

## NOTICE

**NOTICE** is hereby given that the **Seventy Seventh Annual General Meeting** of the members of **ANDHRA CEMENTS LIMITED** will be held on Friday, the 30<sup>th</sup> September, 2016 at 12.30 PM, at the Registered Office of the Company at **Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur District, (A.P)** to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the **Audited Balance Sheet** as at 31<sup>st</sup> March, 2016, the Statement of Profit & Loss for the Year (Comprising 9 months) ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Pankaj Gaur (DIN: 00008419)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Naveen Kumar Singh (DIN: 00215393)**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of **M/s. Chaturvedi & Partners, Chartered Accountants (Firm Regn. No. 307068E)**, as Statutory Auditors of the Company (already re-appointed for five consecutive years till the conclusion of 80<sup>th</sup> Annual General Meeting to be held in 2019 by the Shareholders in the 75<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014), to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### Special Business:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

#### 5. RATIFICATION OF THE REMUNERATION OF COST AUDITOR

**“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 Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(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 2016-17, 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.”

By Order of the Board  
For **ANDHRA CEMENTS LTD**

**G. TIRUPATI RAO**  
General Manager (Legal) &  
Company Secretary  
(Membership No. FCS- 2818)

Place: Noida  
Date: 29<sup>th</sup> May, 2016

### Notes:

1. Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Item Nos. 5 of the Notice is annexed hereto.
2. **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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**

**A person can act as the Proxy on behalf of the member, not exceeding fifty and holding in the aggregate, not more than 10% of the total Share Capital of the Company, carrying voting rights. However, a member holding more than 10% of the total Share Capital of the Company, carrying voting rights, may appoint a single person as Proxy and such person shall not act as a Proxy for any other Member or Shareholder.**

3. Corporate Member(s) intending to send their Authorized Representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
4. All documents referred to in the Notice and the accompanying Statement, as well as the Annual Report are open for inspection at the Registered Office of the Company on all working days, between 11.00 A.M. and 1.00 P.M., upto the date of the Annual General Meeting.
5. Any query relating to the Financial Statements must be sent to the Company's Registered Office at Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur (Dist), (AP) so as to reach at least seven days before the date of the Annual General Meeting. The envelope may please be superscribed “AGM Queries - Attn. Shri G. Tirupati Rao, General Manager (Legal) & Company Secretary.”

6. Members who are holding Shares in Physical Form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of Shares in demat Form, members are requested to notify any change in address(es) or Bank details to their respective Depository Participants.

7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Regulations, 2015") the Company is pleased to provide its members facility to exercise their right to vote on the resolutions proposed to be considered at the 77th Annual General Meeting (AGM) by remote e-voting. The facility of casting of votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **National Securities Depository Limited (NSDL)**.

The members as on the cut-off date viz, Friday, 23rd September, 2016 shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting.

8. The facility for voting through polling shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through polling paper.

9. The members who have cast their vote by remote e-voting prior the AGM may attend the AGM but shall not be entitled to cast their vote again.

10. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:	9.00 AM on 27th September, 2016
End of remote e-voting:	5.00 PM on 29th September, 2016

During the aforesaid period members of the Company, holdings shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday 23rd September, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**11. Procedures and instructions for remote e-voting**

A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s):

- i) Open email and open PDF file viz, "remote e-voting" with your client ID or Folio No. as Password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- iii) Click on Shareholder – Login
- iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digit/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of remote e-voting opens. Click on remote e-voting: Active voting Cycles.
- vii) Select "EVEN" of "Andhra Cements Limited".
- viii) Now you are ready for remote e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional Shareholders (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser through email to [csfirm@gmail.com](mailto:csfirm@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):

- i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

EVEN	USER ID	PASSWORD/PIN
(E-voting Event Number)		

- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote

e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no: 1800-222-990.

- D. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- E. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- F. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e Friday, 23<sup>rd</sup> September, 2016.
- G. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- H. Who acquires shares of the Company and becomes a member after dispatch of the notice and hold shares as on the cut-off date i.e Friday, 23<sup>rd</sup> September, 2016 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Contact Mr. Rajiv Ranjan of NSDL at toll free no. 1800-222-990.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.

- I. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- J. Mr. Mahadev Tirunagari, Company Secretary in wholetime Practice (FCS – 6681, CP No. 7350) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process and voting through ballot paper at the meeting in an fair and transparent manner. The Scrutinizer has given his consent for appointment and will be available for the said purpose.
- K. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- L. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast

through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him.

- M. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.andhracements.com](http://www.andhracements.com) and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be submitted to the Stock Exchanges where the shares of the Company are listed.
- 12. The Register of Members and Share Transfer Books will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
- 13. Members who are still holding Share in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in dematerialized form), electronic transfer, saving inn stamp duty and prevention of forgery etc.
- 14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.
- 15. Members or their respective proxies are requested to:
  - (a) Bring copies of the Annual Report sent to the members as copies of Annual Report shall not be distributed at the Annual General Meeting;
  - (b) Quote their Folio no./Client-ID & DP-ID in all correspondence; and
  - (c) **Note that no gifts/coupons shall be distributed at the Annual General Meeting.**
- 16. Copies of the Notice of 77<sup>th</sup> Annual General Meeting together with the Annual Report are being sent by Electronic mode to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares as at **closing hours of business on Friday, 26<sup>th</sup> August, 2016**. Upon request, printed copy of Annual Report will be supplied to those shareholders to whom Annual Report has been sent through Electronic Mode. The Notice is also available in the website of the Company [www.andhracements.com](http://www.andhracements.com) and on the website of NSDL [www.nsdl.co.in](http://www.nsdl.co.in).

17. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc, from the Company Electronically.
18. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, nomination, power of attorney, change of address, change of name, e-mail address, contact numbers etc, to their Depository Participant (DP). Changes initiated to DP will then be automatically reflected in Company's Records, which will help the Company and the Company's Registrar and Transfer Agents – CIL Securities Ltd, (CSL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to CSL and always quote their Folio Numbers in all correspondences with the Company and RTA.
19. (a) The Shareholdings of all the Directors in the Company attendance at the Board / AGM, and such other details as required as per Secretarial standards on General Meeting (including those of who are being re-appointed) have been disclosed in the Report on Corporate Governance.
- (b) None of the Director(s) proposed to be appointed/ re-appointed is related to any Director or Key Managerial Personnel of the Company or their respective relatives.
- (c) Additional details in respect of Listing Regulations in respect of Directors being re-appointed are given hereunder:

**Shri Pankaj Gaur**

Shri Pankaj Gaur aged about 45 years, holds Bachelor's Degree in Engineering (Instrumentation) and has over 23 years experience in construction and infrastructure management. He oversees the operations of various projects undertaken by the various companies of Jaypee Group.

Shri Pankaj Gaur is Managing Director of Jaypee Arunachal Power Ltd., Jt. Managing Director (Const.) of Jaiprakash Associates Ltd. and also Director on the Boards of Sangam Power Generation Co, Ltd, Jaypee Cement Corporation Ltd, Jaypee Meghalaya Power Ltd, Jaypee Infra Ventures (a private company with un-limited liability) and Jaypee Assam Cement Ltd.

Shri Pankaj Gaur is a Member of the Finance Committee of the Company.

Shri Pankaj Gaur does not hold any equity shares of the Company in own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

**Shri Naveen Kumar Singh**

Shri Naveen Kumar Singh aged about 42 years, holds Bachelor's Degree in Commerce and has over 18 years experience in construction and infrastructure management and cement plant operations. He oversees the Southern Cement & Infrastructure plant operations of various projects undertaken by the various companies of Jaypee Group.

Shri Naveen Kumar Singh is a Director on the Boards of Jaypee Cement Corporation Ltd, Sangam Power Generation Co. Ltd, and Jaypee Arunachal Power Ltd,

Shri Naveen Kumar Singh does not hold any equity shares of the Company in own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

**STATEMENT**

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 5 mentioned in the accompanying Notice dated 29<sup>th</sup> May, 2016:

**Item No. 5**

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct audit of the cost records of the Company, relating to the Cement Product of the Company.

M/s. J.K. Kabra & Co, Cost Accountants (Firm Regn, No. 00009) have been appointed as the Cost Auditors of the Company for the Financial Year 2016-17 by the Board of Directors, in its meeting held on 29<sup>th</sup> May, 2016, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of ₹ 50,000/- (Rupees Fifty Thousands only) exclusive of applicable service tax and out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors fixed by the Board of Directors shall be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

By Order of the Board  
For **ANDHRA CEMENTS LTD**

**G. TIRUPATI RAO**  
General Manager (Legal) &  
Company Secretary  
(Membership No. FCS- 2818)

Place: Noida  
Date: 29<sup>th</sup> May, 2016