

**PANYAM CEMENTS AND MINERAL INDUSTRIES LIMITED**

CIN: L26940AP1955PLC000546

Registered Office: C-1, Industrial Estate, Nandyal - 518 502, Kurnool District, Andhra Pradesh

**NOTICE**

The Hon'ble National Company Law Tribunal, Amaravati Bench, ("NCLT"), had vide its order dated 14<sup>th</sup> May, 2020 admitted the application for the initiation of the corporate insolvency resolution process ("CIRP") of Corporate Debtor ("Admission Order") in terms of the Insolvency and Bankruptcy Code, 2016 read with the Rules and Regulations framed thereunder, as amended from time to time ("Code"). Further, the NCLT vide an order dated 14<sup>th</sup> May, 2020 has appointed Mr. Bhrugeth Amin (IBBI Registration No. IBBI/IPA-002/IP-N00353/2017-18/11003) as the Interim Resolution Professional ("IRP") for the Company, the Corporate Debtor ("Insolvency Commencement Date"). The admission order was published on 14<sup>th</sup> May, 2020, on which date the Resolution Professional has taken over the management and affairs of the Company. Pursuant to the publication of the admission order and in accordance with the provisions of the Code, the powers of the Board of Directors of the Company stand suspended and the same have been vested with and are being exercised by the Resolution Professional. Further, appointment as the Resolution Professional ("RP") was subsequently approved by the committee of creditors on 26<sup>th</sup> June, 2020. The Hon'ble NCLT, Amravati Bench has approved the Resolution Plan submitted by Resolution Applicants vide Order dated June 25, 2021. The Hon'ble NCLT, Amravati Bench has also approved the constitution and appointment of Mr. Bhrugeth Amin as monitoring agent of Monitoring Committee until closing date to supervise implementation of the Resolution Plan.

Notice is hereby given that the 65<sup>th</sup> Annual General Meeting of the Members of Panyam Cements and Mineral Industries Limited will be held on Thursday, the 30<sup>th</sup> day of December, 2021 at 3.30 P.M. IST, through video conference/ Other Audio Visual Means (OAVM) to transact the following business:

**ORDINARY BUSINESS:**

**1. ADOPTION OF ACCOUNTS:**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the reports of the directors and auditors thereon and in this regard to pass the following resolution as an **Ordinary Resolution**.

**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the reports of the Directors and Auditors thereon be and is hereby received, considered, approved and adopted.

**SPECIAL BUSINESS:**

**2. CHANGE IN REGISTERED OFFICE OF THE COMPANY:**

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

**RESOLVED THAT**, pursuant to Section 12 of Companies Act 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company, be and is hereby

accorded for shifting of Registered Office of the Company from its Present Location C-1, Industrial Estate, Bommalasatram, Nandyal -518 502 Kurnool District- Andhra Pradesh to Cement Nagar-518 206 Kurnool District- Andhra Pradesh.

**RESOLVED FURTHER THAT** the Directors / Company Secretary of the Company be and are hereby jointly/ severally authorized on behalf of the Company, to do all such acts, deeds, matters, and things as deem necessary, proper and desirable and to sign, and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of Form INC-22 for change in address of registered office with the Registrar of Companies."

By Order of the Board of Directors

For **PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED**  
(A company under Corporate Insolvency Resolution Process  
by NCLT, Amaravati Bench order dated 14th May, 2020)

Date: 03 December, 2021  
Place: Nandyal

**S. Sreedhar Reddy**  
Managing Director  
DIN: 01440442

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

**Notes:-**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 05<sup>th</sup> May, 2020 read with circulars dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April 2020, 17<sup>th</sup> August, 2020 and 13<sup>th</sup> January, 2021 (collectively referred to as "MCA circulars") permitted holding of the Annual General Meeting through Video Conference ('VC')/ other Audio Visual Means (OVAM) without the physical presence of the members at a common venue.
2. In compliance with applicable provisions of the Companies Act, 2013("Act") read with the MCA Circulars SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12<sup>th</sup> May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 15<sup>th</sup> January, 2021 ("SEBI Listing Regulations"), the 65<sup>th</sup> Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC /OVAM") (hereinafter referred to as "AGM" or "e-AGM"). In accordance with the secretarial standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15<sup>th</sup> April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the e-AGM.
3. **e-AGM:** The company has appointed M/s KFin Technologies Private Limited ("KFIN"), to provide the VC/OAVM facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the e-AGM.

4. 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 who may or may not be a Member of the company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance slip are not annexed to this Notice.
5. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the special business in respect of resolution under Item No.2 of the accompanying Notice, is given in the Annexure-1. The IMC at its meeting held on 3<sup>rd</sup> December, 2021 considered the special business, as unavoidable and, be transacted at the 65<sup>th</sup> AGM of the Company.
6. Institutional/corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at [bssass99@gmail.com](mailto:bssass99@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and company's email id at [panyam1956@gmail.com](mailto:panyam1956@gmail.com).
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is XL Softech Systems Limited having office at 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad- 500 034.
8. **Attendance at the e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may access the same at <https://evoting.kfintech.com> by clicking "e-AGM-Video Conference & streaming" and access the shareholders'/members' login by using the remote e-voting credentials which shall be provided as per Note No.20 below. Kindly refer to Note No.18 below for detailed instructions for participating in the e-AGM through video Conferencing.
9. The Members can join the e-AGM 15 minutes before the meeting or within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
10. As per the MCA Circular up to 1000 members will be able to join the e-AGM on a first-come-first-served basis. However, this restriction shall not apply to 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.
11. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

12. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through KFin Technologies Private Limited. Kindly refer Note No.19 below for detailed instruction for remote-voting.
13. **Voting during the AGM:** Members who are present at the e-AGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the e-AGM through the e-voting system provided by KFin Technologies Private Limited in the Video Conferencing platform during the e-AGM. Kindly refer Note No.20 below for instruction for e-voting during the AGM.
14. The Company has fixed 23<sup>rd</sup> December, 2021 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-AGM.
15. The Register of Members and Transfer Book of the Company will be closed from 24<sup>th</sup> December, 2021 to 30<sup>th</sup> December, 2021 (both days inclusive).
16. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021, Notice of the e-AGM along with the Annual Report for the financial year ended 31<sup>st</sup> March, 2021 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at [www.panyamcements.com](http://www.panyamcements.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The same is also available on the website of KFin Technologies Private Limited at the website address <https://evoting.kfintech.com/>.
17. **Procedure for registering the email addresses and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).**
  - i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
    - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
    - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, XL Softech Systems Limited by sending an e-mail request at the email ID [xlfield@gmail.com](mailto:xlfield@gmail.com) along with scanned copy of the duly signed request letter by first holder providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.



**18. Instructions to the Members for attending the e-AGM through Video Conference.**

- i. **Attending the e-AGM:** Members will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may login into its website link <https://emeetings.kfintech.com> by using the remote e-voting credentials. After logging in, click on "Video Conference" option and the Name of the Company can be selected.
- ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-voting in Note No.20 below.
- iii. Members are encouraged to join the Meeting through Desktops, Laptops, Smart phones, Tablets and iPads with Google Chrome for better experience.
- iv. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
- v. Please note that participants using Mobile Devices or Tablets or Laptops or accessing the internet 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.
- vi. **Submission of Questions / queries prior to e-AGM:** Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company's investor email-id i.e., [panyam1956@gmail.com](mailto:panyam1956@gmail.com) and marking a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) mentioning their name, DP ID- Client ID/ Folio number at least 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, members' questions will be answered only if they continue to hold the shares as on cut-off date.
- vii. **Speaker Registration before e-AGM:** In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com> and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in note no. 18(vi) above.
- viii. Members who wish to inspect, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to [panyam1956@gmail.com](mailto:panyam1956@gmail.com).

**19. Instructions for members for remote e-Voting:**

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFin Technologies Private Limited ('remote e-voting'). Members attending the e-AGM who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman.

However, in pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

- i. The remote e-voting facility will be available during the following period:
  - a. Day, date and time of commencement of remote e-voting 24<sup>th</sup> December, 2021 (9.00 A.M. IST) and ends on 29<sup>th</sup> December, 2021 (5.00 P.M. IST).
  - b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed Wednesday 29<sup>th</sup> December, 2021 at 5:00 P.M.
- ii. Details of Website: <https://evoting.kfintech.com>.
- iii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being 23<sup>rd</sup> December, 2021. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.
- iv. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on 26<sup>th</sup> November, 2021 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company after 26<sup>th</sup> November, 2021 being the date reckoned for sending through email, the AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. 23<sup>rd</sup> December, 2021 may obtain the User Id and password in the manner as mentioned below:
  - a. If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS: MYEPWD 'e-voting Event Number + Folio number or DPID Client ID to +91-9212993399.

Example for NSDL: MYEPWD < SPACE > IN12345612345678

Example for CDSL: MYEPWD < SPACE > 1402345612345678

Example for Physical: MYEPWD < SPACE > XXXX1234567890

- b. If e-mail address or mobile number of the Member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a password.
- c. Member may call KFin’s Toll free number 1-800-3094-001. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- v. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin Technologies Private Limited upon expiry of aforesaid period.
- vi. **Details of persons to be contacted for issues relating to e-voting:**  
Mr. S V Raju, Deputy Vice President-Corporate Registry, KFin Technologies Private Limited, Unit: Panyam Cements and Mineral Industries Limited, Selenium Building, Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Contact Toll Free No.: 18003094001.
- vii. **Details of Scrutinizer:** B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
- viii. The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b> Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting” Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b> To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> Proceed with completing the required fields. Follow steps given in point 1</p>

	<p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e.KFintech.</p> <p>On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>Click on New System Myeasi</p> <p>Login with your registered user id and password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-voting portal.</p> <p>Click on e-voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Proceed with completing the required fields. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-voting is in progress.</p>

Individual Shareholder login through their demat accounts /	You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.
Website of Depository Participant	<p>Once logged-in, you will be able to see e-voting option.</p> <p>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.</p> <p>Click on options available against company name or e-voting service provider - <b>KFintech</b> and you will be redirected to e-voting website of <b>KFintech</b> for casting your vote during the remote e-voting period without any further authentication.</p>

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

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

Login type	Helpdesk details
Securities held with NSDL	Please 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
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43

- ix. The procedure and instructions for remote e-voting facility for shareholders other than individual shareholders holding securities in demat mode and shareholders holding shares in physical mode are provided as follows:
  - a. Open your web browser during the remote e-voting period and navigate to 'https://evoting.kfintech.com'.
  - b. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID /Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
  - c. After entering these details appropriately, click on "LOGIN".  
You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, etc.). The system will prompt you to

change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- d. You need to login again with the new credentials.
- e. On successful login, the system will prompt you to select the e-voting Event Number for Panyam Cements and Mineral Industries Limited.
- f. If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 23<sup>rd</sup> December, 2021 under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut- off date.
- h. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- i. Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- j. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- k. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- l. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).
- m. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: [bssass99@gmail.com](mailto:bssass99@gmail.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download section of <https://evoting.kfintech.com> or contact Mr. S V Raju, Deputy Vice President of KFin Technologies Private Limited at 1800-3094 001 (toll free).

- n. The Scrutinizer's decision on the validity of the vote shall be final.
- o. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.
- p. The Scrutinizer after scrutinizing the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the e-AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
- q. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. [www.panyamcements.com](http://www.panyamcements.com) and on the website of KFin Technologies Private Limited i.e. <https://evoting.kfintech.com>. The results shall simultaneously be communicated to BSE Limited, where the shares of the Company are listed. The result shall also be displayed on the Notice Board at the Registered Office of the Company.
- r. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.

## **20. Instructions for members for Voting during the e-AGM session**

- i. The e-voting window shall be activated upon instructions of the Chairman of the meeting during the e-AGM.
- ii. e-voting during the AGM is integrate with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.
- iii. Members / shareholders, attending the e-AGM through Video Conference, who have not cast their vote on resolutions through Remote e-voting alone shall be eligible to cast their vote through e-voting system available during the e-AGM.
- iv. Members who have voted through Remote e-voting will be eligible to attend the e-AGM. However, they shall not be allowed to cast their vote again during the e-AGM.

## **GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS**

- 21. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s XL Softech Systems Limited on [xlfield@rediffmail.com](mailto:xlfield@rediffmail.com). Members holding shares in demat form may contact their Depository Participant for availing this facility.

22. Members seeking any information/documents referred to in the Notice and the Explanatory statement and with regard to the accounts or any other matter to be placed at the AGM are available for inspection up to the date of AGM and members are also requested to write to the Company on or before 23<sup>rd</sup> December, 2021 through email to panyam1956@gmail.com in for seeking information, if any, the same will be replied by the Company suitably.
23. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
24. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
25. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e- AGM.
26. 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 details to XL Softech Systems Limited.
27. In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021, Notice of the AGM along with the Annual Report 2020-2021 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 for 2020-2021 are also available on the Company's website [www.panyamcements.com](http://www.panyamcements.com) and on the website of e-voting agency KFin Technologies Private Limited at <https://evoting.kfintech.com>.
28. Members may note that the Annual Report for the year 2020-2021 is also available on the Company's website [www.panyamcements.com](http://www.panyamcements.com) for their download.
29. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 65th AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.
30. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.



31. During the 65th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the e-AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the AGM.
32. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.panyamcements.com](http://www.panyamcements.com) and on the website of XL Softech Systems Limited immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai, where the shares of the Company are listed.
33. Since the AGM will be held through VC / OAVM, the Route Map, proxy form and attendance slip are not annexed to this Notice.

By Order of the Board of Directors

Nandyal,  
03 December, 2021

**S. Sreedhar Reddy**  
Managing Director  
DIN No. 01440442

Registered Office:  
C-1, Industrial Estate,  
Nandyal - 518 502  
Kurnool District, Andhra Pradesh

## **Annexure to the Notice of the 65th Annual General Meeting**

### **Annexure 1**

#### **Statement pursuant to Section 102(1) of the Companies Act, 2013**

As required by Section 102 of the companies Act, 2013("Act"), the following Explanatory sets out all material facts relating to the business mentioned under Item 2 of the accompanying Notice dated 3<sup>rd</sup> December, 2021.

#### **Item No. 2:**

As per Provision of section 12 of the Companies Act, 2013 read with Rule 27 of Chapter II The Companies (Incorporation) Rules, 2014 relating to the procedure to be followed for, shifting of registered office of the Company which falls outside the local limits of the town for which shareholders' approval is required.

The Registered office of the Company is presently situated in C-1, Industrial Estate, Bommalasatram, Nandyal-518 502, Kurnool District, Andhra Pradesh, it is proposed to shift the registered office of the Company to Cement Nagar-518 206, Kurnool District, Andhra Pradesh, where the manufacturing unit is situated and which is a place falls outside the local limits of the town where the company's registered office is presently situated which is within the same State, with a view to improve the operational convenience.

The IMC proposed special resolution to the members of the Company for their consideration and approval.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

By Order of the Board of Directors

Nandyal,  
03 December, 2021

**S. Sreedhar Reddy**  
Managing Director  
DIN No. 01440442