

ANDHRA CEMENTS LIMITED

DECLARATION OF RESULTS OF E-VOTING/VOTING BY POLL IN RESPECT OF THE 79TH ANNUAL GENERAL MEETING OF THE MEMBERS OF "ANDHRA CEMENTS LIMITED" HELD ON SEPTEMBER 27, 2018

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 24th September, 2018 at 9.00 AM and ended on 26th September, 2018 at 5.00 PM and vote on Poll process, which was conducted on 27th September, 2018 for the 79th 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 30th May, 2018 in respect of 79th Annual General Meeting held on 27th September, 2018 as follows:

Resolution No. 1 (Ordinary)

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2018, 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."

Total Votes	201977371
Total Valid Votes	201977371
Total votes cast in favour of the Resolution	201976871
Total votes cast against the Resolution	500
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	Negligible

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 Ram Bahadur Singh (DIN:00229692)**, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."



Total Votes	201977371
Total Valid Votes	201977371
Total votes cast in favour of the Resolution	201976799
Total votes cast against the Resolution	572
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	Negligible

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 **Smt Manju Sharma (DIN:00023037)**, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as Director of the Company.”

Total Votes	201977371
Total Valid Votes	201977371
Total votes cast in favour of the Resolution	201976861
Total votes cast against the Resolution	510
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	Negligible

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 79th Annual General Meeting untill the conclusion of next 80th Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”



Total Votes	201977371
Total Valid Votes	201977371
Total votes cast in favour of the Resolution	201976749
Total votes cast against the Resolution	622
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	Negligible

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 2018-19, 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.”

Total Votes	201977371
Total Valid Votes	201977371
Total votes cast in favour of the Resolution	201976848
Total votes cast against the Resolution	523
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	Negligible

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 pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company, by substituting/inserting the following new Articles:

(i) Substitute the definition of “The Act”, or “the said Act” under Article 1 to read as under: “The Act”, or “the said Act” means “the Companies Act, 1956 and/ or “the Companies Act, 2013”, as applicable, and shall include any statutory modifications, amendments, re-enactments thereof, as may be applicable,

(ii) Insert Article 2A after Article 2: “2A In case of any conflict/contradiction between the provisions contained in these Articles and the provisions of the Companies Act, 2013, the provisions of the Companies Act, 2013 shall apply. Further, in respect of such matters as are provided in Table F of Schedule I to the Companies Act, 2013 but in respect whereof no provision has been made in these Articles, the provisions contained in Table F shall apply, and

(iii) Insert Article 2B after Article 2A: “2B wherever in the Companies Act, 2013, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority to carry out such transaction(s) as have been permitted by the Companies Act, 2013, without there being any separate/specific article in that behalf herein provided.”

“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.”

Total Votes	201977371
Total Valid Votes	201977371
Total votes cast in favour of the Resolution	201976711
Total votes cast against the Resolution	660
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	Negligible



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**.

Based on the consolidated Report of Scrutinizer, all Resolutions as set out in the Notice of the 79th 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 27th September, 2018. The Results along with the Scrutinizer's Report shall be available on the Company's website; www.andhracemnts.com and on NSDL's website.



(NAVEEN KUMAR SINGH)
Chairman of the 79TH Annual Meeting



Place: Durga Cements Works, Durgapuram
Date: 27th September, 2018