THE ANDHRA SUGARS LIMITED

Venkatarayapuram : Tanuku - 534 215, Andhra Pradesh, India.

No.ASL/SEC/AGM/2019 March 30, 2019

The Manager, Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No.C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051

Symbol: ANDHRSUGAR

Dear Sirs,

Sub: Disclosure of Voting Results of the Extraordinary General Meeting of the company held on March 30, 2019 as per the requirement of Regulation 44(3) of the Equity Listing Agreement

As per the requirement of Regulation 44(3) of the Equity Listing Agreement, given below are the details of the voting results at the Annual General Meeting of the company as per the format prescribed under the said Clause:

Details of voting results

A	Date of EGM	30th March, 2019
B	Total No. of shareholders as on record (cut off) date i.e.,	16603
C	Cut-off date for E-voting	1st March, 2019
D	No. of shareholders present in the meeting either in person or through proxy - Promoters and Promoter Group - Public	 4 50

Agenda-wise

Item No.	**Details of Agenda**	**Resolution required (Ordinary / Special)**	**Mode of voting (Show of hands / poll / postal ballot / e-voting)**	**Remarks**
1	Accorded consent 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	Special	E-voting & Poll	The resolution was passed with requisite majority

027859

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CIN : L15420AP1947PLC000326

	Independent Director of the Company			
2.	Accorded consent 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	Special	E-voting & Poll	The resolution was passed with requisite majority
3.	Accorded consent for continuation of 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	Special	E-voting & Poll	The resolution was passed with requisite majority
4.	Accorded consent for 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	Special	E-voting & Poll	The resolution was passed with requisite majority

The voting details are annexed herewith in the prescribed format. Scrutinizer's Report is also annexed.

Yours faithfully
For THE ANDHRA SUGARS LTD.,

(M. PALACHANDRA)
Company Secretary

Encl: as above

THE ANDHRA SUGARS LIMITED - VOTING RESULTS

Resolutions **Resolution No.1**	**Promoter / Public**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes in favour**	**No. of votes against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
Special Resolution		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Consent 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 Indepent Director of the Company	Promoter & Promoter Group	12748907	7809775	61.26	7809775	0	100	0
	Public - others	14358171	744077	5.18	743524	553	99.93	0.07
	Total:	27107078	8553852	31.56	8553299	553	99.99	0.01

Resolution No.2	Promoter / Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Special Resolution		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Consent 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 Indepent Director of the Company	Promoter & Promoter Group	12748907	7809775	61.26	7809775	0	100	0
	Public - others	14358171	744077	5.18	379909	364168	51.06	48.94
	Total:	27107078	8553852	31.56	8189684	364168	95.74	4.26

THE ANDHRA SUGARS LIMITED TANUKU 534 215

For THE ANDHRA SUGARS LIMITED

(M. PALACHANDRA)
Company Secretary

Resolution No.3	Promoter / Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Special Resolution		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Consent for continuation of 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 Indepent Director of the Company	Promoter & Promoter Group	12748907	7809775	61.26	7809775	0	100	0
	Public - others	14358171	744077	5.18	726239	17838	97.6	2.4
	Total:	27107078	8553852	31.56	8536014	17838	99.79	0.21

Resolution No.4	Promoter / Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Special Resolution		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Consent 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 Indepent Director of the Company	Promoter & Promoter Group	12748907	7809775	61.26	7809775	0	100	0
	Public - others	14358171	744077	5.18	743524	553	99.93	0.07
	Total:	27107078	8553852	31.56	8553299	553	99.99	0.01

THE ANDHRA SUGARS LIMITED TANUKU 534 215

For THE ANDHRA SUGARS LIMITED

(M.PALACHANDRA)
Company Secretary

NEKKANTI S.R.V.V.S. NARAYANA & CO.
Company Secretaries

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COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL

To,
The Chairman,
Extraordinary General Meeting of THE ANDHRA SUGARS LIMITED
Venkatarayapuram,
TANUKU - 534215,
Andhra Pradesh

Sub: Consolidated Scrutinizer Report on remote E-voting conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting at the Extraordinary General Meeting of THE ANDHRA SUGARS LIMITED (the Company) held on 30th March, 2019

I, Nekkanti S.R.V.V.S. Narayana, M/s. Nekkanti S.R.V.V.S. Narayana & Co., Company Secretaries, had been appointed me as Scrutinizer by the Board of Directors of M/s. THE ANDHRA SUGARS LIMITED pursuant to Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') as amended, to conduct the remote e-voting process in respect of the resolutions forming part of the Notice (including addendum to the notice) of the Extraordinary General Meeting of the members of the Company (EGM) held on Saturday, 30th March, 2019 at 10:30 AM at its Registered Office.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Extraordinary General Meeting held on Saturday, 30th March, 2019 at 10:30 AM.

The Notice dated February 2, 2019 along with statement setting out material facts under Section 102 of the Act was sent to the members in respect of the below mentioned resolutions passed at the Extraordinary General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the notice to the EGM of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the EGM is restricted to make Scrutinizer's Report of votes cast "in favour" or 'against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at EGM.

I, now, submit my consolidated report as under on the result of the remote e-voting and voting at the meeting in respect of the said resolutions:

NEKKANTI S.R.V.V.S. NARAYANA & CO.

Item no of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
SPECIAL BUSINESS – SPECIAL RESOLUTION							
Item No.1 (*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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting*)	E-voting	742983	8.69	553	0.01	-	-
	Poll	7810316	91.31	0		-	-
	Total	8553299	100.00	553	0.01	-	-
Item No.2 (*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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting*)	E-voting	379368	4.63	364168	4.45	-	-
	Poll	7810316	95.37	0		-	-
	Total	8189684	100.00	364168	4.45	-	-
Item No.3 (*Continuation of 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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting*)	E-voting	725698	9.63	17838	0.24	-	-
	Poll	6788843	90.13	-		-	-
	Total	7514541	99.76	17838	0.24	-	-
Item No.4 (*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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting*)	E-voting	742983	8.69	553	0.01	-	-
	Poll	7810316	91.31	-		-	-
	Total	8553299	99.99	553	0.01	-	-

All the Resolutions stand passed under e-voting and poll with the requisite majority.

Thanking you,

Yours faithfully,
For NEKKANTI S.R.V.V.S. NARAYANA & CO.,
Company Secretaries

NEKKANTI S.R.V.V.S. NARAYANA
Proprietor
M.No.F7157, C.P.No.7839

Place: Venkatarayapuram
Date: March 30, 2019

NEKKANTI S.R.V.V.S. NARAYANA & CO.
Company Secretaries

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SCRUTINIZER REPORT FOR E-VOTING

To
The Chairman,
Extraordinary General Meeting of THE ANDHRA SUGARS LIMITED
Venkatarayapuram,
TANUKU - 534215,
Andhra Pradesh

Extraordinary General Meeting of the Equity Shareholders of The Andhra Sugars Limited held on Saturday, 30th March, 2019 at 10.30 A.M. at the Registered Office of the Company, Venkatarayapuram, Tanuku – 534215

Dear Sir,

Sub: Scrutinizers Report on Electronic Voting in respect of matters set out in the notice of Etraordinary General Meeting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of The Andhra Sugars Limited (hereinafter referred to as the "Company") on February 2, 2019, I have been appointed as the Scrutinizer for the e-voting process as mentioned under Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Company has appointed Central Depository Services Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the Extraordinery General Meeting (AGM) of the Company, which is held on Saturday, March 30, 2019.

The Service Provider accordingly had set up e-Voting facility on their website, https://www.evotingindia.com. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-Voting.

As on the cut off date there were 16603 shareholders of the Company. The Company had sent the Notice of the AGM and instructions for e-voting through physical form.

The e-voting instructions sent contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was 1st March, 2019. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from Wednesday, March 27, 2019 - 9:00 A.M. till Friday, March 29, 2019 - 5:00 P.M.

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As prescribed in the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in Business Line newspaper dated March 11, 2019 and in Telugu in Andhra Jyothi newspaper dated March 11, 2019. The notice published in the newspaper carried the required information as specified in said Rule 20.

On March 30, 2019, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Y.V. Krishna Rao, Late Sarangaiah, Flat No.407, City Towers, Tanuku – 534211 and Mr. B.V. Purnachandra Rao, son of Sankara Rao, D.No.55-1, ASL Layout, Bank Colony, Tanuku - 534211 who acted as the witnesses, as prescribed in Sub Rule 4(xi) of the said Rule 20.

There are in all 90 members holding 743536 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

The result of the E-voting is as under:

Item No.1 – Special Resolution:

"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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting".

	Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	88	742983	99.93
(ii) Voted against the resolution	2	553	0.07
(iii) Invalid votes	-	-	Not applicable

Item No.2 – Special Resolution:

"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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting".

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	79	379368	51.02
(ii) Voted against the resolution	11	364168	48.98
(iii) Invalid votes	-	-	Not applicable

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Item No.3 – Special Resolution:

"Continuation of 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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting".

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	87	725698	97.6
(ii) Voted against the resolution	3	17838	2.4
(iii) Invalid votes	-	-	Not applicable

Item No.4 – Special Resolution:

"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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting".

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	88	742983	99.93
(ii) Voted against the resolution	2	553	0.07
(iii) Invalid votes	-	-	Not applicable

Thanking you,

Yours faithfully,
For NEKKANTI S.R.V.V.S. NARAYANA & CO.

NEKKANTI S.R.V.V.S. NARAYANA
Proprietor
M.No.F7157, C.P.No.7839

Place: Venkatarayapuram
Date: March 30, 2019

NEKKANTI S.R.V.V.S. NARAYANA & CO.

NEKKANTI S.R.V.V.S. NARAYANA & CO.
Company Secretaries

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FORM No. MGT·13
Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Extraordinary General Meeting of THE ANDHRA SUGARS LIMITED
Venkatarayapuram,
TANUKU - 534215,
Andhra Pradesh

Dear Sir,

I, Nekkanti S.R.V.V.S. Narayana, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Extraordinary General Meeting of the Equity Shareholders of The Andhra Sugars Limited (the Company), held on Saturday, March 30, 2019 at 10.30 A.M. at the Registered Office of the Company, Venkatarayapuram, Tanuku – 534 215, 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 in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of Company and the authorizations / proxies lodged with the Company.

3. No poll papers have been treated or found defective or otherwise treated as invalid.

4. The result of the Poll is as under:

Item No.1 – Special Resolution:

"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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting".

	Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	7810316	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

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Item No.2 – Special Resolution:

"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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting".

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	7810316	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.3 – Special Resolution:

"Continuation of 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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting".

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	7810316	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

Item No.4 – Special Resolution:

"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 from 01.04.2019 up to the conclusion of 72nd Annual General Meeting".

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	7810316	100
(ii) Voted against the resolution	-	-	-
(iii) Invalid votes	-	-	Not applicable

NEKKANTI S.R.V.V.S. NARAYANA & Co.

5. A Compact Disc (CD) containing a 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 Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
For NEKKANTI S.R.V.V.S. NARAYANA & CO.,
Company Secretaries

NEKKANTI S.R.V.V.S. NARAYANA
Proprietor
C.P.No.7839

Place: Venkatarayapuram
Date: March 30, 2019