

Ref: ACL:SEC:2020

September 30, 2020

The Manager  
Listing Department  
**National Stock Exchange of India Limited.**  
"Exchange Plaza" C/1, G-Block  
Bandra-Kurla Complex, , Bandra (E)  
Mumbai - 400051

**Bombay Stock Exchange Limited**  
25 Floor, New Trading Ring  
Rotunda Building P J Towers,  
Dalal Street, Fort  
Mumbai – 400 001

Dear Sirs,

**Re: Declaration of Results along with Scrutinizer's Report regarding Resolutions passed at the 81<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> September 2020**

We are pleased to submit the Chairman's Declaration of Results along with the Scrutinizer's Report with regard to the Resolutions passed at the 81<sup>st</sup> Annual General Meeting of the Members of ANDHRA CEMENTS LIMITED, held on Tuesday, the 29<sup>th</sup> September, 2020 at 3.30 p.m. through Video Conferencing/Other Audio Visual Means ("VC/OAVM").

The Results are being uploaded on the website of the Company [www.andhracements.com](http://www.andhracements.com) as well on the website of NSDL [www.nsdl.com](http://www.nsdl.com)

This is for your kind information and records

Thanking you

Yours faithfully  
**For ANDHRA CEMENTS LIMITED**

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

Encl: as above

**ANDHRA CEMENTS LIMITED**

**DECLARATION OF RESULTS OF REMOTE E-VOTING/E-VOTING AT AGM  
IN RESPECT OF THE 81<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS  
OF "ANDHRA CEMENTS LIMITED" HELD ON SEPTEMBER 29, 2020 AT  
03.30 PM THROUGH VIDEO CONFERENCE (VC).**

On the basis of the reports, submitted by the ShriMahadevTirunagari, Practicing Company Secretary (Membership No. FCS - 6681), the Scrutinizer appointed by the Board of Directors for the purpose of Scrutinizing the Remote e-voting process, which started on 26<sup>th</sup> September, 2020 at 9.00 AM and ended on 28<sup>th</sup> September, 2019 at 5.00 PM and e-voting process at AGM, which was conducted on 29<sup>th</sup> September, 2020 for the 81<sup>st</sup> 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 29<sup>th</sup> June, 2020 in respect of 81<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> September, 2020 as follows:

**Resolution No. 1 (Ordinary)**

"RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March, 2020, the statement of Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon be and are hereby received and adopted."

<b>Total Votes</b>	<b>20,19,89,756</b>
<b>Total Valid Votes</b>	<b>20,19,89,756</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,19,79,324</b>
<b>Total votes cast against the Resolution</b>	<b>10,432</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>Negligible</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 No. 1 has been passed as an **Ordinary Resolution**.

**Resolution No. 2 (Ordinary)**

"RESOLVED THAT **ShriRam Bahadur Singh (DIN:00229692)**, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

*(Signature)*



<b>Total Votes</b>	<b>20,19,89,756</b>
<b>Total Valid Votes</b>	<b>20,19,89,756</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,19,71,155</b>
<b>Total votes cast against the Resolution</b>	<b>18,601</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>Negligible</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 No. 2 has been passed as an **Ordinary Resolution**.

### **Resolution No. 3 (Ordinary)**

“RESOLVED THAT **Smt Manju Sharma (DIN:00023037)**, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as Director of the Company.”

<b>Total Votes</b>	<b>20,19,89,756</b>
<b>Total Valid Votes</b>	<b>20,19,89,756</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,19,71,155</b>
<b>Total votes cast against the Resolution</b>	<b>18,601</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>Negligible</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 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. Dass Gupta & Associates, Chartered Accountants (Firm Regn. No. 000112N)**, be and are hereby ratified their appointment as Statutory Auditors of the Company to hold office from the conclusion of this 81<sup>st</sup> Annual General Meeting until the conclusion of next 82<sup>nd</sup> Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”


<b>Total Votes</b>	<b>20,19,89,756</b>
<b>Total Valid Votes</b>	<b>20,19,89,756</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,19,71,155</b>
<b>Total votes cast against the Resolution</b>	<b>18,601</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>Negligible</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 No. 4 has been passed as an **Ordinary Resolution**.

#### **Resolution No. 5 (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 and Captive Power Production for the Financial Year 2020-21, 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.”

<b>Total Votes</b>	<b>20,19,89,756</b>
<b>Total Valid Votes</b>	<b>20,19,89,756</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,19,68,868</b>
<b>Total votes cast against the Resolution</b>	<b>20,888</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>99.99</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0.01</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 No. 5 has been passed as **Ordinary Resolution**.



Based on the consolidated Report of Scrutinizer, all Resolutions as set out in the Notice of the 81<sup>st</sup> 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. 29<sup>th</sup> September, 2020. 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.

 (R.K. SINGH)

**Chairman of the 81<sup>st</sup> Annual Meeting**



Date: 30<sup>th</sup> September, 2020

*Mahadev Tirunagari*  
*Company Secretary in Practice & Insolvency Professional*

Sri Venkateswara Nilayam, Plot No-10, II Floor,  
Krishnapuram, Road No-10, Banjara Hills, Hyderabad-500034  
M: 98666 20104, O: 90142 90839, email: mahadev.pcs@gmail.com

### 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 81<sup>st</sup> 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 E-voting conducted during the AGM at 81<sup>st</sup> Annual General Meeting held on 29 September 2020.**

I, Mahadev Tirunagari, Company Secretary in Practice have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the remote e-voting process and e-voting conducted during the AGM pursuant to Section 108 of the Companies Act, 2013 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 1,2,3,4 and 5 as set out in the Notice of 81<sup>st</sup> Annual General Meeting (AGM) of the shareholders of the Company dated 29 June 2020.

In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020 and 13 April 2020 and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 have permitted the holding of the Annual General Meeting ("AGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 81<sup>st</sup> AGM of the Company was conducted through Video Conferencing and Other Audio Visual means (VC / OAVM). National Securities Depositories Limited ('NSDL') has provided the facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.



*Mahadev Tirunagari*  
*Company Secretary in Practice & Insolvency Professional*

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In this regard, the members who have not availed the facility of remote e-voting shall be allowed to cast their vote through the e-voting facility provided by NSDL during the conduction of AGM. Hence, there is no requirement of voting through poll and appointment of proxies.

In this regard, I report that:

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 e-voting conducted during the AGM 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 e-voting conducted during 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 and e-voting conducted during the AGM.
2. The Notice dated 29 June 2020 was dispatched to the Shareholders through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on Monday, 07 September 2020. In view of the COVID-19 pandemic the Company has not dispatched its notice through courier/speed post/registered post to any member. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent 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, 21 August 2020.
3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisements about having sent the notice of meeting to be held through VC / OAVM and providing remote e-voting facility and e-voting conducted during the AGM in the Financial Express (English Newspaper), Nava Telangana and Prajashakti (Telugu Newspapers) on Tuesday, 08 September 2020.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Saturday, 26 September 2020 (09:00 A.M.) to Monday, 28 September 2020 (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. Tuesday, 22 September 2020.



6. The facility for voting through electronic means was made available on the NSDL website for the members who are attending the Annual General Meeting through VC / OAVM and who have not already casted their vote by Remote- E voting. This is because the physical poll through ballot paper is not possible in case of AGM held through VC / OAVM
7. As required under the said rules, after the conclusion of the time fixed for casting the votes using e-voting facility during the Annual General Meeting, the votes cast under remote e-voting facility along with the votes cast using e-voting facility during the AGM were unblocked on the website of NSDL in the presence of Ms. Vaishnavi and Ms. Shweta who are not in employment with the Company and were diligently scrutinized. They have signed below in confirmation of the votes being unblocked in their presence.

Vaishnavi  
Vaishnavi

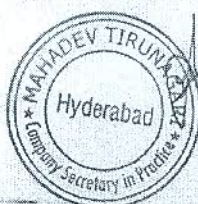
Shweta  
Shweta

8. Summary of the remote e-voting and e-voting conducted during the AGM is as follows:

**Resolution No. 1: ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss for the Year ended on that date and the Reports of Directors and Auditors thereon:

Voted in favour of the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting during the AGM	0	0	0.00 (Negligible)
Remote E-voting	44	201979324	100
<b>Total</b>	<b>44</b>	<b>201979324</b>	<b>100</b>
Voted against the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting during the AGM	0	0	0
Remote E-voting	7	10432	0.00 (Negligible)
<b>Total</b>	<b>7</b>	<b>10432</b>	<b>0.00 (Negligible)</b>
<b>Grand Total</b>	<b>51</b>	<b>201989756</b>	<b>100</b>





(ii) Abstained from voting

Particulars	No of members who abstained from voting	Number of votes held by them
E-voting during the AGM	34	310392
Remote E-voting	70737	91224252
<b>Total</b>	<b>70771</b>	<b>91534644</b>

(iii) Invalid Votes

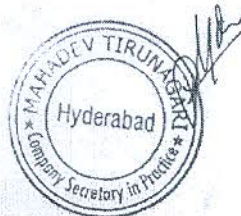
Particulars	Total number of members whose votes were declared as invalid	Total number of votes held by them
E-voting during the AGM	0	0
Remote E-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid result, Ordinary Resolution as contained in item No. 1 set forth in the notice of AGM has been passed with requisite Majority.

**Resolution No. 2: ORDINARY RESOLUTION**

To appoint a Director in place of Shri Ram Bahadur Singh (DIN: 00229692), who retires by rotation and being eligible, offers himself for re-appointment.:

Voted in favour of the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting during the AGM	0	0	0.00 (Negligible)
Remote E-voting	43	201971155	100
<b>Total</b>	<b>43</b>	<b>201971155</b>	<b>100</b>
Voted against the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting during the AGM	0	0	0
Remote E-voting	8	18601	0.00 (Negligible)
<b>Total</b>	<b>8</b>	<b>18601</b>	<b>0.00 (Negligible)</b>
<b>Grand Total</b>	<b>51</b>	<b>201989756</b>	<b>100</b>



(ii) Abstained from voting

Particulars	No of members who abstained from voting	Number of votes held by them
E-voting during the AGM	34	310392
Remote E-voting	70737	91224252
<b>Total</b>	<b>70771</b>	<b>91534644</b>

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes held by them
E-voting during the AGM	0	0
Remote E-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid result, Ordinary Resolution as contained in item No. 2 set forth in the notice of AGM has been passed with requisite Majority.

**Resolution No. 3: ORDINARY RESOLUTION**

To appoint a Director in place of Smt Manju Sharma (DIN: 00023037), who retires by rotation and being eligible, offers herself for re-appointment.:

<b>Voted in favour of the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting during the AGM	0	0	0.00 (Negligible)
Remote E-voting	43	201971155	100
<b>Total</b>	<b>43</b>	<b>201971155</b>	<b>100</b>
<b>Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting during the AGM	0	0	0
Remote E-voting	8	18601	0.00 (Negligible)
<b>Total</b>	<b>8</b>	<b>18601</b>	<b>0.00 (Negligible)</b>
<b>Grand Total</b>	<b>51</b>	<b>201989756</b>	<b>100</b>



(ii) Abstained from voting

Particulars	No of members who abstained from voting	Number of votes held by them
E-voting during the AGM	34	310392
Remote E-voting	70737	91224252
<b>Total</b>	<b>70771</b>	<b>91534644</b>

(iii) Invalid Votes

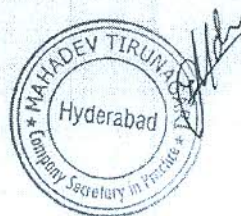
Particulars	Total number of members whose votes were declared as invalid	Total number of votes held by them
E-voting during the AGM	0	0
Remote E-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid result, Ordinary Resolution as contained in item No. 3 set forth in the notice of AGM has been passed with requisite Majority.

**Resolution No. 4: ORDINARY RESOLUTION**

To ratify the appointment of M/s. Dass Gupta & Associates, Chartered Accountants (Firm Regn. No.000112N), as Statutory Auditors of the Company:

Voted in favour of the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting during the AGM	0	0	0.00 (Negligible)
Remote E-voting	43	201971155	100
<b>Total</b>	<b>43</b>	<b>201971155</b>	<b>100</b>
Voted against the resolution			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting during the AGM	0	0	0
Remote E-voting	8	18601	0.00 (Negligible)
<b>Total</b>	<b>8</b>	<b>18601</b>	<b>0.00 (Negligible)</b>
<b>Grand Total</b>	<b>51</b>	<b>201989756</b>	<b>100</b>



(ii) Abstained from voting

Particulars	No of members who abstained from voting	Number of votes held by them
E-voting during the AGM	34	310392
Remote E-voting	70737	91224252
<b>Total</b>	<b>70771</b>	<b>91534644</b>

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes held by them
E-voting during the AGM	0	0
Remote E-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid result, Ordinary Resolution as contained in item No. 4 set forth in the notice of AGM has been passed with requisite Majority.

**Resolution No. 5: ORDINARY RESOLUTION**

To ratify the remuneration of M/s. J.K Kabra & Co, Cost Accountants (Firm Regn. No. 00009), Cost Auditor of the Company:

<b>Voted in favour of the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting during the AGM	0	0	0.00 (Negligible)
Remote E-voting	41	201968868	99.99
<b>Total</b>	<b>41</b>	<b>201968868</b>	<b>99.99</b>
<b>Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting during the AGM	0	0	0
Remote E-voting	10	20888	0.01 (Negligible)
<b>Total</b>	<b>10</b>	<b>20888</b>	<b>0.01 (Negligible)</b>
<b>Grand Total</b>	<b>51</b>	<b>201989756</b>	<b>100</b>



*Mahadev Tirunagari*  
*Company Secretary in Practice & Insolvency Professional*

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Krishnapuram, Road No-10, Banjara Hills, Hyderabad-500034  
M: 98666 20104, O: 90142 90839, email: mahadev.pcs@gmail.com

(ii) Abstained from voting

Particulars	No of members who abstained from voting	Number of votes held by them
E-voting during the AGM	34	310392
Remote E-voting	70737	91224252
<b>Total</b>	<b>70771</b>	<b>91534644</b>

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes held by them
E-voting during the AGM	0	0
Remote E-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Based on the aforesaid result, Ordinary Resolution as contained in item No. 5 set forth in the notice of AGM has been passed with requisite Majority.

The register, all other papers and relevant records relating to remote e-voting and and e-voting conducted during the AGM 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 authorized person for safe keeping.

Thanking you,  
Yours faithfully

Mahadev Tirunagari  
Company Secretary in Practice



For Andhra Cements Limited

R.K.Singh  
Chairman of 81<sup>st</sup> Annual General Meeting



FCS: 6681  
CP No: 7350

DIN: 01859229

Place: Hyderabad  
Date: 30.09.2020  
UDIN: F006681B000824278