



Minutes of the 74th Annual General Meeting of THE ANDHRA SUGARS LIMITED held on Thursday the 23rd September, 2021 at 3.00 p.m. at the Registered Office of the Company, Venkatarayapuram, Tanuku.

Members Present : 73

Pursuant to Article 110 of the Articles of Association of the Company, the Chairman of the Board of Directors of the Company, Sri P.Narendranath Chowdary presided over the meeting and conducted the proceedings after ascertaining that quorum is present.

The Register of Directors' shareholding and the Register of Members are placed on the table.

The Notice to the Shareholders and Auditors' Report to the Members are read.

Chairman then welcomed the Members present at the 74th Annual General Meeting of the Company and informed the members that the purpose of this meeting is to approve the Accounts for the year ended 31st March, 2021, to Declare Dividend on Equity Shares, to elect Directors in the place of those who retire by rotation, to fix remuneration of Statutory Auditors for the Financial Year 2021-22, to ratify the remuneration payable to Cost Auditors for the year 2021-22, to pass Special Resolutions regarding appointment of Independent Director and amendments to Memorandum of Association and Articles of Association with regard to Splitting of face of Equity Shares of the Company.

Chairman informed that Sri V.S. Raju, Member of Audit Committee and Member of Nomination and Remuneration Committee and Sri P. Achuta Ramayya, Member of Audit Committee were also present.

Chairman reviewed the working of the different Divisions of the Company during the current year.

Chairman informed the meeting that the Company has provided Members the facility of e-voting and expressed hope that they would have availed the facility. He also informed that those who have not availed the e-voting facility can now participate in the Poll to be taken up at the Meeting pursuant to the provisions of the Companies Act, 2013. In this regard he also informed that Sri Nekkanti S R V V Satyanarayana, Company Secretary in practice has been appointed as Scrutiniser for the poll who was also present at the Meeting.

With the permission of the members present, the Annual Accounts together with the Directors' Report for the year ending 31st March, 2021 were taken as read.

ITEM NO. 1: To adopt the Audited Accounts for the year ended 31st March, 2021

The following Resolution with regard to the adoption of Audited Annual Accounts for the year 2020-21 and Reports thereon was passed as an Ordinary Resolution:



"RESOLVED that the Balance Sheet as at 31st March, 2021 and the Statement of Profit & Loss for the year ending 31st March, 2021 together with the Directors' Report and Auditors' Report thereon be approved and adopted."

The Resolution was passed with requisite majority based on the results of e-voting and the poll conducted at the Meeting.

ITEM NO. 2: To declare Dividend on Equity Shares

The Chairman informed the Members that the Board of Directors recommended a Dividend of Rs.10/- per share (Rs.10/- each) for the Financial Year 2020-21.

The following Resolution with regard to the declaration of dividend for the year 2020-21 was passed as an Ordinary Resolution:

"RESOLVED to confirm the Dividend of Rs.10/- per equity share on 2,71,07,078 Equity Shares of Rs.10/- each, for the financial year 2020-21."

The Resolution was passed with requisite majority based on the results of e-voting and the poll conducted at the Meeting.

ITEM NO. 3: To appoint a Director in place of Sri Mullapudi Narendranath who retires by rotation and being eligible offers himself for re-appointment

Chairman informed the meeting that no new proposals have been received by the Company.

The following Resolution with regard to appointment of Sri Mullapudi Narendranath (DIN 00016764) as Director was passed as an Ordinary Resolution:

"RESOLVED that Sri Mullapudi Narendranath be and is hereby appointed as Director of the Company, liable to retirement by rotation."

The Resolution was passed with requisite majority based on the results of e-voting and the poll conducted at the Meeting.

ITEM NO. 4 To appoint a Director in place of Sri P. Achuta Ramayya who retires by rotation and being eligible offers himself for re-appointment

Chairman informed the meeting that no new proposals have been received by the Company.

The following Resolution with regard to appointment of Sri P. Achuta Ramayya (DIN00015065) as Director was passed as an Ordinary Resolution:

"RESOLVED that Sri P. Achuta Ramayya be and is hereby appointed as Director of the Company, liable to retirement by rotation."



The Resolution was passed with requisite majority based on the results of e-voting and the poll conducted at the Meeting.

ITEM NO. 5 **To fix remuneration of Statutory Auditors**

Chairman informed the meeting at the 70th Annual General Meeting held on 23rd September, 2017 Shareholders appointed M/s. K.S.Rao & Co., Hyderabad as Statutory Auditors for a period of 5 years 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22. He further informed that their remuneration for the year 2021-22 is required to be fixed.

The following Resolution with regard to fix the remuneration of Statutory Auditors M/s K.S. Rao & Co., Chartered Accountants, Hyderabad for the Financial Year 2021-22 was passed as an Ordinary Resolution:

“RESOLVED THAT the consent of the Company be and is hereby accorded for the payment of remuneration of Rs. 17,00,000/- (Rupees Seventeen Lakhs Only) for the Financial Year 2021-22 plus travelling and out of pocket expenses in connection with the audit exclusive of any fees payable to them for services to be rendered otherwise than as Auditors.”

The Resolution was passed with requisite majority based on the results of e-voting and the poll conducted at the Meeting.

ITEM NO. 6: **Ratification of remuneration of Cost Auditors**

Chairman informed the meeting that the Board of Directors appointed M/s. Narasimha Murthy & Co., as Cost Auditors to conduct the audit of the Cost records of the Company for the Financial Year ending March 31, 2021 on a remuneration of Rs. 6,00,000/- plus applicable taxes, out-of-pocket and travelling expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, ratification of the remuneration payable to the Cost Auditors for the Financial Year 2021-22 by way of Ordinary Resolution is being sought from the members.

The following Resolution with regard to ratification of remuneration of Cost Auditors was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions if any and rules made thereunder the Company hereby ratifies the payment of remuneration of Rs. 6,00,000/- (Rupees Six Lakhs Only) per annum to M/s. Narasimha Murthy & Co., (Firms Registration No. 000042) Cost Accountants, Hyderabad, who were appointed as Cost Auditors by the Board at its meeting held on 30.06.2021 for conducting the Cost Audit for the Financial Year 2021-22 in respect of the products viz., Sugar, Food Residues or prepared Animal Feed, Electricity, Chemical Elements, In-organic Chemicals & their derivatives, Organic Chemicals & their derivatives, Bulk Drugs, Chemical Fertilisers and Chemicals-Plastics Polymers.”



The Resolution was passed with requisite majority based on the results of e-voting and the poll conducted at the Meeting.

ITEM NO. 7: Appointment of Sri P. Venkateswara Rao as Independent Director

Chairman informed the meeting that pursuant to the provisions of Sections 149 & 152 and other applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 Board of Directors at its Meeting held on 26.04.2021, appointed Sri P. Venkateswara Rao as Independent Director for a period of 5 years subject to approval of Shareholders.

He further informed that Sri P. Venkateswara Rao is a Graduate in Chemical Engineering from the Andhra University, Visakhapatnam and a Postgraduate in Chemical Engineering from the Indian Institute of Technology, Madras. He worked for 35 years in the Indian Space Research Organisation (ISRO). He retired as Associate Director from the Satish Dhawan Space Centre, Sriharikota (SHAR), ISRO. His other Directorships - Jocil Ltd., The Andhra Petrochemicals Ltd., and GPT Pharmaceuticals Pvt. Ltd. Sri P Venkateswara Rao has consented to act as Director. Having regard to his vast technical expertise and corporate experience it would be beneficial to the Company to appoint him as a Director on the Board under Independent category.

The following Resolution with regard to his appointment was passed as a Special Resolution:

"RESOLVED THAT appointment of Sri P. Venkateswara Rao (DIN 06387165) made by the Board of Directors of the Company as Independent Director of the Company for a term of 5 consecutive years with effect from April 26, 2021, pursuant to Article 116 of the Articles of Association of the Company and in terms of the applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder, or any statutory modification(s) thereof or any re-enactment(s) of the said Act or Rules, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the said Act, his appointment as Independent Director is not subject to retirement by rotation.

RESOLVED FURTHER THAT in the event of any amendment made by the Ministry of Corporate Affairs (MCA) or the Securities and Exchange Board of India (SEBI) or any Statutory Authority to the provisions concerning the said appointment, the Board of Directors be and is hereby authorised to effect necessary modification(s) as may be required at its first Meeting held subsequent to the said amendment coming into force and till the date of such Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the first General Meeting held subsequent such amendment for information and ratification.

RESOLVED FURTHER THAT THE Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution".



The Resolution was passed with requisite majority based on the results of e-voting and the poll conducted at the Meeting.

ITEM NO. 8: Splitting of Face Value of Equity Share

Chairman informed the Meeting The paid-up share capital of the Company is Rs. 27,10,70,780 (Rupees Twenty Seven Crore Ten lakh Seventy Thousand Seven Hundred and Eighty only) consisting of 2,71,07,078 equity shares of Rs. 10/- (Rupees Ten only) each.

As the members are aware, the equity shares of your Company are listed on the National Stock Exchange of India Limited (NSE) and are also regularly traded on the Exchange. Owing to the Company's strong financial performance, the market price of the Company's Equity Share has grown steadily over the past several Months. In order to improve the liquidity of Company's shares, the Board of Directors at its meeting held on August 11, 2021 have proposed to sub-divide the nominal value and paid up value of (Authorized/ Subscribed, Issued and Paid-up) of the Company from one equity share of Rs.10/- (Rupees Ten only) each to five equity shares of Rs. 2/- (Rupees Two only) each.

The following Resolution with regard to Splitting of Face Value of Equity Shares of the Company was passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 61 (1) (d), 64, and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications, variations or re-enactments thereof from time to time) and the provisions of Memorandum of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, each equity shares of the Company having nominal value of Rs. 10/- (Rupees Ten only) fully paid be sub-divided into equity shares of nominal value of Rs. 2/- (Rupees Two only) each fully paid and consequently, the authorized share capital of the Company of Rs.30,00,00,000/- (Rupees Thirty Crores only) divided into 30,000 (Thirty Thousand) 9.5% First Cumulative Redeemable Preference shares of Rs. 100/- (Rupees One Hundred only) each and 95,000 (Ninety Five Thousand) 9.5% Second Cumulative Redeemable Preference shares of Rs. 100/- (Rupees One Hundred only) and 14,37,50,000 (Fourteen Crores Thirty Seven Lakhs Fifty Thousands only) Equity Shares of Rs. 2/- (Rupees Two only)."

"RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of the Company having nominal value Rs. 10/- (Rupees Ten only) each fully paid existing on the Record date to be fixed by the Company shall stand subdivided into equity shares of nominal value Rs. 2/- (Rupees Two only) each fully paid up, without altering the aggregate amount of such capital and such shares shall



rank paripassu in all respects with the then existing equity shares with effect from the record date."

"RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be fixed by the Company and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company with equity shares of nominal value of Rs. 2/- (Rupees Two only), in lieu of such existing share certificates subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of Members who hold the equity shares in dematerialized form, the sub-divided equity shares of nominal value of Rs. 2/- (Rupees Two only) each shall be credited proportionately to the respective beneficiary account of the Members, with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares, whether in physical form or in dematerialized form."

"RESOLVED FURTHER THAT upon the sub-division of nominal value of each share from Rs. 10/- to Rs. 2/-, the Company shall not issue any certificate or coupon in respect of fraction share but all fraction shares resulting from the sub-division of shares in the aforesaid manner shall be consolidated into whole equity shares and the Board of Directors shall have the authority to dispose of such whole shares by selling them at the market price and to distribute the net proceeds thereof (less expenses, if any) proportionately, as far as practicable, to the Members concerned."

"RESOLVED FURTHER THAT Sri P. Narendranath Chowdary, Chairman and Managing Director, Sri Mullapudi Narendranath, Joint Managing Director, Sri Mullapudi Thimmaraja, Joint Managing Director and Sri P. Achuta Ramayya, Joint Managing Director be and are hereby severally authorised to take all such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution."

The Resolution was passed with requisite majority based on the results of e-voting facility provided to Members and the Poll conducted at the Meeting.

ITEM NO. 9: Alteration of Capital Clause of Memorandum of Association

Chairman informed the Meeting in order to split the face value of Equity Shares of the Company it is required to alter the Capital Clause of Memorandum of Association.



The following Resolution with regard to alteration of Capital Clause of Memorandum of Association of the Company was passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Companies Rules framed thereunder existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause: "V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 30,000 (Thirty Thousand) 9.5% First Cumulative Redeemable Preference shares of Rs. 100/- (Rupees One Hundred only) each and 95,000 (Ninety Five Thousand) 9.5% Second Cumulative Redeemable Preference shares of Rs.100/- (Rupees One Hundred only) and 14,37,50,000 (Fourteen Crores Thirty Seven Lakhs Fifty Thousands only) Equity Shares of Rs. 2/- (Rupees Two only), with power to subdivide, consolidate and increase and with power from time to time to issue any shares of the capital or any new capital with and subject to any preferential rights, privileges or conditions of a share to apportion the right to participate in profits in any manner, as between as the shares resulting from such subdivision."

"RESOLVED FURTHER THAT Sri P. Narendranath Chowdary, Chairman and Managing Director, Sri Mullapudi Narendranath, Joint Managing Director, Sri Mullapudi Thimmaraja, Joint Managing Director and Sri P. Achuta Ramayya, Joint Managing Director be and are hereby severally authorized to take all such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution."

The Resolution was passed with requisite majority based on the results of e-voting facility provided to Members and the Poll conducted at the Meeting.

ITEM NO. 10: Alteration of Article 4 (a) of Articles of Association

Chairman informed the Meeting in order to split the face value of Equity Shares of the Company it is required to alter the Capital Clause of Memorandum of Association.

The following Resolution with regard to Alteration of Article 4 (a) of the Company was passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 (including any modification or re-enactment thereof) and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules under the Act and read with any other provisions of law, as applicable for the time being and subject to approvals, consents, permissions and sanctions as may be necessary from any authority, whether statutory or otherwise, Article



4 (a) of the Articles of Association of the Company be and is hereby amended and substituted by the following:

4(a). The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 30,000 (Thirty Thousand) 9.5% First Cumulative Redeemable Preference shares of Rs. 100/- (Rupees One Hundred only) each and 95,000 (Ninety Five Thousand) 9.5% Second Cumulative Redeemable Preference shares of Rs. 100/- (Rupees One Hundred only) and 14,37,50,000 (Fourteen Crores Thirty Seven Lakhs Fifty Thousands only) Equity Shares of Rs. 2/- (Rupees Two only), with power to subdivide, consolidate and increase and with power from time to time to issue any shares of the capital or any new capital with and subject to any preferential rights, privileges or conditions of a share to apportion the right to participate in profits in any manner, as between as the shares resulting from such subdivision.

"RESOLVED FURTHER THAT Sri P. Narendranath Chowdary, Chairman and Managing Director, Sri Mullapudi Narendranath, Joint Managing Director, Sri Mullapudi Thimmaraja, Joint Managing Director and Sri P. Achuta Ramayya, Joint Managing Director be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard."

The Resolution was passed with requisite majority based on the results of e-voting facility provided to Members and the Poll conducted at the Meeting.

The Meeting concluded with vote of thanks to the Chairman by Sri K. Sasikanth at 4:00 P.M.


CHAIRMAN