



ANDHRA CEMENTS LIMITED

Subsidiary of SAGAR CEMENTS LIMITED

Ref. ACL.SE:2024

March 29, 2024

The Manager Listing Department National Stock Exchange of India Ltd Exchange Plaza, C-1, G-Block Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 NSE Symbol: ACL	The Manager Listing Department BSE Limited 25th Floor, New Trading Ring, P J Towers, Dalal Street, Fort Mumbai – 400 001 BSE Scrip Code - 532141
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Dear Sir/Madam

Sub: Declaration of Voting Results along with Scrutinizer's Report regarding Resolutions passed at the Extra-ordinary General Meeting held on 28th March, 2024.

We are pleased to submit the Declaration of voting Results along with the Scrutinizer's Report with regard to the Resolutions passed at the Extra-ordinary General Meeting of the Members of the Company, held on Thursday, the 28th March, 2024 at 11.00 am through Video Conferencing (VC). The Results are being uploaded on the website of the Company (www.andhracemens.com) as well as on the website of Kfin Technologies Ltd.

This is for your kind information and records.

Yours faithfully,
For ANDHRA CEMENTS LTD


G. TIRUPATI RAO
COMPANY SECRETARY



Encl: a/a

Regd. Office & Works : Durga Cement Works, Durgapuram, Srinagar Post, Dachepalli Mandal, Palnadu District, A.P - 522414.
Phone: +91 8649-257441 / 42 | Fax: +91 8649-257428

Vizag Unit : Visakha Cement Works, Parlupalem Village, Durganagar Post, Visakhapatnam - 530029, A.P.

Corporate Office : Plot No.111, Road No.10, Jubilee Hills, Hyderabad - 500033, Telangana, India.

Phone : +91-40-23351571, 23356572 Fax : +91-40-23356573

Website: www.andhracemments.com | E-mail: investorcell@andhracemments.com | CIN: L26942API936PLC002379 | GSTIN: 37AABCA9263D2ZQ



B S S & ASSOCIATES

COMPANY SECRETARIES

Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad, Hyderabad-500 004

Phone : 040 - 40171671, Cell : 6309490217

E-mail : cs@bssandassociates.com

SCRUTINIZER'S REPORT

To
The Chairman,
ANDHRA CEMENTS LIMITED
[CIN: L26942AP1936PLC002379],
Sri Durga Cement Works, Sri Durgapuram,
Dachepalli - 522 414. Palnadu (Dist), (AP).

Dear Sir,

Sub: Consolidated Report of Scrutinizer on e-voting system and remote e-voting pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 for the Extraordinary General Meeting of ANDHRA CEMENTS LIMITED [CIN:L26942AP1936PLC002379] held on Thursday, the 28th day of March, 2024 at 11:00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

1. We, B S S & Associates, Company Secretaries, Hyderabad, were appointed by the Board of Directors of "ANDHRA CEMENTS LIMITED" ("the Company") for the purpose of scrutinizing the remote e-voting process and e-voting system during Extraordinary General Meeting conducted on the 28th day of March, 2024 at 11.00 a.m. through Video Conferencing (VC) /Other Audio Visual Means (OAVM) in a fair and transparent manner and ascertaining the requisite majority on voting through e-voting system and remote e-voting carried out, as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 [Amendment Rules 2015], on the resolutions contained in item numbers 1 to 7 as set out in the Notice dated 2nd March, 2024 of the said Extraordinary General Meeting.
2. In compliance with the MCA Circulars dated 8th December, 2021 issued in continuation to MCA General Circular dated 8 April, 2020, dated 13th April, 2020, dated 15th June, 2020, dated 28th September, 2020, dated 31st December, 2020, dated 23rd June, 2021, dated 8th December, 2021, dated 5th May, 2022, dated 28th December, 2022 and dated 25th September, 2023 (Collectively referred to as "MCA Circulars") and SEBI Circulars, the Notice dated 2nd March, 2024, as confirmed by the Company was sent, in respect of the below mentioned resolutions passed at the e-EGM of the Company through electronic mode, to those members whose email addresses are registered with the Company/ Depositories.



K. S. S. R.

3. The Company had availed the e-voting facility offered by KFin Technologies Limited (KFintech) for conducting remote e-voting prior to e-EGM and for conducting e-voting during the e-EGM.
4. The remote e-voting was kept open for a period of four days from 24th March, 2024, 9.00 A.M. (IST) to 27th March, 2024, 5:00 P.M (IST).
5. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 21st March, 2024.
6. The Company had also provided e-voting facility at the e-EGM through VC/OAVM to those shareholders who had not cast their vote earlier through remote e-voting.
7. After the closure of e-voting at the e-EGM through VC/OAVM, the report on voting done at the e-EGM and the votes cast under remote e-voting facility prior to the e-EGM were unblocked in the presence of two witnesses, who are not in the employment of the company and were counted.
8. We have scrutinized and reviewed the remote e-voting prior to e-EGM and e-voting during the e-EGM and votes cast therein, based on the reports generated by the KFintech.
9. The management of the company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to e-EGM and e-voting during the e-EGM on the resolutions contained in the notice of the e-EGM.
10. Our responsibility as scrutinizer for the remote e-voting and e-voting during e-EGM is restricted to making a report of the votes cast in favour or against the resolutions.
11. We now submit our consolidated report on the results of remote e-voting together with that of e-voting conducted through the e-voting system at the e-EGM provided by KFintech, as under.

a) Resolution 1 (as an Ordinary Resolution)

Material modification to the Material Related Party Transaction(s) with Sagar Cements Limited

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the material modifications to the material related party transactions approved by the



members at Annual General Meeting held on 05.06.2023 to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/or enter into/execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Sagar Cements Limited (“SCL”), the Holding company of Andhra Cements Limited (‘Company’) and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and SCL, for an aggregate value up to Rs. 300 crores for a period of one year from the date of approval of this resolution and being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

(i) **Voted in favour of Resolution:**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
105	851601	99.7910

(ii) **Voted against the resolution**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
8	1784	0.2090

(iii) **Abstain/ Invalid Votes:**

No of Members voted	Number of votes cast by them
3	175



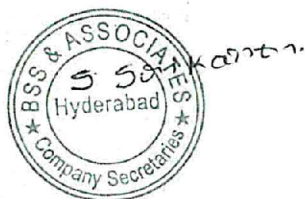
b) Resolution 2 (as an Ordinary Resolution)

Material Related Party Transaction(s) with Sagar Cements (M) Private Limited.

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/execute contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Sagar Cements (M) Private Limited (“SCMPL”), a subsidiary of Sagar Cements Limited (holding company) to which Andhra Cements Limited (‘Company’) is also a subsidiary and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and SCMPL, for an aggregate value up to Rs.50 crores for a period of one year from the date of approval of this resolution and other transactions for business, being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”



(i) **Voted in favour of Resolution:**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
104	851551	99.7851

(ii) **Voted against the resolution**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
9	1834	0.2149

(iii) **Abstain/ Invalid Votes:**

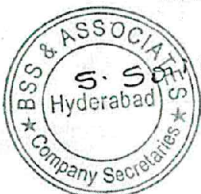
No of Members voted	Number of votes cast by them
3	175

e) Resolution 3 (as an Ordinary Resolution)

Material Related Party Transaction(s) with Panchavati Polyfibres Limited.

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/execute contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Panchavati Polyfibres Limited (“PPL”), a Promoter Group company of Sagar Cements Limited, holding company of Andhra Cements Limited (‘Company’) and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and PPL, for an aggregate value up to Rs. 20 crores for a period of one year from the date of approval of this resolution and other transactions for business, being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem



necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

(i) Voted **in favour** of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
103	850951	99.7148

(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
10	2434	0.2852

(iii) **Abstain/ Invalid** Votes:

No of Members voted	Number of votes cast by them
3	175

d) Resolution 4 (as an Ordinary Resolution)

Material Related Party Transaction(s) with Dr. S. Anand Reddy, Managing Director.

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/execute contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Dr. S.Anand Reddy, Managing Director (MD), of Andhra Cements Limited (‘Company’) and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and MD, for an aggregate value up to Rs.4,80,000/- for a period of one year from the date of approval of this resolution being carried out at arm’s length and in the ordinary course of business of the Company.



RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

(i) **Voted in favour** of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
104	851001	99.7207

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
9	2384	0.2793

(iii) **Abstain/ Invalid** Votes:

No of Members voted	Number of votes cast by them
3	175

e) **Resolution 5 (as an Ordinary Resolution)**

Material Related Party Transaction(s) with Mr. S.Sreekanth Reddy, Director.

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/execute contract(s)/arrangement(s)/transaction(s) (whether by way of an



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individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Mr. S.Sreekanth Reddy, Director (“SSR”), of Andhra Cements Limited (‘Company’) and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and SSR, for an aggregate value up to Rs.4,80,000/- for a period of one year from the date of approval of this resolution being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

(i) **Voted in favour of Resolution:**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
104	851001	99.7207

(ii) **Voted against the resolution**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
9	2384	0.2793

(iii) **Abstain/ Invalid Votes:**

No of Members voted	Number of votes cast by them
3	175



S.S. Associates

f) Resolution 6 (as an Ordinary Resolution)

Material Related Party Transaction(s) with Mrs. S.Vanajatha, Relative of Directors

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/execute contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Mrs. S.Vanajatha, Relative of Directors (“SVJ”), of Andhra Cements Limited (‘Company’) and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and SVJ, for an aggregate value up to Rs.4,80,000/- for a period of one year from the date of approval of this resolution being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
104	851001	99.7207



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(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
9	2384	0.2793

(iii) **Abstain/ Invalid** Votes:

No of Members voted	Number of votes cast by them
3	175

g) **Resolution 7 (as an Ordinary Resolution)**

Material modification to the Material Related Party Transaction(s) with R V Consulting Services Private Limited.

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the material modifications to the material related party transactions approved by the members at the Annual General Meeting held on 05.06.2023 to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or enter into / execute new contract(s) / arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with R V Consulting Services Private Limited (“RV”), the promoter group company of Sagar Cements Limited to which Andhra Cements Limited (‘Company’) is a subsidiary and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and RV, for an aggregate value up to Rs.500 crores for a period of one year from the date of approval of this resolution and other business, being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

(i) **Voted in favour of Resolution:**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
103	850951	99.7148

(ii) **Voted against the resolution**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
10	2434	0.2852

(iii) **Abstain/ Invalid Votes:**

No of Members voted	Number of votes cast by them
3	175

Thanking you,

Yours faithfully

For B S S & Associates
Company Secretaries

S. Srikanth
S. Srikanth
Partner
CoP No.7999
UDIN: A022119E003643891



Date: 28.03.2024
Place: Hyderabad

Countersigned By:
For Andhra Cements Limited

[Signature]
Tirupati Rao Gutti
Company Secretary
(person authorized by Chairman)



Date: 28.03.2024
Place: Hyderabad