

**BOARD OF DIRECTORS**

**S.P.Y. REDDY**  
*Chairman*

**S. SREEDHAR REDDY**  
*Managing Director*

**V. RAMNATH**

**D. KRISHNA MOHAN**

**A. V. NARASIMHA REDDY**

**DR. R. K. PRASAD SUNKARA**

**A. SATHYA BHUSHANA RAO**  
(Alternate Director to Dr.R.K.Prasad Sunkara)

**REGISTRAR & SHARE  
TRANSFER AGENTS**

**XL Softech Systems Limited**  
3, Sagar Society, Road No.2,  
Banjara Hills, Hyderabad - 500 034

Phone Nos : 040-23545913/14/15  
Fax No : 040-23553214  
Email:xlfield@rediffmail.com

**CENTRAL ADMINISTRATIVE OFFICE :**  
Plot No.188, Phase II,  
Kamalapuri Colony,  
Hyderabad 500 073.  
Telephone Nos.040-23555317  
Fax No.040-23555316  
E-mail:panyamcementcao@gmail.com.  
Website:panyamcements.net

**AUDITORS**

**Brahmayya & Co.**  
Chartered Accountants  
Adoni 518 301.

**COST AUDITOR**

**Aruna Prasad**  
Cost Accountant  
Plot No. 802,  
64<sup>th</sup> Street,  
10th Sector, K.K. Nagar,  
Chennai - 600 078.

**BANKERS**

**Indian Overseas Bank**  
Adarshnagar  
Hyderabad - 500 063.

**State Bank of Hyderabad**  
Overseas Branch  
Somajiguda  
Hyderabad

**REGISTERED OFFICE**

C-1, Industrial Estate  
Bommalasatram,  
Nandyal - 518 502  
Kurnool District, A.P.

Telephone Nos.08514-222274  
Fax No. : 08514-243106

**CEMENT WORKS:**

**Cementnagar - 518 206**  
Kurnool District, A.P.

Telephone No. : 08516-274638  
Fax No. : 08516-274644  
E-mail : panyamcement@gmail.com

**PANYAM CEMENTS & MINERAL INDUSTRIES LIMITED**

Registered Office::C-1 Industrial Estate  
Nandyal, Kurnool District - 518 502. A.P.

**NOTICE**

Notice is hereby given that the Fifty Fourth Annual General Meeting of the Members of the Company will be held on Saturday, the 14<sup>th</sup> August, 2010 at 11.30 A.M. at the Conference Hall of Nandi Group, Industrial Estate, Nandyal, Kurnool District, A.P. to transact the following business:

**Ordinary Business**

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2010 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors.
2. To appoint a director in place of Sri D.Krishna Mohan, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Dr.R.K.Prasad Sunkara, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint auditors and fix their remuneration. The retiring Auditors M/s. Brahmayya and Co., Chartered Accountants, Adoni are eligible for reappointment.

**By Order of the Board of Directors**  
For Panyam Cements & Mineral Industries Ltd

**S.Sreedhar Reddy**  
Managing Director

**Place: Hyderabad**  
**Dt:- 29<sup>th</sup> May, 2010**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and the Share Transfer Books of the Company remain closed from 09.08.2010 to 14.08.2010 (both days inclusive).
4. Information as required by clause 49 (VIA) of the Listing Agreement:

As required by clause 49(VIA) of the Listing Agreement with the Stock Exchange, the information relating to the Directors proposed to be appointed /reappointed is provided hereunder:

**Sri D.Krishna Mohan**, aged about 46 years, is an Engineering Graduate and having about 17 years of business/industrial experience in different fields.

**Dr. R.K.Prasad Sunkara**, aged about 60 years is a Doctor by profession having practice at USA. He is having a total experience of about 32 years in medical field.

**DIRECTORS' REPORT :**

To  
The Members

Your Directors present the 54<sup>th</sup> Annual Report and Audited Statement of Accounts for the year ended 31st March, 2010:

**FINANCIAL RESULTS :**

	Year ended 31 <sup>st</sup> March 2010	(Rs. in lakhs) Year ended 31 <sup>st</sup> March 2009
<b>Income :</b>		
Gross Sales	15943.90	21537.18
Other Income	1404.26	1931.09
	<hr/>	<hr/>
	17348.16	23468.27
	<hr/>	<hr/>
Profit before interest and depreciation	3905.28	5962.03
Less : Interest	1212.14	1472.92
Less : Depreciation	338.84	332.53
	<hr/>	<hr/>
Net Profit before Deferred Revenue Expenses and prior period expenses / income	2354.30	4156.58
Less : Deferred Revenue Expenses Written off	282.85	282.85
Less : Prior Period Expenses / Income	(-) 17.46	3.66
	<hr/>	<hr/>
Net Profit for the year before Tax	2053.99	3877.39
Provision for Tax - Fringe Benifit Tax	-	10.00
- Income Tax for the year	600.00	400.00
- Income Tax for earlier years		20.84
	<hr/>	<hr/>
Net profit after Tax	1453.99	3446.55
Loss brought forward from previous year	(5259.65)	(8706.20)
	<hr/>	<hr/>
Loss carried to Balance Sheet	(3805.66)	(5259.65)
	<hr/>	<hr/>

The performance of the Cement Unit during the year under review was satisfactory. The company has produced during the year 2009-10 433034 M.Tonnes of cement as against 503252 M.Tonnes in the previous year, registering a capacity utilization of 82% as against 95% in the previous year. The reduction in production was due to power cuts imposed by the Government during the last quarter of the year 2009-10.

The gross sales for the year under report was Rs.15943.90 lakhs as against Rs.21537.17 lakhs in the previous year. The net profit after tax for the year was Rs.1453.99 lakhs as against Rs.3446.55 lakhs in the previous year. The decrease in turnover for the year 2009-10 was on account of lower volume of sales due to sluggish in the open market and by government project works in the district on account of floods in October, 2009 and also due to fall in sale price of cement due to recession during the last two quarters of the year 2009-10. The net profit for the year 2009-10 was also decreased due to low realization and reduction in sales volumes during the last two quarters of the year under report.

As mentioned in the last year's report the developer, M/s. Bhimshankar Realtors Private Limited has already taken up the civil works to complete the apartments by the end of 2011. As on date in four blocks roofs have been completed upto 3<sup>rd</sup> floor and in the remaining six blocks the basement work is in progress.

**MODERNISATION OF THE CEMENT UNIT:**

The modernization of Kiln No.1 for increasing its capacity from 550 M.Tonnes per day to 1800 M.Tonnes per day was successfully completed in April, 2010 and the trial runs are under progress and the production will be commenced during June 2010. The Modernisation project was financed by Indian Overseas Bank and State Bank of Hyderabad.

**DIVIDEND:**

Your Directors regret their inability to recommend any dividend on Equity Shares in view of the carry forward losses. Consequently the payment of dividend in respect of Redeemable "C" Cumulative Preference Shares held by the Financial Institutions also has been passed over.

**PUBLIC DEPOSITS:**

The Company has not accepted any public deposits under Section 58-A of the Companies Act, 1956.

**CURRENT WORKINGS AND PROSPECTS:**

The working of the Cement Unit is satisfactory and the management is focusing on the reduction of consumption cost of power and fuel.

Cement demand outlook for the current financial year is expected to be good on account of increasing trend due to boom in construction and infrastructural activities. The Government of India and State Governments have been taking various steps to promote industrial growth by implementing various housing and infrastructural projects like housing schemes, major irrigation projects, national and state highways, air ports and water ports etc. These measures will boost the demand for cement.

Further, the company has successfully completed the Modernisation of Kiln I for increasing the production. In order to meet the requirements of the kiln at enhanced capacity of 1800 TPD, the management is planning to upgrade the internal plant and machinery for improving its productivity and efficiency. The company is also planning to have railway siding line direct from factory premises to the nearest railway station for fast movement of inward and outward materials at low transportation cost. The estimated cost of the above project is Rs.45.00 crores. The company has approached the Banks for sanction of term loan to part finance the project and the company's request is under active consideration by Banks.

**AUDITOR'S REPORT:**

As regards non-provision of gratuity liability on actuarial valuation in respect of Cement Division employees, the gratuity liability is provided on retirement of employees on a consistent basis.

As regards non-remittance of undisputed statutory dues as mentioned in para (ix) of Annexure to Auditors' Report and interest dues to debenture holders as mentioned in para (xi) of the Annexure to the Report, the Company is clearing the statutory dues in a phased manner and interest dues to one of the debenture holders are under negotiations with the party.

#### EMPLOYEES:

Your Directors wish to place on record their sincere appreciation of the whole-hearted co-operation extended and the valuable contribution made by the employees at all levels.

There are no employees drawing remuneration more than the sum prescribed pursuant to Section 217 (2-A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

#### AUDITORS:

M/s. Brahmayya & Co., Chartered Accountants, Adoni, the Company's statutory auditors retire at the conclusion of the ensuing Annual General Meeting and are eligible for re appointment.

#### DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Sri D. Krishna Mohan and Dr. R.K.Prasad Sunkara will retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

#### DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility statement, it is hereby confirmed:

- that in preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the statement of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;

c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) that the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March, 2010 on a "going concern" basis.

#### AUDIT COMMITTEE:

The Audit Committee consists of Sri D.Krishna Mohan, Sri A.V.Narasimha Reddy and Sri A.Sathya Bhushana Rao. Sri D. Krishna Mohan is the Chairman of the Audit Committee. The management is taking steps to induct a member on the Audit Committee. All are independent and non executive directors. The Audit Committee met four times during last year and reviewed the Internal Audit Reports and quarterly results.

#### CORPORATE GOVERNANCE:

The company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance in terms of clause 49 to the Listing Agreement with the Stock Exchange are complied.

A separate report on Corporate Governance is incorporated along with a certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance and are given separately as a part of the Directors' Report. Further as a part of the report, "Management Discussion and Analysis" has also been furnished.

#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING/OUTGO:

The information required under section 217(l)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988

with respect to these matters are set out in the Annexure I and forms part of the report.

#### COMPLIANCE WITH LISTING AGREEMENT:

##### Clause 43A :

The Equity/Preference Shares of the Company are listed on the Bombay Stock Exchange Limited and the annual listing fee was paid to the said Stock Exchange.

Cash Flow statement is attached as Annexure II and forms part of this report.

#### ACKNOWLEDGEMENTS:

Your Directors are happy to acknowledge the financial assistance given to the Company by the Banks. Your Directors also express their thanks to the various Central and State Government Departments and the shareholders for their support and help extended during the year.

By Order of the Board of Directors  
For Panyam Cements & Mineral Industries Ltd

S.P.Y.REDDY  
Chairman

Place:- Hyderabad  
Dated:- 29<sup>th</sup> May, 2010

# ANNEXURE TO DIRECTORS' REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2010:

## ANNEXURE I

### A. Conservation of Energy:

#### (a) Energy conservation measures taken:

High Efficiency fans are being installed to save energy.

To increase the Mills efficiency, AIA liners are being installed in all the seven mills.

#### (b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:

High Efficiency separators are being installed for better output and energy saving.

#### (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production:

Savings on energy thereby reducing the cost of production.

#### (d) Total energy consumption per unit of production:

Particulars given in Form "A" annexed.

### B) Technology Absorption:

Particulars given in Form "B" annexed.

### C) Foreign Exchange Earnings and Outgo:

#### a) Activities relating to exports, initiatives taken to increase the export, development of new export market for products and services and export plans:

No exports were made during the year under review.

#### b) Total foreign exchange used: Rs.Nil

Total Foreign exchange earned : Rs. Nil

# FORM 'A' FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

Particulars	Unit	CEMENT DIVISION	
		31-03-2010	31-03-2009
A. Power and Fuel Consumption:			
1. Electricity:			
a) Purchased			
Units	000 KWH	62110	68219
Total Amount	Rs. Lakhs	1894.77	2020.04
Average Rate	Rs.per KWH	3.05	2.96
b) Own Generation			
Units	000 KWH	-	-
Units per Litre of Diesel	KWH	-	-
Cost per unit	Rupees	-	-
2 Cost (Mineral Coal C – E Grade)			
Quantity	Tonnes	89713	114062
Total Cost	Rs.Lakhs	3234.51	4578.76
Average Rate	Rs.per MT	3605.40	4014.27
3. Furnace Oil			
Quantity	Kilo.Lts	-	-
Total Cost	Rs.lakhs	-	-
Average Rate	Rs.	-	-
B Consumption per unit of Production:			
Electricity	Kwh/tonne of cement	143	136
Coal	Kgs/tonne of cement	207	226

## FORM "B"

### A. RESEARCH AND DEVELOPMENT (R & D)

#### 1. Specific area in which R & D is carried out by the Company:

The company has not carried out R & D in any specific area.

#### 2. Benefits derived as a result of the above efforts

- Not applicable -

### 3. Future course of action:

The Company has a system of continuously evaluating various production processes for up-gradation

### 4. Expenditure on R and D:

No separate amount is incurred in respect of Research and Development.

### B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

- Not applicable -

**ANNEXURE - II**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED - 31.03.2010**

(Rs. in Lakhs)

	LESS	ADD	NET
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>			
NET PROFIT/LOSS (-) BEFORE TAX			2053.99
ADJUSTMENT FOR :			
Depreciation		338.84	
DRE Written off		282.85	
Extra Ordinary Expenditure / Income			
Dividend Received	0.08		
Interest received/paid	895.11	1212.14	
Profit/Loss on sale of Assets/investments			
Operating Profit before Working Capital Changes	895.19	1833.83	938.64
ADJUSTMENT FOR :			2992.63
Trade and other receivables	352.45		
Inventories	485.56		
Trade payables		489.52	
Deferred Revenue Expenditure			
Working Capital Changes(Use)	838.01	489.52	- 348.49
Cash generated from Operations			2644.14
Less : Interest paid	1212.14		
Dividend Paid	-		
Direct Taxes paid	546.34		1758.48
NET CASH FLOW FROM OPERATING ACTIVITIES			885.66
Extra Ordinary Expenditure / Income			0.00
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchasing / sale of Assets	3803.63		
Purchase / sale of investments			
Interest received		895.11	
Dividend received		0.08	
NET CASH USED IN INVESTING ACTIVITIES	3803.63	895.19	- 2908.44
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>			- 2022.78
Share Capital		0	
Repayment of/ Proceeds from Secured/Unsecured borrowings (Net)		2125.97	
NET CASHFLOW FROM FINANCING ACTIVITIES	0.00	2125.97	2125.97
Net Increase in cash and cash equivalents			103.19
Cash and Cash equivalents as on 01.04.2009			228.90
Cash and Cash equivalents as on 31.03.2010			332.09

**S.P.Y.REDDY**  
Chairman

**S.SREEDHAR REDDY**  
Managing Director

**AUDITORS' REPORT**

The above Cash Flow Statement has been prepared on the basis of audited accounts approved by the Board of Directors and is in agreement with the Profit & Loss Account and Balance Sheet as at 31-03-2010

For **BRAHMAYYA & CO.,**  
Chartered Accountants  
Firm's Registration No.000514S

Place : Hyderabad (Camp)  
Date : 29<sup>th</sup> May, 2010

**B. DAIVADHEENAM REDDY**  
Partner  
M.No. 026450

**CORPORATE GOVERNANCE REPORT :**

**1. Company's Philosophy on Code of Governance:**

The Company believes in adopting and adhering to the best corporate practice and continuously evaluate it against each of such practices. The company understands and respects its fiduciary role and responsibility to all stakeholders and strives hard to meet their expectations. We believe that the corporate governance is an important tool for shareholders protection and maximizing their long-term values. Panyam Cements & Mineral Industries Limited functions keeping in tune with this philosophy.

The fundamental objective of company's Corporate Governance is to adopt a methodology, which enhances effectiveness, better utilization of resources, transparency and harmonious relations between various interest groups. The company has been regular in sending its quarterly compliance report on Corporate Governance to Stock Exchange.

**2. Board of Directors:**

The Companies Act, 1956 and the Listing Agreement with Stock Exchange govern the composition of the Board of Directors of the Company.

The Board comprises of a Chairman, Managing Director and four other Directors. Amongst them, Managing Director is only the Executive Director and all others are Non-Executive Directors.

The Board functions either as a full Board or through Committees. The Board and Committees meet at regular intervals. Policy formulation, evaluation of performance and control functions vest with the Board, while the Committees oversee the share transfers and audit functions.

The Board has constituted four committees viz. the Audit Committee, Share Transfer Committee, Shareholders' Investors' Grievance Committee and Remuneration Committee.

During the year 2009-10, the company convened six Board Meetings on 1<sup>st</sup> June, 2009; 15<sup>th</sup> July, 2009; 29<sup>th</sup> July, 2009; 29<sup>th</sup> August, 2009, 29<sup>th</sup> October, 2009 and 30<sup>th</sup> January, 2010.

The composition of Directors and the attendance at the Board Meetings during the year and the last Annual General Meeting as also number of other Directorships and Committee Memberships are given below:

Sl. No.	Name of the Director	Catagory of Directorship	No. of Board Meetings Attended	Attendance at last AGM held on 29-09-09	No.of other Directorships	No. of Membership Chairmanship in Board / Committess (Including our Company)
1.	Sri S.P.Y.Reddy	Promoter-Chairman	2	Yes	6	3
2.	Sri S.Sreedhar Reddy	Promoter - Managing Director	6	Yes	3	1
3	Sri V.Ramnath	Independent Non-Executive Director	3	No	1	1
4	Sri D.Krishna Mohan	Independent Non-Executive Director	5	Yes	-	3
5	Sri A. V. Narasimha Reddy	Independent Director	6	Yes	2	3
6	Dr.R.K.Prasad Sunkara	NRI-Non-Executive Director	-	No	-	-
7	Sri A.Sathya Bhushana Rao (Alternate Director to Dr.R.K.Prasad Sunkara	Independent Non-Executive Director	4	No	1	2

3) **Audit Committee:**

The Audit Committee met four times during the year i.e. 15<sup>th</sup> July, 2009; 29<sup>th</sup> July, 2009; 29<sup>th</sup> October, 2009 and 30<sup>th</sup> January, 2010.

The role and terms of reference of Audit Committee cover the areas mentioned under clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 besides other terms as may be referred to by the Board of Directors from time to time.

The company continued to derive immense benefit from the deliberations of the Audit Committee comprising of Sri D. Krishna Mohan; Sri A.V. Narasimha Reddy and Sri A. Sathya Bhushana Rao who are independent and Non-Executive Directors. The minutes of each Audit Committee are placed before and discussed by the Board of Directors of the Company.

The attendance at the Audit Committee Meetings is given below:

Sl. No.	Name of the Member	No. of Meeting Held	No. of Meetings Attended
1	Sri D. Krishna Mohan	4	4
2	Sri A. V. Narasimha Reddy	4	3
3.	Sri A. Sathya Bhushana Rao	4	3

4) **Remuneration Committee and Policy:**

The Remuneration Committee met one time during the year i.e. on 15<sup>th</sup> July, 2009 to fix the remuneration to the Managing Director.

The role of the Committee is to determine the remuneration payable to the whole-time directors taking into account their qualification, experience, expertise, contribution and the prevailing levels of remuneration in companies of corresponding size and stature and recommending the same to the Board for its approval

Details of remuneration to Directors for the year ended 31<sup>st</sup> March, 2010:

i) **Executive Directors:**

The Managing Director has drawn an amount of Rs.7.00 lakhs towards salary including Employer's share of provident fund for the year ended 31<sup>st</sup> March, 2010

ii) **Non-Executive Directors:**

No remuneration other than sitting fee is paid to Non-Executive Directors.

Remuneration by way of sitting fee for attending Board/Committee Meetings paid to Non-Executive Directors during the financial year are as follows:

Name of the Director	Sitting Fee paid (Rs.)
1) Sri A. Sathya Bhushana Rao ..	22,500
2) Sri V. Ramnath ..	12,500
3) Sri A.V. Narasimha Reddy ..	5,000
Total	40,000

5) a) **Share Transfer Committee:**

During the year 2009-10, the Committee met 19 times. All shares received for transfer were registered in favour of the transferees and dispatched within a month's time, if the documents received were in order.

During the year 2009-10, there were no requests pending for transfer.

The attendance at the Share Transfer Committee Meetings is given below:

Sl. No.	Name of the Member	No. of Meeting Held	No. of Meetings Attended
1	Sri S. Sreedhar Reddy	19	19
2	Sri D. Krishna Mohan	19	19
3	Sri P.V. Satyanarayana Murthy	19	17
4.	Sri A.V. Narsimha Reddy	19	15

B. **Shareholders/Investors' Grievance Committee:**

The Shareholders/Investors' Grievance Committee consists of Sri D. Krishna Mohan and Sri A.V. Narasimha Reddy The company is in the process of inducting one more director in the committee at the earliest.

The Committee could not meet during the financial year 2009-10 since there were no complaints and grievances from the shareholders.

6) **Annual General Meetings:**

The last three Annual General Meetings were held as under:

Year	Location	Date	Time
2007	Panyam Cements Recreation Club Cementnagar Kurnool Dist., A.P.	27.07.2007	11.30 A.M.
2008	Registered Office C-1, Industrial Estate, Nandyal, Kurnool Dist., A.P.	25.07.2008	12.50 Noon
2009	Registered Office C-1, Industrial Estate, Nandyal, Kurnool Dist., A.P.	29.08.2009	12.00 Noon

**Special Resolutions :**

During the year, there was an Extra-Ordinary General Meeting of the Company on 6<sup>th</sup> July, 2009 in which the consent of the company was accorded to the Board of Directors to make loans or furnish guarantees to any body corporate pursuant to section 372A of the Companies Act, 1956.

**Postal Ballots :**

During the year, the members have passed resolution by postal ballot under section 372A of the Companies Act, 1956 authorizing the Board of Directors of the Company to invest upto Rs.200 crores in any body corporate by way of subscription and/or purchase of equity/equity related securities and/or debentures, grant of loan, guarantee and/or providing of security from time to time.

In respect of the resolutions passed in the above three respective Annual General Meetings and EGM, the necessary Form No.23 were filed with the Registrar of Companies.

**7) Disclosures :**

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated in Clause 49 of the Listing Agreement with the Stock Exchange

There were no instances of non-compliance on any matter relating to the capital market, during the last three years.

**8) Means of Communication :**

The Quarterly results are normally published in "Business Standard" in English and "Andhra Prabha" regional news paper published in the vernacular language. The results are promptly furnished to the stock exchange for display on its web site.

Both "Management Discussion and Analysis" and "Shareholders Information" forms part of the Annual Report.

**9) General Information for Shareholders :**

- |      |   |  |
|------|---|--|
| i)   | Date, Time and Venue of the Annual General Meeting  | : 14 <sup>th</sup> August, 2010 at 11.30 A.M.<br>Registered Office of the Company situated at Nandyal, Kurnool District, A.P.  |
| ii)  | Financial calendar – 1 <sup>st</sup> April 2010 to 31 <sup>st</sup> March 2011<br>Financial Reporting Un-audited<br>For the quarter ending June 30, 2010<br>For the quarter ending Sept.30, 2010<br>For the quarter ending December 31, 2010<br>For the quarter ending March 31 2011 (audited)<br>Annual General Meeting for the year ending 31 <sup>st</sup> March, 2010 | Second week of August 2010<br>Second week of November 2010<br>Second week of February 2011<br>Last week of May 2011<br>14 <sup>th</sup> August, 2010.  |
| iii) | Date of Book Closure  | 09.08.2010 to 14.08.2010 (both days inclusive)   |
| iv)  | Dividend payment date   | N.A.   |
| v)   | Listing on Stock Exchanges  | : The Company's shares are listed on:<br>Bombay Stock Exchange Limited<br>Floor 25, Phiroze Jeejeebhoy Towers<br>Dalal Street, Mumbai 400 001.<br>Listing fee was paid to the said Stock Exchange. |

**vi) Market Price Data :**

Month		Stock Exchange Mumbai (BSE) Rs.	
		High (Rs.)	Low (Rs.)
April 2009	...	139.50	98.85
May 2009	...	129.95	97.00
June 2009	...	146.15	102.55
July 2009	...	138.90	100.00
August 2009	...	142.00	106.00
September 2009	...	144.95	116.80
October 2009	...	137.00	92.35
November 2009	...	133.45	109.40
December 2009	...	130.00	105.00
January 2010	...	140.00	103.80
February 2010	...	120.00	97.10
March 2010	...	122.00	100.00

- |      |                                     |  |
|------|-------------------------------------|--|
| vii) | Registrar and Share Transfer Agents | M/s. XL Softech Systems Limited<br>3, Sagar Society Road No.2,<br>Banjara Hills Hyderabad - 500 034.<br>Tel : 040-23545913; 914 & 915<br>Fax : 040-23553214<br>Email : xlfield@rediffmail.com<br>Website : www.xlsoftech.com |
|------|-------------------------------------|--|

**7) a) Distribution of shareholding as on 31st March 2010 :**

Nominal Value of Shares	No. of Shares Holders	Percentage of Share Holders	Shares Amount in Rs.	Percentage of Share Holders %
Upto 5000	7094	93.89	7051610	4.40
5001 - 10000	215	2.85	1747000	1.09
10001 - 20000	98	1.30	1446040	0.90
20001 - 30000	31	0.41	785390	0.49
30001 - 40000	19	0.25	690430	0.43
40001 - 50000	18	0.24	845760	0.53
50001 - 100000	21	0.28	1619100	1.01
100001 & above	60	0.79	145996060	91.14
<b>Total</b>	<b>7556</b>	<b>100.00</b>	<b>160181390</b>	<b>100.00</b>