



BHEEMA CEMENTS LTD

www.bheemacement.net

Regd.Office: 6-3-652/C/A, Flat 5 A, "KAUTILYA" Amrutha Estates, Opp. Vijaya Bank, Somajiguda, Hyd-082.

Mob: +91 90002 65555, +91 78931 27512, Email: corporate@bheemacement.in

CIN: L26942TG1978PLC002315

BHEEMA/SE/2022-23

30th December, 2022

To,
Listing Department
BSE Limited,
Phiroze jeejeebhoy Tower,
Dalal Street, fort, Mumbai-400001, Maharashtra

Scrip Code: 518017

Subject: Disclosure of Voting Results of the Remote e-voting and voting at the 43rd Annual General Meeting of the Company held on 28th December, 2022, as per the requirements of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir (s),

We wish to inform that, at the 43rd Annual General Meeting ("AGM") of Bheema Cements Limited held on 28th December, 2022 through Video Conferencing ("VC") facility, all the items of business contained in the Notice of the 43rd AGM were transacted and approved by the Shareholders with requisite majority.

Kindly note that the Chairman of the 43rd AGM of the Company have declare the results of the remote e-voting and e-voting at the 43rd AGM on the basis of report submitted by the scrutinizer appointed for conducting the e-voting process in a fair and transparent manner. the Scrutinizer's Report on the combined voting results is attached herewith.

The details of the combined voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the AGM) are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, we are in process of filing the aforesaid results in XBRL mode.

Request you to kindly take the above said information and documents on record.

Yours Truly,
For Bheema Cements Limited

Anshul
Singhai

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Anshul Singhai
Company Secretary & Compliance Officer
M. No. A55037

Encl.: a/a

**VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING AT THE 43RD AGM OF THE COMPANY**

Date of the AGM	:	28 th December 2022
Total Number of shareholders on Cut-off date for ascertaining voting rights of Members i.e. 23 rd December, 2022	:	1311
Number of Shareholders present in the Meeting either in person or through proxy - Promoters and Promoter Group - Public	:	NA
Number of Shareholders attended the Meeting through Video Conferencing - Promoters and Promoter Group - Public	:	4 (Four) 29 (Twenty-nine)

Agenda-wise disclosure:

The mode of voting for all the resolutions was:

1. Remote e-voting commenced on Sunday, 25th December, 2022 (9:00 a.m. IST) and concluded on Tuesday, 27th December, 2022 (5:00 p.m. IST); and
2. E-voting conducted at the 43rd Annual General Meeting held on 28th December, 2022.

Given below is the resolution-wise combined result of remote e-voting and e-voting conducted at the Meeting:

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**RESOLUTION-1:****ADOPTION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2021-22**

Resolution required (Ordinary/ Special)					Ordinary			
Whether promoter / promoter group are interested In the Agenda / resolution?					No			
Category	Mode of voting	No. of shares held (1)	No. of votes polled for (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	24456301	24456301	100.00	24456301	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		24456301	100.00	24456301	0	100.00	0.00
Public-Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-voting	7979701	415246	5.20	415246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		415246	100.00	415246	0	100.00	0.00
Total		32610002	24871547	76.27	24871547	0	100.00	0.00

Result: On the basis of above-mentioned voting results the Chairman of the 43rd AGM of the Company declares that the Resolution No. 1 is passed with requisite majority as an Ordinary Resolution.

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**RESOLUTION-2:****RE-APPOINTMENT OF DIRECTOR (MR. KUCHAMPUDI SRINIVASA UPENDRA SAKET VARMA (DIN: 07087346)) LIABLE TO RETIRE BY ROTATON**

Resolution required (Ordinary/ Special)					Ordinary			
Whether promoter / promoter group are interested in the Agenda / resolution?					No			
Category	Mode of voting	No. of shares held (1)	No. of votes polled for (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	24456301	24456301	100.00	24456301	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		24456301	100.00	24456301	0	100.00	0.00
Public Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	7979701	415246	5.20	415246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		415246	100.00	415246	0	100.00	0.00
Total		32610002	24871547	76.27	24871547	0	100.00	0.00

Result: On the basis of above-mentioned voting results the Chairman of the 43rd AGM of the Company declares that the Resolution No. 2 is passed with requisite majority as an Ordinary Resolution.

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**RESOLUTION-3:****RE-APPOINTMENT OF MR. KUCHAMPUDI SRINIVASA UPENDRASAKETH VARMA (DIN: 07087346) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY**

Resolution required (Ordinary/ Special)					Special			
Whether promoter / promoter group are interested In the Agenda / resolution?					No			
Category	Mode of voting	No. of shares held (1)	No. of votes polled for (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	24456301	24456301	100.00	24456301	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		24456301	100.00	24456301	0	100.00	0.00
Public Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	7979701	415246	5.20	415246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		415246	100.00	415246	0	100.00	0.00
Total		32610002	24871547	76.27	24871547	0	100.00	0.00

Result: On the basis of above-mentioned voting results the Chairman of the 43rd AGM of the Company declares that the Resolution No. 3 is passed with requisite majority as a Special Resolution.

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**RESOLUTION-4:****RE-APPOINTMENT OF MR. KANDULA PRASANNA SAI RAGHUVVEER (DIN:07063368) AS THE MANAGING DIRECTOR OF THE COMPANY**

Resolution required (Ordinary/ Special)					Special			
Whether promoter / promoter group are interested In the Agenda / resolution?					Yes			
Category	Mode of voting	No. of shares held (1)	No. of votes polled for (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	24456301	NA					
	Poll							
	Postal Ballot							
	Total							
Public Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	7979701	415246	5.20	415246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		415246	100.00	415246	0	100.00	0.00
Total		32610002	415246	1.27	415246	0	100.00	0.00

Result: On the basis of above-mentioned voting results the Chairman of the 43rd AGM of the Company declares that the Resolution No. 4 is passed with requisite majority as a Special Resolution.

Note: The promoters have casted their votes in favor of resolution No. 4. However, since the promoters were interested party for this resolution their votes on the said resolution were treated as invalid and were not counted for the purpose of passing the resolution

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**RESOLUTION-5:****SUB-DIVISION OF EQUITY SHARES OF THE COMPANY**

Resolution required (Ordinary/ Special)					Ordinary			
Whether promoter / promoter group are interested In the Agenda / resolution?					yes			
Category	Mode of voting	No. of shares held (1)	No. of votes polled for (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6) =[(4)/(2)]*100	% of votes against on votes polled (7) =[(5)/(2)]*100
Promoter and promoter group	E-voting	24456301	NA					
	Poll							
	Postal Ballot							
	Total							
Public Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	7979701	415246	5.20	415246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		415246	100.00	415246	0	100.00	0.00
Total		32610002	415246	1.27	415246	0	100.00	0.00

Result: On the basis of above-mentioned voting results the Chairman of the 43rd AGM of the Company declares that the Resolution No. 5 is passed with requisite majority as an Ordinary Resolution.

Note: The promoters have casted their votes in favor of resolution No. 5. However, since the promoters were interested party for this resolution their votes on the said resolution were treated as invalid and were not counted for the purpose of passing the resolution

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**RESOLUTION-6:****ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Resolution required (Ordinary/ Special)					Special			
Whether promoter / promoter group are interested In the Agenda / resolution?					No			
Category	Mode of voting	No. of shares held (1)	No. of votes polled for (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	24456301	24456301	100.00	24456301	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		24456301	100.00	24456301	0	100.00	0.00
Public Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	7979701	415246	5.20	415246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		415246	100.00	415246	0	100.00	0.00
Total		32610002	24871547	76.27	24871547	0	100.00	0.00

Result: On the basis of above-mentioned voting results the Chairman of the 43rd AGM of the Company declares that the Resolution No. 6 is passed with requisite majority as a Special Resolution.

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**RESOLUTION-7:****RATIFICATION/ APPROVAL OF MATERIAL RELATED PARTY TRANSACTION ENTERED DURING THE FINANCIAL YEAR 2021-22**

Resolution required (Ordinary/ Special)					Ordinary			
Whether promoter / promoter group are interested in the Agenda / resolution?					yes			
Category	Mode of voting	No. of shares held (1)	No. of votes polled for (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	24456301	NA					
	Poll							
	Postal Ballot							
	Total							
Public Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	7979701	415246	5.20	415246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		415246	100.00	415246	0	100.00	0.00
Total		32610002	415246	1.27	415246	0	100.00	0.00

Result: On the basis of above-mentioned voting results the Chairman of the 43rd AGM of the Company declares that the Resolution No. 7 is passed with requisite majority as an Ordinary Resolution.

Note: The promoters have casted their votes in favor of resolution No. 7. However, since the promoters were interested party for this resolution their votes on the said resolution were treated as invalid and were not counted for the purpose of passing the resolution

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**RESOLUTION-8:****APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS PROPOSES TO BE ENTERED INTO BY THE COMPANY DURING THE FINANCIAL YEAR 2022-23**

Resolution required (Ordinary/ Special)					Ordinary			
Whether promoter / promoter group are interested In the Agenda / resolution?					Yes			
Category	Mode of voting	No. of shares held (1)	No. of votes polled for (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E-voting	24456301	NA					
	Poll							
	Postal Ballot							
	Total							
Public Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	7979701	415246	5.20	415246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		415246	100.00	415246	0	100.00	0.00
Total		32610002	415246	1.27	415246	0	100.00	0.00

Result: On the basis of above-mentioned voting results the Chairman of the 43rd AGM of the Company declares that the Resolution No. 8 is passed with requisite majority as an Ordinary Resolution.

Note: The promoters have casted their votes in favor of resolution No. 8. However, since the promoters were interested party for this resolution their votes on the said resolution were treated as invalid and were not counted for the purpose of passing the resolution

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**RESOLUTION-9:****APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

Resolution required (Ordinary/ Special)					Special			
Whether promoter / promoter group are interested In the Agenda / resolution?					Yes			
Category	Mode of voting	No. of shares held (1)	No. of votes polled for (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favor (4)	No. of votes in against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7))=[(5)/(2)]*100
Promoter and promoter group	E-voting	24456301	NA					
	Poll							
	Postal Ballot							
	Total							
Public Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-voting	7979701	415246	5.20	415246	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		415246	100.00	415246	0	100.00	0.00
Total		32610002	415246	1.27	415246	0	100.00	0.00

Result: On the basis of above-mentioned voting results the Chairman of the 43rd AGM of the Company declares that the Resolution No. 9 is passed with requisite majority as a Special Resolution.

Note: The promoters have casted their votes in favor of resolution No. 9. However, since the promoters were interested party for this resolution their votes on the said resolution were treated as invalid and were not counted for the purpose of passing the resolution

For, Bheema Cements Limited

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Raghuveer Kandula

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Kandula Prasanna Sai Raghuveer
Managing Director & Chairman of 43rd AGM
DIN:07063368



Combined Report of Scrutinizer

To,

Mr. Prasanna Sai Raghuvver Kandula,
Chairman of the 43rd Annual General Meeting
Bheema Cements Limited
CIN: L26942TG1978PLC002315
6-3-652/C/A, Flat 5a, Kautilya Amrutha Estates,
Somaji Guda, Hyderabad- 500082 Telangana India

Ref. The 43rd Annual General Meeting (AGM) of the Equity Shareholders of Bheema Cements Limited held on Wednesday, December 28, 2022 at 12:30 PM through Video Conferencing (VC).

Subject: **Combined Scrutinizer's Report for Remote e-voting and e-voting conducted at the 43rd Annual General Meeting of the Company- Bheema Cements Limited held on the Wednesday, December 28, 2022 at 12:30 PM through Video Conferencing (VC).**

Dear Sir,

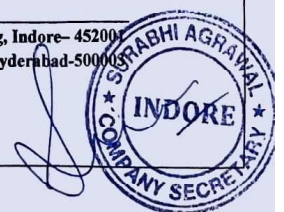
1. I, Surabhi Agrawal, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of Bheema Cements Limited (the Company) as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 Companies (Management and Administration) Rules, 2014 as amended from time to time, to scrutinize the remote e-voting process and e-voting at the 43rd Annual General Meeting (AGM) of the Company on the resolutions contained in the Notice convening 43rd AGM of the members of the Company.
2. I have scrutinized the voting through remote e-voting process and e-voting at the 43rd Annual General Meeting (AGM) of the Company held on Wednesday, December 28, 2022 at 12:30 P.M. through Video Conferencing (VC).
3. The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended from time to time relating to the remote e-voting and e-voting at the AGM on the resolutions contained in the Notice convening Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for remote e-voting process and for e-voting at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated



above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited. I now submit a consolidated report for remote E-voting and E-voting at the 43rd AGM along with other details:

- a) The voting rights were reckoned on **Friday, December 23, 2022** being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting
- b) The Company had taken the services of Central Depositories Services (India) Limited (CDSL) for providing the remote E-Voting Platform and e-voting at the AGM.
- c) Remote E-Voting platform remained open from **Sunday, December 25, 2022 at 09:00 am and ended on Tuesday, December 27, 2022 at 05:00 P.M** and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolution, on the evoting platform provided by CDSL.
- d) I have issued separate Scrutinizer's Report dated December 28, 2022 on the remote E-voting and on the E-voting at the AGM on the resolutions contained in the Notice to the AGM.
- e) As requested by the Management, combined report on the results of e-voting is as under:

Item No. of Notice	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Total No.	% age	No.	% age	
Item No.1 of the Notice (as an Ordinary resolution)	2,48,71,547	100%	0	0	0
Item No.2 of the Notice (as an Ordinary resolution)	2,48,71,547	100%	0	0	0
Item No.3 of the Notice (as an Special resolution)	2,48,71,547	100%	0	0	0
Item No.4 of the Notice (as an Special resolution)	4,15,246	100%	0	0	2,44,56,301
Item No.5 of the Notice (as an Ordinary resolution)	2,48,71,547	100%	0	0	0
Item No.6 of the Notice (as an Special resolution)	2,48,71,547	100%	0	0	0



Item No.7 of the Notice (as an Ordinary resolution)	4,15,246	100%	0	0	2,44,56,301
Item No.8 of the Notice (as an Ordinary resolution)	4,15,246	100%	0	0	2,44,56,301
Item No.9 of the Notice (as an Special resolution)	4,15,246	100%	0	0	2,44,56,301

Note on invalid votes: The votes casted in favor by the parties related to the resolutions set out at Item No. 4, 7, 8 and 9 of the Notice of the 43rd Annual General Meeting of the Company were treated as invalid while ascertaining the result of E-voting.

Result: All the resolutions put to vote through Remote e-voting and e-voting at the Annual General Meeting held on Wednesday, December 28, 2022 are passed with requisite majority.


Surabhi Agrawal
Company Secretary
ACS 56574
CP No. 23696


Scrutinizer

Surabhi Agrawal

Practicing Company Secretary

M. No. A56574 C.P. No. 23696

Peer Review No.-1999/2022

Place : Indore

Date: December 30,2022

UDIN : A056574D002834118

Prasanna Sai Digitally signed by
Prasanna Sai
Raghuvver Raghuvver Kandula
Kandula Date: 2022.12.30
20:22:46 +05'30'

Acknowledgement:

Prasanna Sai Raghuvver Kandula

Chairman

Bheema Cements Limited

Date: December 30, 2022

Place: Hyderabad



Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2015 as amended]

To,
The Chairman,
Bheema Cements Limited
CIN: L26942TG1978PLC002315
6-3-652/C/A, Flat 5a, Kautilya Amrutha Estates,
Somaji Guda, Hyderabad- 500082 Telangana India

Dear Sir,

Ref. The 43rd Annual General Meeting (AGM) of the Equity Shareholders of Bheema Cements Limited held on the Wednesday, December 28th, 2022 at 12:30 P.M. through Video Conferencing (VC).

Subject: Submission of Report on passing of resolutions through remote e-voting pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. I, CS Surabhi Agrawal, Practicing Company Secretary, have been appointed by the Board of Directors of Bheema Cements Limited ("the Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting at AGM in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Bheema Cements Limited held on the Wednesday, December 28th, 2022 At 12:30 PM. through Video Conferencing (VC).
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 - (i) Process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
 - (ii) Process of e-voting at the AGM through electronic voting system ("e-voting")

Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made there under; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.



Management's Responsibility

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Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or CDSL for my verification.

5. Further to the above, we submit our report as under:

- i. The Members of the Company as on the "Cut Off" date i.e. **Friday, December 23rd, 2022** were entitled to vote on the resolutions (as set out in Notice of 43rd AGM of the Company).
- ii. After the closing of remote e-voting and e-voting at the AGM, a final report of the e-voting was generated by me by accessing the data available to me from the website: <https://www.evotingindia.co.in> of Central Depository Services India Limited (CDSL), the authorized agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
- iii. Since the 43rd Annual General Meeting was held through Video conferencing/Other Audio Visual Means, the voting through poll was not conducted. However, company has provided e-voting facility during AGM and the e-voting were diligently scrutinized. The e-voting records were reconciled with records maintained by the Company and Arthi Consultant Private Limited, the Registrar and Share Transfer Agent of the Company and the authorizations lodged with the Company.
- iv. The votes cast were unblocked on December 28, 2022 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Yashaswi Jharbade and Ms. Anju Rathore, who are not in the employment of the Company. They have signed below in confirmation of the same.



Yashaswi Jharbade



Anju Rathore

6. The Result of the remote e-voting at 43rd AGM is as under:



ITEM NO. 1 - ORDINARY RESOLUTION**ADOPTION OF FINANCIAL STATEMENTS:**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	2,48,71,520	99.99%	27	0.0001%	2,48,71,547	100%
Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	0	-	0	-	0	-

ITEM NO. 2 - ORDINARY RESOLUTION**RE-APPOINTMENT OF DIRECTOR (MR. KUCHAMPUDI SRINIVASA UPENDRA SAKET VARMA (DIN: 07087346)) LIABLE TO RETIRE BY ROTATON**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	2,48,71,520	99.99%	27	0.0001%	2,48,71,547	100%
Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	0	-	0	-	0	-

ITEM NO. 3 – SPECIAL RESOLUTION**RE-APPOINTMENT OF MR. KUCHAMPUDI SRINIVASA UPENDRASAKETH VARMA (DIN: 07087346) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	2,48,71,520	99.99%	27	0.0001%	2,48,71,547	100%
Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	0	-	0	-	0	-

ITEM NO. 4 – SPECIAL RESOLUTION**RE-APPOINTMENT OF MR. KANDULA PRASANNA SAI RAGHUVeer (DIN:07063368) AS THE MANAGING DIRECTOR OF THE COMPANY**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	4,15,219	99.99%	27	0.0001%	4,15,246	100%
Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	2,44,56,301	-	0	-	2,44,56,301	-



ITEM NO. 5 – ORDINARY RESOLUTION**SUB-DIVISION OF EQUITY SHARES OF THE COMPANY**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	4,15,219	99.99%	27	0.0001%	4,15,246	100%
Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	2,44,56,301	-	0	-	2,44,56,301	-

ITEM NO. 6 – SPECIAL RESOLUTION**ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	2,48,71,520	99.99%	27	0.0001%	2,48,71,547	100%
Votes against the Resolution	0	0	-	-	0	0
Abstained /Invalid Votes	0	0	-	-	0	0

ITEM NO. 7 – ORDINARY RESOLUTION**RATIFICATION/ APPROVAL OF MATERIAL RELATED PARTY TRANSACTION ENTERED DURING THE FINANCIAL YEAR 2021-22**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	4,15,219	99.99%	27	0.0001%	4,15,246	100%
Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	2,44,56,301	-	0	-	2,44,56,301	-

ITEM NO. 8 – ORDINARY RESOLUTION**APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS PROPOSES TO BE ENTERED INTO BY THE COMPANY DURING THE FINANCIAL YEAR 2022-23**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	4,15,219	99.99%	27	0.0001%	4,15,246	100%
Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	2,44,56,301	-	0	-	2,44,56,301	-



ITEM NO. 9 – SPECIAL RESOLUTION

APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	4,15,219	99.99%	27	0.0001%	4,15,246	100%
Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	2,44,56,301	-	0	-	2,44,56,301	-

Note on invalid votes: The votes casted in favor by the parties related to the resolutions set out at Item No. 4, 7, 8 and 9 of the Notice of the 43rd Annual General Meeting of the Company were treated as invalid while ascertaining the result of E-voting.

6. The registers and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and same are handed over to the Chairman/ Director authorized by the Board for safe keeping.

Restriction on Use

8. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

**Thanking you
Yours Faithfully,**

**Place : Indore
Date: December 30,2022
UDIN : A056574D002834118**

Surabhi Agrawal
Surabhi Agrawal
Company Secretary
ACS 56574
CP No. 23696



Scrutinizer

Surabhi Agrawal
Practicing Company Secretary
M. No. A56574 C.P. No. 23696
Peer Review No.-1999/2022

Acknowledgement:

Prasanna Sai Raghuvveer Kandula
Chairman
Bheema Cements Limited
Date: December 30,2022
Place: Hyderabad

Form MGT-13

Scrutinizer's Report

[Pursuant to section 109 of Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules 2014]

To,

Mr. Prasanna Sai Raghuvver Kandula,
Chairman of the 43rd Annual General Meeting
Bheema Cements Limited
CIN: L26942TG1978PLC002315
6-3-652/C/A, Flat 5a, Kautilya Amrutha Estates,
Somaji Guda, Hyderabad- 500082 Telangana India

Ref. The 43rd Annual General Meeting (AGM) of the Equity Shareholders of Bheema Cements Limited held on Wednesday, December 28th, 2022 at 12:30 PM through Video Conferencing (VC).



Subject: Submission of Report on passing of resolutions through e-voting at the 43rd AGM of the Company pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

1. I, CS Surabhi Agrawal, Practicing Company Secretary, have been appointed by the Board of Directors of Bheema Cements Limited ("the Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting at AGM in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Bheema Cements Limited held on the Wednesday, December 28th, 2022 at 12:30 PM. through Video Conferencing (VC).
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 - (i) Process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
 - (ii) Process of e-voting at the AGM through electronic voting system ("e-voting")



Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or CDSL for my verification.
5. Further to the above, we submit our report as under:
- i. The Members of the Company as on the "Cut Off" date i.e. **Friday, December 23, 2022** were entitled to vote on the resolutions (as set out in Notice of 43rd AGM of the Company).
- ii. The voting period for E-voting commenced on Sunday, December 25, 2022 at 09:00 am and ends on Tuesday, December 27, 2022 at 05:00 P.M and the CDSL-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked and we downloaded the results.
- iii. The votes cast were unblocked on December 28, 2022 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Yashaswi Jharbade and Ms. Anju Rathore, who are not in the employment of the Company. They have signed below in confirmation of the same.
- 
Yashaswi Jharbade
- 
Anju Rathore
- iv. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
6. The Result of the remote e-voting is as under:

ITEM NO. 1 - ORDINARY RESOLUTION

ADOPTION OF FINANCIAL STATEMENTS:

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	2,48,71,520	99.99%	27	0.0001%	2,48,71,547	100%
Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	0	-	0	-	0	-



ITEM NO. 2 - ORDINARY RESOLUTION**RE-APPOINTMENT OF DIRECTOR (MR. KUCHAMPUDI SRINIVASA UPENDRA SAKET VARMA (DIN: 07087346)) LIABLE TO RETIRE BY ROTATON**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
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ITEM NO. 3 - SPECIAL RESOLUTION**RE-APPOINTMENT OF MR. KUCHAMPUDI SRINIVASA UPENDRASAKETH VARMA (DIN: 07087346) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY**

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Abstained /Invalid Votes	0	-	0	-	0	-

ITEM NO. 4 - SPECIAL RESOLUTION**RE-APPOINTMENT OF MR. KANDULA PRASANNA SAI RAGHUVeer (DIN:07063368) AS THE MANAGING DIRECTOR OF THE COMPANY**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
Votes in favour of the Resolution	4,15,219	99.99%	27	0.0001%	4,15,246	100%
Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	2,44,56,301	-	0	-	2,44,56,301	-

ITEM NO. 5 - ORDINARY RESOLUTION**SUB-DIVISION OF EQUITY SHARES OF THE COMPANY**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
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Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	2,44,56,301	-	0	-	2,44,56,301	-



ITEM NO. 6 – SPECIAL RESOLUTION**ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
	No.	% age	No.	% age	No.	% age
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Votes against the Resolution	0	0	0	0	0	0
Abstained /Invalid Votes	0	-	0	-	0	-

ITEM NO. 7 – ORDINARY RESOLUTION**RATIFICATION/ APPROVAL OF MATERIAL RELATED PARTY TRANSACTION ENTERED DURING THE FINANCIAL YEAR 2021-22**

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ITEM NO. 8 – ORDINARY RESOLUTION**APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS PROPOSES TO BE ENTERED INTO BY THE COMPANY DURING THE FINANCIAL YEAR 2022-23**

Manner of Voting	Remote e-voting		Venue E-Voting		Total	
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Abstained /Invalid Votes	2,44,56,301	-	0	-	2,44,56,301	-

ITEM NO. 9 – SPECIAL RESOLUTION

TO APPROVE GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013:



Manner of Voting	Remote e-voting		Venue E-Voting		Total	
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Abstained /Invalid Votes	2,44,56,301	-	0	-	2,44,56,301	-

Note on invalid votes: The votes casted in favor by the parties related to the resolutions set out at Item No. 4, 7, 8 and 9 of the Notice of the 43rd Annual General Meeting of the Company were treated as invalid while ascertaining the result of E-voting.

7. The registers and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and same are handed over to the Chairman/ Director authorized by the Board for safe keeping.

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Thanking you,
Yours Faithfully,


Surabhi Agrawal
Company Secretary
ACS 56574
CP No. 23696



Place : Indore
Date: December 30,2022
UDIN : A056574D002834118

Scrutinizer
Surabhi Agrawal
Practicing Company Secretary
M. No. A56574 C.P. No. 23696
Peer Review No.-1999/2022

Acknowledgement:

Prasanna Sai Raghuvver Kandula
Chairman
Bheema Cements Limited
Date: December 30,2022
Place: Hyderabad