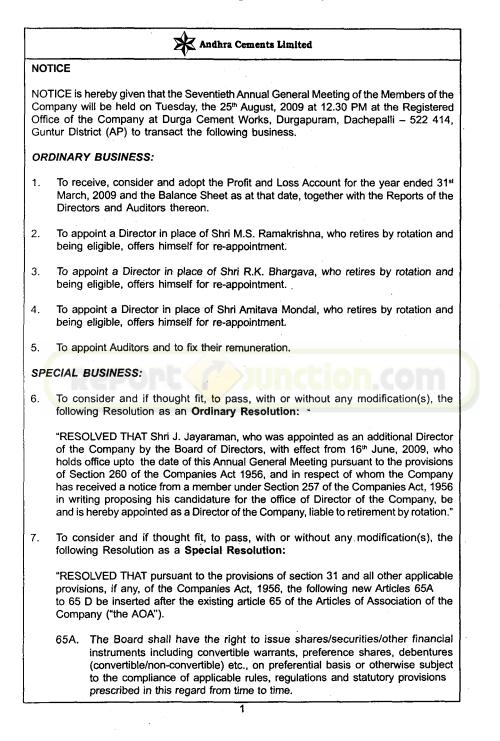
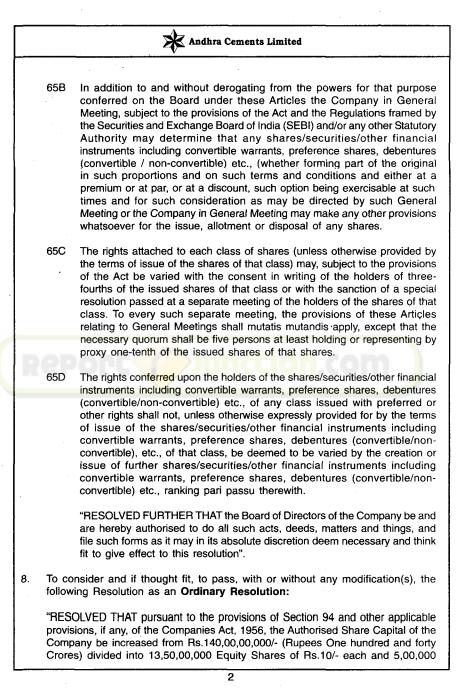
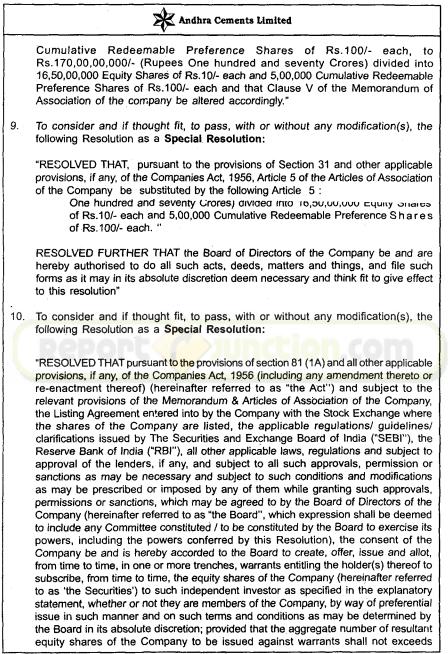


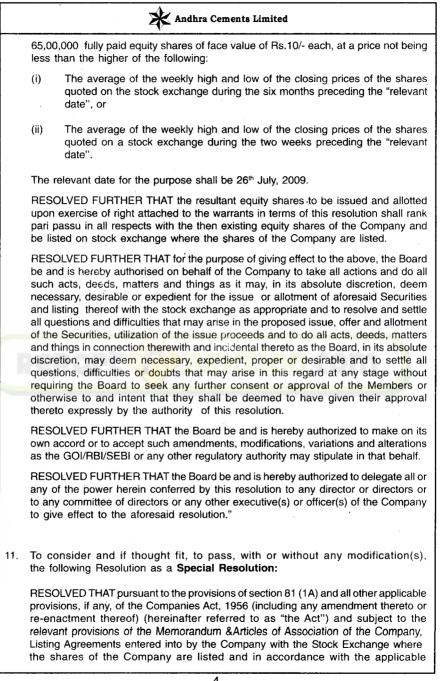
BOARD OF DIRECTORS		COMPANY SECRETARY & GM - LEGAL	
1. Shri. G P GOENKA	- Chairman		Mr. G. TIRUPATHI RAO
2. Shri. J JAYARAMAN	- Director		AUDITORS
3. Shri. K N BHANDARI	- Director		Brahmayya & Co.,
4. Dr. A L ANANTHANARAYANAN	- Director		Chartered Accountants Vijayawada
5. Dr. SUSHIL CHANDRA - Director		Lodha & Co.,	
6. Shri. M S RAMAKRISHNA - Director			Chartered Accountants Secunderabad.
7. Shri. SHRIVARDHAN GOENKA - Executive Director		Director	BANKERS
8. Shri. R. K. BHARGAVA	- Director		Bank of Baroda
9. Shri. AMITAVA MONDAL	- Director		Canara Bank Andhra Bank
	0		Syndicate Bank Vijaya Bank
10 Shri BAKESH KUMAR	- Special Dire	actor - BIER	
10.Shri. RAKESH KUMAR	- Special Dire		State Bank of India
10.Shri. RAKESH KUMAR 11.Shri. P C NALWAYA	- Special Dire		State Bank of India FINANCIAL INSTITUTIONS
			State Bank of India FINANCIAL INSTITUTIONS
			State Bank of India FINANCIAL INSTITUTIONS Housing Development Finance
11.Shri. P C NALWAYA	- Managing D	Page No.	State Bank of India FINANCIAL INSTITUTIONS Housing Development Finance Corporation Ltd.(HDFC) Infrastructure Development
11.Shri. P C NALWAYA Contents:	- Managing D	Page No.	State Bank of India FINANCIAL INSTITUTIONS Housing Development Finance Corporation Ltd.(HDFC) Infrastructure Development Finance Company Ltd.(IDFC) REGISTERED OFFICE Durga Cement Works
11.Shri. P C NALWAYA Contents: 1. Directors' Report	- Managing D	Page No.	State Bank of India FINANCIAL INSTITUTIONS Housing Development Finance Corporation Ltd.(HDFC) Infrastructure Development Finance Company Ltd.(IDFC) REGISTERED OFFICE Durga Cement Works Durgapuram Dachepalli - 522 414
11.Shri. P C NALWAYA Contents: 1. Directors' Report 2. Corporate Governance Re 3. Management Discussion a 4. Auditors' Report	- Managing D	Page No. 01 11 20 25	State Bank of India FINANCIAL INSTITUTIONS Housing Development Finance Corporation Ltd.(HDFC) Infrastructure Development Finance Company Ltd.(IDFC) REGISTERED OFFICE Durga Cement Works Durgapuram
11.Shri. P C NALWAYA Contents: 1. Directors' Report 2. Corporate Governance Re 3. Management Discussion a 4. Auditors' Report 5. Balance Sheet	- Managing D	Page No. 01 11 20 25 31	State Bank of India FINANCIAL INSTITUTIONS Housing Development Finance Corporation Ltd.(HDFC) Infrastructure Development Finance Company Ltd.(IDFC) REGISTERED OFFICE Durga Cement Works Durgapuram Dachepalli - 522 414
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11.Shri. P C NALWAYA Contents: 1. Directors' Report 2. Corporate Governance Re 3. Management Discussion a 4. Auditors' Report 5. Balance Sheet 6. Profit & Loss Account 7. Schedules to Balance She	- Managing D	Page No. 01 11 20 25 31 32	State Bank of India FINANCIAL INSTITUTIONS Housing Development Finance Corporation Ltd.(HDFC) Infrastructure Development Finance Company Ltd.(IDFC) REGISTERED OFFICE Durga Cement Works Durgapuram Dachepalli - 522 414 Guntur (A.P) UNITS
11.Shri. P C NALWAYA Contents: 1. Directors' Report 2. Corporate Governance Reg 3. Management Discussion a 4. Auditors' Report 5. Balance Sheet 6. Profit & Loss Account 7. Schedules to Balance Sheet Profit & Loss Account	- Managing D	Page No. 01 11 20 25 31 32	State Bank of India FINANCIAL INSTITUTIONS Housing Development Finance Corporation Ltd.(HDFC) Infrastructure Development Finance Company Ltd.(IDFC) REGISTERED OFFICE Durga Cement Works Durgapuram Dachepalli - 522 414 Guntur (A.P) UNITS Durga Cement Works (DCV Durgapuram, Dachepalli Guntur (Dist.) (A.P) Visaka Cement Works(VCV)
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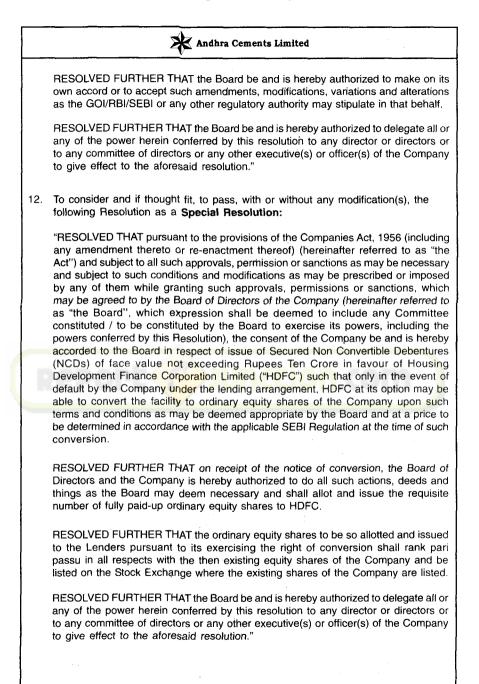


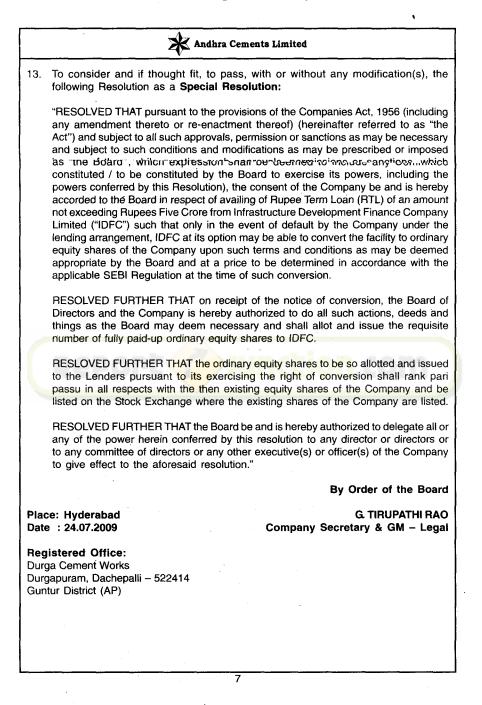






Andhra Cements Limited
regulations/ guidelines/clarifications issued by The Securities and Exchange Board of India ("SEBI"),the Reserve Bank of India ("RBI"), all other applicable laws, regulations and subject to approval of the lenders, if any, and subject to all such approvals, permission or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot (a) 15,00,000 Secured Optionally Convertible Debentures-A (OCD-A) of face value of Rs.100/- each, to Housing Development Finance Corporation Limited ("HDFC") & Infrastructure Development Finance Company Limited ("IDFC"), for an amount not exceeding Rs.15 crores, and (b) 15,00,000 Secured Optionally Convertible Debentures -B (OCD-B) of Rs.100/- each, to Housing Development Finance Corporation Limited ("HDFC"), for an amount not exceeding Rs.15 crores from time to time, in one or more tranches, upon such terms and conditions as may be deemed appropriate by the Board, by way of preferential issue which are convertible into equity shares on such date(s) as per the terms of the issue but anyway not later than 18 months from the date of allotment, as may be determined by the Board in its absolute discretion; at a price not being less than the higher of the following:
(iii) The average of the weekly high and low of the closing prices of the shares quoted on the stock exchange during the six months preceding the "relevant date", or
(iv) The average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the "relevant date".
The relevant date for the purpose shall be 26th July, 2009.
RESOLVED FURTHER THAT the resultant equity shares to be issued and allotted upon exercise of right attached to the OCDs in terms of this resolution shall rank pari passu in all respects with the then existing equity shares of the Company and be listed on stock exchange where the shares of the Company are listed.
RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue or allotment of aforesaid shares and listing thereof with the stock exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the shares, utilization of the issue proceeds and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board, in its absolute discretion, may deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to seek any further consent or approval of the Members or otherwise to and intent that they shall be deemed to havegiven their approval thereto expressly by the authority of this resolution.





	Andhra Cements Limited	
NOTES:		
1.	A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.	
2.	The Proxy form duly completed must be lodged at the Registered Office of the Company at least 48 hours before the time fixed for the meeting.	
3.	Explanatory Statement pursuant to the provisions of section 173 (2) of the Companies Act, 1956 is annexed hereto and forms part of the notice.	
4.	Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking appointment / reappointment at the meeting are annexed.	
5.	Members are requested to notify immediately their change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Share Transfer Registrars in respect of their shareholding in physical segment by mentioning folio nos. etc.	
6.	Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.	
7.	The Register of Members and Share Transfer Books of the Company will remain closed from 20.08.2009 to 25.08.2009 (both days inclusive) for the purpose of the Annual General Meeting of the Company.	
8.	Members desiring any information as regards the accounts are requested to write to the Company at least 10 days before the date of the Meeting, so as to enable the Management to keep the information ready.	
9.	Members are requested to kindly bring their copies of the Annual Report to the Meeting. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting.	
10.	M/s CIL Securities Ltd, 214, Raghava Ratna Towers, Chirag Ali Iane, Abids, Hyderabad – 500001, Tel No. 040-23202465, Fax No. 040-23203028, continues to act as RTA to undertake all investor-servicing activities for the share in demat and physical segments. Investors are requested to write to RTA on all share related matters i.e transfer, transmission, change of address, nomination, power of attorney, demat / remat etc.	
	EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF	

THE COMPANIES ACT, 1956

Item No. 6

Shri J. Jayaraman was nominated by Bank of Baroda and withdraws his nomination w.e.f 16.06.2009. Considering the valuable services rendered by Shri J. Jayaraman during his tenure as a Nominee of Bank of Baroda, he was inducted as Additional Director of the Company w.e.f 16.06.2009. As per the provisions of Section 260 of the Companies Act,1956, and he holds office only upto the date of the ensuing Annual General Meeting of the Company and is eligible for re-appointment. The Company has received notice under section 257 of the Companies Act, 1956 along with requisite deposit of Rs.500/proposing their candidature as Director of the Company.