



**BHEEMA CEMENTS LTD**

[www.bheemacements.net](http://www.bheemacements.net)

Regd.Office: 6-3-652/C/A, Flat 5 A, "KAUTILYA" Amrutha Estates, Opp. Vijaya Bank, Somajiguda, Hyd-082.

Mob: +91 90002 65555, +91 78931 27512, Email: [corporate@bheemacements.in](mailto:corporate@bheemacements.in)

CIN: L26942TG1978PLC002315

**BHEEMA/SE/2022-23**

**Date:6<sup>th</sup> December,2022**

To,  
**The Listing Department**  
BSE Limited,  
Phiroze jeejeebhoy Tower,  
Dalal Street, fort, Mumbai-400001, Maharashtra

**Scrip Code: 518017**

**Subject: Submission of 43<sup>rd</sup> Annual Report for the financial Year 2021-22.**

Dear Sir (s),

Pursuant to the Regulation 30 and 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the corresponding schedules thereof, we are pleased to submit the 43<sup>rd</sup> Annual Report along with the notice of 43<sup>rd</sup> Annual General Meeting to be held on Wednesday, the 28<sup>th</sup> December, 2022 at 12:30 P.M.

The same is being sent to the members of the Company through electronic mode.

We request you to please take on record the above information for your reference and to disseminate on the portal of the BSE for the information of members of the Company.

**Thanking You,**

**Yours Truly,  
For Bheema Cements Limited**

**Anshul  
Singhai** Digitally signed by  
Anshul Singhai  
Date: 2022.12.06  
22:52:08 +05'30'

**Anshul Singhai  
Company Secretary & Compliance Officer  
M. No. A55037**



**BHEEMA CEMENTS LTD**

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# **43<sup>RD</sup> ANNUAL REPORT**

## **BHEEMA CEMENTS LIMITED**

### **2021-22**





## CORPORATE INFORMATION

### Directors & Key Managerial Personnel:

S. No.	Name of the Key Managerial Personnel	Designation	Category	Date of Appointment
1.	Mr. Kandula Prasanna Sai Raghuvver	Chairman & Managing Director	Executive	11-02-2020
2.	Mr. Rajakishore Tadimalla	Director	Executive	11-02-2020
3.	Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Wholetime Director	Executive	11-02-2020
4.	Ms. Bhavani Lakshmi Kilaru	Women Director	Executive	30-06-2021
5.	Mr. Ruthwesh Argula	Independent Director	Non-Executive	30-06-2021
6.	Mr. Pawan Jain	Independent Director	Non-Executive	30-06-2021
7.	Mr. Anantha Ramaiah Srinivasula	Independent Director	Non-Executive	30-11-2021
8.	Mr. Shailesh Shivappa Biradar	Independent Director	Non-Executive	30-06-2021
9.	Mrs. Uma Tadimalla	Chief Financial Officer	KMP	16-06-2020
10.	Mr. Varmavenkatasatya Suryanarayana Rudhraraju	Chief Executive Officer	KMP	16-06-2020
11.	Mr. Anshul Singhai	Company Secretary & Compliance Officer	KMP	16-06-2020

### Audit Committee

S.No	Name of the Key Managerial Personnel	Designation
1.	Mr. Ruthwesh Argula	Chairperson
2.	Mr. Kandula Prasanna Sai Raghuvver	Member
3.	Mr. Shailesh Shivappa Biradar	Member
4.	Mr. Pawan Jain	Member

### Nomination & Remuneration Committee

S.No	Name of the Key Managerial Personnel	Designation
1.	Mr. Ruthwesh Argula	Chairperson
2.	Mr. Pawan Jain	Member
3.	Mr. Shailesh Shivappa Biradar	Member

### Stakeholders Relationship Committee

S.No	Name of the Key Managerial Personnel	Designation
1.	Mr. Pawan Jain	Chairperson
2.	Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Member
3.	Mr. Rajakishore Tadimalla	Member





<b><u>Bankers</u></b>	HDFC Bank Limited Indusind Bank Limited Union Bank Limited
<b><u>Statutory Auditors</u></b>	M/s. P Murali & Co., Chartered Accountants Address: 6-3-655/2/3, Somajiguda, Hyderabad-500082 India Firm Registration No.:007257S
<b><u>Internal Auditors</u></b>	M/s. Abhishek Kabra & Co., Chartered Accountants Address: Door No.1004, 10 <sup>th</sup> Floor, Block-A, Raghav Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500001 India Firm Registration No.: 017123S
<b><u>Secretarial Auditor</u></b>	M/s Surabhi Agrawal & Associates, Practicing Company Secretaries Address: Office No. 33, 4th Floor, Dawa Bazaar, R.N.T. Marg, Indore-452001 Madhya Pradesh, India M.No.: A56574; C.P. No. 23696
<b><u>Registered Office</u></b>	#6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates, Somajiguda, Hyderabad, Telangana-500082. E-mail: adminbse@bheemacements.in CIN: L26942TG1978PLC002315 WEBSITE: <a href="https://bheemacements.net/">https://bheemacements.net/</a>
<b><u>Factory</u></b>	Ramapuram Village, Mellachervu Mandal, Nalgonda District, Telangana,- 508206





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## CHAIRMAN'S MESSAGE

### Respected Shareholders,

It gives me immense pleasure to congratulate you on the 44<sup>th</sup> Year of incorporation of Bheema Cements Limited ("BCL"). We welcome this year with humble hearts and open minds.

I believe that the AGM provides a worthwhile and meaningful opportunity for shareholders to exercise their rights through raising questions, interaction with the directors of the Company (the "Directors") and by voting on the business of the meeting.

While we congratulate the team on their success in making BCL, a reputed cement company with a decade record for delivering quality and strength. We also see that the world is living in turbulent times and as a Corporate we believe in Health of our employees as the utmost priority. The human costs of the Covid-19 pandemic and the Russia-Ukraine war coupled with the ramifications on the global economy are immense. We are cognizant of the responsibility on our shoulders to help our clients make better investment decisions during such turbulent times to preserve and grow their wealth.

The Company faced widespread change and has sailed through tough times and is ready to sail in the ocean once again. Your Company has shown remarkable resilience and adaptability after facing catastrophic events post the completion of Corporate Insolvency Resolution Process. We are dedicated to restore the operations of the Company and generate sustainable profits. It gives me immense pleasure to share that the overhauling of the Plant is almost at completion stage and the trial runs are giving commendable results. Currently we are focused to re-engineer the Quality & Control (Q & C) department to keep a check on the quality of production and to monitor the allied jobs.

BCL has seen the cement industry evolve and bring in significant regulations and controls in the cement field. The infrastructure sector is the key driver of India economy hence the government also places a strong emphasis on this sector which has created an ocean of opportunities for cement manufacturing Companies across the Country. Your Board along with the whole management team of Bheema Cements Limited is committed to and certain to hit the production in this financial year.

Our Key focus is to build a profitable business and offer better returns to the stakeholders and create value for our customers, employees and other stakeholders. I would like to take this opportunity to place on record my sincere appreciation to the Board of Directors for their ongoing support & guidance to pave the way towards achievement of our organizational goals. Further, on behalf of the Board of Directors I would like to acknowledge every single person associated with the Company for their active contribution.

I would also like to thank all our shareholders and other stakeholder for their continued co-operation, support, commitment and trust towards the Company and the new management. We look forward to the coming opportunities and another year of support in pursuit of excellence.

With Best Wishes,  
Sincerely  
Sd/-

**Prasanna Sai Raghuvver Kandula**  
Chairman & Managing Director





## NOTICE

Notice is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Members of M/s. Bheema Cements Limited (hereinafter referred to as “BCL” / “Company”) will be held on Wednesday, 28<sup>th</sup> December 2022 at 12:30 PM through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’) at deemed venue from the registered office of the Company situated at 6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates, Somajiguda, Hyderabad-500082, Telangana State, India, to transact the following business:

### ORDINARY BUSINESS:

#### **ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider approve and adopt the Standalone Audited Financial Statements containing the Balance Sheet as at March 31, 2022, the Statement of Profit & Loss and Cash Flow for the financial year ended March 31, 2022 along with the report of the Board of Directors and of the Auditors thereon

#### **ITEM NO. 2: RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION**

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 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to reappoint Mr. Kuchampudi Srinivasa Upendra Saket Varma (DIN:07087346), who retires by rotation, as the Director of the Company.”

### SPECIAL BUSINESS

#### **ITEM NO. 3: RE-APPOINTMENT OF MR. KUCHAMPUDI SRINIVASA UPENDRASAKETH VARMA (DIN: 07087346) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 190, 196, 197, 203 read with the applicable provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company at their respective meetings and in suppression of all earlier passed resolutions in this regard, the approval of the members of the Company be and is hereby accorded for reappointment of Mr. Kuchampudi Srinivasa Upendrasaketh Varma (DIN: 07087346) as the Whole time Director of the Company for a further period of 2 (Two) years w.e.f. 28<sup>th</sup> December,2022.”





“**RESOLVED FURTHER THAT** Mr. Kuchampudi Srinivasa Upendrasaketh Varma (DIN: 07087346) be and is hereby appointed on NIL remuneration and shall be entitled to reimbursement of expenditures incurred on travelling and other expenditures (on actuals) incurred to perform his duties as the Whole-time Director of the Company as per the rules of the Company.”

“**RESOLVED FURTHER THAT** the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by the Board to be in the best interest of the Company without any requirement to seek further approval of the members of the company.”

#### **ITEM NO. 4: RE-APPOINTMENT OF MR. KANDULA PRASANNA SAI RAGHUVeer (DIN:07063368) AS THE MANAGING DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 190, 196, 197, 203 read with the applicable provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company at their respective meetings and in suppression of all earlier passed resolutions in this regard, the approval of the members of the Company be and is hereby accorded for reappointment of Mr. Kandula Prasanna Sai Raghuv eer (DIN:07063368) as the Managing Director of the Company for a further period of 2 (Two) years w.e.f. 28<sup>th</sup> December,2022.”

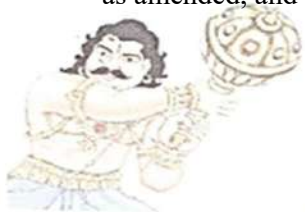
“**RESOLVED FURTHER THAT** Mr. Kandula Prasanna Sai Raghuv eer (DIN:07063368) be and is hereby appointed on NIL remuneration and shall be entitled to reimbursement of expenditures incurred on travelling and other expenditures (on actuals) incurred to perform his duties as the Managing Director of the Company as per the rules of the Company.”

“**RESOLVED FURTHER THAT** the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by the Board to be in the best interest of the Company without any requirement to seek further approval of the members of the company.”

#### **ITEM NO. 5: SUB-DIVISION OF EQUITY SHARES OF THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 61(1)(d) 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) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the provisions of the Memorandum of Association of the Company and such other







approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), the approval of the Members of the Company be and is hereby accorded for sub-division of 1 (One) fully paid-up Equity Share of the Company having face value of ₹10/- (Rupees Ten Only) each, into ₹ 1/-fully paid-up Equity Shares, with effect from the 'Record Date' to be determined by the Board of Directors for this purpose.

**“RESOLVED FURTHER THAT** the sub-divided Equity Shares having face value ₹ 1/- (Rupee One Only) each, shall rank pari passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Shares of face value ₹ 10/- (Rupees Ten Only) each of the Company.

**“RESOLVED FURTHER THAT** upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date:

- a) for the Equity Shares held in physical form, the existing Share Certificate(s) in relation to the said Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company; and
- b) for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## **ITEM NO. 6: ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 13 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), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V with the following new Clause V.(a):





*“The Authorised Share Capital of the Company is INR 78,00,00,000/- (Rupees Seventy Eight Crore Only) consisting of 78,00,00,000 (Seventy Eight Crore) Equity Shares of INR 1/- (Rupee One) each with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may determined under the provisions of the Companies Act 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.”*

**FURTHER RESOLVED THAT** any director of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

**ITEM NO.7: RATIFICATION/ APPROVAL OF MATERIAL RELATED PARTY TRANSACTION ENTERED DURING THE FINANCIAL YEAR 2021-22**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, consent of the Members be and is hereby accorded for ratification / approval of material related party transaction(s) entered by the Company with the below mentioned related parties during the financial year 2021-22:

Name of the related party	Nature of relationship	Nature of transaction	Aggregate transaction value for the year ended 31 <sup>st</sup> march,2022 (INR lakhs)
Mr. Kandula Prasanna Sai Raghuv eer	Managing Director & Promotor	Transfer of resources (Loan) towards revival of plant without interest as it is coming as per the NCLT Order	932.44
Mr. Anshul Singhai	Company Secretary & Compliance Officer (KMP)	Remuneration for rendering services	6.00
Aktis Infra OPC Private Limited	Common Director	Advance against rendering of goods or services	5.71
Fortuna Cements Private Limited	Company with Common Directors	Advance against rendering of goods or services / Loan Towards payment to Secured Financial Creditor and Other	106
Fortuna Engi Tech & Structural India Private Limited	Company with Common Directors	Advance against rendering of goods or services / Loan Towards payment to Secured Financial Creditor and Other	61





“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

## ITEM NO. 8: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS PROPOSES TO BE ENTERED INTO BY THE COMPANY DURING THE FINANCIAL YEAR 2022-23

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR) (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and pursuant to the recommendations of the Audit Committee and Board of Directors, the consent of the members of the company be and is hereby accorded for entering into and/or carrying out and/or continuing with the existing contract(s)/arrangement(s)/transaction(s) or modification(s) of earlier arrangements/ transactions or as fresh or otherwise (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the below named related parties commencing from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in Financial Year 2023-24 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of the transactions may exceed the prescribed thresholds as per the provisions of the SEBI listing regulations :

Sr. No	Related party	Relationship reference	Nature of transaction	Details of transactions	Limit to be approved (INR)
1.	Fortuna Engi Tech & Structural India Private Limited	Common Directors & Common Members holding more than 2 % of Paid-up Share capital of the Company	Business Advance and Availing or Rendering of any Services	Inter-corporate Loan given and/or taken and Provision or availing and/or rendering of any kind of Services	INR 200 Crore Per Annum Per Company / Entity and per Individual
2.	Fortuna Cements Limited	Company with common Directors.			
3.	Bheema Infratech Private Limited	Common Directors & Common Members holding more than 2 % of Paid-up Share capital of the Company			
4.	Aktis Infra (OPC) Limited	Common Director			
5.	Mr. Kandula Prasanna Sai Raghuv eer	Managing Director & Promotor	Unsecured loans and advances	Unsecured Loans and advances in connection with the payment to secured creditor as per NCLT Order and for revival of plant. With nil interest	INR 300 Crore Per Annum Per Individual
6.	Mr. Rajakishore Tadimalla	Director & Promotor			
7.	Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Whole Time Director			





8.	Mr. Anshul Singhai	Company Secretary & Compliance Officer (KMP)	Employee Benefits	Remuneration for rendering services	Upto INR 1.5 Crores per annum
9.	Mrs. Uma Tadimalla	Chief Financial Officer (KMP)			
10.	Mr. Varmavenkatasatya Suryanarayana Rudhraraju	Chief Executive Officer (KMP)			

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things including execution of such agreement, documents, instruments and writings as may be deemed necessary or desirable, with power to alter and vary the terms and conditions of such contract/ arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard.”

## **ITEM NO. 9: TO APPROVE GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding INR 250 Crore (Rupees Two Hundred and Fifty Crore Only only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

**Bheema Cements Limited**  
**CIN: L26942TG1978PLC002315**

**Registered Office:**  
6-3-652/C/A, Flat 5A,  
Kautilya Amrutha Estates  
Somajiguda, Hyderabad,  
Telangana State -500082, India

By Order of the Board of Directors  
**For, BHEEMA CEMENTS LIMITED**  
SD/-  
**Anshul Singhai**  
Company Secretary & Compliance Officer  
M.No. A55037

**Place: Hyderabad**  
**Date : 2<sup>nd</sup> December,2022**





## NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide circular General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 05, 2022 ('MCA Circulars') and Securities and Exchange Board of India has vide its circular dated May, 12 2020 January 15, 2021 and May 13, 2022 ('SEBI Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue and also sending of Notice to persons entitled as per Section 101 of Companies Act, 2013 in way as prescribed thereunder in MCA Circulars and SEBI Circulars.

In compliance with the provisions of the Act read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company will be held through VC/OAVM which does not require physical presence of the members at the deemed venue from the registered office of the Company situated at 6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates, Somajiguda, Hyderabad-500082, Telangana State, India.

2. For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the Company. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the AGM from their respective locations by VC / OAVM and do not visit the registered office to attend the AGM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Institutional investors, who are members of the Company may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and |or vote.
4. Institutional investors, who are members of the Company, are encouraged to attend the 43rd AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered Email address to pcs.surabhiagrawal@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
5. 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.
6. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') setting out the material facts concerning each item of special business set out in the Notice is annexed hereto.
7. The Members can join the AGM in the VC / OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more





shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed Central Depository Services (India) Ltd (“CDSL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL
10. In line with the MCA Circulars, the Notice calling the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories and has been uploaded on the website of the Company at [www.bheemacement.net](http://www.bheemacement.net). The Notice can also be accessed from the websites of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com). Printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the MCA Circulars and SEBI Circulars.
11. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered E-mail address mentioning their names, DP ID and Client ID / folio number, PAN and mobile number at [cs@bheemacement.in](mailto:cs@bheemacement.in) between Wednesday, 14<sup>th</sup> December 2022 (09.00 a.m. I.S.T) to Thursday, 22<sup>nd</sup> December (05.00 p.m. I.S.T). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
12. The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on [cs@bheemacement.in](mailto:cs@bheemacement.in) in with Depository participant ID and Client ID or Folio number.
13. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the Members on request by sending an E-mail on [cs@bheemacement.in](mailto:cs@bheemacement.in) in with Depository participant ID and Client ID or Folio number.
14. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on [cs@bheemacement.in](mailto:cs@bheemacement.in) at least Ten days before the date of the AGM so as to enable the Management to keep the information ready and provide it at the AGM. Provided that the information to be provided shall be within four corners of the law and shall be provided that is permissible under law.
15. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in





Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. As per Regulation 40 (7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.
19. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which after December 5, 2018, transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended by Securities and Exchange Board of India ('SEBI') to March 31, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
20. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
21. Pursuant to the provisions of the Act, a member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
22. The results on Resolutions shall be declared within two workings days from the conclusion of the AGM and the Resolutions will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favor of the Resolutions.





23. The results declared along with the Scrutinizer's Report(s) will be available on the website of the Company [www.bheemacement.net](http://www.bheemacement.net) and on the website of depository NSDL <https://www.evoting.nsdl.com> and CDSL <https://evoting.cdslindia.com/> and the communication will be sent to National Stock Exchange of India Limited and BSE Limited and will also be displayed at the Registered as well as Corporate Office of the Company.
24. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is Aarthi Consultants Pvt. Ltd, ('R&TA') having its office at 1-2-285, Domalguda, Hyderabad, Telangana, 500029. (Unit: Bheema Cements Limited).
25. Process for those members whose Email IDs are not registered: The Members who have not registered their E-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering E-mail Address, the Members are requested follow the below steps:
- A. Members holding shares in Physical Mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and Aadhar Card through E-mail on [cs@bheemacement.in](mailto:cs@bheemacement.in)
  - B. Members holding shares in Dematerialized Mode are requested to provide name, Depository participant ID and Client ID, mobile number, E-mail address, scanned copies of self-attested client master or Consolidated Account statement through E-mail on [cs@bheemacement.in](mailto:cs@bheemacement.in)
26. VOTING THOROUGH ELECTRONIC MEANS

## CDSL Remote E-voting System

### THE INSTRUCTIONS FOR REMOTE E-VOTING

**Step 1 : [Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.](#)**

**Step 2 : [Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode](#)**

### Access through Depositories

#### CDSL / NSDL e-Voting system in case of: Individual Shareholders holding shares in Demat mode

- a. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would







be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

- b. Pursuant to aforesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

### INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL DEPOSITORY

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi / Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>, Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

### INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL DEPOSITORY

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication,





you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

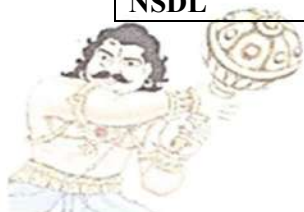
### INDIVIDUAL SHAREHOLDERS (HOLDING SECURITIES IN DEMAT MODE) LOGIN THROUGH THEIR DEPOSITORY PARTICIPANTS (DP)

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

### **Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30





## Access through CDSL E-Voting system in case of Shareholders holding shares in Physical Mode and Non-Individual Shareholders in Demat mode.

### ✓ How do I vote electronically using CDSL e-Voting system?

- a. **Step 1:** The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- b. **Step 2:** Click on Shareholders
- c. **Step 3:** Now Enter your User ID
  - **For CDSL:** 16 digits beneficiary ID
  - **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID
  - Members holding shares in **Physical Form** should enter Folio Number registered with the Company
- d. **Step 4:** Next enter the Image Verification as displayed and Click on Login
- e. **Step 5A: For Members Already Registered with CDSL**  
The Members who are already registered with CDSL and have exercised e-voting through [www.evotingindia.com](http://www.evotingindia.com) earlier may follow the steps given below
  - Use the existing password

**OR**

- f. **Step 5B: For those Members who are not Registered with CDSL:**  
The Members (holding shares in Demat | physical form) who are not already registered with CDSL and are using the e-voting facility for the first time may follow the steps given below:

- i. Register as under:
  - The Members who have already submitted their Permanent Account Number (PAN) to the Company | DP may enter their 10-digit alpha-numeric PAN issued by the Income Tax department. Others are requested to use the sequence number in the PAN Field. The sequence number is mentioned in the e-communication
  - Enter Date of Birth (DOB) as recorded in Demat account or in records of the Company for the said Demat account or folio in DD | MM | YYYY format.

**OR**

- Enter the Dividend Bank Details (DBD) as recorded in Demat account or in records of the Company for the said Demat account or folio.

**OR**

- If the Dob or DBD details are not recorded with the DP or the Company, enter the Member ID | folio number in the DBD field as under:

<b>User ID for the Members holding shares in Demat form with CDSL</b>	16 digits beneficiary ID
<b>User ID for the Members holding shares in Demat form with NSDL</b>	8 Character DP ID followed by 8 Digits Client ID
<b>User ID for the Members holding shares in physical form</b>	the folio number of the shares held in the Company

- ii. After entering these details appropriately, click on 'Submit'.





- iii. The Members holding shares in physical form will reach the Company selection screen. However, the Members holding shares in Demat form will reach 'Password creation' menu and will have to enter login password in the 'new password' field. It is strongly recommended not to share the password with any other person and take utmost care to keep it confidential.
- iv. The Members holding shares in physical form can use login details only for e-voting on the resolutions contained in this Notice.

**g. Step 6: How to Vote:**

- Click on the Electronic Voting Serial Number of Bheema Cements Limited to vote (EVSN of Equity Shares with Normal Voting Rights and EVSN of Equity Shares with Normal Voting Right (**Equity: 221205008**) of Bheema Cements Limited.
  - 'Resolution description' appears on the voting page with 'Yes | No' options for voting. Select the option 'Yes' or 'No' as desired. The option 'Yes' implies assent and option 'No' implies dissent to the resolution.
  - Click on the 'Resolutions file link' to view the details.
  - After selecting the resolution, click on 'Submit' tab. A confirmation box will be displayed. To confirm vote, click on 'Ok' else click on 'Cancel'
  - After voting on a resolution, the Members will not be allowed to modify their vote.
  - A print of the voting done may be taken by clicking on 'Click here to print' tab on the voting page.
  - In case the Members holding shares in Demat form forget their password, they can enter the User ID and the image verification details and click on 'Forgot password' to generate a new one.
- ✓ **General Instruction 1:** Incompliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is please do provide its members, as on the cut-off date being **Friday, 23<sup>rd</sup> December, 2022** the facility to exercise the right to vote by electronic means on any or all of the businesses specified in the Notice, at the 43<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.
- ✓ **General Instruction 2:** The remote E-voting period commences on Sunday, 25<sup>th</sup> December 2022 at 09:00 am and ends on Tuesday, 27<sup>th</sup> December 2022 at 05:00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 23<sup>rd</sup> December, 2022** may cast their vote by remote e-voting. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ✓ **General Instruction 3:** The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes thereat again.
- ✓ **General Instruction 4:** A person who is not a member as on cut-off date should treat this Notice





for information purpose only.

- ✓ **General Instruction 5:** The Members can also use mobile application 'm-Voting' of CDSL for e-voting using their e-voting credentials.
- ✓ **General Instruction 6:** For the non-individual Members and the Custodians:
  - Non-individual Members (that is, other than individuals, Hindu Undivided Family, Non-Resident Individual) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the registration form bearing the stamp and sign of the entity will be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a Compliance user will be created using the admin login and password. The Compliance user will be able to link the account(s) for which they wish to vote on.
  - The list of accounts will be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts, votes can be cast.
  - A scanned copy of the Board Resolution and Power of Attorney issued in favor of the Custodian, if any, will have to be uploaded in portable document format in the system for verification by the Scrutinizer.

## 27. The instructions for e-voting during the AGM are as under:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM
- If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to





- mitigate any kind of aforesaid glitches.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

*If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.*

*All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.*

**Bheema Cements Limited**  
**CIN: L26942TG1978PLC002315**

**Registered Office:**  
6-3-652/C/A, Flat 5A,  
Kautilya Amrutha Estates  
Somajiguda, Hyderabad,  
Telangana State -500082, India

**Place: Hyderabad**  
**Date : 2<sup>nd</sup> December 2022**

By Order of the Board of Directors  
**For, BHEEMA CEMENTS LIMITED**  
SD/-  
**Anshul Singhai**  
Company Secretary & Compliance Officer  
M.No. A55037





## EXPLANATORY STATEMENT PURSUANT TO 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES

**ITEM NO.3:** Mr. Kuchampudi Srinivasa Upendrasaketh Varma (DIN:07087346) was re-appointed for a further term of 2 (two) years as the Whole-time Director of the Company by the Board of Directors of the Company at their meeting held on 2<sup>nd</sup> December,2022.

The nomination and Remuneration Committee has recommended to the Board of Directors of the Company the tenure and other terms of re-appointment of Mr. Kuchampudi Srinivasa Upendrasaketh Varma as the Whole-time Director of the Company.

The Board recommends passing of the resolution set out in Item No. 3 of the accompanying notice, for re-appointment of Mr. Kuchampudi Srinivasa Upendrasaketh Varma as a whole-time Director of the Company who shall be liable to retire by rotation, for the approval of members.

The information as required to be disclosed pursuant to Schedule V of the Companies Act, 2013 regarding remuneration payable by the Company is not provided herewith as the Board has not recommended payment of remuneration to the appointee.

Additional information as required under Listing Regulations and the SS-2, is provided as Annexure-1 to this notice

Except Mr. Kuchampudi Srinivasa Upendrasaketh Varma, none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise in the said Resolution

**ITEM NO.4:** Mr. Kandula Prasanna Sai Raghuvver (DIN:07063368) was re-appointed for a further term of 2 (two) years as the Managing Director of the Company by the Board of Directors of the Company at their meeting held on 2<sup>nd</sup> December,2022.

The Nomination and Remuneration Committee has recommended to the Board of Directors of the Company the tenure and other terms of re-appointment of Mr. Kandula Prasanna Sai Raghuvver as the Managing Director of the Company.

The Board recommends passing of the resolution set out in Item No.4 of the accompanying notice, for re-appointment of Mr. Kandula Prasanna Sai Raghuvver as a whole-time Director of the Company who shall be liable to retire by rotation, for the approval of members.

The information as required to be disclosed pursuant to Schedule V of the Companies Act, 2013 regarding remuneration payable by the Company is not provided herewith as the Board has not recommended payment of remuneration to the appointee.

Additional information as required under Listing Regulations and the SS-2, is provided as Annexure-1 to this notice.

Except Mr. Kandula Prasanna Sai Raghuvver none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise in the said Resolution.

**ITEM NO.5 &6:** The Equity Shares of the Company are listed and traded on the BSE Limited. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, it is proposed to sub-divide, 1 (One) fully paid-up Equity Share of face value ₹10/- each into 10 fully paid-up Ordinary (equity) Shares of face value of ₹1/- each pursuant to the provisions of Section 61(1)(d) of the Act, the rules made thereunder and other applicable provisions.





The Record Date for the aforesaid sub-division of Equity Shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained for the proposed sub-division. In the opinion of the Board, proposed sub-division of the Equity Shares is in the best interest of the Company and the investors.

The Board at its meeting held on 2<sup>nd</sup> December,2022 approved the aforesaid sub-division subject to requisite approval of the shareholders. The proposed sub-division of Equity Shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Ordinary (equity) Share Capital of the Company.

**The Pre and post Equity Share Capital of the Company is as under:**

Type of Share Capital	Pre-Sub Division		Post-Sub Division	
	No. of Shares	Amount	No. of Shares	Amount
Authorised	78000000	780000000	780000000	780000000
Issued	32610002	326100020	326100020	326100020
Subscribed & Paid-up	32610002	326100020	326100020	326100020

The sub-division of Equity Shares proposed under Item No.5 of this Notice shall also require consequential amendments to the existing Clause V a. of the Memorandum of Association of the Company as set out in Item no. 6 of this Notice to reflect change in the face value of Equity Shares of the Company.

Accordingly, the consent of the Members is sought for passing of:

- (a) Ordinary Resolution for sub-division of Ordinary (equity) Shares as mentioned at Item No.5;
- (b) Special Resolution for carrying out amendments to the Memorandum of Association of the Company as mentioned at Item No. 6.

A draft copy of the Altered Memorandum of Association of the Company is available for inspection by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 5 & 6 of the Notice. The Board recommends the Resolutions set forth in Item No. 5 & 6 for the approval of the Members.

**ITEM NO.7:** Pursuant to the provisions of Section 188 of the Act read with rules made thereunder and in terms of applicable provisions of the SEBI Listing Regulations, applicable as on 31<sup>st</sup> March, 2022, consent of members by way of an ordinary resolution is required for ratification / approval of material related party transactions entered into by a listed Company with related party, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. A transaction was considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity. In financial year 2021-22, the related party transactions as mentioned below, in the aggregate, have crossed the applicable materiality threshold as mentioned above. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for ratification of all such arrangements / transactions undertaken by the Company, with the related party mentioned below. The transactions were in the ordinary course of business of the Company and on an arm’s length basis.







The said related party transactions were primarily entered for the purpose of repayment to Creditors as per the Resolution Plan and also towards restoration of the plant. Since the company business operations are not yet commenced, all the fund requirements is met by the Directors and Promotors of the Company. Hence, the said RPT were done.

The said related party transactions were reviewed and approved by the Audit Committee of the Company.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 7 of this Notice, for approval by the Members of the Company.

Mr. Kandula Prasanna Sai Raghuvver and his relatives are deemed to be concerned or interested in this resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 7 of this Notice.

**ITEM NO.8:**The members of the Company are informed that section 188 read with rules made there under prescribes certain approvals for related party transactions. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 also prescribe seeking shareholders’ approval for material related party transaction beyond specified threshold (Material Transactions). Proviso to Section 188 (1) provides that noting contained in Section 188 (1) shall apply where transaction entered into by Company with related party in the ordinary course of business and at arm’s length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm’s length basis. The transactions are repetitive in nature, considering the large volume of the transaction, the contracts / arrangements / transactions are material in nature and hence require approval of members.

The Members are also informed that, the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, states that all Material Related Party Transaction (‘RPT’) with an aggregate value exceeding `1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Thus, the contracts / arrangements / transactions as mentioned in resolution require approval of the members of the Company and as per the SEBI listing regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the the resolution set out in item no.8 of the accompanying notice.

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

Justification as to why the proposed transaction is in the interest of the listed entity	The proposed transactions are primarily for the purpose of payment to Secured Financial Cireditor as per the NCLT approved Resolution and towards restoration and recommencement of the plant
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<p>Details for transactions relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity</p> <ol style="list-style-type: none"> <li>1. details of the source of funds in connection with the proposed transaction</li> <li>2. Nature, cost of funds and tenure of indebtedness in case financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</li> <li>3. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</li> <li>4. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</li> </ol>	<p>The funds being given as loan are own funds.</p> <p>Since the plant is non-operational and the payments are being done as per the NCLT Order, towards repayment and towards restoration of the plant hence the promoters/directors do not intent to charge any interest</p> <p>Ongoing, till commencement of Commercial Production at 0% interest but right to convert the same into equity shares.</p> <p>Repayment to Creditors as per the NCLT Order and towards expenditure being incurred in Recommencement of the Plant.</p>
Copy of valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
Any other information relevant or important for the members to take a decision on the proposed transactions	None

Accordingly, on the basis of review and approval of the Audit Committee, the Board of Directors recommends the Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

None of the Directors of the Company except Mr. Kandula Prasanna Sai Raghuvver (DIN: 07063368), Mr. Kuchampudi Upendrasaketh Varma (DIN: 07087346) and Mr. Raja Kishore Tadimalla (DIN: 02091671) or Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

**ITEM NO.9:** Section 185 of the Companies Act,2013 empowers the Board of Directors of the Company to advance loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any company and/or body corporate in whom any or all the director(s) of the Company are considered as directly/indirectly concerned or interested subject to the approval of the members by way of a special resolution.

The Company may have to render support for the business requirements of group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. Hence the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for granting loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and / or working capital requirements including purchased of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.





The Members may note that Board of Directors would diligently evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for utilization by entities in their normal course of business. Accordingly, the Board of Directors recommend the Resolution set out at Item No.8 of the accompanying Notice for approval of the Members of the Company as a Special Resolution.

Mrs. Bhavani Lakshmi Kilaru, Mr. Raja Kishore Tadimalla, Mrs. Uma Tadimalla, Mr. Kandula Prasanna Sai Raghuv eer, Mr. Kuchampudi Srinivasa Upendrasaketh Varma and Mr. Varmavenkatasatya Suryanarayana Rudhraraju may be deemed to be concerned or interested financially to the extent of loans, advances, guarantee or security provided by the company.

Except the abovenamed persons none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

**Bheema Cements Limited**  
**CIN: L26942TG1978PLC002315**

**Registered Office:**  
6-3-652/C/A, Flat 5A,  
Kautilya Amrutha Estates  
Somajiguda, Hyderabad,  
Telangana State -500082, India

**Place: Hyderabad**  
**Date : 2<sup>nd</sup> December,2022**

By Order of the Board of Directors  
**For, BHEEMA CEMENTS LIMITED**  
SD/-  
**Anshul Singhai**  
Company Secretary & Compliance Officer  
M.No. A55037





## ANNEXURE -1 to Notice of AGM

**Details of the Directors seeking re-appointment at the 43<sup>rd</sup> Annual General Meeting**  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SS - 2 - Secretarial Standard on General Meetings]

<b>Name of the Director</b>	<b>Mr. Kuchampudi Srinivasa Upendrasaketh Varma</b>	<b>Mr. Kandula Prasanna Sai Raghuv eer</b>
<b>DIN</b>	07087346	07063368
<b>Date of Birth</b>	01/10/1990	09/07/1995
<b>Date of Appointment</b>	11/02/2020	11/02/2020
<b>Nationality</b>	Indian	Indian
<b>Designation</b>	Whole-time Director	Managing Director
<b>Qualification</b>	Graduate	Graduate
<b>Particulars of experience, expertise, attributes or skills</b>	Strategic Planning and talent management	Business Intelligence, Finance and Fintech
<b>Terms and conditions of re-appointment</b>	Re-appointed for a term of 2 (Two) years and liable to retire by rotation.	Re-appointed for a term of 2 (Two) years and liable to retire by rotation.
<b>Remuneration</b>	NIL	NIL
<b>List of Directorship (other than BCL) held as on date</b>	VNR Infrastructures Limited Bheema Infratech Private Limited Sahasraa Soft-Tech Private Limited Stay Smart Solutions Private Limited Patternate International Private Limited Natural Engine Private Limited	Fortuna Cements Private Limited Sankhya Infotech Limited Bheema Infratech Private Limited Skillyou Enterprises Private Limited Gwebitsol Private Limited ABI Datalabs Private Limited Fortuna Engi Tech and Structural s (India) Private Limited Sudharma Holdings Private Limited
<b>Chairman / Member of the Committees of the Board of Directors of the Company</b>	Chairman of Stakeholder's Relationship Committee of the Board	Member of Audit Committee of the Board
<b>Board Meeting Attendance</b>	He has attended all the Board Meetings conducted during the Financial Year 2021-22	He has attended all the Board Meetings conducted during the Financial Year 2021-22
<b>No. of Equity Shares held as on date</b>	NIL	1,16,81,300 Equity Shares
<b>Listed Entities from which he has resigned as Director in past 3 years</b>	Sain Enterprises Private Limited	VNR Infrastructures Limited String Metaverse Private Limited Skillyou Enterprises Private Limited Aaryavart Advisors LLP





<b>Disclosure of Relationship inter se between Directors, Manager and other Key Managerial Personnel</b>	There is no inter se relationship between Mr. Kuchampudi Srinivasa Upendrasaketh Varma and other members of the Board and Key Managerial Personnel of the Company	There is no inter se relationship between Mr. Kandula Prasanna Sai Raghuvver and other members of the Board and Key Managerial Personnel of the Company
<b>Brief Profile of the Director</b>	Mr. Kuchampudi Srinivasa Upendrasaketh Varma is a young passionate individual having dedicated vision and has been engaged in multiple ventures viz. Infrastructure, electronics, education and textiles. He had his share of experience and education in various international markets for the past 12 years. He is a holder of Bachelors degree in electronics and communication engineering and a master degree in International Business.	Mr. Kandula Prasanna Sai Raghuvver, is a young serial entrepreneur having an out of the box attitude that exudes dynamic resourcefulness. After a brief stint at academics in Physics, Nuclear Engineering & Business Studies at esteemed universities like Texas A&M University and Harvard University, he has taken a study break and ventured into business with multiple startups specialized in Business Intelligence, Artificial Intelligence, Fin Tech, etc.  He has a tenacious intent in the back of his passion and is focused on unswerving execution.

**Bheema Cements Limited**  
**CIN: L26942TG1978PLC002315**

**Registered Office:**  
6-3-652/C/A, Flat 5A,  
Kautilya Amrutha Estates  
Somajiguda, Hyderabad,  
Telangana State -500082, India

**Place: Hyderabad**  
**Date : 2<sup>nd</sup> December 2022**

By Order of the Board of Directors  
**For, BHEEMA CEMENTS LIMITED**  
SD/-  
**Anshul Singhai**  
Company Secretary & Compliance Officer  
M.No. A55037





## BOARDS' REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH,2022

To  
The Members,  
BHEEMA CEMENTS LIMITED

The Board of Directors of the Company presents before you the 43<sup>rd</sup> Annual Report together with the Standalone Audited financial statements of Bheema Cements Limited ('The Company' or 'Bheema') for the financial year ended March 31, 2022.

### FINANCIAL HIGHLIGHTS

The financial highlights of the Company's operations are as follows:

(INR in Lakhs)

Particulars	Year Ended Standalone	
	March 31, 2022	March 31, 2021
Operational & Other Income	30.91	61.42
Total Expenses including Interest Expense and Depreciation and Amortization Expense	3220.43	2467.87
<b>Loss before exceptional items and tax</b>	<b>-3189.52</b>	<b>-2406.45</b>
Prior period items	0.00	0.00
Exceptional Items	0.00	0.00
Provision for diminution in the value of investments	0.00	0.00
<b>Loss before tax</b>	<b>-3189.52</b>	<b>-2406.45</b>
Current Tax	0.00	0.00
Deferred Tax	506.38	
<b>Loss after tax</b>	<b>-3695.89</b>	<b>-2406.45</b>

The Company has adopted Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the relevant rules issued thereunder and accordingly, these financial statements for all the periods presented have been prepared in accordance with the recognition and measurement principles as stated therein.

Note: Previous year figures have been regrouped/rearranged wherever necessary.

### PERFORMANCE AND FUTURE OUTLOOK

During the financial year under review, your Company had reported total Income of INR 30.91 Lakhs as against INR 61.42 Lakhs during the previous Financial Year. The Company recorded a net loss of INR 3189.52 Lakhs as against net loss of INR 2406.45 Lakhs during the previous Financial Year.

The operations of the Company have not commenced post the completion of the Corporate Insolvency Process (CIRP) till the date of this report. Your Directors are following necessary course of action to bring the company on track again. The overhauling of the plant is at the completion stage which is a good indicator for the near future of the Company and its stakeholders. Your Board is focussed to implement a robust business model to see a strong offtake in the coming years.

### CHANGE IN CONTROL AND NATURE OF BUSINESS

Your Company is engaged in the business of manufacturing and distribution of cement and there is no change in the control and nature of business activities during the period under review.





## SHARE CAPITAL

### (a) **Authorised Share Capital**

The authorized share capital of the Company is INR 78,00,00,000/- (INR Seventy-eight Crores Only) divided into 7,80,00,000 (Seven Crore Eighty Lakhs Only) Equity shares of INR 10/- each. During the year under review there is no change in the authorized share capital of the Company.

### (b) **Issued, Subscribed and Paid-up Share Capital**

The issued, subscribed and paid-up share capital of the Company is INR 32,61,00,020/- (INR Thirty-two Crores Sixty One Lakhs and Twenty only) divided into 3,26,10,002 (Three Crore Twenty Six Lakhs Ten Thousand and Two Equity shares of INR 10/- each.

During the year under review, the Company has neither issued shares with differential voting rights nor granted stock options nor sweat equity shares. As on March 31, 2022 there are no instruments convertible into the equity shares of the Company, hence there is no change in the issued, subscribed and paid-up share capital of the Company.

## DEMATERIALIZATION OF SHARES

The entire shareholding of the promoters of your Company and all its shareholders is in Demat form and as on date 100% of the Shareholding of the Company is held in Demat Mode.

## TRANSFER TO RESERVES

During the year under review your Directors do not propose to transfer any amount to the general reserves (Previous year: NIL).

## DIVIDEND

During the financial year under review, the Company has not earned any profits as the commercial production has not yet commenced. Hence due to inadequacy of profits, your Directors do not propose any dividend for the Financial year 2021-22 (Previous year: NIL)

## BUSINESS RESPONSIBILITY REPORT

Since your Company is not included in list of top 1000 Company based on the market capitalization, the inclusion of Business Responsibility Report in the Annual Report is not mandatory for the company.

## TRANSFER OF THE AMOUNT OF UNPAID DIVIDEND AND EQUITY SHARES TO INVESTOR EDUCATION & PROTECTION FUNDS (IEPF)

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") the unpaid or unclaimed dividend for a continuous period exceeding 7 years is required to be transferred by the company to the IEPF established by the Government of India. Further, the shares on which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more are also required to be transferred to the D-mat account of the IEPF Authority.

Since your company has no unpaid or unclaimed dividend for a continuous period exceeding 7 years there is no requirement to transfer any amount or shares to the IEPF

## DEPOSITS

During the year under review, the Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-





enactment thereof for the time being in force), Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of Financial Statements provided in this Annual Report.

## DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

The details of significant and material orders passed by the Regulators /Courts and Appellate Tribunals, during the year under review and till the date of this report are mentioned hereunder:

1. The Successful Resolution Applicants (SRA) of the Company submitted a bank guarantee issued by a foreign bank and whose authenticity was confirmed by an Indian Bank, but the creditors did not accept it citing its format is not as per original RFRP issued at the time of EOI. The request was that at the time of signing the LOI, the CoC required performance bank guarantee (PBG) of Rs 10 crore for which the Appellant transferred cash to the extent of Rs 10 crore and gave it as an cash Fixed Deposit rather than a bank guarantee. During this second instalment the SRA after submission of the PBG and making a payment of additional 10 crores along with 18% additional interest for the additional period despite extreme hardships in the mid of covid, requested the Management Committee to appropriate the Fixed Deposit and accepting this Bank Guarantee in place of the FD submitted earlier. The Creditors approached Hon'ble NCLT and took directions vide IA No. 220/2021 dated 02-09-2021 to appropriate the fixed deposit given for performance guarantee towards the second instalment of Rs 20 crore.
2. The SRA herein was constrained to file an Application vide IA No. 684 of 2020 for extension of payment of second instalment amount of Rs. 20 Crores due to Covid -19 pandemic and Hon'ble AA vide its orders dated 28-10-2020 pleased to extend the time period by 150 days for the payment of second instalment from the original scheduled date i.e, from 16-05-2020 to 28-11-2020 and accordingly the promotors made the payment of the Second installment.
3. M/s. Southern Power Distribution Company of Telangana Limited, one of the operational creditors of the Corporate Debtor, has approached this Honorable National Company Law Appellate Tribunal (herein after referred to as NCLAT) vide Company Appeal (AT) (CH) (INS) No. 60 of 2022 assailing the order of the approval of Resolution plan. The issue was pending till 09.03.2022 before this Tribunal and finally the appeal filed by M/s. Southern Power Distribution Company of Telangana Limited was dismissed.
4. M/s. Southern Power Distribution Company of Telangana Limited filed an Appeal Civil Appeal No. 4587/2022 before Hon'ble Supreme Court of India challenging the approval of Resolution Plan and the orders passed by the tribunal and NCLAT.
5. The SRA approached the Hon'ble NCLT to extend the timelines for the payment of the entire consideration to the Creditors as per the Resolution Plan, by 18 month citing the regulatory challenges faced to recommission the plant. However, the NCLT passed an impugned order dated 10.10.2022 and extended the timelines for payment of the consideration to the Creditors by a period of 180 days from the date of NCLT Order.

## DETAILS OF SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

During the financial year under review, your Company is not having any Subsidiary, Associate or joint Venture Companies.







## REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATIONS AND JOINT VENTURE COMPANIES:

The Company do not have any holding or subsidiary Company during the year under review.

### BOARD OF DIRECTORS (BOD) & KEY MANAGERIAL PERSONNEL (KMP)

#### (i) Composition of Board:

The Board of the Company is duly constituted with optimum combination of Executive and Non-Executive Directors and consists of the following:

S.No	Name of the Key Managerial Personnel	Designation	Date of Appointment
1.	Mr. Kandula Prasanna Sai Raghuvver	Managing Director	11-02-2020
2.	Mr. Rajakishore Tadimalla	Director	11-02-2020
3.	Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Whole-time Director	11-02-2020
4.	Mrs. Bhavani Lakshmi Kilaru	Women Director	30-06-2021
5.	Mr. Ruthwesh Argula	Non-Executive Independent Director	30-06-2021
6.	Mr. Pawan Jain	Non-Executive Independent Director	30-06-2021
7.	Mr. Shailesh Shivappa Biradar	Non-Executive Independent Director	30-06-2021
8.	Mrs. Uma Tadimalla	Chief Financial Officer	16-06-2020
9.	Mr. Varmavenkatasatya Suryanarayana Rudhraraju	Chief Executive Officer	16-06-2020
10.	Mr. Anshul Singhai	Company Secretary & Compliance Officer	16-06-2020

#### (ii) Director seeking appointment/re-appointment

In accordance with the provisions of the Companies Act, 2013, Mr. Kuchampudi Srinivasa Upendrasaketh Varma (DIN:07087346) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Board recommends passing necessary resolution as set out in the notice of the 43<sup>rd</sup> Annual General Meeting for reappointment.

Further necessary resolution have been placed in the notice of this Annual General Meeting for reappointment of Mr. Prasanna Sai Raghuvver Kandula as the Managing Director of the Company and Mr. Kuchampudi Srinivasa Upendrasaket Varma as the Whole Time Director of the Company for a further period of two years from the conclusion of this Annual General Meeting till the conclusion of the 45<sup>th</sup> Annual General Meeting to be held in the year 2024.

#### (ii) Changes in Directors and Key Managerial Personnel

During the year under review, the following changes were made in the composition of the Board of Directors:

- Mrs. Bhavani Lakshmi Kilaru was appointed as Executive Director on the Board of the Company at the meeting of the Board of Directors held on 30<sup>th</sup> June 2021. Her appointment was regularized at the 42<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> November,2021.
- Mr. Ruthwesh Argula was appointed as an Independent Director on the Board of the Company at the meeting of the Board of Directors held on 30<sup>th</sup> June 2021. His appointment was regularized at the 42<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> November,2021.
- Mr. Pawan Jain was appointed as an Independent Director on the Board of the Company in the meeting of the Board of Directors held on 30<sup>th</sup> June 2021. His appointment was regularized in the 42<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> November,2021.
- Mr. Anantha Ramaiah Srinivasula was appointed as an Independent Director on the Board of the Company by the members of the Company at the 42<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> November,2021.





- e. Mr. Shailesh Shivappa Biradar was appointed as an Independent Director on the Board of the Company at the meeting of the Board of Directors held on 30<sup>th</sup> June 2021. His appointment was regularized in the 42<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> November, 2021.

During the period under review there is no change in the Key Managerial Personnel of the Company.

### **(iii) Policy on directors' appointment and remuneration and other details**

The Company has, on the recommendation of the Nomination and Remuneration Committee, framed a Policy on Nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2015. The said policy will be made available on the Company Website of the Company (i.e <https://bheemacements.net/>)

### **(iv) Declaration of independency by the Independent Directors**

The Company has received necessary declaration from all the Independent Directors as required under section 149(6) of the Companies Act, 2013 confirming that they meet the criteria of Independence as per Regulation 16(1)(b) the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013. In the Opinion of the Board, all the Independent Directors fulfill the criteria of the independency as required under provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. There has been no change in the circumstances, which has affected their status as independent director.

### **(v) Annual Board Evaluation**

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Board of Directors has carried out an Annual Evaluation of its own performance, performance of the Directors and of the working of its Committees. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Evaluation of the Committees performance was based on the criteria like composition, its terms of the reference and effectiveness of committee meetings, etc., Individual Director's performance evaluation is based on their preparedness on the issues to be discussed, meaningful and constructive discussions and their contribution to the Board and Committee meetings. The Chairperson was evaluated mainly on key aspects of his role. These performance exercises were conducted seeking inputs from all the Directors / Committee Members wherever applicable.

The evaluation procedure followed by the company is as mentioned below:

- i) Feedback is sought from each Director about their views on the performance of the Board, covering various criteria such as degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship between the Board and the Management and efficacy of communication with external stakeholders. Feedback was also taken from every Director on his assessment of the performance of each of the other Directors.
- ii) The Nomination and Remuneration Committee (NRC) then discusses the above feedback received from all the Directors.
- iii) Based on the inputs received, the Chairman of the NRC also makes a presentation to the Independent Directors at their meeting, summarizing the inputs received from the Directors as regards Board's performance as a whole and of the Chairman. The performance of the Non-Independent Non-Executive Directors and Board Chairman is also reviewed by them.
- iv) Post the meeting of the Independent Directors, their collective feedback on the performance of the Board (as a whole) is discussed by the Chairman of the NRC with the Chairman of the Board. It is also presented to the Board and a plan for improvement is agreed upon and is pursued.





- v) Every statutorily mandated Committee of the Board conducts a self-assessment of its performance and these assessments are presented to the Board for consideration. Areas on which the Committees of the Board are assessed include degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.
- vi) Feedback is provided to the Directors, as appropriate. Significant highlights, learning and action points arising out of the evaluation are presented to the Board and action plans are drawn up. During the year under report, the recommendations made in the previous year were satisfactorily implemented.

The peer rating on certain parameters, positive attributes and improvement areas for each Board member are also provided to them in a confidential manner. The feedback obtained from the interventions is discussed in detail and, where required, independent and collective action points for improvement are put in place.

**(vi) Familiarisation Programme**

The Company familiarises its Independent Directors on their appointment as such on the Board with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. through familiarisation programme. The Company also conducts orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis. The familiarisation programme for Independent Directors is disclosed on the Company’s website

**(vii) Meetings of the Board of Directors**

The Board of Directors of the Company met at regular intervals during the financial year 2021-22. The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held at the registered office of the Company situated at Hyderabad (Telangana). The Agenda of the Board/Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met 8 (Eight) times during the financial year 2021-22 on the dates mentioned below and the maximum interval between two consecutive board meetings did not exceed 120 days.

S.No	Date of Board Meeting	No. Directors Entitled to attend the meeting	No. of Directors Attended the meeting
1.	01/04/2021	3	3
2.	30/06/2021	3	3
3.	14/08/2021	7	7
4.	09/09/2021	7	7
5.	05/10/2021	7	7
6.	08/11/2021	7	7
7.	15/11/2021	7	7
8.	18/01/2022	8	8
9.	28/02/2022	8	8

The Company has complied with all the requirements of the Secretarial Standard-1 in respect of the Board and the Committee Meetings.





## EVALUATION BY INDEPENDENT DIRECTOR:

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive director. The same was discussed in the Board meeting at which the performance of the Board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

## SEPARATE MEETINGS OF THE INDEPENDENT DIRECTORS:

In compliance with the provisions of the Act and Regulation 25 of Listing Regulations, a separate meeting of Independent Directors of the Company was held inter alia, to discuss the following:

- a) To review and evaluate the performance of Non-Independent Directors and the Board and Committee as a whole;
- b) To review and evaluate the performance of the Chairperson of the company, taking in account the views of the Executive and Non-Executive Directors;
- c) To assess and evaluate the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Upon the conclusion of the meeting, the Independent Directors expressed their satisfaction over the performance of the other Directors and the Board and Committee as a whole. They also expressed their satisfaction over the quality, quantity and flow of information between the company management and the Board / Committees of the Board from time to time. The consolidated Evaluation Report of the Board, based on inputs received from the Directors was discussed at the meeting of the Board and the action areas identified in the process are being implemented to ensure a better interface at the Board / Management level.

## OPINION OF BOARD OF DIRECTORS PERTAINING TO INDEPENDENT DIRECTORS OF THE COMPANY:

In the opinion of the Board of Directors of the Company the Non-Executive Independent directors on the Board of the Company are independent of the management and complies with criteria of Independent Director as submitted by them under Companies Act, 2013 and under Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Independent Directors does possess integrity, expertise and also have relevant experience which is necessary or suitable to be the Independent Directors of the Company.

### (viii) Directors’ Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

1. that in the preparation of the annual financial statements for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. that such accounting policies as mentioned in notes to accounts of the financial statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for the year ended on that date;
3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;





4. that the annual financial statements have been prepared on a going concern basis;
5. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
6. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

#### **(ix) Committees of the Board**

During the year under review, the Board has the 4 (Four) Committees, as required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as follows:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) Internal Complaint Committee on the Sexual Harassment of women at work place

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance" which forms part of this Annual Report.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In accordance with the provisions of Section 177 (9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 22 of SEBI (LODR) Regulations 2015 the Company already has in place "Vigil Mechanism Policy" (Whistle Blower Policy) for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any financial statements and reports, etc.

The employees of the Company shall have the right/option to report their concern/grievance to the Chairman of the Audit Committee. It is affirmed that no person has been denied access to the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company has disclosed the policy at the website of the Company.

The Audit Committee of the Company is also committed to ensure fraud-free work environment. It is convention of your Company to investigate complaints speedily, confidentially and in an impartial manner and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are always maintained.

During the financial year 2021-22, no cases under this mechanism were reported to the Company.

#### **AUDITORS**

##### **(a) Statutory Auditors**

Pursuant to the applicable provisions of the Companies Act, 2013, M/s P Murli & Co., Chartered Accountant (bearing F.R.N.007257S), Hyderabad were appointed as the Statutory Auditors of the Company to hold the office for a period of 5 (five) consecutive years from the conclusion of 41<sup>st</sup> Annual General Meeting till the conclusion of 46<sup>th</sup> Annual General Meeting of the Company to be held in year 2025. The Auditors have confirmed that they eligible to continue as the Auditors of the Company.

##### **Statutory Auditor's Report**

Your directors takes pleasure in stating that no observation, qualification or any adverse remark has been made by the Auditors in their report which needs any further explanation by the Board. The Auditor's Report is enclosed with the Financial Statement in this Annual Report.

##### **(b) Internal Auditors**





M/s Abhishek Kabra & Co., Chartered Accountants (bearing F.R.N:017123S), have been appointed to conduct internal audit of the functions and activities of the Company pursuant to Section 138 (1) of the Companies Act, 2013 and applicable rules thereof.

#### (c) Cost Auditors

The Company has not appointed cost auditor during the financial year under review as your company is not required to maintain cost records as per the provisions of the Companies Act, 2013. The Company has not yet commenced its business operations since the overhauling of the plant is in progress.

#### (d) Secretarial Auditors and Report

M/s Surabhi Agrawal & Associates (bearing M.No.:56574; COP No.:23696), Practising Company Secretaries have been appointed to conduct the Secretarial Audit of the Company. Pursuant to the provisions of section 204 (1) of the Companies Act, 2013 the Secretarial Audit Report submitted by the Secretarial Auditors for the financial year ended March 31, 2022 is annexed herewith as **“Annexure A”**.

The said report does not contain any qualification, reservation or adverse remark.

#### (e) Disclosure of frauds against the Company:

There were no instances of reportable fraud to the Central Government covered under section 134(5)(e) of the Companies Act, 2013. Further that, the auditors have not found any fraud as required to be reported by them under section 143(12) to the Central Government during the financial year under review.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

Since your Company is not having adequate profits (average net profits for the last three financial years), the provisions of section 135 of the Companies Act, 2013 and rules thereof are not applicable on the Company during the financial year under review. However, the Company is committed to build its CSR capabilities on a sustainable basis and undertake CSR activities as and when the opportunity arises.

The Annual Report on Corporate Social Responsibility u/s 135 of the Companies Act, 2013 is not required to be given as the Company is not required to contribute towards CSR activities during the financial year under review.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015, the Management Discussion and Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report as **“Annexure B”**.

The Management Discussion and Analysis gives details of the overall industry structure, developments, performance and state of affairs of the Company, Internal controls and their adequacy, risk management systems and other material developments during the financial year.

### CORPORATE GOVERNANCE

The Corporate Governance Report pursuant to Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and marked as **“Annexure C”** and forms part of this Report.

### MD & CFO CERTIFICATION

Certificate obtained from the Managing Director and Chief Financial Officer, pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015 and for the year under review was placed before the Board at their meeting held on 2<sup>nd</sup> December, 2022





A copy of the certificate on the financial statements for the financial year ended March 31, 2022 is annexed along with this Report and marked as **“Annexure D”**.

## **RISK MANAGEMENT**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors.

## **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an internal control system to ensure that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. Your Company has adequate internal controls for its business processes across departments to ensure efficient operations, compliance with internal policies, applicable laws and regulations, protection of resources and assets and appropriate reporting of financial transactions.

The Company has Internal Audit function which is empowered to examine the adequacy and compliance with policies, plans and statutory requirements. It comprises of experienced professionals who conduct regular audits across the Company's functions. The Company has also appointed a firm of Chartered Accountants as Internal Auditors, who reviews the various functions of the Company thoroughly and report to the Audit Committee. The control mechanism and the process of testing of controls were discussed with the Statutory Auditors. The Statutory Auditors have submitted their report on the Internal Financial Controls which forms an integral part of this Report

The adequacy of the same has been reported by the Statutory Auditors of your Company in their report as required under the Companies (Auditor's Report) Order, 2003. The Company has also appointed M/s. Abhishek Kabra & Co., Chartered Accountants, as Internal Auditor of the Company for the Financial Year 2021-22 to conduct internal audit of the functions and activities of the Company.

## **PROVISION OF VOTING BY ELECTRONIC MEANS AT THE ENSUING ANNUAL GENERAL MEETING**

Your Company is providing E-voting facility pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The details regarding e-voting facility is provided as notes to the notice of the 43<sup>rd</sup> Annual General Meeting of the Company.

## **ANNUAL RETURN**

The Annual Return for the year ended March 31, 2022 in Form MGT-7, as required to be filed with the Ministry of Corporate Affairs, shall be made available on the Company's website i.e. <https://bheemacement.net>

## **PARTICULARS OF LOANS, GUARANTEES OR SECURITIES OR INVESTMENTS**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force), Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of Financial Statements provided in this Annual Report.

## **RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES REMUNERATION AND PARTICULARS OF EMPLOYEES.**

Since your company is not paying any remuneration to any of the Director of the Company the disclosure pursuant to provision of section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required





Further, since the Company is not having any employees during the financial year under review the details of Top 10 employees is not provided.

## **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the Financial Year were on an arm's length basis and were in the ordinary course of business as part of Company's philosophy of adhering to highest ethical standards, transparency and accountability. These transactions are not likely to have any conflict with Company's interest.

All Transactions entered into with the related parties up to March 31, 2022 were placed before the Audit Committee and the Board for Approval. Also, prior omnibus approval of the Audit Committee was obtained for all such transactions for the Financial Year 2021-22. The transactions entered into pursuant to the omnibus approval so granted were audited and a statement giving details of all related party transactions was placed before the Audit Committee for its review on a quarterly basis. The particulars of transactions between the Company and its related parties are set out at in the Notes to Accounts in the Financial Statement annexed with this report.

The particulars of contracts or arrangements with related parties as defined under Section 188 of the Companies Act, 2013 in the prescribed Form AOC-2 is annexed hereto and marked as "**Annexure E**" and forms part of this Report.

In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions.

## **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

In terms of the provisions of Section 197(12) of the Act read with sub-rules 2 & 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, names and other particulars of the top ten employees in terms of remuneration drawn and the name of every employee who is in receipt of such remuneration stipulated in said Rules are required to be set out in a statement which has been uploaded on website. Further, the Report and the Financial Statement are being sent to the shareholders excluding the aforesaid statement. In term of Section 136 of the Act, the said statement is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary at the Registered Office.

## **DETAILS OF PENDING PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG-WITH THEIR STATUS AS THE END OF THE FINANCIAL YEAR:**

The Resolution Plan approved by the Hon'ble NCLT vide Order dated 11<sup>th</sup> February 2022 is under implementation and the Hon'ble NCLT has granted extension of 6 months for completing the implementation of the plan. Other details forms part of this report.

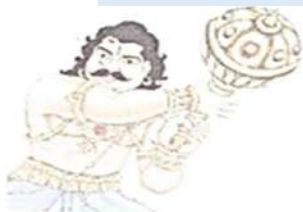
## **THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANK OR FINANCIAL INSTITUTIONS ALONG WITH THE REASON THEREOF:**

The said clause is not applicable during the year under review.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT:**

Except as mentioned elsewhere in the report, there are no material changes and commitments affecting position between the end of the financial year and date of the report;

## **LEGAL AND REGULATORY:**







Compliance with laws and regulations is an essential part of your Company's business philosophy. We are subject to laws and regulations in diverse areas as trademarks, copyright, patents, competition, employee health and safety, the environment, corporate governance, listing and disclosure, employment and taxes.

Frequent changes in legal and regulatory regime and introduction of newer regulations with multiple authorities regulating same areas lead to complexity in compliance. We closely monitor and review our practices to ensure that we remain compliant with relevant laws and legal obligations.

The Company is following up with the regulatory and statutory authorities to arrange all the license and approvals required for recommencement of the plant as per various rules and regulations applicable to the Company.

## **SYSTEM AND INFORMATION:**

Your Company's operations are increasingly dependent on IT systems and the management of information. Increasing digital interactions with customers, suppliers and consumers place even greater emphasis on the need for secure and reliable IT systems and infrastructure, and careful management of the information that is in our possession.

The cyber-attack threat of un-authorised access and misuse of sensitive information or disruption to operations continues to increase. To reduce the impact of external cyber-attacks impacting our business, we have firewalls and threat monitoring systems in place, complete with immediate response capabilities to mitigate identified threats. Our employees are trained to understand these requirements.

## **SECRETARIAL STANDARDS OF ICSI:**

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and approved by the Central Government.

## **PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in the **“Annexure-F”** forming part of this Report.

## **INDUSTRY BASED DISCLOSURE**

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

## **PREVENTION OF INSIDER TRADING**

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

## **PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has in place internal complaints committee as required. During the financial year ended March 31<sup>st</sup> 2022, the Company has not received any Complaints pertaining to Sexual Harassment.

## **GREEN INITIATIVE BY MCA ON CORPORATE GOVERNANCE:**

The Ministry of Corporate Affairs (“MCA”) has taken a green initiative in corporate governance by allowing paperless compliance by the companies and permitted the service of annual reports and documents to the





shareholders through electronic mode subject to certain conditions and the company continues to send annual report and other communications in electronic mode to the members having email addresses and for the members who have not registered their email addresses, physical copies are sent through the permitted mode.

We encourage shareholders to receive their copy of the annual report through electronic mode. This will also contribute to saving costs and reduce our use of natural resources.

## CAUTIONARY STATEMENT:

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include input costs, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

## APPRECIATION / ACKNOWLEDGEMENT:

Your directors wish to place on record their appreciation and express their gratitude for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible. The Board takes this opportunity to express its gratitude for the valuable assistance and co-operation extended by Government Authorities, Banks, Corporate Debt Restructuring (CDR) Cell, Financial Institutions, Vendors, Customers, Advisors and other business partners.

**Bheema Cements Limited**  
**CIN: L26942TG1978PLC002315**

**Registered Office:**  
6-3-652/C/A, Flat 5A,  
Kautilya Amrutha Estates  
Somajiguda, Hyderabad,  
Telangana State -500082, India

**Place: Hyderabad**  
**Date : 2<sup>nd</sup> December,2022**

By Order of the Board of Directors  
**For, BHEEMA CEMENTS LIMITED**

**SD/-**  
**Prasanna Sai Raghuv eer Kandula**  
Chairman & Managing Director  
DIN:07063368

**SD/-**  
**Kuchampudi Srinivasa**  
**Upendrasaket Varma**  
Whole-time Director  
DIN:07087346





FORM NO. MR-3

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED

31<sup>st</sup> March, 2022

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**Bheema Cements Limited**  
6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates,  
Somajiguda, Hyderabad -500082 Telangana, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bheema Cements Limited** (hereinafter called the Company) having CIN- L26942TG1978PLC002315. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2022, complied with most of the statutory provisions listed hereunder and the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records received via Emails and other electronic means maintained by **Bheema Cements Limited** for the financial year ended on 31st March, 2022 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - *Not applicable to the Company during the period under scrutiny.*
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
    - *The Company has closed the trading window for the year ended 31<sup>st</sup> March 2021 and half year ended 30<sup>th</sup> September 2022 as per its Code of Conduct for Prevention of Insider Trading and*





*fair disclosure of Unpublished Price Sensitive information adopted by the Company. The disclosure of trading window closure was given via mails as the Listing portal access was not provided to the Company during that time.*

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Audit Period);
  - *Not applicable to the Company during the period under scrutiny.*
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - *Not applicable to the Company during the period.*
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - *Not applicable to the Company during the period..*
- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - *Not applicable to the Company during the period under scrutiny.*
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - *Not applicable to the Company during the period under scrutiny.*

We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for the compliances under the following applicable Act (if applicable), Law & Regulations to the Company:

- a. Reserve Bank of India Act, 1934 and its circulars, Master Circulars, notifications and its Directions as prescribed for NBFCs, as informed /confirmed to us.
- b. Applicable Direct and Indirect Tax Laws.
- c. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements/ regulations entered into by the Company with BSE Limited;

During the period under review the Company has complied with most of the provisions of the aforementioned regulations. As the Company has recently come out of the CIRP Process, the management is endeavouring to comply with all the provisions of the aforementioned regulations. We wish to inform that during the year under review:

- i. The Company has maintain optimum composition of Board as per the NCLT order with effect from June 30,2021.
- ii. The shares issued as per the NCLT Order were credited to the allottees in December 2021 post following due procedure of reduction of shares and listing of further equity as per the NCLT Order.

Further we have reviewed the systems related to applicable labour laws and since detailed audit is not carried by us, we do not comment on the same. Further the operations of the Company have not yet started and the employees count for the FY 2021-22 ended 31<sup>st</sup> March 2022 was less than 10.





We further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The retirement of rotation of Directors has been done in accordance with the Articles of the Association of the Company.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company which commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:

- *The National Company Law Tribunal (“NCLT”), Hyderabad Bench, vide order dated 09th July 2018 (“Insolvency Commencement Order”) has initiated corporate insolvency resolution process (“CIRP”) based on petitions filed by Standard Chartered Bank and DBS Bank Ltd under section 7 of the Insolvency and Bankruptcy Code, 2016 (“the Code”). Mr. G Madhusudhan Rao, IP Registration No. IBBI/IPA-001/IP-P00181/2017-18/10360 was appointed as interim resolution professional (“IRP”) to manage affairs of the Company in accordance with the provisions of the Code. In the first meeting of the committee of creditors held on 06th August 2018, Mr. G Madhusudhan Rao had been confirmed as Resolution Professional (“RP”/ “Resolution Professional”) for the Company. Pursuant to the Insolvency Commencement Order and in line with the provisions of the Code, the powers of the Board of Directors were suspended and the same were to be exercised by IRP / RP. By an order dated 10th January 2019, NCLT has extended the CIRP for a further period of 90 days with effect from 05th January 2019. The Committee of Creditors (COC) in their 21st Meeting held on 30th October 2019, approved the resolution plan submitted by Consortium of Fortuna Engi Tech and Structural (India) Private Limited and its two promoters and Murgud Vincom Private Limited (Hereinafter collectively to as referred to as “Resolution Applicant/“RA”) . The Hon’ble NCLT vide their order dated 11th February 2020, approved the Resolution Plan Submitted by the RA.*
- *Resolution Plan, also provided for the constitution of a Monitoring Committee comprising of two representative/nominee of Resolution Applicant, representative of Secured Financial Creditors and Resolution Professional to monitor the implementation of the plan after the effective date and until closing date.*
- *After the Closing Date, the Resolution Applicant reconstituted the Board of Directors of the Company. Hence, this meeting is being convened by the Board of Directors of the Company which has been conferred upon Monitoring Committee in terms of the Resolution Plan Approval Order passed by NCLT.*





*We further report that due to the repetitive nature of the transactions, we have verified the documents on sample basis during the audit process.*

**Note: This Report is to be read with our letter even date which is annexed as Annexure A and forms and integral part of this report.**

**Place: Indore**

**Date: 2<sup>nd</sup> December 2022**

**UDIN: A056574D002605461**

**Sd/-**

**Surabhi Agrawal**

**Practicing Company Secretary**

**ACS:56574; C P No.: 23696**

**Peer Review No. 1999/2022**





## Annexure –A to the Secretarial Audit Report

To,  
The Members,  
**Bheema Cements Limited**  
6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates,  
Somajiguda, Hyderabad -500082 Telangana, India

My Secretarial Audit report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company since the same have been subject to review by statutory financial auditor, Cost auditor and other designated professionals.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Indore**  
**Date: 2<sup>nd</sup> December 2022**  
**UDIN: A056574D002605461**

**Sd/-**  
**Surabhi Agrawal**  
**Practicing Company Secretary**  
**ACS:56574; C P No.: 23696**  
**Peer Review No. 1999/2022**





## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### ECONOMIC OUTLOOK

Due to the COVID-19 pandemic and Russia-Ukraine War Influence, the global market for Concrete and Cement estimated at USD 477480 million in the year 2023, is projected to reach a revised size of USD 774700 million by 2028, growing at a CAGR of 8.4% during the forecast period 2023-2028. The APAC region will be the largest market for cement. The replacement of technologically obsolete and small manufacturing plants with better-equipped manufacturing units will lead to the strong growth of this market in APAC.

The cement demand is expected to grow by 7-8 per cent to around 382 million metric tonnes in the current fiscal, helped by tailwinds of strong demand from rural housing and infrastructure sectors, a report by ICRA said on Wednesday. It also mentioned about "likely contraction in operating margins by 270-320 bps to 16.8-17.3 per cent" for the industry on account of high input costs and inflationary pressure.

The cement production in the first 11 months of FY22 was at 323 million MT, which is higher by 22 per cent Y-o-Y. The demand, which was adversely impacted in November 2021 due to cyclones and unseasonal rains, picked up from December 2021.

The operating profitability of cement producers will decline by around 15% year-on-year to around US\$11/t in the 2023 financial year due to growing fuel costs. However, a 17% growth in cement demand in the quarter from April to June 2022 would mitigate the impact of this. The Growth in the cement market in the 2023 year will be driven by non-residential sectors such as infrastructure development and commercial projects. By region, growth is anticipated to increase fastest in eastern regions, followed by central and southern regions but the northern and western regions could be more subdued. It added that any significant delay in the reduction of petcoke and coal prices or any company that was unable to increase its cement prices would add further pressure to the market.

### INDIAN INFRASTRUCTURE MARKET

#### **Real gross domestic product**

The fiscal deficit for 2021-22 is expected to moderate to 6.9% of GDP from the previous year's high of 9.3% of GDP, which was primarily driven by the socio-economic welfare expenditure on the pandemic. The government has targeted a further improvement to 6.4% of GDP for the next fiscal (April 2022- March 2023).

Fiscal deficit to moderate to 6.9% of GDP in FISCAL 2022; sharp improvement over 9.3% in Fiscal 2021

### OUTLOOK

While initial forecasts of real GDP growth for fiscal 2023 (April 2022- March 2023) are in the range of 7.5% to 8.0%, the recent geo-political developments in Ukraine pose a downside risk. Inflation is also expected to remain elevated in the near term. Other key factors which can impact growth in the coming year are energy prices and the future trajectory of the COVID-19 pandemic.







As per the report, the demand for rural housing was supported by a robust rabi harvest and better crop realisation. The progress of kharif sowing amidst a modest hike in MSPs of such crops for the upcoming marketing season, would determine farm sentiments going forward.

On the infrastructure segment, the significant increase by 24% in capital expenditure to Rs. 7.5 trillion in FY2023 budget estimates over FY2022 revised estimates, led by Rs. 1.8 trillion for roads and Rs. 1.4 trillion for railways is expected to augur well for cement demand, it added.

On the urban housing, notwithstanding potential challenges due to increasing interest rates, the growth in employee headcounts and salaries for many IT/ITES companies, and demand for better and larger homes on account of the shift to the hybrid working model in customer segments working in IT/ITES, BFSI and related sectors is likely to support demand going forward.

In FY23, operating income is expected to increase by around 11-13%, majorly supported by volumetric growth as well as an expected increase in net sales realisation. However, the elevated input costs are likely to adversely impact the operating margins and decline by 440-4902 bps to 15.9%-16.4%, which are expected to be the lowest over the last seven years.

Commenting on the credit metrics of the cement companies in FY2023, the capacity addition is likely to increase in FY2023, the debt reliance is likely to be rangebound owing to the healthy liquidity of the cement companies. Hence, the leverage (TD/OPBIDTA) at 1.3x and coverage, DSCR at 3.3x in FY2023 are expected to remain healthy."

#### Infrastructure Boom:

- Recent announcement by PM Modi Ji on Independence Day of a \$1 Trillion Dollar National Infrastructure Plan "Gati Shakti" shall give further impetus to an already flourishing core manufacturing sector
- Biden's \$1.2 Trillion Infrastructure Bill in the USA has kempt the sentiment around the core manufacturing and infrastructure sector is very spirited worldwide
- All the core infrastructure companies Cement and Steel are delivering their life-time best profit results and their respective shares are soaring at all time highs in the stock markets.

#### Cement Industry Outlook:

India is the world's second largest cement producer with a cumulative production capacity of 540 Million tonnes per annum ('MTPA') in 2020. The pandemic led to a slowdown and delay in capacity expansion projects.

The cement demand in India is estimated to touch 419.92 MT by FY 2027. As India has a high quantity and quality of limestone deposits through-out the country, the cement industry promises huge potential for growth. India has a total of 210 large cement plants out of which 77 are in the states of Andhra Pradesh, Rajasthan, and Tamil Nadu. Nearly 33% of India's cement production capacity is based in South India, 22% in North India, 13% in Central and West India, and the remaining 19% is based in East India. India's cement production is expected increased at a CAGR of 5.65% between FY16-22, driven by demands in roads, urban infrastructure and commercial real estate. The consumption of cement in India is expected grow to at a CAGR of 5.68% from FY16 to FY22. As per Crisil Ratings, the Indian cement industry is likely to add ~80 million tonnes (MT) capacity by FY24, the highest since the last 10 years, driven by increasing spending on housing and infrastructure activities.





## INVESTMENTS

- FDI inflows in the industry, related to the manufacturing of cement and gypsum products, reached US\$ 5.48 billion between April 2000-March 2022.
- As per DGCIS, India's export of Portland cement, aluminous cement, slag cement, supersulphate cement and similar hydraulic cements stood at US\$ 118.15 million in FY21.
- In 2021, working remotely is being adopted at a fast pace and demand for affordable houses with ticket size below Rs. 40-50 lakh (US\$ 53,694-67,118) is expected to rise in Tier 2 and 3 cities, leading to an increase in demand of cement.

Some of the major investments and development in Indian cement industry are as follows:

- In June 2022, UltraTech Cement approved Rs. 12,886 crore (US\$ 1.65 billion) capital expenditure to increase capacity by 22.6 million tonnes per annum (MTPA) through brownfield and greenfield projects.
- PE/VC investments in real estate stood at US\$ 3,442 million in the first half of 2022 (January-June 2022)
- PE/VC investments in infrastructure stood at US\$ 2,692 million in the first half of 2022 (January-June 2022)
- Cement production in India increased by 19.4% in June 2022 compared to June 2021.
- In May 2022, Adani Group acquired a 63.1% stake in Ambuja Cements Ltd along with related assets. Ambuja's local subsidiaries include ACC Ltd, which is also publicly traded.
- In February 2022, ACC Limited, announced the successful commissioning of a 1.6 MTPA Grinding Unit (GU) at Tikaria in Uttar Pradesh.
- In November 2021, UltraTech Cement announced its commitment to the Global Cement and Concrete Association (GCCA) 2050 Cement and Concrete Industry Roadmap to produce carbon-neutral concrete by 2050.
- In November 2021, Dalmia Cement announced plans to produce 100% low carbon cement by 2031. The company has a US\$ 405-million carbon capture and utilisation (CCU) investment plan to help it realise its goal.
- Dalmia Cement plans to spend US\$ 1.35 billion to increase its installed cement capacity by 52% to 50MT/yr from 33MT/yr before FY2024.
- In November 2021, Dalmia Cement announced plans to invest US\$ 70.1 million for setting up its upcoming 2MT/yr cement plant in Bokaro, Jharkhand.
- In October 2021, JK Cement Ltd. signed a long-term strategic Memorandum of Understanding (MoU) with Punjab Renewable Energy Systems Private Limited (PRESPL). The MoU is part of JK Cement's attempts to decarbonize its operations and significantly scale-up the use of biomass-based and alternate fuels as replacements to fossil fuels, like coal, in its manufacturing operations.
- In October 2021, JSW Group collaborated with Salesforce to support an ambitious digital strategy. Using Salesforce's Sales Cloud and Service Cloud, JSW Group will offer a single group interface, enhancing distribution, customer experience and supply chain for the large project division across its steel and cement businesses.
- In October 2021, Hyderabad-based Penna Cement Industries, received approval from the capital markets regulator Securities and Exchange Board of India (SEBI), to go ahead with its Rs. 1,550 crore (US\$ 206.75 million) initial public offering (IPO).
- In September 2021, Ambuja Cement launched 'Concrete Futures Laboratory', a one-stop solution that will enable budding professionals to test, learn and experience various aspects of cement and concrete.





- In September 2021, the Odisha government approved Ramco Cements expansion plan with an additional grinding capacity of 0.9 MTPA capacity at Haridaspur in Jajpur with an investment value of Rs.190 crore (US\$ 25.5).

## GOVERNMENT INITIATIVES

In order to help private sector companies, thrive in the industry, the Government has been approving their investment schemes. Some of the initiatives taken by the Government off late are as below:

- As per the Union Budget 2022-23:
  - Higher allocation for infrastructure– US\$ 26.74 billion in roads and US\$ 18.84 billion in railways is likely to boost demand for cement.
  - Under the housing for all segment, 8 million households will be identified according Rs. 48,000 crore (US\$ 6.44 billion) set aside for PM Awas Yojana.
  - The government approved an outlay of Rs. 199,107 crore (US\$ 26.74 billion) for the Ministry of Road Transport and Highways, and this step is likely to boost the demand for cement.
- As per Invest India, National Infrastructure Pipeline (NIP) expanded to 9,305 projects from 7,400 projects.
- In October 2021, Prime Minister, Mr. Narendra Modi, launched the ‘PM Gati Shakti - National Master Plan (NMP)’ for multimodal connectivity. Gati Shakti will bring synergy to create a world-class, seamless multimodal transport network in India. This will boost the demand for cement in the future.
- The Union Budget allocated Rs. 13,750 crore (US\$ 1.88 billion) and Rs. 12,294 crore (US\$ 1.68 billion) for Urban Rejuvenation Mission: AMRUT and Smart Cities Mission and Swachh Bharat Mission.

## Company Outlook, Risk and Financial Highlights

### a) Outlook

The new management, with rich and diverse backgrounds in core Engineering and Manufacturing sector are fully resolved to restore the plant to its former glory. Presently the control of the company has been handed over to us and work is underway in line to commence commercial production. The overhauling of the plant is completed and trial runs are being conducted.

#### Execution Strategy:

- An immaculate execution strategy to revive the plant in record time and operate at the best industry standards
- Bringing new investments for technology upgradation and expanding the capacity following best pollution control norms by investing in pollution control equipment.
- Three phase revival strategy to restoration of the grinding plant, development of mine and clinker facility and moving on to capacity addition in line with our growth strategy
- Addition of latest engineering innovations to the existing line of machinery to operate at one of the lowest cost of productions in the Industry and increased capacity
- Industry veterans with a combined experience of over 150 years are part of the revival and restoration team.
- Financial Engineering by experts to keep the cost of capital at the lowest and ensure sufficient working capital to sustain our operationalization plan for the factory.





The management is thankful for the support offered by the Government of Telangana in the revival stage and is certain that the Company shall face a turnaround by the end of next fiscal.

## b) Risks and Concerns

Companies in the global cement industry are facing major challenges: If they are to improve productivity while simultaneously decreasing costs, they need high-performance products that are also energy-efficient and offer maximum availability and flexibility. These products also need to comply with environmental regulations while providing maximum safety for employees, machines and material.

Bheema Cements Limited shall strive for better output and alternative products to increase the topline. Further the Company shall keep a good liquidity flow to meet the capex and the working capital.

## c) Internal Financial Control Systems and their Adequacy

The Company has adequate internal financial control systems and procedures in all operational areas and at all levels equipment's procurement, finance, administration, marketing and personnel departments. The Company also has Internal Audit systems commensurate with its size and nature of business. The internal audit function will be done by a firm of Chartered Accountants. The Audit committee reviews the internal audit reports and the adequacy of internal controls from time to time.

## d) Financial review

The Highlights of Financial Operational Performance are given below:

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Total Income	30.91	61.42
Total Expenditure	3220.43	2467.87
Profit before Tax	-3189.52	-2406.45
Provision for Tax	0.00	0.00
Profit after Tax	-3695.89	-2406.45

## e) Human Resources Development and Industrial Relations

The Company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary human resource development. The Company is in process of hiring resources with vast experience and expertise in the industry.

Industrial relations during the year are cordial and the Company is committed to maintain the same in future.

## RISKS AND AREAS OF CONCERN

Our comprehensive Risk Management System (RMS) framework helps us identify risks and opportunities and monitor their movement. It ranks each risk based on two parameters:

- a) likelihood of the event and
- b) the impact it is expected to have on the Company's operations and performance to form a risk heat map.

The risks that fall under the purview of high likelihood and high impact are identified as primary risks. RMS also identifies the potential emerging risks.





This structured process of identifying risks supports the management in making strategic decisions and in developing detailed mitigation plans. The identified risks are then integrated into the Company's planning cycle, which is a rolling process, and is reviewed periodically to make the business and operations sustainable and secure. Some of the risks may be ongoing, while a few could be emerging risks due to the changing environment around our business operations.

## **KEY RISKS IDENTIFIED RISKS**

1. Ongoing case with the Electricity Department in the Supreme Court
2. Creating sufficient liquidity for working capital requirements post the commencement of the plant.
3. Raw material prices for fly ash and slag has increased multifold.

A well-considered plan has been laid down to address the risks. We are going to adopt more sustainable and efficient energy modes and options. We are investing continuously to make our plants compatible for fuel flexibility and enhanced capacity. Health and Safety Maintaining safety of all stakeholders, be it internal or external, is a humongous task, especially in today's challenging times where we wish to promote our vision of 'Zero Harm' in our day-to-day operations (road safety, safe project execution, safe supply chain movements, etc.).

Health and Safety As we continue to face the COVID-19 pandemic, our commitment towards safeguarding the health of our people, and efforts to ensure safety at our workplaces has been in greater focus. On the COVID front, the Company's management has worked proactively to protect our people against the disease by implementing a set of dynamic guidelines (as per the evolving situation).

**Bheema Cements Limited**  
**CIN: L26942TG1978PLC002315**

**Registered Office:**  
6-3-652/C/A, Flat 5A,  
Kautilya Amrutha Estates  
Somajiguda, Hyderabad,  
Telangana State -500082, India

**Place: Hyderabad**  
**Date :**

By Order of the Board of Directors  
**For, BHEEMA CEMENTS LIMITED**

**SD/-**  
**Prasanna Sai Raghuv eer**  
**Kandula**  
Chairman & Managing Director  
DIN:07063368

**SD/-**  
**Kuchampudi Srinivasa**  
**Upendrasaket Varma**  
Whole-time Director  
DIN:07087346





## CORPORATE GOVERNANCE REPORT

*[Pursuant to Regulation 34 of the SEBI (LODR) Regulation, 2015]*

### 1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

Bheema Cements Limited (BHEEMA) philosophy on Corporate Governance is embedded of ethical governance practices prescribed by the statutes. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company’s robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Board is committed to manage the company in a transparent manner for maximizing long-term value of the company for its shareholders and all other partners. The Company’s Code of Business Conduct and various policy are well structured to reinforce integrity of Management and fairness in dealing with the stakeholders. This enabled your Company to earn the trust and goodwill of its investors, business partners.

Bheema has complied with the mandatory requirements of Corporate Governance as laid down under SEBI (LODR) Regulations, 2015.

The Company's core philosophy on the code of Corporate Governance ensures:

- Fair and transparent business practices;
- Accountability for performance;
- Compliance of applicable statute;
- Transparent and timely disclosure of financial and management information;
- Effective management control and monitoring of executive performance by the Board; and
- Adequate representation of promoter, executive and independent directors on the Board.

Hence it harmonizes the need for a company to strike a balance at all times between the need to enhance shareholders' wealth whilst not in any way being detrimental to the interests of the other stakeholders in the company.

### 2. GOVERNANCE STRUCTURE

Bheema’s Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

### 3. BOARD OF DIRECTORS

Bheema’s Board plays a pivotal role in ensuring sound and ethical business practices and that its resources are utilized for creating sustainable growth for its stakeholders. The Board operates within the framework of a well-defined responsibility matrix which enables it to discharge its fiduciary duties ensuring fairness in the decision making process, integrity and transparency in the Company’s dealing with its Members and other stakeholders.





(a) Composition of the Board as on March 31<sup>st</sup>,2022

In terms of compliance with the regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Bheema is an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees.

As at March 31<sup>st</sup>,2022, the Board of Directors ("Board") comprises of 8 (Eight) Directors. Since the chairman of the Company is an executive Director, half of the Board comprises of Independent Directors. The composition and category of the Board of Directors is as follows:

S. No.	Name	Designation	Date of Appointment
1.	Mr. Kandula Prasanna Sai Raghuv eer	Managing Director	11-02-2020
2.	Mr. Rajakishore Tadimalla	Director	11-02-2020
3.	Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Whole-time Director	11-02-2020
4.	Mrs. Bhavani Lakshmi Kilaru	Women Director	30-06-2021
5.	Mr. Ruthwesh Argula	Non-Executive Independent Director	30-06-2021
6.	Mr. Pawan Jain	Non-Executive Independent Director	30-06-2021
7.	Mr. Shailesh Shivappa Biradar	Non-Executive Independent Director	30-06-2021
8.	Mr. Anantha Ramaiah	Non-Executive Independent Director	30-11-2021

(b) No of Board meetings held during the FY 2021-22 and attendance of Directors at Board Meetings and Last Annual General Meeting of the Company:

Date on which the Board Meetings were held	Total Strength of the Board	No. of director's present
01/04/2021	3	3
30/06/2021	3	3
14/08/2021	7	7
09/09/2021	7	7
05/10/2021	7	7
08/11/2021	7	7
15/11/2021	7	7
18/01/2022	8	8
28/02/2022	8	8

The Companies Act, 2013 read with the relevant rules made there under, now facilitates the participation of a Director in Board/Committee Meetings through video conferencing or other audio-visual mode. Accordingly, the option to participate in the Meeting through video conferencing was made available for the Directors except in respect of such Meetings/Items which are not permitted to





be transacted through video conferencing. However, none of the directors have participated in the Board meetings by way of video conferencing during the above said period.

The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure. The Agenda for the Board Meeting covers items set out in SEBI (LODR) Regulations, 2015 to the extent these are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions.

(c) The details of the Attendance of the Directors of the Company in meetings of the Board of Directors of the Company held during the year 2021-22 and details of the attendance of the Directors of the Company in the 42nd Annual General Meeting is tabled hereunder:

Name of director	Date of the Board Meetings and attendance									Attendance at the AGM held on 30.11.2021
	01-04-2021	30-06-2021	14-08-2021	09-09-2021	05-10-2021	08-11-2021	15-11-2021	18-01-2022	28-02-2022	
Mr. Kandula Prasanna Sai Raghuv eer	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Rajakishore Tadimalla	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Bhavani Lakshmi Kilaru (Appointed w.e.f. 30.06.2021)	NA	NA	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Ruthwesh Argula (Appointed w.e.f. 30.06.2021)	NA	NA	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Pawan Jain (Appointed w.e.f. 30.06.2021)	NA	NA	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Shailesh Shivappa Biradar (Appointed w.e.f. 30.06.2021)	NA	NA	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Anantha Ramaiah (Appointed w.e.f. 30.11.2021)	NA	NA	NA	NA	NA	NA	NA	Yes	Yes	Yes

(d) Skills/ expertise/ Competence of the Board of Directors:

The Board of Directors comprises of members from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process. The brief profile of the Company's Board of Directors is as under:

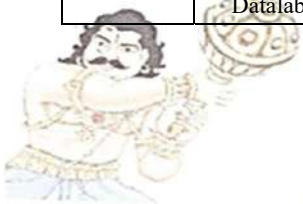
Name of Directors	Mr. Kandula Prasanna Sai	Mr. Rajakishore Tadimalla	Mr. Kuchampudi Srinivasa Upendrasa	Mrs. Bhavani Lakshmi Kilaru	Mr. Ruthwesh Argula	Mr. Pawan Jain	Mr. Shailesh Shivappa Biradar	Mr. Anantha Ramaiah
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	Raghuveer		Keth Varma					
DIN	07063368	02091671	07087346	01521157	08653458	08278103	08721019	09342878
Category	Executive Director-Chairperson -MD	Executive Director	Executive Director	Executive Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive - Independent Director
Date of Birth	09/07/1995	16/06/1979	01/10/1990	08/06/1969	22/07/1992	17/06/1986	27/07/1988	01/03/1976
Date of Appointment	11/02/2020	11/02/2020	11/02/2020	30/06/2021	30/06/2021	30/06/2021	30/06/2021	30/11/2021
Expertise / Experience in specific functional areas	Vast Experience in IT, Infrastructure Companies	Experienced in IT, Infra and Paper Industry	Vast Experience in IT, Infrastructure Companies	Specialised in Project Analysis, Realstate Construction	Specialised in business administration and Employee Relations	Specialised Compliance and Corporate Governance	Experienced in Industrial Automation, Hospitality and Tourism	Experienced in Technical Analysis of Plants and Machinery and applied physics
Qualification	Intermediate	Graduate	Post Graduate	Post Graduate	Post Graduate	Post Graduate	Post Graduate	Post Graduate
No. & % of Equity Shares held	1,49,72,800	30,00,000	0	0	0	0	0	0
List directorship outside company (as on 31.03.2022)	1. Fortuna Cements Private Limited 2. Bheema Infratech Private Limited 3. String Metaverse Private Limited 4. Skillyou Enterprises Private Limited 5. Gwebitsol Private Limited 6. ABI Datalabs	1. Fortuna Cements Private Limited 2. Aktis Infra (Op) Private Limited 3. VNR Infrastructures Limited 4. Bheema Infratech Private Limited 5. Fortuna Engi Tech And Structural	1. VNR Infrastructures Limited 2. Bheema Infratech Private Limited 3. Sahasraa Soft-Tech Private Limited 4. Stay Smart Solutions Private Limited 5. Patternate International Private	1. Ampradaya Infrastructures Private limited	-	1. Bharosaa Health Services Private Limited	1. Hise Agencies Private Limited	





	Private Limited 7. Fortuna Engi Tech And Structural s (India) Private Limited 8. Sudharma Holdings Private Limited	s (India) Private Limited 6. Sunshine Papers India Limited	Limited 6. Natural Engine Private Limited					
Chairman/Member of the Committees of the Board	ACM-Member	NRC-Member	SRC-Chairman	-	ACM-Chairman NRC-Chairman	NRC-Member	ACM-Member NRC-Member	-
Chairman / Member of the committees of the Board of other Companies in which he is director along with the name of the listed company	-	-	-	-	-	-	-	-
Interse relations with other directors	-	-	-	-	-	-	-	-

### (e) Board Training and Induction

At the time of appointing a Directors, a formal letter of appointment is given to them, which inter alia explains the role, function, duties and responsibilities expected from them as a Director of Bheema. The Company Secretary of the Company enlightens the Directors about the compliances requirement under the Companies Act, SEBI (LODR) Regulations, 2015 and relevant regulations.

The Directors are well informed about the governance and internal control processes and other relevant information pertaining to the Company. The Chairman & Managing Director of the Company, through





one-to-one discussion, familiarizes the Director with the goals and practices followed by the Company to achieve them to equip them to effectively fulfill their role as a Director of Bheema.

- (e) List of core Skills/Expertise/Competencies identified by the Board of Directors as required in the context of its Business(es) and Sector(s) for it to function effectively and those actually available with the Board:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are already available with the Board Members:

- i) Knowledge on Company's businesses (Cement Industry), policies and business culture major risks/threats and potential opportunities and knowledge of the industry in which the Company operates.
- ii) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company,
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision Making,
- iv) Financial and Management skills,
- v) Technical / Professional skills and specialized knowledge to support Company's business.

- (f) Confirmation that in the opinion of the Board, the Independent Director fulfill the condition specified in this regulation and are independent of the Management:

All Independent Directors has given disclosure as required under the Companies Act, 2013 and Listing Regulations that they are independent of the management and the Management do hereby confirm their independency.

- (g) Detailed Reason for resignation of Independent Director who resigns before the expiry of his tenure along with the confirmation by such director that there are no other material reason other than those provided:

None of the Independent Directs of the Company has resigned from the Company during the financial year 2021-22

## 4. COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted 4 (Four) committees viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Internal Complaints Committee. The terms of reference of these Committees are determined by the Board and the same are subject to review of the Board from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors and are tabled at the Board Meetings.

### AUDIT COMMITTEE

- a. Brief description of terms of reference: The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Listing Regulations. The Audit Committee acts as a link between the statutory auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Audit Committee performs all the functions specified in the listing regulations.





- b. The audit committee is directed to mandatorily reviews the following (if applicable) :
- (1) management discussion and analysis of financial condition and results of operations;
  - (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - (3) management letters/letters of internal control weaknesses issued by the statutory auditors;
  - (4) internal audit reports relating to internal control weaknesses; and
  - (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  - (6) statement of deviations:
    - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- c. The composition of the Audit Committee as at 31stMarch,2022 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendances at the Audit Committee meeting held				
		30.06.21	14.08.21	08.11.21	15.11.21	18.01.22
Mr. Rutwesh Argula (Chairman)	Non-Executive Independent Director	Yes	Yes	Yes	Yes	Yes
Mr. Kandula Prasanna Sai Raghuvier	Executive Director	Yes	Yes	Yes	Yes	Yes
Mr. Shailesh Shivappa Biradar	Non-Executive Independent Director	Yes	Yes	Yes	Yes	Yes
Mr. Pawan Jain	Non-Executive Independent Director	Yes	Yes	Yes	Yes	Yes

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess knowledge of finance, accounting practices and internal controls.

The Company Secretary of the Company also functions as the Secretary to the Committee and attended the all the Audit Committee meetings held during the financial year 2021-22.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE (SRC):**

- (a) The terms of reference of the Committee are:
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
  - Review of measures taken for effective exercise of voting rights by shareholders.
  - Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.





- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- all other matters incidental or related to shares, debentures and other securities of the Company.

(b) The composition of the Stakeholders' Relationship Committee as at 31st March, 2022 is as under:

Name of the Member	Category	Attendances at the Stakeholder's Relationship Committee meetings held on	
		30.06.2021	18.01.2022
Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Executive Director	Yes	Yes
Mr. Pawan Jain	Non-Executive Independent Director	Yes	Yes
Mr. Tadimalla Rajakishore	Executive Director	Yes	Yes

(c) Complaints Received, by the Company and/or the Share Transfer Agent and Disposed/Pending during the financial year 2021-22 are given below: NIL

(d) number of complaints not solved to the satisfaction of shareholders: NA

(e) Details of Compliance Officer:

Name	Designation	Date of Appointment
Mr. Anshul Singhai	Company Secretary	16 <sup>th</sup> June 2020

## NOMINATION AND REMUNERATION COMMITTEE (NRC):

(a) brief description of terms of reference: The NRC complies with the applicable provisions Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (LODR) Regulations, 2015 as amended from time to time.

The remuneration policy developed by NRC policy lays down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and the Key Objectives of the Committee are as follows:

1. To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to appointment and remuneration for Directors, Key Managerial Personnel and other senior employees;
2. To formulate criteria for evaluation of the members of the Board of Directors including Independent Directors, the Board of Directors and the Committees thereof;
3. To devise policy on Board Diversity;
4. To identify persons, qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and where necessary, their removal;
5. To formulate policy ensuring the following:
  - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully,
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and





- c. Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- d. Recommendation to the board, all remuneration, in whatever form, payable to senior management.
6. To design Company's policy on specific remuneration packages for Executive/ Whole Time Directors and Key Managerial Personnel including pension rights and anyother compensation payment;
7. To determine, peruse and finalize terms and conditions including remuneration payable to Executive/ Whole-time Directors and Key Managerial Personnel of the Company from time to time;
8. To review, amend or ratify the existing terms and conditions including remuneration payable to Executive/Whole Time Directors, Senior Management Personnel and Key Managerial Personnel ofthe Company;
9. Any other matter as may be assigned by the Board of Directors.

(b) Composition of NRC and details of meetings held during the financial year 2021-22 and attendance thereof:

Name of the Member	Category	Attendances at the Nomination and Remuneration Committee meetings held on	
		30.06.2021	08.11.2021
Mr. Rutwesh Argula	Non-Executive Independent Director	Yes	Yes
Mr. Pawan Jain	Non-Executive Independent Director	Yes	Yes
Mr. Shailesh Shivappa Biradar	Non-Executive Independent Director	Yes	Yes
Mr. Tadimalla Rajakishore #(resigned w.e.f. 01.04.2022)	Executive Director	Yes	Yes

**Note:**

# The Committee was reconstituted by the Board on 1<sup>st</sup> April 2022 wherein Mr. Tadimalla Rajakishore stepped down from the membership of the NRC.

(c) Performance evaluation criteria for Independent Directors:

**Independent Directors' Meeting:**

During the year under review, the Independent Directors met on November 8, 2022 under the Chairmanship of the Lead Independent Director, Mr. Pawan Jain inter alia, to discuss:

- Independent Directors and the Board of Directors as a whole;
- Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Performance of the Chairman & Managing Director.
- Timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.





All the Independent Directors were present at the Meeting and the Company Secretary of the Company functioned as the Secretary to the committee for assisting the lead independent director to conduct the meeting.

## INTERNAL COMMITTEE AS PRESCRIBED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT, 2013)

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Board has constituted an Internal Committee and Mrs. Bhawani Lakhmi Kilaru, Women Director of the Company is the Chairperson of the Committee. The Committee is formed to look into the complaints of the women employees relating to the Sexual Harassment of Women at Workplace. As there was no reference to the Committee, no meeting was required to be held during the year 2021-22.

### 5. REMUNERATION OF DIRECTORS:

The Company has not paid any remuneration to any Director of the Company during the FY 2021-22.

### 6. GENERAL BODY MEETINGS

(a) Details of the Last Three Annual General Meetings are as follows:

Year	Venue of the AGM	Date	Time	Special Resolution	Special Resolution through Postal Ballot
<u>2020-21</u>	6-3-652/C/A, Flat 5a, Kautilya Amrutha Estates, Somaji Guda, Hyderabad. TG 500082	30-11-21	12.15 P.M.	NIL	NIL
<u>2019-20</u>	6-3-652/C/A, Flat 5a, Kautilya Amrutha Estates, Somaji Guda, Hyderabad. TG 500082	30-11-21	11:00 A.M.	<ol style="list-style-type: none"> <li>1. Ratification of appointment of statutory auditors for the financial year ended 31<sup>st</sup> March,2020.</li> <li>2. To approve the terms and conditions of facility agreement containing a clause related to conversion of loan to equity.</li> <li>3. To issue securities of the Company.</li> <li>4. Authorisation under</li> </ol>	<ol style="list-style-type: none"> <li>1. Ratification of appointment of statutory auditors for the financial year ended 31<sup>st</sup> March, 2020.</li> <li>2. To approve the terms and conditions of facility agreement containing a clause related to conversion of loan to equity.</li> <li>3. To issue securities of the Company.</li> <li>4. Authorisation under</li> </ol>





				Section 186 of the Companies Act,2013. 5. Authorisation under Section 180 of the Companies Act,2013	Section 186 of the Companies Act,2013. 5. Authorisation under Section 180 of the Companies Act,2013
--	--	--	--	--	--

During the year under review, no extra ordinary general meeting was held and no resolution was passed through the Postal Ballot process.

## 7. MEANS OF COMMUNICATION

(a) Quarterly Results: The quarterly, half-yearly and yearly financial results of the Company are timely intimated to the stock exchange (BSE Ltd.) after the same are approved by the Board.

(b) newspapers wherein results normally published and website:

The results are published in Mana Telangana (Vernacular) and Financial Express (English) newspapers having widely circulations as well posted on the website of the Company at [www.bheemacements.net](http://www.bheemacements.net).

(c) presentations made to institutional investors or to the analysts: NIL

## 8. GENERAL SHAREHOLDER INFORMATION

S.No.	Particulars	Details
1.	Date, Time and Venue of Annual General Meeting	Date: 28 <sup>th</sup> December 2022 Time: 12:30 PM Venue: Registered Office
2.	Financial Year	2021-22
3.	Dividend payment date	--
4.	the name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s)	Name: BSE Ltd. Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001  The Company has made payment of Annual Listing fees to the Stock Exchange
2.	Stock Code	518017
3.	market price data- high, low during each month in last financial year;	The trading in Equity shares of the Company was under suspension during the last financial year i.e. FY 2020-21 and commenced only from 16 <sup>th</sup> March 2022.
4.	<b>Performance in comparison to broad-based indice -BSE sensex:</b> The same cannot be ascertained for the period under review as the Company got the trading approval and the shares started quoting on BSE limited w.e.f 16 <sup>th</sup> March 2022	







5.	Suspension of trading of securities	The Company was suspended from trading with effect from The SEBI vide notice No. 20220308-63 dated 8 <sup>th</sup> March, 2022 revoked the suspension of trading of Equity Shares of the Company w.e.f 16 <sup>th</sup> March, 2022.			
6.	Registrar to issue and Share Transfer Agent	Aarthi Consultants Pvt. Ltd. 1-2-285, Domalguda, Hyderabad,Telangana,500029			
7.	Share Transfer System	<p>The Board has authorized Stakeholder Relationship Committee to approve and authorize matters relating to share transfers/transmission, issue of duplicate share certificates; etc. The Company's Registrars, M/s Aarthi Consultants Pvt. Ltd. has adequate infrastructure to process the share transfers.</p> <p>The Share transfer requests received at the Registrar &amp; Share Transfer Agent are processed and delivered within 15 days from the days of lodgment and in case of dematerialization requests are processed within 21/30 days from the date of receipt.</p> <p>A predetermined process cycle at regular interval ensures the transfer of shares (in physical form) within the stipulated time limit.</p> <p>As per the requirement of Regulations 40(9) of the Listing Regulations, a Company Secretary in Practice has certified due compliance of share transfer formalities on a half yearly basis.</p>			
8.	<b>Distribution of Shareholding:</b>				
	<b>Shareholding of Nominal Value INR</b>	<b>No. of shareholder</b>	<b>%</b>	<b>Shares Amount in Rs.</b>	<b>%</b>
	Up to1000	6	0	510	0
	1001-2000	0	0	0	0
	2001-3000	0	0	0	0
	3001 – 4000	7	0	3470	0
	4001-5000	0	0	0	0
	5001- 10000	0	0	0	0
	10001-20000	0	0	0	0
	20001-30000	0	0	0	0





30001-40000	0	0	0	0
40001-50000	0	0	0	0
50001-100000	1	0	60000	.01
100000Above	23	88.46	32603604	99.99
<b>Total</b>				

**Shareholding pattern:**

Category of Shareholder	No. of Shares held	%
Promoters	29347801	90
Mutual Funds/UTI	0	0
Financial Institutions/Banks	2610001	8
Insurance Companies	0	0
Foreign Institutional Investors	0	0
Directors & Relatives	0	0
Individuals	652200	2
Non- Resident Indians& OCB	0	0
Others	0	0
<b>TOTAL</b>	<b>32610002</b>	<b>100</b>

9.	<b>Dematerialization of shares and liquidity:</b>			
	<p>The shares of the Company are compulsorily traded in electronic mode and have established connectivity with both the Depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). As on 31<sup>st</sup> March, 2022 the number of shares held in dematerialized and physical mode are as under:</p>			
	<b>Particulars</b>	<b>Number of Shares</b>	<b>Percentage to Total Capital Issued</b>	<b>Number of Shareholders</b>
	Held in demat mode in NSDL	1,40,85,349	56.81%	
	Held in demat mode in CDSL	1,85,24,653	43.19%	
	<b>Sub Total (Demat mode)</b>	<b>3,26,10,002</b>	<b>100.00%</b>	
	Physical Mode	-	-	-





	<b>Total</b>	<b>3,26,10,002</b>	<b>100.00%</b>		
10.	outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity;	NIL			
11.	commodity price risk or foreign exchange risk and hedging activities;	NIL			
12.	plant locations:	Ramapuram Village, Mellachervu Mandal, Nalgonda District, Telangana,- 508206			
13.	address for correspondence:	6-3-652/C/A, Flat 5A, Kautilya Amrutha Estates, Somajiguda, Hyderabad, Telangana-500082.			
14.	list of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.	NIL			

## 9. \*OTHER DISCLOSURES RELATED TO:

1. Subsidiary Companies
2. Related Party Transactions
3. Strictures and penalties
4. Compliance with IND-AS
5. Internal Controls
6. MD/CFO Certification
7. Vigil Mechanism/Whistle Blower and risk management policy
9. Prevention of Insider Trading
10. disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

*\*The required disclosures for the aforesaid matters have been given in the Board Report at the appropriate places, therefore to avoid repetition, the same not been reproduced here.*

## 10. CERTIFICATES FROM PRACTISING COMPANY SECRETARIES

As required by Regulation 34(3) and Schedule V, Part E of the SEBI Listing Regulations, the certificate given by M/s Surabhi Agrawal & Associates (M. No.:56574; COP:23696) Practicing Company Secretaries regarding compliance of conditions of corporate governance, is annexed to the Board's Report.

As required by Clause 10 (i) of Part C under Schedule V of the SEBI Listing Regulations, the Company has received a certificate from M/s Surabhi Agrawal & Associates (M. No.:56574; COP:23696), Practicing Company Secretaries certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI or MCA or such other statutory authority.





The same is enclosed as annexure C-1

## 11. CEO AND CFO CERTIFICATION

As required by Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Chief Executive Officer & Managing Director and Executive Director & Chief Financial Officer have given appropriate certifications to the Board of Directors.

## 12. ANNUAL CERTIFICATE ON SECURITY TRANSFER

In terms of Regulation 40(9) and 61(4) of the SEBI Listing Regulations, certificates, on annual basis, have been issued by a Company Secretary in Practice with respect to due compliance of share and security transfer formalities by the Company.

## 13. SECRETARIAL AUDIT:

The Board of Directors has appointed Surabhi Agrawal and Associates (M. No.:56574; COP:23696), Practicing Company Secretaries, to conduct secretarial audit of its records and documents for FY 2021-22. The Secretarial Audit Report confirms that the Company has complied with all applicable provisions of the Act, Secretarial Standards, Depositories Act 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, each as amended and all other regulations and guidelines of SEBI as applicable to the Company. The Secretarial Audit Report forms part of the Board's Report

## 14. TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

During the period under review the Company was not required to

## 15. CODE OF CONDUCT

The Board of Directors have approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website [www.bheemacement.net](http://www.bheemacement.net). The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

## 16. MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015 as amended from time to time.

**Bheema Cements Limited**  
CIN: L26942TG1978PLC002315

By Order of the Board of Directors  
For, **BHEEMA CEMENTS LIMITED**

**Registered Office:**  
6-3-652/C/A, Flat 5A,  
Kautilya Amrutha Estates  
Somajiguda, Hyderabad,  
Telangana State -500082, India

SD/-  
**Prasanna Sai Raghuv**  
**Kandula**  
Chairman & Managing Director  
DIN:07063368

SD/-  
**Kuchampudi**  
**Srinivasa**  
**Upendrasaket Varma**  
Whole-time Director  
DIN:07087346

**Place: Hyderabad**  
**Date : 2<sup>nd</sup> December,2022**





## PCS Certificate on Corporate Governance

*(Pursuant to clause D schedule of SEBI(LODR) Regulations, 2015)*

To,  
The Members,  
**Bheema Cements Limited**

We have examined the compliance of the conditions of Corporate Governance by Bheema Cements Limited ('the Company') for the financial year ended on 31<sup>st</sup> March, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended 31<sup>st</sup> March, 2022.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-  
**Surabhi Agrawal**  
Practising Company Secretary  
ACS:56574 C.P. No. 23696  
Peer Review No.-1999/2022

**Place: Indore**  
**Date: 2<sup>nd</sup> December, 2022**  
**UDIN : A056574D002605538**





## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members of**

**Bheema Cements Limited**

6-3-652/C/A, Flat 5a, Kautilya Amrutha Estates,  
Somaji Guda, Hyderabad. TG 500082

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bheema Cements Limited having CIN:L26942TG1978PLC002315 and having registered office at 6-3-652/c/a, Flat 5a, Kautilya Amrutha Estates, Somajiguda, Hyderabad TG 500082 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers.

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1.	Mrs. Bhavani Lakshmi Kilaru	01521157	30/06/2021
2.	Mr. Raja Kishore Tadimalla	02091671	11/02/2020
3.	Mr. Kandula Prasanna Sai Raghuvier	07063368	11/02/2020
4.	Mr. Kuchampudi Srinivasa Upendrasaketh Varma	07087346	11/02/2020
5.	Mr. Pawan Jain	08278103	30/06/2021
6.	Mr. Ruthwesh Argula	08653458	30/06/2021
7.	Mr. Shailesh Shivappa Biradar	08721019	30/06/2021
8.	Mr. Anantha Ramaiah Srinivasula	09342878	30/11/2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

**Surabhi Agrawal**

**Practicing Company Secretary**

**ACS:56574 C.P. No. 23696**

**Peer Review No.-1999/2022**

**Place:Indore**

**Date: 2<sup>nd</sup> December,2022**

**UDIN : A056574D002605505**





## ANNUAL SECRETARIAL COMPLIANCE REPORT

(For the Financial Year Ended on 31<sup>st</sup> March 2022)

{Pursuant to regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

To,  
**BHEEMA CEMENTS LIMITED**  
6-3-652/C/A, FLAT 5A, KAUTILYA  
AMRUTHA ESTATES, SOMAJI GUDA,  
HYDERABAD-500082. TELANGANA

We have examined:

- (a) All the documents and records made available to us and explanation provided by **BHEEMA CEMENTS LIMITED**, (“the listed entity”), **having CIN: L26942TG1978PLC002315**
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the F.Y. **2021-22** (“Review Period”) in respect of compliance with the provisions of :
- The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  - The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);
- The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable as the Company during the reporting period under Audit)
  - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable as the Company during the reporting period under Audit)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. (Not applicable as the Company during the reporting period under Audit).
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as the Company during the reporting period under Audit).
- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable as the Company during the reporting period under Audit).
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;





- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 as amended from time to time regarding the Companies Act and dealing with client
- (j) The Securities and Exchange Board of India (Depository and Participant Act), 2018
- (k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended from time to time. (Not applicable as the Company during the reporting period under Audit).
- (l) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investments and External Commercial Borrowings. (Not applicable as the Company during the reporting period under Audit).
- (m) The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited;
- (n) Other specifically applicable laws to the Company:
  - (a) The Employee Provident Fund & Miscellaneous Provisions Act, 1952;
  - (b) Employees State Insurance Act, 1948;
  - (c) Payment of Gratuity Act, 1973;
  - (d) The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

**Based on the above examination, I/We hereby report that, during the Review Period:**

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

The Trading of equity shares of the Company was suspended since 2015 due to penal reasons. However, SEBI vide notice no. 20220308-63, dated 8<sup>th</sup> March, 2022 issued a notice for revocation of Suspension in trading of equity shares of the Company w.e.f. 16<sup>th</sup> March, 2022.

**We have also examined compliance with the applicable clauses of the following:**

Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above:

We further report that:

- a) During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above
- b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- c) The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- d) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- e) All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committees of







- the Board, as the case may be.
- f) There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
  - g) There were no such specific events/actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company's affairs.

**Place:Indore**  
**Date: 30/05/2022**

**UDIN:A056574D000430200**  
**Peer Review No. 1999/2022**

**SD/-**  
**Surabhi Agrawal**  
**Practicing Company Secretary**  
**ACS:56574 C.P. No. 23696**





## DECLARATION ON CODE OF CONDUCT

*(Pursuant to clause D of Schedule V of the SEBI (LODR), Regulations, 2015)*

As required under Schedule V(D) of the SEBI (LODR) Regulations, 2015 with BSE Limited, I hereby affirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Business Conduct and Ethics of the Company, as applicable to them, for the year ended March 31,2022.

**Date:** 2<sup>nd</sup> December,2022

**Place:** Hyderabad

By order of the Board  
For Bheema Cements Limited

Sd/-

**Varmavenkatasatya**  
**Suryanarayana Rudhraraju**  
**(Chief Executive Officer)**





## CERTIFICATION BY CEO AND CFO OF THE COMPANY

*(Regulation 17(8) of SEBI (LODR) Regulations, 2015 read with PART B of Schedule II)*

We, the undersigned do hereby certify that:

- A. We have reviewed financial statements and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2022 and that to the best of our knowledge and belief:
- a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements together present a true and fair view of the Company and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative the Company's code of conduct.
- C. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors:
- a) significant changes in internal control over financial reporting during the year;
  - b) significant changes in accounting policies during the year and that the same have been disclosed in notes to the financial statements; and
  - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Date:** 2<sup>nd</sup> December, 2022

**Place:** Hyderabad

**SD/-  
Uma Tadimalla  
(CFO)**

**By order of the Board  
For Bheema Cements Limited  
SD/-  
Varmavenkatasatya  
Suryanarayana Rudhraraju  
(CEO)**





## Form No. AOC - 2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. contracts/arrangements entered into by the company with related parties referred to in sub- section (1) of section 188 of the Companies Act, 2013 which are not at arm's length basis: NIL
2. Contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are at arm's length basis are as follows:

(All Amounts are in Rs. Lakhs.)

S.No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/a rrangemen ts/ transaction s	Salient terms of the contracts or arrangements or transactions including the value, if any :	Date(s) of approval by the Board, if any:	Amount paid as advances if any:
1	Prasanna Sai Raghuv eer Kandula – MD & Chairman/ Promotor	Unsecured Loan	Ongoing	Loans extended by promotor for revival of the Plan and Payment to Creditors – (INR 93.244 Lakhs)	01.04.2021	NA
2	Anshul Singhai- Company Secretary & Compliance Officer (KMP)	Employee Benefits	Ongoing	Salaries to KMP (INR 12 Lakhs)	01.04.2021	NA

**Bheema Cements Limited**  
CIN: L26942TG1978PLC002315

**Registered Office:**  
6-3-652/C/A, Flat 5A,  
Kautilya Amrutha Estates  
Somajiguda, Hyderabad,  
Telangana State -500082, India

**Place: Hyderabad**  
**Date : 2<sup>nd</sup> December,2022**

By Order of the Board of Directors  
**For, BHEEMA CEMENTS LIMITED**  
SD/- SD/-

**Kandula Prasanna Sai Raghuv eer**  
Chairman & Managing Director  
DIN:07063368

**Kuchampudi Srinivasa Upendrasaket Varma**  
Whole-time Director  
DIN:07087346





## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

*(Pursuant to Section 134(3)(m) of The Companies Act, 2013, Readwith Rules 8(3) of the Companies (Accounts) Rules, 2014)*

### 1. CONSERVATION OF ENERGY

- (i) Energy Conservation measures : NIL  
(ii) Total energy consumption : NIL

### 2. TECHNOLOGY ABSORPTION: NIL

#### A. Research and Development (R & D)

- (i) Specific areas in which R & D is carried out by the company : NIL  
(ii) Benefits derived as a result of the above R & D : NIL  
(iii) Future plan of action : NIL  
(iv) Expenditure on R & D : NIL

#### B. Technology absorption, adaptation and innovation: : NIL

	Current year	Previous Year
(i) The Foreign Exchange earned in terms of actual inflows during the year;	NIL	NIL
(ii) and the Foreign Exchange outgo during the year in terms of actual outflows.	NIL	NIL

**Bheema Cements Limited**  
CIN: L26942TG1978PLC002315

**Registered Office:**  
6-3-652/C/A, Flat 5A,  
Kautilya Amrutha Estates  
Somajiguda, Hyderabad,  
Telangana State -500082, India

**Place: Hyderabad**  
**Date : 2<sup>nd</sup> December,2022**

By Order of the Board of Directors  
For, **BHEEMA CEMENTS LIMITED**

SD/-  
**Kandula Prasanna Sai**  
**Raghuveer**  
Chairman & Managing Director  
DIN:07063368

SD/-  
**Kuchampudi Srinivasa**  
**Upendrasaket Varma**  
Whole-time Director  
DIN:07087346





## AUDITOR'S REPORT

To the members of M/s. BHEEMA CEMENTS LIMITED

Report on the Audit of the Ind AS Financial Statements

### Opinion

We have audited the accompanying Ind AS Financial Statements of **M/s. Bheema Cements Limited** ("the company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Ind AS Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Financial Statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

### Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's





Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance

with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial Statements.





As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that is appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists; we are required to draw attention in our auditor's report to the related disclosures in the Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation







precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d. In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act, as amended, read with relevant rules issued there under.
  - e. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act. With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have pending litigations on its financial position in its Ind AS Financial Statements.
- ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.





- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to account, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- v. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to account, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- v1. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- vii. The company has not declared or paid any dividend during the year.

**For P.Murali & Co.,**  
**Chartered Accountants**  
**SD/-**  
**A Krishna Rao**  
**Partner**  
**M.No.020085**  
**UDIN NO:22020085AJZHFA5024**

**Place: Hyderabad**  
**Date:21/05/2022**





## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Bheema Cements Limited of even date)

**Annexure referred to in Independent Auditors Report to the Members of M/s. Bheema Cements Limited on the Ind AS Financial Statements for the year ended 31st March 2022, we report that:**

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant & Equipment.  
(B) The company has maintained proper records showing full particulars of intangible assets.
  - b. As explained to us, Property Plant and Equipment have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.
  - c. According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
  - d. According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or Intangible Assets during the period under review.
  - e. According to the information and explanations given to us and on the basis of our examination of records of the company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.
- ii.
  - a) The Company does not have any inventory.
  - b) The Company has not been sanctioned working capital limits in excess of 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets.
- iii. During the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances, secured or unsecured to companies, Firms, Limited Liability Partnerships or other parties.
- iv. As per the information and explanation given to us and in our opinion, the Company has not granted any loans or provided any guarantee or security to the parties covered under section 185 and 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposits during the year from the public within the meaning of the provisions of section 73 of "the Act" and hence directives issued by the reserve bank of India and the provisions of section 73 to 76 or any other relevant provisions of "the Act" the Rules framed there under are not applicable to the Company at present.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of "the Act" for the business activities carried out by the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:





- a. According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax and other material statutory dues, as applicable, with the appropriate authorities in India.
  - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax and other material statutory dues in arrears as at 31st March 2022 for a period of more than 6 months from the date they became payable.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the company, there were no pending statutory dues which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. (a) Based on our audit procedures and according to the information and explanations given to us, the company has defaulted in repayment of dues to the following bank and financial institutions:

<b>Name of the Bank/Financial Institutions</b>	<b>Amount of Default (Amount in Lakhs)</b>
JM Financial Asset Reconstruction Company Limited	15,888.55
Corporation Bank	1,123.52
<b>Total</b>	<b>17,012.07</b>

- (b) According to the information and explanations given to us and on the basis of our examination of records, the company has not been declared willful defaulter by any bank or financial institution or other lender.
  - (c) According to the information and explanations given to us, the Company has not taken any term loan during the year.
  - (d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long term purposes by the Company.
  - (e) The Company does not have any subsidiaries, associates or joint ventures.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year.





- xi. (a) Based on examination of books and records of the Company and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.  
(b) According to the information and explanations given to us, no report under sub section (12) of section 143 of the Companies Act has been filed in form ADT- 4 as prescribed under rule 13 of the companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.  
(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the company has an adequate internal audit system commensurate with the size and nature of its business.  
(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of section 192 of the Companies Act 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.  
(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities as per the Reserve Bank of India Act, 1934.  
(c) The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India.  
(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended).
- xvii. The company has incurred cash losses in the in the current financial year and immediately preceding financial year and the amount of cash loss is as following:

Financial year	Amount (Rs. in lakhs)
2021-22	350.81
2020-21	302.97

- xviii. There has been no resignation of the statutory auditors during the year.





- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, based on our knowledge of the Board of Directors' and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date
- xx. The company is not covered under the provisions of section 135 of the Companies Act, 2013.

**For P.Murali & Co.,  
Chartered Accountants  
Sd/-  
A Krishna Rao  
Partner  
M.No.020085  
UDIN NO:22020085AJZHFA5024**

**Place: Hyderabad  
Date:21/05/2022**





## ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(£) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Bheema Cements Limited of even date)

### Report on the Internal Financial Controls Over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/ s. Bheema Cements Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting





A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Ind AS Financial Statements in accordance with generally accepted principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Ind AS Financial Statements.

### **Inherent Limitation of Internal Financial Controls over Financial Reporting**

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, Projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P.Murali & Co.,  
Chartered Accountants**

Sd/-

**A Krishna Rao**

**Partner**

**M.No.020085**

**UDIN NO:22020085AJZHFA5024**

**Place: Hyderabad**

**Date:21/05/2022**







## **Note 1: Company Information and Significant Accounting Policies**

### A. Reporting entity

Bheema Cements Limited (the “Company”) is a Company domiciled in India and limited by shares (CIN: L26942TG1978PLC002315). The shares of the Company are publicly traded on the BSE Limited. The address of the Company’s registered office is 6-3-652/C/A, Flat 5A, “Kautilya”, Amrutha Estates, Somajiguda, Hyderabad –500082, Telangana, India.

The Company is primarily involved in Cement manufacturing.

The Company shut down its operations and not in to active production since 2014 onwards.

### B. Basis of preparation

#### 1. Statement of Compliance

These standalone financial statements are prepared on accrual basis of accounting and comply with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent notified and applicable), and applicable provisions of the Companies Act, 1956, to the extent applicable.

#### 2. Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments). The methods used to measure fair values are discussed further in notes to financial statements.

#### 3. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company’s functional currency. All financial information presented in INR has been rounded to the nearest Lakh (up to two decimals), except as stated otherwise.

#### 4. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current

Classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability
- For at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period; or





- There is no unconditional right to defer settlement of the liability for at least twelve months
- After the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current.

## 2. Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

### 1. Property, plant and equipment

#### 1.1. Initial recognition and measurement

Items of property, plant and equipment are initially recognized at acquisition cost (net of taxes which are claimed as input credits). Subsequent measurement is done at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes installation and expenditure during construction period (including interest on borrowings till the date of capitalization), that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The mineral deposits and mining rights are stated at the estimated realizable value, based on valuation by an independent valuer. When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

Deposits, payments/liabilities made provisionally towards compensation, rehabilitation and other expenses relating to land in possession are treated as cost of land.

In the case of assets put to use, where final settlement of bills with contractors is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

Assets and systems common to more than one generating unit are capitalized on the basis of engineering estimates/assessments.

Expenditure on major inspection and overhauls of generating unit is capitalized, when it meets the asset recognition criteria.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of property, plant and equipment are capitalized. Other spare parts are carried as inventory and recognized in the statement of profit and loss on consumption.

#### 1.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.





The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced parts is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

### 1.3. Decommissioning costs

The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

### 1.4. Derecognition

Property, plant and equipment is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

### 1.5. Depreciation/amortization

Depreciation on Property, plant and equipment other than those mentioned hereunder is recognized in statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, as estimated by the Management / specified in Schedule II of the Companies Act, 2013

Items of property, plant and equipment costing less than 0.05 Lacs are depreciated fully in the year of acquisition.

Depreciation on the mineral deposits and mineral rights is provided, based on the estimated present value of the consumption over the remaining estimated useful period, at an equated amount of the total consumption so arrived.

Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Depreciation on the following assets is provided on their estimated useful life ascertained on technical evaluation by Management:

S. No	Asset Description	Estimated Useful Life
a)	Factory Buildings Owned	24 years
b)	Non Factory Buildings	54 years
c)	Plant & Machinery, Electrical Equipment	26 Years
d)	Furniture, Fixtures and Office Equipment	11 Years
e)	Vehicles	6 Years
f)	Computer Equipment	4 Years
g)	Mineral Deposits	13/15/20 Years





h)	Mining Rights	40 Years
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Depreciation on additions to/deductions from property, plant & equipment during the year is charged on pro-rata basis from/up to the month in which the asset is available for use/disposed.

Where the cost of depreciable assets has undergone a change during the year due to increase/decrease in long term liabilities on account of exchange fluctuation, price adjustment, change in duties or similar factors, the unamortized balance of such asset is charged off prospectively over the remaining useful life determined following the applicable accounting policies relating to depreciation/ amortization.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a PPE along with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

## 2. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

Deposit works/cost plus contracts are accounted for on the basis of statements of account received from the contractors.

Unsettled liabilities for price variation/exchange rate variation in case of contracts are accounted for on estimated basis as per terms of the contracts.

## 3. Intangible assets and intangible assets under development

### 3.1. Initial recognition and measurement

Intangible assets that are acquired by the Company, which have finite useful lives, are recognized at cost.

Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses.

Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

### 3.2. Derecognition





An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

### 3.3. Amortization

Other intangible assets are amortized on straight line method over the period of legal right to use or life of the related plant, whichever is less.

## **4. Borrowing costs**

Borrowing costs that are directly attributable to the acquisition, construction/exploration/development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale.

When the Company borrows funds specifically for the purpose of obtaining a qualifying asset, the borrowing costs incurred are capitalized. When Company borrows funds generally and uses them for the purpose of obtaining a qualifying asset, the capitalization of the borrowing costs is computed based on the weighted average cost of general borrowing that are outstanding during the period and used for the acquisition, construction/exploration or erection of the qualifying asset.

Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Other borrowing costs are recognized as an expense in the year in which they are incurred.

## **5. Inventories**

Inventories are valued at the lower of cost and net realizable value. Cost includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The diminution in the value of obsolete, unserviceable and surplus stores & spares is ascertained on review and provided for.

## **6. Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.





## 7. Government grants

Government grants are recognized initially as deferred income when there is reasonable assurance that they will be received and the Company will comply with the conditions associated with the grant.

Grants that compensate the Company for the cost of an asset are recognized in profit or loss on a systematic basis over the useful life of the related asset.

Grants that compensate the Company for expenses incurred are recognized over the period in which the related costs are incurred and deducted from the related expenses.

## 8. Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts.

These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

## 9. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

## 10. Revenue

Company's revenues arise primarily from sale of goods, apart from nominal other income.





Revenue from other income comprises interest from banks, employees, contractors etc., dividend from investments, sale of scrap, other miscellaneous income, etc.

## 10.1. Revenue from sale of goods

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable.

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs can be estimated reliably, there is no continuing management involvement, and the amount of revenue can be measured reliably.

Revenue from sale of goods includes an accrual for sales delivered to customers but not yet billed i.e. unbilled revenue.

## 10.2. Revenue from services

Revenue from services if any, rendered is recognized in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to actual progress/technical assessment of work executed, in line with the terms of the respective consultancy contracts. Claims for reimbursement of expenses are recognized as other income, as per the terms of the consultancy service contracts.

## 10.3. Other income

Interest income is recognized, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR).

Scrap is accounted for as and when sold.

Revenue from rentals and operating leases is recognized on an accrual basis in accordance with the substance of the relevant agreement.

For debt instruments measured either at amortized cost or at fair value through other comprehensive income (OCI), interest income is recorded using the EIR. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability.

When calculating the EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Interest income is included in other income in the statement of profit and loss.

Dividend income is recognized in profit or loss on the date that the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

## **11. Employee Benefits**

The Company has the following employee benefit plans:





## 11.1. Provident fund:

Provident fund is a defined contribution plan covering eligible employees. The Company and the eligible employees make a monthly contribution to the provident fund maintained by the Regional Provident Fund Commissioner equal to the specified percentage of the basic salary. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The Company has no obligation, other than the contribution payable to the provident fund.

## 11.2. Gratuity

The Company has a scheme for payment of gratuity to all its employees as per provisions of the Payment of Gratuity Act 1972. The Company provides for period end liability using the projected unit credit method as per the actuarial valuation carried out by the Independent actuary. The cost of providing benefit under gratuity plan are charged to the statement of profit and loss, except for there measurements, comprising of actuarial gains and losses which are recognized in full in the statement of other comprehensive income in the reporting period in which they occur.

## 11.3. Leave Encashment

The Company has a scheme for payment of leave encashment to all eligible employees. The Company provides for period end liability using the projected unit credit method as per the actuarial valuation carried out by the independent actuary. The cost of providing benefit under leave encashment is charged to the statement of profit and loss, on year-to-year basis.

## **12. Income tax**

Income tax expense comprises current and deferred tax. Current tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in OCI or equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority.

Deferred tax is recognized in profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed a teach reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

## **13. Leases**







## 13.1. As lessee

### Accounting for finance leases

Leases of property, plant and equipment where the Company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as property, plant and equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

### Accounting for operating leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term. Lease incentives received are recognized as an integral part of the total lease expense, over the term of the lease.

## 13.2. As lessor

At inception of an arrangement, the Company determines whether such an arrangement is or contains a lease. A specific asset is subject of a lease if fulfillment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the customer the right to control the use of the underlying asset. Arrangements that do not take the legal form of a lease but convey rights to customers/suppliers to use an asset in return for a payment or a series of payments are identified as either finance leases or operating leases.

### Accounting for finance leases

Where the Company determines a long term PPA to be or to contain a lease and where the off taker has the principal risk and rewards of ownership of the power plant through its contractual arrangements with the Company, the arrangement is considered a finance lease. Capacity payments are apportioned between capital repayments relating to the provision of the plant, finance income and service income. The finance income element of the capacity payment is recognized as revenue, using a rate of return specific to the plant to give a constant periodic rate of return on the net investment in each period. The service income element of the capacity payment is the difference between the total capacity payment and the amount recognized as finance income and capital repayments and recognized as revenue as it is earned. The amounts due from lessees under finance leases are recorded in the balance sheet as financial assets, classified as finance lease receivables, at the amount of the net investment in the lease.

### Accounting for operating leases

Where the Company determines a long term PPA to be or to contain a lease and where the Company retains the principal risks and rewards of ownership of the power plant, the arrangement is considered an operating lease. For operating leases, the power plant is capitalized as property, plant and equipment and depreciated over its economic life. Rental income from operating leases is recognized on a straight line basis over the term of the arrangement.

## **14. Impairment of non-financial assets**





The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## 15. Operating segments

In accordance with Ind AS 108, the operating segments used to present segment information are identified on the basis of internal reports used by the Company's Management to allocate resources to the segments and assess their performance. The Board of Directors is collectively the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108. The indicators used for internal reporting purposes may evolve in connection with performance assessment measures put in place.

Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate expenses, finance expenses and income tax expenses.

Revenue directly attributable to the segments is considered as segment revenue. Expenses directly attributable to the segments and common expenses allocated on a reasonable basis are considered as segment expenses.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

Segment assets comprise property, plant and equipment, intangible assets, trade and other receivables, inventories and other assets that can be directly or reasonably allocated to segments. For the purpose of segment reporting for the year, property, plant and equipment have been allocated to segments based on the extent of usage of assets for operations attributable to the respective segments.

Segment assets do not include investments, income tax assets, capital work in progress, capital advances, corporate assets and other current assets that cannot reasonably be allocated to segments.

Segment liabilities include all operating liabilities in respect of a segment and consist principally of trade and other payables, employee benefits and provisions. Segment liabilities do not include equity, income tax liabilities, loans and borrowings and other liabilities and provisions that cannot reasonably be allocated to segments.





## 16. Dividends

Dividends and interim dividends payable to a Company's equity shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

Dividends payable on Compulsorily Redeemable Preference Shares is recognized as a liability in accordance with applicability of Ind AS 32.

## 17. Material prior period errors

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest period presented, the opening balances of assets, liabilities and equity for the earliest period presented, are restated.

## 18. Earnings per share

Basic earnings per equity share are computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Basic and diluted earnings per equity share are also computed using the earnings amounts excluding the movements in regulatory deferral account balances.

## 19. Cash flow statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows'.

## 20. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### 20.1. Financial assets

#### Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial asset.

#### Subsequent measurement

Debt instruments are measured at amortized cost/FVTOCI/FVTPL, in accordance with Ind AS 109.

Equity investments in entities other than subsidiaries and joint ventures are measured at fair value (either FVTPL or FVTOCI, in accordance with principles enshrined in Ind AS 109).

Equity investments in subsidiaries and joint ventures are measured at cost.

#### De Recognition





A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de recognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

## Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- (a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- (b) Financial assets that are debt instruments and are measured as at FVTOCI.
- (c) Lease receivables under Ind AS 17.
- (d) Trade receivables under Ind AS 18.
- (e) Loan commitments which are not measured as at FVTPL.
- (f) Financial guarantee contracts which are not measured as at FVTPL.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

## 20.2. Financial liabilities

### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below: Financial liabilities are subsequently measured either at amortized cost or fair value through profit or loss, in accordance with principles enshrined in Ind AS 109.

### Derecognition





A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

## 21. Use of estimates and management judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, income, expenses and related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. The estimates and management's judgments are based on previous experience and other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In order to enhance understanding of the financial statements, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is as under:

### a. Useful life of property, plant and equipment

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures require to obtain the expected future cash flows from the asset.

Useful life of the assets is determined in accordance with Schedule II of the Companies Act, 2013. The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

### b. Recoverable amount of property, plant and equipment

The recoverable amount of plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and future cash flows associated. Any changes in the se assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

### c. Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any change in these assumptions may have a material impact on the resulting calculations.

### d. Revenues

The Company records revenue from sale of goods as per principles enunciated under Ind AS 18.

### e. Leases not in legal form of lease





Significant judgment is required to apply lease accounting rules under Appendix C to Ind AS 116 'Determining whether an arrangement contains a lease'. In assessing the applicability to arrangements entered into by the Company, management has exercised judgment to evaluate the right to use the underlying asset, substance of the transactions including legally enforceable agreements and other significant terms and conditions of the arrangements to conclude whether the arrangement needs the criteria under Appendix C to Ind AS 116.

#### f. Assets held for sale

Significant judgment is required to apply the accounting of non-current assets held for sale under Ind AS 105 'Non Current Assets Held for Sale and Discontinued Operations'. In assessing the applicability, management has exercised judgment to evaluate the availability of the asset for immediate sale, management's commitment for the sale and probability of sale within one year to conclude if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

#### g. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

#### h. Impairment test of non-financial assets

The recoverable amount of investment in joint ventures is based on estimates and assumptions regarding in particular the future cash flows associated with the operations of the investee company. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.





## Bheema Cements Limited

CIN L26942TG1978PLC002315

Balance Sheet as at 31.03.2022

Amount in INR Lakhs, Except no. of share and EPS

Particulars	NOTE	As At Mar 31 '2022	As At Mar 31 '2021
<b>ASSETS</b>			
<u>Non-current assets</u>			
a) Property, plant and equipment	2	27,887.25	30,578.22
b) Capital work in progress	3	197.09	8.09
c) Investment Property			
d) Goodwill			
e) Other intangible assets	4	880.03	1,026.70
f) Intangible assets under development			
g) Biological Assets other than bearer plants			
h) Financial assets			
i) Investments			
ii) Trade Receivables			
iii) Loans			
iv) Others			
i) Deferred tax assets (net)			
j) Other non-current assets	5	841.00	
		<b>29,805.37</b>	<b>31,613.01</b>
<u>Current assets</u>			
a) Inventories			
b) Financial assets			
i) Investments			
ii) Trade receivables			
iii) Cash and cash equivalents	6	128.60	1,106.09
iv) Other Bank Balances			
v) Loans			
vi) Others			
c) Current Tax Assets			
d) Other current assets	7	922.08	958.41
		<b>1,050.68</b>	<b>2,064.50</b>
<b>TOTAL ASSETS</b>		<b>30,856.05</b>	<b>33,677.51</b>
<b>EQUITY AND LIABILITIES</b>			
<u>Equity</u>			
a) Equity share capital	8	3,261.00	3,261.00
b) Share Application Money			
b) Other equity	9	9,107.76	12,803.65





<b>Total equity</b>		12,368.76	16,064.65
<b>Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings			
ii) Trade payables			
iii) Other financial liabilities			
b) Provisions			
c) Deferred tax liabilities (Net)	10	506.38	-
d) Other non-current liabilities		-	
		<b>506.38</b>	<b>-</b>
<b>Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	11	17,802.64	17,430.07
ii) Trade payables	12		
Total outstanding dues of Small Enterprises and Micro enterprises			
Total outstanding dues of creditors other than small enterprises and micro enterprises.		3.24	3.02
iii) Other financial liabilities			-
b) Other current liabilities	13	7.91	12.66
c) Provisions	14	167.12	167.12
d) Current tax liabilities (Net)		-	-
		<b>17,980.91</b>	<b>17,612.86</b>
<b>TOTAL LIABILITIES</b>		<b>18,487.29</b>	<b>17,612.86</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>30,856.04</b>	<b>33,677.51</b>

**For the Board of Directors of Bheema Cements Limited**

As per our report of even date attached

Sd/-

Sd/-

**For P.Murali & Co.,**  
Chartered Accountants  
FRN: 007257S

**Tadimalla Raja kishore**  
Director  
DIN: 02091671

**Kandula Prasanna Sai Raghuvver**  
Managing Director  
DIN:07063368

Sd/-

Sd/-

Sd/-

**A.Krishna Rao**  
M.No: 020085  
Partner  
UDIN: 22020085AJZHFA5024

**Tadimalla Uma**  
Chief Financial Officer

**V S R Varma**  
Chief Executive Officer

Place: Hyderabad

Sd/-

**Anshul Singhai**  
Company Secretary  
M.No.:A55037

Date: 21/05/2022







## Statement of Profit and Loss for the period ended 31<sup>st</sup> March, 2022

Amount in INR Lakhs, Except no. of share and EPS

Particulars	Note	For the year ended Mar 31 '2022	For the year ended Mar 31 '2021
Revenue from operations			
Other income	15	30.91	61.42
<b>Total income</b>		<b>30.91</b>	<b>61.42</b>
<b>Expenses</b>			
Cost of materials consumed			
Employee benefits expense	16	-	10.08
Finance costs	17	-	96.25
Depreciation and amortization expense	18	2838.71	2103.48
Other expenses	19	381.72	258.06
<b>Total expenses</b>		<b>3220.43</b>	<b>2467.87</b>
<b>Profit before Exceptional items and tax</b>		<b>-3189.52</b>	<b>-2406.45</b>
Exceptional Items		-	-
<b>Profit / (Loss) before tax</b>		<b>-3189.52</b>	<b>-2406.45</b>
<b>Tax expense:</b>			
Current tax			
Deferred tax	10	506.38	-
Profit (Loss) for the period from continuing operations		<b>-3,695.89</b>	<b>-2406.45</b>
Profit/(loss) from Discontinued operations (after tax)		-	-
<b>Profit/(loss) for the period</b>		<b>-3695.89</b>	<b>-2406.45</b>
Other comprehensive income			
A) (i) Items that will not be reclassified to profit or loss		-	-
Remeasurements of the defined benefit plan			
(ii) Income tax relating to items that will not be reclassified to P/L			
B) (i) Items that will be reclassified to profit or loss		-	-
<b>Total other comprehensive income</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period (Comprising Profit(Loss) and Other Comprehensive Income for the period)</b>		<b>-3695.89</b>	<b>-2406.45</b>
<b>Earnings per equity share (for continuing operation):</b>			
Basic		<b>-11.33</b>	<b>-7.38</b>
Diluted		<b>-11.33</b>	<b>-7.38</b>
As per our report of even date attached	For the Board of Directors of Bheema Cements Limited		
For P. Murali & Co. Chartered Accountants	Sd/-		Sd/-
Firm Registration No. 0072575	Tadimalla Raja Kishore		Kandula Prasanna Sai Raghuvver
	Director		Director
Sd/-	DIN: 02091671		DIN:07063368
A . KRISHNA RAO			
Partner	Sd/-		Sd/-
M. No. 020085	Tadimalla Uma		V S R Varma
UDIN:22020085AJZHFA5024	Chief Financial Officer		Chief Executive Officer
Place: Hyderabad	Sd/-		
Date: 21/05/2022	Anshul Singhai		
	Company Secretary		
	M. No.:A55037		





## Cash Flow Statement for the period ended 31st March, 2022

Amount in INR Lakhs, Except no. of share and EPS

	For the year ended Mar 31 '2022	For the year ended Mar 31 '2021
<b>Cash flow from Operating Activities</b>		
Profit for the Period	(3189.52)	(2406.45)
Adjustments for :		
Depreciation and amortization expense	2838.71	2,103.48
Deferred Income taxes	-	-
Finance costs	-	96.25
Interest Income	(30.91)	0.00
Liability written off	-	-
<i>Changes in operating assets and liabilities</i>		
Trade receivables	-	-
Capital working progress Inventories	(189.00)	-
Other assets	36.33	(143.91)
Advance to customers - Capital Works	(841.00)	-
Trade payables	0.22	-
Other liabilities	367.83	(587.39)
<b>Net cash provided by operating activities before taxes</b>	<b>(1007.34)</b>	<b>(938.02)</b>
Income taxes paid	-	-
<b>Net cash provided by operating activities</b>	<b>(1007.34)</b>	<b>(938.02)</b>
<b>Cash flow from investing activities</b>		
Interest Income	30.91	-
Purchase of property, plant and equipment	(1.07)	-
Proceeds from sale of property, plant and equipment	-	-
Proceeds from sale Raw Materials	-	-
<b>Net cash (used in)or provided by investing activities</b>	<b>29.84</b>	<b>0.00</b>
<b>Cash flow from financing activities</b>		
Finance costs paid	-	(96.25)
Share Application money	-	1,000.00
Share Application money refund	-	0.00
<b>Net cash used in financing activities</b>	<b>-</b>	<b>903.75</b>
Effect of exchange differences on translation of foreign currency cash and cash equivalents		
<b>Net increase in cash and cash equivalents</b>	<b>(977.50)</b>	<b>(34.27)</b>
Cash and cash equivalents at the beginning of the period	1106.09	1140.36
<b>Cash and cash equivalents at the end of the period</b>	<b>128.59</b>	<b>1106.09</b>





# BHEEMA CEMENTS LTD

As per our report of even date attached

For the Board of Directors of Bheema Cements Limited

For P. Murali & Co. Chartered Accountants

Sd/-

Sd/-

Firm Registration No. 007257S

Tadimalla Raja Kishore

Kandula Prasanna Sai Raghuvier

Director

Director

Sd/-

DIN: 02091671

DIN:07063368

A . KRISHNA RAO

Sd/-

Sd/-

Partner

Tadimalla Uma

V S R Varma

M. No. 020085

Chief Financial Officer

Chief Executive Officer

UDIN:22020085AJZHFA5024

Sd/-

Anshul Singhai  
Company Secretary  
M. No.:A55037

Place: Hyderabad

Date: 21/05/2022





## NOTES TO FINANCIAL STATEMENTS

Statement Of Changes in Equity For The Year Ended 31<sup>st</sup> March,2022**A. Equity Share Capital****(1) Current reporting period**

(Amount In Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
3,261.00	-	-	-	3,261.00

**(2) Previous reporting period**

(Amount In Lakhs)

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
3,261.00	-	-	-	3,261.00

Reserves And Surplus for Current Reporting Period					
Securities premium reserve	Investment Allowance Reserve	Subsidy	Capital Reserve	Revenue Reserves	Retained Earnings
-	-	-	14,455.59	-	1,651.94
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-3,695.89
-	-	-	-	-	-
-	-	-	14,455.59	-	-5,347.83





## DEPRECIATION SCHEDULE

Amount in INR Lakhs, Except no. of share and EPS

Particulars	Land	Buildings - Factory	Plant and Machinery	Electrical Installations	Furniture and Fixtures	Laboratory Equipment	Vehicles	Mining Deposits	Total
<b>Gross Block</b>	<b>Freehold</b>	<b>Owned</b>	<b>Owned</b>						
<b>Cost/Deemed Cost</b>									
<b>At March, 2020</b>	475.30	2,257.35	27,595.62	2,106.50	102.43	58.67	56.45	5,490.71	38,143.03
Additions	-	-	-	-	-	-	-	-	-
Deductions / Adjustments	-	-	-	-	-	-	-	-	-
<b>At March 31, 2021</b>	475.30	2257.35	27595.62	2106.50	102.43	58.67	56.45	5490.71	38,143.03
Additions	-	-	-	-	1.07	-	-	-	1.07
Deductions / Adjustments	-	-	-	-	-	-	-	-	-
<b>Original Cost/ Value of the Assets At March 31, 2022</b>	475.30	2257.35	27595.62	2106.50	103.50	58.67	56.45	5490.71	38,144.10
<b>Accumulated Depreciation</b>									
<b>At March, 2020</b>	-	234.03	3,208.39	284.27	67.55	14.25	54.54	1,744.97	5,608.00
Depreciation Expense	-	75.24	1,103.82	210.65	10.24	5.87	1.91	549.07	1,956.81
Deductions / Adjustments	-	-	-	-	-	-	-	-	-
<b>At March 31, 2021</b>	-	309.27	4,312.21	494.92	77.79	20.12	56.45	2,294.04	7,564.81
Depreciation Expense	-	75.25	1,839.71	210.65	11.50	5.87	-	549.07	2,692.04
Deductions / Adjustments	-	-	-	-	-	-	-	-	-
<b>At March 31, 2022</b>	0	384.52	6151.92	705.57	89.29	25.99	56.45	2843.11	10256.85
<b>Written Down Value/ Depreciated Value As Per BS As At March 31, 2022</b>	475.30	1,872.84	21,443.70	1,400.93	14.21	32.68	-	2,647.60	27,887.25
<b>Net block March 31, 2021</b>	475.30	1,948.08	23,283.41	1,611.58	24.64	38.55	0.00	3,196.67	30,578.22
<b>Net block March 31, 2018</b>	475.30	2,101.33	25,585.94	1,916.99	51.11	49.17	20.52	4,327.40	34,527.76
<b>Market Value/ Current Value As At March 31,2022</b>	950.60	2,809.25	32,165.55	2,101.40	21.31	32.68	-	5,295.20	41,830.87





### 3 CAPITAL WORK IN PROGRESS AS ON 31.03.2022

(Amount in lakhs)

SL.N	DESCRIPTION	Opening Balance	Receipts	cwip -civil	Build Materials	Plant & Machinery	Stores & Spares	March 31'2022 TOTAL	March 31'2021 TOTAL
1.00	Fencing at Mines -2	0.54	-	-	-	-	-	0.54	0.54
2.00	VEPALA MADARAM Limestone Prospecting License etc	1.19	-	-	-	-	-	1.19	1.19
3.00	Mines Over Head Line	0.14	-	-	-	-	-	0.14	0.14
4.00	11kv Line shifting work	1.84	-	-	-	-	-	1.84	1.84
	<b>SUB TOTAL</b>	<b>3.70</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3.70</b>	<b>3.70</b>
A	CWIP-Civil	3.70	-	-	-	-	-	3.70	3.70
B	Building Materials	0.89	-	-	-	-	-	0.89	0.89
C	Railway Siding	3.50	-	-	-	-	-	3.50	3.50
D	Plant & Machinery Overhauling	-	-	-	-	189.00	-	189.00	-
	<b>CWIP as on 31.03.2021 (A+B+C)</b>	<b>8.09</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>197.09</b>	<b>8.09</b>

Capital work-in-progress ageing schedule for the year ended March 31, 2022 is as follows:

CWIP	Amount in CWIP for a period of				Total*
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	189.00	-	-	8.09	197.09
Projects temporarily suspended	-	-	-	-	-

Capital work-in-progress ageing schedule for the year ended March 31, 2021 is as follows:

CWIP	Amount in CWIP for a period of				Total*
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	8.09	8.09
Projects temporarily suspended	-	-	-	-	-

### 4. Other Intangible Assets

(All amounts in Lakhs)

Particulars	Computer Software	License Fees	Mining Assets (Lease Rights)	March 31'2022 TOTAL
<b>Gross Block</b>				
Cost / Deemed Cost				
<b>At March 31, 2020</b>			<b>1,613.38</b>	<b>1,613.38</b>
Additions			-	-
Deductions / Adjustments			-	-
<b>At March 31, 2021</b>			<b>1,613.38</b>	<b>1,613.38</b>
Additions				





Deductions / Adjustments At March 31, 2022			1,613.38	1,613.38
<b>Accumulated Depreciation</b>				-
At March 31, 2020			440.01	440.01
Amortisation Expense			146.67	146.67
Deductions / Adjustments At March 31, 2021			586.68	586.68
Amortisation Expense			146.67	146.67
Deductions / Adjustments At March 31, 2022			733.35	733.35
<b>Net Block March 31, 2022</b>			<b>880.03</b>	<b>880.03</b>
<b>Net Block March 31, 2021</b>	-	-	<b>1,026.70</b>	<b>1,026.70</b>

## 5 Other non-current assets

(Amount in lakhs)

Particulars	As at March 31'2022	As at March 31'2021
Advance to customers - Capital Works	841.00	-
<b>Total</b>	<b>841.00</b>	<b>0.00</b>

## 6 Cash and Cash Equivalents

(Amount in lakhs)

Particulars	As at March 31'2022	As at March 31'2021
Cash on hand	0.15	0.02
Balances with banks in current accounts	50.68	22.81
Balances with banks held as fixed deposits (more than 1 year)	77.76	1083.26
<b>Cash and cash equivalents</b>	<b>128.60</b>	<b>1106.09</b>

## 7 Other Current Assets

(Amount in lakhs)

Particulars	As at March 31'2022	As at March 31'2021
Deposits	406.02	406.11
Interest on Money Deposit	0.59	0.59
Balance with Central Exercise	408.32	408.32
Gst Inputs	15.32	15.32
Prior Period expensess	58.92	123.21
TDS Receivable	7.83	4.86
Statutory dues receivable	25.08	-
<b>Total</b>	<b>922.08</b>	<b>958.41</b>





Amount in INR Lakhs, Except no. of share and EPS

**8 Equity share capital**

Particulars	As at March 31'2022	As at March 31'2021
<b>Authorised</b> 728,00,000 equity shares of Rs 10/- each	7280.00	7280.00
<b>Issued, subscribed and paid-up capital</b> <b>EQUITY SHARES</b>		
<b>32610002</b> Equity Shares of Rs.10/- each. (Three Crores Twenty Six Lakhs Ten Thousand Two Shares )	3261.00	3261.00
<b>TOTAL</b>	3261.00	3261.00

Details of shareholders holding more than 5% shares in the Company				
Particulars	As at March 31'2022		As at March 31'2021	
	No of shares	% Holding	No of shares	% Holding
<b>Name of the shareholder*</b>				
<b>(i) Equity</b>	-	-	-	-
<b>Promoters</b>	-	-	2	0.00%
		9.20%		9.20%
Mr. Tadimalla Raja Kishore	3,000,000.00		3,000,000.00	
		47.91%		47.91%
Mr. KandulaPrasanna SaiRaghuvveer	15,625,000.00		15,625,000.00	
		6.67%		6.67%
Fortuna Engi Tech and Structural (India) Private Limited	2,175,001.00		2,175,000.00	
		28.21%		28.21%
Fortuna Cements Private Limited	9,200,000.00		9,200,000.00	
<b>Public and Individuals</b>				
JMF Asset Reconstruction Company Limited	2,436,001.00		2,436,000.00	
		7.47%		7.47%
Corporation Bank	174,000.00		174,000.00	
		0.53%		0.53%
	-	-	-	-
<b>TOTAL</b>	<b>32,610,002.00</b>	<b>100%</b>	<b>32,610,002.00</b>	<b>100%</b>







## 1. Movements in equity share capital:

• The share capital i.e, 55,70,35,600/- of the Company shall be reduced to 2 Equity shares of Rs. 10 each ( i.e, 1 Equity share to the promoter group and 1 Equity share to public and individuals without any consideration payable to the existing shareholders adhering to the provisions of Companies Act and SEBI Act as mentioned in the Order dated 11.02.2020 by the Hon'ble NCLT, Hyderabad.

## 2.Terms/rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs 10 each.Each holder of the equity share, as reflected in the records of the Company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

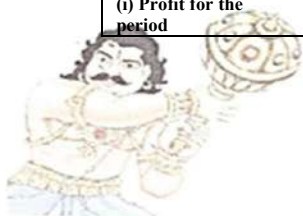
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts in proportion to the number of equity shares held by the shareholders.

Shares held by promoters at the end of the year			% Change during the year
Promoter name	No. of Shares	% of total shares	
Mr. Tadimalla Raja Kishore	3,000,000	9.20%	-
Mr. Kandula Prasanna Sai Raghuvier	14,972,800	45.91%	-
Fortuna Engi Tech and Structural (India) Private Limited	2,175,001	6.67%	-
Fortuna Cements Private Limited	9,200,000	28.21%	-
<b>Total</b>	<b>29,347,801</b>	<b>90.0%</b>	<b>-</b>

## 9 Other equity

Amount in INR Lakhs, Except no. of share and EPS

Particulars	Share application money pending allotment	Reserves and Surplus								Items of Other Comprehensive Income (refer note 10)						Total
		Capital reserve	General reserve	Securities premium reserve	Share options outstanding account	Retained earnings	Mine ral Capitalizat ion Rese rve	Ce ntr al Su bsi dy	Ho usi ng Su bsi dy	Debt Instru men ts throu gh Other Comp rehen sive Inco me	Equit y Instru men ts throu gh Other Comp rehen sive Inco me	Other items of Other Comp rehen sive Inco me (speci fy nature)	Eff ecti ve por tio n of Cash Flo w Hedge s	Re val uat ion Sur plu s	Exch ange diffe rence s on trans latin g the finan cial state ment s of a forei gn	
Balance at the March 31, 2020	-	14,716.59	-	-	-	754.51	-	-	-	-	-	-	-	-	-	15,471.10
Changes in accounting policy or prior period errors																-
Total Comprehensive Income for the period comprising of:																-
(i) Profit for the period																2.4





# BHEEMA CEMENTS LTD

						2,40 6.45													06. 45
Transfers during the year to Capital Reserve																			-
<i>Other Changes (Specified as under) :</i>																			-
Issue of equity shares																			-
(i) Profit for the period																			-
Compensation cost related to employee share based payment																			-
Share Capital & Reserves Witten off (trasfered from Reserve )																			- 261 .00
(ii)Reserve created for CIRP Cost earlier is now being transferred to capital reserve.																			-
Net assets written off	-		14, 455 .59	-	-	-													12, 803 .65
<b>Balance at the March 31, 2021</b>																			-
Changes in accounting policy or prior period errors																			
<i>Total Comprehensive Income for the period comprising of:</i>																			- 3,6 95. 89
(i) Profit for the period																			-
Transfers during the year to Capital Reserve																			
<i>Other Changes (Specified as under) :</i>																			
Issue of equity shares																			
(i) Profit for the period																			
Compensation cost related to employee share based payment																			-
(ii)Reserve created for CIRP Cost earlier is now being transferred to capital reserve.																			-
Net assets written off	-		14, 455 .59	-	-	-													9,1 07. 76

## 10 Deferred Tax Liabilities

(Amount in lakhs)

Particulars	As at March 31'2022	As at March 31'2021
At the start of the year	-	-
Charge/(credit) to Statement of Profit and Loss	506.38	-
<b>Total</b>	<b>506.38</b>	<b>-</b>

## 11 Borrowings

(Amount in lakhs)

Particulars	As at March 31'2022	As at March 31'2021





<i>(Short Term and Secured)</i>		
Loans Payable on Demand		
JMFARC	14966.7200	15888.55
<b>Sub Total</b>	<b>14966.7200</b>	<b>15888.55</b>
Corporation Bank	1058.3300	1123.52
<b>Sub Total</b>	<b>1058.3300</b>	<b>1123.52</b>
*Loan from Related party (Managing Director)	1192.3400	312.00
**Loans to Related party (Director & Others)	-259.9000	
<b>Sub Total</b>	<b>932.4400</b>	<b>312.00</b>
Loan from Unrelated party	104.0000	106.00
<b>Sub Total</b>	<b>104.0000</b>	<b>106.00</b>
Security Deposit from Dealers	741.1500	
<b>Sub Total</b>	<b>741.1500</b>	
<b>Grand Total</b>	<b>17802.64</b>	<b>17430.07</b>

## 12 Trade Payables

(Amount in lakhs)

Particulars	As at March 31'2022	As at March 31'2021
Outstanding dues of MSME	-	-
Outstanding dues of creditors other than MSME	3.24	3.02
<b>Total</b>	<b>3.24</b>	<b>3.02</b>

Trade payables ageing schedule for the year ended as on March 31, 2022:

(Amount in lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.22	3.02	-	-	3.24
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade payables ageing schedule for the year ended as on March 31, 2021:

(Amount in lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	3.02	-	-	-	3.02
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-



**13 Other current liabilities****(Amount in lakhs)**

Particulars	As at March 31'2022	As at March 31'2021
Statutory dues payable		
Other Payable (Operational Creditors)	7.16	12.16
Expenses payable	0.75	0.50
<b>Total other current liabilities</b>	<b>7.91</b>	<b>12.66</b>

**14 Short Term Provisions****(Amount in lakhs)**

Particulars	As at March 31'2022	As at March 31'2021
CIRP cost & all other creditors(operational,unsecured)	97.12	97.12
Workman Priority Dues	70.00	70.00
<b>Total Short Term Provisions</b>	<b>167.12</b>	<b>167.12</b>

**15 Other Income****(Amount in lakhs)**

Particulars	As at March 31'2022	As at March 31'2021
Interest received	30.91	61.42
		-
<b>Total</b>	<b>30.91</b>	<b>61.42</b>

**16 Employee Benefit Expense****(Amount in lakhs)**

Particulars	As at March 31'2022	As at March 31'2021
Salaries, Wages and Bonus	-	10.08
<b>Total</b>	<b>-</b>	<b>10.08</b>

**17 Finance Costs****(Amount in lakhs)**

Particulars	As at March 31'2022	As at March 31'2021
Interest expense -	-	96.25
<b>Total</b>	<b>0.00</b>	<b>96.25</b>

**18 Depreciation and Amortization Expense****(Amount in lakhs)**

Particulars	As at March 31'2022	As at March 31'2021





On property, plant and equipment	2,692.04	1,956.81
On other intangible assets	146.67	146.67
<b>Total</b>	<b>2,838.71</b>	<b>2,103.48</b>

**19 Other expenses** (Amount in lakhs)

Particulars	As at March 31'2022	As at March 31'2021
<b>Manufacturing Expenses</b>		
Power Consumed	34.86	62.25
Repairs & Maintenance	72.26	13.25
Prior period expenses written off	64.29	26.79
Insurance	34.68	44.64
Bank Charges	17.65	0.02
Miscellaneous Expenses	0.03	0.25
Legal Professional Charges	80.12	69.42
Electricity Charges	0.62	1.05
Security Charges	39.24	37.66
Travelling & Conveyance	1.54	0.04
Postage, Telegram & Internet	0.48	0.54
Other expenses		1.90
Rent	2.15	
Listing Fee	21.00	
Filing Fee	8.19	
Office Maintenance	2.44	
Plant Expenses	1.53	
Printing & Stationary Exp	0.40	
Interest on TDS	0.01	
<b>Auditors Remuneration:</b>		
Statutory Audit Fee	0.25	0.25
<b>Total</b>	<b>381.72</b>	<b>258.06</b>

NOTE NO: 20  
DEPRECIATION AS PER INCOME  
TAX ACT

(W D V METHOD)

DESCRIPTION OF ASSET	Net Block As at 01-04-2021	More Then 180 Days	Less Then 180 Days	Deletions During the Year	Gross Block As at 31-03-2022	Depreciation for the year	Net Block As at 31-03-2022





Land	475.30		-	475.30	-	475.30
Buildings	2,023.32		-	2,023.32	202.33	1,820.99
Plant & Machinery	24,387.23			24,387.23	3,658.08	20,729.15
Electrial Installation	1,822.23			1,822.23	273.33	1,548.90
Furniture & Fixtures	34.88	1.07		35.95	3.54	32.41
Laboratory Equipments	44.42			44.42	17.77	26.65
Mining Deposit	3,745.72			3,745.72	374.57	3,371.15
Mining Lease Rights	1,026.70			1,026.70	256.68	770.03
				-	-	-
				-	-	-
<b>TOTAL</b>	<b>33,559.80</b>	<b>-</b>	<b>1.07</b>	<b>-</b>	<b>33,561</b>	<b>4,786</b>
						<b>28,775</b>

**NOTES TO FINANCIAL STATEMENTS****20. Segment Reporting**

In terms of the Ind AS 108 relating to “Segment Reporting”, the company operated only in Cement business segments during the year and operates only in one geographical segment. Considering the source and nature of risks and returns the business segment will be the primary segment for this purpose and there are no secondary segments. Consequently, in view of the management based on control purposes, there are no reportable secondary segments in terms of the AS and hence the requirements there-under are not applicable to the company for the year.

**21. Related Party Transactions**

The Company has entered with related party transactions during the year are disclosed in order to provide transparency on its financial position and financial performance may be affected with related parties, conducted on arm’s length basis.

**Related Party Disclosures****I) RELATED PARTIES:**

<b>Names of the parties</b>	<b>Description of relationship</b>
Aktis Infra (OPC) Private Limited	A Private company in which the company’s director is also a director
Fortuna Cements Private Limited	A Private company in which the company’s director is also a director
Fortuna Engi Tech and Structurals India Pvt Ltd	A Private company in which the company’s director is also a director
VNR Infrastructures Limited	A Public company in which the company’s director is also a director

**II) KEY MANAGEMENT PERSONNEL**

<b>Name of the Person</b>	<b>Designation</b>
Mr. Kandula Prasanna Sai Raghuveer	Managing Director
Mr. Kuchampudi Srinivasa Upendrasaketh Varma	Director





Mr. Tadimella Raja Kishore	Director
Mr. Varmavenkatasatya Suryanarayana Rudhraraju	Chief Executive Officer
Mrs. Uma Tadimalla	Chief Financial Officer
Mr. Anshul Singhai	Company Secretary
Mrs. Bhavani Lakshmi Kilaru	Director
Mr. Pawan Jain	Director
Mr. Ruthwesh Argula	Director
Mr. Shailesh Shivappa Biradar	Director
Mr. Anantha Ramaiah	Director

**III) RELATED PARTY TRANSACTIONS DURING THE YEAR****(Rupees in Lacs)**

Nature of transactions	Name of Entity	31.03.2022	31.03.2021
Loan from Related Parties	Kandula Prasanna Sai Raghuv eer	620.44	312.00

**IV) REMUNERATION OF KEY MANAGERIAL PERSONNEL:****(Rupees in Lacs)**

Particulars of Remuneration	For the year ended	
	31.03.2022	31.03.2021
Short Term employee benefits	6.00	00.00
Share-based payment transactions	00.00	00.00
Total compensation paid to key management personnel	6.00	00.00

**V) MANAGERIAL REMUNERATION****(Rupees in Lacs)**

Particulars	2021-22	2020-21
Chairman	NIL	NIL
Managing Director	NIL	NIL
<b>Total</b>	NIL	NIL

The company during the current year has not provided for any remuneration to the Chairman, Managing Director, and Whole Time Director among the key management personnel. Accordingly, applicability of provision of Sec 197(V) read with Schedule V of the Companies Act, 2013 (as existing and applicable at the time of appointment) stands not applicable for the current year.

In addition, the Company has provided Rs.NIL as Directors Sitting fee to all the Directors.

**VI) OUTSTANDING BALANCES IN RELATED PARTIES ACCOUNTS: (Rupees in Lacs)**



<i>Transaction Nature</i>	<i>Related Party</i>	<b>31.03.2022</b>	<b>31.03.2021</b>
Loan from Subsidiaries /Other Related Parties (Specify)	Kandula Prasanna Sai Raghuveer	932.44	312.00

**22. Taxation**

## a. Current Year Taxation

The Company is not liable to pay any current taxes on account of current year losses, brought forward losses and unabsorbed depreciation.

## b. Minimum Alternate Tax (MAT)

The Company is not liable to pay any MAT for the current year as the Company does not have any book profits for the year.

## c. Deferred Taxation

Deferred Tax Liability included in the Balance Sheet Comprises the following

<b>Particulars</b>	<b>As at March 31'2022</b>	<b>As at March 31'2021</b>
At the start of the year	-	-
Charge/(credit) to Statement of Profit and Loss	506.38	-
<b>Total</b>	<b>506.38</b>	<b>-</b>

**23. Employee stock option plan (ESOPS)**

The company has not instituted any employee stock option, either during the current financial year or the previous financial year.

**24. EARNINGS PER SHARE:**

The computation of Earnings per Share is set out below:

**(Rupees in lakhs except share data)**

<b>S.No.</b>	<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
	Earnings (Amount in Rupees Lacs)	-3695.89	-2406.45
	<b>Weighted average number of equity shares</b>		
	Outstanding No.'s shares during the year	3,26,10,002	3,26,10,002
	<b>Weighted average number of equity shares</b>		
	Outstanding No.'s shares during the year - Diluted	3,26,10,002	3,26,10,002
	<b>Earnings per share</b>		
	Basic (face value of Rs.10/-) ( Rs. In lakhs)	-11.33	-7.38
	Diluted ( Face value of Rs.10/-) ( Rs. In lakhs)	-11.33	-7.38







25. Consumption of raw materials and value of inventories includes royalty and other levies paid to Government to the extent of Rs. Nil Lakhs (previous year Rs. NIL Lakhs).
26. Foreign exchange transactions – During the year NIL (PY NIL)
27. Value of imported and indigenous raw materials consumption and percentage of each in total consumption – During the year NIL (PY NIL)
28. **Confirmation of Balances**

The balances of sundry Debtors ,sundry Creditors, Loans including deposits and advances are subject to confirmation from and reconciliation with the relevant parties as on the date of balance sheet date.Any difference arising on reconciliation would be accounted in the year in which such reconciliation is completed.

## 29. Additional Regulatory Information

- i. The title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- ii. The Company has not revalued its Property, Plant and Equipment since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with Ind AS 16.
- iii. The Company has not revalued its Intangible Asset since the Company has adopted cost model as its accounting policy to an entire class of Intangible Asset in accordance with Ind AS 38.
- iv. The Company has granted loans or advances in the nature of loans to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment:
- v. No Proceedings are initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- vi. The company has no borrowings from banks or financial institutions on the basis of security of current assets.
- vii. The Company is not declared as willful defaulter by any bank or financial institution or other lenders.
- viii. The company did not have any transaction with Companies struck off under Section 248 of Companies Act,2013 or section 560 of companies Act,1956 considering the information available with the company.
- ix. There are no charges or satisfactions yet to be registred wth ROC beyond the statuory period by the company.

## x. Key Financial Ratios





Particulars	Numerator	Demonimator	2022	2021	Variance
*Current Ratio	Curent Assets	Curent Liabilities	0.06	0.12	-50.15%
**Debt-Equity Ratio	Total Debt - Deferred Tax Liabilities	Shareholders Equity	1.45	1.10	32.59%
Debt Service Coverage Ratio	Earnings available for debt services	Interest+ Installments	NA	NA	NA
**Return on Equity Ratio	Net Profit After Tax	Shareholders Equity	-0.30	-0.15	99.47%
Trade Receivables turnover ratio	Credit Sales	Average Trade receivables	NA	NA	NA
#Trade Payables Turnover Ratio	Annual Net Credit Purchases	Average Trade Payables	121.86	170.90	-28.70%
Net Capital Turnover Ratio	Sales	Working Capital	NA	NA	NA
Net Profit Ratio	Net Profit After Tax	Sales	NA	NA	NA
**Return on Capital Employed	Earning before interest and taxes	Capital Employed = Total Assets - Current Liabilities	-0.29	-0.15	91.63%
**Return on Investment (Asset)	Total Comprehensive Income	Average Total Assets	-0.11	-0.07	65.04%

\*Working capital changes in the company as a part of on-going re-structuring of business plans

\*\*Increase in YOY losses incurred by the company resulting in a negative impact on the equity i.e., shareholders funds

#Increase in other expenses inducing consequent increase in trade payables

- xi. There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- xii. To the best company's knowledge and belief, other than as disclosed in the notes to accounts, the company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiii. To the best company's knowledge and belief, other than as disclosed in the notes to accounts, the company has not received any fund from any other person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiv. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- xv. The company is not covered under the provisions of section 135 of the Companies Act, 2013.
- xvi. The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

30. Previous year's figures have been regrouped where necessary to conform to current year's classification.





31. Figures have been rounded off to lakhs and decimals thereof.

## SIGNATURE TO NOTES 1 To 31

As per our report of even date attached

**For P.Murali& Co.,**  
**Chartered Accountants**  
**FRN: 007257S**

Sd/-

**A.Krishna Rao**  
**M.No: 020085**  
**Partner**  
**UDIN: 22020085AJZHFA5024**

**Place: Hyderabad**

**Date: 21/05/2022**

Sd/-

**Tadimalla Raja kishore**  
**Director**  
**DIN: 02091671**

Sd/-

**Tadimalla Uma**  
**Chief Financial Officer**

Sd/-

**Anshul Singhai**  
**Company Secretary**  
**M.No.:A55037**

Sd/-

**Kandula Prasanna Sai Raghuvier**  
**Managing Director**  
**DIN:07063368**

Sd/-

**V S R Varma**  
**Chief Executive Officer**

