

# Panyam Cements & Mineral Industries Limited

CIN No. : L26940AP1955PLC000546  
Phone : +91-40-23555317  
Fax : +91-40-23555316  
E-mail : caohyd@panyamcements.com  
Web : www.panyamcements.com



Central Administrative Office :  
Plot No. 188, 1st Floor,  
Phase-II, Kamalapuri Colony,  
Hyderabad - 500 073. TS, INDIA.

The Secretary  
BSE Limited  
Registered Office,  
25<sup>th</sup> Floor, P.J.Towers  
Dalal Street,  
MUMBAI - 400 001

Date: 30/03/2019

Dear Sir,

**Sub: Outcome of the Board Meeting held on 30.03.2019.**

We write to state that the Board of Directors of the company at their meeting held on 30<sup>th</sup> March, 2019 have passed the following resolutions.

1. Acceptance of Resignation letters submitted by Sri V Suresh Kumar Shastry and Sri V Ramnath as Directors of the Company.
2. Election of Sri P. Jayarama Reddy, as Chairman -Board of Directors of the company.
3. Reconstitution of committees.

We are enclosing herewith the resolutions passed by the Board of Directors of the company to the above effect.

Kindly take on record of the said resolutions.

Thanking you,

Yours faithfully,

**For Panyam Cements & Mineral Industries Limited**

*S. Sreedhar Reddy*  
(S Sreedhar Reddy)  
Managing Director.



Encl: As above

# PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED

(CIN: L26940AP1955PLC000546)

Regd. Office: C1, Industrial Estate,  
Bommalasatram, Nandyal - 518501, Kurnool Dist. A.P  
Tel No.: 040-23555317, E-mail ID: caohyd3@panyamcements.com

**CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY ON 30.03.2019 at the Regd. Office, Nandyal, Kurnool Dist. A.P**

## RESIGNATION OF MR. V. SURESH KUMAR SHASTRY AS DIRECTOR

RESOLVED THAT the resignation tendered by Mr. V.Suresh Kumar Shastry from the position of Director of the Company be and is hereby accepted and accordingly Mr. V.Suresh Kumar Shastry, cease to be the Director of the company with effect from 30.03.2019.

RESOLVED FURTHER to appreciate and record the valuable services rendered by Mr. V.Suresh Kumar Shastry during his tenure as Director of the Company.

RESOLVED FURTHER THAT Mr. S Sreedhar Reddy, Director of the Company be and is hereby authorized to file the requisite forms with the Registrar of Companies and to do all such acts and deeds in this regard.

**// CERTIFIED COPY //**  
**For PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED**

*S. Sreedhar Reddy*

**S SREEDHAR REDDY**  
**DIRECTOR**  
**DIN- 01440442**



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## RESIGNATION OF MR. V. RAMNATH AS DIRECTOR

RESOLVED THAT the resignation tendered by Mr. V.Ramnath, from the position of Directors of the Company be and is hereby accepted and accordingly Mr. V.Ramnath, cease to be the Director of the company with effect from 30.03.2019.

RESOLVED FURTHER to appreciate and record the valuable services rendered by Mr. V.Ramnath, during his tenure as Director of the Company.

RESOLVED FURTHER THAT Mr. S Sreedhar Reddy, Director of the Company be and is hereby authorized to file the requisite forms with the Registrar of Companies and to do all such acts and deeds in this regard.

// CERTIFIED COPY //

For PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED

*S. Sreedhar Reddy*

**S SREEDHAR REDDY  
DIRECTOR  
DIN- 01440442**



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## ELECTION OF CHAIRMAN – BOARD OF DIRECTORS

Sri S Panduranga Rao proposed the name of Sri. P. Jayarama Reddy, as Chairman – Board of Directors of the Company and Sri S Sreedhar Reddy, seconded the proposal. There upon the following resolution was passed unanimously.

“RESOLVED THAT in terms of Article 102 of the Articles of Association of the Company, Sri P. Jayarama Reddy (DIN Number 07053207) be and is hereby unanimously elected as Chairman - Board of Directors of the Company with effect from 30<sup>th</sup> March, 2019.”

Sri P. Jayarama Reddy did not take part in the above proceedings.

// CERTIFIED COPY //

For PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED

*S. Sreedhar Reddy*

**S SREEDHAR REDDY  
DIRECTOR  
DIN- 01440442**



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## **RECONSTITUTION OF COMMITTEES OF THE BOARD**

### **RE-CONSTITUTION OF COMMITTEE(S)**

#### **A) RE-CONSTITUTION OF AUDIT COMMITTEE**

"RESOLVED THAT pursuant to the provision of Section 177 of the Companies Act 2013 (as amended or re-enacted from time to time) read with the Articles of Association and rule no 6 of the Companies (Meeting of Board and its Powers) Rules 2014, the Audit Committee of the Board of Directors of the Company be and is hereby re-constituted with Sri S Panduranga Rao, Sri. P Jayarama Reddy and Smt. V Aravinda Rani, Directors of the Company.

RESOLVED FURTHER THAT Sri S Panduranga Rao shall act as Chairman of the Committee and Company Secretary to the Company shall act as its Secretary.

RESOLVED FURTHER THAT the quorum for the Audit Committee shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher."

#### **B) RE-CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE**

"RESOLVED THAT pursuant to the provision of Section 178 of the Companies Act 2013 (as amended or re-enacted from time to time) read with the Articles of Association and rule no 6 of the Companies (Meeting of Board and its Powers) Rules 2014, the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby re-constituted with Sri S Panduranga Rao, Sri. P Jayarama Reddy and Smt. V Aravinda Rani, Directors of the Company.

RESOLVED FURTHER THAT Sri S Panduranga Rao shall act as Chairman of the Committee and Company Secretary to the Company shall act as its Secretary.

RESOLVED FURTHER THAT the quorum for the Nomination and Remuneration Committee shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher."

#### **C) RE-CONSTITUTION OF STAKEHOLDER RELATIONSHIP COMMITTEE**

"RESOLVED THAT pursuant to the provision of Section 178(5) of the Companies Act 2013 (as amended or re-enacted from time to time) read with the Articles of Association, the Stakeholder Relationship Committee of the Board of Directors of the Company be and is hereby re-constituted with Sri S Panduranga Rao, Sri. P Jayarama Reddy and Smt. V Aravinda Rani, Directors of the Company.

RESOLVED FURTHER THAT Smt V Aravinda Rani shall act as Chairman of the Committee and Company Secretary to the Company shall act as its Secretary.

RESOLVED FURTHER THAT the quorum for the Nomination and Remuneration Committee shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher."

#### **D) RE-CONSTITUTION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

"RESOLVED THAT pursuant to the provision of Section 135 of the Companies Act 2013 (as amended or re-enacted from time to time) read with the Articles of Association and Rule 5 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Corporate Social Responsibility Committee of the Board of Directors of the Company be and is hereby re-constituted with Sri S Sreedhar Reddy, Sri. P Jayarama Reddy and Smt. V Aravinda Rani, Directors of the Company.

RESOLVED FURTHER THAT Smt V Aravinda Rani shall act as Chairman of the Committee and Company Secretary to the Company shall act as its Secretary.

RESOLVED FURTHER THAT the quorum for the Nomination and Remuneration Committee shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher."

#### **E) RE-CONSTITUTION OF RISK MANAGEMENT COMMITTEE**

"RESOLVED THAT pursuant to the provisions of the Companies Act 2013 (as amended or re-enacted from time to time) read with the Articles of Association, the Risk Management Committee of the Board of Directors of the Company be and is hereby re-constituted with Sri S Panduranga Rao, Sri. P Jayarama Reddy and Smt. V Aravinda Rani, Directors of the Company.

RESOLVED FURTHER THAT Sri S Panduranga Rao shall act as Chairman of the Committee and Company Secretary to the Company shall act as its Secretary.

RESOLVED FURTHER THAT the quorum for the Nomination and Remuneration Committee shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher."

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**// CERTIFIED COPY //**  
**For PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED**

*S. Sreedhar Reddy*

**S SREEDHAR REDDY**  
**DIRECTOR**  
**DIN- 01440442**

