ANDHRA CEMENTS LIMITED

Ref: ACL:SEC:2018

September 01, 2018

The Manager
Listing Department
National Stock Exchange of India Limited.
"Exchange Plaza" C/1, G-Block
Bandra-Kurla Complex, , Bandra (E)
Mumbai - 400051

Bombay Stock Exchange Limited
25 Floor, New Trading Ring
Rotunda Building P J Towers,
Dalal Street, Fort
Mumbai – 400 001

Dear Sirs,

Re: Notice of Closure of Register of Members and Share Transfer Books and Facility of Remote e-voting for 79th Annual General Meeting (AGM) - Regulation – 30 of SEBI (LODR) Regulations 2015

We wish to inform that the **79th Annual General Meeting (AGM)** of the members of the Company will be held on **Thursday the 27th day of September 2018 at 12.30 P.M. at its Registered Office: Durga Cement Works, Sri Durgapuram, Dachepalli-522 414, Guntur Dist.,** Andhra Pradesh to transact the business as set out in the Notice which has been sent to the members holding shares of the Company through email to the members who have registered their email id with the Registrar/Depository Participant(s) (DP) and in physical form for other members to their respective registered address.

Further it is informed that in terms of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules 2014 and Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The Register of Members and the Share Transfer Books of the Company **will remain closed from Saturday 22nd September 2018 to Thursday 27th September 2018** (both days inclusive) for the purpose of ensuing AGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company is providing remote e-voting facility to its members in respect of all the business to be transacted at the AGM. The Company has engaged National Securities Depository Limited (NSDL) as the authorized agency to provide remote e-voting facility.

The remote e-voting period shall commence **on Monday, 24th September, 2018 from 9.00 A.M. and ends on, Wednesday, 26th September 2018 at 5.00 P.M. .** The remote e-voting module shall be disabled by NSDL beyond the said date and time. During this period, Members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, the 21st September, 2018, may cast their vote electronically. The voting rights of the Members for remote e-voting and physical voting at the meeting shall be in proportion to their shareholding in the paid-up Equity Share Capital as on cut-off date i.e. Friday, 21st September, 2018

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Contd.

JAYPEE GROUP

Regd. Office & Factory : Durga Cement Works, Durgapuram, Srinagar(PO),
Dachepalli - 522414, Guntur District, Andhra Pradesh,
Ph : +91 - 8649-257428/29, Fax : +91- 8649-257449,
Website : www.andhracements.com,E.mail : investorcell@andhracements.com
CIN : L26942AP1936PLC002379

Mr. Mahadev Tirunagari Practicing Company Secretary, Hyderabad have been appointed as Scrutinizer for conducting remote e-voting and polling paper process in a fair and transparent manner

In terms of Regulations 30 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, a copy of the Notice convening the 79th Annual General Meeting of the company on 27th September 2018 at Registered office the Company is enclosed here with

This is for your kind information and records

Thanking you,

Yours faithfully
For ANDHRA CEMENTS LIMITED

G Tirupati Rao
Company Secretary & G.M. - Legal

ANDHRA CEMENTS LIMITED

Encl: AGM Notice

ANDHRA CEMENTS LIMITED

CIN: L26942AP1936PLC002379

Regd. Office: Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur Dist, (AP)**Tel**:+91-8649-257440 **Fax**.:+91-8649-257428

Email id: investorcell@andhracements.com **Website**: www.andhracements.com.

NOTICE

NOTICE is hereby given that the **Seventy Ninth Annual General Meeting** of the members of **ANDHRA CEMENTS LIMITED** will be held on Thursday, the 27th September, 2018 at 12.30 PM, at the Registered Office of the Company at **Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur District, (A.P)** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the **Audited Balance Sheet** as at 31st March, 2018, the Statement of Profit & Loss for the Year ended on that date and the Reports of Directors and Auditors thereon.

2. To appoint a Director in place of **Shri Ram Bahadur Singh (DIN: 00229692)**, who retires by rotation and, being eligible, offers himself for re-appointment.

3. To appoint a Director in place of **Smt Manju Sharma (DIN: 00023037)**, who retires by rotation and, being eligible, offers herself for re-appointment.

4. To ratify the appointment of **M/s. Chaturvedi & Partners, Chartered Accountants (Firm Regn. No. 307068E)**, as Statutory Auditors of the Company (Re-appointed for further five consecutive years till the conclusion of 80th Annual General Meeting to be held in 2019 by the Shareholders at the 75th Annual General Meeting held on 30th September, 2014), to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business:

5. **RATIFICATION OF THE REMUNERATION OF COST AUDITOR**

   To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to **M/s. J.K Kabra & Co, Cost Accountants (Firm Regn. No. 00009)**, appointed by the Board as Cost Auditors to conduct Audit of the cost records of the Company, relating to the Cement and Captive Power Production, for the Financial Year 2018-19, as set out in the Statement annexed to the Notice convening this meeting be and is hereby ratified."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

6. **ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

   To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company, by substituting/inserting the following new Articles:

   (i) Substitute the definition of "The Act", or "the said Act" under Article 1 to read as under: "The Act", or "the said Act" means "the Companies Act, 1956 and/ or "the Companies Act, 2013", as applicable, and shall include any statutory modifications, amendments, re-enactments thereof, as may be applicable,

   (ii) Insert Article 2A after Article 2: "2A In case of any conflict/contradiction between the provisions contained in these Articles and the provisions of the Companies Act, 2013, the provisions of the Companies Act, 2013 shall apply. Further, in respect of such matters as are provided in Table F of Schedule I to the Companies Act, 2013 but in respect whereof no provision has been made in these Articles, the provisions contained in Table F shall apply, and

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(iii) Insert Article 2B after Article 2A: "2B wherever in the Companies Act, 2013, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority to carry out such transaction(s) as have been permitted by the Companies Act, 2013, without there being any separate/specific article in that behalf herein provided."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

By Order of the Board
For **ANDHRA CEMENTS LTD**

G. TIRUPATI RAO
General Manager (Legal) &
Company Secretary
(Membership No. FCS- 2818)

Place: New Delhi
Date: 30th May, 2018

Notes:

1. Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Item Nos. 5 - 6 is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**

   A person cannot act as the Proxy on behalf of the member, not exceeding fifty and holding in the aggregate, not more than 10% of the total Share Capital of the Company, carrying voting rights. However, a member holding more than 10% of the total Share Capital of the Company, carrying voting rights, may appoint a single person as Proxy and such person shall not act as the Proxy for any other person or Shareholder.

3. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.

4. All documents referred to in the Notice and the accompanying Statement, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sundays and other holidays, between 11.00 A.M. and 1.00 P.M., upto the date of the Annual General Meeting.

5. Any query relating to the Financial Statements must be sent to the Company's Registered Office at Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Guntur (Dist), (AP) so as to reach at least seven days before the date of the Annual General Meeting. The envelope may please be super scribed "AGM Queries - Attn. Shri G. Tirupati Rao, General Manager (Legal) & Company Secretary."

6. Members who are holding Shares in Physical Form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in addresses or Bank details to their respective Depository Participants.

7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members facility to exercise their right to vote for the resolutions proposed to be considered at 79th Annual General Meeting (AGM) by remote e-voting and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **National Securities Depository Limited (NSDL).**

   The members as on the cut-off date viz, 21st September, 2018 shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting.

8. The facility for voting through polling shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through polling paper.

9. The members who have cast their vote by remote e-voting prior the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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10. The remote e-voting facility will be available during the following period.

Commencement of remote e-voting	:	9.00 AM on 24th September, 2018
End of remote e-voting	:	5.00 PM on 26th September, 2018

During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

11. **Procedures and instructions for remote e-voting**

A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s):

i) Open email and open PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

ii) Launch internet browser by typing the following URL:https://www.evoting.nsdl.com.

iii) Click on Shareholder – Login

iv) Put user ID and password as initial password/PIN noted inn step (i) above. Click Login.

v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digit/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi) Home page of remote e-voting opens. Click on remote e-voting: Active voting Cycles.

vii) Select "EVEN" of "Andhra Cements Limited".

viii) Now you are ready for remote e-voting as Cast Vote page.

ix) Cast your vote by selecting appropriate options i.e assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

x) Upon confirmation, the message "Vote cast successfully" will be displayed.

xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

xii) Institutional Shareholders (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser through email to csfirm@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):

i) Initial password is provided at the bottom of the Attendance Slip for the AGM:

EVEN	USER ID	PASSWORD/PIN
(Remote e-voting Event Number)		

ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. In case any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.

D. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

E. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

F. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e 21st September, 2018.

G. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

H. Any person acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the cut-off date i.e 21st September, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Contact Mr. Rajiv Ranjan of NSDL at toll free no. 1800-222-990.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.

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I. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

J. Mr. Mahadev Tirunagari, Company Secretary in wholetime Practice (FCS – 6681, CP No. 7350) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process and voting through ballot paper at the meeting in a fair and transparent manner. The Scrutinizer has given his consent for appointment and will be available for the said purpose.

K. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

L. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him.

M. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.andhracements.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be submitted to the Stock Exchanges where the shares of the Company are listed.

12. The Register of Members and Share Transfer Books will remain closed from 22nd September, 2018 to 27th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.

13. Members who are still holding Share in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in dematerialized form), electronic transfer, saving in stamp duty prevention of forgery etc.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.

15. Members or their respective proxies are requested to:

    (a) Bring copies of the Annual Report sent to the members as copies of Annual Report shall not be distributed at the Annual General Meeting;

    (b) Quote their Folio No./Client-ID & DP-ID in all correspondence; and

    (c) **Note that no gifts/coupons shall be distributed at the Annual General Meeting.**

16. Copies of the Notice of 79th Annual General Meeting together with the Annual Report are being sent by Electronic mode to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares as at **closing hours of business on 24th August, 2018.** Upon request, printed copy of Annual Report will be supplied to those shareholders to whom Annual Report has been sent through Electronic Mode. The Notice is also available in the website of the Company www.andhracements.com and on the website of NSDL www.nsdl.co.in.

17. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc, from the Company Electronically.

18. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, nomination, power of attorney, change of address, change of name, e-mail address, contact numbers etc, to their Depository Participant (DP). Changes initiated to DP will then be automatically reflected in Company's Records, which will help the Company and the Company's Registrar and Transfer Agents – CIL Securities Ltd, (CSL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to CSL and always quote their Folio Numbers in all correspondences with the Company and RTA.

19. (a) The Shareholdings of all the Directors in the Company (including those of who are being re-appointed) have been disclosed in the Report on Corporate Governance.

    (b) None of the Director(s) proposed to be appointed/ re-appointed is related to any Director or Key Managerial Personnel of the Company or their respective relatives.

    (c) Additional details in respect of Directors being re-appointed are given hereunder:

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Shri Ram Bahadur Singh

Shri Ram Bahadur Singh, aged about 68, is a Fellow Member of the Institute of Chartered Accountants of India with over 45 years of rich experience in Finance & Accounts, Cost Control, Internal Audit, Risk Management and Commercial Functions. He has varied experience of over 20 years in reputed Public Sector undertakings, such as HSCL, REC, CCI & THDC and 25 years in Private Sector Companies including a multinational Company.

Shri Ram Bahadur Singh is working as CFO (Cement Division) in Jaiprakash Associates Ltd, looking after Finance & Accounts of Cement Division, Insurance of Jaypee Group and Internal Audit of Jaiprakash Associates Ltd, and also Director on the Boards of Bhilai Jaypee Cement Ltd, Jaypee Cement Corporation Ltd, MP Jaypee Coal Ltd, Sunil Hitech Energy Pvt, Ltd and SHEL Investments Consultancy Pvt Ltd.

Shri Ram Bahadur Singh is a Member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Finance Committee of the Company.

Shri Ram Bahadur Singh does not hold any equity shares of the Company in own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

Smt. Manju Sharma

Smt. Manju Sharma, aged about 53, is a Graduate (Maths) from Delhi University and having Diploma in Computer Science and did certificate course in application programming from London Institute with over 28 years of rich experience in Hotel Business of Jaypee Group in the areas of Finance & Accounts, Cost Control, Planning of Budgets and other Commercial Functions. Smt. Manju Sharma is working as Managing Director of Jaypee Hotels Ltd.

Smt. Manju Sharma does not hold any equity shares of the Company in own name and no share or convertible instrument in the Company is held by her either in her own name or in the name of any other person on a beneficial basis.

STATEMENT

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 5 mentioned in the accompanying Notice dated 30th May, 2018:

Item No. 5

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct Audit of the cost records of the Company, relating to the Cement Product of the Company.

M/s. J.K. Kabra & Co, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2018-19 by the Board of Directors, in its meeting held on 30th May, 2018, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of Rs. 75,000/- (Rupees Ninety Thousands only) exclusive of applicable service tax and out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors fixed by the Board of Directors shall be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution.**

Item No. 6

Alteration of Articles of Association of the Company

As the Members are aware, the Ministry of Corporate Affairs ('MCA') has notified most of the substantive provisions of the Companies Act, 2013 ("the Act""), which govern general working of the companies.

The change in law has necessitated certain alterations in Articles of Association of the Company as mentioned in the Resolution. A copy of the Articles of Association of the Company together with proposed alteration would be available for inspection free of cost by the members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board commends the Resolution approval of the members as a **Special Resolution.**

By Order of the Board
For **ANDHRA CEMENTS LTD**

G. TIRUPATI RAO
General Manager (Legal) &
Company Secretary
(Membership No. FCS- 2818)

Place: New Delhi
Date: 30th May, 2018

ANDHRA CEMENTS LIMITED