

NOTICE

NOTICE is hereby given that the **Seventy Eighth Annual General Meeting** of the members of **ANDHRA CEMENTS LIMITED** will be held on Wednesday, the 27th September, 2017 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 31st March, 2017, the Statement of Profit & Loss for the Year ended on that date and the Reports of Directors and Auditors thereon.
2. 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.
3. 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.
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 80th Annual General Meeting to be held in 2019 by the Shareholders in the 75th Annual General Meeting held on 30th 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:

5. RE-APPOINTMENT OF SHRI K.N. BHADARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“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.”

6. RE-APPOINTMENT OF SHRI SAIN DITTA MAL NAGPAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“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.”

7. RE-APPOINTMENT OF SHRI RADHA KRISHNA PANDEY AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“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 of 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."

8. RE-APPOINTMENT OF SHRI RAVINDRA KUMAR SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"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."

9. RATIFICATION OF THE REMUNERATION OF COST AUDITOR

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

"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 as Cost Auditors 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."

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

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

Place: New Delhi
Date: 5th August, 2017

Notes:

1. Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Item Nos. 5 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 cannot 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 the Proxy for any other person or Shareholder.
3. Corporate Member(s) intending to send their Authorized Representative(s) 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 and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sundays and other holidays, 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 holding Shares in Electronic Form, members are requested to notify any change in addresses 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 amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members facility to exercise their right to vote for the resolutions proposed to be considered at 78th Annual General Meeting (AGM) by remote e-voting and the business may be transacted through e-voting Services. The facility of casting the 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, 20th September, 2017 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 also 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 23 rd September, 2017
End of remote e-voting:	5.00 PM on 26 th September, 2017

During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2017 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 contains your user ID and password/PIN for remote 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 with a copy marked to 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 at the bottom of the Attendance Slip for the AGM:

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

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

- C. In case 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 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 20th September, 2017.

- 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. Any person acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the cut-off date i.e 20th September, 2017 may obtain the login ID and password by sending a request at 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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on 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 a 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 scrutiner, 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 scrutiner'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 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 21st September, 2017 to 27th

September, 2017 (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 in stamp duty 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 78th 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 25th August, 2017**. 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 and on the website of NSDL 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 (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 Directors being re-appointed are given hereunder:

Shri Harish K. Vaid

Shri Harish K. Vaid, aged about 64 years, Director of the Company, holds a Bachelors' Degree in Commerce and Law and Fellow Members of the Institute of Company Secretaries of India. He has been associated with Jaypee Group for the past 42 years' and has expertise in Secretarial, Legal and Corporate Advisory functions.

Shri Harish K. Vaid is working as Sr. President (Corporate Affairs) of Jaiprakash Associates Ltd, and also as Director on the Boards of Jaypee Assam Cement Ltd, Jaypee Arunachal Power Ltd, Jaypee Cement Hockey (India) Ltd.

Shri Harish K. Vaid does not holds any Equity shares in his own name in the Company and no share or convertible instrument in the Company is held by him either in his own name or in the name for any other person, on a beneficial basis.

Shri Vijai Kumar Jain

Shri Vijai Kumar Jain, aged about 67 years, Director of the Company, holds a Bachelors' Degree in Mechanical Engineering. He has been associated with Jaypee Group for the past 32 years' and has been expertise in Cement Technology and Technical Advisory functions.

Shri Vijai Kumar Jain is working as Chief Technical Officer of Jaypee Group and also Director on the Board of Bhilai Jaypee Cement Ltd.

Shri Vijai Kumar Jain does not holds any Equity shares in his own name in the Company and no share or convertible instrument in the Company is held by him either in his own name or in the name for 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 5th August, 2017:

Item No. 5 - 8

Re-appointment of Independent Directors on the Board of the Company

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, and as per SEBI (LODR) Regulations,

2015, Shri K.N. Bhandari, Shri Sain Ditta Mal Nagpal, Shri Radha Krishna Pandey and Shri Ravindra Kumar Singh were appointed as Non-Executive Independent Directors on the Board of the Company, for a term of three consecutive years from 30th September, 2014 to 29th September, 2017. Their tenure as Independent Directors shall be expiring on 29th September, 2017.

Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Shri K.N. Bhandari, Shri Sain Ditta Mal Nagpal, Shri Radha Krishna Pandey and Shri Ravindra Kumar Singh as Non-Executive Independent Directors for a second term of three consecutive years on the Board of the Company.

The Board of Directors, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee, consider that, given their back ground and experience & contribution made by them during their tenure, the continued association of above mentioned Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of Three consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia provide that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act.

Section 149 (10) of the Act provides that an Independent Director shall hold office for a term of upto five consecutive years on the Board and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report. Section 149 (11) of the Act provides that an Independent Director may hold office for upto two consecutive terms.

The Company received notices in writing from a Member along with deposit of ₹ 1,00,000/- each under Section 160 of the Act proposing the candidature of Shri K.N. Bhandari, Shri Sain Ditta Mal Nagpal, Shri Radha Krishna Pandey and Shri Ravindra Kumar Singh for the office of Independent Directors of the Company.

The Company has also received declaration from the proposed Independent Directors that they meet the criteria for Independence as prescribed in Section 149(6) of the Companies Act, 2013 and under the Listing Regulations and in the opinion of the Board, all of them fulfills the condition for appointment as Independent Directors as specified in the Act and the Listing Regulations and they are Independent of the Management.

Details of the proposed Independent Directors (Item No. 5 to 8) are provided here under:

Shri K.N. Bhandari

Shri K.N. Bhandari aged about 75 years, holds Bachelor's Degree in Arts and Law and has over 55 years experience in Finance & Insurance management. He has served in various key positions in various organizations.

Shri K.N. Bhandari is a Director on the Boards of Jaiprakash Associates Ltd, Hindalco Industries Ltd, Agriculture Insurance Company of India Ltd, Saurashtra Cements Ltd, Shristi Infrastructure Development Corp. Ltd, Magma HDI General Insurance Co, Ltd, Dahej Harbour and Infrastructure Ltd, Gujarat Sidhee Cement Ltd.

Shri K.N. Bhandari is Audit Committee Chairman of Agriculture Insurance Company Ltd, and Audit Committee Member of Hindalco Industries Ltd and Shristi Infrastructure Development Corp. Ltd. He is also a Chairman of the Board and Audit Committee of the Company.

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

In the opinion of the Board, Shri K.N. Bhandari fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and the SEBI (LODR) Regulations, 2015 and that he is independent of the management.

The Company has received a notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of rupees of one lac.

A copy of the letter of appointment of Shri K.N. Bhandari as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fee, at the Registered Office of the Company.

Except Shri K.N. Bhandari, being an appointee, none of the Directors and Key Management Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as a **Special Resolution**.

Shri Sain Ditta Mal Nagpal

Shri Sain Ditta Mal Nagpal aged about 75 years, holds Master's Degree in Arts and Associate Member of Institute of Cost and Works Accountants of India and has over 53 years experience in Finance & Accounts and Systems.

Shri Sain Ditta Mal Nagpal is a Director on the Boards of Kanpur Fertilizers and Cement Ltd, Jaypee Power Grid Ltd, Madhya Pradesh Jaypee Minerals Ltd., Kanak Resources Management Ltd, Jaypee Arunachal Power Ltd,.

Shri Sain Ditta Mal Nagpal is Chairman of Audit Committee Member of Kanpur Fertilizers and Cement Ltd. He is also a Chairman of the Stakeholders Relationship & Share Transfer Committee of the Company and Member of Nomination & Remuneration Committee of the Company.

Shri Sain Ditta Mal Nagpal does not hold any equity share in his own name and no share or convertible instrument in the Company is held by him, either in his name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri Sain Ditta Mal Nagpal fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and the SEBI (LODR) Regulations, 2015 and that he is independent of the management.

The Company has received a notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of rupees of one lac.

A copy of the letter of appointment of Shri Sain Ditta Mal Nagpal as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fee, at the Registered Office of the Company.

Except Shri Sain Ditta Mal Nagpal, being an appointee, none of the Directors and Key Management Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as a **Special Resolution**.

Shri Radha Krishna Pandey

Shri Radha Krishna Pandey aged about 77 years, holds Master's Degree in Arts and Associate Member of Institute of Cost and Works Accountants of India and has over 55 years experience in Finance & Legal and Corporate Advisory Services.

Shri Radha Krishna Pandey is a Director on the Boards of Kamadhenu Ispat Ltd, Jindal Polyfilms Ltd, Ricoh India Ltd, Sanghi Industries Ltd, Kanpur Fertilizers & Cement Ltd, Jaypee Development Corporation Ltd and Northern Aromatics Ltd.

Shri Radha Krishna Pandey Chairman of Audit Committees of Jindal Polyfilms Ltd and Ricoh India Ltd, and Member of Committees of Sanghi Industries Ltd. Ricoh India Ltd, Kamadhenu Ispat Ltd, He is also a Member of Audit Committee of the Company.

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

In the opinion of the Board, Shri Radha Krishna Pandey fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and SEBI (LODR) Regulations, 2015 and that he is independent of the management.

The Company has received a notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of rupees of one lac.

A copy of the letter of appointment of Shri Radha Krishna Pandey as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fee, at the Registered Office of the Company.

Except Shri Radha Krishna Pandey, being an appointee, none of the Directors and Key Management Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as a **Special Resolution**.

Shri Ravindra Kumar Singh

Shri Ravindra Kumar Singh, aged about 71 years, holds Bachelor's Degree in Engineering (Civil) and has over 49 years experience in Management Functions. He served in various key positions including as Chairman of Indian Railway Board.

Shri Ravindra Kumar Singh, is a Director on the Boards of Prayagraj Power Generation Company Limited and Jaiprakash Agri Initiatives Company Ltd.

Shri Ravindra Kumar Singh, is also a Member of Nomination & Remuneration Committee and Stakeholders Relationship & Share Transfer Committee of the Company.

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

In the opinion of the Board, Shri Ravindra Kumar Singh, fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and SEBI (LODR) Regulations, 2015 and that he is independent of the management.

The Company has received a notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of rupees of one lac.

A copy of the letter of appointment of Shri Ravindra Kumar Singh, as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fee, at the Registered Office of the Company.

Except Shri Ravindra Kumar Singh, being an appointee, none of the Directors and Key Management Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as a **Special Resolution**.

Item No. 9

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 have been appointed as the Cost Auditors of the Company for the Financial Year 2017-18 by the Board of Directors, in its meeting held on 27th May, 2017, 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: New Delhi
Date: 5th May, 2017

