

Bheema Cements Limited

42nd Annual Report

2020-21



CORPORATE INFORMATION**Directors & Key Managerial Personnel:**

	Name of the Key Managerial Personnel	Designation	Date of Appointment
1.	Mr. Kandula Prasanna Sai Raghuv eer	Managing Director	11-02-2020
2.	Mr. Tadimella Rajakishore	Director	11-02-2020
3.	Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Whol etime Director	11-02-2020
4.	Ms. Bhavani Lakshmi Kilaru	Women Director– Additional Director	30-06-2021
5.	Mr. Ruthwesh Argula	Non-Executive Independent Director– Additional Director	30-06-2021
6.	Mr. Pawan Jain	Non-Executive Independent Director– Additional Director	30-06-2021
7.	Mr. Shailesh Shivappa Biradar	Non-Executive Independent Director – Additional Director	30-06-2021
8.	Mrs. Uma Tadimalla	CFO	16-06-2020
9.	Mr. Varmavenkatasatya Suryanarayana Rudhraraju	CEO	16-06-2020
10.	Mr. Anshul Singhai	Company Secretary & Compliance Officer	16-06-2020

Audit Committee

S.No	Name of the Key Managerial Personnel	Designation
1.	Mr. Ruthwesh Argula	Chairperson
2.	Mr. Kandula Prasanna Sai Raghuv eer	Member
3.	Mr. Shailesh Shivappa Biradar	Member
4.	Mr. Pawan Jain	Member

Nomination & Remuneration Committee

S.No	Name of the Key Managerial Personnel	Designation
1.	Mr. Ruthwesh Argula	Chairperson
2.	Mr. Pawan Jain	Member
3.	Mr. Shailesh Shivappa Biradar	Member
4.	Mr. Tadimella Rajakishore	Member

Stakeholders Relationship Committee

S.No	Name of the Key Managerial Personnel	Designation
1.	Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Chairperson
2.	Mr. Pawan Jain	Member
3.	Mr. Tadimella Rajakishore	Member

Bankers

HDFC Bank Limited

Statutory Auditors

M/s. P Murali & Co., Chartered Accountants
6-3-655/2/3, Somajiguda,
Hyderabad-500082

Registrar & Transfer Agents

M/s Aarthi Consultants Private Limited,
Registered office at 1-2-285, Domalguda,
Hyderabad - 500 029.

Factory

Ramapuram Village, Mellachervu Mandal, Nalgonda District, Telangana,- 508206

Registered Office

6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates, Somajiguda, Hyderabad, Telangana-500082.
E-mail: adminbse@bheemacements.in

CIN	:	L26942TG1978PLC002315
WEBSITE	:	https://bheemacements.net/
INVESTORS EMAIL ID	:	cs@bheemacements.in

NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the Members of M/s. Bheema Cements Limited will be held on Tuesday, at 12.15 PM on the 30th Day of November, 2021 at the registered office of the Company 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 and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and of the Auditors thereon and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2021, the reports of Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

Item No. 2: To Re-Appoint Mr. Tadimalla Rajakishore (DIN: 02091671) as a director, who retires by rotation, and being eligible offers himself for Re-Appointment.**SPECIAL BUSINESS:****Item No. 3 : Appointment of Mr. Anantha Ramaiah (DIN: 09342878) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Rules, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Anantha Ramaiah (DIN: 09342878), being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of three consecutive years with effect from 30th November 2021 till 29th November 2024.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Date: 08th November 2021

Place: Hyderabad

By Order of the Board of Directors

BHEEMA CEMENTS LIMITED

Kandula Prasanna Sai Raghuv eer

(DIN: 07063368)

Managing Director

Notes:

1. **A member entitled to attend and vote at this Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
2. An Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts in respect of the Special Business to be transacted at the Annual General Meeting (“AGM / Meeting”) is annexed hereto. Further, details as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the directors seeking appointment at the AGM, given as an annexure to Explanatory Statement and the same shall form part of the Explanatory Statement pursuant to the provisions of section 102 of the Act and Notice.
3. Members/proxies/authorized representatives are requested to bring their copies of Annual Report and produce duly filled in attendance slip at the entrance of the venue.
4. Members holding shares in physical form are requested to notify/send any change in their address and bank account details to the Company / Registrar and Share Transfer Agents, M/s. Aarthi Consultants Private Limited (Aarthi). Members are encouraged to utilize Electronic Clearing System (ECS) for receiving dividends.
5. Non-Resident Indian Members are requested to inform Aarthi, immediately of:
 - a. Change in their residential status on return to India for permanent settlement
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
6. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
7. All relevant documents referred in the accompanying Notice and explanatory statement are open for inspection to the Members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays up to the date of the AGM.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Aarthi.
9. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with Aarthi / Depository Participant to enable the Company to send communications electronically.
10. The Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. Members may also note that the Notice of the 41stAGM and the Annual Report 2019-20 will be available on the Company's website, <https://bheemacements.net/>. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members desiring any information as regards accounts are requested to write to the Company to: cs@bheemacements.in, at least one days before the date of the meeting to enable the management to keep the information ready at the meeting.
12. Pursuant to the requirement under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the directors proposed to be re-appointed/ appointed is given in Annexure – A to the notice.
13. **Instruction about Voting:**
The Members are informed that the Company is providing only postal ballot facility at the venue of AGM since there are only Seven shareholders in the Company

Voting through ballot means:

Since all the current 7 shareholders hold shares in physical form and because there are only Seven shareholders, the Company doesn't provide e-voting facility and provides only ballot voting at the venue of AGM.

The shareholders of the Company, holding shares either in physical form or in dematerialized form, as 23rd November 2021 (i.e., the cut-off date) may cast their vote in the ballot box at the venue of AGM.

The voting rights of shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 23rd November 2021

Ms. Surabhi Agrawal, Practicing Company Secretary (C.P. No: 23696), has been appointed as the Scrutinizer to scrutinize the voting process at the venue of the 41stAGM in a fair and transparent manner.

A) Other Instructions:

- I. The Scrutinizer will collate the votes from the voting system from the venue of AGM to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- II. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website <https://bheemacements.net/> and be communicated to the BSE.
- III. Members may address any query to Mr. Anshul Singhai, Company Secretary & Compliance Officer of the Company, at the Registered Office of the Company, M. No. +91 7416677761, e-mail address: cs@bheemacements.in.

Date: 8th November 2021

Place: Hyderabad

By Order of the Board of Directors

BHEEMA CEMENTS LIMITED

Kandula Prasanna Sai Raghuveer

(DIN: 07063368)

Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2: Appointment of Mr. Anantha Ramaiah (DIN: 09342878) as an Independent Director of the Company

Pursuant to the implementation of Resolution Plan, the erstwhile board of directors of the Company were replaced with the new Board of Directors.

In this regard, and to make an optimum composition of Board as per the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (as amended) approved the appointment of Mr. Anantha Ramaiah (DIN: 09342878) the Company proposes to appoint him as an Independent Director of the Company for a term of three consecutive years with effect from 30th November 2021 till 29th November 2024, liable to retire by rotation, subject to approval of the members.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Mr. Anantha Ramaiah as a Non-Executive Independent Director of the Company. Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration of independence under Section 149(6) of the Act and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") from him.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Anantha Ramaiah. He is an eminent personality. His professional profile, proven experience in business domain will add value to the Company and deliver good payoffs to shareholders in the form of improved valuations, sound governance practices, good dividend etc. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Anantha Ramaiah as an Independent Director. In the opinion of the Board of Directors, Mr. Anantha Ramaiah fulfils the conditions specified in the Act and the rules made thereunder for his appointment as Independent Director of the Company and that the proposed Director is independent of the management of the Company

Except Mr. Anantha Ramaiah, being an appointee and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members

Annexure – A

Details of Director proposed to be appointed:

A	Name	Mr. Anantha Ramaiah
B	Brief Resume	
	i) DOB/Age	45 years
	ii) Educational Qualification	Post Graduate
	iii) Experience in specific functional area	Compliance
	iv) Date of appointment on the board of the Company	30.11.2021
C	Nature of expertise in functional area	Experience of more than 15 years
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	0
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	NIL
F	No. of shares of Rs.10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	NIL

Form MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Regd. Folio No :	DPID :
No of Shares Held :	Client ID :

I, _____ being the member of Bheema Cements Limited holding _____ equity shares of the above named company, hereby appoint

Name:

Address:

Email ID:

Signature: _____

and whose signatures are appended below as my proxy to attend and vote, in case of a poll, for me and on my behalf at the Annual General Meeting of the Company, to be held on _____ at ____ AM at _____ and at any adjournment thereof in respect of resolutions are indicated below:

Sl. No	Resolution (s)	Vote	
		For	Against
Ordinary Business			
1	Adoption of financial statements for the FY 2020-21		
2	To Re-Appoint Mr. Tadimalla Rajakishore (DIN: 02091671) as a director, who retires by rotation, and being eligible offers himself for Re-Appointment		
Special Business:			
3	Appointment of Mr. Anantha Ramaiah (DIN: 09342878) as an Independent Director of the Company		

*Applicable for investors holding shares in Electronic form.
Signed this _____ day of November, 2021

Affix
Revenue
Stamp

Signature of shareholder: _____

Signature of Proxy holder: _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the member attending _____

Member's Folio No/ Client ID: _____

No. of shares held: _____

Name of Proxy _____ (To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 41st Annual General Meeting of the Members of M/s. Bheema Cements Limited will be held on Tuesday, the 30th Day of November, 2021 at the registered office of the Company at 6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates, Somajiguda, Hyderabad-500082, Telangana State, India

..... Member's / Proxy's Signature

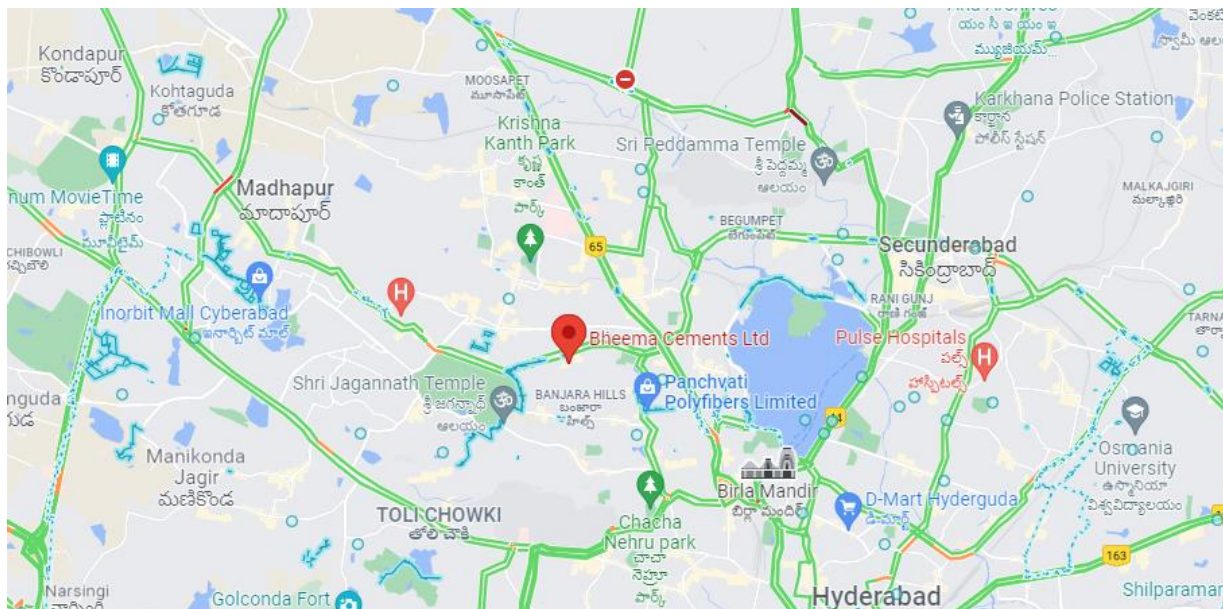
Note:

1. Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
2. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
3. A Proxy need not be a member of the Company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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 Annual General Meeting is given below :

ROUTE MAP FOR AGM VENUE

Long view



Short view

