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PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED



If undelivered please return to :

**PANYAM CEMENTS &
MINERAL INDUSTRIES LIMITED**

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

2014 - 15

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COROPRATE INFORMATION

BOARD OF DIRECTORS

S. SREEDHAR REDDY
Managing Director

V. SURESHKUMAR

V. ARVINDA RANI

V. RAMNATH

P. JAYARAMA REDDY

DR. R. K. PRASAD SUNKARA

**REGISTRAR & SHARE
TRANSFER AGENTS**

XL Softech Systems Limited
3, Sagar Society, Road No.2,
Banjara Hills, Hyderabad - 500 034, TS.

Phone: 040-23545913/14/15
Fax: 040-23553214
Email: xlfieid@rediffmail.com

CENTRAL ADMINISTRATIVE OFFICE :

Plot No.188, Phase II,
Kamalapur Colony,
Hyderabad - 500 073. TS.
Phone: 040-23555317
Fax: 040-23555316
E-mail: caohyd@panyamcements.com
Website: panyamcements.com

ISIN : INE167E01029

CIN : L26940AP1955PLC000546

AUDITORS

Brahmayya & Co.
Chartered Accountants
Adoni 518 301.

BANKERS

State Bank of India
Main Branch
Nandyal.

State Bank of Hyderabad
Overseas Branch
Somajiguda,
Hyderabad.

Indian Overseas Bank
Adarshnagar,
Hyderabad.

REGISTERED OFFICE

C-1, Industrial Estate,
Bommalasatram,
Nandyal - 518 502
Kurnool District, A.P.

Phone: 08514-222274
Fax: 08514-243106
E-mail: regoffice@panyamcements.com

CEMENT WORKS:

Cementnagar - 518 206.
Kurnool District, A.P.

Phone: 08516-274638
Fax: 08516-274644
E-mail: pcmil@panyamcements.com



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 Nineth Annual General Meeting of the Members of the Company will be held on Saturday, the 26th September, 2015 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 2015, 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 Dr.R.K.Prasad Sunkara (DIN NO.02451497), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Smt. V. Aravinda Rani (DIN No. 01241976), 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 pursuant to the provisions of section 149, 152 and other applicable provisions, if any of the Companies Act, 2013(the Act) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the timebeing in force) read with Schedule IV to the Act, as amended from time to time, Mr.Jayarama Reddy Peddireddygar (DIN No.07053207), who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from October 30, 2014 up to October 29, 2019 and that he shall not be liable to retire by rotation.

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

S. SREEDHAR REDDY
Managing Director

Place: Nandyal
Dt:- 12th August, 2015

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 No. 5 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchange, of persons seeking appointment/ re-appointment as Directors under Item No. 2 to 3 and Item No. 5 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 are provided.
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 21, 2015 to Saturday, September 26, 2015 (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 2014-15 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 2014-15 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 begins at 9.00 A.M. on 23rd September, 2015 and ends at 5.00 P.M. on 25th September, 2015. The e-voting module shall also be disabled by CSDL for voting thereafter.
 21. The Company has appointed Mr. GMV Dhanunjaya Rao, Company Secretary, Flat No. 2A, Cheruku Apartments, D.No. 3-6-653/1, Street No. 9, Himayath Nagar, Hyderabad - 500 029. Who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company. Results will be uploaded on the company's website as well as intimated to the Stock Exchange(BSE).
 22. 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 26th September 2015.

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:

Dr.R.K.Prasad Sunkara, aged about 69 years, is a Doctor by Profession.having practice at USA. He is having a total experience of about 37 years in medical field.. His guidance and services are immense for further growth of the company.

Item No.3:

Mrs. V. Aravinda Rani, aged about 34 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.

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

Item No.5:

Sri P.J.Reddy (DIN No.07053207) is a Mechanical Engineer with PG in Materials Management and having about 40 years of experience in Cement Industry in various capacities. He has worked with ACC, Andhra Cements, Deccan Cements and Panyam Cements as Vice-President during the period December, 2004 to June, 2010. He has good skills in Project execution, optimization of production and power. He has the credit of executing three projects in Deccan Cements and one in Panyam Cements.

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.

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

Place: Nandyal
Dt:- 12th August, 2015

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

S. SREEDHAR REDDY
Managing Director



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

Particulars	Dr. R.K. Prasad Sunkara	V. Aravinda Rani	Jayarama Reddy Pedireddygari
Date of Birth	16.11.1946	12-01-1979	07.01.1946
Date of Appointment	26.11.1994	13-08-2014	31.12.2014
Qualifications	MBBS	B. Tech	Engg., Graduate
Expertise in specific functional areas	By Profession Doctor	Academician by Profession	Cement Technocrat
Directorships held in other companies (excluding foreign companies)	NIL	Sujala Feeds Pvt Ltd Nandi Pipes Pvt Ltd. Sreekanth Trading Pvt Ltd Nandi Pipes Hyderabad Pvt Ltd Nandi Milk Products Pvt Ltd. S.P.Y.Agro Industries Ltd Nandi PVC Products Pvt Ltd Monarch Water Container Pvt.Ltd. Integrated Thermo Plastics Limited Sreekanth Pipes Private Limited (Part IX)	NIL
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	Nil	Nil	Nil
Number of shares held in the Company	166135	1033081	NIL