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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
Sri GHANTA AZAD BABU

EXECUTIVE CHAIRMAN
INDEPENDENT DIRECTOR
INDEPENDENT DIRECTOR
WHOLE TIME DIRECTOR
MANAGING DIRECTOR
Addl. DIRECTOR (till 30th Sep 2015)

COMPANY SECRETARY

Sri K.A.N.SUBBA RAO (*up to
27th September, 2014*)

AUDITORS

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

COST AUDITORS

M/s Asutosh and Associates,
Priyabrata Sahoo Partner,
H.No.37-103/1/1,202,2nd Floor,
Nagarjuna Arcade, Neredmet x Road,
Secunderabad – 500 056

BANKERS/FINANCIAL INSTITUTIONS

Corporation Bank
ICICI Bank Limited
Oriental Bank of Commerce
State Bank of Hyderabad
United Bank of India
JMFARC Pvt. Ltd

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

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED
306, Right Wing, Amrutha
Ville, Opp: Yashoda Hospital,
Somajiguda, Rajbhavan Road,
Hyderabad – 500082.
Tel: +91-40-2337 4967
Fax: +91-40-23370295
E-mail ID: bsshyd@bigshareonline.com

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 36th Annual General Meeting (AGM) of the Members of BHEEMA CEMENTS LIMITED (CIN: L26942TG1978PLC002315) will be held on 24th Day of May, 2016 at 4:00 PM 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 financial statements of the Company for the year ended 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss of the Company for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Sri S. R. B. Ramesh Chandra (DIN 00107748), who retires by rotation, and being eligible offers himself for re-appointment.
3. To ratify the continuation of the Statutory Auditors.

The Statutory Auditors M/s. A. Ramachandra Rao & Co., Chartered Accountants are eligible for continuing appointment.

“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, pursuant to the recommendations of the Audit Committee and the resolution passed by the members at their 35th AGM held on 24th May 2016, the appointment of M/s. A. Ramachandra Rao & Co., Chartered Accountants (ICAI FRN : 002857S), who 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, as Statutory Auditors to hold office up to the conclusion of the 38th AGM i.e FY 2016-17, be and is hereby ratified at such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:**4. To approve the remuneration payable to cost auditors, M/s Asutosh and Associates, for the financial year 2015-16.**

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, M/s Asutosh and Associates, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2016, be paid a remuneration of Rs.30,000 (Rupees Thirty Thousand only) per annum plus out of pocket expenses, at actual.



“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

5. To Approve Debt Restructuring Scheme in relation to the Company’s debts

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

To approve the Debt Restructuring Scheme in relation to the Company’s debt:

“RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of Bheema Cements Limited (“Company”), SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015, the applicable rules, notifications, guidelines issued by the Government of India (GOI), the Reserve Bank of India (RBI) and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India (“SEBI”)), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, “RBI”, “GOI” which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board”) the Company hereby approves the Debt Restructuring Scheme by and between the Company and the JM Financial Asset Reconstruction Company Pvt. Ltd. (JM Financial ARC), as assignee of the loans of Axis Bank, Karnataka Bank, State Bank of Hyderabad, ICICI Bank, United Bank of India, and availing of additional loan as part of the restructuring, as mentioned in the Sanction Letter dated March 11, 2016 (Ref: JMFARC/VG/FY16/1630) (hereinafter referred to as the “Sanction Letter”), and restructuring of such other loans as may be assigned to JM Financial ARC from time to time or otherwise, on terms and conditions similar to those mentioned in the Sanction Letter.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized, on behalf of the Company to discuss, negotiate, amend, if required, the terms and conditions set out in the Sanction Letter in the manner as may be approved by and between the Company and the lenders, amend or make changes to the Restructuring Agreement to be executed and enter into other documents in pursuance of the Sanction Letter as may be agreed between the respective parties, and execute the necessary documents to give effect to above resolution”.

**6. Conversion of Debt into Equity Shares and Issue of Equity Shares:**

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

“RESOLVED THAT in accordance with the provisions of 62(3) and other applicable provisions of the Companies Act, 2013 read with the rules there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the ‘ICDR Regulations’), the Memorandum of Association and Articles of Association of Bheema Cements Limited (the ‘Company’) and applicable regulations and subject to the approval of all appropriate statutory, governmental and other authorities in this regard including compliance with conditions and modifications as may be prescribed by the respective statutory, governmental and other authorities while granting such approvals, consents, sanctions, permissions, and in accordance with the provisions of the Restructuring Scheme as outlined in the Sanction Letter dated March 11, 2016 (Ref: JMFARC/VG/FY16/1630), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) to convert all or any portion of the outstanding amounts of debts together with accumulated interest into fully paid-up equity shares of the Company and to create, offer, issue and allot, such number of fully paid-up equity shares of the Company of the face value of Rs.10/- each, at such price which may be determined in accordance with the extant guidelines applicable to the Company, to JM Financial Asset Reconstruction Company Private Limited (hereinafter referred to as “JM Financial ARC”) in such a manner so as to ensure that JM Financial ARC holds 26% of the post-conversion equity share capital of the Company at any given point of time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters as may be necessary in connection with the above resolution.”

7. Resolution for borrowing power

“RESOLVED THAT pursuant to the provisions of the Section 180(1)(c) of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and/or Companies Act, 1956, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company, by way of special resolution, to borrow moneys (apart from temporary loans obtained from the Company’s bankers in the ordinary course of the business), by way of loans, borrowings or issuance of debentures or otherwise, for the purposes of the business of the Company or any other purposes as deemed fit by the Board in excess of the aggregate of the paid-up capital of the Company and its free reserves, provided that the total borrowing shall not at any time exceed Rs 800 Crores/- (Rupees Eight Hundred Crores only)



over and above the aggregate of the paid up capital of the Company and its free reserves from time to time.”

“**RESOLVED THAT** the Board be and is hereby empowered and authorized to arrange or fix terms and conditions of all such money borrowed / to be borrowed from time to time as to interest / coupon rate, security, repayment or otherwise, howsoever as they may deem fit, as also to execute all such deeds and documents as may be necessary, usual or expedient for this purpose.”

8. To secure the new Borrowing limits: Mortgage or Charge Creation

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, and also as per the terms and conditions of Sanction letter No: JMFARC/VG/FY16/1630 dated 11th March 2016, for approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee thereof) is also authorized to create mortgage or charge or encumbrance on one or more undertaking(s) with or without the other assets or any part thereof of the Company in favour of the lender(s) / Security trustee(s).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters as may be necessary in connection with the 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 statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the Notice, 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 THE 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 17th May 2016 to 24th May 2016 (both days inclusive).
4. A person can act as proxy on behalf of Members of not exceeding fifty (50) and holding in the aggregating not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights then such proxy shall not act as 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. 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 at least one week prior to the date of the Annual General Meeting to enable the Management to keep the information ready.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Members may note that the Notice of the 36th AGM and the Annual Report for FY 2014-15, copies of audited financial statements, Directors' report etc., will also be available on the website of the company, <http://www.bheemacement.co.in> for downloading.
8. Members/Beneficial Owners/Proxies should bring the attendance slips duly filled in for attending the meeting.
9. Members/Beneficial Owners are requested to bring Annual Report with them for the Annual General Meeting. No copies of Annual Report will be distributed at the meeting.
10. Brief details of the retiring director and the directors, who are being appointed / re-appointed, are annexed hereto as per the requirements of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.



11. 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.
12. 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.
13. The shares of the Company continue to be listed on the Bombay Stock Exchange; The Company has not paid the listing fees for the financial year 2014-15.
14. 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.
15. 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 2014-15 would be sent 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).

16. 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 36th 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 an 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). During this period 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 (DOB)	<p>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.</p> <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).



- (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. 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
- (xv) 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.