



BHEEMA CEMENTS LTD

www.bheemacements.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@bheemacements.in

CIN: L26942TG1978PLC002315

BHEEMA/SE/2022-23

Date: 5th December, 2022

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

Scrip Code: 518017

Subject: Filing of the Notice of the 43rd Annual General Meeting of the Company to be held on 28th December, 2022

Dear Sir (s),

We are pleased to submit a copy of Notice of the 43rd Annual General Meeting of the Company to be held on Wednesday, 28th December, 2022 at 12.30 P.M. through Video Conferencing or Other Audio Video Means (OAVM) for which purposes the registered office of the company situated at 6-3-652/C/A, Flat 5a, Kautilya Amrutha Estates, Somajiguda, Hyderabad. TG 500082 shall be deemed as the venue for the Meeting and the proceedings of the Company shall be deemed to be made thereat.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,

**Yours Truly,
For Bheema Cements Limited**

Anshul
Singhai

Digitally signed by
Anshul Singhai
Date: 2022.12.05
23:04:00 +05'30'

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

Encl: Notice of 43rd Annual General Meeting



NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the Members of M/s. Bheema Cements Limited (hereinafter referred to as "BCL" / "Company") will be held on Wednesday, 28th December 2022 at 12:30 PM through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') at deemed venue from the registered office of the Company situated at 6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates, Somajiguda, Hyderabad-500082, Telangana State, India, to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider approve and adopt the Standalone Audited Financial Statements containing the Balance Sheet as at March 31, 2022, the Statement of Profit & Loss and Cash Flow for the financial year ended March 31, 2022 along with the report of the Board of Directors and of the Auditors thereon

ITEM NO. 2: RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION

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 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to reappoint Mr. Kuchampudi Srinivasa Upendra Saket Varma (DIN:07087346), who retires by rotation, as the Director of the Company."

SPECIAL BUSINESS

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

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

"RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with the applicable provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company at their respective meetings and in suppression of all earlier passed resolutions in this regard, the approval of the members of the Company be and is hereby accorded for reappointment of Mr. Kuchampudi Srinivasa Upendrasaketh Varma (DIN: 07087346) as the Whole time Director of the Company for a further period of 2 (Two) years w.e.f. 28th December,2022."

"RESOLVED FURTHER THAT Mr. Kuchampudi Srinivasa Upendrasaketh Varma (DIN: 07087346) be and is hereby appointed on NIL remuneration and shall be entitled to reimbursement of expenditures incurred on travelling and other expenditures (on actuals) incurred to perform his duties as the Whole-time Director of the Company as per the rules of the Company."

"RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation



thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by the Board to be in the best interest of the Company without any requirement to seek further approval of the members of the company."

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

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

"RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with the applicable provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company at their respective meetings and in suppression of all earlier passed resolutions in this regard, the approval of the members of the Company be and is hereby accorded for reappointment of Mr. Kandula Prasanna Sai Raghuv eer (DIN:07063368) as the Managing Director of the Company for a further period of 2 (Two) years w.e.f. 28th December,2022."

"RESOLVED FURTHER THAT Mr. Kandula Prasanna Sai Raghuv eer (DIN:07063368) be and is hereby appointed on NIL remuneration and shall be entitled to reimbursement of expenditures incurred on travelling and other expenditures (on actuals) incurred to perform his duties as the Managing Director of the Company as per the rules of the Company."

"RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by the Board to be in the best interest of the Company without any requirement to seek further approval of the members of the company."

ITEM NO. 5: SUB-DIVISION OF EQUITY SHARES OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the provisions of the Memorandum of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), the approval of the Members of the Company be and is hereby accorded for sub-division of 1 (One) fully paid-up Equity Share of the Company having face value of ₹10/- (Rupees Ten Only) each, into ₹ 1/--fully paid-up Equity Shares, with effect from the 'Record Date' to be determined by the Board of Directors for this purpose.

"RESOLVED FURTHER THAT the sub-divided Equity Shares having face value ₹ 1/- (Rupee One Only) each, shall rank pari passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Shares of face value ₹ 10/- (Rupees Ten Only) each of the Company.

"RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date:

- a) for the Equity Shares held in physical form, the existing Share Certificate(s) in relation to the said Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company; and



- b) for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 6: ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V with the following new Clause V.(a):

“The Authorised Share Capital of the Company is INR 78,00,00,000/- (Rupees Seventy Eight Crore Only) consisting of 78,00,00,000 (Seventy Eight Crore) Equity Shares of INR 1/- (Rupee One) each with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may determined under the provisions of the Companies Act 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.”

FURTHER RESOLVED THAT any director of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

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

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, consent of the Members be and is hereby accorded for ratification / approval of material related party transaction(s) entered by the Company with the below mentioned related parties during the financial year 2021-22:



Name of the related party	Nature of relationship	Nature of transaction	Aggregate transaction value for the year ended 31 st march,2022 (INR lakhs)
Mr. Kandula Prasanna Sai Raghuvver	Managing Director & Promotor	Transfer of resources (Loan) towards revival of plant without interest as it is coming as per the NCLT Order	932.44
Mr. Anshul Singhai	Company Secretary & Compliance Officer (KMP)	Remuneration for rendering services	6.00
Aktis Infra OPC Private Limited	Common Director	Advance against rendering of goods or services	5.71
Fortuna Cements Private Limited	Company with Common Directors	Advance against rendering of goods or services / Loan Towards payment to Secured Financial Creditor and Other	106
Fortuna Engi Tech & Structural India Private Limited	Company with Common Directors	Advance against rendering of goods or services / Loan Towards payment to Secured Financial Creditor and Other	61

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

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

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and pursuant to the recommendations of the Audit Committee and Board of Directors, the consent of the members of the company be and is hereby accorded for entering into and/or carrying out and/or continuing with the existing contract(s)/arrangement(s)/transaction(s) or modification(s) of earlier arrangements/transactions or as fresh or otherwise (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the below named related parties commencing from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2023-24 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of the transactions may exceed the prescribed thresholds as per the provisions of the SEBI listing regulations :

Sr. No	Related party	Relationship reference	Nature of transaction	Details of transactions	Limit to be approved (INR)
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1.	Fortuna Engi Tech & Structural India Private Limited	Common Directors & Common Members holding more than 2 % of Paid-up Share capital of the Company	Business Advance and Availing or Rendering of any Services	Inter-corporate Loan given and/or taken and Provision or availing and/or rendering of any kind of Services	INR 200 Crore Per Annum Per Company / Entity and per Individual
2.	Fortuna Cements Limited	Company with common Directors.			
3.	Bheema Infratech Private Limited	Common Directors & Common Members holding more than 2 % of Paid-up Share capital of the Company			
4.	Aktis Infra (OPC) Limited	Common Director			
5.	Mr. Kandula Prasanna Sai Raghuvver	Managing Director & Promotor	Unsecured loans and advances	Unsecured Loans and advances in connection with the payment to secured creditor as per NCLT Order and for revival of plant. With nil interest	INR 300 Crore Per Annum Per Individual
6.	Mr. Rajakishore Tadimalla	Director & Promotor			
7.	Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Whole Time Director			
8.	Mr. Anshul Singhai	Company Secretary & Compliance Officer (KMP)	Employee Benefits	Remuneration for rendering services	Upto INR 1.5 Crores per annum
9.	Mrs. Uma Tadimalla	Chief Financial Officer (KMP)			
10.	Mr. Varmavenkatasatya Suryanarayana Rudhraraju	Chief Executive Officer (KMP)			

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things including execution of such agreement, documents, instruments and writings as may be deemed necessary or desirable, with power to alter and vary the terms and conditions of such contract/ arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 9: 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

To consider and, if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding INR 250 Crore (Rupees Two Hundred and Fifty Crore Only only).



BHEEMA CEMENTS LTD

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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@bheemacements.in

CIN: L26942TG1978PLC002315

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution."

Bheema Cements Limited
CIN: L26942TG1978PLC002315

Registered Office:
6-3-652/C/A, Flat 5A,
Kautilya Amrutha Estates
Somajiguda, Hyderabad,
Telangana State -500082, India

By Order of the Board of Directors
For, BHEEMA CEMENTS LIMITED
SD/-
Anshul Singhai
Company Secretary & Compliance Officer
M.No. A55037

Place: Hyderabad
Date : 2nd December,2022

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide circular General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 05, 2022 ('MCA Circulars') and Securities and Exchange Board of India has vide its circular dated May, 12 2020 January 15, 2021 and May 13, 2022 ('SEBI Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue and also sending of Notice to persons entitled as per Section 101 of Companies Act, 2013 in way as prescribed thereunder in MCA Circulars and SEBI Circulars.

In compliance with the provisions of the Act read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company will be held through VC/OAVM which does not require physical presence of the members at the deemed venue from the registered office of the Company situated at 6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates, Somajiguda, Hyderabad-500082, Telangana State, India.

2. For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the Company. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the AGM from their respective locations by VC / OAVM and do not visit the registered office to attend the AGM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Institutional investors, who are members of the Company may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and | or vote.
4. Institutional investors, who are members of the Company, are encouraged to attend the 43rd AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy



(PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered Email address to pcs.surabhiagrawal@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') setting out the material facts concerning each item of special business set out in the Notice is annexed hereto.
7. The Members can join the AGM in the VC / OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed Central Depository Services (India) Ltd ("CDSL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL
10. In line with the MCA Circulars, the Notice calling the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories and has been uploaded on the website of the Company at www.bheemacements.net. The Notice can also be accessed from the websites of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com. Printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the MCA Circulars and SEBI Circulars.
11. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered E-mail address mentioning their names, DP ID and Client ID / folio number, PAN and mobile number at cs@bheemacements.in between Wednesday, 14th December 2022 (09.00 a.m. I.S.T) to Thursday, 22nd December (05.00 p.m. I.S.T). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
12. The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on cs@bheemacements.in in with Depository participant ID and Client ID or Folio number.
13. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the Members on request by sending an E-mail on cs@bheemacements.in in with Depository participant ID and Client ID or Folio number.
14. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on cs@bheemacements.in at least Ten days before the date of the AGM so as to enable the Management to keep the information ready and provide it at the AGM. Provided that the information to be provided shall be



within four corners of the law and shall be provided that is permissible under law.

15. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. As per Regulation 40 (7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/ DOS3/CIR/P/2018/139 dated November 6, 2018.
19. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which after December 5, 2018, transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended by Securities and Exchange Board of India ('SEBI') to March 31, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
20. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
21. Pursuant to the provisions of the Act, a member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
22. The results on Resolutions shall be declared within two workings days from the conclusion of the AGM and the Resolutions will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favor of the Resolutions.
23. The results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.bheemacement.net and on the website of depository NSDL <https://www.evoting.nsdl.com> and CDSL <https://evoting.cdslindia.com/> and the communication will be sent to National Stock Exchange of India Limited and



BSE Limited and will also be displayed at the Registered as well as Corporate Office of the Company.

24. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is Venture Capital and Corporate Investments Private Limited ('R&TA') having its office at 12-10-167, Bharat Nagar, Hyderabad-500018, Telangana, India. (Unit: Bheema Cements Limited).
25. Process for those members whose Email IDS are not registered: The Members who have not registered their E-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering E-mail Address, the Members are requested follow the below steps:
 - A. Members holding shares in Physical Mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and Aadhar Card through E-mail on cs@bheemacement.in
 - B. Members holding shares in Dematerialized Mode are requested to provide name, Depository participant ID and Client ID, mobile number, E-mail address, scanned copies of self-attested client master or Consolidated Account statement through E-mail on cs@bheemacement.in

26. VOTING THOROUGH ELECTRONIC MEANS

CDSL Remote E-voting System

THE INSTRUCTIONS FOR REMOTE E-VOTING

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode

Access through Depositories

CDSL / NSDL e-Voting system in case of: Individual Shareholders holding shares in Demat mode

- a. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

- b. Pursuant to aforesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL DEPOSITORY

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- 3) 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 e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL DEPOSITORY

- 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

INDIVIDUAL SHAREHOLDERS (HOLDING SECURITIES IN DEMAT MODE) LOGIN THROUGH THEIR DEPOSITORY PARTICIPANTS (DP)

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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., CDSL and NSDL.

Login type	Helpdesk details
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 toll free no. 1800225533
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

Access through CDSL E-Voting system in case of Shareholders holding shares in Physical Mode and Non-Individual Shareholders in Demat mode.

- ✓ **How do I vote electronically using CDSL e-Voting system?**
 - a. **Step 1:** The shareholders should log on to the e-voting website www.evotingindia.com
 - b. **Step 2:** Click on Shareholders
 - c. **Step 3:** Now Enter your User ID
 - **For CDSL:** 16 digits beneficiary ID
 - **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in **Physical Form** should enter Folio Number registered with the Company
 - d. **Step 4:** Next enter the Image Verification as displayed and Click on Login
 - e. **Step 5A: For Members Already Registered with CDSL**
The Members who are already registered with CDSL and have exercised e-voting through www.evotingindia.com earlier may follow the steps given below
 - Use the existing password

OR
 - f. **Step 5B: For those Members who are not Registered with CDSL:**



The Members (holding shares in Demat | physical form) who are not already registered with CDSL and are using the e-voting facility for the first time may follow the steps given below:

i. Register as under:

- The Members who have already submitted their Permanent Account Number (PAN) to the Company | DP may enter their 10-digit alpha-numeric PAN issued by the Income Tax department. Others are requested to use the sequence number in the PAN Field. The sequence number is mentioned in the e-communication
- Enter Date of Birth (DOB) as recorded in Demat account or in records of the Company for the said Demat account or folio in DD | MM | YYYY format.

OR

- Enter the Dividend Bank Details (DBD) as recorded in Demat account or in records of the Company for the said Demat account or folio.

OR

- If the Dob or DBD details are not recorded with the DP or the Company, enter the Member ID | folio number in the DBD field as under:

User ID for the Members holding shares in Demat form with CDSL	16 digits beneficiary ID
User ID for the Members holding shares in Demat form with NSDL	8 Character DP ID followed by 8 Digits Client ID
User ID for the Members holding shares in physical form	the folio number of the shares held in the Company

- ii. After entering these details appropriately, click on 'Submit'.
- iii. The Members holding shares in physical form will reach the Company selection screen. However, the Members holding shares in Demat form will reach 'Password creation' menu and will have to enter login password in the 'new password' field. It is strongly recommended not to share the password with any other person and take utmost care to keep it confidential.
- iv. The Members holding shares in physical form can use login details only for e-voting on the resolutions contained in this Notice.

g. Step 6: How to Vote:

- Click on the Electronic Voting Serial Number of Bheema Cements Limited to vote (EVSN of Equity Shares with Normal Voting Rights and EVSN of Equity Shares with Normal Voting Right (**Equity: 221205008**) of Bheema Cements Limited.
- 'Resolution description' appears on the voting page with 'Yes | No' options for voting. Select the option 'Yes' or 'No' as desired. The option 'Yes' implies assent and option 'No' implies dissent to the resolution.
- Click on the 'Resolutions file link' to view the details.
- After selecting the resolution, click on 'Submit' tab. A confirmation box will be displayed. To confirm vote, click on 'Ok' else click on 'Cancel'
- After voting on a resolution, the Members will not be allowed to modify their vote.
- A print of the voting done may be taken by clicking on 'Click here to print' tab on the voting page.
- In case the Members holding shares in Demat form forget their password, they can enter the User ID and the image verification details and click on 'Forgot password' to generate a new one.



- ✓ **General Instruction 1:** Incompliance with provisions of Section 108 of the Companies Act, 2013 read with 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 (LODR) Regulations, the Company is please do provide its members, as on the cut-off date being **Friday, 23rd December, 2022** the facility to exercise the right to vote by electronic means on any or all of the businesses specified in the Notice, at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.
- ✓ **General Instruction 2:** The remote E-voting period commences on Sunday, 25th December 2022 at 09:00 am and ends on Tuesday, 27th December 2022 at 05:00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 23rd December, 2022** may cast their vote by remote e-voting. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ✓ **General Instruction 3:** The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes thereat again.
- ✓ **General Instruction 4:** A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- ✓ **General Instruction 5:** The Members can also use mobile application 'm-Voting' of CDSL for e-voting using their e-voting credentials.
- ✓ **General Instruction 6:** For the non-individual Members and the Custodians:
 - Non-individual Members (that is, other than individuals, Hindu Undivided Family, Non-Resident Individual) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity will be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance user will be created using the admin login and password. The Compliance user will be able to link the account(s) for which they wish to vote on.
 - The list of accounts will be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, votes can be cast.
 - A scanned copy of the Board Resolution and Power of Attorney issued in favor of the Custodian, if any, will have to be uploaded in portable document format in the system for verification by the Scrutinizer.

27. The instructions for e-voting during the AGM are as under:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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 available in the AGM
- If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting
- 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.
- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL



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

e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Bheema Cements Limited
CIN: L26942TG1978PLC002315

Registered Office:
6-3-652/C/A, Flat 5A,
Kautilya Amrutha Estates
Somajiguda, Hyderabad,
Telangana State -500082, India

Place: Hyderabad
Date : 2nd December 2022

By Order of the Board of Directors
For, BHEEMA CEMENTS LIMITED
SD/-
Anshul Singhai
Company Secretary & Compliance Officer
M.No. A55037



EXPLANATORY STATEMENT PURSUANT TO 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES

ITEM NO.3: Mr. Kuchampudi Srinivasa Upendrasaketh Varma (DIN:07087346) was re-appointed for a further term of 2 (two) years as the Whole-time Director of the Company by the Board of Directors of the Company at their meeting held on 2nd December, 2022.

The nomination and Remuneration Committee has recommended to the Board of Directors of the Company the tenure and other terms of re-appointment of Mr. Kuchampudi Srinivasa Upendrasaketh Varma as the Whole-time Director of the Company.

The Board recommends passing of the resolution set out in Item No. 3 of the accompanying notice, for re-appointment of Mr. Kuchampudi Srinivasa Upendrasaketh Varma as a whole-time Director of the Company who shall be liable to retire by rotation, for the approval of members.

The information as required to be disclosed pursuant to Schedule V of the Companies Act, 2013 regarding remuneration payable by the Company is not provided herewith as the Board has not recommended payment of remuneration to the appointee.

Additional information as required under Listing Regulations and the SS-2, is provided as Annexure-1 to this notice

Except Mr. Kuchampudi Srinivasa Upendrasaketh Varma, none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise in the said Resolution

ITEM NO.4: Mr. Kandula Prasanna Sai Raghuvver (DIN:07063368) was re-appointed for a further term of 2 (two) years as the Managing Director of the Company by the Board of Directors of the Company at their meeting held on 2nd December, 2022.

The Nomination and Remuneration Committee has recommended to the Board of Directors of the Company the tenure and other terms of re-appointment of Mr. Kandula Prasanna Sai Raghuvver as the Managing Director of the Company.

The Board recommends passing of the resolution set out in Item No.4 of the accompanying notice, for re-appointment of Mr. Kandula Prasanna Sai Raghuvver as a whole-time Director of the Company who shall be liable to retire by rotation, for the approval of members.

The information as required to be disclosed pursuant to Schedule V of the Companies Act, 2013 regarding remuneration payable by the Company is not provided herewith as the Board has not recommended payment of remuneration to the appointee.

Additional information as required under Listing Regulations and the SS-2, is provided as Annexure-1 to this notice.

Except Mr. Kandula Prasanna Sai Raghuvver none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise in the said Resolution.

ITEM NO.5 & 6: The Equity Shares of the Company are listed and traded on the BSE Limited. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, it is proposed to sub-divide, 1 (One) fully paid-up Equity Share of face value ₹10/- each into 10 fully paid-up Ordinary (equity) Shares of face value of ₹1/- each pursuant to the provisions of Section 61(1)(d) of the Act, the rules made thereunder and other applicable provisions.

The Record Date for the aforesaid sub-division of Equity Shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained for the proposed sub-division. In the opinion of the Board, proposed sub-division of the Equity Shares is in the best interest of the Company and the investors.



The Board at its meeting held on 2nd December,2022 approved the aforesaid sub-division subject to requisite approval of the shareholders. The proposed sub-division of Equity Shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Ordinary (equity) Share Capital of the Company.

The Pre and post Equity Share Capital of the Company is as under:

Type of Share Capital	Pre-Sub Division		Post-Sub Division	
	No. of Shares	Amount	No. of Shares	Amount
Authorised	78000000	780000000	780000000	780000000
Issued	32610002	326100020	326100020	326100020
Subscribed & Paid-up	32610002	326100020	326100020	326100020

The sub-division of Equity Shares proposed under Item No.5 of this Notice shall also require consequential amendments to the existing Clause V a. of the Memorandum of Association of the Company as set out in Item no. 6 of this Notice to reflect change in the face value of Equity Shares of the Company.

Accordingly, the consent of the Members is sought for passing of:

- Ordinary Resolution for sub-division of Ordinary (equity) Shares as mentioned at Item No.5;
- Special Resolution for carrying out amendments to the Memorandum of Association of the Company as mentioned at Item No. 6.

A draft copy of the Altered Memorandum of Association of the Company is available for inspection by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 5 & 6 of the Notice. The Board recommends the Resolutions set forth in Item No. 5 & 6 for the approval of the Members.

ITEM NO.7: Pursuant to the provisions of Section 188 of the Act read with rules made thereunder and in terms of applicable provisions of the SEBI Listing Regulations, applicable as on 31st March, 2022, consent of members by way of an ordinary resolution is required for ratification / approval of material related party transactions entered into by a listed Company with related party, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction was considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity. In financial year 2021-22, the related party transactions as mentioned below, in the aggregate, have crossed the applicable materiality threshold as mentioned above. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for ratification of all such arrangements / transactions undertaken by the Company, with the related party mentioned below. The transactions were in the ordinary course of business of the Company and on an arm's length basis.

The said related party transactions were primarily entered for the purpose of repayment to Creditors as per the Resolution Plan and also towards restoration of the plant. Since the company business operations are not yet commenced, all the fund requirements is met by the Directors and Promotors of the Company. Hence, the said RPT were done.

The said related party transactions were reviewed and approved by the Audit Committee of the Company.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 7 of this Notice, for approval by the Members of the Company.

Mr. Kandula Prasanna Sai Raghuvver and his relatives are deemed to be concerned or interested in this resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way,



concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 7 of this Notice.

ITEM NO.8: The members of the Company are informed that section 188 read with rules made there under prescribes certain approvals for related party transactions. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 also prescribe seeking shareholders' approval for material related party transaction beyond specified threshold (Material Transactions). Proviso to Section 188 (1) provides that noting contained in Section 188 (1) shall apply where transaction entered into by Company with related party in the ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length basis. The transactions are repetitive in nature, considering the large volume of the transaction, the contracts / arrangements / transactions are material in nature and hence require approval of members.

The Members are also informed that, the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding `1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Thus, the contracts / arrangements / transactions as mentioned in resolution require approval of the members of the Company and as per the SEBI listing regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the the resolution set out in item no.8 of the accompanying notice.

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

Justification as to why the proposed transaction is in the interest of the listed entity	The proposed transactions are primarily for the purpose of payment to Secured Financial Creditor as per the NCLT approved Resolution and towards restoration and recommencement of the plant
Details for transactions relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity 1. details of the source of funds in connection with the proposed transaction 2. Nature, cost of funds and tenure of indebtedness in case financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, 3. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security 4. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The funds being given as loan are own funds. Since the plant is non-operational and the payments are being done as per the NCLT Order, towards repayment and towards restoration of the plant hence the promoters/directors do not intent to charge any interest Ongoing, till commencement of Commercial Production at 0% interest but right to convert the same into equity shares. Repayment to Creditors as per the NCLT Order and towards expenditure being incurred in Recommencement of the Plant.
Copy of valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable



Any other information relevant or important for the members to take a decision on the proposed transactions	None
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Accordingly, on the basis of review and approval of the Audit Committee, the Board of Directors recommends the Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

None of the Directors of the Company except Mr. Kandula Prasanna Sai Raghuv eer (DIN: 07063368), Mr. Kuchampudi Upendrasaketh Varma (DIN: 07087346) and Mr. Raja Kishore Tadimalla (DIN: 02091671) or 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. 8 of the Notice.

ITEM NO.9: Section 185 of the Companies Act,2013 empowers the Board of Directors of the Company to advance loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any company and/or body corporate in whom any or all the director(s) of the Company are considered as directly/indirectly concerned or interested subject to the approval of the members by way of a special resolution.

The Company may have to render support for the business requirements of group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. Hence the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for granting loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and / or working capital requirements including purchased of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would diligently evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for utilization by entities in their normal course of business.

Accordingly, the Board of Directors recommend the Resolution set out at Item No.8 of the accompanying Notice for approval of the Members of the Company as a Special Resolution.

Mrs. Bhavani Lakshmi Kilaru, Mr. Raja Kishore Tadimalla, Mrs. Uma Tadimalla, Mr. Kandula Prasanna Sai Raghuv eer, Mr. Kuchampudi Srinivasa Upendrasaketh Varma and Mr. Varmavenkatasatya Suryanarayana Rudhraraju may be deemed to be concerned or interested financially to the extent of loans, advances, guarantee or security provided by the company.

Except the abovenamed persons 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.8 of the Notice.

**ANNEXURE -1 to Notice of AGM****Details of the Directors seeking re-appointment at the 43rd Annual General Meeting**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SS - 2 - Secretarial Standard on General Meetings]

Name of the Director	Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Mr. Kandula Prasanna Sai Raghuv eer
DIN	07087346	07063368
Date of Birth	01/10/1990	09/07/1995
Date of Appointment	11/02/2020	11/02/2020
Nationality	Indian	Indian
Designation	Whole-time Director	Managing Director
Qualification	Graduate	Graduate
Particulars of experience, expertise, attributes or skills	Strategic Planning and talent management	Business Intelligence, Finance and Fintech
Terms and conditions of re-appointment	Re-appointed for a term of 2 (Two) years and liable to retire by rotation.	Re-appointed for a term of 2 (Two) years and liable to retire by rotation.
Remuneration	NIL	NIL
List of Directorship (other than BCL) held as on date	VNR Infrastructures Limited Bheema Infratech Private Limited Sahasraa Soft-Tech Private Limited Stay Smart Solutions Private Limited Patternate International Private Limited Natural Engine Private Limited	Fortuna Cements Private Limited Sankhya Infotech Limited Bheema Infratech Private Limited Skillyou Enterprises Private Limited Gwebitsol Private Limited ABI Datalabs Private Limited Fortuna Engi Tech and Structural s (India) Private Limited Sudharma Holdings Private Limited
Chairman / Member of the Committees of the Board of Directors of the Company	Chairman of Stakeholder's Relationship Committee of the Board	Member of Audit Committee of the Board
Board Meeting Attendance	He has attended all the Board Meetings conducted during the Financial Year 2021-22	He has attended all the Board Meetings conducted during the Financial Year 2021-22
No. of Equity Shares held as on date	NIL	1,16,81,300 Equity Shares
Listed Entities from which he has resigned as Director in past 3 years	Sain Enterprises Private Limited	VNR Infrastructures Limited String Metaverse Private Limited Skillyou Enterprises Private Limited Aaryavart Advisors LLP
Disclosure of Relationship inter se between Directors, Manager and other Key Managerial Personnel	There is no inter se relationship between Mr. Kuchampudi Srinivasa Upendrasaketh Varma and other members of the Board	There is no inter se relationship between Mr. Kandula Prasanna Sai Raghuv eer and other members of the Board and Key Managerial Personnel of the Company



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.

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CIN: L26942TG1978PLC002315

	and Key Managerial Personnel of the Company	
Brief Profile of the Director	<p>Mr. Kuchampudi Srinivasa Upendrasaketh Varma is a young passionate individual having dedicated vision and has been engaged in multiple ventures viz. Infrastructure, electronics, education and textiles. He had his share of experience and education in various international markets for the past 12 years. He is a holder of Bachelors degree in electronics and communication engineering and a master degree in International Business.</p>	<p>Mr. Kandula Prasanna Sai Raghuv eer, is a young serial entrepreneur having an out of the box attitude that exudes dynamic resourcefulness. After a brief stint at academics in Physics, Nuclear Engineering & Business Studies at esteemed universities like Texas A&M University and Harvard University, he has taken a study break and ventured into business with multiple startups specialized in Business Intelligence, Artificial Intelligence, Fin Tech, etc.</p> <p>He has a tenacious intent in the back of his passion and is focused on unswerving execution.</p>

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Registered Office:
6-3-652/C/A, Flat 5A,
Kautilya Amrutha Estates
Somajiguda, Hyderabad,
Telangana State -500082, India

Place: Hyderabad
Date : 2nd December 2022

By Order of the Board of Directors
For, BHEEMA CEMENTS LIMITED
SD/-
Anshul Singhai
Company Secretary & Compliance Officer
M.No. A55037