

Report of Scrutinizer

[Pursuant to section 108 of the Companies Act 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
75th Annual General Meeting of Equity Shareholders
of Andhra Cements Limited to be held
on 30 September 2014 at 12.30 pm at
Durga Cement Works, Sri Durgapuram
Dachepalli-522414, Guntur Dist, Andhra Pradesh

Dear Sir,

I, Mahadev Tirunagari, Company Secretary in Practice, appointed as Scrutinizer of Andhra Cements Limited for the purpose of scrutinizing the e-voting Process in a fair and transparent manner and ascertaining the requisite majority in respect of the resolutions put to vote through e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, at the 75th Annual General Meeting of Equity Shareholders of Andhra Cements Limited **to be held on 30 September 2014 at 12.30 pm at the Registered Office at Sri Durgapuram, Dachepalli-522414, Guntur Dist, Andhra Pradesh.** I submit my report as under

1. The E-voting period remained open from 24 September 2014 (09.00 a.m.) to 26 September 2014 (6.00 p.m).
2. The Shareholders holding shares as on the "Cut off" date i.e. 22 August 2014 were entitled to vote on the proposed resolutions (item no.1 to 12) as set out in the Notice dated 11 August 2014 of the 75th Annual General Meeting of Andhra Cements Limited.
3. The votes were unblocked on 27 September 2014 around 2:30 P.M in the presence of two witnesses, Mr Ashwanth and Mr Ram Prasad, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr Ashwanth

Mr Ram Prasad

4. Thereafter the details containing inter-alia, list of Equity Shareholders, who voted 'For' and 'Against' were downloaded from the e-voting Website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)



5. The Results of e-voting is as under

Resolution 1- Receive, consider & adopt the Audited Balance Sheet of the Company for the year ended 31st March, 2014, Statement of Profit & Loss for the year ended on that date		
(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
8	4493	100
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 2- Appoint a Director in place of Shri Pankaj Gaur, who retires by rotation and, being eligible, offers himself for reappointment		
(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
8	4493	100
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	



Resolution 3- Appoint a Director in place of Shri Naveen Kumar Singh, who retires by rotation and, being eligible, offers himself for re-appointment		
(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
7	4468	99.44
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	25	0.55
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 4- appoint M/s Chaturvedi & Partners, Chartered Accountants (Firm Registration No.307068E), as Statutory Auditors.		
(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
8	4493	100
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	



Resolution 5- Appointment of Shri Sujit Kumar Mandal (DIN: 00086235) as Director of the Company.		
(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
7	4468	99.44
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	25	0.55
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 6- Appointment of Shri Sujit Kumar Mandal (DIN: 00086235) as Managing Director of the Company		
(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
7	4468	99.44
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	25	0.55
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	



Resolution 7- Appointment of Shri K.N. Bhandari (DIN: 00191219) as an Independent Director of the Company

(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
7	4468	99.44
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	25	0.55
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 8- Appointment of Shri S.D.M. Nagpal (DIN: 00131037) as an Independent Director of the Company.

(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
7	4468	99.44
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	25	0.55
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	



Resolution 9- Appointment of Shri R.K. Pandey (DIN: 00190017) as an Independent Director of the Company		
(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
7	4468	99.44
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	25	0.55
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 10-Appointment of Shri Ravindra Kumar Singh (DIN: 0859229) as an Independent Director of the Company		
(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
7	4468	99.44
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	25	0.55
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	



Resolution 11- Borrowing Powers of the Company		
(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
6	4368	97.22
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	125	2.78
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 12- Creation of Charge/Mortgage on the moveable and/or immoveable properties of the Company, both present and future in favour of Lenders		
(i) Voted in favour of the resolution		
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
6	4368	97.22
(ii) Voted against the resolution		
Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	125	2.78
(iii) Invalid Votes		
Total number of members whose votes were declared as invalid	Total number of Votes cast by them	
0	0	



6. The register, all other papers and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 75th Annual General Meeting and thereafter the same shall be handed over to the Company for safe keeping.

Thanking you,
Yours faithfully



Mahadev Tirunagari
Company Secretary in Practice

FCS : 6681

CP No. : 7350

Place: Hyderabad

Date: 27 September 2014

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
75th Annual General Meeting of Equity Shareholders
of Andhra Cements Limited
held on 30 September 2014 at 12.30 pm at
Durga Cement Works, Sri Durgapuram
Dachepalli-522414, Guntur Dist, Andhra Pradesh

Dear Sir,

I, Mahadev Tirunagari, Company Secretary in Practice, appointed as Scrutinizer of Andhra Cements Limited for the purpose of the poll taken on the below mentioned resolution(s), at the 75th Annual General Meeting of Equity Shareholders of Andhra Cements Limited held on 30 September 2014 at 12.30 pm at the Registered Office, at Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur Dist, Andhra Pradesh. I submit my report as under

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence 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
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately or I did not find any poll papers invalid
4. The result of the Poll is as under




Resolution 1- Receive, consider & adopt the Audited Balance Sheet of the Company for the year ended 31st March, 2014, Statement of Profit & Loss for the year ended on that date		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 2- Appoint a Director in place of Shri Pankaj Gaur, who retires by rotation and, being eligible, offers himself for reappointment		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	



Resolution 3- Appoint a Director in place of Shri Naveen Kumar Singh, who retires by rotation and, being eligible, offers himself for re-appointment		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
00	0	

Resolution 4- appoint M/s Chaturvedi & Partners, Chartered Accountants (Firm Registration No.307068E), as Statutory Auditors.		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

[Handwritten Signature]



Resolution 5- Appointment of Shri Sujit Kumar Mandal (DIN: 00086235) as Director of the Company.		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 6- Appointment of Shri Sujit Kumar Mandal (DIN: 00086235) as Managing Director of the Company		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	



Resolution 7- Appointment of Shri K.N. Bhandari (DIN: 00191219) as an Independent Director of the Company		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 8- Appointment of Shri S.D.M. Nagpal (DIN: 00131037) as an Independent Director of the Company.		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	



Resolution 9- Appointment of Shri R.K. Pandey (DIN: 00190017) as an Independent Director of the Company		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 10-Appointment of Shri Ravindra Kumar Singh (DIN: 0859229) as an Independent Director of the Company		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	



Resolution 11- Borrowing Powers of the Company		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

Resolution 12- Creation of Charge/Mortgage on the moveable and/or immovable properties of the Company, both present and future in favour of Lenders		
(i) Voted in favour of the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them in favour of the resolution	% of total number of valid votes cast
9	201931871	100
(ii) Voted against the resolution		
Number of Members present and voting (in person or by proxy)	Number of votes cast by them against the resolution	% of total number of valid votes cast
0	0	0
(iii) Invalid Votes		
Total number of members present and voting (in person or by proxy) whose votes were declared as invalid	Total number of Votes cast by them	
0	0	

[Handwritten Signature]



5. A file containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company's authorized person for safe keeping.

Thanking you,
Yours faithfully



Mahadev Thrunagari
Company Secretary in Practice
FCS: 6681
CP No. : 7350

Place: Hyderabad
Date: 30 September 2014



**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR
ANDHRA CEMENTS LIMITED**

To,

The Chairman
75th Annual General Meeting of Equity Shareholders
of Andhra Cements Limited
held on 30 September 2014 at 12.30 pm at
Durga Cement Works, Sri Durgapuram
Dachepalli-522414, Guntur Dist, Andhra Pradesh

Dear Sir,

I, Mahadev Tirunagari, Company Secretary in Practice, appointed as Scrutinizer for the e-voting and for the Poll held at the 75th AGM of the Company on 30 September 2014.

The Company had appointed Central Depository Services (India) Limited as the service provider, for executing the facility of electronic voting to the shareholders of the company from 24 September 2014 (09:00AM IST) to 26 September 2014 (6:00 PM IST) for all the resolutions set forth in the AGM notice. The e-voting results were unblocked by me on 27 September 2014 in the presence of two witness and the details are given in scrutinizer report on e-voting dated 27 September 2014.

At the 75th AGM of the Company held on 30 September 2014, the Chairman of the Company had suo moto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process. For further details kindly refer to my Scrutinizer report in form MGT-13 dated 30 September 2014.

The results of the e-voting together with that of the Poll is annexured herewith.

All the resolutions stands passed under e-voting and Poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider, both electronically and manually, in respect of the votes cast through e-voting and Poll by the Shareholders of the Company and the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,


Mahadev Tirunagari
Company Secretary in Practice
FCS : 6681
CP No. : 7350

Place: Hyderabad
Date: 30 September 2014



Andhra Cements Limited

The results of the E-voting together with that of POLL:

Annexure

Item number of Notice and type of resolution	Description	Particulars of Businesses	Total no. of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstained Votes*	
				No's	% age	No's	% age	No's	% age
1. Ordinary	Receive, consider & adopt the Audited Balance Sheet of the Company for the year ended 31st March, 2014, Statement of Profit & Loss for the year ended on that date	Evoting	4493	4493	100	0	0	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936364	100	0	0	0	0
2. Ordinary	Appoint a Director in place of Shri Pankaj Gaur, who retires by rotation and, being eligible, offers himself for reappointment	Evoting	4493	4493	100	0	0	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936364	100	0	0	0	0
3. Ordinary	Appoint a Director in place of Shri Naveen Kumar Singh, who retires by rotation and, being eligible, offers himself for re-appointment	Evoting	4493	4468	99.44	25	0.55	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936339	100	25	Negligible	0	0
4. Ordinary	Appoint M/s Chaturvedi & Partners, Chartered Accountants (Firm Registration	Evoting	4493	4493	100	0	0	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936364	100	0	0	0	0




	No.307068E), as Statutory Auditors.								
5. Ordinary	Appointment of Shri Sujit Kumar Mandal (DIN: 00086235) as Director of the Company.	Evoting	4493	4468	99.44	25	0.55	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936339	100	25	Negli gible	0	0
6. Special	Appointment of Shri Sujit Kumar Mandal (DIN: 00086235) as Managing Director of the Company	Evoting	4493	4468	99.44	25	0.55	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936339	100	25	Negli gible	0	0
7. Ordinary	Appointment of Shri K.N. Bhandari (DIN: 00191219) as an Independent Director of the Company	Evoting	4493	4468	99.44	25	0.55	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936339	100	25	Negli gible	0	0
8. Ordinary	Appointment of Shri S.D.M. Nagpal (DIN: 00131037) as an Independent Director of the Company.	Evoting	4493	4468	99.44	25	0.55	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936339	100	25	Negli gible	0	0
9. Ordinary	Appointment of Shri R.K. Pandey (DIN: 00190017) as an Independent Director of the Company	Evoting	4493	4468	99.44	25	0.55	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936339	100	25	Negli gible	0	0
10. Ordinary	Appointment of Shri Ravindra Kumar Singh (DIN: 0859229) as an Independent Director of the Company	Evoting	4493	4468	99.44	25	0.55	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936339	100	25	Negli gible	0	0
11 Special	Borrowing Powers of the Company	Evoting	4493	4368	97.22	125	2.78	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936239	100	125	Negli gible	0	0

[Handwritten Signature]



12. Special	Creation of Charge/Mortgage on the moveable and/or immoveable properties of the Company, both present and future in favour of Lenders	Evoting	4493	4368	97.22	125	2.78	0	0
		Poll	201931871	201931871	100	0	0	0	0
		Total	201936364	201936239	100	125	Negligible	0	0


Mahadev Tirunagari
Company Secretary in Practice
 FCS : 6681
 CP No. : 7350

Place: Hyderabad
 Date: 30 September 2014.

