



**BHEEMA CEMENTS LIMITED**

**Manufacturers of**

**BHEEMA CEMENTS**

**SUPER GRADE**

**43 & 53 Grade**

**37<sup>th</sup> Annual General Meeting**

**Annual Report 2015-16**

## CONTENTS

	<b>Page</b>
Corporate Information	1
Notice	2
Directors' Report	13
Management Discussion and Analysis Report	21
Independent Auditors' Report	24
Secretarial Audit Report	31
Corporate Governance Report	35
Compliance Certificate Regarding Compliance of Conditions of Corporate Governance	44
Extract of Annual Return	45
MD/CFO Certificate	57
Balance Sheet	59
Statement of Profit and Loss	60
Notes to the Financial Statements	61
Significant Accounting Policies	68
Cash Flow Statement	75
Attendance Slip and Proxy Form	76

### **GREEN INITIATIVE**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies Act. As per the Section 101 read with Rule 18 of Companies (Management and Administration) Rules, 2014 of Companies Act, 2013. A member of Company can receive notice in electronic mode via email. Your Company has decided to join the MCA in its environment friendly initiative. Henceforth, the Company proposes to send documents such as Notice of the General Meetings, Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register/update their latest e-mail addresses with their Depository Participant (D.P.) with whom they are having Demat A/c or send the same to the Company via e-mail at: [complianceofficer@bheemacements.co.in](mailto:complianceofficer@bheemacements.co.in)

We solicit your valuable co-operation and support in our endeavors to contribute our bit to the environment.

## **CORPORATE INFORMATION**

**M/s BHEEMA CEMENTS LIMITED**  
(CIN - L26942TG1978PLC002315)

### **BOARD OF DIRECTORS**

Sri S. Chandra Mohan	Executive Chairman
Sri K.R.Chari	Independent Director (till 24 <sup>th</sup> May 2016)
Sri S.V.Reddy	Independent Director (till 24 <sup>th</sup> May 2016)
Sri S.Kishore Chandra	Managing Director (from 26 <sup>th</sup> May 2016)
Sri S.R.B.Ramesh Chandra	Managing Director (till 24 <sup>th</sup> May 2016)
Smt. Ameeta Trehan	Addl. Director (from 26 <sup>th</sup> May 2016)
Sri M.H.S.P.Prasad	Addl. Director (from 26 <sup>th</sup> May 2016)
Sri S.Karthik Sarath Chandra	Joint Managing Director and Chief Executive Officer (from 26 <sup>th</sup> May 2016)
Sri Ghanta Azad Babu	Addl. Director (till 30 <sup>th</sup> September 2015)

### **AUDITORS**

A. Ramachandra Rao & Co.,  
Chartered Accountants  
3-6-369/A/11, Himayatnagar,  
Hyderabad - 500029.

### **COST AUDITORS**

Asutosh and Associates,  
Priyabrata Sahoo Partner H.No.37-  
103/1/1,202,2<sup>nd</sup> Floor,  
Nagarjuna Arcade, Neredmet x Road,  
Secunderabad - 500056

### **BANKERS/FINANCIAL INSTITUTIONS**

Corporation Bank  
JM Financial Asset Reconstruction Company Pvt.  
Ltd, Mumbai

### **REGISTRAR & SHARE TRANSFER AGENT**

Bigshare Services Private Limited  
306, Right Wing, Amrutha Ville, Opp: Yashoda  
Hospital, Somajiguda, Rajbhavan Road,  
Hyderabad - 500082.

### **REGISTERED OFFICE**

6-3-652/C/A, Flat 5A, "Kautilya", Amrutha  
Estates, Somajiguda, Hyderabad - 500082,  
Telangana, India

### **WORKS**

Ramapuram, Mellacheruvu Mandal,  
Nalgonda District, Telangana - 508246

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 37th Annual General Meeting (AGM) of the Members of **BHEEMA CEMENTS LIMITED** (CIN: L26942TG1978PLC002315) will be held on Wednesday, 28<sup>th</sup> Day of September, 2016 at 9 a.m. at Hotel Shree Venkateswara, 6-1-74, Lakadikapul, Hyderabad - 500004, Telangana, India to transact the following business.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the financial statements of the company for the year ended 31<sup>st</sup> march, 2016, along with the reports of the Board of Directors and Auditors thereon.
2. To Re-Appoint Sri S Kishore Chandra (DIN: 00974625) as a director, who retires by rotation, and being eligible offers himself for Re-Appointment
3. To ratify the continuation of the statutory auditors M/s. A. Ramachandra Rao & Co., Chartered Accountants are eligible for continuing appointment and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 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 35<sup>th</sup> AGM held on 24<sup>th</sup> 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 38<sup>th</sup> 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. **APPOINTMENT OF SRI S KISHORE CHANDRA (DIN: 00974625) AS THE MANAGING DIRECTOR OF THE COMPANY.**

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 Sections 196, 197 & 203 read with other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the of the members of the Company be and is hereby accorded in supersession of any earlier members approval to the appointment of Sri S Kishore Chandra, (DIN: 00974625), as the Managing Director of the Company for a period of 5 (five) years with effect from 26<sup>th</sup> May, 2016 upon 25<sup>th</sup> May, 2021 with a monthly remuneration in accordance with Part II of Schedule V of the Act as enumerated below:

Salary: Rs. 2,00,000/- (Rupees Two Lakhs Only) per month and

- I. Company’s contribution towards provident funds/ superannuation fund / Annuity fund as per the rules of the Company.
- II. Gratuity: in accordance with the scheme as applicable to other senior management employees not exceeding as per statutory applicable provisions.”

**RESOLVED FURTHER THAT** Board be and is hereby authorized to revise the remuneration of the Managing Director with the mutual consult between the Board and Sri S Kishore Chandra provided that the remuneration payable shall not exceed the overall ceiling of the total managerial remuneration

as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Sri. S Chandra Mohan, Director of the Company be and is hereby severally authorized to file the requisite form and documents to the statutory authorities by applying his Digital Signature thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

**5. APPOINTMENT OF SRI S KARTHIK SARATH CHANDRA (DIN: 07337078) AS WHOLE-TIME DIRECTOR, DESIGNATED AS THE JOINT MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY**

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 Sections 196, 197 & 203 read with other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the appointment of Sri S Karthik Sarath Chandra (DIN: 07337078), Whole-Time Director designated as the Joint Managing Director and Chief Executive Officer of the Company for a period of 5 (five) years with effect from 26<sup>th</sup> May, 2016 upon 25<sup>th</sup> May, 2021 with a monthly remuneration in accordance with Part II of Schedule V of the Act as enumerated below:

Salary: Rs. 2,00,000/- (Rupees Two Lakhs Only) per month and

- I. Company's contribution towards provident funds/ superannuation fund / Annuity fund as per the rules of the Company.
- II. Gratuity: in accordance with the scheme as applicable to other senior management employees not exceeding as per statutory applicable provisions."

**RESOLVED FURTHER THAT** Board be and is hereby authorized to revise the remuneration of the Managing Director with the mutual consult between the Board and Sri S Karthik Sarath Chandra provided that the remuneration payable shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Sri. S Chandra Mohan, Director of the Company be and are hereby severally authorized to file the requisite form and documents to the statutory authorities by applying his Digital Signature thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

**6. APPOINTMENT OF SMT. AMEETA TREHAN (DIN: 07087510) AS INDEPENDENT WOMAN DIRECTOR OF THE COMPANY IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013**

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 149 and 152 read with Schedule IV and all

other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Ameeta Trehan (DIN: 07087510) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from 26<sup>th</sup> May, 2016, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director cum Woman Director of the Company with effect from 26<sup>th</sup> May, 2016 to hold office up to 25<sup>th</sup> May 2021, not liable to retire by rotation.”

**7. APPOINTMENT OF SRI MAJETY HARI SEKHARA PURNA PRASAD (DIN: 06468571) AS INDEPENDENT DIRECTOR OF THE COMPANY IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013**

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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri Majety Hari Sekhara Purna Prasad (DIN: 06468571) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from 26<sup>th</sup> May, 2016, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 26<sup>th</sup> May, 2016 to hold office up to 25<sup>th</sup> May 2021, not liable to retire by rotation.”

**8. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITORS, ASUTOSH & ASSOCIATES., COST ACCOUNTANTS FOR THE FINANCIAL YEAR 2016-17**

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), M/s Asutosh Associates, the Cost Auditors (Firm Registration No. 00258) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17, be paid a remuneration of Rs. 30,000 (Rupees Thirty Thousand only) per annum plus out of pocket expenses, at actual and applicable taxes.

**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”

By order of the Board  
For BHEEMA CEMENTS LIMITED

Sd/-  
**S.Chandra Mohan**  
Executive Chairman

Place: Hyderabad  
Date: 29<sup>th</sup> August, 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 and Secretarial Standard on General Meetings (SS-2), wherever applicable, 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 21<sup>st</sup> September 2016 to 28<sup>th</sup> September 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 - 500082 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. The annual report is available on Company's website [www.bheemacements.co.in](http://www.bheemacements.co.in). The annual report has been sent to all the members. If any of the member who has not received the Annual Report can send a request to the Company at 6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates, Somajiguda, Hyderabad - 500082.
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 directors, who are being appointed / re-appointed, are annexed hereto as per the requirements of Regulation 36(3) of SEBI (LODR) Regulations, 2015.
11. The shares of the Company listed on BSE Limited but trading suspended.
12. 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, Raj Bhavan Road, Hyderabad - 500082.
13. **VOTING THROUGH ELECTRONIC MEANS**
  - i. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015 the company is pleased to provide Members' facility to exercise their right to vote at the 37<sup>th</sup> 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.
  - ii. P.Surya Prakash, Whole Time Practicing Secretary, R&A Associates (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.
  - iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member /

beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21<sup>st</sup> September, 2016

- iv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21<sup>st</sup> September, 2016 only shall be entitled to avail the facility of remote e-voting and voting at AGM through polling paper.
- v. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 21<sup>st</sup> September, 2016, may obtain the User ID and password by writing to Bigshare at [bsshyd1@bigshareonline.com](mailto:bsshyd1@bigshareonline.com) or contact 040-40144582. However, if the person is already registered for remote e-voting then the existing user ID and password can be used for casting vote.
- vi. The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through polling paper.
- vii. The remote e-voting facility will be available during the following period:

**COMMENCEMENT OF REMOTE E-VOTING : FROM 9.00 A.M. (IST) ON 25<sup>TH</sup> SEPTEMBER, 2016**

**END OF REMOTE E-VOTING : UP TO 5.00 P.M. (IST) ON 27<sup>TH</sup> SEPTEMBER, 2016**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting Module shall be disabled by CDSL upon expiry of aforesaid period.

- viii. The Scrutinizer, after scrutinizing the votes cast at the meeting through ballot first and thereafter through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall simultaneously be communicated to BSE Limited.
- ix. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28<sup>th</sup> September, 2016.

#### **INSTRUCTION FOR E-VOTING**

- (i) The voting period begins on 25<sup>th</sup> September, 2016 at 9:00 AM (IST) and ends on 27<sup>th</sup> September, 2016 at 5:00 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](http://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](http://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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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).</li> </ul>

- (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 <BHEEMA CEMENTS LIMITED> 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](http://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](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

14. All documents referred to in the accompanying notice and statement pursuant to Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 37<sup>th</sup> AGM of the Company.
15. The Companies Act, 2013 provides for the facility of nomination to the holders of Shares in a Company. Accordingly, members can avail the facility of nomination in respect of their shares held either singly or jointly. Members desiring to avail this facility are requested to fill up the prescribed nomination form and send the same to the Registered Office of the Company. (The forms are available at the Regd. Office of the Company).

By order of the Board  
For BHEEMA CEMENTS LIMITED

Place: Hyderabad  
Date: 29<sup>th</sup> August 2016

Sd/-  
**S.Chandra Mohan**  
Executive Chairman

### **EXPLANATORY STATEMENT** **(Pursuant to Section 102 of the Companies Act, 2013)**

The following Explanatory Statement sets out all the material facts relating to the Special Business under the accompanying Notice dated 29<sup>th</sup> August, 2016:

#### **IN RESPECT TO ITEM NO. 4:**

Sri S Kishore Chandra has been associated with the Company since 1999 as promoter Director of the company and keeping in view of the cessation of the Sri. S.R.B. Ramesh Chandra from the post of Managing Director pursuant to the results of 36<sup>th</sup> Annual General Meeting, the Board of Directors at their meeting held on 26<sup>th</sup> May, 2016 appointed Sri S Kishore Chandra as "Managing Director" of the Company with effect from 26<sup>th</sup> May, 2016 and subject to necessary approvals as the "Managing Director" of the Company for a period of five years with effect from the said date till 25<sup>th</sup> May, 2021".

Additional information Pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 is annexed separately to this notice.

The appointment of Sri S Kishore Chandra is appropriate and in the best interest of the Company. The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Sri S Kishore Chandra as the Managing Director.

Except Sri. S. Chandra Mohan and Sri. S. Karthik Sarath Chandra and their relatives none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at item No. 4 of the notice.