



30<sup>th</sup> May, 2023

To  
The Secretary  
BSE Limited  
P J Towers, Dalal Street,  
Mumbai – 400 001.

**SCRIP CODE: 500322**

**SCRIP NAME: PANCM**

Dear Sir/Madam,

**Subject:** Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2023.

**Ref:** Regulation 24(A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

With reference to the subject mentioned above, please find the enclosed Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March, 2023.

This is for your information and records.

Thanking you.

Yours Sincerely

For **PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED**

**G SAI PRASHANTH**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: as mentioned above.



# B S S & ASSOCIATES

## COMPANY SECRETARIES

Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad, Hyderabad -500 004

Phone : 040 - 40171671, Cell : 6309490217

E-mail : - cs@bssandassociates.com

### Secretarial Compliance Report of **PANYAM CEMENTS AND MINERAL INDUSTRIES LIMITED** for the year ended March 31, 2023

To,

**PANYAM CEMENTS AND MINERAL INDUSTRIES LIMITED**

CIN: L26940AP1955PLC000546

10/156, Betamcherla Road, Betamcherla,

Cement Nagar, Kurnool, Andhra Pradesh 518206

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **PANYAM CEMENTS AND MINERAL INDUSTRIES LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at 10/156, Betamcherla Road, Betamcherla, Cement Nagar, Kurnool, Andhra Pradesh 518206. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, B S S & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **PANYAM CEMENTS AND MINERAL INDUSTRIES LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,



for the financial year ended March 31, 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

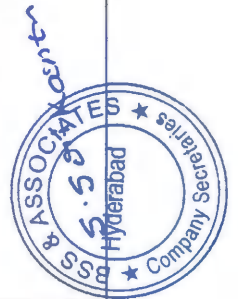
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable during the Review Period;
  - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not applicable during the Review Period;
  - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not applicable during the Review Period;
  - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars / guidelines issued thereunder;



And based on the above examination, we hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below: -

Sl. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall submit a copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders.	Regulation 34 (1) (a) of SEBI (LODR) Regulations, 2015	Delay of 9 days in submission of the Annual Report within the period prescribed under this regulation	-	-	Delay of 9 days in submission of the Annual Report within the period prescribed under this regulation	-	The company has submitted the Annual Report to the Stock Exchange on 17.09.2022 with delay of 9 days.	Noncompliance was due to the company under CIRP and the company has taken note of the same and assured to strict compliance in future.	-
2	The listed entity is required to intimate the trading window closure to Stock Exchange PIT (Regulations) 2015.	Schedule B (4)(2) of SEBI (PIT) Regulations, 2015	Non intimation of Closure of trading window	-	-	Non intimation of Closure of trading window	-	The company has not intimated the trading window closure to the stock exchange	Noncompliance was due to the company under CIRP and the company has taken note of the same and assured to strict compliance in future.	-
3	The listed entity shall submit to the stock exchanges disclosures of related party transactions for every six months within fifteen days from the date of publication of its standalone and consolidated financial results	Regulation 23(9) of SEBI (LODR) regulations, 2015	The Company has not submitted to the stock exchanges disclosures of related party transactions.	-	-	The Company has not submitted to the stock exchanges disclosures of related party transactions.	-	The company has not submitted the related party transactions report to stock exchange.	Noncompliance was due to the company under CIRP and the company has taken note of the same and assured to strict compliance in future.	-

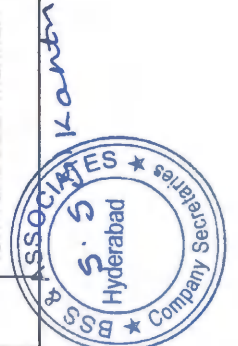


4	The listed entity shall submit annual audited standalone financial results for the financial year, within sixty days from the end of the financial year along with the audit report.	Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015	Delay of 263 days in submission of the annual audited standalone financial results for the financial year ended March 31, 2022.	-	-	Delay of 263 days in submission of the annual audited standalone financial results for the financial year ended March 31, 2022.	The company has submitted the annual audited standalone financial results for the financial year March 31, 2022 on 17.02.2023 with delay of 263 days.	Noncompliance was due to the company under CIRP and the company has taken note of the same and assured to strict compliance in future.	-
5	The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.	Regulation 33(3)(a) of SEBI (LODR) Regulations, 2015	Delay of 54 days in submission of the financial results for the quarter ended June 30, 2022.	-	-	Delay of 54 days in submission of the financial results for the quarter ended June 30, 2022.	the company has submitted the financial results on 07.10.2022 with delay of 54 days	Noncompliance was due to the company under CIRP and the company has taken note of the same and assured to strict compliance in future.	-
6	The listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer agent, wherever applicable, within thirty days from the end of the financial year.	Regulation 7(3) of SEBI (LODR) Regulations, 2015	Delay of 139 days in submission of compliance certificate for the financial year ended March 31, 2022.	-	-	Delay of 139 days in submission of compliance certificate for the financial year ended March 31, 2022.	The company submitted the compliance certificate on 16.09.2022 with delay of 139 days	Noncompliance was due to the company under CIRP and the company has taken note of the same and assured to strict compliance in future.	-
7	The listed entity shall produce a certificate from a practicing company secretary within thirty days from the end of the financial year, certifying that all certificates have been issued within thirty days of the date of requirement for transfer,	Regulation 40 (9) of SEBI (LODR) Regulations, 2015	Non submission of Compliance Certificate for the financial year ended 2021-2022 under this regulation	-	-	Non submission of Compliance Certificate for the financial year ended 2021-2022 under this regulation	The company has not submitted the certificate for financial year ended 31.03.2023. However, the company submitted two half yearly certificates	Noncompliance was due to the company under CIRP and the company has taken note of the same and assured to strict compliance in future.	-

ASSOCIATED COMPANY SECRETARIES  
Hyderabad  
S.S. KANTH  
Company Secretaries



11	The promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year to (a) every stock exchange where the shares of the target company are listed; and (b) the audit committee of the target company.	Regulation 31(4) of SEBI (SAST)	The Promoters of the company did not make declarations as required for the financial year ended March 31, 2022.	-	-	The Promoters of the company did not make declarations as required for the financial year ended March 31, 2022.	The Promoters of the company did not make declarations as required for the financial year ended March 31, 2022.	Noncompliance was due to the company under CIRP and the company has taken note of the same and assured to strict compliance in future.	-
12	Submission of Annual and initial disclosure relating to Fund raising by issuance of Debt Securities by Large Corporates	SEBI circular No. SEBI/HO/DD HS/CIR/P/2018/144 dated November 26, 2018	Delay of 135 days in submission of confirmation that does not fall under category of large corporate.	-	-	Delay of 135 days in submission of confirmation that does not fall under category of large corporate.	The company has submitted on 13.09.2022 with delay of 135 days	Noncompliance was due to the company has taken note of the same and assured to strict compliance in future.	-
13	The disclosures required under sub-regulation (1) and (2) of SEBI (SAST) Reg, 2011 shall be made within two working days of the receipt of intimation of allotment of shares or the acquisition [or the disposal] of shares or voting rights in the target company	Regulation 29 (3) of SEBI (SAST) Regulations, 2011	Non submission of disclosures under this regulation	-	-	Non submission of disclosures under this regulation	The company has received disclosures from promoters under regulation 29 (1) of SEBI (SAST) Regulations, 2011. But the company did not disclose to stock exchange	The company has taken note of the same and assured to strict compliance in future.	-
14	The disclosures required under sub-regulation (1) (b) of SEBI (PIT) Regulations, 2015 shall be made in such form and such manner.	SEBI (PIT) Regulations, 2015 (Regulation 7 (2) read with Regulation 6(2)	Non submission of disclosures under this regulation	-	-	Non submission of disclosures under this regulation	The company has not disclosed to stock exchange	The company has taken note of the same and assured to strict compliance in future.	-

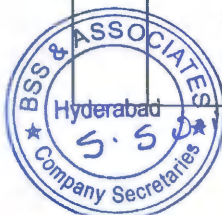


(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	Not Applicable during the period under review
2	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>	NA	Not Applicable during the period under review
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed</p>	NA	Not Applicable during the period under review





	<p>resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	Not Applicable during the period under review

III Based on our examination and verification of the documents and also the information provided by the Company and its officers during the conduct of audit, we hereby affirm in the below tabled manner as per BSE Notice No. 20230410-41 dated 10.04.2023 and amendments thereof:

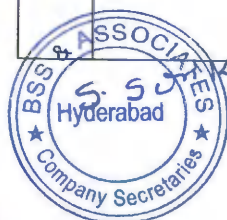
Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	The company was under the CIRP from 14.05.2020 and the NCLT has issued final order dated 25th June, 2021 and the New management of the Company has taken over the management of the Company with effect from 13th January, 2023 and the new board started compliance of the Secretarial Standards regarding conducting Board Meetings.
2.	<p><u>Adoption and timely up-dation of the Policies:</u></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations / circulars / guidelines issued by SEBI.</li> </ul>	Yes	All the policies of the company have been effective from 13th January, 2023



3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	Nil
4.	<p><u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	Nil
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) disclosure requirement of material as well as other subsidiaries</p>	NA	Nil
6.	<p><u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	<p>The company was under CIRP process and the new promoters of the Company took over the management in place of the suspended /erstwhile Board of Directors and Resolution professional, w.e.f. 13<sup>th</sup> January, 2023.</p> <p>And since the Company was not in operational mode, various compliances were not been submitted during the period of Corporate Insolvency Resolution Process.</p> <p>The newly constituted Board is transitioning the takeover and also evaluating the status of various statutory compliances and collecting the information/documents pertaining to any non-compliances, which process is ongoing and expected to be completed soon.</p> <p>For the CIRP period, it is difficult to comment whether documents were preserved as company was managed under the hands of RP.</p>



7.	<p><u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	The company has conducted performance evaluation of the Board, Independent Directors and the Committees in 4 <sup>th</sup> quarter of the financial year 2022-23.
8.	<p><u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee, in case no prior approval has been approved.</p>	No	The company has not obtained prior approval of Audit Committee as the company is under CIRP and not submitted the Related Party Transactions report.
9.	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	No	The company did not setup any Structured Digital Database (SDD) to capture the details with respect to Unpublished Price Sensitive Information (UPSI) as on 31.03.2023. However, the company has setup SDD on 18.04.2023.
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein</p>	Yes	<p>Sebi on 26.04.2022 imposed a penalty of Rs 14 lakh on Panyam Cement and Mineral Industries Ltd (PCMIL) for flouting norms with respect to issuance of non-convertible debentures.</p> <p>The fine has been levied for violating several provisions of LODR (Listing Obligations and Disclosure Requirements) rules.</p>



			In an order, the regulator said that PCMIL failed to inform BSE about the default in payment of interest/principal in respect of Non-Convertible Debentures (NCDs) apart from other disclosure lapses. The Company went to Securities Appellate Tribunal (SAT) and they passed an order quashing SEBI penalty. However, SEBI went for an appeal against SAT Order to Supreme Court.
12.	<u>Additional Non-compliances, if any:</u> <u>No</u> any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	Yes	Nil

Panyam Cements and Mineral Industries Limited was under Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code 2016 (IBC) in terms of Order passed by the Hon'ble National Company Law Tribunal (NCLT), Amravati Bench with effect from 14th May, 2020. The Hon'ble NCLT, Amravati Bench has approved the Resolution Plan submitted by RV Consulting Services Private Limited and Sagar Power Limited as joint bidders vide Order dated June 25, 2021, read with revised order dated July 10, 2021.

Upon approval of the plan by the Hon'ble NCLT, Implementation and Monitoring Committee (IMC) has been constituted for the purpose of implementation of the approved Resolution Plan and they have successfully completed the implementation of Resolution Plan, appointed new board of directors in consultation with the Resolution Applicants, discharged their duties and handed-over the company affairs to the new board of directors in their meeting held on January 13, 2023. The new Board of the company took the control over the company operations with effect from 13.01.2023.

Further, in terms of Regulation 15(2A) and (2B) of SEBI (LODR) Regulations, 2015, the provisions specified in regulation 17, 18, 19, 20 and 21 are not applicable during the CIRP period.

The company has allotted 76,20,330 equity shares on 03.02.2023 as per resolution Plan approved by the Hon'ble NCLT, Amravati Bench, vide its order dated 25<sup>th</sup> June, 2021 read with corrigendum order dated 10th July, 2021 under Insolvency & Bankruptcy Code, 2016.

It is observed that Company's shares are presently under suspension (BSE), (as on the date of issue of this Report), for non-payment of Annual Listing fees and for violation of SEBI and exchange Regulations.

The company has not complied all applicable compliances of SEBI (LODR) till January 13, 2023 as the company was under the CIRP process and new board took over the management of the company w.e.f. 13<sup>th</sup> January, 2023. For the CIRP period, it is difficult to comment whether compliances are made as per SEBI Regulations as company was managed under the hands of implementation Management Committee to complete the implementation of the approved Resolution Plan.



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For B S S & Associates  
Company Secretaries



S. Srikanth

S.Srikanth  
Partner

Date: 29.05.2023  
Place: Hyderabad

ACS No.: 22119; C.P. No.: 7999  
UDIN: A022119E000408571  
Peer Review No.726/2020