, 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 2022, 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 on the standalone financial statements.

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.	<p>Revenue Recognition: (Refer Note No. 27 to the Standalone financial statements and Note no. 2.12 of the Significant Accounting policies)</p> <p>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.</p> <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. The risk is therefore, that revenue is not recognised in accordance with Ind AS -115 ‘Revenue from contracts with customers’.</p>	<p>Our audit procedure to assess the appropriateness of revenue recognition included :</p> <p>a) Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the key control system regarding the revenue recognition process and its compliance with the Ind AS -115 .</p> <p>b) Assessing and verifying the appropriateness of the company’s accounting policies relating to discounts, rebates etc.</p> <p>c) Performed sample tests of individual sale transactions and going through sales invoice, sales order and other related documents for discounts, rebates and other incentive schemes.</p> <p>d) Assessed the adequacy of relevant disclosures made within the financial statements.</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>

Information other than the standalone financial statements and Auditors' Report thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in Company's annual 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 identified above when it becomes available 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 and Board of Director's Responsibility for the Standalone Financial Statements:

The Company's Management and Board of Directors are 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 state of affairs, 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, the Management and Board of Director's are 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 materiality 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.

Report on other Legal & Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2020 (“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, based on our audit 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 Standalone Balance Sheet, the standalone 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.
 - e) On the basis of written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, 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’. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company’s internal financial controls over financial reporting.
 - 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 , as amended : In our opinion and according to the information and explanations given to us, the company has paid/ provided for managerial remuneration 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March' 2022.
 - (iv) (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in aggregate) have been received by the Company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party "Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation under sub clause (i) and (ii) of Rule 11 (e) as provided under paragraph (2) (h) (iv) (a) & (b) above, contain any material misstatement.
 - (v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

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

(CA. Sandeep Gulati)
Partner

M. No. : 509230
UDIN : 22509230AJNYVQ9253

Place: Gurgaon
Date: 25th May' 2022

Annexure “A” to the 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’ 2022:

1. In respect of the Company’s Fixed Assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (b) The company has maintained proper records showing full particulars of intangible assets.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has a regular programme of physical verification of its Property, plant and equipment by which all property, plant and equipment are physically verified by the Management in a phased manner at reasonable intervals. Such periodicity is reasonable having regard to the size of the business and nature of its Property, plant and equipment. No material discrepancies were noticed on such physical verification.
 - (d) 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.
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not re-valued its property, plant and equipment or intangible assets or both during the year.
 - (f) According to the information and explanations given to us and on the basis of our examination of the records of the company, there are no proceedings initiated or pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
2. (a) 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, having regard to nature and location of inventory, the procedures of physical verification of inventories as followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. The discrepancies noticed on such verifications between the physical stock and book records in each class of inventory is less than 10% and have been properly dealt within the books of accounts.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees in aggregate from banks on the basis of security of current assets of the company. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
3. (a) According to the information and explanations given to us and on the basis of examination of the records of the company, the company has made investment in companies and has not made investments in firms, limited liability partnership or other parties. The company has not provided any guarantee and security and has granted loans and advances in nature of loans to companies during the year, in respect of which requisite information is as below.

(Rs. in Lakhs)

Particulars	Loans/ Advances in nature of Loans
Aggregate amount given during the year :	
- Subsidiaries	2.62
- Others	0.25
Balance Outstanding as at the Balance Sheet date:	
- Subsidiaries	12.17
- Others	38.96

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion investments made, and the terms and conditions of the grant of loans and advances in nature of loans provided during the year are prima facie, not prejudicial to the interest of the company.
- (c) According to the information and explanations given to us and on the basis of examination of the records of the company, in the case of loans and advances given in nature of loans, there is no stipulated schedule of repayment of principal and

interest there on, as the petty advances are given on temporarily basis to wholly owned subsidiaries and other related parties.

- (d) There is no overdue amount for more than ninety days in respect of such loans/ advances given (e) There is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to same parties. (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment as under.

Particulars	Related parties (Rs. In Lakhs)
Aggregate amount of loans /advances in nature of loans	51.13
- Repayable on demand (without specifying terms and repayment period)	51.13
- % of loans / advances in nature of loans to the total loans	100%

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. According to the information and explanations given to us, the company has not accepted any deposits or amounts which are deemed to be 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, 2022 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 31,2022 which have not been deposited with the appropriate authorities, are as under:

Name of the Statute	Nature of Dues	Amount (Rs. In Lakhs)	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
Central Excise Act, 1944.	Refund of Excise duty	258.84	FY 2008-09 to FY 2014-15	Guwahati High Court

8. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
9. (a) 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 other borrowings or in payment of interest thereon to any lender including the loans and interest which are repayable on demand.
- (b) Based on our audit procedures and as per the information and explanation given to us by the management, the company has not declared as wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the term loans were applied for the purpose for which they were obtained.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the company, we report that no funds raised on short term basis have been used for long term purposes by the company.
 - (e) According to the information and explanations given to us and on the basis of our examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint venture or associate companies.
10. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly reporting under clause 3(x) (b) of the Order is not applicable.
11. (a) According to the information and explanations given to us, and based upon the audit procedures performed during the year, we report that no fraud by the company or on the company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no whistle blower complaints have been received by the company during the year.
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.
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. (a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the company issued for the period under audit have been considered by us.
15. In our opinion and according to the information and explanations given to us, the Company has not entered into any non cash transactions with directors or persons connected with him and hence requirement to report on clause 3 (xv) of the Order is not applicable to the company.
16. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the company. Accordingly, the requirement to report on clause 3(xvi) (a) to (c) of the order is not applicable to the company.
- (b) In our opinion, there is no core investment company within the Group and accordingly reporting on clause 3(xvi) (d) of the Order is not applicable to the company.
17. In our opinion and according to the information and explanations given to us, the Company has not incurred Cash losses in the current financial year and in the immediate preceding financial year.
18. There has been no resignation of the Statutory auditors during the year. Accordingly, provisions of clause (xviii) of the Order are not applicable to the company.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We however state that, this is not an assurance as to the future viability of the company. We further state that, our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

20. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and (b) of the Order are not applicable.

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

(CA. Sandeep Gulati)
Partner

M. No. : 509230

UDIN : 22509230AJNYVQ9253

Place: Gurgaon

Date: 25th May' 2022

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") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirement's' Section

We have audited the internal financial controls over financial reporting of **Barak Valley Cements Limited** ("the Company") as of 31st March, 2022 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, to the best of our information and according to the explanations given to us, the company has, 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 31st March 2022, based on the criteria for internal financial control over financial reporting 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 : 22509230AJNYVQ9253

Place: Gurgaon
Date: 25th May' 2022

Standalone Balance Sheet as at 31st March' 2022

(Rs. In Lakhs)

Particulars		Notes	31-Mar-22	31-Mar-21
ASSETS				
(1)	Non-current assets			
(a)	Property, Plant and Equipment and Intangible Asset			
	(i) Property, Plant and Equipment	3 (a)	12,024.39	9,836.06
	(ii) Intangible assets	3 (b)	0.36	0.36
(b)	Capital work-in-progress	3 (c)	16.03	2,320.94
(c)	Investment in Subsidiaries	4	1,249.89	3,805.01
(d)	Financial assets			
(i)	Investments	4	12.84	11.76
(ii)	Other financial assets	5	340.50	336.46
(e)	Deferred tax assets	6	-	230.72
(f)	Other non-current assets	7	330.72	335.19
Total Non-Current Assets			13,974.73	16,876.50
(2)	Current assets			
(a)	Inventories	8	1,996.16	1,558.58
(b)	Financial assets			
(i)	Trade receivables	9	1,221.86	1,449.28
(ii)	Cash and cash equivalents	10	111.87	31.82
(iii)	Other Bank balances (other than (ii) above)	11	58.53	36.78
(iv)	Loans	12	51.13	48.26
(v)	Other financial assets	13	18.26	14.39
(c)	Other current assets	14	2,539.07	3,155.17
Total Current Assets			5,996.87	6,294.28
Total Assets			19,971.60	23,170.79
EQUITY AND LIABILITIES				
Equity				
(a)	Equity share capital	15	2,216.00	2,216.00
(b)	Other equity	16	6,544.39	6,977.39
Total Equity			8,760.39	9,193.39
Liabilities				
(1)	Non-current liabilities			
(a)	Financial liabilities			
(i)	Borrowings	17	4,484.07	6,359.08
(ii)	Other financial liabilities	18	800.89	479.13
(b)	Employee benefit obligations	19	153.51	132.25
(c)	Deferred tax liabilities (net)	6	102.62	-
(d)	Other non current liabilities	20	93.16	694.98
Total Non-current Liabilities			5,634.25	7,665.44
(2)	Current liabilities			
(a)	Financial liabilities			
(i)	Borrowings	21	2,836.94	2,899.68
(ii)	Trade payables	22		
	(a) Dues of Small Enterprises and Micro Enterprises		184.39	-
	(b) Outstanding Dues of Creditors other than (a) above		1,080.10	1,578.64
(iii)	Other financial liabilities	23	480.50	424.51
(b)	Employee benefit obligation	24	40.34	29.77
(c)	Other current liabilities	25	954.69	1,354.80
(d)	Income - tax liabilities (net)	26	-	24.55
Total current liabilities			5,576.96	6,311.96
Total liabilities			11,211.21	13,977.40
Total equity and liabilities			19,971.60	23,170.79

Significant accounting policies and notes on accounts

1 & 2

 The accompanying notes 1-54 are an integral part of the financial statements
 In terms of our report of even date

For & on behalf of the Board of Directors
For P.K. Lakhani & Co.,

 Firm Registration No. 014682-N
 Chartered Accountants,

(Kamakhya Chamaria)
 Vice Chairman & Director

(Santosh Kumar Bajaj)
 Director

(CA. Sandeep Gulati)

 Partner
 M.No. 509230
 Gurgaon, 25th May' 2022

(Rajesh Aggarwal)
 Chief Financial Officer

(Mukesh Kumar Shovasaria)
 Chief Executive Officer

(Rachna Gambhir)
 Company Secretary

Standalone Profit and Loss Statement for the year ended 31st March' 2022

(Rs. In Lakhs)			
Particulars	Notes	31-Mar-22	31-Mar-21
INCOME			
Revenue from operations	27	17,272.83	13,281.96
Other income	28	209.83	112.02
Total Income		17,482.66	13,393.98
EXPENSES			
Cost of materials consumed	29	6,459.82	4,269.00
Changes in inventories of finished goods and work in progress	30	8.11	(123.40)
Employee benefit expenses	31	1,507.41	1,350.08
Finance costs	32	924.05	805.47
Depreciation and amortization expenses	33	520.74	525.48
Other expenses	34	7,395.31	6,097.02
Total expenses		16,815.43	12,923.65
Profit before Exceptional Item and Tax		667.23	470.33
Less:-Exceptional Items	50	759.00	-
Profit/ (Loss) before Tax		(91.77)	470.33
Tax expenses	35		
- Current tax		-	82.08
- Deferred tax		335.54	70.40
Total tax expenses		335.54	152.47
Net Profit / (Loss) for the year		(427.30)	317.86
Other comprehensive income			
Items that will not be reclassified to profit or loss			
impact of remeasurement of non - current investment		1.08	0.81
Re-measurement (losses) on Defined Benefit Plan		(8.97)	6.41
Deferred tax on above		(2.19)	2.01
Other comprehensive income/ (Loss) for the year, net of taxes		(5.69)	5.21
Total Comprehensive Income / (Loss) for the year		(433.00)	323.07
Earnings per equity share (Face value of Rs. 10/- each)	36		
Basic earning per share (in Rs.)		(1.93)	1.43
Diluted earning per share (in Rs.)		(1.93)	1.43

Significant accounting policies and notes on accounts

1 & 2

The accompanying notes 1-54 are an integral part of the financial statements

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, 25th May' 2022

(Kamakhya Chamaria)

Vice Chairman & Director

(Rajesh Aggarwal)

Chief Financial Officer

(Rachna Gambhir)

Company Secretary

For & on behalf of the Board of Directors

(Santosh Kumar Bajaj)

Director

(Mukesh Kumar Shovasaria)

Chief Executive Officer

Standalone Cash Flow Statement for the year ended 31st March' 2022

(Rs. In Lakhs)

S.no.	Particulars	31st March, 2022	31st March, 2021
A.	CASH FLOW FROM OPERATING ACTIVITIES :		
	Net Profit before Tax and exceptional items	667.23	470.33
	Adjustment for:		
	Add : Depreciation and amortisation expenses	520.74	525.48
	Interest & finance charges	924.05	805.47
	Operating Profit before working capital changes	2,112.02	1,801.27
	Adjustment for change in :		
	Trade Receivable	227.42	(131.73)
	Inventories	(437.57)	(344.60)
	Loans	(2.87)	(32.82)
	Other Assets	692.16	(457.72)
	Trade & other payable	(376.90)	(1,008.95)
	Other Liabilities and Provisions	(439.46)	143.27
	Cash generated from Operations	1,774.80	(31.29)
	Direct Taxes Paid	(101.24)	(82.08)
	Prior period adjustments / Exceptional Items	(767.97)	6.41
	Net Cash Flow from operating activities	905.59	(106.96)
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	(Purchase)/ Sales of Property, plant and equipment	(404.16)	(863.04)
	Sales of Investments in Subsidiaries	2,555.12	-
		2,150.96	(863.04)
C.	CASH FLOW FROM FINANCING ACTIVITIES :		
	Increase in Long term Bank & Other borrowings	(2,052.46)	1,704.69
	Interest and finance charges paid	(924.05)	(805.47)
		(2,976.51)	899.22
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	80.04	(70.77)
	Add:- Opening Balance of cash & Cash Equivalents	31.82	102.59
	Cash & Cash Equivalents at the Closing of the year	111.87	31.82

Note : Cash & Cash Equivalents comprises of :	31st March, 2022	31st March, 2021
Cash in hand	8.49	23.73
Cheques in hand	-	5.27
Balance with banks	103.37	2.82
Total	111.87	31.82

Note

: Figures in brackets indicate cash outflow.

This is the Cash Flow Statement referred to in our report of even 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, 25th May' 2022
(Kamakhya Chamaria)
 Vice Chairman & Director

(Rajesh Aggarwal)
 Chief Financial Officer

(Rachna Gambhir)
 Company Secretary

For & on behalf of the Board of Directors
(Santosh Kumar Bajaj)
 Director

(Mukesh Kumar Shovasaria)
 Chief Executive Officer

Standalone Statement of Changes in Equity for the year ended 31st March, 2022

A. Equity Share Capital

(Rs. In Lakhs)

Particulars	Notes	As at 31-03-2022	As at 31-03-2021
Balance at the beginning of the year	15	2,216.00	2,216.00
Changes in equity share capital during the year		-	-
Balance at the end of the year		2,216.00	2,216.00

B. Other Equity

Particulars	Notes	Reserve and Surplus			Total Other equity
		Securities Premium	General Reserve	Retained Earnings	
Balance as at 01st April, 2020	16	1,514.40	397.29	4,742.63	6,654.32
Profit/ (Loss) for the year		-	-	317.86	317.86
Other comprehensive income/ (Loss) net of tax		-	-	5.21	5.21
Impact of deferred tax/ others		-	-	-	-
Balance as at 31st March, 2021	16	1,514.40	397.29	5,065.70	6,977.39
Profit/ (Loss) for the year		-	-	(427.30)	(427.30)
Other comprehensive income/ (Loss) net of tax		-	-	(5.69)	(5.69)
Balance as at 31st March, 2022		1,514.40	397.29	4,632.71	6,544.39

The accompanying notes 1-54 are an integral part of the financial statements

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, 25th May' 2022

(Kamakhya Chamaria)
Vice Chairman & Director

(Rajesh Aggarwal)
Chief Financial Officer

(Rachna Gambhir)
Company Secretary

For & on behalf of the Board of Directors

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive Officer

Notes to the Standalone Financial Statements for the year ended 31st March, 2022

1. **COMPANY OVERVIEW**

Barak Valley Cements Limited (the company) is a public limited company domiciled in India with its Registered office address being Debendra Nagar, Jhoom Basti, PO Badarpurghat, Distt Karimganj, Assam-788803. The company is listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The company's principal business is manufacturing and selling of Cement. The company caters mainly to the domestic market of north eastern states of India.

2. **SUMMARY OF 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 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:

§ Employee's defined benefit plans – as per actuarial valuation

§ Certain financial assets & Liabilities that are measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement dates under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique.

(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 the 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 - III to the Companies Act, 2013. Based on the nature of the products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.3 **Property, plant and equipment:**

All items of Property, plant and equipment (PPE) are stated at their historical 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. Subsequent expenditure are included in the asset's carrying amount or 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.

2.4 **Capital Work In Progress :**

Property, plant and equipment (PPE) which are not ready for their intended use as at the close of the reporting period are classified as 'Capital work in progress' and carried at cost and includes any directly attributable cost incurred during construction period. Such items are classified to the appropriate category of property, plant and equipment only after their completion and ready for their intended use. Depreciation of these assets commences when the assets are substantially ready for their intended use.

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 prior to commencement of commercial production/ completion of project are capitalized as part of property, plant and equipment.

2.6 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. Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

2.7 Intangible Assets and Amortisation:

An Intangible asset is recognized when it has finite useful life and 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 company amortises intangible assets with finite useful life using straight line method. Expenditure on purchased / developed software and IT related expenditure are written off over a period of three years.

2.8 Financial Instruments:

A financial instrument is any contract that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(A) Financial Assets :

i) 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. For assets measured at fair value, gains and losses will either be recorded in the statement of profit or loss or other comprehensive income. For investment in debt instruments, this will depend on the business model in which the investment is held.

ii) Measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are attributable to the acquisition of financial assets.

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.

iii) Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through standalone statement of profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain or loss in standalone statement of profit and loss. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables. As a practical expedient, the Company uses a provision matrix to determine impairment loss of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. The ECL loss allowance (or reversal) during the year is recognized in the standalone statement of profit and loss.

iv) De-recognition 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.

v) Trade Receivables

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.

(B) Financial liabilities:**i) Classification**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

ii) Measurement

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through statement of profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost,

and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through statement of profit and loss.

iii) De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the standalone statement of profit and loss.

iv) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in standalone statement of profit and 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.

v) Trade payables

Trade and other payables represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. They are initially recognized at fair value and subsequently at amortized cost using the effective interest method.

2.9 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 company or the counterparty.

2.10 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. On disposal of the Investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Standalone Statement of Profit and Loss.

2.11 Inventories:

Raw Materials, stores and spares, fuel and packing material are valued at lower of cost and net realizable value. Cost is determined on weighted average basis and includes purchase price, other cost incurred in bringing the inventories to their present location and condition and taxes for which credit is not available. 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, but excluding borrowing costs. 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 Revenue Recognition:

Revenue from sale of goods is recognized when control of the goods or services or products are transferred to the customers at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods. 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 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 from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

2.13 Impairment of non – financial assets:

Property, plant and equipment, intangible assets and assets classified as investment property with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss.

An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years. Impairment losses on continuing operations, including impairment on inventories are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation taken to other comprehensive income. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

2.14 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. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other Long-term employee benefit obligations

Accumulated compensated absences, which are expected to be availed or encash beyond 12 months from the end of the period are treated as other long term employee benefits for measurement purpose. The company's liability is determined by an independent actuary using the Projected Unit Credit method at the end of each period. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of profit and loss.

(iii) 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.

(iv) 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. Changes in the present value of the defined benefit obligations resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost.

2.15 Government Grants and Subsidies :

Government grants and subsidies are recognized at fair value when there is reasonable certainty that the same would be received and the company would comply with all the conditions attached with them. Revenue grants in the nature of recoupment or reimbursement of any particular items of expenses are recognized on a systematic basis in the statement of profit and loss as deduction / adjustment 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 and rational basis over the estimated useful life of the related assets by netting off with the related expenses.

2.16 Tax Expenses:

Income tax expense or credit represents the sum of the current tax and deferred tax.

Current and deferred tax is recognised in the Standalone Statement of Profit and Loss except to the extent it relates to items recognised in 'Other comprehensive income' or directly in equity.

Current tax : Current tax payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the standalone statement of profit and loss because some items of income or expense are taxable or deductible in different years or may never be taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. Current tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority. The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax:

Deferred tax is the tax expected to be payable or recoverable in the future arising from temporary differences between the carrying amounts of assets and liabilities in the standalone balance sheet and the corresponding tax bases used in the computation of taxable profit. It is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the reporting date.

A deferred tax asset shall be recognised for the carry-forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Deferred income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the standalone balance sheet, if and only when, (a) the Company currently has a legally enforceable right to set off the current income tax assets and liabilities, and (b) when the Deferred income tax assets and liabilities relate to income tax levied by the same taxation authority.

Deferred income tax is 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).

Minimum Alternate Tax ('MAT') credit entitlement is generally recognised as an asset if it is probable that MAT credit can be used in future years to reduce the regular tax liability. The carrying amount of deferred tax assets and MAT credit is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

2.17 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 or sale and borrowing costs are being incurred. 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.

2.18 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 not recognised for future operating losses. 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 not recognised in the financial statements.

2.19 Cash and Cash Equivalents :

Cash and cash equivalents in the Balance Sheet comprise cash in hand, cash at bank and demand deposits with banks and other short term highly liquid investments /deposits with an original maturity period of three months or less that are readily convertible into known amounts of cash and which are subject to insignificant risk of change in value.

2.20 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. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

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.

2.21 Leases :

Ind- AS 116 Leases sets out principles for recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases, except short term leases and low value items, under a single on- balance sheet lease accounting model. A lessee recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

At the commencement date of the lease, the company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the company to the lessee. Amounts due from lessees under finance leases are recorded as receivable at the company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease. Operating lease payments are recognised as an income in the statement of profit and loss on a straight line basis over the lease term, unless the receipt from lessee is structured to increase in line with general inflation and compensate for the lessor's expected cost increase.

2.22 **Segment reporting:**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Chief executive officer (CEO) and Managing director (MD) of the Company has been identified as CODM who assesses the financial performance and position of the Company, and makes strategic decisions.

2.23 **Dividends:**

Dividends paid / payable shall be recognised in the year in which the related dividends are approved by Shareholders or the Board of Directors as appropriate. The amount is recognised directly in equity.

2.24 **Recent pronouncements :**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

Notes to financial statements for the year ended 31st March' 2022 [Contd.]
Note : 3 Property, Plant and Equipment and intangible assets
(Rs. In Lakhs)

Particulars	(a). Property, plant and Equipment										(b). Intangible Assets		Total (A+B)	
	Land & Site Development	Factory Building	Non Factory Building	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Total (A)	Computer Software (Bought out)	Total (B)			
Gross Block (At Cost)														
As at 01.04.2020	5,665.60	762.93	69.61	5,631.74	24.60	140.78	24.58	11.79	12,331.62	70.28	70.28	70.28	12,401.90	
Additions	0.93	-	-	1.46	4.25	7.68	2.21	1.24	17.78	-	-	-	17.78	
Disposals	-	-	-	-	-	1.07	-	-	1.07	-	-	-	1.07	
As at 31.03.2021	5,666.52	762.93	69.61	5,633.20	28.86	147.39	26.79	13.03	12,348.33	70.28	70.28	70.28	12,418.61	
Additions	4.00	365.72	4.61	2,295.13	21.11	-	6.64	11.86	2,709.07	-	-	-	2,709.07	
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	
As at 31.03.2022	5,670.52	1,128.65	74.22	7,928.32	49.97	147.39	33.44	24.88	15,057.39	70.28	70.28	70.28	15,127.68	
Accumulated Depreciation														
As at 01.04.2020	-	221.29	22.19	1,647.11	10.44	77.78	15.33	6.82	2,000.96	56.38	56.38	56.38	2,057.34	
charge for the year	-	50.79	4.60	429.67	3.42	18.30	2.84	2.30	511.93	13.55	13.55	13.55	525.48	
Disposals/deductions/adjustment	-	-	-	-	-	0.62	-	-	0.62	-	-	-	0.62	
As at 31.03.2021	-	272.08	26.79	2,076.78	13.85	95.46	18.18	9.12	2,512.27	69.92	69.92	69.92	2,582.19	
charge for the year	-	51.73	4.59	437.61	5.32	14.58	3.13	3.76	520.74	-	-	-	520.74	
Disposals/deductions/adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	
As at 31.03.2022	-	323.82	31.39	2,514.39	19.18	110.04	21.31	12.88	3,033.01	69.92	69.92	69.92	3,102.93	
Net Block :														
As at 31.03.2022	5,670.52	804.83	42.83	5,413.93	30.79	37.35	12.13	12.00	12,024.39	0.36	0.36	0.36	12,024.75	
As at 31.03.2021	5,666.52	490.84	42.81	3,556.42	15.00	51.93	8.62	3.91	9,836.06	0.36	0.36	0.36	9,836.42	

Notes : (i) During the year ended 31st March' 2022, company has capitalised an amount of Rs. 2,499.01 lacs on completion of its capacity expansion and modernisation project.
(ii) All immovable properties are held in the name of the company.

(Rs. In Lakhs)

Note: 3 (c) Capital Work in Progress (CWIP)	Amount
As at 01.04.2020	1,475.23
Additions	
Expenditure made during the year	845.71
Capitalised during the year	-
As at 31.03.2021	2,320.94
Expenditure made during the year	194.10
Capitalised during the year	(2,499.01)
As at 31.03.2022	16.03

CWIP Ageing Schedule :

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31.03.2022					
Project in Progress :	16.03	-	-	-	16.03
Projects temporarily suspended	-	-	-	-	-
Total	16.03	-	-	-	16.03
As at 31.03.2021					
Project in Progress :	1,832.41	488.53	-	-	2,320.94
Projects temporarily suspended	-	-	-	-	-
Total	1,832.41	488.53	-	-	2,320.94

Pre -operative expenditure included in CWIP	Amount	Amount
Brought forward as part of CWIP as at 01.04.2020		17.62
Add: Expenditure made during the year		
(i) Employee benefit expenses	-	
(ii) Depreciation and amortisation	-	
(iii) Misc. admn. Expenses	7.26	7.26
Total		24.87
Less : Capitalised during the year		-
As at 31.03.2021		24.87
Add: Expenditure made during the year		
(i) Employee benefit expenses	13.56	
(ii) Depreciation and amortisation	-	
(iii) Misc. admn. Expenses	4.90	18.46
Total		43.34
Less : Capitalised during the year		(43.34)
As at 31.03.2022		-

(Rs. In Lakhs)

Note: 4 - Investments	31-Mar-22	31-Mar-21
(A) Investment in Subsidiaries - Unquoted		
Investment in Unquoted Equity Instruments in Subsidiaries :		
Badarpur Energy Private Limited	-	-
49,63,340 (49,63,340 as at 31.03.21) Equity Shares of Rs 10/- each fully paid up.		
Cement International Limited	456.07	456.07
9,92,700 (9,92,700 as at 31.03.2021) 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 31.03.21) Equity Share of Rs 10/- each fully paid up.		
Goombira Tea Company Ltd.	-	2,015.07
--Nil-- (66,65,669 as at 31.03.21) Equity Share of Rs 1/- each fully paid up.		
Chargolla Tea Company Pvt. Ltd.	-	161.41
--Nil-- (7,42,000 as at 31.03.21) Equity Share of Rs 1/- each fully paid up.		
Singlacherra Tea Company Pvt. Ltd.	-	378.64
--Nil-- (8,75,400 as at 31.03.21) 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 31.03.21) Equity Share of Rs 10/- each fully paid up.		
Total	1,249.89	3,805.01
(B) Investment in Others (Unquoted) - non current :		
Investments in unquoted equity instruments at FVTPL		
North East Power & Infra Limited	12.84	11.76
1,80,000 (1,80,000 as at 31.03.21) Equity Share of Rs 10/- each fully paid up.		
Total	12.84	11.76
Total non - current investments		
Aggregate amount of Quoted investment	-	-
Aggregate amount of Unquoted investments	12.84	11.76
	12.84	11.76

Note : During the year ended 31st March' 2022, company has disposed -off its investment held in its three wholly owned subsidiary companies namely Goombira Tea Company Ltd., Chargolla Tea Co. Pvt. Ltd. And Singlacherra Tea Company Pvt. Ltd.

Note: 5 Other financial assets - Non Current	31-Mar-22	31-Mar-21
Security deposits		
Unsecured, considered good	340.50	336.46
	340.50	336.46

Note: 6 - Deferred tax assets/ (liabilities) (net)	31-Mar-22	31-Mar-21
Deferred Tax Assets		
- MAT Credit entitlement / Disallowances of Expenses	238.89	475.28
- Staff Leave encashment and gratuity	8.85	6.75
- Tax effect of Other Comprehensive Income	7.68	5.48
	255.42	487.51
Deferred Tax liability		
- Impact of difference between tax depreciation and depreciation charged	358.05	256.79
	358.05	256.79
Net deferred tax Assets/(liability)	(102.62)	230.72

Note: 7 - Other non-current assets	31-Mar-22	31-Mar-21
<u>Unsecured, Considered Good</u>		
Capital advances	330.72	335.19
	330.72	335.19

Note: 8 - Inventories	31-Mar-22	31-Mar-21
Raw Materials and components	150.68	327.62
Work - In - Progress	181.30	142.78
Finished Goods	95.75	142.38
Packing Materials	66.42	62.10
Stores & Spares parts, fuels	1,502.00	883.71
	1,996.16	1,558.58

Note: 9 - Trade receivables	31-Mar-22	31-Mar-21
Trade Receivables considered good - Secured	232.10	193.08
Trade Receivable considered good - Unsecured	989.76	1,256.19
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	-	-
Total Trade receivables	1,221.86	1,449.28

Note : 9 contd.. (Trade Receivables - Ageing Schedule)

Particulars	Amount Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 -3 years	More than 3 years	
As at March 31, 2022						
Undisputed Trade Receivables :						
(i) Considered good	795.43	31.41	14.09	64.40	22.73	928.06
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-
Disputed Trade Receivables :						
(i) Considered good	-	-	-	89.72	204.08	293.80
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-

As at March 31, 2021						
Undisputed Trade Receivables :						
(i) Considered good	960.50	72.40	72.11	24.74	2.42	1,132.17
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-
Disputed Trade Receivables :						
(i) Considered good	28.93	1.28	89.82	28.05	169.03	317.10
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-

Note: 10 - Cash and cash equivalents	31-Mar-22	31-Mar-21
Cash in hand	8.49	23.73
Cheques in hand	-	5.27
Balance with Banks		
- In current accounts	103.37	2.82
	111.87	31.82

(Rs. In Lakhs)

Note: 11 - Other - Bank balances other than above	31-Mar-22	31-Mar-22
Deposits with banks- Held as margin money deposits with original maturity of more than 3 months and upto 12 months *	58.53	36.78
	58.53	36.78

* The bank balance disclosed above represents margin money against bank guarantee or kept as security are subject to regulatory restrictions and are therefore not available for general use by the Company.

Note: 12 - Loans (Current)	31-Mar-22	31-Mar-22
Loans and advances to related parties (Unsecured, Considered Good)	51.13	48.26
	51.13	48.26

Note: 13 - Other financial assets (Current)	31-Mar-22	31-Mar-22
-Advances to employees	18.26	14.39
	18.26	14.39

Note: 14 - Other current assets	31-Mar-22	31-Mar-22
(Unsecured, considered good unless otherwise stated)		
-Advances to suppliers	991.21	687.61
-Balances with statutory/government authorities	476.99	1,918.18
-Advances for services & expenses	969.62	549.38
-Advance income tax (net of tax provision including MAT)	101.24	-
	2,539.07	3,155.17

Note: 15 - Equity share capital	31.03.2022	31.03.2021
Authorised Capital	2,500.00	2,500.00
{2,50,00,000 Equity Shares (2,50,00,000 as at 31.03.2021) of Rs. 10/- each}		
Issued, Subscribed, Called & fully Paid -up shares	2,216.00	2,216.00
{2,21,60,000 Equity Shares (2,21,60,000 as at 31.03.2021) of Rs. 10/- each, fully paid up.}		

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year :

As at 31st March' 2022 **As at 31st March' 2021**

Equity Shares

	No. of Shares	No. of Shares
At the beginning of the year	22,160,000	22,160,000
Issued during the year	-	-
Balance 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

As at 31st March' 2022 As at 31st March' 2021

Name of the Shareholders	No. of Shares/ % of holding	No. of Shares/ % of holding
Sh. Prahlad Rai Chamaria	2,023,800 9.13%	2,023,800 9.13%
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%	2,159,800 9.75%

(d) Details of Shares held by Promoters at the end of the year :

Sl. No.	Name of Shareholder	Shareholding as on 31.03.2022			Shareholding as on 31.03.2021		
		No. of Shares	% holding	% change during the year	No. of Shares	% holding	% change during the year
1	Prahlad Rai Chamaria	2,023,800	9.13	-	2,023,800	9.13	0.02
2	Bijay Kumar Garodia	221,978	1.00	-	221,978	1.00	-
3	Santosh Kumar Bajaj	1,884,500	8.50	-	1,884,500	8.50	-
4	Manju Goel	151,830	0.69	(0.11)	170,340	0.77	-
5	Manish Kumar Bajaj	181,815	0.82	-	181,815	0.82	-
6	Sarika Jalan	1,500	0.01	-	1,500	0.01	-
7	Gouri Shankar Kailash Prasad (HUF)	234,500	1.06	-	234,500	1.06	-
8	Kailsh Prasad Chamaria	250,000	1.13	-	250,000	1.13	-
9	Sushil Kumar Bajaj	565,324	2.55	(0.00)	565,924	2.55	(0.01)
10	Rashmi Bajaj	39,000	0.18	-	39,000	0.18	-
11	Sushil Kumar Bajaj (HUF)	12,500	0.06	-	12,500	0.06	-
12	Purushottam Lal Bajaj (HUF)	96,500	0.44	-	96,500	0.44	-
13	S.K. Bajaj & others (HUF)	64,000	0.29	-	64,000	0.29	-
14	Ashish Kumar Bajaj	141,500	0.64	-	141,500	0.64	-
15	Devashish Bajaj	541,000	2.44	-	541,000	2.44	-
16	Yashita Bajaj	90,000	0.41	-	90,000	0.41	-
17	Swati Bajaj	100,000	0.45	-	100,000	0.45	-
18	Kamakhya Chamaria	340,000	1.53	-	340,000	1.53	-
19	Ratna Chamaria	240,000	1.08	-	240,000	1.08	-
20	Rajendra Udyog HUF	259,000	1.17	-	259,000	1.17	-
21	Hardeo Das Kamakhya Prasad (HUF)	289,000	1.30	-	289,000	1.30	-
22	G.S. Chamaria & Sons (HUF)	100,000	0.45	-	100,000	0.45	-
23	Kiran Agarwal	358,549	1.62	-	358,549	1.62	-
24	Mahendra Kumar Agarwal	1,475,780	6.66	-	1,475,780	6.66	-
25	Bina Garodia	2,159,800	9.75	-	2,159,800	9.75	-
26	Nishant Garodia	10,000	0.05	-	10,000	0.05	-
27	Aristo Building Materials Pvt. Ltd.	100,000	0.45	-	100,000	0.45	-
28	Om Infracon Pvt. Ltd.	500,000	2.26	-	500,000	2.26	-
29	S.K. Goel & Sons (HUF)	61,150	0.28	-	61,150	0.28	-

(e) There are no shares bought back or allotted either as fully paid up by way of bonus shares or allotted under any contract without payment received in cash during 5 years immediately preceding March 31, 2022.

Note - 16 Other Equity	31.03.2022	31.03.2021
Securities Premium		
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
Retained Earnings		
Opening Balance	5,065.70	4,742.63
Profit / (Loss) for the year	(427.30)	317.86
Add: Other comprehensive income/ (Loss) (net of taxes)	(5.69)	5.21
Add: impact of deferred tax/ others	-	-
Total Retained earnings	4,632.71	5,065.70
Total Other Equity	6,544.39	6,977.39

Nature and purpose of reserves :

- (i) 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. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares, write off equity related expenses etc.
- (ii) 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.
- (iii) 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.
- (iv) The company has not declared or paid any dividend during the year.

(Rs. In Lakhs)

Note: 17 - Borrowings	31-Mar-22	31-Mar-21
<u>Term loans (secured) : [Refer notes below]</u>		
Rupee loans from a financial institution	1,916.04	1,953.64
Working Capital Term loan from Banks (GECL Scheme)	901.30	489.00
	-	-
Loan from body corporates (unsecured)	894.93	1,936.70
Loans from related parties (unsecured)	1,104.15	2,003.20
Other loans (secured)	-	-
- 'Hire purchase finance from banks & financial institution	338.74	451.57
	5,155.16	6,834.12
Less: Current maturities of long term borrowings	(671.10)	(475.04)
	4,484.07	6,359.08

- (i) Term Loan raised during the year have been used for the same purpose for it was drawn.
- (ii) Rupee Term Loans (RTL) of Rs. 1,916.04 lakhs (Last year : Rs. 1,953.63 lakhs) is consisting of two loans (i) Rs. 316.04 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. 1,600.00 Lakhs (sanctioned amount Rs. 1600.00 Lakhs) from a financial institution which is repayable from August' 2022 in monthly installment of Rs. 22.22 lakhs till July' 2028. 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.
- (iii) WCTL Loan of Rs. 901.30 Lakhs (Last year : Rs. 489.00 Lakhs) under GECL Scheme is secured by way of Second charge on all the current assets of the company, which were extended for taking existing credit facility of Rs. 2500.00 Lakhs.
- (iv) 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.
- (v) Term Loans from related parties are long term in nature.
- (vi) Hire Purchase Finance is secured by hypothecation of vehicles / equipments and is repayable within three to four years.

Note: 18 Other financial liabilities (non -current)	31-Mar-22	31-Mar-21
-Security Deposit	504.12	479.13
-Trade Payable for Capital Goods	296.77	-
	800.89	479.13

Note: 19 - Employee benefit obligations	31-Mar-22	31-Mar-21
Provisions for employee benefits		
- Leave encashment	35.89	31.75
- Gratuity	117.62	100.50
	153.51	132.25

Note: 20 Other non current liabilities	31-Mar-22	31-Mar-21
-Advance Received for Capital Asset	-	592.50
- Deffered Government Grant Income	93.16	102.48
	93.16	694.98

(Rs. In Lakhs)

Note: 21 - Borrowings	31-Mar-22	31-Mar-21
Secured		
Working capital facilities from banks (Refer note below)		
- Cash credit limit (loan payable on demand)	2,165.85	2,424.65
Current maturities of long term borrowings	671.10	475.04
	2,836.94	2,899.68

Notes-

(a) Working Capital facilities of Rs. 2,165.85 lacs (Last year : Rs. 2,424.64 Lacs) from banks (sanctioned amount : Rs. 2,500.00 Lacs) 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 - Trade Payables	31-Mar-22	31-Mar-21
(a) Outstanding dues of Micro and Small Enterprises (Refer note 40)	184.39	-
(b) Others	1,080.10	1,578.64
Total trade payables	1,264.49	1,578.64

Trade Payables (ageing schedule)

Particulars	Amount Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 year to 2 years	2 -3 years	More than 3 years	
As at March 31, 2022					
Undisputed Dues :					
(i) MSME	184.07	0.32	-	-	184.39
(ii) Others	1,003.42	19.22	3.41	54.06	1,080.10
Disputed Dues :					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
Total	1,187.49	19.54	3.41	54.06	1,264.49
As at March 31, 2021					
Undisputed Dues :					
(i) MSME	-	-	-	-	-
(ii) Others	1,283.32	145.01	2.60	147.71	1,578.64
Disputed Dues :					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
Total	1,283.32	145.01	2.60	147.71	1,578.64

Note: 23 - Other financial liabilities (current)	31-Mar-22	31-Mar-21
Interest accrued but not due on borrowings	36.33	23.86
Other payables :		
-Selling and other expenses payable	126.73	143.76
-Salaries, Wages and Other Benefits to Staff Payable	98.08	99.45
-Other liabilities	219.36	157.45
	480.50	424.51

(Rs. In Lakhs)

Note: 24 - Employee benefit obligation	31-Mar-22	31-Mar-21
Provisions for employee benefits :		
-Leave encashment	10.25	7.82
- Gratuity	30.08	21.95
	40.34	29.77

Note: 25 - Other current liabilities	31-Mar-22	31-Mar-21
Deferred government grant	9.32	9.32
Other payables		
-Statutory liabilities (including TDS, P.F. & GST)	843.35	1,247.63
-Advances from customer	102.02	97.85
	954.69	1,354.80

Note: 26 - Income - tax liabilities (net)	31-Mar-22	31-Mar-21
Provision for taxation (net of advance income tax)	-	24.55
	-	24.55

Note: 27 - Revenue from operations	31-Mar-22	31-Mar-21
Sale of products		
Domestic Sale	17,272.83	13,281.96
Other operating income	-	-
Revenue from operation	17,272.83	13,281.96

Note: 28- Other income	31-Mar-22	31-Mar-21
Interest income on:-		
-Bank deposits	26.72	22.63
-Gaurantee fee Income	4.00	9.44
-Amortisation of deferred income	9.32	9.32
-Other Non Operating income	169.79	70.64
	209.83	112.02

Note: 29 - Cost of materials consumed	31-Mar-22	31-Mar-21
Inventory at the beginning of the year	389.72	204.36
Add: Purchases during the year	6,287.20	4,454.36
	6,676.92	4,658.72
Less :Inventory at the end of the year	217.11	389.72
Cost of Materials Consumed during the year	6,459.82	4,269.00

Note: 30 - Changes in Inventories of Finished goods and Work -in -progress	31-Mar-22	31-Mar-21
Inventories at the end of the year		
Work -in -Progress	181.30	142.78
Finished Goods	95.75	142.38
	277.05	285.16
Inventories at the beginning of the year		
Work -in -Progress	142.78	90.63
Finished Goods	142.38	71.13
	285.16	161.76
(Increase) /Decrease in inventories	8.11	(123.40)

(Rs. In Lakhs)

Note: 31 - Employee benefit expenses	31-Mar-22	31-Mar-21
Salaries, Wages & other manpower expenses	1,405.75	1,238.37
Contribution to Provident and other funds	51.05	48.27
Gratuity Expenses	23.24	28.37
Staff welfare expenses	27.37	35.07
	1,507.41	1,350.08

Note: 32 - Finance costs	31-Mar-22	31-Mar-21
Interest expense		
-On Term loans	277.88	184.71
-On Working Capital	354.00	353.68
Other finance costs	292.17	267.07
	924.05	805.47

Note: 33 - Depreciation and amortization expenses	[Refer Note 3(a), 3(b)]	31-Mar-22	31-Mar-21
Deprecation on tangible Assets		520.74	511.93
Amortisation of intangible Assets		-	13.55
		520.74	525.48

Note: 34 - Other expenses	31-Mar-22	31-Mar-21
Consumption of Stores & Spare parts	640.85	423.77
Power & Fuel	4,733.46	3,680.02
Rent	52.60	38.02
<u>Repairs & Maintenance</u>	-	-
- Building	48.50	35.04
- Plant & Machinery	61.32	28.69
- Others	37.65	16.80
Vehicle running, Maintenance exp.	15.77	13.98
Printing, Stationery & Computer expenses	17.56	12.34
Material Handling & Freight Charges	116.94	80.55
Travelling and Conveyance	48.78	29.97
Insurance Expenses	29.50	33.16
Rates & Taxes	7.61	5.00
Auditor's Remuneration	2.50	2.50
Sundry advances written off	7.90	100.80
Director's Remuneration	48.00	48.00
Charity & Donation	28.76	24.17
Central Excise & Education Cess demand/ PLA balance w/off.	-	173.32
Miscellaneous Expenses	189.04	186.85
Outward transportation cost	1,171.45	938.91
Advertisement, Publicity & Sales Promotion Expenses	126.33	216.06
Telephone expenses	10.80	9.08
	7,395.31	6,097.02

(35) Tax Expenses :

(Rs. In Lakhs)

S. no.	Particulars	2021-22	2020-21
(a)	<u>Current Tax:</u> Current tax on profits / (Losses) for the year	--	82.07
(b)	<u>Deferred Tax:</u> Deferred tax	335.54	70.40
	Total Tax Expenses	335.54	152.47

During the year ended 31st March' 2022, as the company has Nil Taxable Income after adjusting MAT Credit entitlement brought forward from earlier years, No Income -tax provision for current year has been made.

(36) Earnings per share:

Earnings per Share (EPS) for the year ended 31st March' 2022 is calculated as under:

(Rs. In Lakhs)

		2021-22	2020-21
(a)	Net Profit / (Loss) attributable to Equity Shareholders of the company (In Lac Rs.)	(427.30)	317.86
(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.)	(1.93)	1.43

(37) Capital Commitments

The estimated amount of Contracts remaining to be executed on Capital Account and other capital commitment not provided for amounts to Rs. 32.40 Lacs (Rs. 145.45 Lacs as at 31st March' 2021)

(38) Contingent liabilities not provided for:

- (a) Corporate Guarantee's given to Financial Institutions/ Banks on behalf of wholly owned subsidiaries: Rs. 400.00 Lacs (Rs. 943.64 Lacs as at 31st March' 2021).
- (b) Claims against the company not acknowledged as debts: Disputed demands of Entry – tax/ Income- Tax / Central Excise duty refund matters pending before the Appellate Authorities: Rs. 537.21 Lacs (Rs. 703.44 lacs as at 31st March' 2021)
- (c) Fixed Deposit Receipts pledged with the banks / others: Rs. 49.71 Lacs (Rs. 29.71 Lacs as at 31st March' 2021)

(39) Payment made to Auditor's during the year ended is as under: -

(Rs. In Lakhs)

Particulars	31st March' 2022	31st March'2021
a. Statutory Audit fees	1.75	1.75
b. Tax - Audit fees	0.50	0.50
c. Certification / other services	0.25	0.25
Total	2.50	2.50

(40) Dues to Micro and Small Enterprises The company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). Based on the information/ documents available with the company, information as per the requirement of Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 are as under:

(Rs. In Lakhs)

Particulars	31st March, 2022	31st March, 2021
(i) -Principal amount due to suppliers registered under MSMED Act and remaining unpaid at the end of the year	184.39	--
-Interest due on above	--	--
Total amount outstanding	--	--
(ii) The amount of Principal/ interest paid by the company in terms of Section 16	--	--
(iii) The amount of interest due and payable for the period of delay	--	--
(iv) The amount of interest accrued and remaining unpaid	--	--
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	--	--

There is no principal and interest overdue to Micro and Small enterprises. During the year no interest has been paid to such parties. This information has been determined to the extent such parties have been identified on the basis of information available with the company and the same has relied upon by the auditors.

(41) Assets pledged as Security: The carrying amount of assets pledged as security for borrowings are as under: (Rs. In Lakhs)

Particulars	31 st March, 2022	31 st March, 2021
(I) First charge on Current Assets :		
(i) Inventory	1,996.16	1,558.58
(ii) Trade Receivable	1,221.86	1,449.28
(iii) Cash and cash equivalents	111.86	31.82
(iv) Other bank balances	58.53	36.78
(v) Loans/ other financial assets	69.39	62.65
(vi) Other current assets	2,539.07	3,155.17
Total Current assets	5,996.87	6,294.28
(II) First charge on Non – Current Assets :		
(i) Property, plant and equipments	12,040.78	12,157.36
Total Non -Current assets	12,040.78	12,157.36
Total Assets pledged as security	18,037.65	18,451.64

(42) 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. 51.05 Lacs (Rs. 48.27 Lacs as at 31st March, 2021) as expense towards contribution to these plans and included in "Employee benefit expenses" in Note 31 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. Earned Leave liability at year end are as follows :

(Rs. In Lakhs)

		31 st March' 2022	31 st March' 2021
A	Current Liability (Amount Due within one year)	10.25	7.82
B	Non-Current Liability (Amount Due over one year)	35.89	31.75
	Total amount of Leave Encashment	46.14	39.57

(ii) Gratuity:

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity plan provides a lump sum payment to vested employees at retirement, death or termination of employment as per the Company's policy. The gratuity payable to employees is based on the employee's tenure of service and last drawn salary at the time of leaving the services of the company. The gratuity benefits are payable after five years of continuous service by the employee and 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:

Amount recognised in Statement of Profit and Loss

(Rs. In Lakhs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Current Service Cost	9.64	9.19
Net Interest expenses/ (income)	8.20	7.72
Re- assessment of transfer obligations	5.40	11.46
Total amount recognized in Statement of Profit and Loss	23.24	28.37

Amount recognised in Other Comprehensive Income

(Rs. In Lakhs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
(Gain)/ Loss from change in financial assumption	(4.41)	1.60
(Gain) / Loss on arising from Experience adjustment	13.38	(8.01)
(Gain)/ Loss on arising from change in demographic assumption	--	--
Total amount of (Gain)/ Loss recognized in Other Comprehensive Income	8.97	(6.41)

(Rs. In Lakhs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Present value of defined benefit obligations :		
Balance at the beginning of the year	122.45	100.78
Current Service Cost	9.64	9.19
Net Interest expenses/ (income)	8.20	7.72
Re- assessment of transfer obligations	5.40	11.46
Re-measurement due to :		
(Gain)/ Loss from change in financial assumption	(4.41)	1.60
(Gain) / Loss on arising from Experience adjustment	13.38	(8.01)
Benefits paid (adjusted)	(6.95)	(0.29)
Balance at the close of the year	147.71	122.45

		31.03.2022	31.03.2021
A	Current Liability (Amount Due within one year)	30.08	21.95
B	Non-Current Liability (Amount Due over one year)	117.63	100.50
	Total Gratuity liability amount	147.71	122.45

The significant actuarial assumptions were as follows:

Particulars	31st March' 2022	31st March' 2021
Discount Rate	7.16 %	6.70 %
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 (2012-2014) table

Sensitivity analysis of the defined benefit obligations are here as under :

(Rs. In Lakhs)

Particulars	Impact on Defined Benefit obligations			
	Increase in assumption by 0.5%		Decrease in assumption by 0.5%	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
Change due to Discount rate	(4.52)	(4.36)	4.81	4.65
Change due to Salary growth rate	4.89	4.71	(4.63)	(4.45)

(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.
- Discount Rate:** Reduction in discount rate in subsequent valuations can increase the plan's 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. Any variation in salary increase rate assumption in future valuations will also increase the liability.

(43) Financial instruments by category

(Rs. In Lakhs)

Particulars	31st March, 2022			31st March, 2021		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial Assets :						
Investment in equity instruments	-	12.84	-	-	11.76	-
Security Deposits	-	-	340.50	-	-	336.46
Trade Receivables	-	-	1,221.86	-	-	1,449.28
Cash and cash equivalents	-	-	111.87	-	-	31.82
Balance with banks	-	-	58.53	-	-	36.78
Recoverable from related parties	-	-	51.13	-	-	48.26
Other financial assets	-	-	18.26	-	-	14.39
	-	12.84	1,802.15	-	11.76	1,916.99
Financial Liabilities :						
Borrowings	-	-	7,321.01	-	-	9,258.77
Security Deposit	-	-	504.12	-	-	479.13
Trade payable	-	-	1,264.49	-	-	1,578.64
Salary, wages and other benefits to employees	-	-	98.08	-	-	99.45
Other Liabilities	-	-	679.19	-	-	325.06
	-	-	9,866.89	-	-	11,741.05

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: 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

(Amount in Lacs)

Particular	31 st March' 2022			31 st March' 2021		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Investment in equity instruments	-	-	12.84	-	-	11.76
Total financial assets	-	-	12.84	-	-	11.76

iv) Fair value of financial assets and liabilities measured at amortized cost :

The carrying amounts of all other financial assets i.e. term deposits and interest there on, trade receivables, cash and cash equivalents, other financial assets and financial liabilities i.e. borrowings, trade payables and other current financial liabilities are considered to be the same as their fair values due to their short-term nature.

(44) Capital management

- (a) Risk Management : The company’s objective when managing capital are to Safeguard the company’s ability to continue as a going concern in order to provide returns for shareholders and 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. The company monitors capital using debt -equity ratio, which is total debt less liquid investments and bank deposits divided by total equity.

(Rs. In Lakhs)

Particulars	As at 31st March’ 2022	As at 31st March’ 2021
Total Debt	7,321.01	9,258.76
Less : Cash and Cash equivalents	170.40	68.60
Adjusted net debt	7,150.61	9,190.16
Total Equity	8,760.39	9,193.39
Gearing Ratio (Net debt / Equity + net debt)	0.45	0.50

- (b) Dividend: During the year, management of the company has decided not to declare any dividend and accumulated its retained earnings for future projects and consolidates its operating efficiency.

(45) 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
Valley Strong Cements (Assam) Ltd.	Subsidiary Company

Note : During the year, company has disposed -off its investment made in three erstwhile subsidiary companies namely Goombira Tea Co. Ltd., Singlacheera Tea Co. Pvt. Ltd. and Chargola Tea Co. Pvt. Ltd.

Other related parties :	Nature of relationship
(I) Enterprises Influenced by Key Management Personnel (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
Meghalaya Cements Ltd.	Enterprises influenced by KMP
Neelachal Marketing Pvt. Ltd.	Enterprises influenced by KMP
LKC Industries & Infra Pvt. Ltd.	Enterprises influenced by KMP
Goombira Green Pvt. Ltd.	Enterprises influenced by KMP
Dony Power & Infra, LLP	Enterprises influenced by KMP
Dony Polo Udyog Ltd.	Enterprises influenced by KMP
Valley Strong Cements Ltd.	Enterprises influenced by KMP

(II) Key Management Personnel :	Designation
Sh. Kamakhya Chamaria	Vice Chairman and Managing Director
Sh. Santosh Kumar Bajaj	Director
Sh. Mahendra Kumar Agarwal	Vice Chairman and Non executive Director
Sh. Tanuj Chamaria	Son of Sh. Kamakhya Chamaria, Vice Chairman and Managing Director
Mrs. Laxmi Chamaria	Wife of Sh. Kamakhya Chamaria, Vice Chairman & Managing Director
Sh. Mukesh Kumar Shovasaria	Chief Executive Officer
Mr. Rajesh Aggarwal	Chief Financial Officer
Ms. Rachna Gambhir	Company Secretary (w.e.f. 23.12.2021 onwards)
Ms. Deepa	Company Secretary (Up to 20.11.2021)

Details of transactions with the related parties are shown as below:

(Rs. In Lakhs)							
S. no.	Type of Transaction	Subsidiary Companies		Other Enterprises influenced by KMP		Key Management Personnel / Relatives	
		2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
1	Sale of Stores, spares, goods and other services:						
	: Cement International Ltd.	-	3.14	-	-		
	: North East Power & Infra Ltd.		-	23.55	133.72		
	: Meghalaya Minerals & Mine Ltd.	9.29	8.97		-		
	: Dony Power & Infra LLP			0.73	-		
	: Badarpur Energy Pvt. Ltd.	2.95	0.63		-		
	: LKC Industries & Infra Pvt. Ltd.			4.96	8.79		
2	Purchase of Raw Material, goods/ services:						
	: Meghalaya Minerals & Mines Ltd.	850.752	672.69		-		
	: North East Power & Infra Ltd.		-	443.23	962.45		
	: Dony Power & Infra LLP			-	2.72		
	: Meghalaya Cements Ltd.			-	223.64		
	: Plascom Industries, LLP			674.11	502.65		
3	Loan & Advances taken / (Repayment) :						
	: Cement International Ltd.	(22.98)	(16.65)		-		
	: Meghalaya Minerals & Mines Ltd.	(152.88)	162.00				
	: Dony Polo Udyog Ltd.		-	(181.42)	-		
	: Om Infra Con Pvt. Ltd.		-	(6.35)	(8.00)		
	: LKC Industries & Infra Pvt. Ltd.			114.75	(83.14)		
	: Om North East Projects Pvt. Ltd.			-	(49.50)		
	: Neelachal Marketing Pvt. Ltd.			(5.68)	(145.36)		
	: Sh. Kamakhya Chamaria					(116.85)	(12.73)
	: Sh. Mahendra Kumar Agarwal					(539.00)	(93.00)
4	Loans/ Advances given/ (Repayment) :						
	: Badarpur Energy Pvt. Ltd.	0.81	-				
	: Valley Strong Cements (Assam) Ltd.	1.81	1.42				
	: Goombira Green Pvt. Ltd.			0.25	38.72		
	: Valley Strong Cement Ltd.			-	(1.20)		
5	Interest paid /credited :						
	: Meghalaya Minerals & Mines Ltd.	10.52	0.38				
	: Dony Polo Udyog Ltd.			10.07	15.07		
	: Om Infra Con Pvt. Ltd.			15.17	14.57		
	: Om North East Projects Pvt. Ltd.			-	1.76		
	: Neelachal Marketing Pvt. Ltd.			1.31	7.62		
	: LKC Industries & Infra Pvt. Ltd.			10.47	7.35		
	: Sh. Kamakhya Chamaria					10.90	11.23
6	Gurantee fee / Hire charges received :						
	: Meghalaya Minerals & Mines Ltd.	4.72	5.90				
7	Office Rent paid :						
	: Mrs. Laxmi Chamaria					14.00	-

8	Remuneration paid to Key Management personnel / their relatives :							
	: Sh. Kamakhya Chamaria					48.00	48.00	
	: Sh. Tanuj Chamaria					27.94	28.03	
	: Sh. Mukesh Kumar Shovasaria					26.99	25.66	
	: Sh. Rajesh Aggarwal					21.84	20.25	
	: Ms. Rachna Gambhir					2.27	-	
	: Ms. Deepa					2.54	1.50	
9	<u>Balance Outstanding :</u>							
	(a) Loan taken :							
	: Cement International Ltd.	93.23	116.20					
	: Meghalaya Minerals and Mines Ltd.	9.47	162.35					
	: Om Infra Con Pvt. Ltd.			209.79	216.13			
	: Dony Polo Udyog Ltd.			-	181.42			
	: LKC Industries & Infra Pvt. Ltd.			152.93	38.18			
	: Neelachal Marketing Pvt. Ltd.			65.24	59.56			
	: Sh. Kamakhya Chamaria					-	116.85	
	: Sh. Mahendra Kumar Agarwal					573.50	1,112.50	
	(b) Loan given :							
	: Valley Strong Cement (Assam) Ltd.	11.35	9.55					
	: Badarpur Energy Pvt. Ltd.	0.81	-					
	: Goombira Green Pvt. Ltd.			38.96	38.72			
	(c) Trade Payables / (Advances given):							
	: Meghalaya Minerals & Mines Ltd.	(335.82)	(1.11)					
	: Badarpur Energy Pvt. Ltd.	-	2.14					
	: North East Power & Infra Ltd.			115.95	385.31			
	: LKC Industries & Infra Pvt. Ltd.			3.80	-			
	: Meghalaya Cement Limited			-	9.18			
	: Plascom Industries, LLP			166.49	196.85			
	: Mrs. Laxmi Chamaria					1.80	-	

- (46) Loans or Advances are in the nature of loans are granted to promoters, Directors, KMPs and the related parties, either severally or jointly with any other person, that are repayable on demand; or without specifying any terms or period of repayment:

Type of borrower	Amount of Loans or advances in nature of loans outstanding as at		% to the total loans and advances in the nature of loan as at	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
Related party in which director is interested	38.96	38.72	76.21%	80.22%
Wholly owned Subsidiary companies	12.17	9.54	23.79%	19.78%

- (47) **Segment Information :** The company's Chief operating decision maker (CODM) has identified only one business segment i.e. Mmanufacturing and Sales of Cement and its only production facility is located in India. There are no other separate reportable segment. The entire revenue of the company has been generated by way of domestic sales in North Eastern states. There are no individual customers or a particular group contributing to more than 10% of revenue. The company does not hold any non-current assets in foreign countries.

- (48) **Financial risk management:**

Financial risk factors

The Company's principal financial liabilities includes borrowings, trade payable and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's assets and operations. The Company's principal financial assets include trade receivables, cash and cash equivalents and other financial assets that are derived directly from its operations. The company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks and the appropriate financial risk governance framework for the Company is in place. The senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Audit Committee and the Board are regularly apprised of these risks every quarter and each such risk and mitigation measures are extensively discussed and the same are summarized below:

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer.

- (a) **Credit Risk:** Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, thereby 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 Lakhs)

Particulars	Less than 6 months	More than 6 months and up to 1 year	1-2 year	2-3 year	More than 3 year	Total carrying amount of trade Receivables
As on 31 st March, 2022	795.43	31.41	14.09	154.12	226.81	1,221.86
As on 31 st March, 2021	989.43	73.68	161.93	52.79	171.45	1,449.28

- (ii) **Financial instruments and deposits:** Credit risk from balance with banks and financial institutions is managed by the finance department of the company. Credit risk on cash and cash equivalents and bank deposits is generally low as the said deposits have been made with banks having good reputation, good past track record and high quality credit rating and the company also reviews their credit worthiness on an on-going 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 liquidity risk is managed by Company's financial policy, which aims to ensure the availability of sufficient net funds to meet the company's financial commitments with minimal additional cost.

- (i) **Financial arrangements :** The company had access to the working capital facilities from the bank amounting Rs. 2,500.00 Lacs (Outstanding balance Rs. 2,165.85 Lacs as at 31st March'2022) 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 financial liabilities :

(Rs. In Lakhs)

Contractual maturities of financial liabilities- 31st March, 2022	Less than 1 year	Above 1 year	Total
Borrowing including Interest Amount	2,836.94	4,484.07	7,321.01
Trade payables	1,187.49	77.00	1,264.49
Other financial liabilities	480.50	800.89	1,281.39
Total financial liabilities	4,504.93	5,361.96	9,866.89

- (ii) **Maturities of financial liabilities :** The following tables shows the maturity analysis of the Company's financial liabilities based on the contractually agreed undiscounted cash flows as at the balance sheet date :

(Rs. In Lakhs)

Contractual maturities of financial liabilities- 31st March, 2021	Less than 1 year	Above 1 year	Total
Borrowing including Interest Amount	2,899.68	6,359.08	9,258.76
Trade payables	1,283.32	295.32	1,578.64
Other financial liabilities	424.51	479.13	903.65
Total financial liabilities	4,607.51	7,133.54	11,741.05

- (c) **Market Risk :** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate consequent up on changes in market prices. It mainly comprises of interest rate risk.

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will be impacted 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 Lakhs)

Particulars	31 st March' 2022	31 st March' 2021
Variable rate (market) borrowing	1,999.09	3,939.91
Fixed rate borrowings	3,156.08	2,894.21
Total	5,155.17	6,834.12

(49) In view of the COVID -19, the company has made detailed assessment of its liquidity position for the next one 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 as at the balance sheet date and has concluded that there is no material adjustments required in the Financial statements. Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

(50) **Exceptional Items :**

During the year following amount has been recognised as exceptional loss (net) in the financial statements :

- (a) Provision for Education Cess refund written back : Rs. 199.92
- (b) GST claims received of earlier years : Rs. 296.20
- (c) Loss on Sales of investment in Subsidiaries : (Rs. 1,255.12)

Total Exceptional items (net) : Rs. 759.00

(51) Ratio Analysis :

S. no.	Particulars	Year ended 31.03.22	Year ended 31.03.21	% of Variance	Reason for Variation
1.	Current Ratio (times) (Current Assets / Current Liabilities)	1.08	1.00	8.00	--
2.	Debt- Equity Ratio (times) (Total debt - long term plus short term including current maturity/ Total Equity)	0.93	1.06	(12.47)	--
3.	Debt -Service coverage Ratio (times) (EBITD- Cash Taxes/ Interest on loan + Long term principal repayment)	0.39	0.26	48.56	Higher DSCR is on account of higher EBITD and lower loan repayment obligation at the end of the year.
4.	Net profit margin (%) (PAT / Total Income)	(2.44)%	2.37%	(203.13%)	Exception losses due to sale of subsidiary companies resulting in negative profit margins during the year.
5.	Return on Equity Ratio (%) (PAT/ Average shareholder's fund)	(4.76)%	3.52%	(235.26%)	Net losses due to exceptional losses is the reason for negative return on equity.
6.	Return on Capital Employed(%) (EBIT/ Avg, capital employed)	11.05%	7.57%	46.03%	Higher return on capital employed is on account of improved profitability represented by higher Earnings before interest and tax
7.	Return on Investment (%) (Net Income (PAT)/ Total Assets)	(2.14)%	1.37%	(256.17)%	Net losses due to exceptional losses is the reason for negative return on investments.
8.	Trade receivable turnover ratio (times)(Net Credit Sales / Avg. Receivables)	12.93	9.60	34.71	High variance is due to efficiency and better control over collection from customers during the year.
9.	Inventory turnover Ratio (times) (Revenue from Operations/ Avg. Inventory)	9.72	9.58	1.43	--
10.	Trade payable turnover Ratio (times) (Net Credit purchase / Avg. trade payables)	6.97	3.23	115.92	Improvement in trade payable turnover ratio is attributable to higher credit purchases on the one hand and lower average trade payable on the other hand indicating quicker payment of dues to creditors.
11.	Net Capital Turnover ratio (times) (Net Sales / Working Capital)	41.13	(751.60)		High variation in Net Capital Turnover ratio is due to company's ability to generate large amount of sales.

52. Other Statutory information

- i) The Company do not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.
 - ii) The Company do not have any transactions with companies struck off.
 - iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - iv) The Company have not traded or invested in crypto currency or virtual currency during the financial year.
 - v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
 - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
 - b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961".
 - viii) The Company have not declared willful defaulter by any banks or any other financial institution at any time during the financial year.
- (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 25th May' 2022 and by the Board of Directors on the same date.

The accompanying notes 1-54 are an integral part of the financial statements

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, 25th May' 2022

(Kamakhya Chamaria)
Vice Chairman & Director

(Rajesh Aggarwal)
Chief Financial Officer

(Rachna Gambhir)
Company Secretary

For & on behalf of the Board of Directors

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive 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 31 March, 2022, 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 2022, the consolidated losses, 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 on the consolidated financial statements.

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 Matters	Auditor’s Responses
1.	<p>Revenue Recognition:</p> <p>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.</p> <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. The risk is therefore, that revenue is not recognised in accordance with Ind AS -115 ‘Revenue from contracts with customers’.</p>	<p>Our audit procedure to assess the appropriateness of revenue recognition included :</p> <p>a) Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the key control system regarding the revenue recognition process and its compliance with the Ind AS -115 .</p> <p>b) Assessing and verifying the appropriateness of the company’s accounting policies relating to discounts , rebates etc.</p> <p>c) Performed sample tests of individual sale transactions and going through sales invoice, sales order and other related documents for discounts, rebates and other incentive schemes.</p> <p>d) Assessed the adequacy of relevant disclosures made within the financial statements.</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>

Information other than the Consolidated financial statements and Auditors' Report thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding company's Annual 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 Board of Director's for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ (Loss) 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 Management and 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 Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and 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 company 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 and Board of Directors.

- 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.

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

Our opinion is not modified in respect of this matter.

- We did not audit the financial statements of all the four subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets of Rs. 5,360.32 Lakhs as well as the total revenue of Rs. 1,163.09 Lakhs and total comprehensive Profit/ (Loss) of Rs. (25.60) lakhs for the year ended March 31, 2022. 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 Consolidated financial Statements and our Report on Other Legal and Regulatory requirements below, 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 statements certified by the Management.

Report on other Legal & Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of Section 143 (11) of the Act, we give here below a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable :

In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor’s Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements.

2. (A) As required by section 143 (3) of the Act, based on our audit 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 relevant 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 respective directors of the Holding company and its subsidiary company as on March 31, 2022, 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, 2022, 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'.
- (B) 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, in our opinion and to the best of our information and according to the explanation given to us :
- (a) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - (b) The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There are no amounts which are 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, 2022.
 - (d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding company or its subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding or Subsidiary Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in aggregate) have been received by the Holding Company or Subsidiary company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party "Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (iii) Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation under sub clause (i) and (ii) of Rule 11 (e) as provided under sub clause (d) (i) and (d) (ii) above, contain any material misstatement.
- (e) The Holding Company or Subsidiary Company has not declared nor paid any dividend during the year.
- (C) 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 Holding Company and its Subsidiary Company to its director's during the year is in accordance with the provisions of section 197 of the Act and is not in excess of the limit laid down under section 197 of the Act.

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

(CA. Sandeep Gulati)
Partner

M. No. : 509230

UDIN : 22509230AJNZDP1076

Place: Gurgaon

Date: 25th May' 2022

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")

Opinion

In conjunction with our audit of the Consolidated financial statements of the company as of 31st March, 2022, 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.

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 2022, 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.

Management's Responsibility for Internal Financial Controls

The respective Company's Management and Board of Directors 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.

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

(CA. Sandeep Gulati)
Partner
M. No. : 509230
UDIN : 22509230AJNZDP1076

Place: Gurgaon
Date: 25th May' 2022

Consolidated Balance Sheet as at 31st March, 2022

Particulars		Notes	31-Mar-22	31-Mar-21
(Rs. In Lakhs)				
ASSETS				
(1)	Non-current assets			
(a)	Property, Plant and Equipment and Intangible Asset			
	(i) Property, Plant and Equipment	3 (a)	14,680.68	18,597.86
	(ii) Intangible assets	3 (b)	0.36	0.36
(b)	Capital work-in-progress	3 (c)	41.66	2,346.01
(c)	Financial assets :			
	(i) Investments	4	12.84	11.76
	(ii) Other financial assets	5	391.15	394.82
(d)	Deferred tax assets (net)	6	73.62	406.34
(e)	Other non-current assets	7	704.37	708.85
Total non-current assets			15,904.68	22,465.99
(2)	Current assets			
(a)	Inventories	8	2,451.94	2,050.79
(b)	Financial assets :			
	(i) Trade receivables	9	1,235.27	1,539.48
	(ii) Cash and cash equivalents	10	269.14	184.64
	(iii) Other Bank balances (other than (ii) above)	11	86.69	56.16
	(iv) Loans	12	586.25	38.72
	(v) Other financial assets	13	22.09	22.77
(c)	Other current assets	14	2,481.25	2,741.04
Total current assets			7,132.62	6,633.59
Total assets			23,037.30	29,099.58
EQUITY AND LIABILITIES				
Equity				
(a)	Equity share capital	15	2,216.00	2,216.00
(b)	Other equity	16	8,580.82	9,501.97
Total Equity			10,796.82	11,717.97
Liabilities				
(1)	Non-current liabilities			
(a)	Financial liabilities :			
	(i) Borrowings	17	4,427.07	7,713.68
	(ii) Other financial liabilities	18	800.89	496.13
(b)	Employee benefit obligations	19	155.90	134.85
(c)	Other non current liabilities	20	104.66	707.63
Total non-current liabilities			5,488.51	9,052.29
(2)	Current liabilities			
(a)	Financial liabilities :			
	(i) Borrowings	21	3,369.51	3,760.13
	(ii) Trade payables	22		
	(a) Dues of Small Enterprises and Micro Enterprises		184.39	-
	(b) Outstanding Dues of Creditors other than (a) above		1,235.30	1,907.09
	(iii) Other financial liabilities	23	497.00	529.62
(b)	Employee benefit obligation	24	45.01	33.89
(c)	Other current liabilities	25	1,420.76	2,074.03
(d)	Income - tax liabilities (net)	26	-	24.55
Total current liabilities			6,751.97	8,329.32
Total liabilities			12,240.48	17,381.61
Total equity and liabilities			23,037.30	29,099.58

Significant accounting policies and notes on accounts

The accompanying notes 1-56 are an integral part of the financial statements

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, 25th May' 2022

(Kamakhya Chamaria)

Vice Chairman & Director

(Rajesh Aggarwal)

Chief Financial Officer

(Rachna Gambhir)

Company Secretary

For & on behalf of the Board of Directors

(Santosh Kumar Bajaj)

Director

(Mukesh Kumar Shovasaria)

Chief Executive Officer

Consolidated Profit and Loss Statement as at 31st March, 2022
(Rs. In Lakhs)

Particulars	Notes	31-Mar-22	31-Mar-21
INCOME			
Revenue from operations	27	17,570.35	14,689.90
Other income	28	250.63	110.10
Total Income		17,820.98	14,800.00
EXPENSES			
Cost of materials consumed	29	5,648.76	3,683.52
Purchase of traded goods		103.76	107.17
Changes in inventories of finished goods and work in progress	30	(39.03)	(212.98)
Employee benefit expenses	31	1,703.36	1,785.81
Finance costs	32	982.65	1,083.40
Depreciation and amortization expenses	33	562.00	604.64
Other expenses	34	8,217.67	7,359.15
Total expenses		17,179.17	14,410.71
Profit before exceptional items and tax		641.81	389.29
Less : Exceptional items	48	759.00	-
Profit / (Loss) before tax		(117.19)	389.29
Tax expenses	35		
- Current tax		-	83.87
- Deferred tax		334.91	70.27
Total tax expenses		334.91	154.15
Net Profit / (Loss) for the year		(452.09)	235.14
Other comprehensive income			
Items that will not be reclassified to profit or loss			
impact of remeasurement of non - current investment		1.08	0.81
Re-measurement (losses) on Defined Benefit Plan		(8.97)	6.41
Deferred tax on above		(2.19)	2.01
Other comprehensive income/ (Losses) for the year, net of tax		(5.69)	5.21
Total comprehensive Income/ (Loss) for the year		(457.79)	240.36
Earnings per equity share (Face value of Rs. 10/- each)	36		
Basic earning per share (in Rs.)		(2.04)	1.06
Diluted earning per share (in Rs.)		(2.04)	1.06

Significant accounting policies and notes on accounts

The accompanying notes 1-56 are an integral part of the financial statements
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, 25th May' 2022

(Kamakhya Chamaria)
Vice Chairman & Director

(Rajesh Aggarwal)
Chief Financial Officer

(Rachna Gambhir)
Company Secretary

For & on behalf of the Board of Directors

(Santosh Kumar Bajaj)
Director

(Mukesh Kumar Shovasaria)
Chief Executive Officer

Consolidated Cash Flow Statement for the year ended 31st March' 2022

(Rs. In Lakhs)

S.no.	Particulars	31st March' 2022	31st March' 2021
A.	CASH FLOW FROM OPERATING ACTIVITIES :		
	Net Profit/ (Loss) before Tax and exceptional items	641.81	389.29
	Adjustment for:		
	Add : Depreciation & Misc. expenditure	562.00	604.64
	Interest & finance charges	982.65	1,083.40
	Operating Profit before working capital changes	2,186.47	2,077.33
	Adjustment for change in :		
	Trade Receivable	304.21	(189.08)
	Inventories	(401.15)	(470.86)
	Loans	(547.53)	(38.72)
	Other Assets	341.05	(124.90)
	Trade & other payable	(878.03)	(644.81)
	Other Liabilities and Provisions	(687.24)	298.75
	Cash generated from Operations	317.78	907.70
	Direct Taxes Paid	(102.96)	(83.87)
	Prior period adjustments / Exceptional Items	(759.00)	(50.31)
	Net Cash Flow from operating activities	(544.18)	773.52
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	Purchase of Property, plant and equipment (including CWIP)	(414.71)	(1,134.69)
	Sales of Property, plant and equipment (Subsidiary companies)	6,074.23	-
	Proceeds for change in control of Subsidiaries/Changes in equity	(463.37)	-
		5,196.16	(1,134.69)
C.	CASH FLOW FROM FINANCING ACTIVITIES :		
	Increase in Long term Bank & Other borrowings	(3,584.83)	1,455.50
	Interest and finance charges paid	(982.65)	(1,083.40)
		(4,567.48)	372.10
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	84.50	10.93
	Add:- Opening Balance of cash & Cash Equivalents	184.64	173.71
	Cash & Cash Equivalents at the Closing of the year	269.14	184.64
	Note : Cash & Cash Equivalents comprises of :	31st March, 2022	31st March, 2021
	Cash in hand	27.42	49.76
	Cheques in hand	-	5.27
	Balance with banks	241.71	129.60
	Total	269.14	184.64

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,

(Kamakhya Chamaria)
Vice Chairman & Director

For & on behalf of the Board of Directors

(Santosh Kumar Bajaj)
Director

(CA. Sandeep Gulati)
Partner
M.No. 509230
Gurgaon, 25th May' 2022

(Rajesh Aggarwal)
Chief Financial Officer

(Mukesh Kumar Shovasaria)
Chief Executive Officer

(Rachna Gambhir)
Company Secretary

Consolidated Statement of Changes in Equity for the year ended 31st March' 2022

A. Equity Share Capital

(Rs. In Lakhs)

Particulars	Notes	As at 31-03-2022	As at 31-03-2021
Balance at the beginning of the year	15	2,216.00	2,216.00
Changes in equity share capital during the year		-	-
Balance at the end of the year		2,216.00	2,216.00

B. Other Equity (Refer Note - 16)

Particulars	Reserve and Surplus					Total Other equity
	Securities Premium	Capital Reserve	General Reserve	Consolidated Reserve/ (Goodwill)	Retained Earnings	
Balance as at 01st April, 2020	1,514.40	38.19	433.02	(270.96)	7,603.69	9,318.33
Profit/ (Loss) for the year	-	-	-	-	235.14	235.14
Adjustment of earlier period reserves	-	-	-	-	(56.72)	(56.72)
Other comprehensive income/ (Loss) net of tax	-	-	-	-	5.21	5.21
Balance as at 31st March, 2021	1,514.40	38.19	433.02	(270.96)	7,787.33	9,501.97
Profit/ (Loss) for the year	-	-	-	-	(452.09)	(452.09)
Adjustment / Additions/ (deductions) during the year	-	(38.19)	-	149.45	(574.63)	(463.37)
Other comprehensive income/ (Loss) net of tax	-	-	-	-	(5.69)	(5.69)
Balance as at 31st March, 2022	1,514.40	-	433.02	(121.51)	6,754.92	8,580.82

The accompanying notes 1-56 are an integral part of the financial statements

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, 25th May' 2022
(Kamakhya Chamaria)

Vice Chairman & Director

(Rajesh Aggarwal)

Chief Financial Officer

(Rachna Gambhir)

Company Secretary

For & on behalf of the Board of Directors
(Santosh Kumar Bajaj)

Director

(Mukesh Kumar Shovasaria)

Chief Executive Officer

Notes to the Consolidated Financial Statements for the year ended 31st March, 2022

COMPANY OVERVIEW

Barak Valley Cements Limited (the company) is a public limited company domiciled in India with its Registered office address being Debendra Nagar, Jhoom Basti, PO Badarpurghat, Distt Karimganj, Assam-788803. The company is listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The company's principal business is manufacturing and selling of Cement. The company caters mainly to the domestic market of north eastern states of India. Barak Valley Cements Ltd. (the "Company") and its subsidiaries collectively referred to as the "Group".

1. Principles of consolidation and equity accounting

a) Subsidiaries

Subsidiaries are all entities controlled by the Group. 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. They are deconsolidated from the date when control ceases.

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. SUMMARY OF 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 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:

§ Employee's defined benefit plans – as per actuarial valuation

§ Certain financial assets & Liabilities that are measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement dates under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique.

(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 the 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 Companies Act, 2013. Based on the nature of the products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.3 Property, plant and equipment:

All items of Property, plant and equipment (PPE) are stated at their historical 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. Subsequent expenditure are included in the asset's carrying amount or recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Group and its cost can be measured reliably.

2.4 Capital Work In Progress :

Property, plant and equipment (PPE) which are not ready for their intended use as at the close of the reporting period are classified as 'Capital work in progress' and carried at cost and includes any directly attributable cost incurred during construction period. Such items are classified to the appropriate category of property, plant and equipment only after their completion and ready for their intended use. Depreciation of these assets commences when the assets are substantially ready for their intended use.

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. Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

2.7 Intangible Assets and Amortisation :

An Intangible asset is recognized when it has finite useful life and it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. The Group amortises intangible assets with finite useful life using straight line method. Expenditure on purchased / developed software and IT related expenditure are written off over a period of three years.

2.8 Financial Instruments:

A financial instrument is any contract that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(A) Financial Assets :**i) 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 entity's business model for managing the financial assets and the contractual terms of cash flows. For assets measured at fair value, gains and losses will either be recorded in the consolidated statement of profit or loss or other comprehensive income. For investment in debt instruments, this will depend on the business model in which the investment is held.

- ii) Measurement** The Group recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are attributable to the acquisition of financial assets.

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.

- iii) Impairment of financial assets** The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through consolidated statement of profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized as an impairment gain or loss in consolidated statement of profit and loss. For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables. As a practical expedient, the Group uses a provision matrix to determine impairment loss of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. The ECL loss allowance (or reversal) during the year is recognized in the consolidated statement of profit and loss.

iv) De-recognition 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.

v) Trade Receivables

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.

(B) Financial liabilities:

- i) Classification** Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.
- ii) Measurement** Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through statement of profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through consolidated statement of profit and loss.
- iii) De-recognition:** A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.
- iv) Borrowings** Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in consolidated statement of profit and loss over the period of the borrowings using the effective interest method. Borrowings are removed from the Consolidated 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 Group has an unconditional right to defer settlement of the liability for 12 months after the reporting period.
- v) Trade payables** Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are initially recognized at fair value and subsequently at amortized cost using the effective interest method.

2.9 Inventories:

Raw Materials, stores and spares, fuel and packing material are valued at lower of cost and net realizable value. Cost is determined on weighted average basis and includes purchase price, other cost incurred in bringing the inventories to their present location and condition and taxes for which credit is not available. 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, but excluding borrowing costs. 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.

2.10 Revenue Recognition:

Revenue from sale of goods is recognized when control of the goods or services or products are transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods. 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 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 from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

2.11 Impairment of non – financial assets:

Property, plant and equipment, intangible assets and assets classified as investment property with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the consolidated statement of profit or loss.

An impairment loss is reversed in the consolidated statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years. Impairment losses on continuing operations, including impairment on inventories are recognized in the consolidated statement of profit and loss, except for properties previously revalued with the revaluation taken to other comprehensive income. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

2.12 Government Grants and Subsidies :

Government grants and subsidies are recognized at fair value when there is reasonable certainty that the same would be received and the Group would comply with all the conditions attached with them. Revenue grants in the nature of recoupment or reimbursement of any particular items of expenses are recognized on a systematic basis in the statement of profit and loss as deduction / adjustment 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 and rational basis over the estimated useful life of the related assets by netting off with the related expenses.

2.13 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. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other Long-term employee benefit obligations

Accumulated compensated absences, which are expected to be availed or en-cash beyond 12 months from the end of the period are treated as other long term employee benefits for measurement purpose. The Group's liability is determined by an independent actuary using the Projected Unit Credit method at the end of each period. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of profit and loss.

(iii) 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.

(iv) 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. Changes in the present value of the defined benefit obligations resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost.

2.14 Tax Expenses: Income tax expense or credit represents the sum of the current tax and deferred tax. Current and deferred tax is recognised in the Consolidated Statement of Profit and Loss except to the extent it relates to items recognised in 'Other comprehensive income' or directly in equity.

Current tax : Current tax payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the Consolidated statement of profit and loss because some items of income or expense are taxable or deductible in different years or may never be taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. Current tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority. The Group periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax: Deferred tax is the tax expected to be payable or recoverable in the future arising from temporary differences between the carrying amounts of assets and liabilities in the Consolidated balance sheet and the corresponding tax bases used in the computation of taxable profit. It is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the reporting date. A deferred tax asset shall be recognised for the carry-forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Deferred income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the consolidated balance sheet, if and only when, (a) the Group currently has a legally enforceable right to set off the current income tax assets and liabilities, and (b) when the Deferred income tax assets and liabilities relate to income tax levied by the same taxation authority. Deferred income tax is 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). Minimum Alternate Tax ('MAT') credit entitlement is generally recognised as an asset if it is probable that MAT credit can be used in future years to reduce the regular tax liability. The carrying amount of deferred tax assets and MAT credit is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

2.15 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 or sale and borrowing costs are being incurred. 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.

2.16 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 not recognised for future operating losses. 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 not recognised in the consolidated financial statements.

2.17 Cash and Cash Equivalents :

Cash and cash equivalents in the Balance Sheet comprise cash in hand, cash at bank and demand deposits with banks and other short term highly liquid investments /deposits with an original maturity period of three months or less that are readily convertible into known amounts of cash and which are subject to insignificant risk of change in value.

2.18 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 owners of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss before other comprehensive income for the period attributable to owners of the Group and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.19 Leases :

Ind- AS 116 Leases sets out principles for recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases, except short term leases and low value items, under a single on- balance sheet lease accounting model. A lessee recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Lease income from operating leases where the Group 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. Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivable at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment

outstanding in respect of the lease. Operating lease payments are recognised as an income in the statement of profit and loss on a straight line basis over the lease term, unless the receipt from lessee is structured to increase in line with general inflation and compensate for the lessor's expected cost increase.

2.20 Offsetting financial instruments :

Financial assets and liabilities are offset and the net amount is reported in the Consolidated 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.

2.21 Segment reporting : Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Chief executive officer (CEO) and Managing director (MD) of the Group has been identified as CODM who assesses the financial performance and position of the Group, and makes strategic decisions.

2.22 Dividends :

Dividends paid / payable shall be recognised in the year in which the related dividends are approved by Shareholders or the Board of Directors as appropriate. The amount is recognised directly in equity.

2.23 Recent pronouncements : Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the Group is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Group does not expect the amendment to have any significant impact in its financial statements.

Notes to Consolidated financial statements for the year ended 31st March' 2022

(Rs. In Lakhs)

Particulars	(a). Property, plant and Equipment							(b). Intangible Assets			Total (A+B)	
	Land & Site Development	Factory Building	Non Factory Building	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Total (A)	Computer Software (Bought out)		Total (B)
Gross Block (At Cost)												
As at 01.04.2020	13,533.32	2,508.63	445.27	13,674.21	102.88	289.87	112.44	88.41	30,755.03	70.37	70.37	30,825.40
Additions	183.11	-	-	80.59	4.25	16.21	2.21	2.33	288.71	-	-	288.71
Disposals	-	-	-	-	-	1.07	-	-	1.07	-	-	1.07
At 31st March ,2021	13,716.43	2,508.63	445.27	13,754.80	107.13	305.02	114.65	90.74	31,042.68	70.37	70.37	31,113.05
Additions	6.12	365.72	4.61	2,295.13	21.11	9.30	6.64	11.86	2,720.48	-	-	2,720.48
Disposals	5,751.21	578.75	248.71	494.88	7.24	20.73	6.47	4.58	7,112.55	0.20	0.20	7,112.75
At 31st March ,2022	7,971.34	2,295.61	201.17	15,555.05	121.01	293.59	114.83	98.02	26,650.61	70.17	70.17	26,720.78
Accumulated Depreciation												
As at 01.04.2020	-	1,693.29	340.04	9,324.65	87.99	222.92	101.53	82.82	11,853.24	56.46	56.46	11,909.71
charge for the year	-	74.08	9.92	479.33	3.54	19.23	3.33	2.75	592.19	13.55	13.55	605.73
Disposals/deductions/adjustment	-	-	-	-	-	0.62	-	-	0.62	-	-	0.62
As at 31.03.2021	-	1,767.37	349.96	9,803.99	91.54	241.54	104.86	85.57	12,444.81	70.01	70.01	12,514.82
charge for the year	-	58.43	6.57	470.24	5.33	14.58	3.16	4.70	563.02	-	-	563.02
Disposals/deductions/adjustment	-	424.58	219.78	366.86	6.79	10.55	5.80	3.54	1,037.90	0.20	0.20	1,038.10
As at 31.03.2022	-	1,401.22	136.75	9,907.36	90.08	245.57	102.22	86.73	11,969.93	69.81	69.81	12,039.74
Net Block :												
As at 31st March ,2021	13,716.43	741.26	95.31	3,950.81	15.60	63.48	9.79	5.17	18,597.86	0.36	0.36	18,598.22
As at 31st March ,2022	7,971.34	894.39	64.41	5,647.69	30.93	48.02	12.61	11.29	14,680.68	0.36	0.36	14,681.04

Notes : (i) During the year ended 31st March' 2022, BVCL has capitalised an amount of Rs. 2,499.01 lacs on completion of its capacity expansion and modernisation project.
(ii) Depreciation of one subsidiary company amounting Rs. 1.02 Lacs (previous year : Rs. 1.09 Lacs) has been charged to CWIP.
(iii) All immovable properties are held in the name of the related companies.

(Rs. In Lakhs)

Note: 3 (c) Capital Work in Progress (CWIP)	Amount
As at 01.04.2020	1,498.48
<u>Additions</u>	
Expenditure made during the year	847.52
Capitalised during the year	-
As at 31.03.2021	2,346.01
Expenditure made during the year	194.67
Capitalised during the year	(2,499.01)
As at 31.03.2022	41.66

CWIP Ageing Schedule :

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31.03.2022					
Project in Progress :	16.03	-	-	-	16.03
Projects temporarily suspended *	0.57	1.81	0.61	22.64	25.63
Total	16.60	1.81	0.61	22.64	41.66
As at 31.03.2021					
Project in Progress :	1,832.41	488.53	-	-	2,320.94
Projects temporarily suspended *	1.81	0.61	0.46	22.18	25.07
Total	1,834.22	489.14	0.46	22.18	2,346.01

Pre-operative expenditure included in CWIP	Amount	Amount
Brought forward as part of CWIP as at 01.04.2020		40.87
Add: Expenditure made during the year		
(i) Employee benefit expenses	-	
(ii) Depreciation and amortisation	-	
(iii) Misc. admn. Expenses	9.07	9.07
Total		49.94
Less : Capitalised during the year		-
As at 31.03.2021		49.94
Add: Expenditure made during the year		
(i) Employee benefit expenses	13.56	
(ii) Depreciation and amortisation	-	
(iii) Misc. admn. Expenses	5.47	19.03
Total		68.97
Less : Capitalised during the year		(43.34)
As at 31.03.2022		25.63

Note : *As the cement manufacturing project of one of the subsidiary company is yet to be commenced and is temporarily suspended for the time being, all pre-operative administration expenses of the company are included in CWIP.

(Rs. In Lakhs)

Note: 4 - Investments	31-Mar-22	31-Mar-21
Investment in Others (Unquoted) - non current :		
Investments in unquoted equity instruments at FVTPL		
North East Power & Infra Limited	12.84	11.76
1,80,000 (1,80,000 as at 31.03.21) Equity Share of Rs 10 each fully paid up.		
Total	12.84	11.76
Total non - current investments		
Aggregate amount of Quoted investment	-	-
Aggregate amount of Unquoted investments	12.84	11.76
Total	12.84	11.76

Note: 5 Other financial assets - Non Current	31-Mar-22	31-Mar-21
Security deposits		
Unsecured, considered good	391.15	394.82
	391.15	394.82

Note: 6 - Deferred tax assets/ (liabilities) (net)	31-Mar-22	31-Mar-21
Deferred Tax Assets		
- MAT Credit entitlement / Disallowances of Expenses	409.35	645.73
- Impact of difference between tax depreciation and depreciation charged	6.75	5.25
- Staff Leave encashment and gratuity	9.00	6.90
- Tax effect of Other Comprehensive Income	7.68	5.48
	432.77	663.37
Deferred Tax liability		
- Impact of difference between tax depreciation and depreciation charged	359.09	256.93
- Staff Leave encashment and gratuity	0.05	0.10
	359.14	257.04
Net deferred tax Assets/ (liability)	73.62	406.34

Note: 7 - Other non-current assets	31-Mar-22	31-Mar-21
Unsecured, Considered Good		
Capital advances	704.37	708.85
	704.37	708.85

Note: 8 - Inventories	31-Mar-22	31-Mar-21
Raw Materials and components	150.68	327.62
Work - In - Progress	181.30	167.88
Finished Goods	371.17	397.09
Packing Material	66.42	75.52
Stores & Spares parts	1,682.35	1,082.67
	2,451.94	2,050.79

(Rs. In Lakhs)

Note: 9 - Trade receivables	31-Mar-22	31-Mar-21
Trade Receivables considered good - Secured	232.10	193.08
Trade Receivable considered good - Unsecured	1,003.17	1,346.39
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	-	-
Total Trade receivables	1,235.27	1,539.48

Note : 9 contd.. (Trade Receivables - Ageing Schedule)

(Rs. In Lakhs)

Particulars	Amount Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 -3 years	More than 3 years	
As at March 31, 2022						
Undisputed Trade Receivables :						
(i) Considered good	807.54	32.01	14.09	65.10	22.73	941.47
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-
Disputed Trade Receivables :						
(i) Considered good	-	-	-	89.72	204.08	293.80
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-

As at March 31, 2021	Amount Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 -3 years	More than 3 years	
Undisputed Trade Receivables :						
(i) Considered good	1,050.00	72.40	72.80	24.74	2.42	1,222.37
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-
Disputed Trade Receivables :						
(i) Considered good	28.93	1.28	89.82	28.05	169.03	317.10
(ii) Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-

Note: 10 - Cash and cash equivalents	31-Mar-22	31-Mar-21
Cash in hand	27.42	49.76
Cheques in hand	-	5.27
Balance with Banks		
- In current accounts	241.71	129.60
	269.14	184.64

Note: 11 - Other - Bank balances other than above	31-Mar-22	31-Mar-21
Balance with banks held as margin money deposits with original maturity of more than 3 months and upto 12 months *	86.69	56.16
	86.69	56.16

* The bank balance disclosed above represents margin money against bank guarantee or kept as security are subject to regulatory restrictions and are therefore not available for general use by the Company.

(Rs. In Lakhs)

Note: 12 - Loans	31-Mar-22	31-Mar-21
Loans and advances (Unsecured, considered good)		
: to related parties	38.96	38.72
: to others	547.29	-
	586.25	38.72

Note: 13 - Other financial assets	31-Mar-22	31-Mar-21
-Advances to employees	22.09	20.58
-Subsidies /incentives receivable from Govt.	-	2.20
	22.09	22.77

Note: 14 - Other current assets	31-Mar-22	31-Mar-21
Unsecured, considered good		
-Advances to suppliers	872.03	732.25
-Balances with statutory/government authorities	506.92	1,947.21
-Advances for services & expenses	993.68	46.74
-Others	3.49	12.66
-Advance income tax (net of tax provision)	105.13	2.18
	2,481.25	2,741.04

Note: 15 - Equity share capital	31-Mar-22	31-Mar-21
Authorised Capital {2,50,00,000 Equity Shares (2,50,00,000 as at 31.03.2021) of Rs. 10/- each}	2,500.00	2,500.00
Issued, Subscribed, Called & fully Paid -up shares {2,21,60,000 Equity Shares (2,21,60,000 as at 31.03.2021) of Rs. 10/- each, fully paid up.}	2,216.00	2,216.00

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year :

	31-Mar-22	31-Mar-21
Equity Shares	No. of Shares	No. of Shares
At the beginning of the year	22,160,000	22,160,000
Issued during the year	-	-
Balance 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	2,023,800 9.13%	2,023,800 9.13%
Sh. Santosh Kumar Bajaj	1,884,500 8.50%	1,884,500 8.50%
Sh. Mahendra Kumar Agarwal	1,475,780	1,475,780

Mrs. Bina Garodia

6.66%	6.66%
2,158,800	2,159,800
9.75%	9.75%

(d) Details of Shares held by Promoters at the end of the year :

Sl. No.	Name of Shareholder	Shareholding as on 31.03.2022			Shareholding as on 31.03.2021		
		No. of Shares	% holding	% change during the year	No. of Shares	% holding	% change during the year
1	Prahlad Rai Chamaria	2,023,800	9.13	-	2,023,800	9.13	0.02
2	Bijay Kumar Garodia	221,978	1.00	-	221,978	1.00	-
3	Santosh Kumar Bajaj	1,884,500	8.50	-	1,884,500	8.50	-
4	Manju Goel	151,830	0.69	(0.11)	170,340	0.77	-
5	Manish Kumar Bajaj	181,815	0.82	-	181,815	0.82	-
6	Sarika Jalan	1,500	0.01	-	1,500	0.01	-
7	Gouri Shankar Kailash Prasad (HUF)	234,500	1.06	-	234,500	1.06	-
8	Kailsh Prasad Chamaria	250,000	1.13	-	250,000	1.13	-
9	Sushil Kumar Bajaj	565,324	2.55	(0.00)	565,924	2.55	(0.01)
10	Rashmi Bajaj	39,000	0.18	-	39,000	0.18	-
11	Sushil Kumar Bajaj (HUF)	12,500	0.06	-	12,500	0.06	-
12	Purushottam Lal Bajaj (HUF)	96,500	0.44	-	96,500	0.44	-
13	S.K. Bajaj & others (HUF)	64,000	0.29	-	64,000	0.29	-
14	Ashish Kumar Bajaj	141,500	0.64	-	141,500	0.64	-
15	Devashish Bajaj	541,000	2.44	-	541,000	2.44	-
16	Yashita Bajaj	90,000	0.41	-	90,000	0.41	-
17	Swati Bajaj	100,000	0.45	-	100,000	0.45	-
18	Kamakhya Chamaria	340,000	1.53	-	340,000	1.53	-
19	Ratna Chamaria	240,000	1.08	-	240,000	1.08	-
20	Rajendra Udyog HUF	259,000	1.17	-	259,000	1.17	-
21	Hardeo Das Kamakhya Prasad (HUF)	289,000	1.30	-	289,000	1.30	-
22	G.S. Chamaria & Sons (HUF)	100,000	0.45	-	100,000	0.45	-
23	Kiran Agarwal	358,549	1.62	-	358,549	1.62	-
24	Mahendra Kumar Agarwal	1,475,780	6.66	-	1,475,780	6.66	-
25	Bina Garodia	2,159,800	9.75	-	2,159,800	9.75	-
26	Nishant Garodia	10,000	0.05	-	10,000	0.05	-
27	Aristo Building Materials Pvt. Ltd.	100,000	0.45	-	100,000	0.45	-
28	Om Infracon Pvt. Ltd.	500,000	2.26	-	500,000	2.26	-
29	S.K. Goel & Sons (HUF)	61,150	0.28	-	61,150	0.28	-

(e) There are no shares bought back or allotted either as fully paid up by way of bonus shares or allotted under any contract without payment received in cash during 5 years immediately preceding March 31, 2022.

(Rs. In Lakhs)

Note - 16 Other Equity	31-Mar-22	31-Mar-21
Securities Premium		
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

(Rs. In Lakhs)

Consolidated Reserve / (Goodwill)		
Opening Balance	(270.96)	(270.96)
Addition/(deduction) during the year	149.45	-
	(121.51)	(270.96)
Retained Earnings		
Opening Balance	7,787.33	7,603.69
Adjustment of earlier period reserves (subsidiary companies)	(574.63)	(56.72)
Profit / (Loss) for the year	(452.09)	235.14
Add: Other comprehensive income/ (Loss) (net of taxes)	(5.69)	5.21
Total Retained earnings	6,754.92	7,787.33
Total Other Equity	8,580.82	9,501.97

Nature and purpose of reserves :

- (i) 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.
- (ii) Capital Reserve : During takeover, of other companies, the excess of consideration paid over Net assets taken is treated as capital reserve.
- (iii) 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.
- (iv) 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.
- (v) The company has not declared or paid any dividend during the year.

Note: 17 - Borrowings	31-Mar-22	31-Mar-21
<u>Term loans (secured) - [Refer Notes below]</u>		
Rupee loans from banks	-	282.34
Working Capital Term loan from Banks (GECL Scheme)	981.27	588.96
Rupee loans from a financial institution	1,916.04	1,997.76
Rupee loan from body corporates	894.93	3,407.76
	-	-
Loans from related parties (unsecured)	1,001.46	1,724.65
	-	-
<u>Other loans (secured)</u>		
- 'Hire purchase finance from banks	338.74	451.57
	5,132.43	8,453.04
Less: Current maturities of long term borrowings	(705.37)	(739.37)
	4,427.07	7,713.68

- (i) During the year ended 31st March, 2022 company has dispose- off its investment in three subsidiary tea companies, due to which Rupee Term Loan from banks which were availed by subsidiary companies are at Nil as on 31.03.2022 (Rs. 282.34 Lacs as at 31.03.2021). The same were 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 was also secured by way of equitable mortgage of land and building of the subsidiary companies.
- (ii) WCTL Loan of Rs. 981.27 Lakhs (Rs. 588.96 Lakhs as at 31.03.2021) under GECL Scheme is secured by way of Second charge on all the current assets of the parent and one subsidiary company, which were extended for taking existing credit facility of Rs. 2,900.00 Lakhs.
- (iii) Rupee Term Loans of Rs. 1,916.04 lakhs (Rs. 1,997.76 lakhs as at 31.03.2021) from financial institution is consisting of RTL of Rs. 316.04 lakhs (sanctioned amount Rs. : 800 Lakhs) and Rs. 1,600.00 Lakhs (sanctioned amount : Rs. 1,600 lakhs) . 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.
- (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.
- (vi) Term Loan raised during the year have been used for the same purpose for it was drawn.

(Rs. In Lakhs)

Note: 18 Other financial liabilities (non -current)	31-Mar-22	31-Mar-21
-Security Deposit	504.12	496.13
-Trade Payable for Capital Goods	296.77	-
	800.89	496.13

Note: 19 - Employee benefit obligations	31-Mar-22	31-Mar-21
Provisions for employee benefits		
- Leave encashment	35.89	31.75
- Gratuity	120.01	103.10
	155.90	134.85

Note: 20 Other non current liabilities	31-Mar-22	31-Mar-21
-Advance Received for Capital Asset	0.00	592.50
- Deffered Government Grant Income	104.66	115.13
	104.66	707.63

Note: 21 - Borrowings	31-Mar-22	31-Mar-21
<i>Secured</i>		
Working capital facilities from banks		
- Cash credit limits	2,664.14	3,020.76
Current maturities of long term borrowings	705.37	739.37
	3,369.51	3,760.13

(a) Working Capital facilities of Rs. 2,664.14 lacs (Last year : Rs. 3,020.76 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 - Trade Payables	31-Mar-22	31-Mar-21
(a) Outstanding dues of Micro and Small Enterprises (Refer note 40)	184.39	-
(b) Others	1,235.30	1,907.09
Total trade payables	1,419.68	1,907.09

Note : 22 contd. (Trade payables ageing Schedule :)

Particulars	Amount Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 year to 2 years	2 -3 years	More than 3 years	
As at March 31, 2022					
Undisputed Dues :					
(i) MSME	184.07	0.32	-	-	184.39
(ii) Others	1,091.53	27.69	4.93	111.15	1,235.30
Disputed Dues :					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
Total	1,275.60	28.01	4.93	111.15	1,419.68
As at March 31, 2021					
Undisputed Dues :					
(i) MSME	-	-	-	-	-
(ii) Others	1,550.61	149.09	3.33	204.06	1,907.09
Disputed Dues :					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
Total	1,550.61	149.09	3.33	204.06	1,907.09

(Rs. In Lakhs)

Note: 23 - Other financial liabilities	31-Mar-22	31-Mar-21
Interest accrued but not due on borrowings	41.36	30.62
Interest Accured and due on Borrowing	-	11.86
Other payables :		
-Selling and other expenses payable	126.73	143.76
-Salaries, Wages and Other Benefits to Staff Payable	98.08	117.16
-Other liabilities	230.82	226.21
	497.00	529.62

Note: 24 - Employee benefit obligation	31-Mar-22	31-Mar-21
Provisions for employee benefits :		
-Leave encashment	14.93	11.94
-Gratuity	30.08	21.95
	45.01	33.89

Note: 25 - Other current liabilities	31-Mar-22	31-Mar-21
Deferred government grant	9.32	9.32
Other payables		
-Statutory liabilities (including TDS, P.F. and GST)	1,238.63	1,889.35
-Staff Credit	26.62	18.21
-Other Liabilities	4.39	18.37
Advances from customer	141.80	138.78
	1,420.76	2,074.03

Note: 26 - Income -tax liabilities (net)	31-Mar-22	31-Mar-21
Provision for taxation (net of advance income tax)	-	24.55
	-	24.55

Note: 27 - Revenue from operations	31-Mar-22	31-Mar-21
Sale of products		
Domestic Sale	17,281.56	14,347.58
Other operating income		
Misc. income	288.78	342.32
Revenue from operation	17,570.35	14,689.90

Note: 28- Other income	31-Mar-22	31-Mar-21
Interest income on:-		
-Bank deposits	31.37	26.89
-Other Interest Income	26.27	0.74
-Amortisation of deferred income	10.47	10.47
-Other Non Operating income	182.53	72.01
	250.63	110.10

Note: 29 - Cost of materials consumed	31-Mar-22	31-Mar-21
Inventory at the beginning of the year	389.72	204.36
Add: Purchases	5,476.14	3,868.88
	5,865.86	4,073.24
Less :Inventory at the end of the year	217.11	389.72
Cost of Materials Consumed during the year	5,648.76	3,683.52

(Rs. In Lakhs)

Note: 30 - Changes in inventories of Finished goods and Work -in- progress	31-Mar-22	31-Mar-21
<u>Inventories at the end of the year</u>		
Work -in -Progress	181.30	142.78
Finished Goods	371.85	371.34
	553.15	514.12
<u>Inventories at the beginning of the year</u>		
Work -in -Progress	142.78	90.63
Finished Goods	371.34	210.51
	514.12	301.15
(Increase) /Decrease in inventories	(39.03)	(212.98)

Note: 31 - Employee benefit expenses	31-Mar-22	31-Mar-21
Salaries, Wages & other manpower expenses	1,580.56	1,582.39
Contribution to Provident and other funds	58.11	72.52
Gratuity Expenses	23.95	31.75
Staff welfare expenses	40.75	99.15
	1,703.36	1,785.81

Note: 32 - Finance costs	31-Mar-22	31-Mar-21
Interest expense		
-On Term loans	277.88	259.92
-On Working Capital	422.63	472.71
Other finance costs	282.15	350.77
	982.65	1,083.40

Note: 33 - Depreciation and amortization expenses	31-Mar-22	31-Mar-21
Deprecation on tangible Assets	562.00	591.09
Amortisation of intangible Assets	-	13.55
	562.00	604.64

Note: 34 - Other expenses	31-Mar-22	31-Mar-21
Consumption of Stores & Spare parts	672.95	444.70
Power & Fuel	5,059.85	4,060.74
Rent	55.60	45.09
<u>Repairs & Maintenance</u>		
- Building	50.36	102.34
- Plant & Machinery	136.42	103.91
- Others	46.72	31.02
Vehicle running, maintenance & hire charges	15.77	32.43
Equipment running, maintenance & hire charges	63.52	49.33
Printing, Stationery & Computer expenses	19.39	16.03
Material Handling & Freight Charges	122.62	62.87
Royalty & Other Govt. levies	205.02	242.17
Other Production Overheads	-	153.35
Travelling and Conveyance	53.09	41.86
Insurance Expenses	31.33	38.09
Rates & Taxes	8.22	64.11
Auditor's Remuneration	4.25	5.76

Note: 34 - Other expenses (continued)	31-Mar-22	31-Mar-21
Sundry advances written off	7.90	100.80
Director's Remuneration	48.00	48.00
Central Excise & Education Cess demand/ PLA balance w/off.	-	173.32
Charity & Donation	32.04	24.77
Miscellaneous Expenses	217.61	211.00
Professional fees & Consultancy Expenses	6.10	11.30
Security Service Expenses	30.32	29.41
Outward transportation cost	1,171.45	995.85
Advertisement, Publicity & Sales Promotion Expenses	147.94	260.53
Telephone expenses	11.20	10.36
	8,217.67	7,359.15

(35) Tax Expenses :

(Rs. In Lakhs)

S. no.	Particulars	2021-22	2020-21
(a)	<u>Current Tax:</u> Current tax on profits / (Losses) for the year	--	83.87
(b)	<u>Deferred Tax:</u> Deferred tax	334.91	70.28
	Total Tax Expenses	334.91	154.15

During the year ended 31st March' 2022, as the Group entities has Nil Taxable Income after adjusting MAT Credit entitlement brought forward from earlier years, No Income -tax provision for current year has been made during the year.

(36) Earnings per share:

Earnings Per Share (EPS) for the year ended 31st March' 2022 is calculated as under:

(Rs. In Lakhs)

		2021-2022	2020 - 2021
(a)	Net Profit / (Loss) attributable to Equity Shareholders of the company (In Lac Rs.)	(452.09)	235.14
(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.)	(2.04)	1.06

(37) Capital Commitments

The estimated amount of Contracts remaining to be executed on Capital Account and other capital commitment not provided for amounts to Rs. 32.40 Lacs (Rs. 145.45 Lacs as at 31st March' 2021)

(38) Contingent liabilities not provided for:

- (a) Corporate Guarantee's given to Financial Institutions/ Banks on behalf of wholly owned subsidiaries: Rs. 400.00 Lacs (Rs. 943.64 Lacs as at 31st March' 2021)
- (b) Claims against the company not acknowledged as debts: Disputed demands of Entry – tax / Revenue/ other matters pending before the Appellate Authorities: Rs. 739.09 Lacs (Rs. 905.32 Lacs as at 31st March' 2021)
- (c) Fixed Deposit Receipts pledged with the banks / others: Rs. 146.56 Lacs (Rs. 76.96 Lacs as at 31st March' 2021)

(39) Payment made to Auditor's during the year ended is as under: -

(Rs. In Lakhs)

Particulars	31st March' 2022	31st March'2021
a. Statutory Audit fees	3.56	5.06
b. Tax - Audit fees	0.50	0.50
c. Company Law and other matters	0.25	0.25
Total	4.31	5.81

Audit fee of one subsidiary company amounting Rs. 0.06 lacs has been transferred to Pre-operative Expenses.

- (40) The Group has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). Based on the information/ documents available with the respective company, information as per the requirement of Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 are as under: (Rs. In Lakhs)

Particulars	31 st March, 2022	31st March, 2021
(I) -Principal amount due to suppliers registered under MSMED Act and remaining unpaid at the end of the year	184.39	--
-Interest due on above	--	--
Total amount outstanding	--	--
(ii) The amount of Principal/ interest paid by the company in terms of Section 16	--	--
(iii) The amount of interest due and payable for the period of delay	--	--
(iv) The amount of interest accrued and remaining unpaid	--	--
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	--	--

There is no principal and interest overdue to Micro and Small enterprises. During the year no interest has been paid to such parties. This information has been determined to the extent such parties have been identified on the basis of information available with the group entities and the same has relied upon by the auditors.

- (41) **Assets pledged as Security:** The carrying amount of assets pledged as security for borrowings of Group are as under:

(Rs. In Lakhs)

Particulars	31 st March, 2022	31 st March, 2021
(I) First charge on Current Assets :		
(i) Inventory	2,448.95	2,043.30
(ii) Trade Receivable	1,235.27	1,539.48
(iii) Cash and cash equivalents	248.66	163.68
(iv) Other bank balances	86.69	56.16
(v) Loans/ other financial assets	601.94	51.97
(vi) Other current assets	2,427.53	2,684.23
Total Current assets	7,049.04	6,538.82
(II) First charge on Non – Current Assets :		
(i) Property, plant and equipments	12,741.72	18,400.75
Total Non -Current assets	12,741.72	18,400.75
Total Assets pledged as security	19,790.76	24,939.57

- (42) **Employees benefit obligations:**

a) Defined contribution plans:

The Group 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. 58.11 Lacs (Rs. 72.52 Lacs as at 31st March, 2021) as expense towards contribution to these plans and included in "Employee benefit expenses" in Note 31 to the financial statements.

b) Defined benefit plans:

(i) Leave encashment:

Under leave encashment scheme, the group 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. Earned Leave liability at year end are as follows :

(Rs. In Lakhs)

		31st March' 2022	31st March' 2021
A	Current Liability (Amount Due within one year)	14.93	11.94
B	Non-Current Liability (Amount Due over one year)	35.89	31.75
	Total amount of Leave Encashment	50.82	43.69

(ii) **Gratuity:**

The group entities provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity plan provides a lump sum payment to vested employees at retirement, death or termination of employment as per the Company's policy. The gratuity payable to employees is based on the employee's tenure of service and last drawn salary at the time of leaving the services of the company. The gratuity benefits are payable after five years of continuous service by the employee and 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:

Amount recognised in Consolidated Statement of Profit and Loss

(Rs. In Lakhs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Current Service Cost	9.64	12.57
Net Interest expenses/ (income)	8.20	7.72
Re- assessment of transfer obligations	6.11	11.46
Total amount recognized in Statement of Profit and Loss	23.95	31.75

Amount recognised in Other Comprehensive Income

(Rs. In Lakhs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
(Gain)/ Loss from change in financial assumption	(4.41)	1.60
(Gain) / Loss on arising from Experience adjustment	13.38	(8.01)
(Gain)/ Loss on arising from change in demographic assumption	--	--
Total amount of (Gain)/ Loss recognized in Other Comprehensive Income	8.97	(6.41)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Present value of defined benefit obligations :		
Balance at the beginning of the year	125.05	103.36
Current Service Cost	9.64	12.57
Net Interest expenses/ (income)	8.20	7.72
Re- assessment of transfer obligations	6.11	11.46
Re-measurement due to :		
(Gain)/ Loss from change in financial assumption	(4.41)	1.60
(Gain) / Loss on arising from Experience adjustment	13.38	(8.01)
Benefits paid (adjusted)	(7.88)	(3.65)
Balance at the close of the year	150.09	125.05

		31.03.2022	31.03.2021
A	Current Liability (Amount Due within one year)	30.08	21.95
B	Non-Current Liability (Amount Due over one year)	120.01	103.10
	Total Gratuity liability amount	150.09	125.05

The significant actuarial assumptions were as follows:

Particulars	31 st March' 2022	31 st March' 2021
Discount Rate	7.16 %	6.70 %
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 (2012-2014) table

Sensitivity analysis of the defined benefit obligations are here as under :

(Rs. In Lakhs)

Particulars	Impact on Defined Benefit obligations			
	Increase in assumption by 0.5%		Decrease in assumption by 0.5%	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
Change due to Discount rate	(4.52)	(4.36)	4.81	4.65
Change due to Salary growth rate	4.89	4.71	(4.63)	(4.45)

(iii) Risk Exposure:

Through its defined benefit plans the group entities are 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.
- Discount Rate:** Reduction in discount rate in subsequent valuations can increase the plan's 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. Any variation in salary increase rate assumption in future valuations will also increase the liability.

(43) Financial instruments by category

(Rs. In Lakhs)

Particulars	31st March, 2022			31st March, 2021		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial Assets :						
Investment in equity instruments	-	12.84	-	-	11.76	-
Trade Receivables	-	-	1,235.27	-	-	1,539.48
Cash and cash equivalents	-	-	269.14	-	-	184.64
Balance with banks	-	-	86.69	-	-	56.16
Loans	-	-	586.25	-	-	38.72
Other financial assets	-	-	413.24	-	-	417.59
	-	12.84	2,590.59	-	11.76	2,236.59
Financial Liabilities :						
Borrowings	-	-	7,796.57	-	-	11,473.81
Security Deposit	-	-	504.12	-	-	496.13
Trade payable	-	-	1,419.68	-	-	1,907.09
Salary and Bonus to employees	-	-	98.08	-	-	117.16
Other Liabilities	-	-	695.69	-	-	412.46
	-	-	10,514.14	-	-	14,406.65

i) Fair value hierarchy

This section explains the judgments' 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 Lakhs)

Particular	31 st March' 2022			31 st March' 2021		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Investment in equity instruments	-	-	12.84	-	-	11.76
Total financial assets	-	-	12.84	-	-	11.76

iv) Fair value of financial assets and liabilities measured at amortized cost

The carrying amounts of all other financial assets i.e. term deposits and interest there on, trade receivables, cash and cash equivalents, other financial assets and financial liabilities i.e. borrowings, trade payables and other current financial liabilities are considered to be the same as their fair values due to their short -term nature.

(44) Capital management

- (a) Risk Management : The Group's objective when managing capital are to Safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using debt -equity ratio, which is total debt less liquid investments and bank deposits divided by total equity.

(Rs. In Lakhs)

Particulars	As at 31st March' 2022	As at 31st March' 2021
Total Debt	7,796.57	11,473.81
Less : Cash and Cash equivalents	355.82	240.79
Adjusted net debt	8,152.39	11,714.60
Total Equity	10,796.82	11,717.97
Gearing Ratio (Net debt / Equity + net debt)	0.43	0.50

- (a) 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.

(45) Related Party disclosures:

Enterprises owned or significantly influenced by Key management Personal (KMP)	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.	Enterprises influenced by KMP.
Meghalaya Cements Ltd.	Enterprises influenced by KMP.
LKC Industries & Infra Pvt. Ltd.	Enterprises influenced by KMP.
Goombira Green Pvt. Ltd.	Enterprises influenced by KMP.
Dony Power & Infra, LLP	Enterprises influenced by KMP.
Dony Polo Udyog Ltd.	Enterprises influenced by KMP.

(II) Key Management Personnel and their relatives:	
Sh. Kamakhya Chamaria	e C Vice Chairman and Managing Director
Sh. Santosh Kumar Bajaj	Director
Sh. Mahendra Kumar Agarwal	Vice Chairman & Non Executive Director
Mrs. Laxmi Chamaria	Wife of Sh. Kamakhya Chamaria, Vice Chairman & Managing 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
Ms. Rachna Gambhir	Company Secretary (w.e.f. 23.12.2021 onwards)
Ms. Deepa	Company Secretary (Up to 20.11.2021)

Details of transactions between the Group and related parties are as under:

(Rs. In Lakhs)

S. no.	Type of Transaction	Associates & Other Enterprises influenced by KMP		Key Management Personnel / Relatives	
		2021-22	2020-21	2021-22	2020-21
1	Sale of Stores, spares, goods and other services: : North East Power & Infra Ltd. : Dony Power & Infra LLP : LKC Industries & Infra Pvt. Ltd.	23.55 0.73 4.96	133.72 - 8.79		
2	Purchase of Raw Material, goods/ services: : North East Power & Infra Ltd. : Dony Power & Infra LLP : Meghalaya Cements Ltd. : Plascom Industries, LLP	443.23 - - 674.11	962.45 2.72 223.64 502.65		
3	Loan & Advances taken / (Repayment) : : Dony Polo Udyog Ltd. : Om Infracon Pvt. Ltd. : LKC Industries & Infra Pvt. Ltd. : Om North East Projects Pvt. Ltd. : Neelachal Marketing Pvt. Ltd. : Sh. Kamakhya Chamaria : Sh. Mahendra Kumar Agarwal	(181.42) (6.35) 114.75 - (5.68)	- (8.00) (83.14) (49.50) (145.36)	(116.85) (539.00)	(12.73) (93.00)
4	Loans/ Advances given/ (Repayment) : : Goombira Green Pvt. Ltd. : Valley Strong Cement Ltd.	0.25 -	38.72 (1.20)		
5	Interest paid /credited : : Dony Polo Udyog Ltd. : Om Infra Con Pvt. Ltd. : Om North East Projects Pvt. Ltd. : Neelachal Marketing Pvt. Ltd. : LKC Industries & Infra Pvt. Ltd. : Sh. Kamakhya Chamaria	10.07 15.17 - 1.31 10.47	15.07 14.57 1.76 7.62 7.35	10.90	11.23
6	Remuneration paid to Directors and their relatives : : Sh. Kamakhya Chamaria : Sh. Tanuj Chamaria			48.00 27.94	48.00 28.03
7	Remuneration paid to Key Management personnel / their relatives : : Sh. Mukesh Kumar Shovasaria : Sh. Rajesh Aggarwal			26.99 21.84	25.66 20.25

8	: Ms. Rachna Gambhir			2.27	-
	: Ms. Deepa			2.54	1.50
8	Office Rent paid :				
	: Mrs. Laxmi Chamaria			14.00	-
9	Balance Outstanding :				
	(a) Loan taken				
	: Om Infra Con Pvt. Ltd.	209.79	216.13		
	: Dony Polo Udyog Ltd.	-	181.42		
	: LKC Industries & Infra Pvt. Ltd.	152.93	38.18		
	: Neelachal Marketing Pvt. Ltd.	65.24	59.56		
	: Sh. Kamakhya Chamaria			-	116.85
: Sh. Mahendra Kumar Agarwal			573.50	1,112.50	
	(b) Loan given :				
	: Goombira Green Pvt. Ltd.	38.96	38.72		
	(c) Trade Payables / (Advances given):				
	: North East Power & Infra Ltd.	115.95	385.31		
	: LKC Industries & Infra Pvt. Ltd.	3.80	-		
	: Meghalaya Cement Limited	-	9.18		
	: Plascom Industries, LLP	166.49	196.85		
: Mrs. Laxmi Chamaria			1.80	-	

(46) Details of Loans or Advances in the nature of loans, that are repayable on demand are as under :

Type of borrower	Amount of Loans or advances in nature of loans outstanding as at		% to the total loans and advances in the nature of loan as at	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
Related party in which director is interested	38.96	38.72	6.65%	100%
Other companies	547.29	--	93.35%	--

(47) Financial risk management:

Financial risk factors

The Group’s principal financial liabilities includes borrowings, trade payable and other financial liabilities. The main purpose of these financial liabilities is to finance the Group’s assets and operations. The Group’s principal financial assets include trade receivables, cash and cash equivalents and other financial assets that are derived directly from its operations. The Group is exposed to credit risk, liquidity risk and market risk. The Group’s senior management oversees the management of these risks and the appropriate financial risk governance framework for the group is in place. The senior management provides assurance that the Group’s financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group’s policies and risk objectives. The Audit Committee and the Board are regularly apprised of these risks every quarter and each such risk and mitigation measures are extensively discussed and the same are summarized below:

The Group’s activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Group’s primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Group’s exposure to credit risk is influenced mainly by the individual characteristic of each customer.

(a) **Credit Risk:** Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, thereby leading to a financial loss. The Group 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 Group 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 Group. Further the Group 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 Lakhs)

Particulars	Less than 6 months	More than 6 months and up to 1 year	1-2 year	2-3 year	More than 3 year	Total carrying amount of trade Receivables
As on 31 st March, 2022	807.54	32.01	14.09	154.82	226.81	1,235.27
As on 31 st March, 2021	1,078.93	73.68	162.62	52.79	171.45	1,539.48

- (ii) **Financial instruments and deposits:** Credit risk from balance with banks and financial institutions is managed by the finance department of the Group. Credit risk on cash and cash equivalents and bank deposits is generally low as the said deposits have been made with banks having good reputation, good past track record and high quality credit rating and the Group also reviews their credit worthiness on an on-going 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 Group maintains sufficient cash and liquid investments available to meet its obligation. Management of the Group regularly monitors rolling forecast of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows.

The liquidity risk is managed by Group's financial policy, which aims to ensure the availability of sufficient net funds to meet the Group's financial commitments with minimal additional cost.

- (i) **Financial arrangements :** The Group had access to the working capital facilities from the bank amounting Rs. 2,900.00 Lacs (Outstanding balance Rs. 2,664.14 Lacs as at 31st March'2022) which are expiring in one year, subject to the renewal of the same by the banking authorities. A part from the working capital facility, Group has also following outstanding financial liabilities :
- (ii) **Maturities of financial liabilities :** The following tables shows the maturity analysis of the Group's financial liabilities based on the contractually agreed undiscounted cash flows as at the balance sheet date :

(Rs. In Lakhs)

Contractual maturities of financial liabilities- 31st March, 2022	Less than 1 year	Above 1 year	Total
Borrowing including Interest Amount	3,369.51	4,427.07	7,796.58
Trade payables	1,275.60	144.08	1,419.68
Other financial liabilities	497.00	800.89	1,297.89
Total financial liabilities	5,142.11	5,372.04	10,514.14

Contractual maturities of financial liabilities- 31st March, 2021	Less than 1 year	Above 1 year	Total
Borrowing including Interest Amount	3,760.13	7,713.68	11,473.81
Trade payables	1,550.61	356.48	1,907.09
Other financial liabilities	529.62	496.13	1,025.75
Total financial liabilities	5,840.36	8,566.29	14,406.65

(c) **Market Risk :**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate consequent up on changes in market prices. It mainly comprises of interest rate risk.

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will be impacted because of changes in market interest rate. As the Group'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 Group's financial liability to interest rate risk is as follows :

(Rs. In Lakhs)

Particulars	31 st March' 2022	31 st March' 2021
Variable rate (market) borrowing	1,896.39	5,132.41
Fixed rate borrowings	3,236.04	3,320.63
Total	5,132.43	8,453.04

(48) Exceptional Items :

During the year ended 31st March' 2022, following amount has been recognised as exceptional loss (net) in the financial statements :

(Rs. In Lakhs)

(a) Provision for Education Cess refund written back :	199.92
(b) GST claims received of earlier years :	296.20
(c) Loss on Sales of investment in Subsidiaries :	<u>(1,255.12)</u>
Total Exceptional items (net) :	<u>759.00</u>

(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) Segment Information :

Particulars	2021-22			2020 -21		
	Cement	Unallocated	Total	Cement	Unallocated	Total
Revenue (Gross)						
External Sales	17,272.83	297.52	17,570.35	13,281.96	1407.94	14,689.90
Inter Segment Sales	-	-	-	-	-	-
Total Revenue (Gross)	17,272.83	297.52	17,570.35	13,281.96	1407.94	14,689.90
Results						
Segment Result	1,578.20	59.98	1,638.18	1,245.19	226.64	1471.83
Unallocated Expenses / (Incomes) Net	-	-	(0.86)	-	-	(0.86)
Operating Profit			1,624.47			1,472.69
Interest & Finance Charges	913.54	69.11	982.65	805.49	277.91	1,083.40
Exceptional Items	-	-	759.00	-	-	-
Provision for Taxation	-	-	-	-	-	83.87
Income Tax reversal for earlier years	-	-	-	-	-	-
Deferred Tax (net)	-	-	334.91	-	-	70.28
Net Profit After Tax	-	-	(452.09)	-	-	235.14
Other Information						
Segment Assets	18,789.72	4,247.58	23,037.30	19,342.97	9,756.61	29,099.58
Unallocated/ Other Assets	-	-	-	-	-	-
Total Assets	18,789.72	4,247.58	23,037.30	19,342.97	9,756.61	29,099.58
Segment Liabilities	11,064.23	1,176.25	12,240.48	13,763.84	3,617.77	17,381.61
Unallocated/ Other Liabilities	-	-	-	-	-	-
Total Liabilities	11,064.23	1,176.25	12,240.48	13,763.84	3,617.77	17,381.61
Depreciation	534.56	27.44	562.00	540.84	63.79	604.64

(52) Additional information pursuant to Paragraph 3 of Schedule -III to the Companies Act, 2013 are as under:

Name of Entity in the Group	Net assets (total assets minus total liabilities)		Share in Profit or (Loss)		Share in Other Comprehensive Income/ (Loss)		Share in 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
Parent Company : Barak Valley Cements Ltd.	67.28%	7,264.54	94.34%	(426.49)	100%	(5.69)	94.41%	(432.18)
Subsidiary Companies :								
1. Cement International Ltd.	4.27%	460.95	3.08%	(13.95)	-	-	3.05%	(13.95)
2. Badarpur Energy Pvt. Ltd.	3.16%	340.60	1.71%	(7.71)	-	-	1.68%	(7.71)
3. Meghalaya Minerals & Mines Ltd.	7.91%	853.77	0.87%	(3.94)	-	-	0.86%	(3.94)
4. Valley Strong Cement (Assam) Ltd.	17.38%	1,876.96	-	-	-	-	-	-
Total	100%	10,796.82	100%	(452.09)	100%	(5.69)	100%	(457.79)

(53) The information about Group's Subsidiaries and the proportion of ownership interests held by the Group as at 31st March' 2022 is as below:

Name of the Subsidiary	Place of business and country of incorporation	Ownership Interest held by the group		
		31 st March' 2022	31 st March' 2021	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 (for captive use)

(54) In view of the COVID -19, the Group entities has made detailed assessment of its liquidity position for the next one 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 as at the balance sheet date and has concluded that there is no material adjustments required in the Financial statements. Group will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

(55) Previous year's figures have been regrouped and/ or re-arranged wherever necessary, to confirm to current year's classification in order to comply with the requirements of the amended Schedule III to the companies Act, 2013.

(56) Notes to the Consolidated Financial Statements comprised of information relevant for the Group.

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, 25th May' 2022

(Kamakhya Chamaria)
 Vice Chairman & Director

(Rajesh Aggarwal)
 Chief Financial Officer

(Rachna Gambhir)
 Company Secretary

For & on behalf of the Board of Directors

(Santosh Kumar Bajaj)
 Director

(Mukesh Kumar Shovasaria)
 Chief Executive Officer

Form 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' 2022

S. no.	Name of wholly owned Subsidiary Company (all Indian Subsidiary)	Cement International Ltd.	Meghalaya Minerals & Mines Ltd.	Badarpur Energy Pvt. Ltd.	Valley Strong Cements (Assam) Ltd.
1	Reporting period for the subsidiary concerned, if different from holding company's reporting period	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.
3	Share Capital	99.27	149.00	496.33	47.43
4	Other Equity	955.14	378.43	(656.78)	1,818.18
5	Total Assets	1,112.75	2,011.65	354.57	1,881.35
6	Total Liabilities	58.34	1,484.22	515.02	15.74
7	Investments	--	--	--	--
8	Turnover (gross)	--	1,107.76	--	--
9	Profit/ (Loss) before Taxation	(13.09)	(5.43)	(7.71)	--
10	Provision for Taxation	0.86	(1.48)	-	--
11	Profit/ (Loss) after Taxation	(13.95)	(3.95)	(7.71)	--
12	Proposed Dividend	--	--	--	--
13	% of Shareholding	100%	100%	100%	100%

Note: The company does not have any Associates or Joint Ventures.

For & on behalf of the Board of Directors

(Kamakhya Chamaria)
Vice Chairman & Director

(Santosh Kumar Bajaj)
Director

(Rajesh Aggarwal)
Chief Financial Officer

(Mukesh Kumar Shovasaria)
Chief Executive Officer

(Rachna Gambhir)
Company Secretary

Notes

A series of horizontal dotted lines for writing notes.



BARAK VALLEY CEMENTS LIMITED

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