

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 18th (Eighteenth) Annual General Meeting of the Members of Bhavya Cements Private Limited will be held on Friday, September 19, 2025 at 11.30 a.m. through VC (Video Conferencing) / OAVM (Other Audio-Visual Means) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Venkat Raju Nadimpalli (DIN: 08672963) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To ratify the remuneration payable to Cost Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration Number 000042) appointed by the Board of Directors (as recommended by the Audit Committee) to conduct the audit of cost records for the financial year ending March 31, 2026, be paid a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs Only) exclusive of applicable taxes and reimbursement of out-of-pocket expenses actually incurred and payable.

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

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

Place: Chennai
Date: 07th August, 2025

Palani Ramkumar
Director
DIN: 09207219

NOTES

- Conducting AGM through VC/OAVM:** The Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2024 dated 19th September 2024 in furtherance to its earlier circulars issued in this regard has permitted companies, whose Annual General Meetings (AGM) are due to be conducted on or before 30th September 2025, to hold their AGMs through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') not requiring the physical presence of the Members at a common venue. Hence, the 18th AGM of the Company is being conducted through VC/OVAM in compliance with the provisions of the Companies Act, 2013 (Act) and applicable circulars issued in this regard. Members are requested to attend and participate in the ensuing AGM through VC/OAVM facility being provided by the Company. The meeting link for the same is <https://us06web.zoom.us/j/87302134642?pwd=L9CWmjRlsRbHNOCsnuzeJt4BuOGaFK.1>
Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under section 103 of the Act. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 of the Notice set out above, is annexed hereto.
- Notice of AGM and Annual Report:** In compliance with the aforesaid MCA Circulars and other earlier circulars issued, the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 can also be downloaded from the Company's website at www.bhavyacements.com.
- Proxy Form, Attendance Slip and route map:** Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
- Appointment of Representatives:** Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote during the AGM. The said Resolution/Authorization shall be sent to the Company's e-mail address at companysecretary@bhavyacements.com.
- Change in email addresses:** Member(s) are requested to notify immediately their email address and any change in their address to the Company at the Registered Office.
- Attendance at the AGM:** Members can attend the meeting using the credentials sent to them along with this notice and Annual report.

7. **Voting at the AGM:** Members are allowed to vote during the AGM by show of hands for each item during the time provided for the same.
8. **Voting of Joint Holders:** 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.
9. **Queries:** Members are requested to send their queries at least 7 days before the date of meeting to companysecretary@bhavyacement.com so that information can be made available at the meeting.
10. **Voting rights:** The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the date of the AGM.
11. **Inspection of Registers:** The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

DISCLOSURE PURSUANT TO THE SECRETARIAL STANDARD ON GENERAL MEETINGS

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| Name of the Director | Venkat Raju Nadimpalli (DIN: 08672963) |
| Age | 65 Years |
| Qualification | M.Sc. Chemistry from Andhra University, Visakhapatnam |
| Experience | He has an overall experience of 40 years in Cement Industry |
| Terms and conditions of Appointment | He was appointed as the Managing Director of the Company for a period of 5 years with effect from December 13, 2021 at the 15 th AGM |
| Remuneration | Appointed without any remuneration |
| Date of first appointment in the Board | December 13, 2021 |
| Shareholding in the Company | Nil |
| Relationship with other Directors, Manager and other KMPs of the Company | Nil |
| Number of Board Meetings attended during the year | During the Financial year 2024-25 Mr. N. Venkat Raju has attended 5 Board Meetings out of 7 held |
| Other Directorships, Membership / Chairmanship of Committees of other Boards | Mr. N. Venkat Raju is also the Managing Director of the Holding Company Anjani Portland Cement Limited and also holds memberships in the Audit Committee, Risk Management Committee, Stakeholders' Relationship Committee and is the Chairman of the Corporate Social Responsibility Committee of the Holding Company |

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

Item No: 3

The Board of Directors of the Company based on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s Narasimha Murthy & Co., Cost Accountants (Firm Registration Number 000042) at their meeting held on 07th August, 2025 to conduct the Audit of the Cost Records of the Company at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and out of pocket expenses for the Financial year 2025-26.

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

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

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

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

Palani Ramkumar
Director
DIN: 09207219

Place: Chennai

Date: 07th August, 2025