

Ref. ACL.SEC:2016

26<sup>th</sup> February, 2016

The Manager Listing Department <b>National Stock Exchange of India Ltd</b> Exchange Plaza, C-1, G-Block Bandra-Kurla Complex, Bandra (E), Mumbai - 400051 <b>Fax No.</b> 022-26598237/38/8347/48	The Manager <b>BSE Limited</b> 25 <sup>th</sup> Floor, New Trading Ring, P J Towers, Dalal Street, Fort Mumbai - 400 001 <b>Fax No.</b> 022-22723121/2037/2039/41
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Dear Sir/Madam,

**Sub: Declaration of Results along with Scrutinizer's Report regarding Resolutions passed at the Extraordinary General Meeting held on 25<sup>th</sup> February, 2016.**

We are pleased to submit the Declaration of Results along with the Scrutinizer's Report with regard to the Resolutions passed at the Extraordinary General Meeting of the Members of ANDHRA CEMENTS LTD, held on Thursday, the 25<sup>th</sup> February, 2016 at 12.30 pm at the Registered Office of the Company.

The same is being uploaded on the website of the Company ([www.andhracemens.com](http://www.andhracemens.com)) as well as on the website of NSDL ([www.nsdl.com](http://www.nsdl.com))

This is for your kind information and records.

Yours faithfully,  
**For Andhra Cements Limited**



**G. Tirupati Rao**  
**Company Secretary & G.M. - Legal**

**Encl: a/a**

**ANDHRA CEMENTS LIMITED****DECLARATION OF RESULTS OF E-VOTING/VOTING BY POLL IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF "ANDHRA CEMENTS LIMITED" HELD ON FEBRUARY 25, 2016**

On the basis of the reports submitted by the Shri Mahadev Tirunagari, 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 22<sup>nd</sup> February, 2016 at 9.00 AM and ended on 24<sup>th</sup> February, 2016 at 5.00 PM and vote on Poll process, which was conducted on 25<sup>th</sup> February, 2016 for the Extraordinary General Meeting of the Company, in a fair and transparent manner, I declare the Result of the voting on the Resolution by the Members of the Company as contained in the Notice dated 30<sup>th</sup> January, 2016 in respect of Extraordinary General Meeting held on 25<sup>th</sup> February, 2016, as follows:

**Resolution (Ordinary)**

**"RESOLVED THAT** the Report of the Board of Directors of the Company to the Shareholders on erosion of more than fifty percent of the Company's peak net worth during the immediately preceding four financial years by its accumulated losses as on 30<sup>th</sup> June, 2015 and the causes for such erosion, as required under Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985,("SICA") be and is hereby considered and approved."

**"RESOLVED FURTHER THAT** in accordance with the requirement of Section 23 of the SICA, the Company do report to the Board for Industrial and Financial Reconstruction ("BIFR") of the fact that the accumulated losses of the Company as on 30<sup>th</sup> June, 2015 have resulted in erosion of more than fifty percent of its peak net worth during the immediately preceding four financial years."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to report the aforesaid erosion to the BIFR and to do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient in relation thereto."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Officer(s) of the Company."

<b>Total Votes</b>	<b>202041126</b>
<b>Total Valid Votes</b>	<b>202036126</b>
<b>Total votes cast in favour of the Resolution</b>	<b>202032116</b>
<b>Total votes cast against the Resolution</b>	<b>4010</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>99.998</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0.002</b>



Since, the votes cast in favour of the above Resolution, are more than the votes cast against the Resolution;

I hereby declare that Resolution has been passed as an **Ordinary Resolution**.

Based on the consolidated Report of Scrutinizer, Resolutions as set out in the Notice of the Extraordinary 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 Extraordinary General Meeting of the Company i.e 25<sup>th</sup> February, 2016. The Results along with the Scrutinizer's Report shall be available on the Company's website; [www.andhracements.com](http://www.andhracements.com) and on NSDL's website.



**(S.K.MANDAL)**

**Chairman of the Meeting**



Place: Durga Cements Works, Durgapuram

Date: 25<sup>th</sup> February, 2016

**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  
Andhra Cements Limited  
Sri Durga Cement Works,  
Sri Durgapuram, Guntur,  
Andhra Pradesh – 522414.

Respected Sir,

**Sub.: Consolidated Scrutinizer's Report for Resolutions passed through Remote E-Voting Process and on voting by Poll at Extraordinary General Meeting held on Thursday, 25 February 2016**

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 in the Notice of Extraordinary General Meeting of the shareholders of the Company dated 30 January 2016.

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 EGM 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 EGM 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 EGM.
2. The Notice of EGM 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 has been sent to all other Shareholders at their registered addresses by the permitted mode (courier). The electronic transmission / physical dispatch of the Notice was completed on 01 February 2016. 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, 22 January 2016.



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 Tuesday, 02 February 2016.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Monday, 22 February 2016 (09:00 A.M.) to Wednesday, 24 February 2016 (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. Thursday, 18 February 2016.
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 Extraordinary 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. Shanta Singh 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  
Dharma Rao

Shanta  
Shanta Singh

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**

**Erosion of net worth 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 EGM	28	46616	0.02
Remote E-voting	18	201985500	99.98
Total	46	202032116	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 EGM	NIL	NIL	NIL
Remote E-voting	5	4010	Negligible
Total	5	4010	Negligible

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid
Poll at EGM	6
Remote E-voting	NIL
Total	6

The register, all other papers and relevant records relating to remote e-voting and Poll will remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid Extraordinary 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

For Andhra Cements Limited  
FOR ANDHRA CEMENTS LTD.  
(G. TIRUPATHI RAO)  
Company Secretary.

Place: Hyderabad  
Date: 26 February 2016