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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Sri S. CHANDRA MOHAN

Sri K.R.CHARI

Sri S.V. REDDY

Sri S. KISHORE CHANDRA

Sri S.R.B. RAMESH CHANDRA

EXECUTIVE CHAIRMAN

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

WHOLE TIME DIRECTOR

MANAGING DIRECTOR

COMPANY SECRETARY

Sri K.A.N. SUBBA RAO

AUDITORS

A. Ramachandra Rao & Co.,
Chartered Accountants
3-6-369/A/11,Himayatnagar, Hyderabad -
500 029.

COST AUDITORS

M/s DZR & Co, 104, Praveen Residency,
H.No: 2-2-14/2/104, Durgabai Deshmukh
Colony, Hyderabad - 500007

BANKERS

Axis Bank Limited
Corporation Bank
ICICI Bank Limited
Karnataka Bank Limited
Oriental Bank of Commerce
State Bank of Hyderabad
United Bank of India

REGISTERED OFFICE

6-3-652/C/A, Flat 5A,
KAUTILYA, Amrutha Estates
Somajiguda, Hyderabad - 500 082
Website: www.bheemacements.co.in

WORKS

Ramapuram
Mellacheruvu Mandal, Nalgonda Dist.
Telangana - 508 246

**REGISTER AND SHARE TRANSFER AGENTS**

BIGSHARE SERVICES PRIVATE LIMITED
306, Right Wing, Amrutha Ville, Opp: Yashoda
Hospital, Somajiguda, Rajbhavan Road,
Hyderabad - 500082.
Tel: +91-40-2337 4967
Fax: +91-40-2337 0295
E-mail ID: bsshyd@bigshareonline.com



NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of Bheema Cements Limited (CIN: L26942TG1978PLC002315) will be held on 24th Day of May, 2016 at 10:00 A.M. at Hotel Shree Venkateswara, 6-1-74, Lakadikapul, Hyderabad - 500004, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31 March 2014 and the Statement of Profit and Loss of the Company for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of S. Chandra Mohan (DIN 00974855) , who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors and fix their remuneration. The retiring Auditors M/s. A. Ramachandra Rao & Co., Chartered Accountants are eligible for reappointment.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules, M/s A. Ramachandra Rao & Co., Chartered Accountants (ICAI FRN : 002857S), who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 35th Annual General Meeting up to the conclusion of 38th Annual General Meeting i.e upto the year 2016-17 (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. **To appoint Sri. S. V. Reddy (DIN 00107945) as Independent Director.**

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Companies (Appointment and qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri. S. V. Reddy (DIN 00107945), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Independent



Director on the Board of Directors of the Company to hold office for 2(Two) years with effect from 24th May, 2016 to 23rd May, 2018."

5. To appoint Sri. K. R. Chari (DIN 01038614) as Independent Director.

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Companies (Appointment and qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri. K. R. Chari (DIN 01038614), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office for 2(Two) years with effect from 24th May, 2016 to 23rd May, 2018."

6. To borrow money in excess of paid-up capital and free reserves.

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

"RESOLVED THAT pursuant to Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs500.00 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

"RESOLVED FURTHER THAT Sri S. Chandra Mohan, Executive Chairman and Sri S. Kishore Chandra, Whole Time Director of the Company be and hereby authorized to severally or jointly negotiate and finalize the terms and conditions to raise the funds and do such other acts to give effect to above resolution."



7. **To secure the new borrowing limits :**

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

"RESOLVED THAT pursuant to Section 180(1) (a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to authorize the Board to mortgage and/or create charge to the extent of new Borrowing limits of the Board of Directors, of all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertakings of the Company to or in favour of any Financial Institutions, Banks, Non-Banking Financial Companies or any other Agencies to secure the term loans and/ or other financial assistance that has been or may in future be granted by them to the Company from time to time for an amount not exceeding Rs500.00 Crores (Rupees Five Hundred Crores)."

"RESOLVED FURTHER THAT Sri S. Chandra Mohan, Executive Chairman and Sri S. Kishore Chandra, Whole Time Director of the Company be and hereby are authorized to severally or jointly negotiate and finalize the terms and conditions to raise the funds and do such other acts to give effect to above resolution."

By order of the Board
For **BHEEMA CEMENTS LIMITED**

Sd/-
S.Chandra Mohan
Executive Chairman

Place: Hyderabad
Date: 16-04-2016

**NOTES:**

1. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON BEHALF OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORMS SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**
3. The Register of Members and Share Transfer Books of the company shall remain closed from 17-05-2016 to 24-05-2016 (both days inclusive).
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable.
5. Brief details of the retiring directors, who are being re-appointed, are annexed hereto as per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
6. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are BIGSHARE SERVICES PRIVATE LIMITED having their Registered Office at 306, Right Wing, Amrutha Ville, Opp: Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad - 500 082 .
7. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2013-14 would be send by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.



Members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Big Share Services Private Limited (in case of Shares held in physical form).

8. Shareholders are requested to furnish their e-mail Ids to enable the Company to forward all the requisite information in electronic mode. In case of shareholders holding shares in De- mat form, the e-mail Ids of the shareholders registered with the DP and made available to the Company shall be the registered e-mail Id unless communication is received to the contrary.
9. The Securities and Exchange Board of India has notified that the shareholders / transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly all the shareholders / transferee of shares (including joint holders) are requested to furnish a certified copy of their PAN Card to the Company/RTA while transacting in the securities market including transfer, transmission or any other corporate action.

Members are requested to bring their copies of Annual Report to the Annual General Meeting. Members/Proxies should bring the attendance slip sent along with the Annual Report with duly filled in for attending the Meeting.

10. Members desiring any information are requested to write to the Company at its Registered Office, 6-3-652/C/A, Flat 5A, KAUTILYA, Amrutha Estates, Somajiguda, Hyderabad - 500 082 well in advance of the date of the Annual General Meeting to enable the Management to keep the information ready.

11. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the company is pleased to provide Members` facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It may be noted that using of this e-voting facility is optional.

Mr P.Surya Prakash, Sr.Associate, M/s R&A Associates, Company Secretaries in whole time Practice (ACS : 18803, C.P.No 11142) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.



INSTRUCTION FOR E-VOTING

- (i) The voting period begins on 21-05-2016 at 9:00 AM (IST) and ends on 23-05-2016 at 6:00 P.M. (IST) Shareholders' of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.



Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.