

PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED

Registered Office::C-1 Industrial Estate
Nandyal, Kurnool District - 518 502. A.P.

NOTICE

Notice is hereby given that the Fifty Eighth Annual General Meeting of the Members of the Company will be held on Saturday, the 27th September, 2014 at 11.45 A.M., at the Registered Office of the company, C-1, Industrial Estate, Nandyal, Kurnool District, Andhra Pradesh to transact the following business:-

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2014, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri. V. Sureshkumar Shastry (DIN: 01788268), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sri. V. Ramnath (DIN: 01303846), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT M/s. Brahmayya & Co., Chartered Accountants, Adoni (Firm Registration No. 000514S), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

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

"RESOLVED that Smt. V. Aravinda Rani (DIN: 01241976), who was appointed as an Additional Director of the Company by the Board of Directors of the Company and who holds office upto the date of the ensuing Annual General Meeting under Section 161(1) of the Companies Act, 2013 and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable for retirement by rotation."

6. To consider and if thought fit to pass the following resolution with or without modifications as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Sri S. Sreedhar Reddy (DIN: 01440442) as Managing Director of the Company for a period of 5 (five) years with effect from 30th October, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri S. Sreedhar Reddy, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

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

By Order of the Board of Directors
For Panyam Cements & Mineral Industries Ltd

Place: Nandyal
Dt:- 13th August, 2014

S. SREEDHAR REDDY
Managing Director

Regd. Office
C-1, Industrial Estate
Nandyal - 518 502, Kurnool District
Andhra Pradesh
CIN: L26940AP1955PLC000546

Notes:-

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 9 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 2 to 3 and Item Nos. 5 to 6 of the Notice, are also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange.

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Annual Report

5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during business hours up to the date of the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from Monday, September 22, 2014 to Saturday, September 27, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / XL Softech Systems Ltd.
10. 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 electronic 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 to the Company / XL Softech Systems Ltd.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.panyamcements.com under the section 'Investor Relations'.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to XL Softech Systems Ltd, for consolidation into a single folio.
13. Non-Resident Indian Members are requested to inform XL Softech Systems Ltd, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
16. The Annual Report of your company for the financial year 2013-14 would also be made available in the Company's website" www.panyamcements.com
17. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with XL Softech Systems Ltd/Depositories.
18. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
19. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case the Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
20. The voting period commences on 18th September, 2014 and ends on the close of 20th September 2014 (5.30 p.m.). The e-voting module shall also be disabled by CSDL for voting thereafter.
21. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the e-voting process and the results will be announced at the Registered Office of the Company situate at C-1, Industrial Estate, Nandyal - 518 502, Kurnool District, Andhra Pradesh on 27th September 2014.

Information as required by clause 49 (VIA) of the Listing Agreement:

As required by clause 49(VIA) of the Listing Agreement with the Stock Exchange, the information relating to the Directors proposed to be appointed/ /re-appointed is provided hereunder:

Item No.2:

Sri V. Sureshkumar Shastry, aged about 40 years has obtained his degree i.e. B.E. in Computer Science and M.Sc. in Physics from BITS, Pilani. He got extensive experience in managing projects in VLSL. He has extensively travelled to Japan, Germany and USA and gained vast experience. His vast experience will be an added advantage to the growth of the company.

Item No.3:

Sri V. Ramnath, aged about 51 years, is an Engineering Graduate in Civil and is having about 26 years of industrial experience having worked in different capacities/positions. His guidance and services are immense for further growth of the company.

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

Item No.5:

Smt. V. Aravinda Rani (DIN.01241976) was appointed as an Additional Director of the Company on 13th August, 2014 by the Board of Directors of the Company. According to the provisions of Section 161 of the Companies Act, 2013, Smt. V.Aravinda Rani holds office up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from the member signifying his intention to propose her appointment as a Director of the Company.

Mrs. V. Aravinda Rani, aged about 33 years, is a graduate in Mechanical Engineering from the prestigious GPREC Kurnool. An academician by profession now, she is the key founder member of Nandi Academy, an international standards based school that offers all-round development of students through project based learning, adopting varied curriculum like Exceed, Multiple intelligence techniques etc with CBSE and IGCSE affiliations.

Mrs. V. Aravinda Rani also participates in the day-to-day operational and financial decisions in the Nandi Group of Companies. Her vast experience will be an added advantage to the growth of the company.

Smt. V. Aravinda Rani, Sri. V. Sureshkumar Shastry and Sri S.Sreedhar Reddy are deemed to be interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No.6:

The present tenure of office of Sri S. Sreedhar Reddy (DIN: 01440442), who was appointed as Managing Director of the Company will be expired on 29th October, 2014.

Further, the Board at its meeting held on August 13, 2014 has, subject to the approval of members, re-appointed Sri S. Sreedhar Reddy as Managing Director, for a period of 5 (five) years from the expiry of his present term, which will expire on October 29, 2014, at the remuneration recommended by the Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Sri S. Sreedhar Reddy as Managing Director, in terms of the applicable provisions of the Companies Act, 2013.

The Broad particulars of the terms of re-appointment of and remuneration payable to Sri S. Sreedhar Reddy are as under:-

A) Remuneration:

The Company shall pay to Sri S.Sreedhar Reddy in consideration of the performance of his duties a salary of Rs.1,50,000/-(Rupees One lakh and fifty thousands only) per month.

B) Perquisites:

In addition to the salary as above, Sri S.Sreedhar Reddy shall be entitled to the following perquisites:

Category "A"

i) **Housing:**

Sri S.Sreedhar Reddy shall be entitled to house rent allowance upto 60% of the salary. Expenditure on furniture, water, gas at actual shall be in addition payable by the Company to Sri S.Sreedhar Reddy.

ii) **Medical Reimbursement:**

Expenses actually incurred for Sri S.Sreedhar Reddy and his family shall be reimbursed subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

iii) **Leave Travel Concession:**

For Sri S.Sreedhar Reddy and his family once in a year incurred in accordance with any rule specified by the Company.

iv) **Club Fees:**

Fees of clubs subject to a maximum of two clubs provided no life membership or admission fee shall be paid.

v) **Personal Accident Insurance:** As per the rules of Company policy.

Category "B"

i) **Provident Fund and Superannuation Fund:**

Contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act. This will not be included in the computation of the ceiling on perquisites.

ii) Gratuity shall not exceed one half month's salary for each completed year of service.

Category "C"

Provision of car and telephone:

Sri S.Sreedhar Reddy shall be entitled to a motor car for use on company's business and telephone at residence. However use of car for private purpose and personal long distance calls on telephone shall be billed by the company to him.

A brief profile of Sri. S. Sreedhar Reddy is given below:

Sri S.Sreedhar Reddy, aged about 38 years is an Engineering Graduate in Electronics and Communications. He is having about fifteen years of industrial experience. Sri S.Sreedhar Reddy has put in his best efforts in reviving the company during his tenure as Managing Director of the Company and put the company back on rails.

Sri S.Sreedhar Reddy is also the Managing Director of S.P.Y. Agro Industries Limited, 135 KL Per day grain based ethanol project and he is instrumental in implementing the project successfully. Under his stewardship, the said Company is expanding its unit and the same is under progress.

General:

- (i) The Managing Director will perform his duty as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Sri S.Sreedhar Reddy satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Sri S.Sreedhar Reddy under Section 190 of the Companies Act, 2013.

Sri S.Sreedhar Reddy, Sri. V. Sureshkumar Shastry and Smt. V. Aravinda Rani are deemed to be interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board of Directors
For Panyam Cements & Mineral Industries Ltd

Place: Nandyal
Dt:- 13th August, 2014

S. SREEDHAR REDDY
Managing Director

Regd. Office
C-1, Industrial Estate
Nandyal - 518 502, Kurnool District
Andhra Pradesh
CIN: L26940AP1955PLC000546

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting:-

Particulars	V. Sureshkumar Shastry	V. Ramnath	V. Aravinda Rani	S. Sreedhar Reddy
Date of Birth	27-11-1973	09-02-1956	12-01-1979	03-01-1976
Date of Appointment	30-05-2011	18-01-1992	13-08-2014	18-08-2004
Qualifications	B. Tech	B. Tech	B. Tech	B. Tech
Expertise in specific functional areas	Managing projects in VLSL and PVC Pipes	Cement Technology and Printing Technology	Academician by Profession	Cement Technology PVC Pipes and ENA
Directorships held in other companies (excluding foreign companies)	Kasura Technologies Pvt.Ltd. Nandi Grain Derivatives P. Ltd. Sujala Infrastructure Pvt.Ltd Nandi Trade Impex Private Limited Integrated Thermoplastics Pvt.Ltd. Nandi Water Containers P. Ltd.	Velco Technologies Ltd. Cheran Cement Ltd Bon Sante Baking Ltd Tegra Digital Private Ltd .	Sujala Feeds Pvt Ltd Nandi Pipes Pvt Ltd. Sreekanth Trading Pvt Ltd Nandi Water Containers Pvt Ltd Nandi Pipes Hyderabad Pvt Ltd Nandi Milk Products. Pvt Ltd S.P.Y.Agro Industries Ltd Nandi PVC Products Pvt Ltd	S.P.Y.Agro Industries Ltd. Nandi Polymers India (P) Ltd. Ananta Pvc Pipes Pvt Ltd. Sreekanth Pipes Pvt Ltd Nandi Water Containers Pvt Ltd Suraj Water Tanks Pvt Ltd Nandi Irrigation Systems Ltd Nandi CPVC Pipe Products (I) Pvt Ltd . Nandi Grain Derivatives Pvt Ltd Nandi Concrete Products Pvt Ltd Nandi Pumps Pvt Ltd Nandi Oxygen Pvt Ltd Nandi Metals Pvt Ltd Padila Automation Pvt Ltd Monarch Water Containers Pvt Ltd.
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	Nil	Nil	Nil	Nil
Number of shares held in the Company	1843752	502050	1033081	1717876