

# BHAVYA CEMENTS PRIVATE LIMITED

(Formerly known as Bhavya Cements Limited)

(An ISO 9001 : 2015 Certified Company)

**Corporate Office :** Plot No. A-1, IInd Floor, Bhavya's Spoorthi Bhavan,  
Film Nagar, Jubilee Hills, Hyderabad - 500 096.

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

E-mail : info@bhavyacements.in, Web : www.bhavyacements.com, CIN : U26941AP2007PTC053611



## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Extra- Ordinary General Meeting of Bhavya Cements Private Limited (CIN: U26941AP2007PTC053611) (formerly known as Bhavya Cements Limited) will be held on Friday, September 3, 2021, at 11:00 AM at the Corporate Office of the Company situated at Plot No A-1, 2nd Floor, Bhavya's Spoorthi Bhavan Film Nagar, Jubilee Hills, Hyderabad, Telangana-500096 to transact the following business :

### SPECIAL BUSINESS:

#### 1. TO APPOINT STATUTORY AUDITORS TO FILL CASUAL VACANCY

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

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification or amendment thereto and re-enactment thereof for the time being in force), M/s. Ramanatham & Rao, Chartered Accountants, (FRN: S-002934) be and are hereby appointed as Statutory Auditors of the Company for the financial year 2021-22 to hold office till the conclusion the next Annual General Meeting to fill casual vacancy caused by the resignation of M/s. S.R. Batliboi & Associates LLP, Chartered Accounts, (FRN: 101049W/ E300004) at a remuneration of Rs. 5,00,000/- (Rupees Five Lakh Only) per annum excluding GST and out of pocket expenses towards Statutory Audit and Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) excluding GST and out of pocket expenses towards Limited Review Report for four quarters in the financial year 2021-22.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the aforesaid appointment”

By the order of the Board

For Bhavya Cements Private Limited



*Pooja Shah*

Pooja Shah  
Company Secretary

Place: Hyderabad

Date: August 9, 2021

**Notes:**

1. A MEMBER ENTITLED TO ATTEND THE MEETING, IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF / HERSELF, AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY SUBJECT TO PROVISIONS OF THE ARTICLES OF ASSOCIATION.
2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. The explanatory statement as required under Section 102(1) of the Act in respect of special business is annexed hereto and forms an integral part of the Notice.
4. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company.
5. Route map and prominent land mark for easy location of the venue of the Extra-Ordinary General Meeting.



**MAP SHOWING LOCATION OF THE VENUE OF THE EXTRA- ORDINARY GENERAL MEETING OF BHAVYA CEMENTS PRIVATE LIMITED**

**Venue:** M/s. Bhavya Cements Private Limited  
Plot No A-1, 2nd Floor,  
Bhavya's Spoorthi Bhavan Film Nagar,  
Jubilee Hills, Hyderabad,  
Telangana-500096

**Prominent Land Mark:** Opposite CVR News Office



**BHAVYA CEMENTS PRIVATE LIMITED**  
HYDERABAD  
*P. J. Reddy*

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the special business mentioned under Item No. 1 of the accompanying Notice dated August 9, 2021.

#### Item 1

For reasons affecting their independence status as the Statutory Auditor, M/s. S.R. Batliboi & Associates LLP, Chartered Accounts, (FRN: 101049W/ E300004) have tendered their resignation from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act"). The Board of Directors at their meeting held on July 5, 2021 has appointed M/s. Ramanatham & Rao, Chartered Accountants, (FRN: S-002934) as the Statutory Auditors of the Company, subject to the approval of shareholders of the Company.

The Board proposes the said appointment to fill the casual vacancy caused by the resignation of M/s. S.R. Batliboi & Associates LLP, Chartered Accounts. M/s. Ramanatham & Rao, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval by the shareholders of the Company by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

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



A handwritten signature in blue ink, appearing to read "Pooja Shah".

**Pooja Shah**  
Company Secretary

**Place:** Hyderabad  
**Date:** August 9, 2021

**FORM NO. 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)

<b>Name of the Members</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	
<b>Folio No. /DP ID &amp; Client ID*</b>	

\*Applicable in case shares are held in electronic form.

I/We, being the holder(s) of \_\_\_\_\_ shares of Bhavya Cements Private Limited, hereby appoint:

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	
	Signature: _____

or failing him/her

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	
	Signature: _____

or failing him/her

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	
	Signature: _____

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the FY 02/2021-22 Extra-Ordinary General Meeting of the Company to be held on Friday September 3, 2021 at 11.00 AM at the Corporate Office of the Company at Plot No A-1, 2nd Floor, Bhavya's Spoorthi Bhavan Film Nagar, Jubilee Hills, Hyderabad, Telangana-500096 and at any adjournment thereof in respect of such resolution and in such manner as are indicated below:

Resolution No.	Description	For	Against
<b>Special Business.</b>			
1	To appoint Statutory Auditor to fill casual vacancy		

Signed this \_\_\_\_ day of \_\_\_\_ 2021

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

Affix  
Revenue  
Stamp

**Note:**

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the registered office of the Company.
2. Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standards - 2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10 % (ten percent) of the total share capital of the Company. Members holding more than 10 % (ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
4. The Proxy-holder shall prove his identity at the time of attending the Meeting

### ATTENDANCE SLIP

Extra-Ordinary General Meeting of the Company FY 02/2021-22 to be held on Friday September 3, 2021 at 11.00 AM at the Corporate Office of the Company at Plot No A-1, 2nd Floor, Bhavya's Spoorthi Bhavan Film Nagar, Jubilee Hills, Hyderabad, Telangana-500096

Folio No. / DP ID & Client ID*	
No. of shares held	

Applicable in case shares are held in electronic form.

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the Extra-Ordinary General Meeting of the Company of FY 02/2021-22 to be held on Friday September 3, 2021 at 11.00 AM at the Corporate Office of the Company at Plot No A-1, 2nd Floor, Bhavya's Spoorthi Bhavan Film Nagar, Jubilee Hills, Hyderabad, Telangana-500096

\_\_\_\_\_  
Member's / Authorized Representative

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint member(s) may obtain additional attendance s