

ANDHRA CEMENTS LIMITED

DECLARATION OF RESULTS OF E-VOTING/VOTING BY POLL IN RESPECT OF THE 77TH ANNUAL GENERAL MEETING OF THE MEMBERS OF "ANDHRA CEMENTS LIMITED" HELD ON SEPTEMBER 30, 2016

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 27th September, 2016 at 9.00 AM and ended on 29th September, 2016 at 5.00 PM and vote on Poll process, which was conducted on 30th September, 2016 for the 77th 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 29th May, 2016 in respect of 77th Annual General Meeting held on 30th September, 2016 as follows:

Resolution No. 1 (Ordinary)

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2016, 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	201995406
Total Valid Votes	201995406
Total votes cast in favour of the Resolution	201995406
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0%

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**.



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Regd. Office & Factory : Durga Cement Works, Durgapuram, Srinagar(PO),
Dachepalli - 522414, Guntur District, Andhra Pradesh,
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Website : www.andhracements.com, E.mail : investorcell@andhracements.com
CIN : L26942AP1936PLC002379

Resolution No. 2 (Ordinary)

"RESOLVED THAT Shri Pankaj Gaur (DIN: 00008419) 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	201995406
Total Valid Votes	201995406
Total votes cast in favour of the Resolution	201991146
Total votes cast against the Resolution	4260
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	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 Naveen Kumar Singh (DIN: 00215393) 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	201992406
Total Valid Votes	201992406
Total votes cast in favour of the Resolution	201988171
Total votes cast against the Resolution	4235
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, **M/s. Chaturvedi & Partners, Chartered Accountants (Firm Regn. No. 307068E)**, be and are hereby ratified the 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 plus service tax, out-of-



pocket expenses, etc. as may be fixed by the Board of Directors of the Company.”

Total Votes	201995406
Total Valid Votes	201995406
Total votes cast in favour of the Resolution	201994381
Total votes cast against the Resolution	1025
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	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 (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 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.”

Total Votes	201995406
Total Valid Votes	201995406
Total votes cast in favour of the Resolution	201995406
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0%

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 an **Ordinary Resolution**.



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Based on the consolidated Report of Scrutinizer, all Resolutions as set out in the Notice of the 77th 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 30th September, 2016. The Results along with the Scrutinizer's Report shall be available on the Company's website; www.andhracements.com and on NSDL's website.



(S.K. MANDAL)

Chairman of the Meeting



Place: Durga Cements Works, Durgapuram

Date: 30th September, 2016

