

## ANDHRA CEMENTS LIMITED

### **DECLARATION OF RESULTS OF E-VOTING/VOTING BY POLL IN RESPECT OF THE 78<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF "ANDHRA CEMENTS LIMITED" HELD ON SEPTEMBER 27, 2017**

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 23<sup>rd</sup> September, 2017 at 9.00 AM and ended on 26<sup>th</sup> September, 2017 at 5.00 PM and vote on Poll process, which was conducted on 27<sup>th</sup> September, 2017 for the 78<sup>th</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 5<sup>th</sup> August, 2017 in respect of 78<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017 as follows:

#### **Resolution No. 1 (Ordinary)**

"RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, 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."

<b>Total Votes</b>	<b>201992301</b>
<b>Total Valid Votes</b>	<b>201978400</b>
<b>Total votes cast in favour of the Resolution</b>	<b>201975723</b>
<b>Total votes cast against the Resolution</b>	<b>2677</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>0% (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 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."

<b>Total Votes</b>	<b>201992303</b>
<b>Total Valid Votes</b>	<b>201978400</b>
<b>Total votes cast in favour of the Resolution</b>	<b>201973223</b>



<b>Total votes cast against the Resolution</b>	<b>5177</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>0% (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 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.”

<b>Total Votes</b>	<b>201992303</b>
<b>Total Valid Votes</b>	<b>201978400</b>
<b>Total votes cast in favour of the Resolution</b>	<b>201973223</b>
<b>Total votes cast against the Resolution</b>	<b>5177</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>0% (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. Chaturvedi & Partners, Chartered Accountants (Firm Regn. No. 307068E)**, be and are hereby ratified their appointment as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting untill the conclusion of next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”

<b>Total Votes</b>	<b>201992303</b>
<b>Total Valid Votes</b>	<b>201978390</b>
<b>Total votes cast in favour of the Resolution</b>	<b>201973213</b>
<b>Total votes cast against the Resolution</b>	<b>5187</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>0% (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 (Special)**

**“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 30<sup>th</sup> September, 2017 to 29<sup>th</sup> 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.”

<b>Total Votes</b>	<b>201992303</b>
<b>Total Valid Votes</b>	<b>201978400</b>
<b>Total votes cast in favour of the Resolution</b>	<b>201973223</b>
<b>Total votes cast against the Resolution</b>	<b>5177</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>0% (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. 5 has been passed as **Special Resolution**.

**Resolution No. 6 (Special)**

**“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 30<sup>th</sup> September, 2017 to 29<sup>th</sup> 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.”

<b>Total Votes</b>	<b>201992303</b>
<b>Total Valid Votes</b>	<b>201978400</b>
<b>Total votes cast in favour of the Resolution</b>	<b>201973223</b>
<b>Total votes cast against the Resolution</b>	<b>5177</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>0% (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. 6 has been passed as **Special Resolution**.

**Resolution No. 7 (Special)**

**“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 the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 30<sup>th</sup> September, 2017 to 29<sup>th</sup> 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.”

<b>Total Votes</b>	<b>201992303</b>
<b>Total Valid Votes</b>	<b>201978400</b>
<b>Total votes cast in favour of the Resolution</b>	<b>201973223</b>
<b>Total votes cast against the Resolution</b>	<b>5177</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>0% (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. 7 has been passed as **Special Resolution**.

**Resolution No. 8 (Special)**

**“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 30<sup>th</sup> September, 2017 to 29<sup>th</sup> 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.”

<b>Total Votes</b>	<b>201992303</b>
<b>Total Valid Votes</b>	<b>201978400</b>
<b>Total votes cast in favour of the Resolution</b>	<b>201973223</b>
<b>Total votes cast against the Resolution</b>	<b>5177</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>0% (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. 8 has been passed as **Special Resolution**.

**Resolution No. 9 (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 2017-



