

Ref. ACL.SEC:2019

October 1, 2019

The Manager Listing Department <b>National Stock Exchange of India Ltd</b> Exchange Plaza, C-1, G-Block Bandra-Kurla Complex, Bandra (E), Mumbai - 400051 <b>Fax No. 022-26598237/38/8347/48</b>	The Manager <b>BSE Limited</b> 25 <sup>th</sup> Floor, New Trading Ring, P J Towers, Dalal Street, Fort Mumbai - 400 001 <b>Fax No. 022-22723121/2037/2039/41</b>
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Dear Sir/Madam,

**Sub: Declaration of Results along with Scrutinizer's Report regarding Resolutions passed at the 80<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2019.**

We are pleased to submit the Declaration of Results along with the Scrutinizer's Report with regard to the Resolutions passed at the 80<sup>th</sup> Annual General Meeting of the Members of ANDHRA CEMENTS LTD, held on Monday, the 30<sup>th</sup> September, 2019 at 12.30 pm at the Registered Office of the Company.

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

This is for your kind information and records.

Yours faithfully,

**For ANDHRA CEMENTS LTD**



**(G. TIRUPATI RAO)**

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



**Encl: a/a**

## ANDHRA CEMENTS LIMITED

### **DECLARATION OF RESULTS OF E-VOTING/VOTING BY POLL IN RESPECT OF THE 80<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF "ANDHRA CEMENTS LIMITED" HELD ON SEPTEMBER 30, 2019**

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 27<sup>th</sup> September, 2019 at 9.00 AM and ended on 29<sup>th</sup> September, 2019 at 5.00 PM and vote on Poll process, which was conducted on 30<sup>th</sup> September, 2019 for the 80<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 30<sup>th</sup> July, 2019 in respect of 80<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2019 as follows:

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

"RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, 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>20,20,23,867</b>
<b>Total Valid Votes</b>	<b>20,20,23,867</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,20,23,716</b>
<b>Total votes cast against the Resolution</b>	<b>151</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 **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."



<b>Total Votes</b>	<b>20,20,23,867</b>
<b>Total Valid Votes</b>	<b>20,20,23,867</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,20,23,165</b>
<b>Total votes cast against the Resolution</b>	<b>5,702</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 **Shri Vijai Kumar Jain (DIN: 00387576)**, 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>20,20,23,867</b>
<b>Total Valid Votes</b>	<b>20,20,23,867</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,20,23,165</b>
<b>Total votes cast against the Resolution</b>	<b>5,702</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 provisions of Section 139 of Companies Act, 2013 read with the applicable Rules, **M/s Dass Gupta & Associates, Chartered Accountants**, (Firm Regn. No. 000112N) be and are hereby appointed as **Statutory Auditors of the Company for a term of 5 years**, from the conclusion of this 80<sup>th</sup> Annual General Meeting till the conclusion of 85<sup>th</sup> Annual General Meeting to be held in the year 2024, on such remuneration and reimbursement of out of pocket expenses, as may be approved by the Board from time to time.”



<b>Total Votes</b>	<b>20,20,23,867</b>
<b>Total Valid Votes</b>	<b>20,20,23,867</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,20,23,211</b>
<b>Total votes cast against the Resolution</b>	<b>1,656</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 Product and Captive Power Production, for the Financial Year 2019-20, 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>20,20,23,767</b>
<b>Total Valid Votes</b>	<b>20,20,23,767</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,20,17,407</b>
<b>Total votes cast against the Resolution</b>	<b>6,360</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. 5 has been passed as **Ordinary Resolution**.



## Resolution No. 6 (Special)

**“RESOLVED THAT** consent of the members of the Company be and is hereby accorded to Change the designation of Shri Naveen Kumar Singh (DIN: 00215393) from Director to Director & CEO of the Company with effect from 11<sup>th</sup> February, 2019.

**“RESOLVED THAT** pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company Shri Naveen Kumar Singh (DIN: 00215393) be and is hereby appointed as Whole-time Director & CEO of the company for a period 5 years with effect from 11<sup>th</sup> February, 2019 on terms and conditions including remuneration as given below.”

Salary: Rs. 1/ (Rupee One) per month

Perquisites: No perquisites

Other Terms and Conditions:

Sitting fee will be paid to him for attending the Board/Committee Meetings thereof. Terms and conditions of his employment may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to the approvals as may be required.

**”RESOLVED FURTHER** that Shri Naveen Kumar Singh (DIN: 00215393) in the capacity of Whole time Director & CEO will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company, from time to time.”

**’RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution.”

<b>Total Votes</b>	<b>20,20,23,867</b>
<b>Total Valid Votes</b>	<b>20,20,23,867</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,20,21,716</b>
<b>Total votes cast against the Resolution</b>	<b>2,151</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. 6 has been passed as **Special Resolution**.



### Resolution No. 7 (Special)

“RESOLVED THAT pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) as amended by SEBI (LODR) (Amendment) Regulations, 2018 approval of members be and is hereby accorded in respect of continuation of Shri K.N. Bhandari (DIN: 00026078) as Independent Director, despite having attained the age of 75 years, who was re-appointed by the members of the Company at the 78<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017 for a term of three consecutive years from 30<sup>th</sup> September, 2017 to 29<sup>th</sup> September, 2020.”

<b>Total Votes</b>	<b>20,20,23,867</b>
<b>Total Valid Votes</b>	<b>20,20,23,867</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,20,19,664</b>
<b>Total votes cast against the Resolution</b>	<b>4,203</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. 7 has been passed as **Special Resolution**.

### Resolution No. 8 (Special)

“RESOLVED THAT pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) as amended by SEBI (LODR) (Amendment) Regulations, 2018 approval of members be and is hereby accorded in respect of continuation of Shri Sain Ditta Mal Nagpal (DIN: 00131037) as Independent Director, despite having attained the age of 75 years, who was re-appointed by the members of the Company at the 78<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017 for a term of three consecutive years from 30<sup>th</sup> September, 2017 to 29<sup>th</sup> September, 2020.”

<b>Total Votes</b>	<b>20,20,23,867</b>
<b>Total Valid Votes</b>	<b>20,20,23,867</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,20,19,664</b>
<b>Total votes cast against the Resolution</b>	<b>4,203</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. 8 has been passed as **Special Resolution**.



### Resolution No. 9 (Special)

“RESOLVED THAT pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) as amended by SEBI (LODR) (Amendment) Regulations, 2018 approval of members be and is hereby accorded in respect of continuation of Shri Radha Krishna Pandey (DIN: 00190017) as Independent Director, despite having attained the age of 75 years, who was re-appointed by the members of the Company at the 78<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017 for a term of three consecutive years from 30<sup>th</sup> September, 2017 to 29<sup>th</sup> September, 2020.”

<b>Total Votes</b>	<b>20,20,23,867</b>
<b>Total Valid Votes</b>	<b>20,20,23,867</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,20,19,664</b>
<b>Total votes cast against the Resolution</b>	<b>4,203</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. 9 has been passed as **Special Resolution**.

### Resolution No. 10 (Special)

“RESOLVED THAT pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) as amended by SEBI (LODR) (Amendment) Regulations, 2018 approval of members be and is hereby accorded in respect of continuation of Shri Ravindra Kumar Singh (DIN: 0859229) as Independent Director, despite having attained the age of 75 years, who was re-appointed by the members of the Company at the 78<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017 for a term of three consecutive years from 30<sup>th</sup> September, 2017 to 29<sup>th</sup> September, 2020.”

<b>Total Votes</b>	<b>20,20,23,867</b>
<b>Total Valid Votes</b>	<b>20,20,23,867</b>
<b>Total votes cast in favour of the Resolution</b>	<b>20,20,19,664</b>
<b>Total votes cast against the Resolution</b>	<b>4,203</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. 10 has been passed as **Special Resolution**.

Based on the consolidated Report of Scrutinizer, all Resolutions as set out in the Notice of the 80<sup>th</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 30<sup>th</sup> September, 2019. The Results along with the Scrutinizer's Report shall be available on the Company's website; [www.andhracemments.com](http://www.andhracemments.com) and on NSDL's website.



**(NAVEEN KUMAR SINGH)**

**Chairman of the 80<sup>TH</sup> Annual Meeting**



Place: Durga Cements Works, Durgapuram

Date: 30<sup>th</sup> September, 2019



*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 80<sup>th</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 on voting by Poll at 80<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2019.**

I, Mahadev Tirunagari, Company Secretary in Practice has been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the remote e-voting process and ballot voting (Poll) carried out by the company pursuant to Section 108 of the Companies Act, 2013 ("the Act") 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 to 10 as set out in the Notice of 80<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company dated 30 July 2019.

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 polling papers 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 voting through ballot process conducted at 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 for e-voting and poll conducted at the AGM.
2. The Notice dated 30 July 2019 along with Statement setting out material facts under Section 102 of the Companies Act, 2013 was dispatched to the Shareholders through courier post on 6<sup>th</sup> day, September 2019 and through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on 7<sup>th</sup> day, September, 2019. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agents 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 23<sup>rd</sup> day, August, 2019.

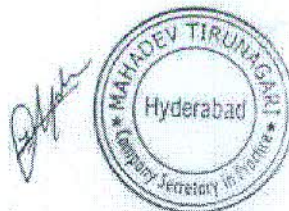


3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing remote e-voting facility in the Financial Express (English Newspaper), in Nava Telangana and Prajashakti (Telugu Newspapers) on Monday, 09 September 2019.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Friday, 27<sup>th</sup> September, 2019 (09:00 A.M.) to Sunday, 29<sup>th</sup> September, 2019 (05:00 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. Friday, 20<sup>th</sup> September, 2019.
6. The facility for voting through physical ballot papers was made available at the meeting and members attending the meeting, who have not already casted their vote by Remote- E voting exercised their right to vote at the meeting through ballot papers.
7. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence and the members who were present
8. The locked ballot box was subsequently opened in my presence and in the presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
9. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under remote e-voting facility were unblocked in the presence of Mr Veer Reddy and Mr B. Jagdish Chand who are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence.

J. Veer Reddy

B. Jagdish Chand

10. I did not find any poll papers as invalid.
11. Summary of the remote e-voting and poll are as follows:



**Resolution No. 1: ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit & Loss for the Year ended on that date and the Reports of Directors and Auditors thereon.

<b>(i) 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
Poll at AGM	24	20,19,53,215	99.97
Remote E-voting	29	70,501	0.03
<b>Total (i)</b>	<b>53</b>	<b>20,20,23,716</b>	<b>100</b>
<b>(ii) Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0
Remote E-voting	5	151	Negligible
<b>Total (ii)</b>	<b>5</b>	<b>151</b>	<b>Negligible</b>
<b>Grand Total (i+ii)</b>	<b>58</b>	<b>20,20,23,867</b>	<b>100</b>

**(iii) Invalid Votes**

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
<b>Total (iii)</b>	<b>0</b>	<b>0</b>

**Resolution No. 2: ORDINARY RESOLUTION**

To appoint a Director in place of Shri Pankaj Gaur (DIN: 00008419), who retires by rotation and, being eligible offers himself for re-appointment.

<b>(i) 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
Poll at AGM	24	20,19,53,215	99.97
Remote E-voting	26	64,950	0.03
<b>Total (i)</b>	<b>50</b>	<b>20,20,18,165</b>	<b>100</b>
<b>(ii) Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0
Remote E-voting	8	5,702	Negligible
<b>Total (ii)</b>	<b>8</b>	<b>5,702</b>	<b>Negligible</b>
<b>Grand Total (i+ii)</b>	<b>58</b>	<b>20,20,23,867</b>	<b>100</b>

**(iii) Invalid Votes**

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
<b>Total (iii)</b>	<b>0</b>	<b>0</b>



**Resolution No. 3: ORDINARY RESOLUTION**

To appoint a Director in place of Smt. Vijay Kumar Jain (DIN: 00387576), who retires by rotation and, being eligible, offers himself for re-appointment.

<b>(i) 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
Poll at AGM	24	20,19,53,215	99.97
Remote E-voting	26	64,950	0.03
<b>Total (i)</b>	<b>50</b>	<b>20,20,18,165</b>	<b>100</b>
<b>(ii) Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0
Remote E-voting	8	5,702	Negligible
<b>Total (ii)</b>	<b>8</b>	<b>5,702</b>	<b>Negligible</b>
<b>Grand Total (i+ii)</b>	<b>58</b>	<b>20,20,23,867</b>	<b>100</b>

**(iii) Invalid Votes**

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
<b>Total (iii)</b>	<b>0</b>	<b>0</b>

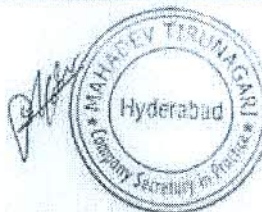
**Resolution No. 4: ORDINARY RESOLUTION**

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

<b>(i) 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
Poll at AGM	23	20,19,51,710	99.96
Remote E-voting	29	70,501	0.04
<b>Total (i)</b>	<b>52</b>	<b>20,20,22,211</b>	<b>100</b>
<b>(ii) Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	1	1,505	Negligible
Remote E-voting	5	151	Negligible
<b>Total (ii)</b>	<b>6</b>	<b>1,656</b>	<b>Negligible</b>
<b>Grand Total (i+ii)</b>	<b>58</b>	<b>20,20,23,867</b>	<b>100</b>

**(iii) Invalid Votes**

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
<b>Total (iii)</b>	<b>0</b>	<b>0</b>



**Resolution No. 5: ORDINARY RESOLUTION**

**Ratification of the Remuneration of Cost Auditor**

<b>(i) 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
Poll at AGM	23	20,19,47,006	99.96
Remote E-voting	28	70,401	0.04
<b>Total (i)</b>	<b>51</b>	<b>20,20,17,407</b>	<b>100</b>
<b>(ii) Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	1	6,209	Negligible
Remote E-voting	5	151	Negligible
<b>Total (ii)</b>	<b>6</b>	<b>6,360</b>	<b>Negligible</b>
<b>Grand Total (i+ii)</b>	<b>57</b>	<b>20,20,23,767</b>	<b>100</b>

**(iii) Invalid Votes**

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
<b>Total (iii)</b>	<b>0</b>	<b>0</b>

**Resolution No. 6: SPECIAL RESOLUTION**

**Ratification for Change in Designation of Shri Naveen Kumar Singh (DIN: 00215393) as Director and CEO**

<b>(i) 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
Poll at AGM	24	20,19,53,215	99.97
Remote E-voting	28	68,501	0.03
<b>Total (i)</b>	<b>52</b>	<b>20,20,21,716</b>	<b>100</b>
<b>(ii) Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0
Remote E-voting	6	2,151	Negligible
<b>Total (ii)</b>	<b>6</b>	<b>2,151</b>	<b>Negligible</b>
<b>Grand Total (i+ii)</b>	<b>58</b>	<b>20,20,23,867</b>	<b>100</b>

**(iii) Invalid Votes**

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
<b>Total (iii)</b>	<b>0</b>	<b>0</b>



**Resolution No. 7: SPECIAL RESOLUTION**

Continuation of Shri K.N. Bhandari as an Independent Director beyond the age of 75 years

<b>(i) 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
Poll at AGM	24	20,19,53,215	99.97
Remote E-voting	26	66,449	0.03
<b>Total (i)</b>	<b>50</b>	<b>20,20,19,664</b>	<b>100</b>
<b>(ii) Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0
Remote E-voting	8	4,203	Negligible
<b>Total (ii)</b>	<b>8</b>	<b>4,203</b>	<b>Negligible</b>
<b>Grand Total (i+ii)</b>	<b>58</b>	<b>20,20,23,867</b>	<b>100</b>

**(iii) Invalid Votes**

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
<b>Total (iii)</b>	<b>0</b>	<b>0</b>

**Resolution No. 8: SPECIAL RESOLUTION**

Continuation of Shri Sain Ditta Mal Nagpal as an Independent Director beyond the age of 75 years

<b>(i) 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
Poll at AGM	24	20,19,53,215	99.97
Remote E-voting	26	66,449	0.03
<b>Total (i)</b>	<b>50</b>	<b>20,20,19,664</b>	<b>100</b>
<b>(ii) Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0
Remote E-voting	8	4,203	Negligible
<b>Total (ii)</b>	<b>8</b>	<b>4,203</b>	<b>Negligible</b>
<b>Grand Total (i+ii)</b>	<b>58</b>	<b>20,20,23,867</b>	<b>100</b>

**(iii) Invalid Votes**

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
<b>Total (iii)</b>	<b>0</b>	<b>0</b>



**Resolution No. 9: SPECIAL RESOLUTION**

Continuation of Shri Radha Krishna Pandey as an Independent Director beyond the age of 75 years

<b>(i) 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
Poll at AGM	24	20,19,53,215	99.97
Remote E-voting	26	66,449	0.03
<b>Total (i)</b>	<b>50</b>	<b>20,20,19,664</b>	<b>100</b>
<b>(ii) Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0
Remote E-voting	8	4,203	Negligible
<b>Total (ii)</b>	<b>8</b>	<b>4,203</b>	<b>Negligible</b>
<b>Grand Total (i+ii)</b>	<b>58</b>	<b>20,20,23,867</b>	<b>100</b>

**(iii) Invalid Votes**

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
<b>Total (iii)</b>	<b>0</b>	<b>0</b>

**Resolution No. 10: SPECIAL RESOLUTION**

Continuation of Shri Ravindra Kumar Singh as an Independent Director beyond the age of 75 years

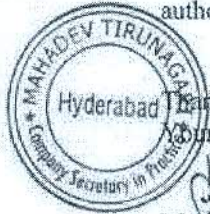
<b>(i) Voted in favour of the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	24	20,19,53,215	99.97
Remote E-voting	26	66,449	0.03
<b>Total (i)</b>	<b>50</b>	<b>20,20,19,664</b>	<b>100</b>
<b>(ii) Voted against the resolution</b>			
Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0
Remote E-voting	8	4,203	Negligible
<b>Total (ii)</b>	<b>8</b>	<b>4,203</b>	<b>Negligible</b>
<b>Grand Total (i+ii)</b>	<b>58</b>	<b>20,20,23,867</b>	<b>100</b>

**(iii) Invalid Votes**

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	0	0
Remote E-voting	0	0
<b>Total (iii)</b>	<b>0</b>	<b>0</b>



The register, all other papers and relevant records relating to remote e-voting and Poll 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's authorized person for safe keeping.



Thanking you,  
Yours faithfully

Mahadev Tirunagari  
Company Secretary in Practice

FCS: 6681  
CP No: 7350

Place: Hyderabad  
Date: 30<sup>th</sup> September 2019

For Andhra Cements Limited

A handwritten signature in black ink, appearing to read "Naveen Kumar Singh".

Naveen Kumar Singh  
Chairman of 80<sup>th</sup> Annual General Meeting



DIN:00215393