

ANDHRA CEMENTS LIMITED

DECLARATION OF RESULTS OF E-VOTING/VOTING BY POLL IN RESPECT OF THE 78TH ANNUAL GENERAL MEETING OF THE MEMBERS OF "ANDHRA CEMENTS LIMITED" HELD ON SEPTEMBER 27, 2017

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 23rd September, 2017 at 9.00 AM and ended on 26th September, 2017 at 5.00 PM and vote on Poll process, which was conducted on 27th September, 2017 for the 78th 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 5th August, 2017 in respect of 78th Annual General Meeting held on 27th September, 2017 as follows:

Resolution No. 1 (Ordinary)

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2017, the statement of Profit & Loss Account for the year (Comprising 9 months) ended on that date and the Reports of Directors and Auditors thereon be and are hereby received and adopted."

Total Votes	201992301
Total Valid Votes	201978400
Total votes cast in favour of the Resolution	201975723
Total votes cast against the Resolution	2677
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0% (Negligible)

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	201992303
Total Valid Votes	201978400
Total votes cast in favour of the Resolution	201973223



Total votes cast against the Resolution	5177
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0% (Negligible)

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	201992303
Total Valid Votes	201978400
Total votes cast in favour of the Resolution	201973223
Total votes cast against the Resolution	5177
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0% (Negligible)

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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **M/s. Chaturvedi & Partners, Chartered Accountants (Firm Regn. No. 307068E)**, be and are hereby ratified their 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 as may be fixed by the Board of Directors of the Company.”

Total Votes	201992303
Total Valid Votes	201978390
Total votes cast in favour of the Resolution	201973213
Total votes cast against the Resolution	5187
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0% (Negligible)



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 (Special)

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule-IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), Shri K.N. Bhandari (DIN: 00191219), a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 30th September, 2017 to 29th September, 2020 and whose period of office shall not be liable to rotation.”

“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	201992303
Total Valid Votes	201978400
Total votes cast in favour of the Resolution	201973223
Total votes cast against the Resolution	5177
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0% (Negligible)

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 **Special Resolution**.

Resolution No. 6 (Special)

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule-IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), Shri Sain Ditta Mal Nagpal (DIN: 00131037), a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of



three consecutive years from 30th September, 2017 to 29th September, 2020 and whose period of office shall not be liable to rotation.”

“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	201992303
Total Valid Votes	201978400
Total votes cast in favour of the Resolution	201973223
Total votes cast against the Resolution	5177
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0% (Negligible)

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 **Special Resolution**.

Resolution No. 7 (Special)

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule-IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), Shri Radha Krishna Pandey (DIN: 00190017), a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 30th September, 2017 to 29th September, 2020 and whose period of office shall not be liable to rotation.”

“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	201992303
Total Valid Votes	201978400
Total votes cast in favour of the Resolution	201973223
Total votes cast against the Resolution	5177
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0% (Negligible)



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 **Special Resolution**.

Resolution No. 8 (Special)

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule-IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), Shri Ravindra Kumar Singh (DIN: 0859229), a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 30th September, 2017 to 29th September, 2020 and whose period of office shall not be liable to rotation.”

“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	201992303
Total Valid Votes	201978400
Total votes cast in favour of the Resolution	201973223
Total votes cast against the Resolution	5177
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0% (Negligible)

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 **Special Resolution**.

Resolution No. 9 (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 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 2017-



18, 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	201992303
Total Valid Votes	201978400
Total votes cast in favour of the Resolution	201973223
Total votes cast against the Resolution	5177
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0% (Negligible)

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. 9 has been passed as **Ordinary Resolution**.

Based on the consolidated Report of Scrutinizer, all Resolutions as set out in the Notice of the 78th 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 27th September, 2017. The Results along with the Scrutinizer’s Report shall be available on the Company’s website; www.andhracements.com and on NSDL’s website.



(K.N. BHANDARI)
Chairman of the 78TH Annual Meeting

Place: Durga Cements Works, Durgapuram
Date: 27th September, 2017

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 of 78th Annual General Meeting,
Andhra Cements Limited,
Durga Cement Works, Sri Durgapuram,
Dachepalli-522414, Guntur Dist,
Andhra Pradesh.

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of resolutions through Remote E-Voting Process and on voting by Poll at 78th Annual General Meeting held on 27 September 2017.

I, Mahadev Tirunagari, Company Secretary in Practice has been 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 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for passing of the Resolutions as mentioned under item numbers 1 to 9 as set out in the Notice of 78th Annual General Meeting (AGM) of the shareholders of the Company dated **05 August 2017**.

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 National Securities Depository Limited (NSDL), the agency engaged by the company to provide remote e-voting facility for e-voting and poll conducted at the AGM.
2. The Notice dated **05 August 2017** along with Statement setting out material facts under Section 102 of the Companies Act, 2013 was dispatched to the Shareholders through courier post on **Saturday, 02 September 2017** and through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on **Tuesday, 05 September 2017**. 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, 25 August 2017.

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 Financial Express (English Newspaper) and in Nava Telangana and Praja Shakti (Telugu Newspapers) on Tuesday, 05 September 2017.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Saturday, 23 September 2017 (09:00 A.M.) to Tuesday, 26 September 2017 (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. Wednesday, 20 September 2017.
6. The facility for voting through physical ballot papers was made available at the meeting and members attending the meeting, who have not already casted their vote by Remote- E voting exercised their right to vote at the meeting through ballot papers.
7. 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
8. 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.
9. 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. B Lakshman Rao and Mr. N Mahesh who are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence.

B Lakshman Rao

B lakshman Rao

N. Mahesh

N Mahesh

10. I found four poll papers invalid.
11. Summary of the remote e-voting and poll are as follows:



Resolution No. 1: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss for the Year 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	30	201959539	99.99%
Remote E-voting	34	16184	00.01%
Total	64	201975723	100.00%

(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	0%
Remote E-voting	1	2677	Negligible
Total	1	2677	Negligible

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	4	13901
Remote E-voting	0	0
Total	4	13901

Resolution No. 2: ORDINARY RESOLUTION

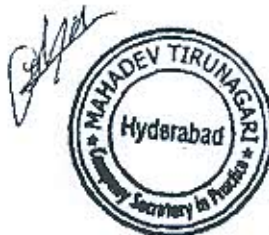
To appoint a Director in place of Shri Harish K. Vaid (DIN: 00009507), who retires by rotation and, being eligible, offers himself for re-appointment.

(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	30	201959539	99.99%
Remote E-voting	33	13684	0.01%
Total	63	201973223	100.00%

(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	0%
Remote E-voting	2	5177	Negligible
Total	2	5177	Negligible



(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	4	13901
Remote E-voting	0	0
Total	4	13901

Resolution No. 3: ORDINARY RESOLUTION

To appoint a Director in place of Shri Vijai Kumar Jain (DIN: 00387576), 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	30	201959539	99.99%
Remote E-voting	33	13684	00.01%
Total	63	201973223	100.00%

(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	0%
Remote E-voting	2	5177	Negligible
Total	2	5177	Negligible

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	4	13901
Remote E-voting	0	0
Total	4	13901

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	30	201959539	99.99%
Remote E-voting	32	13674	00.01%
Total	62	201973213	100.00%



(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	0%
Remote E-voting	3	5187	Negligible
Total	3	5187	Negligible

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	4	13901
Remote E-voting	0	0
Total	4	13901

Resolution No. 5: SPECIAL RESOLUTION

Re-appointment of Shri K.N. Bhandari as an Independent 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	30	201959539	99.99%
Remote E-voting	33	13684	0.01%
Total	63	201973223	100.00%

(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	0%
Remote E-voting	2	5177	Negligible
Total	2	5177	Negligible

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	4	13901
Remote E-voting	0	0
Total	4	13901



Resolution No. 6: SPECIAL RESOLUTION**Re-Appointment of Shri Sain Ditta Mal Nagpal as an Independent 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	30	201959539	99.99%
Remote E-voting	33	13684	0.01%
Total	63	201973223	100.00%

(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	0%
Remote E-voting	2	5177	Negligible
Total	2	5177	Negligible

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	4	13901
Remote E-voting	0	0
Total	4	13901

Resolution No. 7: SPECIAL RESOLUTION**Re-Appointment of Shri Radha Krishna Pandey as an Independent 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	30	201959539	99.99%
Remote E-voting	33	13684	0.01%
Total	63	201973223	100.00%

(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	0%
Remote E-voting	2	5177	Negligible
Total	2	5177	Negligible



(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	4	13901
Remote E-voting	0	0
Total	4	13901

Resolution No. 8: SPECIAL RESOLUTION

Re-Appointment of Shri Ravindra Kumar Singh as an Independent 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	30	201959539	99.99%
Remote E-voting	34	17684	0.01%
Total	64	201977223	100.00%

(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	0%
Remote E-voting	2	5177	Negligible
Total	2	5177	Negligible

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	4	13901
Remote E-voting	0	0
Total	4	13901

Resolution No. 9: 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	30	201959539	99.99%
Remote E-voting	34	17684	0.01%
Total	64	201977223	100.00%



(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	0%
Remote E-voting	2	5177	Negligible
Total	2	5177	Negligible

(iii) Invalid Votes



Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	4	13901
Remote E-voting	0	0
Total	4	13901

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 Annual General Meeting and the same will be handed over to the Company's authorized person for safe keeping.

Thanking you,
Yours faithfully



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

For Andhra Cements Limited



K N Bhandari
Chairman of 78th Annual General Meeting
DIN : 00191219

Place: Hyderabad
Date: 27 September 2017