

ANDHRA CEMENTS LIMITED**DECLARATION OF RESULTS OF E-VOTING/VOTING BY POLL IN RESPECT OF THE 76TH ANNUAL GENERAL MEETING OF THE MEMBERS OF "ANDHRA CEMENTS LIMITED" HELD ON DECEMBER 28, 2015**

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 25th December, 2015 at 9.00 AM and ended on 27th December, 2015 at 5.00 PM and vote on Poll process, which was conducted on 28th December, 2015 for the 76th 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 28th August, 2015 in respect of 76th Annual General Meeting held on 28th December, 2015, as follows:

Resolution No. 1 (Ordinary)

"RESOLVED THAT the Audited Balance Sheet as at 30th June, 2015, the statement of Profit & Loss Account for the period (15 months) ended on that date and the Reports of Directors and Auditors thereon be and are hereby received and adopted."

Total Votes	201966799
Total Valid Votes	201966799
Total votes cast in favour of the Resolution	201966799
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.**

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	201967299
Total Valid Votes	201967299
Total votes cast in favour of the Resolution	201967299
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. 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	201967299
Total Valid Votes	201967299
Total votes cast in favour of the Resolution	201967299
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. 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	201967299
Total Valid Votes	201967299
Total votes cast in favour of the Resolution	201967299
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. 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 2015-16, 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	201965299
Total Valid Votes	201965299
Total votes cast in favour of the Resolution	201965299
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.**

Resolution No. 6 (Ordinary)

“RESOLVED THAT pursuant to the provisions of Section 152 (2) and other applicable provisions, if any, of the Companies Act, 2013 (Act), **Shri Ram Bahadur Singh (DIN: 00229692)**, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Total Votes	201967299
Total Valid Votes	201967299
Total votes cast in favour of the Resolution	201967299
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. 6 has been passed as a **Ordinary Resolution.**

Resolution No. 7 (Ordinary)

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), **Smt. Manju Sharma (DIN: 00023037)**, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

(Handwritten signature)



Total Votes	201967299
Total Valid Votes	201967299
Total votes cast in favour of the Resolution	201967299
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. 7 has been passed as an **Ordinary Resolution.**

Resolution No. 8 (Special)

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company, by substituting/inserting the following new Articles:

(i) Substitute the definition of “The Act”, or “the said Act” under Article 1 to read as under: “The Act”, or “the said Act” means “the Companies Act, 1956 and/ or “the Companies Act, 2013”, as applicable, and shall include any statutory modifications, amendments, re-enactments thereof, as may be applicable,

(ii) Insert Article 2A after Article 2: “1A In case of any conflict/contradiction between the provisions contained in these Articles and the provisions of the Companies Act, 2013, the provisions of the Companies Act, 2013 shall apply. Further, in respect of such matters as are provided in Table F of Schedule I to the Companies Act, 2013 but in respect whereof no provision has been made in these Articles, the provisions contained in Table F shall apply, and

(iii) Insert Article 2B after Article 2A: “2B wherever in the Companies Act, 2013, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority to carry out such transaction(s) as have been permitted by the Companies Act, 2013, without there being any separate/specific article in that behalf herein provided.”

“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	201967299
Total Valid Votes	201967299



Total votes cast in favour of the Resolution	201967299
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. 8 has been passed as an **Special Resolution**.

Based on the consolidated Report of Scrutinizer, all Resolutions as set out in the Notice of the 76th 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 28th December, 2015. The Results along with the Scrutinizer's Report shall be available on the Company's website; www.andhracemts.com and on NSDL's website.


(K.N. BHANDARI)
Chairman of the Meeting



Place: Durga Cements Works, Durgapuram
Date: 28th December, 2015