



BHAVYA CEMENTS PRIVATE LIMITED

(A Subsidiary of Anjani Portland Cement Limited)

(An ISO 9001 : 2015 Certified Company)

CIN : U26941AP2007PTC053611, GSTIN : 37AADCB1182A1Z8

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 16th (Sixteenth) Annual General Meeting of Bhavya Cements Private Limited will be held on Friday, 29th September, 2023 at 10:30 a.m. at the Registered Office of the Company at Thangeda 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 March 31, 2023 and the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. N. Venkat Raju (DIN: 08672963) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **To ratify remuneration to Cost Auditors :**

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 Section 148 (3) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the Company hereby ratifies the remuneration of Rs.2,00,000/- (Rupees Two Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses actually incurred and payable to M/s. Narshimha Murthy & Co., Cost Accountants (Firm Registration Number 000042) as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending March 31, 2024.



Registered Office & Works :

Thangeda (Village),
Dachepally (Mandal),
Guntur (Dist) - 522 414.
Andhra Pradesh, India.
Phone : +91 9491044146
E-mail : hrworks@bhavyacement.in

Corporate Office : # 6-3453

Unit No. E3 & E4, 4th Floor,
Quena Square, Off Taj Deccan Road,
Erramanzil, Hyderabad - 500 082.
Telangana State, India.
Phone : 040-23553864/65
Email : info@bhavyacement.in

RESOLVED FURTHER THAT the Managing Director or any other director of the Company be and are hereby severally authorized to do all necessary acts, deeds, matters and things as may be considered necessary, expedient and desirable to give effect to this resolution."

By the order of the Board
For Bhavya Cements Private Limited



Jyoti Agarwal Singhal

Company Secretary

Membership No.:A56780

Place: Chennai

Date: May 16, 2023

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/her 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.
10. Authorized representatives of Corporate Members should carry a certified true copy of the Board Resolution/Power of Attorney authorizing them to attend and vote at the Meeting.
11. September 22, 2023 shall be the cut-off date as on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
12. In compliance with the MCA General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars"), Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email



addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at www.bhavyacement.com.

13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date September 22, 2023.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.



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

Item No: 3

The Board of Directors of the Company on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s Narasimha Murthy & Co., Cost Accountants (Firm Registration Number 000042) at its meeting held on May 16, 2023, to conduct the Audit of the Cost Records of the Company at a remuneration of ₹2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and out of pocket expenses for the Financial year ending 2023-24.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, the Board, recommends the resolution as set out at Item No. 3 of this Notice for approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the proposed Resolution.

By the order of the Board

For Bhavya Cements Private Limited



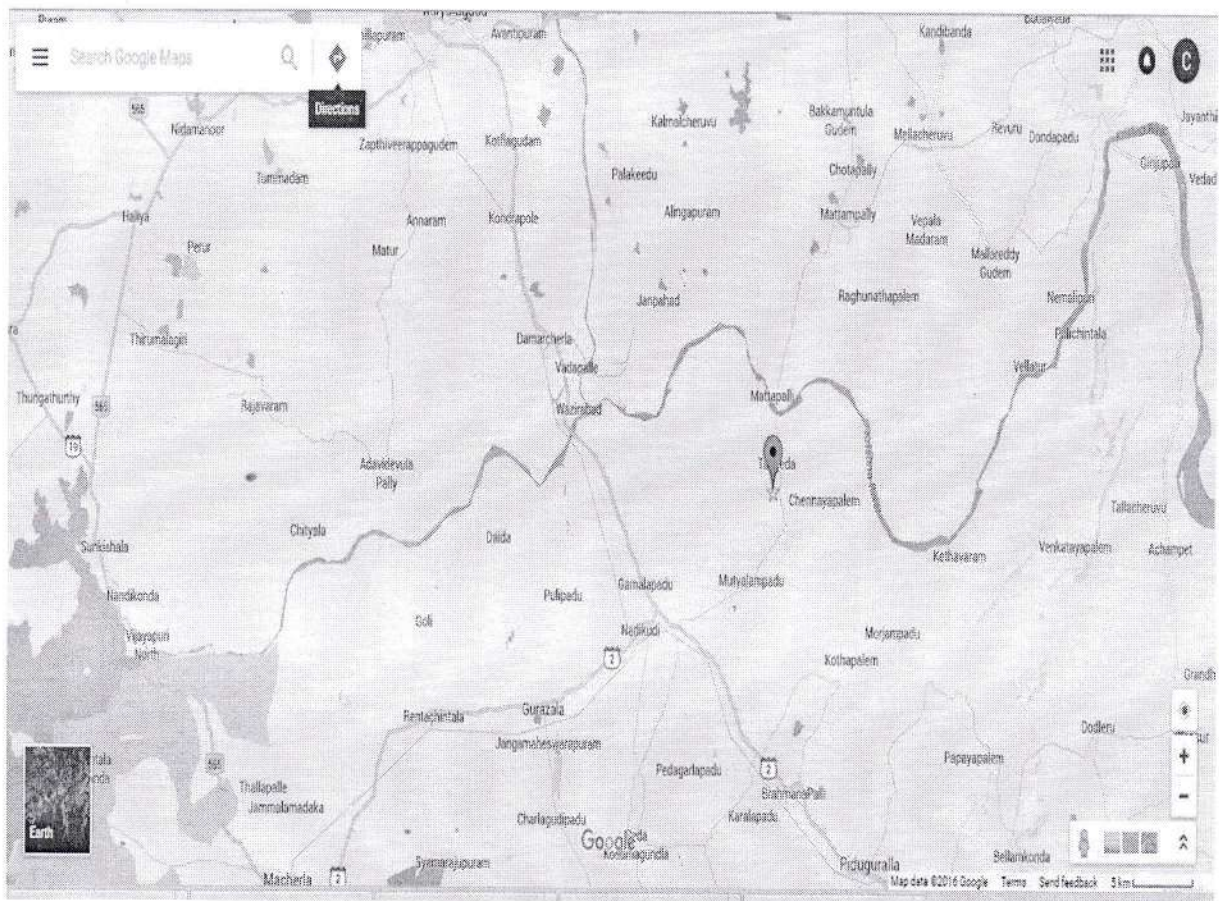
Jyoti Agarwal Singhal
Company Secretary

Place: Chennai

Date: May 16, 2023

**MAP SHOWING LOCATION OF THE VENUE OF
15TH ANNUAL GENERAL MEETING OF BHAVYA CEMENTS PRIVATE LIMITED**

Venue: M/s. Bhavya Cements Private Limited
Thangeda Village, Dacheppally Mandal,
Guntur District,
Andhra Pradesh - 522 414



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]

CIN	U26941AP2007PLC053611
Name of the company	BHAVYA CEMENTS PRIVATE LIMITED
Registered Office	Thangeda (V), Dachepalli (M), Guntur (District), Andhra Pradesh 522 414

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	
Address:	
E-mail Id:	
Signature , or failing him	

Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Friday, September 29, 2023 at 10:30 a.m. at the registered

office of the Company situated at Thangeda Village, Dachepally Mandal, Guntur District, Andhra Pradesh- 522 414 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(s)	Vote		
		For	Against	Abstain
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors' thereon.			
2.	To appoint a Director in place of Mr. N. Venkat Raju (DIN: 08672963) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.			
3.	To ratify remuneration to Cost Auditor for the FY 2023-24			

Signed this Wednesday, 27th September, 2023

Signature of shareholder(s)

(Signature of shareholder and proxy across revenue stamp)

Note:

Affix
Revenue
Stamp

1. In order to be effective, this form of proxy 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 member of the Company.

BHAVYA CEMENTS PRIVATE LIMITED

CIN: U26941AP2007PTC053611

Regd. Office: Thangeda village, Dachepally Mandal, Guntur District, Andhra Pradesh- 522 414

Phone: 94910-44146, Email- companysecretary@bhavyacements.in

ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of the Company on Friday, 29th September, 2023, at 10:30 A.M

Reg. Folio No.: _____ DP ID No.: _____ Client ID No.: _____ No. of shares held: _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company on Friday, 29th September, 2023 at 10:30 a.m. at the registered office of the Company situated at Thangeda village, Dachepally Mandal, Guntur District, Andhra Pradesh- 522 414.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Notice for reference at the Meeting.
3. Please fill in this attendance slip and hand it over at the entrance of the meeting hall.