

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 79th 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 79th Annual General Meeting held on 27 September 2018.

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 6 as set out in the Notice of 79th Annual General Meeting (AGM) of the shareholders of the Company dated **30 May 2018**.

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 May 2018** along with Statement setting out material facts under Section 102 of the Companies Act, 2013 was dispatched to the Shareholders through courier post on **Saturday, 01 September 2018** and through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on **Wednesday, 05 September 2018**. 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 **Saturday, 25 August 2017**.

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 Praja Shakti (Telugu Newspapers) on **Thursday, 06 September 2018**.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from **Monday, 24 September 2018 (09:00 A.M.) to Wednesday, 26 September 2018 (5:00 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, 21 September 2018**.
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. B Lakshman Rao and Mr. B Srinivas Rao who are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence.

B Lakshman Rao

B Srinivas Rao

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 31st March, 2018, the Statement of Profit & Loss for the Year ended on that date and the Reports of Directors and Auditors thereon.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	38	201959585	99.99%
Remote E-voting	21	17286	0.01%
Total	59	201976871	100%

(ii) Voted against the resolution

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	1	500	Negligible
Total	1	500	Negligible

(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
Total	0	0

Resolution No. 2: ORDINARY RESOLUTION

To appoint a Director in place of ShriRam Bahadur Singh (DIN: 00229692), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	37	201959523	99.99%
Remote E-voting	20	17276	0.01%
Total	57	201976799	100%

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	1	62	Negligible
Remote E-voting	2	510	Negligible
Total	3	572	Negligible



(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
Total	0	0

Resolution No. 3: ORDINARY RESOLUTION

To appoint a Director in place of Smt. Manju Sharma (DIN: 00023037), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	38	201959585	99.99%
Remote E-voting	20	17276	0.01%
Total	58	201976861	100%

(ii) Voted against the resolution

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	2	510	Negligible
Total	2	510	Negligible

(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
Total	0	0

Resolution No. 4: ORDINARY RESOLUTION

To ratify the appointment of M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E) as Statutory Auditors of the Company

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	36	201959473	99.99%
Remote E-voting	20	17276	0.01%
Total	56	201976749	100%



(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	2	112	Negligible
Remote E-voting	2	510	Negligible
Total	4	622	Negligible

(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
Total	0	0

Resolution No. 5:ORDINARY RESOLUTION

Ratification of the Remuneration of Cost Auditor

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	36	201959572	99.99%
Remote E-voting	20	17276	0.01%
Total	56	201976848	100%

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	2	13	Negligible
Remote E-voting	2	510	Negligible
Total	4	523	Negligible

(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
Total	0	0



Resolution No. 6: SPECIAL RESOLUTION

Alteration of Articles of Association of the Company

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	36	201959435	99.99%
Remote E-voting	20	17276	0.01%
Total	56	201976711	100%

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	2	150	Negligible
Remote E-voting	2	510	Negligible
Total	4	660	Negligible

(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
Total	0	0

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

For Andhra Cements Limited



[Signature]
Mahadev Tirunagari
Company Secretary in Practice
FCS: 6681
CP No:7350

Naveen Kumar Singh
Chairman of 79th Annual General Meeting
DIN:00215393

Place: Hyderabad
Date: 28 September 2018