

## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 15th Annual General Meeting of Bhavya Cements Private Limited (CIN: U26941AP2007PTC053611) (formerly known as Bhavya Cements Limited) will be held on Wednesday, September 28, 2022 at 10:30 A.M. 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 March 31, 2022 and the Reports of the Board of Directors and the Auditors' thereon.**

2. **To appoint the Statutory Auditors of the Company and fix their remuneration:**

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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), M/s. Ramanatham & Rao, Chartered Accountants, (FRN: S-002934) who have given consent for their appointment and have confirmed their eligibility to be appointed as Statutory Auditors, be and are hereby appointed as Statutory Auditors of the Company from the conclusion of the 15th Annual General Meeting till the conclusion of the 20th Annual General Meeting, at such remuneration as may be agreed upon between the Auditors and the Board of Directors, in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes.”

**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.”

### 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 (Cost Records and Audit Rules), 2014 as amended from time to time, the Company hereby ratifies the remuneration of ₹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), who have been appointed by the Board of Directors on recommendation of the Audit Committee, 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, 2023.

**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.”

4. **To appoint Mrs. Valliammai Valliappan (DIN: 01197421) as an Independent Director of the Company**

To Consider and if thought fit, to pass with or without modifications (s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and

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the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, Mrs. V. Valliammai (DIN: 01197421) who was appointed as an Additional Director, in an Independent capacity, of the Company with effect from June 16, 2021 by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office as such upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) years from June 16, 2021, and that she is not liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things as deem necessary, proper or desirable and to sign, execute all necessary documents, applications, returns along with filing of necessary e-forms with the Registrar of Companies in connection with the said appointment.”

### 5. Appointment of Mr. Maganthi Satyanarayana Murthy (DIN: 01612799) as an Independent Director of the Company

To Consider and if thought fit, to pass with or without modifications (s) the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, Mr. Maganthi Satyanarayana Murthy (DIN: 01612799) who was appointed as an Additional Director, in an

Independent capacity, of the Company with effect from February 02, 2022 by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office as such upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) years from February 02, 2022, and that he is not liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things as deem necessary, proper or desirable and to sign, execute all necessary documents, applications, returns along with filing of necessary e-forms with the Registrar of Companies in connection with the said appointment.”

### 6. Appointment of Mr. N. Venkat Raju (DIN: 08672963) as Director of the Company :

To Consider and if thought fit, to pass with or without modifications (s) the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, as approved by the Board of Directors of the Company and subject to the provisions of Sections 149, 152 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, including any statutory modification or re-enactment thereof for the time being in force, Mr. N. Venkat Raju (DIN: 08672963), who was appointed as an Additional Director, in an Executive capacity, of the Company with effect from December 13, 2021 under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company by the Board of Directors of the

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Company, and whose term of office expires at the ensuing Annual General Meeting and in respect of whom, the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things as deem necessary, proper or desirable and to sign, execute all necessary documents, applications, returns along with filing of necessary e-forms with the Registrar of Companies in connection with the said appointment.”

### **7. Appointment of Mr. N. Venkat Raju (DIN:08672963) as Managing Director of the Company:**

To Consider and if thought fit, to pass with or without modifications (s) the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, as approved by the Board of Directors of the Company and subject to the provisions of Sections 196, 197, 198 and 203, and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, rules, if any, of the Act (including any statutory modification or re-enactment thereof, for the time being in force) and Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. N. Venkat Raju (DIN: 08672963), as Managing Director of the Company, without remuneration, to hold office for a period of five years with effect from December 13, 2021 and whose office shall be liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds

and things as deem necessary, proper or desirable and to sign, execute all necessary documents, applications, returns along with filing of necessary e-forms with the Registrar of Companies in connection with the said appointment.”

### **8. Appointment of Mr. Palani Ramkumar (DIN: 09207219) as Director of the Company :**

To Consider and if thought fit, to pass with or without modifications (s) the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, as approved by the Board of Directors of the Company and subject to the provisions of Sections 149, 152, of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, including any statutory modification or re-enactment thereof for the time being in force, Mr. Palani Ramkumar (DIN: 09207219), who was appointed as an Additional Director, in a Non-executive capacity, of the Company with effect from August 09, 2021 under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company by the Board of Directors of the Company, and whose term of office expires at the ensuing Annual General Meeting and in respect of whom, the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things as deem necessary, proper or desirable and to sign, execute all necessary documents, applications, returns along with filing of necessary e-forms with the Registrar of Companies in connection with the said appointment.”

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**9. Appointment of Mr. Subramanya Rao Sandeep (DIN: 09207372) as Non- Executive Director of the Company :**

To Consider and if thought fit, to pass with or without modifications (s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, as approved by the Board of Directors of the Company and subject to the provisions of Sections 149, 152, of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, including any statutory modification or re-enactment thereof for the time being in force, Mr. Subramanya Rao Sandeep (DIN: 09207372), who was appointed as an Additional Director, in a Non-executive capacity, of the Company with effect from August 09, 2021 under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company by the Board of Directors of the Company, and whose term of office expires at the

ensuing Annual General Meeting and in respect of whom, the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things as deem necessary, proper or desirable and to sign, execute all necessary documents, applications, returns along with filing of necessary e-forms with the Registrar of Companies in connection with the said appointment.”

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

**Jyoti Agarwal Singhal**  
Company Secretary

Place: Chennai  
Date: August 02, 2022

## NOTES

1. The relative explanatory statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No.3to 9 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.
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. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2022 to September 28, 2022 (both days inclusive). September 16, 2022 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 2021-22 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 2021-22 will also be available on the Company's website [www.bhavyacements.com](http://www.bhavyacements.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 16, 2022.
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.



## ANNEXURE TO THE NOTICE

### 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, has approved the appointment and remuneration of M/s Narasimha Murthy & Co., Cost Accountants (Firm Registration Number 000042), to conduct the Cost 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 2022-23.

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 is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2022-23 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board recommends the Resolution set out in Item No.3 for approval by the shareholders.

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

#### Item No: 4

The Board of Directors of the Company appointed pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. V. Valliammai as an Additional Director, in an Independent capacity of the Company with effect from June 16, 2021. In terms of provisions of Section 161(1) of the Act, Mrs. V. Valliammai would hold office upto the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. V. Valliammai for the office of Independent Director of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an Independent Director on its board. As per the said Section 149, an Independent Director can hold office for a term up to five (5) consecutive years on the Board of a Company and she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. V. Valliammai that she meets the criteria of independence as prescribed under Sub-Section (6) of Section 149 of the Act.

In the opinion of the Board of Directors of the Company Mrs. V. Valliammai fulfills the conditions in the Companies Act, 2013 and rules made thereunder as Independent Directors and she is independent of the Management of the Company. The Board of Directors have recommended the appointment of Mrs. V. Valliammai as an Independent Director of the company for a period of five years from the June 16, 2021.

The Board recommends the Resolution set out in Item No.4 for approval by shareholders.

Except for Mrs. V. Valliammai, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of these resolutions

#### Item No: 5

The Board of Directors of the Company appointed pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Maganthi Satyanarayana Murthy as an Additional Director, in an independent capacity, of the Company with effect from February 02, 2022. In terms of provisions of Section 161(1) of the Act, Mr. Maganthi Satyanarayana Murthy would hold office upto the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Maganthi Satyanarayana Murthy for the office of Independent Director of the Company.

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

Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an Independent Director on its board. As per the said Section 149, an Independent Director can hold office for a term up to 5 consecutive years on the Board of a Company and she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Maganthi Satyanarayana Murthy that he meets the criteria of independence as prescribed under Sub-Section (6) of Section 149 of the Act.

In the opinion of the Board of Directors of the Company Mr. Maganthi Satyanarayana Murthy fulfills the conditions in the Companies Act, 2013 and rules made thereunder as Independent Directors and he is independent of the Management of the Company. The Board of Directors have recommended the appointment of Mr. Maganthi Satyanarayana Murthy as an Independent Director of the company for a period of five years from the February 02, 2022.

The Board recommends the Resolution set out in Item no.5 for approval by shareholders.

Except for Mr. Maganthi Satyanarayana Murthy, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of these resolutions

#### Item No: 6 & 7

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors had appointed Mr. N. Venkat Raju (DIN: 08672963) as an Additional Director, in an Executive capacity of the Company with effect from December 13, 2021.

Mr. N. Venkat Raju aged 62 years is M.Sc. Chemistry from Andhra University, Visakhapatnam. Further he is a Certified Energy Manager from Bureau of Energy Efficiency, Ministry of Power, Govt. of India. He is having overall experience of 37 years in Cement Industry.

In terms of provisions of Section 161(1) of the Act, Mr. N. Venkat Raju would hold office upto the date of the ensuing Annual General Meeting. The Company has received a

notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. N. Venkat Raju as a Director of the Company. Mr. N. Venkat Raju is not disqualified from being appointed as a director in terms of Section 164(2) of the Act and has given his consent to act as a Director.

Further, the Board of Directors had appointed Mr. N. Venkat Raju as Managing Director on December 13, 2021, for a period of 5 years subject to the approval of shareholders at Annual General Meeting and without any remuneration during the tenure of his office.

The Board recommends the Resolution set out in Item No. 6 & 7 for approval by shareholders.

Except Mr. N. Venkat Raju, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of this resolution.

#### Item No: 8

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors had appointed Mr. Palani Ramkumar as an Additional Director, in a Non-Executive capacity of the Company with effect from August 09, 2021.

In terms of provisions of Section 161(1) of the Act, Mr. Palani Ramkumar would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Palani Ramkumar as a Director of the Company. Mr. Palani Ramkumar is not disqualified from being appointed as a director in terms of Section 164(2) of the Act and has given his consent to act as a Director.

The Board recommends the Resolution set out in Item No.8 for approval by shareholders.

Except for Mr. Palani Ramkumar and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in this Resolution.

## ANNEXURE TO THE NOTICE

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

#### Item No: 9

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors had appointed Mr. Subramanya Rao Sandeep as an Additional Director, in a Non-Executive capacity of the Company with effect from August 09, 2021.

In terms of provisions of Section 161(1) of the Act, Mr. Subramanya Rao Sandeep would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Subramanya Rao Sandeep as a Director of the Company. Mr. Subramanya Rao Sandeep is not disqualified from being appointed as a director in terms of Section 164(2) of the Act and has given his consent to act as a Director.

The Board recommends the Resolution set out in Item No.9 for approval by shareholders.

Except for Mr. Subramanya Rao Sandeep and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in this Resolution.



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A STATEMENT GIVING ADDITIONAL DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AND REAPPOINTMENT AS SET OUT AT ITEMS NO 4 TO 9 OF THE NOTICE:

Details of Director(s) seeking appointment / re-appointment at the forthcoming Annual General Meeting  
[Pursuant to Secretarial Standard -2 on General Meeting]

Nature of Information	Item No.4 of the Notice	Item No.5 of the Notice	Item No.6 & 7 of the Notice	Item No.8 of the Notice	Item No.9 of the Notice
Name of the Directors	Mrs. V. Valliammai	Mr. Satya Narayan Murthy	Mr. N Venkat Raju	Mr. Ramkumar Palani	Mr. Subramanya Rao Sandeep
Director Identification Number (DIN)	01197421	01612799	08672963	09207219	09207372
Date of Birth	24/01/1975	23/05/1969	30/09/1960	27/12/1983	23/05/1980
Date of first appointment on Board	16/06/2021	02/02/2022	13/12/2021	09/08/2021	09/08/2021
Qualification	Chartered Accountant	B.E., Mechanical Engineering from Annamalai University, Tamil Nadu  M.S, Industrial Technology , USA	M.Sc Chemistry from Andhra University, Visakhapatnam  Certified Energy Manager from Bureau of Energy Efficiency, Ministry of Power, Govt. of India.	B.E from C.I.T, Coimbatore and Post Graduation in Management from I.I.T Kanpur.	Chartered Accountant from ICAI, India, who has also cleared Certified Internal Auditor (CIA) and Certified Information Systems Auditor (CISA) exams conducted by IIA, Florida, US and ISACA Schaumburg, US.
Nature of expertise is specific functional areas	Her core areas of expertise include debt financing and project management. She is currently serving as the Chief Financial Officer at Chettinad	His areas of expertise are majorly with Business Strategy, Consulting different heads of business unit and in the area of construction.	He has an overall experience of 39 years out of which 37 years of vast experience pertains to Cement Industry and is mainly responsible for Operations,	He has a vast experience in the field of supply chain and is a Supply chain leader with proven expertise in commodity procurement and logistics. He has handled supply	A strategic planner with proven ability to strategize sales and improve operations and maximize profits through cost reductions and internal controls with

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	Super Specialty Hospital.		Process, Quality Assurance & Administration of the cement plant and allied activities which encompasses the entire operations of a Cement Plant. He is a veteran in the Industry and ideally suited for the post.	chain-oriented assignments in leading corporate like Dalmia cement, Prism cement and Vedanta.	over 16 years of audit experience and finance function experience.
Terms and conditions for reappointment	<p>She is a Non-Executive Independent Director of the Company.</p> <p>She is required to comply with the applicable provisions of the Companies Act.</p> <p>She will serve for a terms of 5 (five) years commencing from June 16, 2021, whose period of office will not be liable to determination by retirement of Directors by rotation.</p>	<p>He is a Non-Executive Independent Director of the Company.</p> <p>He is required to comply with the applicable provisions of the Companies Act and will serve for a terms of 5 (five) years commencing from February 02, 2022, whose period of office will not be liable to determination by retirement of Directors by rotation.</p>	<p>He is an Executive Director of the Company whoshall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.</p>	<p>He is a Non-Executive Non-Independent Director of the Company, who shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.</p>	<p>He is a Non-Executive Non-Independent Director of the Company, who shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.</p>

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Remuneration	The Non-Executive Directors are paid sitting fees for meetings of the Board. There is no other pecuniary relationship or transaction of the non-executive directors with the Company	The Non-Executive Directors are paid sitting fees for meetings of the Board. There is no other pecuniary relationship or transaction of the non-executive directors with the Company	Appointed as Managing Director of the Company without remuneration.	The Non-Executive Directors are paid sitting fees for meetings of the Board. There is no other pecuniary relationship or transaction of the non-executive directors with the Company	The Non-Executive Directors are paid sitting fees for meetings of the Board. There is no other pecuniary relationship or transaction of the non-executive directors with the Company
Relationship with other Directors, and Key Managerial Personnel of the Company	None	None	None	None	None
Number of Board Meeting attended during the year	6	6	2	4	4
Directorships held in other companies	2	3	1	Nil	Nil
Memberships/Chairmans hips of Committees of other companies	2	Nil	2	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil

By the order of the Board  
For Bhavya Cements Private Limited

Jyoti Agarwal Singhal  
Company Secretary

Place: Chennai  
Date: August 02, 2022

**MAP SHOWING LOCATION OF THE VENUE OF  
15TH ANNUAL GENERAL MEETING  
OF  
BHAVYA CEMENTS PRIVATE LIMITED  
(formerly known as BHAVYA CEMENTS LIMITED)**

**Venue:**

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

