



BHEEMA CEMENTS LIMITED

**Manufacturers of
BHEEMA CEMENTS**

SUPER GRADE

43 & 53 Grade

**39th Annual General Meeting
Annual Report 2017-18**

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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@bheemacemments.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)

RESOLUTIONAL PROFESSIONAL

Sri G Madhusudhan Rao

Resolution Professional (appointed by
Hon'ble NCLT Hyderabad on 9th July 2018)

BOARD OF DIRECTORS

Sri S. Chandra Mohan

Executive Chairman

Sri S.Kishore Chandra

Managing Director

Smt. Ameeta Trehan

Independent Director

Sri M.H.S.P.Prasad

Independent Director

Sri S.Karthik Sarath Chandra

Joint Managing Director and Chief

Executive Officer

Sri Josyula Ramu

Whole Time Director (till 28th May 2018)

AUDITORS

M/s Sastri & Shah

Chartered Accountants

"Saileela", 7-1-24/2, Begumpet,

Hyderabad - 500016

BANKERS / FINANCIAL INSTITUTIONS

JM Financial Asset Reconstruction Company
Ltd, Mumbai

Corporation Bank

REGISTRAR & SHARE TRANSFER AGENT

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

REGISTERED OFFICE

D.No. 6-3-652/C/A, Flat 5A, "Kautilya",
Amrutha Estates, Opp. Vijaya Bank,
Somajiguda, Hyderabad - 500082,
Telangana, India

WORKS

Ramapuram, Mellacheruvu Mandal,
Suryapet District, Telangana - 508246

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting (AGM) of the Members of **BHEEMA CEMENTS LIMITED** (CIN: L26942TG1978PLC002315) will be held on 10th Day of December 2018 at 10:30 AM at , Hotel NKM's Grand, 6-3-563/31/1, Off Taj Deccan Road Erramanzil, Somajiguda, Hyderabad – 500082, 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 31st March, 2018, 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

SPECIAL BUSINESS

3. APPOINTMENT OF SRI S CHANDRA MOHAN (DIN: 00974855) AS THE EXECUTIVE CHAIRMAN CUM WHOLE TIME 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 Chandra Mohan, (DIN: 00974855), as the Executive Chairman cum Whole Time Director of the Company for a period of 5 (five) years with effect from 1st April 2018 with no remuneration during the Corporate Insolvency Resolution Process as the company is not in operations.

RESOLVED FURTHER THAT Board be and is hereby authorized to revise the remuneration of the Executive Chairman with the mutual consult between the Board and Sri S Chandra Mohan 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 Any Director of the Company be and is hereby 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.”

For BHEEMA CEMENTS LIMITED

Sd/-
S Chandra Mohan
Executive Chairman

Sd/-
G Madhsudhan Rao
Resolution Professional

Place: Hyderabad
Date: 31st Oct 2018

IBBI Reg No. IBBI/IPA-001/IP-P00181/2017-2018/10360

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 3rd December 2018 to 10th December 2018 (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.bheemacemments.net. 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 39th 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. 3rd December 2018
 - 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. 3rd December 2018 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. 16th November, 2018, may obtain the User ID and password by writing to Bigshare at 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 7th December, 2018
END OF REMOTE E-VOTING: UP TO 5.00 P.M. (IST) ON 9th December, 2018
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. 10th December 2018.

INSTRUCTION FOR E-VOTING

- (i) The voting period begins on 7th December 2018 at 9:00 AM (IST) and ends on 9th December 2018 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.
- (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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in

Details OR Date of Birth (DOB)	your Demat account or in the company records in order to login. • 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.
- (i) Click on the EVSN for the relevant <BHEEMA CEMENTS LIMITED> on which you choose to vote.
- (ii) 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.
- (iii) 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
- (iv) change your vote, click on “CANCEL” and accordingly modify your vote.
- (v) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (vi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (vii) 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.
- (viii) **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.
 - 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 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.
- (ix) 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, under help section or write an email to 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 39th 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).

For BHEEMA CEMENTS LIMITED

Sd/-
S Chandra Mohan
Executive Chairman

Place: Hyderabad
Date: 31st Oct 2018

Sd/-
G Madhsudhan Rao
Resolution Professional
IBBI Reg No. IBBI/IPA-001/IP-P00181/2017-2018/10360

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 31st Oct 2018.

IN RESPECT TO ITEM NO. 3:

Executive Chairman is re-appointed w.e.f from 1st April 2018.

IN TERMS OF THE REQUIREMENTS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA, ROUTE MAP FOR THE LOCATION OF THE VENUE OF THE 39TH ANNUAL GENERAL MEETING IS GIVEN BELOW:



Map Information:

Source/ Author: Google Maps

Copyright Date: 2018

Title of Map: Hotel NKM's Grand

Map Type: Street Map

URL: <https://goo.gl/maps/abi5V3cNA8F2>

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are presenting the 39th Annual Report together with the Audited Statement of Accounts of your Company for the year ended 31st March 2018

1. FINANCIAL RESULTS:

The Financial highlights for the year under review are given below:

(Rs. in lakhs)

Particulars	FY 2017-18	FY 2016-17
Sales and Other Income	0.30	10.68
EBIDTA	-3,396.83	-2,278.43
Interest	116.07	152.71
Depreciation	1,416.76	1,225.33
Profit Before Tax	-3,396.83	2,278.43
Provision for Tax*	0	0
Profit After Tax	-3,396.83	2,278.43
Net Worth	-3,883.67	241.48

2. OPERATIONS :

There were no plant operations and hence no production and sales were recorded. There were only expenditure incurred during this period for the up keeping of the plant & company as a whole.

3. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

As per the requirements Section 134(3) (I) of the Companies Act, 2013, we declare that, there are below significant material changes and commitments affecting financial position of the Company between 31st March, 2018 and the date of Board's Report.

There are ongoing legal cases between JMFARC and Bheema Cements Limited at DRT and NCLT.

On 9th July 2018, Hon'ble NCLT Hyderabad passed orders admitting the company into CIRP process wherein Interim Resolution Professional was appointed and CIRP process shall take 180 days' time.

4. CHANGE IN THE NATURE OF BUSINESS:

As per the requirements Rule 8(5)(ii) of the Companies (Accounts) Rules, 2014, we want to declare that, there is no significant change in the nature of business of the Company during the last financial year.

5. SHARE CAPITAL AND CLASSIFICATION OF COMPANY:

The authorized capital of the Company as on 31st March, 2018 was Rs. 78,00,00,000/- divided into 4,20,00,000 equity shares of Rs.10/- each and 36,00,000 preferential shares of Rs. 100 each.

The Subscribed, Issued and Paid-up capital of the Company as on 31st March, 2018 was Rs.55,70,35,600/- divided into 5,57,03,560 equity shares of Rs. 10/- each.

6. DIVIDEND

Our directors express their inability to recommend any dividend for the financial year 2017-2018 due to no operation in the business.

7. FIXED DEPOSITS:

Your Company has not accepted/invited any deposits from the public for the year under review as per Section 73 of the Companies Act, 2013 and the rules made there under.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. RETIREMENT BY ROTATION:

Pursuant to provisions of the Companies Act, 2013, Sri S Kishore Chandra (DIN: 00974625) Director will retire at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. The Board recommends his re-appointment.