



CIN: U26941AP2007PLC053611

# BHAVYA CEMENTS LIMITED

(An ISO 9001 : 2008 Certified Company)

Corporate Office : Plot No. A-1, IInd Floor, Bhavya's Spoorthi Bhavan,

Film Nagar, Jubilee Hills, Hyderabad - 500 033.

Phone : 040-23553864/65, Fax : 040-23558393

E-mail : info@bhavyacements.in

## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 11<sup>th</sup> Annual General Meeting of Bhavya Cements Limited (CIN: U26941AP2007PLC053611) will be held on Wednesday, 25<sup>th</sup> July 2018 at 12.00 PM at the Registered Office of the Company at Tangeda Village, Dachepally Mandal, Guntur District, Andhra Pradesh - 522 414 to transact the following business :

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. V. Ananda Prasad who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors :  
To consider and, if thought fit, to pass with or without modification(s), 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 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) the appointment of M/s S. R. Batliboi & Associates LLP, Chartered Accountants, (FRN- 101049W/E300004), from whom Company has received a certificate confirming their eligibility, be and is hereby ratified to continue as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2019 on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.”

### SPECIAL BUSINESS:

4. To ratify remuneration to Cost Auditor :  
To Consider and if thought fit, to pass with or without modifications (s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration amounting to Rs. 75,000/- (Rupees Seventy Five Thousand only) per annum payable to M/s. S R and Associates, Cost Accountants (Regn. No. 000540) appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2018-19, be and is hereby ratified and confirmed.”

Regd. Office & Works : Tangeda (Village), Dachepally (Mandal), Guntur (Dist) - 522 414.

Phone : 08649-273900, Fax : 08649-273819

E-mail : hrworks@bhavyacements.in

**“RESOLVED FURTHER THAT Mr. V. Ananda Prasad (DIN: 00207561), Managing Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”**

**By the order of the Board  
For Bhavya Cements Limited**

**Sd/-**

**Place: Hyderabad  
Date: 25<sup>th</sup> June, 2018**

**Ananda Prasad  
Managing Director  
DIN: 00207561**

## NOTES

1. The relative explanatory statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4 to 10 of the accompanying Notice are annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company.
3. The instrument appointing the Proxy, in order to be effective, should be deposited, duly complete and signed, at the Registered Office of the Company not less than (48) Forty-Eight hours before the scheduled start of the meeting.
4. 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 (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the **Form No. MGT.11** annexed herewith.
5. Members/Proxies are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the Meeting.
6. Member(s) are requested to notify immediately their email address and any change in their address to the Company at the Registered Office.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Brief resume of the Director including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships / Chairmanships of the Board Committees, shareholding and relationships between Directors *inter-se*, is annexed hereto and forms part of this Notice.
9. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.
10. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.

**ANNEXURE TO THE NOTICE**

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

**Item 5**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company.

The Board has, considered and approved the appointment of M/s. S R and Associates, Cost Accountants, as the cost auditor for the financial year 2018-19 at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) per annum.

Accordingly, the Board recommends passing of the ordinary resolution in relation to ratification of remuneration of Cost Auditors for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

By the order of the Board

**For Bhavya Cements Limited**

Sd/-

**Place: Hyderabad**  
**Date: 25<sup>th</sup> June 2018**

**V. Ananda Prasad**  
Managing Director  
DIN: 00207561

- **Information as required under Secretarial Standard-2 notified under Section 118 (10) of the Companies Act, 2013 regarding director retiring by rotation and being re-appointed:**

1.	<b>Name</b>	V. Aditya
2.	<b>Age</b>	27 Years
	<b>Qualification</b>	BE (Civil) from Osmania University, Hyderabad and Masters in Construction Management from the University of Southern California, USA.
3.	<b>Experience</b>	6 Years
4.	<b>Date of first appointment on the Board</b>	19 <sup>th</sup> October, 2016
5.	<b>Shareholding in the company</b>	2.03%
6.	<b>Relationship with other Directors</b>	Mr. V. Ananda Prasad – Relative  Mrs. V. Krishna Kumari – Relative
7.	<b>Number of meetings of the Board attended during the year</b>	2
8.	<b>Other Directorships</b>	Bhavya Constructions Private Limited- Managing Director
9.	<b>Membership/ Chairmanship of Committees of other Boards</b>	NIL

**MAP SHOWING LOCATION OF THE VENUE OF 10TH ANNUAL GENERAL MEETING OF BHAVYA CEMENTS LIMITED**

**Venue:** M/s. Bhavya Cements Limited  
Tangeda Village, Dachepally Mandal,  
Guntur District,  
Andhra Pradesh - 522 414

