

THE ANDHRA SUGARS LIMITED

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



Sec/2017

September 23, 2017

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No.C/1
G. Block, Bandra Kurla Complex
Bandra (E)
MUMBAI – 400 051.

Dear Sirs,

Sub: Proceedings of the 70th Annual General Meeting of the Company held
on 23rd September, 2017 – reg.
Ref: Scrip Code: ANDHRSUGAR

* * * *

Please find enclosed herewith, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations"), summarized proceedings of the 70th Annual General Meeting of the Company held on 23rd September, 2017 at 3.00 p.m. for your kind perusal and record.

Voting results of the AGM pursuant to Regulation 44(3) of the Regulations will be filed separately.

Thanking you,

Yours faithfully
For THE ANDHRA SUGARS LTD.,



(M. PALACHANDRA)
Company Secretary

Encl: as above



Summary of Proceedings of 70th Annual General Meeting of the Company

The 70th Annual General Meeting (AGM) of the Members of The Andhra Sugars Limited ("the Company") was held on Saturday, 23rd of September, 2017 at 3.00 P.M. at the Registered Office of the Company, Venkatarayapuram, Tanuku – 534 215.

Dr. B.B. Ramaiah, Chairman and Managing Director of the Company chaired the meeting and welcomed the Directors on the dias and Members present.

The requisite quorum being present, the Chairman called the meeting to order. The Chairman delivered his speech covering of the Company's performance during the year 2016-17 and other developments of the Company. He informed the Members that the Company has provided e-voting facility and those who were present at the AGM and who have not casted their vote electronically were provided an opportunity to cast their votes in the meeting. Sri Nekkanti Satyanarayana, of Nekkanti S.R.V.V.S. Narayana & Co., Practicing Company Secretaries, Hyderabad, scrutinizer, conducted Poll proceedings. It was further informed that there would be no voting by show of hands. Sri M. Palachandra, Company Secretary, read the Notice.

The following items of Ordinary and Special Business, as per the Notice of AGM dated July 28, 2017 were transacted at the meeting.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Statement of Profit & Loss for the year ended 31st March, 2017 and the Balance Sheet as at that date together with the Reports of Board of Directors and Auditors thereon.
2. To Declare Dividend for the Financial Year 2016-17.
3. To appoint a Director in place of Sri Mullapudi Narendranath (DIN00016764) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Sri P. Achuta Ramayya (DIN00015065) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint new Statutory Auditors M/s. K. S. Rao & Co., Chartered Accountants, Hyderabad for a period of 5 years viz., 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22 from the conclusion of 70th Annual General Meeting to conclusion of 75th Annual General Meeting and fix the remuneration for the Financial Year 2017-18.

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THE ANDHRA SUGARS LIMITED

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

SPECIAL BUSINESS



6. Ratification of remuneration of Cost Auditors M/s. Narasimha Murthy & Co., Hyderabad.
7. Appointment of Sri Mullapudi Narendranath, as Joint Managing Director for 5 years with effect from 01.01.2018 on a remuneration of Rs.1,50,000/- per month, Standard Perquisites, etc.
8. Appointment of Sri Mullapudi Thimmaraja, as Joint Managing Director for 5 years with effect from 01.01.2018 on a remuneration of Rs.1,50,000/- per month, Standard Perquisites, etc.
9. Appointment of Sri P. Achuta Ramayya, as Joint Managing Director for 5 years with effect from 01.01.2018 on a remuneration of Rs.1,50,000/- per month, Standard Perquisites, etc.
10. Alteration of Articles of Association

Clarifications were provided to the queries raised by the Members. Audit Committee Chairman Sri A. Ranga Rao, Nomination and Remuneration Committee Chairman Sri V.S. Raju and Stakeholders Relationship Committee Chairman Sri P. A. Chowdary were present. Representative of Statutory Auditors M/s. Brahmaiah & Co., Vijayawada was also present.

All the resolutions set out in the Notice calling the Annual General Meeting with regard to above business were passed with the requisite majority and are deemed to be passed on the date of the Annual General Meeting i.e. September 23, 2017.

Voting results and other details in prescribed format as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is being filed separately as per online filing requirement.

Meeting concluded with Vote of Thanks to the Chairman.

for The Andhra Sugars Limited



(M. PALACHANDRA)
Company Secretary

THE ANDHRA SUGARS LIMITED

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



No.ASL/SEC/AGM/2017

September 23, 2017

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 70th Annual General Meeting of the company held on September 23, 2017 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 AGM	23 rd September, 2017
B	Total No. of shareholders as on record (cut off) date i.e.,	13638
C	Cut-off date for E-voting	13 th September, 2017
D	No. of shareholders present in the meeting either in person or through proxy - Promoters and Promoter Group - Public	23 90

Agenda-wise

Item No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of voting (Show of hands / poll / postal ballot / e-voting)	Remarks
1	Adoption of audited financial statements for the year ended 31 st March, 2017	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
2	Declaration of Dividend for the year 2016-17	Ordinary	E-voting & Poll	The resolution was passed with requisite majority

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Venkatapuram, Tanuku - 534 215, Andhra Pradesh, India.



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Item No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of voting (Show of hands / poll / postal ballot / e-voting)	Remarks
3	Re-appointment of Sri Mullapudi Narendranath who retires by rotation	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
4	Re-appointment of Sri P. Achuta Ramayya who retires by rotation	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
5	Appointment of New Statutory Auditors M/s. K.S. Rao & co. as Statutory Auditors	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
6	Ratification of remuneration of Cost Auditors	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
7	Appointment of Sri Mullapudi Narendranath as Joint Managing Director	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
8	Appointment of Sri Mullapudi Thimmaraja as Joint Managing Director	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
9	Appointment of Sri P. Achuta Ramayya as Joint Managing Director	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
10	Alteration of Articles of Association	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

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AGM results in format under of the Listing Agreement



Resolutions	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
Resolution No.1		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Ordinary Resolution Adoption of Annual accounts for the Financial Year 2016-17	Promoter & Promoter Group	12748907	9476020	74.33	9476020	0	100	0
	Public Institutional holders	0	0	0	0	0	0	0
	Public - others	14358171	413132	2.88	413127	5	99.99878973	0.001
	Total:	27107078	9889152	36.48	9889147	5	99.99994944	0.001

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
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Ordinary Resolution Declaration of dividend for 2016-17	Promoter & Promoter Group	12748907	9476020	74.33	9476020	0	100	0
	Public Institutional holders	0	0	0	0	0	0	0
	Public - others	14358171	430983	3	430978	5	99.99883986	0.001
	Total:	27107078	9907003	36.55	9906998	5	99.99994953	0.001

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
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Ordinary Resolution Reappointment of Sri M. Narendranath as Director	Promoter & Promoter Group	12748907	8369666	65.65	8369666	0	100	0
	Public Institutional holders	0	0	0	0	0	0	0
	Public - others	14358171	430983	3	113794	317189	26.40336162	73.597
	Total:	27107078	8800649	32.47	8483460	317189	96.39584535	73.597

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
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Ordinary Resolution Reappointment of Sri Pendyala Achyuta Ramayya as Director	Promoter & Promoter Group	12748907	9011732	70.69	9011732	0	100	0

For THE ANDHRA SUGARS LIMITED

(M. PALACHANDRA)
Company Secretary



Public Institutional holders	0	0	0	0	0	0	0
Public - others	14358171	430983	3	113749	317234	26.39292037	73.607
Total:	27107078	9442715	34.83	9125481	317234	96.64043657	73.607

Resolution No.5	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
Ordinary Resolution		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Appointment of New Statutory Auditors M/s. K.S.Rao & Co.	Promoter & Promoter Group	12748907	9479268	74.35	9479268	0	100	0
	Public Institutional holders	0	0	0	0	0	0	0
	Public - others	14358171	430983	3	430978	5	99.99883986	0.001
	Total:	27107078	9910251	36.56	9910246	5	99.99994955	0.001

Resolution No.6	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
Ordinary Resolution		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Ratification of remuneration of Cost Auditors	Promoter & Promoter Group	12748907	9479268	74.35	9479268	0	100	0
	Public Institutional holders	0	0	0	0	0	0	0
	Public - others	14358171	430983	3	430978	5	99.99883986	0.001
	Total:	27107078	9910251	36.56	9910246	5	99.99994955	0.001

For THE ANDHRA SUGARS LIMITED

(M.PALACHANDRA)
Company Secretary



Resolution No.7	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
Ordinary Resolution		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Appointment of Sri Mullapudi Narendranath as Joint Managing Director	Promoter & Promoter Group	12748907	8369666	65.65	8369666	0	100	0
	Public Institutional holders	0	0	0	0	0	0	0
	Public - others	14358171	430983	3	416976	14007	96.74998782	3.25
	Total:	27107078	8800649	32.47	8786642	14007	99.84084128	3.25

Resolution No.8	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
Ordinary Resolution		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Appointment of Sri Mullapudi Thimmaraja as Joint Managing Director	Promoter & Promoter Group	12748907	8457795	66.34	8457795	0	100	0
	Public Institutional holders	0	0	0	0	0	0	0
	Public - others	14358171	430983	3	430928	55	99.98723848	0.013
	Total:	27107078	8888778	32.79	8888723	55	99.99938124	0.013

Resolution No.9	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
Ordinary Resolution		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Appointment of Sri P. Achuta Ramayya as Joint Managing Director	Promoter & Promoter Group	12748907	9011732	70.69	9011732	0	100	0
	Public Institutional holders	0	0	0	0	0	0	0
	Public - others	14358171	430983	3	416926	14057	96.73838643	3.262
	Total:	27107078	9442715	34.83	9428658	14057	99.85113392	3.262

Resolution No.10	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
Alteration of Articles of Association	Promoter & Promoter Group	12748907	9479268	74.35	9479268	0	100	0
	Public Institutional holders	0	0	0	0	0	0	0
	Public - others	14358171	430983	3	430928	55	99.98723848	0.013
	Total:	27107078	9910251	36.56	9910196	55	99.99944502	0.013

For THE ANDHRA SUGARS LIMITED

M. PALACHANDRA
Company Secretary

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL

To,
The Chairman,
70th Annual 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 70th Annual General Meeting of THE ANDHRA SUGARS LIMITED (the Company) held on 23rd September, 2017

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 70th Annual General Meeting of the members of the Company (AGM) held on Saturday, 23rd September, 2017 at 3:00 PM at its Registered Office.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on Saturday, 23rd September, 2017 at 3:00 PM.

The Notice dated July 28, 2017 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 Annual 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 AGM of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of votes cast "in favour" or 'against' the resolutions stated above, based on the reports generated from thee-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 AGM.

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:



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
ORDINARY BUSINESS							
Item No.1 of Notice as ordinary resolution (<i>To receive, consider and adopt the audited Statement of Profit & Loss for the year ended 31st March 2017 and the Balance Sheet as at that date together with the Reports of Board of Directors and Auditors thereon</i>)	E-voting	409879	4.14	5	-	-	-
	Poll	9479268	95.86	0	-	-	-
	Total	9889147	100.00	5	-	-	-
Item No.2 of Notice as ordinary resolution (<i>To declare dividend for the year 2016-17</i>)	E-voting	427730	4.32	5	-	-	-
	Poll	9479268	95.68	0	-	-	-
	Total	9906998	100.00	5	-	-	-
Item No.3 of Notice as ordinary resolution (<i>To elect a Director in place of Sri Mullpaudi Narendranath (DIN : 00016764) who retires by rotation and being eligible offers himself for reappointment</i>)	E-voting	110551	1.26	317184	3.61	-	-
	Poll	8369666	95.14	-	-	-	-
	Total	8480217	96.39	317184	3.61	-	-
Item No.4 of Notice as ordinary resolution (<i>To elect a Director in place of Sri P. Achutaramayya (DIN : 00015065) who retires by rotation and being eligible offers himself for reappointment</i>)	E-voting	110501	1.17	317234	3.36	-	-
	Poll	9011732	95.47	-	-	-	-
	Total	9122233	96.64	317234	3.36	-	-
Item No.5 of Notice as ordinary resolution (<i>To appoint new statutory auditors of the Company for a term of five financial years viz. 2017-18 to 2021-22 from the conclusion of ensuing 70th Annual General Meeting and fix their remuneration for the financial year 2017-18</i>)	E-voting	427730	4.32	5	-	-	-
	Poll	9479268	95.68	-	-	-	-
	Total	9906998	100.00	5	-	-	-



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 – ORDINARY RESOLUTIONS							
Item No.6 of Notice as ordinary resolution (To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018)	E-voting	427730	4.32	5	-	-	-
	Poll	9479268	95.68	0	-	-	-
	Total	9906998	100.00	5	-	-	-
Item No.7 of Notice as ordinary resolution (Re-appointment of <i>Sri Mullapudi Narendranth (DIN 00016764) as Joint Managing Director</i>)	E-voting	413728	4.70	14007	0.16	-	-
	Poll	8369666	95.14		-	-	-
	Total	8783394	99.84	14007	0.16	-	-
Item No.8 of Notice as ordinary resolution (Re-appointment of <i>Sri Mullapudi Thimmaraja (DIN 00016711) as Joint Managing Director</i>)	E-voting	4276800	33.58	55	-	-	-
	Poll	8457795	66.42	0	-	-	-
	Total	12734595	100.00	55	-	-	-
Item No.9 of Notice as ordinary resolution (Revision in salary of Sri Pendyala Narendranath Chowdary)	E-voting	413678	4.38	14057	0.15	-	-
	Poll	9011732	95.47	0	-	-	-
	Total	9425410	99.85	14057	0.15	-	-



SPECIAL BUSINESS –SPECIAL RESOLUTION							
Item No.10 of Notice as Special resolution (Re-appointment of <i>Sri P. Achuta Ramayya (DIN 00015065) as Joint Managing Director</i>)	E-voting	427680	4.32	55	-	-	-
	Poll	9479268	95.68	0	-	-	-
	Total	9906948	100.00	55	-	-	-

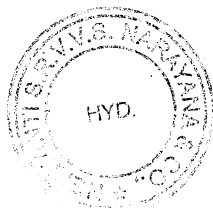
All the Resolutions stand passed under e-voting and poll with the requisite majority.

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: September 23, 2017



For THE ANDHRA SUGARS LIMITED,


(Dr. B. B. RAMAIAH)
Chairman & Managing Director