



ANDHRA CEMENTS LIMITED

Subsidiary of SAGAR CEMENTS LIMITED

Ref. ACL:SE:2023

June 06, 2023

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 84th Annual General Meeting held on 5th June, 2023.

We are pleased to submit the Declaration of Results along with the Scrutinizer's Report with regard to the Resolutions passed at the 84th Annual General Meeting of the Members of the Company, held on Monday, the 5th June, 2023 at 03.00 pm 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

Declaration of Results on E-Voting in respect of the Resolutions proposed at the 84th Annual General Meeting held on Monday, the 5th June, 2023 at 03.00 p.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM")

Pursuant to the provisions of Section 108 of the Companies Act 2013 read with the rules prescribed thereunder and in accordance with the SEBI (LODR) Regulations, 2015, the Company had provided e-voting facility to all its members to cast their votes electronically on the resolutions mentioned in the Notice of the Annual General Meeting (AGM) of the Company held on 5th June, 2023.

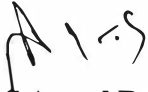
The e-voting commenced at 9.00 a.m. on 1st June, 2023 and concluded on 5.00 p.m. on 4th June, 2023.

For the members who attended the AGM through Video Conference ("VC")/Other Audio Visual Means ("OAVM") and had not cast their votes through e-voting, the company provided the facility of voting through Instapoll at the AGM.

M/s.B S S & Associates, Company Secretaries (Unique Code of Partnership Firm: P2012AP02600), acted as Scrutinizers for the entire voting process.

Based on the Scrutinizer's consolidated report dated 5th June, 2023 (attached hereto), on remote e-voting and insta poll, I declare that the resolutions contained in the Notice convening the AGM have been passed with the requisite majority.

For Andhra Cements Limited


Dr. S. Anand Reddy
Managing Director



Place: Hyderabad
Date: 06.06.2023



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],
Durga Cement Works, Sri Durgapuram,
Dachepalli - 522 414. Palnadu (Dist), (AP).

Dear Sir,

Sub: Consolidated Report of Scrutinizer on voting results pursuant to 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 84th Annual General Meeting of **ANDHRA CEMENTS LIMITED** held on Monday, 5th June, 2023 at 3:00 p.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 84th AGM conducted on 5th June, 2023 at 3.00 p.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 18 as set out in the Notice dated 6th May, 2023 of the said 84th AGM.
2. The Notice dated 6th May, 2023, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, August 17, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (Collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and dated January 15, 2021.
3. The Company had availed the e-voting facility offered by KFin Technologies Limited (KFinTech) for conducting remote e-voting prior to AGM and for conducting e-voting during the AGM.
4. The remote e-voting period was kept open for four days from 1st June, 2023 9.00 A.M. (IST) to 4th June, 2023 5:00 P.M (IST).



5. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 26th May, 2023.
6. The Company had also provided e-voting facility at the AGM through VC/OAVM and to those shareholders who had not cast their vote earlier through remote e-voting.
7. After the closure of e-voting at the AGM through VC/OAVM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
8. We have scrutinized and reviewed the remote e-voting prior to AGM and e-voting during the AGM 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 AGM and e-voting during the AGM on the resolutions contained in the notice of the AGM.
10. Our responsibility as scrutinizer for the remote e-voting and e-voting during AGM is restricted as Scrutinizer 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 AGM provided by KFin Technologies Limited, as under.

a) Resolution 1 (as an Ordinary Resolution)

To receive, consider, approve and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2023, together with the reports of Director's and Auditor's thereon:

“RESOLVED THAT the Audited Financial Statements of the company for the financial year ended 31st March, 2023 together with the reports of the Director's and Auditor's thereon be and are hereby received, considered, approved and adopted.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1



b) Resolution 2 (as an Ordinary Resolution)

To appoint Shri. S. Sreekanth Reddy (DIN: 00123889), as a Director, who retires by rotation and being eligible, offers himself for re-appointment:

“RESOLVED THAT Shri. S. Sreekanth Reddy (DIN: 00123889), who retires by rotation as a Director in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1

c) Resolution 3 (as an Ordinary Resolution)

To appoint statutory auditors of the company to fill the casual vacancy:

“RESOLVED THAT pursuant to provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation made by the Board of Directors, M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No.008072S) be and are hereby appointed as Statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s. Dass Gupta & Associates, Chartered Accountants (Firm Registration No.000112N) and they shall hold the office from 06th May, 2023, until the conclusion of this Annual General Meeting at such remuneration and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the company.”

“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
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1

d) Resolution 4 (as an Ordinary Resolution)

To appoint statutory auditors of the company:

“RESOLVED THAT pursuant to provisions of the Section 139, 141 and 142 of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), read with Regulation 36 of SEBI (LODR) Regulation 2015, M/s.Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No.008072S), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 89th Annual General Meeting at such remuneration and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the company.”

“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
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1



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

To appoint Dr. S. Anand Reddy (DIN: 00123870) as a director of the company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the rules made there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Dr. S. Anand Reddy (DIN: 00123870), who was appointed as an Additional Director, as per the Resolution Plan approved by the Hon’ble National Company Law Tribunal, Amaravati Bench vide Order dt. 16.02.2023, with effect from March 07, 2023 and whose term of office expires at this Annual General Meeting (AGM) in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Dr. S. Anand Reddy as a candidate for the office of Director of the company, be and is hereby appointed as a Director (Executive and Non-Independent category) of the Company, who is liable to retire by rotation.”

“**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
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1

f) **Resolution 6 (as a Special Resolution)**

To appoint Dr. S. Anand Reddy (DIN: 00123870) as Managing Director of the company:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under, read with Schedule V to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) and Articles of Association of the company, approval of the members be and is hereby accorded for the appointment of Dr. S. Anand Reddy (DIN: 00123870) as Managing Director of the Company for a period of five years with effect from 14th April, 2023 without any Remuneration.



“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
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1

g) Resolution 7 (as an Ordinary Resolution)

To appoint Shri. S. Sreekanth Reddy (DIN: 00123889) as a Director of the company:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), Shri. S. Sreekanth Reddy (DIN: 00123889), who was appointed as an Additional Director, as per the Resolution Plan approved by the Hon’ble National Company Law Tribunal, Amaravati Bench vide Order dt. 16.02.2023, with effect from March 07, 2023 and whose term of office expires at this Annual General Meeting (AGM) in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Shri. S. Sreekanth Reddy as a candidate for the office of Director of the company, be and is hereby appointed as a Director (Non- Executive and Non-Independent category) of the company, who is liable to retire by rotation.”

“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
70	87564337	100



(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1

h) Resolution 8 (as an Ordinary Resolution)

To appoint Smt. S. Rachana (DIN: 01590516) as a Director of the company:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), Smt. S. Rachana (DIN: 01590516), who was appointed as an Additional Director, as per the Resolution Plan approved by the Hon’ble National Company Law Tribunal, Amaravati Bench vide Order dt. 16.02.2023, with effect from March 07, 2023 and whose term of office expires at this Annual General Meeting (AGM) in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying its intention to propose Smt. S. Rachana as a candidate for the office of Director of the company, be and is hereby appointed as a Director (Non-Executive and Non- Independent category) of the Company, who is liable to retire by rotation.

“**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
70	87564337	100

(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1



i) Resolution 9 (as a Special Resolution)

To appoint Shri. K.V. Vishnu Raju (DIN: 00480361) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) Shri. K.V.Vishnu Raju (DIN: 00480361), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation for a term of five consecutive years with effective from 23rd March, 2023.”

“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
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1

j) Resolution 10 (as a Special Resolution)

To appoint Smt. O. Rekha (07938776) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) Smt. O. Rekha (DIN: 07938776), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation for a term of five consecutive years with effective from 23rd March, 2023.”



“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
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1

k) Resolution 11 (as a Special Resolution)

To appoint Shri. Ravichandran Rajagopal (DIN: 00110930) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) Shri. Ravichandran Rajagopal (DIN: 00110930), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation for a term of five consecutive years with effective from 14th April, 2023.”

“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
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0



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

No of Members abstained	Number of votes held by them
1	1

1) **Resolution 12 (as a Special Resolution)**

To appoint Shri. V.H. Ramakrishnan (DIN: 00143948) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Regulation 17, 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, Shri. V.H. Ramakrishnan (DIN: 00143948), be and is hereby appointed as an Independent Director, not liable to retire by rotation for a term of five consecutive years with effective from 05th June, 2023.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force, the approval of the members of the company be and is hereby accorded for the said appointment of Shri. V.H. Ramakrishnan (DIN: 00143948) as an Independent Director of the Company, who has attained the age of 81 years.”

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary 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.”

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

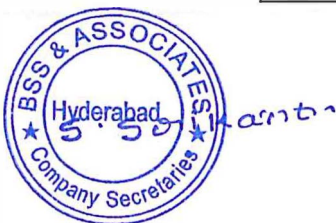
No of Members voted	Number of votes cast by them	% to total number of valid votes cast
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1



m) Resolution 13 (as a Special Resolution)

Consent to increase in the borrowing limits of the company in excess of the limits prescribed under Section 180 (1) (c) of the Companies Act, 2013:

“RESOLVED THAT in supersession of the earlier special resolution passed by the Members on 30th September, 2014 and pursuant to the provisions of Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications thereof for the time being in force and as may be enacted from time to time), and subject to the articles of association of the company, consent 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow for the purpose of business, as and when required, from, including without limitation, any Bank and/or Financial Institution and/or NBFC and/or anybody corporate/ entity/entities and/or authority/authorities and/or Director(s)/relatives of Director(s), either in rupees or in such other foreign currencies as may be permitted by law from time to time, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the money to be borrowed by the company together with the money already borrowed may exceed the aggregate of its paid up capital, free reserves and securities premium, provided that at any time the total outstanding amount of such borrowings, apart from temporary loans obtained from the company’s Bankers in the ordinary course of business, shall not exceed Rs. 2,000 crores.”

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to inter-alia interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
70	87564337	100

(ii) **Voted against the resolution**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1



n) Resolution 14 (as a Special Resolution)

Consent under Section 180 (1) (a) of the Companies Act, 2013:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members on 30th September, 2014, and pursuant to the provisions of the Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications thereof for the time being in force and as may be enacted from time to time), and subject to the Articles of Association of the company, consent of the members be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, to the Board of Directors of the company to mortgage and or charge all or any of the moveable and immovable properties of the company, wherever situate, present and future, and to confer power to the lending entities concerned to enter upon and to take possession of assets of the company in certain events, in favour of Banks/Financial Institutions/NBFCs/Body Corporate/other entities/any authority(ies) to secure the term loan and other credit facilities extended or as may be extended by them to the company from time to time, together with interest, compound / additional interest at the respective agreed rates, premia on prepayment or on redemption, cost, charges, expenses and all other monies payable by the company to the above said lenders in terms of their sanction governing such term loan(s) and other credit facilities up to the limit as may be approved by the members from time to time under section 180(1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and is hereby authorized to finalize the security documents for creating the aforesaid mortgage and or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1

o) Resolution 15 (as a Special Resolution)

Consent under Section 186 of the Companies Act, 2013:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to



time) and subject to such other approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the company and all other provisions of applicable laws, consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any other body(ies) corporate and / or give any guarantee or provide security in connection with a loan to any other body(ies) corporate and / or acquire by way of subscription, purchase or otherwise, the securities including debentures of all kinds of any body(ies) corporate up to an aggregate amount not exceeding Rs. 2,000 crores notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorised to take from time to time all decisions including finalization of the terms and conditions for giving the loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such further acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate for the purpose."

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1

p) Resolution 16 (as an Ordinary Resolution)

To ratify the remuneration of Cost Auditor for the financial year ending March 31, 2024:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions 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 as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to M/s.Narasimha Murthy & Co, Cost Accountants (Firm Regn. No. 000042), appointed by the Board as Cost Auditors to conduct the audit of the cost records of the Company, for the Financial Year 2023-24, be and is hereby ratified."



“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
70	87564337	100

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

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

No of Members abstained	Number of votes held by them
1	1

**q) Resolution 17 (as an Ordinary Resolution)
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, (‘SEBI 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 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), an Holding company of Andhra Cements Limited (‘Company’) and accordingly a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and SCL, for an aggregate value up to Rs.90 crores per year and other transactions for business, subject to such contract(s)/ arrangement(s)/ transaction(s) 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
69	804	100

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

(iii) Abstain/Invalid Votes:

No of Members abstained	Number of votes held by them
2	87563534

r) **Resolution 18 (as an Ordinary Resolution)**

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, (‘SEBI 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 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”), a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and RV, for an aggregate value up to Rs.90 crores per year and other transactions for business, subject to such contract(s)/ arrangement(s)/ transaction(s) 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
69	804	100

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
0	0	0

(iii) Abstain/Invalid Votes:

No of Members abstained	Number of votes held by them
2	87563534

Thanking you,

Yours faithfully

For B S S & Associates
Company Secretaries

S. Srikanth

S. Srikanth

Partner

C.P. # 7999

UDIN: A022119E000458929



Date: 05.06.2023

Place: Hyderabad

Countersigned By:

For Andhra Cements Limited

A 9.5
Anand Reddy Sammidi
Managing Director
DIN: 00123870

(Under authority by Chairman)



Date: 06.06.2023

Place: Hyderabad