

PANYAM CEMENTS AND MINERAL INDUSTRIES LIMITED

CIN: L26940AP1955PLC000546

Registered Office: 10/156, Betamcherla Road, Betamcherla, Cement Nagar, Kurnool-518 502,
Andhra Pradesh

NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY

The Hon'ble National Company Law Tribunal, Amaravati Bench, ("NCLT"), vide its order dated 14th 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 order dated 25th June, 2021 read with corrigendum order dated 10th July, 2023 approved the Resolution Plan for revival of the Company. Thereafter, the Joint Lenders at their meeting held on 06th July, 2021 nominated the members of Implementation and Monitoring Committee (IMC) to oversee implementation of approved resolution plan and look after affairs of the Company. The said IMC has discharged their duties in their last meeting held on 13th January, 2023 and handed-over the affairs of the Company to the new board of directors.

Notice is hereby given that the 67th Annual General Meeting of members of Panyam Cements and Mineral Industries Limited (the Company) will be held on Friday, 29th September, 2023 at 12:00 p.m. IST, through Video Conferencing/ Other Audio Visual Means (VC/OAVM) [The venue of the meeting shall be deemed to be the registered office of the Company at 10/156, Cement Nagar, Betamcherla, Nandyal-518206, Andhra Pradesh] to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENT FOR THE FY 2022-23.

To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2023 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 31st March 2023 together with the reports of the Directors and Auditors thereon be and is hereby received, considered, approved and adopted.

2. TO RE-APPOINT THE RETIRING DIRECTOR BY ROTATION.

To re-appoint the retiring director, Mr. Narayanasamy Elamaran (DIN: 01744259), who retires by rotation and being eligible, offers himself for re-appointment as director and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Narayanasamy Elamaran (DIN: 01744259) who retires by rotation in accordance with Section 152 of the Companies, Act, 2013 be and is hereby reappointed as a director liable to retire by rotation."

SPECIAL BUSINESS:

3. TO SUBSTITUTE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to section 13, section 61 and any other applicable provisions of Companies Act, 2013 read with relevant rules (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of members be and is hereby accorded to amend the authorised share capital of the Company to Rs. Rs.21,50,00,000/- (Rupees Twenty One Crores and Fifty Lakhs only) divided into 2,15,00,000 (Two Crores and Fifteen Lakhs) equity shares of Rs.10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT Board of Directors of the Company is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

4. TO ALTER AND ADOPT MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:

To consider and if thought fit, to pass with or without modifications, the following Resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by renaming Clause III(A), replacing object no. 18 (a) to 18(aa) with new set of objects under Clause III(B) 1 to 37 which are necessary for furtherance of the objects specified in Clause III (A), renaming Clause IV and insertion of clause serial no. ‘VI’.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and Clause IV of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause IV - The Liability of the member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT Board of Directors of the Company is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

5. TO ALTER AND ADOPT ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013.

To consider and if thought fit, to pass with or without modifications, the following Resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with relevant rules in force (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table F of the Schedule I of the Act, consent of members be and is hereby accorded for alteration of Articles of Association of the Company by replacing the existing set of Articles of Association of the Company with a new set of Articles of Association.

RESOLVED FURTHER THAT Board of Directors of the Company is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

6. TO APPROVE RELATED PARTY TRANSACTIONS.

To consider and if thought fit, to pass with or without modifications, the following Resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended if any, approval of the members be and is hereby accorded to Board of Directors of the Company (the “Board” which expression shall also include a committee thereof) to enter into contract(s)/ arrangement(s)/ transaction(s) (including any modifications, alterations or amendments thereto) with the following related party, on such terms and conditions as the Board of Directors may deem fit, provided that the terms of said contract(s)/ arrangement(s)/ transaction(s) so carried out with the terms of the Related Party shall be in the ordinary course of business at arms’ length price on continuous basis.

S. No	Name of related party	Nature of relationship	Monetary value of transaction in crores (over & above the limits specified under section 188 read with rule 15 but not exceeding on aggregate)	Name, material terms and particulars of arrangements/ contracts
1.	R V Consulting Services Private Limited	Promoter	Upto Rs.200 Crores per annum	Availing their support services including maintenance of cement plant in ordinary course of business at arm’s length price on continuous basis.
2.	Sagar Cements Limited	Promoter Group	Upto Rs.100 Crores per annum	Purchase/ sale of Clinker or Cement in ordinary course of business at arm’s length price on continuous basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions not exceeding the limits as mentioned above and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or officer(s) of the Company and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the said transaction and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors
For **PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED**

Date: 04th September, 2023

Place: Hyderabad

Sd/-
SAI PRASHANTH GUJJA
COMPANY SECRETARY

Notes:-

1. This Annual General Meeting is convened through Video Conferencing (“VC”)/Other Audio-Visual Means(“OAVM”) pursuant to General Circular number 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/20 dated 05.05.2020, 28/2020 dated 17.08.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022 and 10/2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs (MCA) which allows the companies to hold the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), 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 and SEBI Circulars, the 67th Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means (“VC /OAVM”) (hereinafter referred to as “AGM” or “e-AGM”).
3. **e-AGM:** The company has appointed M/s KFin Technologies Limited (“KFIN”), as the authorized agency 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, normally, 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/OAVM, physical attendance of Members has been dispensed with. Further as per the MCA Circulars and SEBI Circular, the facility for appointment of proxies by the Members will not be available for the e-AGM.
5. 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 cs@bssandassociates.com with a copy marked to evoting@kfintech.com and Company's email id at pcmilcao@panyamcements.in.

6. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the special business under Item No.3 to 6 of the accompanying Notice, is given in the Annexure-1. The Board at its meeting held on 22nd May, 2023 considered all the special businesses mentioned in the notice of the AGM, as being unavoidable and be transacted at the 67th AGM of the Company.
7. The relevant details required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment / re-appointment at this AGM are given in the Annexure-2.
8. 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.
9. **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 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.19 below for detailed instructions for participating in the e-AGM through video Conferencing.
10. 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.
11. As per the MCA Circular, facility of joining the e-AGM through VC/OAVM shall be available for 1000 members 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.
12. 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 (the Act).
13. **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 Limited. Kindly refer Note No.20 below for detailed instruction for remote-voting.
14. **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 Limited in the Video

Conferencing platform during the e-AGM. Kindly refer Note No.21 below for instruction for e-voting during the AGM.

15. The Company has fixed 21st September, 2023 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.
16. The Register of Members and Transfer Book of the Company will be closed from 22nd September, 2023 to 29th September, 2023 (both days inclusive).
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the e-AGM along with the Annual Report for the financial year ended on 31st March, 2023 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 <https://www.panyamcements.in>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The same is also available on the website of KFin Technologies Limited at their website address <https://evoting.kfintech.com>.
18. **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 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.
 - ii. Those members who have registered their e-mail address, mobile no., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting XL Softech Systems Limited, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.
19. **Instructions to the Members for attending the e-AGM through Video Conference.**
 - i. **For Attending the e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies 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 (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 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. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.
- vii. **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., pcmilcao@panyamcements.in 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 of cut-off date.
- viii. **Speaker Registration before e-AGM:** In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholders 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. 19(vii) above.
- ix. 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 pcmilcao@panyamcements.in.

20. **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 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 9th 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 / websites 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 26th September, 2023 (09.00 A.M. IST) and ends on 28th September, 2023 (05.00 P.M. IST).
 - b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed Thursday, 28th September, 2023 at 05:00 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 21st September, 2023. 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 05th September, 2023 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 05th September, 2023 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. 21st September, 2023 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./ DP ID Client ID, the Member may send SMS: MYEPWD 'e-voting Event Number + Folio number or DP ID 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./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call KFin’s Toll free number 1-800-3094-001. Member may also send an e-mail request to 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 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 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.: 1800-3094-001.
- vii. **Details of Scrutinizer:** Shri. S. Srikanth, Partner. Representing M/s.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. A Member can opt only for single mode of voting i.e., through remote e-voting or voting at the e-AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the e-AGM shall be treated as invalid.
- ix. 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>1. User already registered for IDeAS facility:</p> <p>Visit URL: https://eservices.nsdl.com</p> <p>Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”</p> <p>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>2. User not registered for IDeAS e-Services</p> <p>To register click on link: https://eservices.nsdl.com/</p> <p>Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <p>Open URL: https://www.evoting.nsdl.com/</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 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>1. Existing user who have opted for Easi / Easiest</p> <p>Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: https://www.cdslindia.com/ Click on New System Myeasi</p> <p>Login with your registered user id and password.</p> <p>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>2. User not registered for Easi/Easiest</p> <p>Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields.</p>

	<p>Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the eVoting website of CDSL</p> <p>Visit URL: https://www.cdslindia.com/</p> <p>Provide your demat Account Number and PAN No.</p> <p>System will authenticate user by sending OTP on registered Mobile & 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 Website of Depository Participant	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</p> <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 - KFinTech and you will be redirected to e-voting website of KFinTech 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 websites.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

- x. 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. 21st September, 2023 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: cs@bssandassociates.com with a copy to evoting@kfintech.com and pcmilcao@panyamcements.in. They shall 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 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 two working days 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. <https://www.panyamcements.in> and on the website of KFin Technologies 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.

21. **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

- 22. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by June 30, 2023. Post June 30, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhar number. The folios in which PAN is / are not valid as on the notified cut-off date of June 30, 2023 or any other date as may be specified by the CBDT, shall also be frozen.
- 23. Updation of Members' details: Pursuant to the SEBI Circular No(s). SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/23 dated February 24, 2022 and SEBI/HO/MIRSD/RTAMB/CIR/P/2021/601 dated July 23, 2021, Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, KYC details, Nomination details, bank mandate details for payment of dividend etc. Members holding shares in physical form are requested to furnish the above details to the Company or XL Softech Systems Limited, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.

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.

Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS), they should update their NECS / ECS details with the Company's Registrar and Share Transfer Agents i.e., XL Softech Systems Limited (for the shares held in physical form) and their respective Depository Participants (for the shares held in electronic form).

Members who are holding the shares in physical form are requested to execute the ISR Form-1 & ISR Form-2 to update the changes, if any, in their registered address, signature, contact details, Bank Mandate etc., and to update their PAN number, Phone number, Email address, demat account details etc., and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 8.

Members can execute the Form No. SH-13, Form ISR-3 & Form No. SH-14 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

and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 for registration of nomination, declaration Form for opting-out of Nomination and cancellation or variation of nomination respectively and send to the Company's Registrar and Share Transfer Agent indicating their Folio number therein at the address mentioned in Note No. 8.

Members holding shares in electronic form are therefore, requested to furnish their details to their respective Depository Participant ("DP") with whom they are maintaining their demat accounts for updating their PAN, KYC details, Nomination and Bank mandate details etc.

24. The members / investors may send their complaints/queries, if any to the Company's Registrar and Share Transfer Agents' e-mail id: xlfield@gmail.com or to the Company's official e-mail id: pcmilcao@panyamcements.in.
25. 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 21st September, 2023 through email to pcmilcao@panyamcements.in in for seeking information, if any, the same will be replied by the Company suitably.
26. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition and relodgedtransfers of securities.
27. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission and Transposition etc). In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice for dematerializing the same. Members may also contact the Company or its Registrars and Transfer Agents, XL Softech Systems Limited for assistance in this regard.
28. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
29. 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.
30. Members may note that the Annual Report for the year 2022-2023 is also available on the Company's website www.panyamcements.in for their download.

31. 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 67th AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.
32. 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.
33. 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.
34. During the 67th 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.
35. The transcript of this meeting, shall be made available on the website of the company.
36. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.panyamcements.in 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.
37. 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
For **PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED**

Date: 04th September, 2023
Place: Hyderabad

Sd/-
SAI PRASHANTH GUJJA
COMPANY SECRETARY

Annexure to the Notice of the 67th 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 3 to 6 of the accompanying Notice dated 04th September, 2023.

ITEM NO.3: TO SUBSTITUTE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

It is to inform that the authorised share capital of the Company as per Capital Clause V of Memorandum of Association (MOA) of the Company stands as detailed below:

S. No.	No. of shares	Particulars	Share Capital (In Rs.)
a)	5,500	Redeemable 'A' Cumulative Preference Shares of Rs. 100/- each	5,50,000
b)	23,500	Redeemable 'B' Cumulative Preference Shares of Rs. 100/- each	23,50,000
c)	21,000	Redeemable 'C' Cumulative Preference Shares of Rs. 100/- each	21,00,000
d)	2,50,000	Preference Shares of Rs. 100/- each	2,50,00,000
e)	1,85,00,000	Equity Shares of Rs. 10/- each	18,50,00,000
		Total	21,50,00,000

As the company is currently not having any preference shares and to have an open option for further issue of equity shares or conversion of loan into equity on later days, the board recommended for amendment of capital clause as mentioned above to Rs.21,50,00,000/- (Rupees Twenty One Crores and Fifty Lakhs only) divided into 2,15,00,000 (Two Crores and Fifteen Lakhs) equity shares of Rs.10/- (Rupees Ten only) each.

The board deems this to be desirable and beneficial to the Company and hence it recommends the said resolution No. 3 for approval by the members of the Company by an ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested in the said resolution.

ITEM NO. 4: TO ALTER AND ADOPT MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013.

It is to inform that the existing Memorandum of Association (MOA) of the Company was prepared under the Indian Companies Act, 1913 and amendments were made after obtaining necessary approvals as and when required by the erstwhile management. In order to have uniformity with the current Companies Act, 2013, it is proposed to amend the Memorandum of Association of the Company as per Schedule-I Table-A under section 4 of Companies Act, 2013.

The board in its meeting held on 04th September, 2023 recommended for approval of members for adoption of revised Memorandum of Association, by renaming Clause III(A) & Clause IV, replacing objects no. 18 (a) to 18(aa) with new set of objects under Clause III(B) 1 to 37 for furtherance of main objects of the Company under Clause III(A) and insertion of clause serial no.VI, and hence the resolution No. 4 is recommended for approval of the members by special resolution.

None of the Directors and the Key Managerial Personnel of the Company is concerned or interested in the said resolution.

ITEM NO. 5: TO ALTER AND ADOPT ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013.

It is to inform that the existing Articles of Association (AOA) of the Company was prepared under the Indian Companies Act, 1913, later repealed and adopted new set of Articles in-line with Companies Act, 1956 vide resolution dated 27th April, 1957 and further amendments were made after obtaining necessary approvals as and when required by the erstwhile management. In order to have uniformity with the current Companies Act, 2013, it is proposed to amend the Articles of Association of the Company as per Schedule-I Table-F under section 5 of Companies Act, 2013.

The board in its meeting held on 04th September, 2023 recommended that the regulations contained in the new articles of association of the Company to be adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company, and hence the resolution No. 5 is recommended for approval of the members by special resolution.

None of the Directors and the Key Managerial Personnel of the Company is concerned or interested in the said resolution.

ITEM NO. 6: TO APPROVE RELATED PARTY TRANSACTIONS.

The Company is engaged in the business of cement of cement production. R V consulting Services Private Limited., Promoter of the Company having significant experience in setting up Cements Plants with good technical standing and providing consultancy for such plants in improving its efficiency along with other services, which are required by the Company. Pursuant to section 188 of the Companies Act, 2013 read with rule 15(3) of Companies Meetings of Board and its Powers) Rules, 2014, if the value of any contract or arrangement with respect to clauses (a) to (g) of Sub-Section (1) of Section 188, exceed the limits specified therein, prior approval of the company by an ordinary resolution is required.

Accordingly, considering the present business scenario of the Company, the Audit Committee and the Board of Directors in their respective meeting held on 04th September, 2023 recommended to place the related party transaction(s) details as mentioned below before the members and seek their approval by way of a Special Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 to enable the Company to enter into the subject related party transactions.

S. No.	Description	Details	
(a)	Name of the related party	R V Consulting Services Private Limited	Sagar Cements Limited
(b)	Name of the Director or Key Managerial Personnel	Nil	Nil

	who is related, if any.		
(c)	Nature of relationship	Promoter	Promoter Group
(d)	Nature, material terms, monetary value and particulars of the contract or arrangements.	Improvement of cement plant facility, Colony repairs and to avail their support services in ordinary course of business at arms' length price.	Purchase/ sale of Clinker or Cement in ordinary course of business at arm's length price on continuous basis at arms' length price.
(e)	Any other information relevant or important for the members to take decision on the proposed resolution.	Nil	Nil

The proposal mentioned above is in the interest of the Company and the Board recommends the resolution set out in the Item no. 6 of the accompanying notice as a Special Resolution.

None of the Directors or Key Managerial Personal of the Company is concerned or interested in the said resolution.

By Order of the Board of Directors
For **PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED**

Date: 04th September, 2023
Place: Hyderabad

Sd/-
SAI PRASHANTH GUJJA
COMPANY SECRETARY

ADDITIONAL INFORMATION

[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015]

(Details of Mr. Narayanasamy Elamaran, Non-Executive Director of the Company, liable to retire by rotation seeking re-appointment at the Annual General Meeting)

S. No.	Particulars	Details
1.	Name of the Director	Mr. Narayanasamy Elamaran
2.	DIN	01744259
3.	Date of birth	13/07/1970
4.	Qualification	Graduate
5.	Brief Resume	A mechanical engineering graduate with expertise in construction industry over 2 decades.
6.	Experience in specific functional areas	Automobile gear solutions and construction industry
7.	Skills and capabilities of Independent Directors	NA
8.	Nature and terms & conditions of appointment	Appointment as Non-Executive Director
9.	Date of first appointment on board	20/12/2022
10.	Directorship in other listed companies	Nil
11.	Membership of Audit/ Shareholders or investors grievance committees of other public companies	Nil
12.	Shareholding in the Company	Nil
13.	Inter-se relationship with other Directors, Managers or other Key Managerial Personnel of the Company	Related to Mrs. Srinisha Jagathrakshakan
14.	Details of remuneration sought to be paid.	Nil
15.	The number of board meetings attended during the year.	2

By Order of the Board of Directors
For **PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED**

Date: 04th September, 2023
Place: Hyderabad

Sd/-
SAI PRASHANTH GUJJA
COMPANY SECRETARY