**ANDHRA CEMENTS LIMITED**

**Regd. Office**: Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur Dist, (AP)

**Tel**:+91-8649-257413 **Fax**.:+91-8649-257449, **Email id**: investorcell@andhracements.com

**CIN: L26942AP1936PLC002379, Website**: www.andhracements.com.

**NOTICE**

NOTICE is hereby given that an Extraordinary General Meeting of the Equity Shareholders of ANDHRA CEMENTS LIMITED (“Company”) will be held on Thursday, the 25th February, 2016 at 12.30 P.M. at the Registered Office of the Company at Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur District, (A.P).

Members are hereby informed that the Notice of Meeting including the Admission Slip and Proxy Form setting out the special business to be transacted at the Meeting has been sent to the members who have not registered their email id with the Company / Company’s Registrar & Transfer Agents, to their respective registered addresses by book post and electronically to those members who have registered their email addresses.

Members are hereby informed that the Notice of the meeting including Admission Slip and Proxy Form are available at Company’s website [www.andhracements.com](http://www.andhracements.com).

A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and Proxy need not be a member of the Company. The instrument appointing Proxy to be valid should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.

Members are hereby informed that 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 Reg. 44 (1) and (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing its members facility exercise their right to vote on resolution proposed to be passed at the Meeting scheduled to be held on Thursday, the 25th February, 2016 at 12.30 P.M. at the Registered Office of the Company at Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur District, (A.P), through remote e-voting apart from usual mode of voting at the Meeting through ballot papers. The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.

The Communication relating to remote e-voting inter-alia containing User ID and password along with a copy of the Notice convening Meeting, Admission Slip and Proxy form have been dispatched / emailed, as the case may be, to all the members. This communication and the notice of the meeting are available on the website of the Company at [www.andhracements.com](http://www.andhracements.com) and on the website of NSDL ([www.nsdl.co.in](http://www.nsdl.co.in))

The remote e-voting shall commence on February 22, 2016 from 9.00 am and ends on February 24, 2016 at 5 pm. The remote e-voting will not be allowed beyond the said date and time.

A person whose names appears in the register of members / beneficial owners as on the cut-off date i.e February 18, 2016 only shall entitled to avail the facility of remote e-voting as well as voting at the meeting.

Any person who become a member of the Company after dispatch of the Notice of the Meeting as holding shares as of the cut-off date i.e February 18, 2016 may obtain the user id and password by sending a request at evoting@nsdl.co.in. The detailed procedure for obtaining user id and password is also provided in Notice of the Meeting which available on Company’s website and NSDL website. If the member is already registered with NSDL for e-voting then he can use his existing user id and password for casting vote through remote e-voting.

Any member, who is entitled to vote but has not exercised his/her right to vote by remote e-voting, may vote at the Meeting through physical ballot for the business specified in the Notice. Ballot papers will be provided to the members at the venue of the meeting to cast their votes. Please note that the members who have exercised their right to vote by remote e-voting may attend the meeting and shall not be allowed to vote at the meeting.

In case of any querries / grievances relating to voting by electronic means, the members / beneficial owners may contact Mr. Rajiv Ranjan, Asst. Manager, NSDL, Toll Free No. 1800-222-990 and Email id: evoting@nsdl.co.in.

 By Order of the Board

 **For ANDHRA CEMENTS LTD**

 Place: Noida  **G. TIRUPATI RAO**

 Date: February 1, 2016 GM (Legal) & Company Secretary