

ANDHRA CEMENTS LIMITED

CIN: L26942AP1936PLC002379

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

Tel:+91-8649-257428/29, Fax.:+91-8649-257449

Email id: investorcell@andhracements.com, Website: www.andhracements.com.

Name of the member including
Joint holder(s), if any

Registered address of the sole/
first named member

DP ID & Client ID No./ Registered Folio No.

No. of Shares held

Dear Member(s),

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to its members in respect of the business(es) to be transacted at the 75th Annual General Meeting of the Company scheduled to be held on **Tuesday, September 30, 2014 at 12.30 P.M.**

The Company has engaged Central Depository Services (India) Limited as the authorized agency to provide e-voting facility. For instructions on e-voting please see overleaf.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	9.00 A.M. on 24th September, 2014
End of e-voting	6.00 P.M. on 26th September, 2014

Members of the Company holding shares in either physical form or dematerialize form as on the cut-off date/ record date i.e. 22nd August, 2014, may cast their vote electronically.

This communication is an integral part of Notice dated August 11, 2014 for the Annual General Meeting scheduled to be held on Tuesday, September 30, 2014

The Notice of the Annual General Meeting and this communication are also available on the website of the Company at www.andhracements.com.

Thanking you

For **ANDHRA CEMENTS LIMITED**

G. TIRUPATI RAO

General Manager-Legal & Company Secretary
(Membership No. FCS 2818)

Place: Noida

Date: 11th August, 2014

The Annual Report for the Financial Year 2013-14 is being sent separately

THE INSTRUCTIONS FOR MEMBERS FOR VOTING THROUGH ELECTRONIC MEANS-

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "shareholders" tab.
- (iii) Now Enter your applicable User ID, as under:-
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification code as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:
Fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digit (from the right hand side) CDSL/ NSDL client id / folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number after the first two characters of the name in CAPITAL LETTERS Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. #Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date ie. 22nd August, 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of "Andhra Cements Limited".
- (xi) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
D. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The e-voting commences on Wednesday, September 24, 2014 (9.00 a.m) and ends on Friday, September 26, 2014 (6.00 p.m). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/ record date ie. August 22, 2014 may cast their vote electronically. The voting rights of the members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date (i.e. the Record Date).
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Shri Mahadev Tirunagari, Practicing Company Secretary (FCS – 6681 & CP No. 7350) has been appointed as the Scrutinizer and Shri Ashish Kumar Gaggar (FCS – 6687 & CP No. 7321) as Alternative Scrutinizer to scrutinize the e-voting and Poll process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the vote in the presence of atleast two witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (xxii) In the event of poll, please note that the members who, have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the Meeting.
- (xxiii) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 75th Annual General Meeting of the Company scheduled to be held on Tuesday, September 30, 2014. The Results shall be declared on Thursday, the 2nd October, 2014. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website, www.andhracement.com and on CDSL's website, www.cdslindia.com within two days of passing of the Resolutions at the meeting and communicated to the Stock Exchanges.