

A. SREENIVASA REDDY
ADVOCATE



H.No. 25/512-A, Srinivasa Nagar
NANDYAL - 518 501.
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REPORT OF SCRUTINIZER **(e-voting)**

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) (XI) of the Companies Act (Management and Administration) Rule, 2014.

To

The Chairman
M/s.Panyam Cements & Mineral Industries Limited
Registered Office:
C-1, Industrial Estate
NANDYAL 518 501.

S. Sreedhar Reddy
27/9/2014.

The 58th Annual General Meeting of the shareholders of M/s. PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED to be held on Saturday, the 27th September, 2014 at 11.45 A.M.

Dear Sir,

I, A.Sreenivasa Reddy, Advocate, Nandyal was appointed as Scrutinizer for the 58th Annual General Meeting of the shareholders of M/s. PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED to be held on Saturday, the 27th September, 2014 at 11.45 A.M. at the Registered Office of the Company, C-1, Industrial Estate, Nandyal, Kurnool District, A.P. for the purpose of scrutinizing the E – Voting Process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per the provisions of the Companies Act, 2013 and sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions referred in this report.

I submit my report as under:

1. The E-Voting period remained open from 18th September, 2014 at 10.30 A.M. upto 20th September, 2014 at 5.30 P.M.
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 29th August, 2014 were entitled to vote electronically on the proposed 6 (six) resolutions as mentioned in the Notice of the 58th Annual General Meeting of "Panyam Cements & Mineral Industries " (Item Number 1 to 6 of the Notice of the 58th AGM of Panyam Cements & Mineral Industries Limited.

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3. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
4. The result of the E-Voting is as under:

(a) Resolution 1 – Adoption of Annual Accounts:

Adoption of Financial Statements for the year ended 31st March, 2014:

- (i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
152	8329684	100.00%

- (ii) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
Nil	Nil	Nil

Result: As the number of votes casted in favour of the Resolution is cent per cent and no votes were polled against the resolution, I report that the resolution as set out in the Item No.1 of the AGM Notice has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

(b) Resolution 2 – Reappointment of Sri V.Sureshkumar Shastry as a Director:

Reappointment of Sri V.Sureshkumar Shastry as Director of the Company who retires by rotation/

- (i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
151	8329683	99.99%

(ii) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
001	001	Negligible

Result: As the number of votes casted in favour of the Resolution is i.e. 99.99% which is more than the number of votes cast against i.e. 0.01%, I report that the resolution as set out in the Item No.2 of the AGM has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

(c) Resolution 3 – Reappointment of Sri V.Ramnath as a Director:

Reappointment of Sri V.Ramnath as Director of the Company who retires by rotation/

(iii)Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
151	8329683	99.99%

(iv) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
1	001	Negligible

Result: As the number of votes casted in favour of the Resolution is i.e. 99.99% which is more than the number of votes cast against i.e. 0.01%, I report that the resolution as set out in the Item No.3 of the AGM has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

(d) Resolution 4 – Reappointment of Auditors:

Appointment of M/s.Brahmayya & Co., Chartered Accountants, Adoni as Auditors of the Company and fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
151	8329683	99.99%

(ii) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
1	001	Negligible

Result: As the number of votes casted in favour of the Resolution is i.e. 99.99% which is more than the number of votes cast against i.e. 0.01%, I report that the resolution as set out in the Item No.3 of the AGM has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

(e) Resolution No.5 - Appointment of Smt.V.Aravinda Rani as Director of the Company liable for retirement by rotation:

(i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
151	8329683	99.99%

(ii) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
1	001	Negligible

Result: As the number of votes casted in favour of the Resolution is i.e. 99.99% which is more than the number of votes cast against i.e. 0.01%, I report that the resolution as set out in the Item No.5 of the AGM has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

(f) **Resolution No.6 - Re-appointment of Sri S.Sreedhar Reddy, Managing Director of the Company for a period of five years with effect from 30th October, 2014:**

(i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
152	8329684	100.00%

(ii) Voted **against the** resolution:

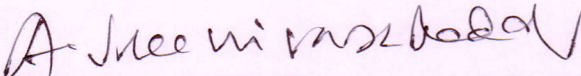
Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
Nil	Nil	Nil

Result: As the number of votes casted in favour of the Resolution is i.e. 99.99% which is more than the number of votes cast against i.e. 0.01%, I report that the resolution as set out in the Item No.6 of the AGM has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Yours faithfully,


(A.SREENIVASA REDDY)

Place: Nandyal
Date: 26.09.2014

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ADVOCATE
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REPORT OF SCRUTINIZER (POSTAL BALLOT)

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) (XI) of the Companies Act (Management and Administration) Rule, 2014.

To
The Chairman
M/s.Panyam Cements & Mineral Industries Limited
Registered Office:
C-1, Industrial Estate
NANDYAL 518 501.

Dear Sir,

The Board of Directors at its meeting held on 13th August, 2014 has appointed me as a scrutinizer for conducting postal ballot voting process and E-voting process in respect of three (3) resolutions contained in the notice of postal ballot dated 13th August, 2014.

Having completed the said process, I submit my report as under:

1. The company has completed the dispatch of postal ballot forms along with postage prepaid business reply envelope on 25th August, 2014 to its members whose name(s) appeared on the Register of Members/list of beneficiaries including by e-mail to all those members who had registered their e-mail ids with the Company.
2. Particulars of all postal ballot forms received from the members including electronic votes have been entered in a register separately maintained for the purpose.
3. The postal ballot forms were kept under my safe custody in sealed and tampered proof ballot boxes before commencing scrutiny of such postal ballot forms.
4. In the case of e-voting, Members demographic details, their voting rights and voting pattern were provided by M/s .XL Softech Systems Limited, Hyderabad.
5. The ballot boxes were opened in my presence.

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6. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company.
7. All postal ballot forms including electronic votes received upto 5.30 P.M. on 20.09.2014, the last date and time fixed by the Company for receipt of the forms/electronic votes, were considered for my scrutiny.
8. Envelopes containing postal ballot forms received after 20.09.2014 were not considered for my scrutiny.
9. Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.

The details of polling results for the item placed for consideration by the members are given below.

I) Resolution 1 of Postal Ballot and Resolution No.7 of AGM Notice:

Resolution under Section 180(1)© of the Companies Act, 2013 authorizing the Board of Directors of the Company to borrow money from time to time upto a limit of Rs.500.00 crores.

Particulars	Through Postal Ballot		Through e-Voting	
	Ballot Papers	No.of shares	Ballot Papers	No.of shares
Number of total votes received	48	8490	149	8326242
Number of valid votes received	19	6889	149	8326242
No. of invalid votes received	29	1601	0	0
	No.of shares		Percentage	
Votes in favour of Resolution	166	8333110	99.99%	
Votes against the Resolution	02	021	Negligible	

Result: As the number of votes casted in favour of the Resolution is i.e. 99.99% is more than the number of votes cast against i.e. 0.01%, I report that the resolution as set out in the Item No.1 of the Notice of Postal Ballot dated 13th August, 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

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II) Resolution 2 of Postal Ballot and Resolution No.8 of AGM Notice:

Resolution under section 180(1)(a) of the Companies Act, 2013 for creating mortgage/charge on the movable/immovable properties to secure the borrowings as may be made by the Company from time to time to the extent permissible under Section 180(1)(c) of the Companies Act, 2013:

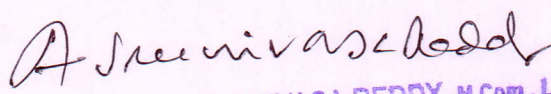
Particulars	Through Postal Ballot		Through e-Voting	
	Ballot Papers	No.of shares	Ballot Papers	No.of shares
Number of total votes received	48	8490	149	8326242
Number of valid votes received	19	6889	149	8326242
No. of invalid votes received	29	1601	0	0
	No.of shares		Percentage	
Votes in favour of Resolution	165	8333070	99.99%	
Votes against the Resolution	03	61	Negligible	

Result: As the number of votes casted in favour of the Resolution is i.e. 99.99% is more than the number of votes cast against i.e. 0.01%, I report that the resolution as set out in the Item No.2 of the Notice of Postal Ballot dated 13th August, 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

III) Resolution 3 of Postal Ballot and Resolution No.9 of AGM Notice:

Resolution under Section 186 of the Companies Act, 2013 for making inter-corporate investments, loans, giving guarantees or providing security in connection with a loan and investment in other securities of bodies corporate beyond the specified percentage.

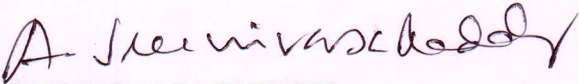
Particulars	Through Postal Ballot		Through e-Voting	
	Ballot Papers	No.of shares	Ballot Papers	No.of shares
Number of total votes received	48	8490	149	8326242
Number of valid votes received	19	6889	149	8326242
No. of invalid votes received	29	1601	0	0
	No.of shares		Percentage	
Votes in favour of Resolution	165	8333070	99.99%	
Votes against the Resolution	03	61	Negligible	


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Result: As the number of votes casted in favour of the Resolution is i.e. 99.99% is more than the number of votes cast against i.e. 0.01%, I report that the resolution as set out in the Item No.3 of the Notice of Postal Ballot dated 13th August, 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

Thanking you,

Yours faithfully.



(A.SREENIVASA REDDY)

Date: 26.09.2014

Place: Nandyal

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ADVOCATE

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REPORT OF SCRUTINIZER
(Physical Voting)

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) (XI) of the Companies Act (Management and Administration) Rule, 2014.

To

The Chairman
M/s.Panyam Cements & Mineral Industries Limited
Registered Office:
C-1, Industrial Estate
NANDYAL 518 501.

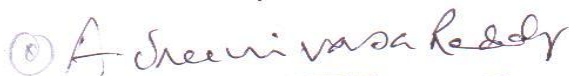
The 58th Annual General Meeting of the shareholders of M/s.PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED was held on Saturday, the 27th September, 2014 at 11.45 A.M.

Dear Sir,

I, A.Sreenivasa Reddy, Advocate, Nandyal was appointed as Scrutinizer for the 58th Annual General Meeting of the shareholders of M/s.PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED held on Saturday, the 27th September, 2014 at 11.45 A.M. at the Registered Office of the Company, C-1, Industrial Estate, Nandyal, Kurnool District, A.P. for the purpose of scrutinizing the Physical Voting Process in a fair and transparent manner and ascertaining the requisite majority on physical voting carried out as per the provisions of the Companies Act, 2013 and sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions referred in this report.

I submit my report as under:

1. The Annual General Meeting was held on Saturday, the 27th September, 2014 at the Registered Office of the Company, C-1, Industrial Estate, Bommalasatram, Nandyal, Kurnool District, A.P.
2. The shareholders holding shares either in physical form or in dematerialized form have attended the meeting.



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3. The General Manager (Corporate Affairs) & Compliance Officer of the Company has informed the members in the meeting that the shareholders who have not opted and cast their votes under e-voting are requested to cast their votes for the 6 (six) resolutions proposed in the Notice of the Annual General Meeting and accordingly the ballot papers were issued.
4. The result of the Physical Voting is as under:

(a) Resolution 1 – Adoption of Annual Accounts:

Adoption of Financial Statements for the year ended 31st March, 2014:

(i) Voted **in favour** of the resolution:

Number of members opted for Physical voting	Number of votes caste by them	% of total number of valid votes cast
25	850	100.00%

(ii) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
Nil	Nil	Nil

Result: As the number of votes casted in favour of the Resolution is cent per cent and no votes were polled against the resolution, I report that the resolution as set out in the Item No.1 of the AGM Notice has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

(b) Resolution 2 – Reappointment of Sri V.Sureshkumar Shastry as a Director:

Reappointment of Sri V.Sureshkumar Shastry as Director of the Company who retires by rotation



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(i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
25	850	100.00%

(ii) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
Nil	Nil	Nil

Result: As the number of votes casted in favour of the Resolution is cent per cent and no votes were polled against the resolution, I report that the resolution as set out in the Item No.2 of the AGM Notice has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

(c) Resolution 3 – Reappointment of Sri V.Ramnath as a Director:

Reappointment of Sri V.Ramnath as Director of the Company who retires by rotation/

(i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
25	850	100.00%

(iii) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
Nil	Nil	Nil

Result: As the number of votes casted in favour of the Resolution is cent per cent and no votes were polled against the resolution, I report that the resolution as set out in the Item No.3 of the AGM Notice has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.


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(ii) **Resolution 4 – Reappointment of Auditors:**

Appointment of M/s.Brahmayya & Co., Chartered Accountants, Adoni as Auditors of the Company and fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
25	850	100.00%

(ii) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
Nil	Nil	Nil

Result: As the number of votes casted in favour of the Resolution is cent per cent and no votes were polled against the resolution, I report that the resolution as set out in the Item No.4 of the AGM Notice has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

Resolution No.5 - Appointment of Smt.V.Aravinda Rani as Director of the Company liable for retirement by rotation:

(i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
25	850	100.00%

(ii) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
Nil	Nil	Nil

ⓧ A. Sreenivasa Reddy

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ADVOCATE

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Result: As the number of votes casted in favour of the Resolution is cent per cent and no votes were polled against the resolution, I report that the resolution as set out in the Item No.5 of the AGM Notice has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

Resolution No.6 - Re-appointment of Sri S.Sreedhar Reddy, Managing Director of the Company for a period of five years with effect from 30th October, 2014:

(i) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
25	850	100.00%

(ii) Voted **against the** resolution:

Number of members present and voting	Number of votes caste by them	% of total number of valid votes cast
Nil	Nil	Nil

Result: As the number of votes casted in favour of the Resolution is cent per cent and no votes were polled against the resolution, I report that the resolution as set out in the Item No.6 of the AGM Notice has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Yours faithfully,



(A.SREENIVASA REDDY)

A. SREENIVASA REDDY, M.Com., L.L.B.,
ADVOCATE

Place: Nandyal

Date: 27.09.2014

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