

ANDHRA CEMENTS LIMITED

December 29, 2015

Bombay Stock Exchange Limited

New Trading Ring, 25 Floor P J Towers,
P J Towers, Dalal Street, Fort

Mumbai – 400 001

Fax No.: 022-22723121/2037/2039/2041

National Stock Exchange of India Limited

Exchange Plaza, C/1, G-Block
Bandra-Kurla Complex,, Bandra (E)

Mumbai - 400051

Fax No.: 022-26598237/38, 022-6598347/48

Dear Sirs,

Sub: Declaration of Results along with Scrutinizer's Report regarding Resolutions passed at the 76th Annual General Meeting of the Members of the Company held on 28th December 2015

Pertaining to the resolutions passed at the 76th Annual General Meeting of the Members of the Company held on **Monday, the 28th December, 2015 at 12.30 P.M.** at the Registered Office of the Company at Durga Cement Works, Durgapuram, Dachepalli – 522414, Guntur District (A.P.), please find enclosed herewith the Declaration of Results as declared by the Chairman along with Scrutinizer's Report.

The same is being uploaded on the website of the Company (www.andhracements.com) as well on website of NSDL (www.nsdl.com)

Thanking you

Yours faithfully

For **ANDHRA CEMENTS LIMITED**


G Tirupati Rao

Company Secretary & G.M. – Legal

Encl: As above

ANDHRA CEMENTS LIMITED**DECLARATION OF RESULTS OF E-VOTING/VOTING BY POLL IN RESPECT OF THE 76TH ANNUAL GENERAL MEETING OF THE MEMBERS OF "ANDHRA CEMENTS LIMITED" HELD ON DECEMBER 28, 2015**

On the basis of the reports submitted by the Shri Mahadev Tirunagar, Practicing Company Secretary (Membership No. FCS -6681), the Scrutinizer appointed by the Board of Directors for the purpose of Scrutinizing the e-voting process, which started on 25th December, 2015 at 9.00 AM and ended on 27th December, 2015 at 5.00 PM and vote on Poll process, which was conducted on 28th December, 2015 for the 76th Annual General Meeting of the Company, in a fair and transparent manner, I declare the Results of the voting on the Resolutions by the Members of the Company as contained in the Notice dated 28th August, 2015 in respect of 76th Annual General Meeting held on 28th December, 2015, as follows:

Resolution No. 1 (Ordinary)

"RESOLVED THAT the Audited Balance Sheet as at 30th June, 2015, the statement of Profit & Loss Account for the period (15 months) ended on that date and the Reports of Directors and Auditors thereon be and are hereby received and adopted."

Total Votes	201966799
Total Valid Votes	201966799
Total votes cast in favour of the Resolution	201966799
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

Since, the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 1 has been passed as an Ordinary Resolution.

Resolution No. 2 (Ordinary)

"RESOLVED THAT Shri Harish K. Vaid (DIN: 00009507) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

Total Votes	201967299
Total Valid Votes	201967299
Total votes cast in favour of the Resolution	201967299
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0



Page 1 of 5

Since, the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 2 has been passed as an **Ordinary Resolution.**

Resolution No. 3 (Ordinary)

“RESOLVED THAT Shri Vijai Kumar Jain (DIN: 00387576) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

Total Votes	201967299
Total Valid Votes	201967299
Total votes cast in favour of the Resolution	201967299
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

Since, the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 3 has been passed as an **Ordinary Resolution.**

Resolution No. 4 (Ordinary)

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, **M/s. Chaturvedi & Partners, Chartered Accountants (Firm Regn. No. 307068E)**, be and are hereby ratified the appointment as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at such remuneration plus service tax, out-of-pocket expenses, etc. as may be fixed by the Board of Directors of the Company.”

Total Votes	201967299
Total Valid Votes	201967299
Total votes cast in favour of the Resolution	201967299
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

Since, the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 4 has been passed as an **Ordinary Resolution.**

Resolution No. 5 (Ordinary)

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Accounting and Audit) Rules, 2014, (including any statutory modification(s) or amendments) or r

13



attachment(s) thereof, for the time being in force, the remuneration payable to M/s. J.K Kabra & Co, Cost Accountants (Firm Regn. No. 00009), appointed by the Board to conduct Audit of the cost records of the Company, relating to the Cement Product, for the Financial Year 2015-16, as set out in the Statement annexed to the Notice convening this meeting be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors. of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

Total Votes	201965299
Total Valid Votes	201965299
Total votes cast in favour of the Resolution	201965299
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

Since, the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 5 has been passed as an Ordinary Resolution.

Resolution No. 6 (Ordinary)

"RESOLVED THAT pursuant to the provisions of Section 152 (2) and other applicable provisions, if any, of the Companies Act, 2013 (Act), Shri Ram Bahadur Singh (DIN: 00229692), be and is hereby appointed as a Director of the Company liable to retire by rotation."

Total Votes	201967299
Total Valid Votes	201967299
Total votes cast in favour of the Resolution	201967299
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

Since, the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 6 has been passed as a Ordinary Resolution.

Resolution No. 7 (Ordinary)

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), Smt. Manju Sharma (DIN: 00023037), be and is hereby appointed as a Director of the Company liable to retire by rotation."

M



Total Votes	201967299
Total Valid Votes	201967299
Total votes cast in favour of the Resolution	201967299
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

Since, the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 7 has been passed as an **Ordinary Resolution.**

Resolution No. 8 (Special)

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company, by substituting/inserting the following new Articles:

(i) Substitute the definition of “The Act”, or “the said Act” under Article 1 to read as under: “The Act”, or “the said Act” means “the Companies Act, 1956 and/ or “the Companies Act, 2013”, as applicable, and shall include any statutory modifications, amendments, re-enactments thereof, as may be applicable,

(ii) Insert Article 2A after Article 2: “1A In case of any conflict/contradiction between the provisions contained in these Articles and the provisions of the Companies Act, 2013, the provisions of the Companies Act, 2013 shall apply. Further, in respect of such matters as are provided in Table F of Schedule I to the Companies Act, 2013 but in respect whereof no provision has been made in these Articles, the provisions contained in Table F shall apply, and

(iii) Insert Article 2B after Article 2A: “2B wherever in the Companies Act, 2013, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority to carry out such transaction(s) as have been permitted by the Companies Act, 2013, without there being any separate/specific article in that behalf herein provided.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Total Votes	201967299
Total Valid Votes	201967299

AM



Total votes cast in favour of the Resolution	201967299
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

Since, the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 8 has been passed as an **Special Resolution.**

Based on the consolidated Report of Scrutinizer, all Resolutions as set out in the Notice of the 76th Annual General Meeting have been duly approved by the members with requisite majority and such resolutions are deemed to be passed as on the date of the Annual General Meeting of the Company i.e 28th December, 2015. The Results along with the Scrutinizer's Report shall be available on the Company's website; www.andhracemts.com and on NSDL's website.

K. N. Bhandari
(K.N. BHANDARI)
Chairman of the Meeting



Place: Durga Cements Works, Durgapuram
Date: 28th December, 2015

Report of Scrutinizer

[Pursuant to provisions of the Companies Act 2013 and the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
76th Annual General Meeting of Equity Shareholders
Of Andhra Cements Limited
held on 28 December 2015 at 12.30 P.M at
Durga Cement Works, Sri Durgapuram
Dachepalli-522414, Guntur Dist, Andhra Pradesh

Dear Sir,

I, Mahadev Tirunagari, Company Secretary in Practice, appointed as Scrutinizer of Andhra Cements Limited for the purpose of the poll taken on the below mentioned resolution(s), at the 76th Annual General Meeting of Equity Shareholders of Andhra Cements Limited held on 28 December 2015 at 12.30 P.M. at the Registered Office at Durga Cement Works, Sri Durgapuram, Dachepalli-522414, Guntur District, Andhra Pradesh, I submit my report as under

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence and the members who were present.
2. The locked ballot box was subsequently opened in my presence and in the presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under

Resolution No. 1 ORDINARY RESOLUTION

To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2015, the Statement of Profit & Loss for the period (15 months) ended on that date and the Reports of Directors and Auditors thereon

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	100



(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	NIL

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	NIL

Resolution No. 2 ORDINARY RESOLUTION

To appoint a Director in place of Shri Harish K. Vaid (DIN: 00009507), who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	NIL

Resolution No. 3 ORDINARY RESOLUTION

To appoint a Director in place of Shri Vijai Kumar Jain (DIN No. 00387576), who retires by rotation and being eligible, offer himself for re-appointment.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	Nil



Resolution No. 4 ORDINARY RESOLUTION

To ratify the appointment of M/s Chaturvedi & Partners- Chartered Accountants, (ICAI Firm Registration No. 307068E) as Statutory Auditors of the Company

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	Nil

Resolution No. 5 ORDINARY RESOLUTION

Ratification of the Remuneration of Cost Auditor

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	NIL

(iii) Invalid Votes

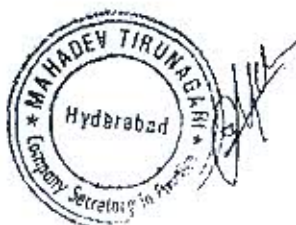
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	Nil

Resolution No. 6 ORDINARY RESOLUTION

Appointment of Shri Ram Bhadur Singh as Director of the Company.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	100



(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	Nil

Resolution No. 7 ORDINARY RESOLUTION

Appointment of Smt. Manju sharma as Director of the company.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	Nil

Resolution No. 8 SPECIAL RESOLUTION

Alteration of Articles of Association of the Company.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	Nil



5. A file containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The register, all other papers and relevant records relating to Poll will remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company's authorized person for safe keeping.

Thanking you,
Yours faithfully



[Signature]
Mahadev Tirunagari
Company Secretary in Practice

FCS : 6681

CP No. : 7350

Place: Hyderabad

Date: 28 December 2015



Report of Scrutinizer

[Pursuant to section 108 of the Companies Act 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
76th Annual General Meeting of Equity Shareholders
of Andhra Cements Limited
held on 28 December 2015 at 12.30 P.M at
Durga Cement Works, Sri Durgapuram
Dachepalli-522414, Guntur Dist, Andhra Pradesh

Dear Sir,

I, Mahadev Tirunagari, Company Secretary in Practice, appointed as Scrutinizer of Andhra Cements Limited for the purpose of scrutinizing the remote e-voting Process in a fair and transparent manner and ascertaining the requisite majority in respect of the resolutions put to vote through remote e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, at the 76th Annual General Meeting of Equity Shareholders of Andhra Cements Limited held on 28 December 2015 at 12.30 P.M. at the Registered Office at Durga Cement Works, Sri Durgapuram, Dachepalli-522414, Guntur District, Andhra Pradesh. I submit my report as under

1. The Remote E-voting period remained open from 25 December 2015 (09.00 a.m.) to 27 December 2015 (5.00 p.m).
2. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, the 21 December, 2015.
3. The votes were unblocked in the presence of Mr. Dharma Rao and Mr. Bharat Raj who are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence.

V. Dharma Rao

Mr. Dharma Rao

Braj

Mr. Bharat Raj

4. Thereafter the details containing inter-alia, list of Equity Shareholders, who voted 'For' and 'Against' were downloaded from the e-voting Website of CIL Securities Limited (www.cilsecurities.com)



[Handwritten signature]

5. The Results of the remote e-voting is as under

Resolution No. 1 ORDINARY RESOLUTION

To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2015, the Statement of Profit & Loss for the period (15 months) ended on that date and the Reports of Directors and Auditors thereon

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	11	201960488	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	NIL

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Remote E-voting	0	NIL

Resolution No. 2 ORDINARY RESOLUTION

To appoint a Director in place of Shri Harish K. Vaid (DIN: 00009507), who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	12	201960988	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Remote E-voting	0	NIL



A handwritten signature in black ink, appearing to be "Mahadev Tirunagari".

Resolution No. 3 ORDINARY RESOLUTION

To appoint a Director in place of Shri Vijai Kumar Jain (DIN No. 00387576), who retires by rotation and being eligible, offer himself for re-appointment.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	12	201960988	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Remote E-voting	0	Nil

Resolution No. 4 ORDINARY RESOLUTION

To ratify the appointment of M/s Chaturvedi & Partners- Chartered Accountants, (ICAI Firm Registration No. 307068E) as Statutory Auditors of the Company

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	12	201960988	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Remote E-voting	0	Nil

Resolution No. 5 ORDINARY RESOLUTION

Ratification of the Remuneration of Cost Auditor

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	11	201958988	100



(Handwritten signature)

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	NIL

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Remote E-voting	0	Nil

Resolution No. 6 ORIDNARY RESOLUTION

Appointment of Shri Ram Bhadur Singh as Director of the Company.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	12	201960988	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Remote E-voting	0	Nil

Resolution No. 7 ORIDNARY RESOLUTION

Appointment of Smt. Manju sharma as Director of the company

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	12	201960988	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Remote E-voting	0	Nil



Resolution No. 8 SPECIAL RESOLUTION

Alteration of Articles of Association of the Company

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	12	201960988	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Remote E-voting	0	Nil

6. The register, all other papers and relevant records relating to Remote e-voting will remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company's authorized person for safe keeping.

Thanking you,
Yours faithfully



Mahadev Tirunagari
Company Secretary in Practice
FCS : 6681
CP No. : 7350

Place: Hyderabad
Date: 28 December 2015

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the companies Act, 2013 and Rule 20
Of companies (Management and Administration) Rules, 2014]

To,
The Chairman
76th Annual General Meeting of Equity Shareholders
Of Andhra Cements Limited
held on 28 December 2015 at 12.30 P.M at
Durga Cement Works, Sri Durgapuram
Dachepalli-522414, Guntur Dist, Andhra Pradesh

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for Resolutions passed through Remote E-Voting Process and on voting by Poll at 76th Annual General Meeting held on Monday the 28 December, 2015

I, Mahadev Tirunagari, Company Secretary in Practice was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the remote e-voting process and ballot voting (Poll) carried out by the company pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for passing of the Resolutions as mentioned under item numbers 1 to 8 as set out in the Notice of 76th Annual General Meeting (AGM) of the shareholders of the Company dated 28 August, 2015.

1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and voting through ballot process conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by CIL Securities Limited the agency engaged by the company to provide remote e-voting facility for e-voting and poll conducted at the AGM.
2. The Notice of 76th AGM and the Annual Report was sent by email to those Shareholders who have registered their email addresses with the Registrar and Share Transfer Agents / their respective Depository Participant(s). Physical copy of the Notice and the Annual Report has been sent to all other Shareholders at their registered addresses by the permitted mode (courier). The electronic transmission / physical dispatch of the Notice and the Annual Report was completed on



03 December 2015. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agents of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, the 20 November 2015.

3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing remote e-voting facility in the Business Standard, English Newspaper and in Prajasakti and Nava Telangana, Telugu Newspaper on Saturday, the 05 December 2015.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Friday, the 25 December, 2015 (09:00 A.M.) to Sunday, the 27 December, 2015 (5:00 P.M.).
5. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, the 21 December, 2015.
6. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence and the members who were present
7. The locked ballot box was subsequently opened in my presence and in the presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
8. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under remote e-voting facility were unblocked in the presence of Mr. Dharma Rao and Mr. Bharat Raj who are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Dharma Rao

Mr. Dharma Rao

Mr. Bharat Raj

Mr. Bharat Raj

9. The poll/Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
10. Summary of the remote e-voting and poll is as follows:



Resolution No. 1 ORDINARY RESOLUTION

To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2015, the Statement of Profit & Loss for the period (15 months) ended on that date and the Reports of Directors and Auditors thereon

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	Negligable
Remote E-voting	11	201960488	100
Total	19	201966799	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil
Remote E-voting	0	0	Nil
Total	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
Total	0	0

Resolution No. 2 ORDINARY RESOLUTION

To appoint a Director in place of Shri Harish K. Vaid (DIN: 00009507), who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	Negligable
Remote E-voting	12	201960988	100
Total	20	201967299	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil
Remote E-voting	0	0	Nil
Total	0	0	Nil



(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
Total	0	0

Resolution No. 3 ORDINARY RESOLUTION

To appoint a Director in place of Shri Vijai Kumar Jain (DIN No. 00387576), who retires by rotation and being eligible, offer himself for re-appointment.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	Negligible
Remote E-voting	12	201960988	100
Total	20	201967299	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil
Remote E-voting	0	0	Nil
Total	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
Total	0	0

Resolution No. 4 ORDINARY RESOLUTION

To ratify the appointment of M/s Chaturvedi & Partners- Chartered Accountants, (ICAI Firm Registration No. 307068E) as Statutory Auditors of the Company

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	Negligible
Remote E-voting	12	201960988	100
Total	20	201967299	100



(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil
Remote E-voting	0	0	Nil
Total	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
Total	0	0

Resolution No. 5 ORDINARY RESOLUTION

Ratification of the Remuneration of Cost Auditor

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	Negligable
Remote E-voting	11	201958988	100
Total	19	201965299	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil
Remote E-voting	0	0	Nil
Total	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
Total	0	0



A handwritten signature in black ink, appearing to be "D. K. K." or similar.

Resolution No. 6 ORDINARY RESOLUTION

Appointment of Shri Ram Bhadur Singh as Director of the Company

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	Negligabl
Remote E-voting	12	201960988	100
Total	20	201967299	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil
Remote E-voting	0	0	Nil
Total	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
Total	0	0

Resolution No. 7 ORDINARY RESOLUTION

Appointment of Smt. Manju sharma as Director of the company.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	Negligable
Remote E-voting	12	201960988	100
Total	20	201967299	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil
Remote E-voting	0	0	Nil
Total	0	0	Nil



(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
Total	0	0

Resolution No. 8 SPECIAL RESOLUTION

Alteration of Articles of Association of the Company

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	8	6311	Negligible
Remote E-voting	12	201960988	100
Total	20	201967299	100

(ii) Voted Against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	Nil
Remote E-voting	0	0	Nil
Total	0	0	Nil

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
Total	0	0



The register, all other papers and relevant records relating to remote e-voting and PC will remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company's authorized person for safe keeping.

Thanking you,
Yours faithfully



Mahadev
Mahadev Tirunagari
Company Secretary in Practice
FCS : 6681
CP No : 7350

Place: Hyderabad
Date: 28 December 2015

For Andhra Cements Limited

A handwritten signature in black ink, appearing to read "G Tirupati Rao".

G Tirupati Rao
Secretary

