

NOTICE

NOTICE is hereby given that the **Eightieth Annual General Meeting** of the members of **ANDHRA CEMENTS LIMITED** will be held on Monday, the 30th September, 2019 at 12.30 PM, at the Registered Office of the Company at Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur District, (A.P) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the **Audited Balance Sheet** as at 31st March, 2019, the Statement of Profit & Loss for the Year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Pankaj Gaur (DIN: 00008419)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Vijai Kumar Jain (DIN: 00387576)**, who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appointment of **M/s. Dass Gupta & Associates, Chartered Accountants (Firm Regn. No. 000112N)**, as Statutory Auditors of the Company,

To Consider and thought fit, to pass with or without modifications, the following resolution as **on Ordinary Resolution:**

“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 80th Annual General Meeting till the conclusion of 85th 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.”

Special Business:

5. **RATIFICATION OF THE REMUNERATION OF COST AUDITOR**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution:**

“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 as Cost Auditors to conduct

Audit of the cost records of the Company, relating to the Cement 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.”

6. **RATIFICATION FOR THE CHANGE IN DESIGNATION OF SHRI NAVEEN KUMAR SINGH (DIN: 00215393) AS DIRECTOR & CEO**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Special Resolution:**

“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 11th 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 11th 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.”

7. **CONTINUATION OF SHRI K.N. BHANDARI AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as **Special Resolution**:

“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 78th Annual General Meeting held on 27th September, 2017 for a term of three consecutive years from 30th September, 2017 to 29th September, 2020.”

8. **CONTINUATION OF SHRI SAIN DITTA MAL NAGPAL AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as **Special Resolution**:

“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 78th Annual General Meeting held on 27th September, 2017 for a term of three consecutive years from 30th September, 2017 to 29th September, 2020.”

9. **CONTINUATION OF SHRI RADHA KRISHNA PANDEY AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as **Special Resolution**:

“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 78th Annual General Meeting held on 27th September, 2017 for a term of three consecutive years from 30th September, 2017 to 29th September, 2020.”

10. **CONTINUATION OF SHRI RAVINDRA KUMAR SINGH AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as **Special Resolution**:

“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 78th Annual General Meeting held on 27th September, 2017 for a term of three consecutive years from 30th September, 2017 to 29th September, 2020.”

By Order of the Board
For **ANDHRA CEMENTS LTD**

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

Place: New Delhi
Date: 30th July, 2019

Notes:

1. Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Item Nos. 5 to 10 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**

A person cannot act as the Proxy on behalf of the member, not exceeding fifty and holding in the aggregate, not more than 10% of the total Share Capital of the Company, carrying voting rights. However, a member holding more than 10% of the total Share Capital of the Company, carrying voting rights, may appoint a single person as Proxy and such person shall not act as the Proxy for any other person or Shareholder.

3. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
4. All documents referred to in the Notice and the accompanying Statement, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of

the Company, are open for inspection at the Registered Office of the Company on all working days, except Sundays and other holidays, between 11.00 A.M. and 1.00 P.M., upto the date of the Annual General Meeting.

5. Any query relating to the Financial Statements must be sent to the Company's Registered Office at Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur (Dist), (AP) so as to reach at least seven days before the date of the Annual General Meeting. The envelope may please be super scribed "AGM Queries - Attn. Shri G. Tirupati Rao, General Manager (Legal) & Company Secretary."
6. Members who are holding Shares in Physical Form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members facility to exercise their right to vote for the resolutions proposed to be considered at 80th Annual General Meeting (AGM) by remote e-voting and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **National Securities Depository Limited (NSDL)**.

The members as on the cut-off date viz, 20th September, 2019 shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting.

8. The facility for voting through polling shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through polling paper.
9. The members who have cast their vote by remote e-voting prior the AGM may also attend the AGM but shall not be entitled to cast their vote again.
10. The remote e-voting facility will be available during the following period.

| | |
|----------------------------------|---|
| Commencement of remote e-voting: | 9.00 AM on 27 th September, 2019 |
| End of remote e-voting: | 5.00 PM on 29 th September, 2019 |

During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

11. Procedures and instructions for remote e-voting

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who holdshares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- #### **General Guidelines for shareholders**
- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mahadev.pcs@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at atevoting@nsdl.co.in
 12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote

e-voting as well as voting at the AGM through ballot paper.

13. Mr. Mahadev Tirunagari, Company Secretary in whole-time Practice (FCS – 6681, CP No. 7350) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process and voting through ballot paper at the meeting in a fair and transparent manner. The Scrutinizer has given his consent for appointment and will be available for the said purpose.
14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.andhracemts.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be submitted to the Stock Exchanges where the shares of the Company are listed.
17. The Register of Members and Share Transfer Books will remain closed from 21st September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
18. Members who are still holding Share in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in dematerialized form), electronic transfer, saving in stamp duty prevention of forgery etc.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.
20. Members or their respective proxies are requested to:
 - (a) Bring copies of the Annual Report sent to the members as copies of Annual Report shall not be distributed at the Annual General Meeting;
 - (b) Quote their Folio No./Client-ID & DP-ID in all correspondence; and
 - (c) **Note that no gifts/coupons shall be distributed at the Annual General Meeting.**
21. Copies of the Notice of 80th Annual General Meeting together with the Annual Report are being sent by Electronic mode to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares as at **closing hours of business on 23rd August, 2019**. Upon request, printed copy of Annual Report will be supplied to those shareholders to whom Annual Report has been sent through Electronic Mode. The Notice is also available in the website of the Company www.andhracemts.com and on the website of NSDL www.nsdl.co.in.
22. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc, from the Company Electronically.
23. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, nomination, power of attorney, change of address, change of name, e-mail address, contact numbers etc, to their Depository Participant (DP). Changes initiated to DP will then be automatically reflected in Company's Records, which will help the Company and the Company's Registrar and Transfer Agents – CIL Securities Ltd, (CSL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to CSL and always quote their Folio Numbers in all correspondences with the Company and RTA.
24. (a) The Shareholdings of all the Directors in the Company (including those of who are being re-appointed) have been disclosed in the Report on Corporate Governance.
(b) None of the Director(s) proposed to be appointed/re-appointed is related to any Director or Key Managerial Personnel of the Company or their respective relatives.
(c) Additional details in respect of Directors being re-appointed are given hereunder:

STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Disclosures as per the Regulation 36(5)(b) of SEBI(LODR) Regulations, 2015:

Appointment of New Statutory Auditor was proposed on recommendation of the Audit Committee and Board. The new Auditor will be appointed for term of 5 years, from the conclusion of this 80th Annual General Meeting till the conclusion of 85th 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. There is no material change in the fee payable from that paid to the outgoing Auditor. M/s Dass Gupta & Associates, Chartered Accountants was established in 1971 leading firm and rendering comprehensive professional services in all areas of audit, tax and management consultancy etc. They have dedicated and professional team comprises of competent people with extensive knowledge and experience. Based on the above said credentials the Board recommended for the appointment of New Statutory Auditor of the Company.

Item No. 5

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct Audit of the cost records of the Company, relating to the Cement Product of the Company.

M/s. J.K. Kabra & Co, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2019-20 by the Board of Directors, in its meeting held on 29th May, 2019, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of Rs. 75,000/- (Rupees Ninety Thousands only) exclusive of applicable service tax and out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors fixed by the Board of Directors shall be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 6

Shri Naveen Kumar Singh was re-appointed as Director by the members of the Company at the annual general meeting held on 30th September, 2016. Keeping in view his rich experience over 20 years in construction and infrastructure management and cement plant operations the Board in its meeting held on 11th February, 2019, had appointed him as Chief Executive Officer (CEO) of the Company. Consequent to this appointment of CEO his designation has been changed as Director & CEO. Due to his full time occupation as CEO he became as Whole-time Director of the Company. In view of the Company's financial position and accumulated losses he agreed generously to serve without any remuneration and will be considered the same after the company making profits. The details of term and remuneration fixed by the Nomination and Remuneration Committee and Board as set out in the Resolution.

In terms of Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013, the approval of Shareholders is sought for the change in designation and appointment of Whole-time Director of the Company.

Except Shri Naveen Kumar Singh and his relatives, none of the Directors and Key Managerial Personnel of the Company, may be deemed to be concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for the approval of the members as **Special Resolution**.

The Information as required by second proviso (iv) of Paragraph B of Section-II of Part-II of Schedule-V of the Companies Act, 2013, a statement of information is given below:-

I. GENERAL INFORMATION:

(1) Nature of Industry:

Cement Manufacturing.

(2) Date or expected date of commencement of commercial production:

The Company has two plants viz, Durga Cement Works at Sri Durgapuram, Guntur Dist, (AP) and Visakha Cement Works at Visakhapatnam (AP) and both the plant were in operation. Date of Commencement was 5th February, 1937.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(4) Financial performance based on given indicators:

(₹ in Lakhs)

| Particulars | FY-2018-19 | FY- 2017-18 | FY- 2016-17 |
|--|------------|-------------|-------------|
| Turnover | 32124 | 48422 | 40508 |
| EBITA | 1509 | 5951 | 4125 |
| PAT | (18011) | (7113) | (10279) |
| EPS | (6.14) | (2.42) | (3.51) |
| Net Block of Fixed Assets [including CWIP] | 97341.48 | 100698.54 | 77749.04 |
| Net worth | (31480.50) | (13469.08) | (6473.89) |

(5) Foreign Investments or collaborations, if any:

NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Shri Naveen Kumar Singh aged about 44 years, holds Bachelor's Degree in Commerce and has over 20 years experience in construction and infrastructure management and cement plant operations. He oversees the Southern Cement & Infrastructure plant operations of various projects undertaken by the various companies of Jaypee Group.

Shri Naveen Kumar Singh is a Director on the Boards of Jaypee Cement Corporation Ltd, Sangam Power Generation Co. Ltd, and Jaypee Arunachal Power Ltd,

Past remuneration:

Nil

(2) Recognition or Awards:

The Company does not have any Recognition or Awards.

(3) Job profile and his suitability:

To manage the day to day affairs of the Company, both at site level of all Plants/ future Projects of the Company and at Head Office under superintendence, control and directions of the Board of Directors, for which he is considered more suitable.

(4) Remuneration proposed:

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

Perquisites and other benefits: 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.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

The proposed remuneration is comparable and competitive, considering the industry, size of the company, the managerial position and the credentials of the Managing Director.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Shri Naveen Kumar Singh is the Whole-time Director & CEO and thus receives remuneration as mentioned above. Apart from above, there is no pecuniary relationship directly or indirectly with the Company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

The Company's net loss after tax increased from Rs. 7,109 lakhs during FY 2017-18 to Rs. 18,013 lakhs during FY 2018-19 due to the plants were not able to operate in full capacity due to market conditions and other financial reasons.

(2) Steps taken or proposed to be taken for improvement:

The Company is under the process for improvement of its financial position and taking various steps for the same.

(3) Expected increase in productivity and profits in measurable terms:

Though the Cement Sector in general has been under tremendous economic pressure, in anticipation of revival of over all economy in future, the aforesaid steps taken by the Company and with the coming into operation of the Company's Plants, the Company's performance and profitability is expected to improve.

IV. DISCLOSURES:

(1) The following disclosures shall be mentioned in the Board of Directors' Report under the heading "Corporate Governance", if any, attached to the Annual Report:

(i) All elements of remuneration packages such as salary, benefits, bonuses, stock options, pension etc. of all the Directors:

Salary and benefits are being disclosed in the Annual Report. The Company did not give any bonuses, stock options, pension etc, to the Directors.

(ii) Details of fixed component and performance linked incentives along with the performance criteria:

Salary and benefits are being disclosed in the Annual Report. The Company does not give any performance linked incentives to the Directors.

(iii) Service contracts, notice period, severance fees:

Not Applicable.

(i) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:

Not Applicable.

Item No. 7 to 10**Continuation of Directors after attaining the age of 75 years**

The following Independent Directors of the Company are completing/have completed the age of 75 years, as per details given below:

| S. No | Name & DIN | Date of Birth & Age | Tenure – 3 years |
|-------|--|------------------------|--------------------------|
| 1 | Shri K.N .Bhandari (DIN:00026078) | 01.03.1942 77 years | 30.09.2017 to 29.09.2020 |
| 2 | Shri Sain Ditta Mal Nagpal (DIN: 00131037) | 02.02.1942 77 years | 30.09.2017 to 29.09.2020 |
| 3 | Shri Radha Krishna Pandey (DIN:00190017) | 20.01.1940 79 years | 30.09.2017 to 29.09.2020 |
| 4 | Shri Ravindra Kumar Singh (DIN:0859229) | 13.07.1945 74 years | 30.09.2017 to 29.09.2020 |

As per the SEBI vide notification date 9th May, 2018 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless approval of shareholders is obtained by way of Special Resolution to the effect.

Accordingly, the approval of Shareholders as sought for the continuation as Directors beyond the age of 75 years. The brief profile of the above mentioned directors are mentioned elsewhere here under.

Justification for the continuation for above all directors beyond the age of 75 years is the Board of Directors feels that they have highly experienced persons in handling the Financial, Technical, Engineering and other project related issues and corporate matters as well as high class Managerial Skills are of immense help to the Board.

Save and except the above, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board commends these Resolutions set out Item No. 7 to 10 for approval of the members as **Special Resolutions**.

DETAILS OF DIRECTORS RETERING BY ROTATION /APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

| Particulars | Shri Pankaj Gaur | Shri V.K. Jain | Shri Naveen Kumar Singh | Shri Ravindra Kumar Singh |
|---|--|--|--|--|
| Date of Birth | 18.01.1971 | 11.10.1950 | 17.09.1975 | 13.07.1945 |
| Date of Appointment | 10.02.2012 | 18.05.2012 | 10.02.2012 | 10.02.2012 |
| Qualifications | B.E (Instrumentation) | B.E (Mechanical) | B.Com, | B.E (Hons) (Civil) |
| Expertise in specific functional area | Head of Construction & Project Division of the Group | Cement Technology | Cement Plant Operations and Project execution s of the Group | Ex-chairman of Indian Railway Board. |
| Experience (Yrs) | 26 years | 34 years | 20 years | 45 years |
| Chairmanship/ Membership of Board Committees of other Companies | Chairmanship – 1 Nos | Nil | Nil | Chairmanship – 1 Nos Membership – 1 Nos |
| Number of shares held | Nil | Nil | Nil | Nil |
| Relationship with other Directors/ Key Managerial Personnel | Not related to any Director/Key Managerial Personnel | Not related to any Director/Key Managerial Personnel | Not related to any Director/Key Managerial Personnel | Not related to any Director/Key Managerial Personnel |

| Particulars | Shri K.N. Bhandari | Shri S.D.M. Nagpal | Shri R.K. Pandey |
|--|---|---|--|
| Date of Birth | 01.03.1942 | 02.02.1942 | 20.01.1940 |
| Date of Appointment | 21.08.2007 | 15.11.2011 | 15.11.2011 |
| Qualifications | BA, LLB | MA. AICWA. | M.Com, LL.B, FCS, DBA |
| Expertise in specific functional area (experience in approx. years) | Finance and Insurance Management. (57 Years) | Finance, Accounts and Systems (56 Years) | Finance , Legal & Corp. Advisory Services (58 Years) |
| Directorships held in other public & private companies | <ul style="list-style-type: none"> • Hindalco Inds. Ltd. • Agriculture Insurance Co. Ltd • Saurashtra Cements Ltd • Shsristi Infrastructure Development Corp Ltd • Magna HDI General Insurance Co. Ltd • Jayprakash Associates Ltd • Gujarat Sidhee Cement Ltd | <ul style="list-style-type: none"> • Kanpur Fertilizers & Cement Ltd. • Jaypee Uttar Bharat Vikas Pvt Ltd. • Jaypee Power Grid Ltd • Madhya Pradesh Jaypee Minerals Ltd • Kanak Resources Management Ltd • Jaypee Arunachal Power Ltd • Jaypee Cement Corp Ltd | <ul style="list-style-type: none"> • Precise Laboratories Pvt Ltd. • Jindal Polyfilms Ltd • Sanghi Inds. Ltd • Kanpur Fertilizers & Cement Ltd • Jaypee Uttar Bharat Vikas Pvt Ltd. • Steren Impex Pvt Ltd • Northern Aromatics Ltd • Jaypee Development Corporation Ltd |
| Chairmanship/ Membership of Board /Committees of other Companies | Chairmanship – 5 Membership – 5 | Chairmanship-1 Membership – 2 | Membership – 2 |
| Number of shares held in the Company | Nil | Nil | Nil |
| Relationship with other Directors/ Key Managerial Personnel | Not related to any Director/Key Managerial Personnel | Not related to any Director/Key Managerial Personnel | Not related to any Director/Key Managerial Personnel |

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ANDHRA CEMENTS LIMITED

CIN : L26942AP1936PLC002379

Registered Office : Durga Cement Works, Sri Durgapuram, Dachepalli-522414, Guntur (Dist) (AP)

ADMISSION SLIP

| | | |
|-------|---------------------|---------------|
| DP ID | Folio No./Client ID | No. of shares |
|-------|---------------------|---------------|

Name(s) and address of the member in full :

I/We hereby record my/our presence at th 80th Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 12.30 P.M. at the Regd. Office of the Company at Durga Cement Works, Sri Durgapuram, Dachepalli-522414, Guntur (Dist) (AP)

 Member
 Proxy

Signature of Member/Proxy

**ANDHRA CEMENTS LIMITED**

CIN : L26942AP1936PLC002379

Registered Office : Durga Cement Works, Sri Durgapuram, Dachepalli-522414, Guntur (Dist) (AP)

FORM NO.MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|---------------------|---|
| CIN | CIN : L26942AP1936PLC002379 |
| Name of the Company | ANDHRA CEMENTS LIMITED |
| Registered Office | Durga Cement Works, Sri Durgapuram, Dachepalli-522414, Guntur (Dist) (AP) |

| | |
|-------------------------------|--|
| Name of the member(s) | |
| Registered Address | |
| E-Mail ID | |
| DPID and Client ID / Folio No | |

I/We, being the member(s) of shares of the above named Company, hereby appoint

- Name : Address :
having e-mail Id Signature or failing him
- Name : Address :
having e-mail Id Signature or failing him
- Name : Address :
having e-mail Id Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 12.30 P.M. at the Regd. Office of the Company at Durga Cement Works, Sri Durgapuram, Dachepalli-522414, Guntur (Dist) (AP) and at any adjournment thereof in respect of such resolutions as are indicated below:

| Ordinary Business | |
|-------------------|---|
| 1 | To receive, consider & adopt the Audited Balance Sheet of the Company for the year ended 31st March, 2019, Statement of Profit & Loss for the year ended on that date |
| 2 | To appoint a Director in place of Shri Pankaj Gaur (DIN: 00008419), who retires by rotation and, being eligible, offers himself for re-appointment |
| 3 | To appoint a Director in place of Shri V.K. Jain (DIN: 00387576), who retires by rotation and, being eligible, offers himself for re-appointment |
| 4 | To appointment of M/s Dass Gupta & Associates, Chartered Accountants (Firm Regn. No.000112N), as Statutory Auditors |
| Special Business | |
| 5 | Ratification of the Remuneration of Cost Auditors, M/s J.K. Kabra & Co, (Firm Regn. No. 00009) of the Company |
| 6 | Change in designation of Shri Naveen Kumar Singh (DIN: 00215393) as Director & CEO |
| 7 | Continuation of Shri K.N. Bhandri (DIN:00026078) beyond the age of 75 years as Independent Director |
| 8 | Continuation of Shri S.D.M. Nagpal (DIN:0000131037) beyond the age of 75 years as Independent Director |
| 9 | Continuation of Shri R.K. Pandey (DIN:00190017) beyond the age of 75 years as Independent Director |
| 10 | Continuation of Shri R.K. Singh (DIN:01859229) beyond the age of 75 years as Independent Director |

Signed this day of 2018

Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a member of the Company.

Route Map

