

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 12th Annual General Meeting of Bhavya Cements Limited (CIN: U26941AP2007PLC053611) will be held on Monday, 20th January 2020 at 12.00 Noon at the Registered Office of the Company at Tangeda Village, Dacheppally 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 31st March 2019 and the Reports of the Board of Directors and the Auditors' thereon.**

- 2. To appoint a Director in place of Mrs. V. Krishna Kumari who retires by rotation and being eligible offers herself for re-appointment.**

SPECIAL BUSINESS:

- 3. To ratify remuneration to Cost Auditor :**

To consider and if thought fit, to pass with or without modification(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, Companies (Cost Records and Audit) Rules 2014 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 conduct the audit of the cost records of the Company for the financial year ending 31st March 2020, be and is hereby ratified, approved and confirmed.

“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: 21st December 2019

Pooja Shah
Company Secretary

NOTES

1. The relative explanatory statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No.3 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. 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.
9. 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 2

- 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.	Name	V. Krishna Kumari
2.	Age	53 Years
3.	Qualification	Graduate
4.	Experience	11 Years
5.	Date of first appointment on the Board	16 th April 2007
6.	Shareholding in the company	1.85 %
7.	Relationship with other Directors	Mr. V. Ananda Prasad – Relative Mr. V. Aditya – Relative
8.	Number of meetings of the Board attended during the year	3
9.	Other Directorships	Bhavya Constructions Private Limited- Director
10.	Membership/ Chairmanship of Committees of other Boards	NIL

Item 3

In pursuance of Section 148 of the Companies Act, 2013, (Cost Records and Audit) Rules 2014 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 2019-20 at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) per annum. Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the shareholders are required to ratify the remuneration paid to the Cost Auditor.

Accordingly, the Board recommends passing of the ordinary resolution in relation to ratification of remuneration of the Cost Auditor for the approval of 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. 3.

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

Sd/-

Place: Hyderabad

Date: 21st December 2019

Pooja Shah
Company Secretary

MAP SHOWING LOCATION OF THE VENUE OF 12TH ANNUAL GENERAL MEETING OF BHAVYA CEMENTS LIMITED

Venue: M/s. Bhavya Cements Limited

Tangeda Village, Dacheppally Mandal,

Guntur District,

Andhra Pradesh - 522 414

