Minutes of the Extraordinary General Meeting of THE ANDHRA SUGARS LIMITED held on Saturday the 30th March, 2019 at 10.30 a.m. at the Registered Office of the Company, Venkatarayapuram, Tanuku.

Members Present : 50

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 Notice to the Shareholders was read.

Chairman then welcomed the Members present at the Extraordinary Annual General Meeting of the Company and informed the members that the purpose of this meeting is to pass Special Resolution regarding continuation of Directorship of Non-Executive Directors who have attained the age of seventy five years to be in line with the amended provisions of Listing Agreement.

Chairman informed the Meeting that Independent Non-Executive Directors Sri A. Ranga Rao, Dr. P. Kotaiah, Sri V.S. Raju and Dr. A.V. Rama Rao have attained the age of 75 years. These Non-Executive Independent Directors are experts in their respective fields and their experience and valuable guidance is beneficial to the Company as such their appointment is placed before the Meeting which is required be approved by way of Special Resolution to be in line with the amended provisions of Listing Obligation and Disclosure Requirement.

Chairman informed the meeting that the Company 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 present at the Meeting.

THE ANDHRA SUGARS LIMITED TANUKU 534 215

ITEM NO. 1: **Continuation of Directorship of Sri A. Ranga Rao**

Chairman informed the Members that the Provisions of SEBI (Listing Obligations and Disclosure Requirement) (Amended) Regulations 2018 stipulates no listed entity shall appoint a person or continue the Directorship of any person beyond 31.03.2019 as a Non-Executive Director who has attained the age of Seventy Five years unless a Special Resolution is passed to that effect.

Chairman further informed the members that Sri A. Ranga Rao, Independent Non-executive Director has attained the age of 75 years and as such as per the amended provisions of Listing Agreement his appointment is required to be approved by the Shareholders by way of Special Resolution.

Sri A. Ranga Rao joined as Director on the Board on 18.11.1991

Sri A. Ranga Rao is a Law Graduate and an Industrialist with considerable experience. He has been on the Board of your Company for more than two decades and as such your Board of Directors recommend his continuation as Director on the Board for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting which would be beneficial to the Company.

Based on the results of E-voting and physical voting conducted through Ballot the following Special Resolution was passed with requisite majority.

"RESOLVED THAT pursuant to the amended provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as amended and other applicable provisions if any, consent of Members of the Company be and is hereby accorded for continuation of Directorship of Sri A. Ranga Rao (DIN 00089664) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

THE ANDHRA SUGARS LTD
TANUKU
534 215

ITEM NO. 2: **Continuation of Directorship of Dr. P.Kotaiah**

Chairman informed the Members that the Provisions of SEBI (Listing Obligations and Disclosure Requirement) (Amended) Regulations 2018 stipulates no listed entity shall appoint a person or continue the Directorship of any person beyond 31.03.2019 as a Non-Executive Director who has attained the age of Seventy Five years unless a Special Resolution is passed to that effect.

Chairman further informed the members that Dr. P. Kotaiah, Independent Non-executive Director has attained the age of 75 years and as such as per the amended provisions of Listing Agreement his appointment is required to be approved by the Shareholders by way of Special Resolution.

Dr. P.Kotaiah joined as Director on the Board on 27.04.2001.

Dr. P. Kotaiah, former Chairman of NABARD, has rich financial background and industrial experience of more than three and half decades and as such your Board of Directors recommend his continuation as Director on the Board for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting which would be beneficial to the Company.

Based on the results of E-voting and physical voting conducted through Ballot the following Special Resolution was passed with requisite majority.

"RESOLVED THAT pursuant to the amended provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Dr. P. Kotaiah (DIN 00038420) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting."

THE ANDHRA SUGARS LIMITED TANUKU 534 21

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

ITEM NO. 3: **Continuation of Directorship of Sri V.S. Raju**

Chairman informed the Members that the Provisions of SEBI (Listing Obligations and Disclosure Requirement) (Amended) Regulations 2018 stipulates no listed entity shall appoint a person or continue the Directorship of any person beyond 31.03.2019 as a Non-Executive Director who has attained the age of Seventy Five years unless a Special Resolution is passed to that effect.

Chairman further informed the members that Sri V.S. Raju, Independent Non-executive Director has attained the age of 75 years and as such as per the amended provisions of Listing Agreement his appointment is required to be approved by the Shareholders by way of Special Resolution.

Sri V.S.Raju joined as Director on the Board on 29-10-2003.

Sri V.S.Raju is former Registrar of Companies, Andhra Pradesh, Hyderabad and Karnataka, Bangalore. He also held the position of Secretary and Deputy Secretary in the Department of Company Affairs, New Delhi. He is practising as an Advocate at Hyderabad and is eminent in Company Law matters. and as such your Board of Directors recommend his continuation as Director on the Board for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting which would be beneficial to the Company.

Based on the results of E-voting and physical voting conducted through Ballot the following Special Resolution was passed with requisite majority.

"RESOLVED THAT pursuant to the amended provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of

THE ANDHRA SUGARS LTD. TANUKU 534 215

Directorship of Sri V. S. Raju (DIN 00101405) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

ITEM NO. 4 **Continuation of Directorship of Dr. A.V. Rama Rao**

Chairman informed the Members that the Provisions of SEBI (Listing Obligations and Disclosure Requirement) (Amended) Regulations 2018 stipulates no listed entity shall appoint a person or continue the Directorship of any person beyond 31.03.2019 as a Non-Executive Director who has attained the age of Seventy Five years unless a Special Resolution is passed to that effect.

Chairman further informed the members that Dr. A.V. Rama Rao, Independent Non-executive Director has attained the age of 75 years and as such as per the amended provisions of Listing Agreement his appointment is required to be approved by the Shareholders by way of Special Resolution.

Dr. A.V.Rama Rao, Joined as Director on the Board on 27.04.2001.

Dr. A.V. Rama Rao is an eminent Scientist. He was former Director of Indian Institute of Chemical Technology and has considerable experience and expertise in the field of Chemical Technology and as such your Board of Directors recommend his continuation as Director on the Board for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting which would be beneficial to the Company.

Based on the results of E-voting and physical voting conducted through Ballot the following Special Resolution was passed with requisite majority.

THE ANDHRA SUGARS LIMITED TANUKU 534 215

"RESOLVED THAT pursuant to the amended provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Dr. A.V. Rama Rao (DIN 01341232) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

The Meeting concluded with vote of thanks to the Chairman by Sri K. Veerayya at 11:00 A.M.

Sd/- X X X
CHAIRMAN

//Certified True Copy//

For THE ANDHRA SUGARS LIMITED

THE ANDHRA SUGARS LIMITED TANUKU 534 215

(M. PALACHANDRA)
Company Secretary