



# ANDHRA CEMENTS LIMITED

Subsidiary of SAGAR CEMENTS LIMITED

Ref. ACL.SE:2024

5<sup>th</sup> March, 2024

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

**Sub: Notice of Extra-ordinary General Meeting - Reg**

We are forwarding herewith a copy of the Notice of the Extra-ordinary General Meeting being convened to be held on Thursday, the 28<sup>th</sup> March, 2024 at 11.00 a.m. through Video Conference ("VC")/Other Audio Visual means ("OAVM") for the approval of Related Party Transactions. A copy of this Notice is also being sent to our shareholders through appropriate means and will be available on our website [www.andhracemts.com](http://www.andhracemts.com).

We would request you to kindly take the above Notice on record.

Thanking you

Yours faithfully

For **ANDHRA CEMENTS LTD**

**G. TIRUPATI RAO**  
COMPANY SECRETARY  
M. No. FCS 2818



**Regd. Office & Works :** Durga Cement Works, Durgapuram, Srinagar Post, Dachehalli 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. III, Road No. 10, Jubilee Hills, Hyderabad - 500033, Telangana, India.

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

Website: [www.andhracemts.com](http://www.andhracemts.com) | E-mail: [investorcell@andhracemts.com](mailto:investorcell@andhracemts.com) | CIN: L26942AP1936PLC002379 | GSTIN: 37AABCA9263D2ZQ

**ANDHRA CEMENTS LIMITED**

(A Subsidiary of Sagar Cements Limited)

**CIN: L26942AP1936PLC002379**

**Registered Office:** Sri Durga Cement Works, Sri Durgapuram,

Dachepalli – 522414, Palnadu Dist, (AP)

Telephone: +91-8649-257428, 91-8649-257458

Email id: [investorcell@andhracements.com](mailto:investorcell@andhracements.com), Website: [www.andhracements.com](http://www.andhracements.com)

**NOTICE**

Notice is hereby given that an Extra-Ordinary General Meeting of the members of ANDHRA CEMENTS LIMITED will be held on Thursday, 28<sup>th</sup> March, 2024 at 11:00 am through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following Businesses:

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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**“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.

**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.”

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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“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.”

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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“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.”

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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**“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.”

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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“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 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.”

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

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

**“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.”

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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**“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.



**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.”

By Order of the Board of Directors  
For **ANDHRA CEMENTS LIMITED**

Sd/-  
**G. TIRUPATI RAO**  
**Company Secretary**  
Membership No: FCS-2818

2<sup>nd</sup> March, 2024  
Hyderabad

**Registered office:**

Sri Durga Cement Works, Sri Durgapuram,  
Dachepalli – 522414, Palnadu Dist, (AP)  
CIN: L26942AP1936PLC002379

**Notes:**

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the Extra-Ordinary General Meeting is annexed hereto and forms part of this Notice.
2. Pursuant to and in compliance with Ministry of Corporate Affairs (MCA) Circular No 20/2021 dated 8<sup>th</sup> December, 2021 issued in continuation to MCA General Circular No. 14/2020 dated 8 April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 03/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 and SEBI (LODR) Regulations, the Extra-Ordinary General Meeting (EGM) of the Company is being convened and conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue.
3. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Member may note that Notice has been uploaded on the website of the Company at <https://andhracemts.com>, the Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

4. Shareholders seeking any information with regard to the matters to be placed at the e-EGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready. During the e-EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
5. The e-EGM shall be deemed to be held at the Registered Office of the Company at Sri Durga Cement Works, Sri Durgapuram, Dachepalli – 522414, Palnadu Dist, (AP).
6. **e-EGM:** The Company has appointed M/s KFin Technologies Limited (“KFintech”), as the authorized agency to provide the VC / OAVM facility for conducting EGM electronically and for voting through remote e-voting or through e-voting at the e-EGM.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing the facility to the members to exercise their right to vote by electronic means through remote e-Voting and electronic voting (“e-Voting”) at e-EGM. The facility of casting votes by a member using remote e-Voting system, as well as voting during the e-EGM will be provided by KFintech. The process of remote e-Voting with necessary user ID and password is given in the subsequent paragraphs. Such remote e-Voting facility is in addition to the voting facility to be provided at/ during the e-EGM being held through VC / OAVM.
8. The Company has enabled the members to participate in the e-EGM without physical presence, through the VC / OAVM facility provided by KFintech. The instructions for participation by members are given in the subsequent paragraphs.
9. The attendance of the Members attending the e-EGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to MCA Circular No. 14/2020 dated 8 April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this e-EGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State, or body corporate can attend the e-EGM through VC / OAVM and cast their votes through e-Voting.
11. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the e-EGM on its behalf and to vote either through remote e-voting or through e-voting during the e-EGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at **cs@bssandassociates.com** with a copy marked to

**evoting@kfintech.com** and company's email id at **investorcell@andhracements.com**.

12. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is CIL Securities Limited having office at 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad, Telangana - 500001.
13. **Attendance at the e-EGM:** Member will be provided with a facility to attend the e-EGM through video conferencing platform provided by KFintech. Members may access the same at <https://evoting.kfintech.com> by clicking "e-EGM - Video Conference & Streaming" and access the shareholders' / members' login by using the remote e-voting credentials which shall be provided as per Note No.23 below. Kindly refer to Note No.22 below for detailed instructions for participating in the e-EGM through Video Conferencing.
14. The Members can join the e-EGM, 15 minutes before the meeting or within 15 minutes after the scheduled time of the commencement of the e-EGM by following the procedure mentioned in the Notice.
15. As per the MCA Circular up to 1000 members will be able to join the e-EGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.
16. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the e-EGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
17. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's e-voting and e-EGM agent, KFintech. Kindly refer Note No.23 below for detailed instruction for remote-voting.
18. **Voting during the e-EGM:** Members who are present at the e-EGM through VC and have not cast their vote on resolution through remote e-voting, may cast their vote during the e-EGM through the e-voting system provided by KFintech in the Video Conferencing platform during the e-EGM. Kindly refer Note No.23 below for instruction for e-voting during the e-EGM.
19. The Company has fixed 21<sup>st</sup> March, 2024 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-EGM. 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 shall be entitled to vote on the resolution through the facility of Remote e-voting or participate and vote in the e-EGM.

20. The Register of Members and Transfer Book of the Company will be closed from 22<sup>nd</sup> March, 2024 to 28<sup>th</sup> March, 2024 (both days inclusive).
21. **Procedure for registering the email addresses and obtaining the e-EGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).**
- i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
    - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
    - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, CIL Securities Limited by sending an e-mail request at the email ID [rta@cilsecurities.com](mailto:rta@cilsecurities.com) along with scanned copy of the duly signed request letter by first holder providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the e-EGM Notice and the e-voting instructions.
  - ii. Those members who have not registered their email and in consequence the Notice of e-EGM and e-voting notice could not be served, may temporarily get their email address and mobile number provided with the Company's e-voting and e-EGM agent i.e., KFintech by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Annual Report, Notice of e-EGM and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to **evoting@kfintech.com**.
  - iii. Those members who have registered their e-mail address, mobile no., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting CIL Securities Limited, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.
22. **Instructions to the Members for attending the e-EGM through Video Conference.**
- i. **For attending the e-EGM:** Member will be provided with a facility to attend the e-EGM through video conferencing platform provided by KFintech. Members may login into its website link <https://emeetings.kfintech.com/loginv2.aspx> by using the remote e-voting credentials. After logging in, click on "Video Conference" option and the Name

- of the Company can be selected.
- ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-voting in Note No.23 below.
  - iii. Members are encouraged to join the Meeting through Desktops, Laptops, Smart phones, Tablets and iPads with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 for better experience.
  - iv. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
  - v. Please note that participants using Mobile Devices or Tablets or Laptops or accessing the internet via “Mobile Hotspot” may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - vi. **Submission of Questions / queries prior to e-EGM:**
    - a) Members desiring any additional information with regard to the matter to be placed at the e-EGM or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., [gtrao@andhracements.com](mailto:gtrao@andhracements.com) or [investorcell@andhracements.com](mailto:investorcell@andhracements.com) and marking a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) mentioning their name, DP ID- Client ID/ Folio number at least 2 days before the date of the e-EGM so as to enable the Management to keep the information ready. Please note that, members' questions will be answered only if they continue to hold the shares as of cut-off dates.
    - b) Alternatively, shareholders holding shares as on cut-off date can also post their questions by logging on to the link <https://emeetings.kfintech.com/loginv2.aspx>, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-EGM.
  - vii. **Speaker Registration before e-EGM:** In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/loginv2.aspx> and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-EGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-EGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in Note No. 22(vi) (a) above.

### **23. Instructions for members for remote e-Voting:**

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the SEBI (LODR) Regulations, the Members are provided with the facility to cast their vote remotely on the resolution set-forth in this Notice through remote e-voting platform provided by KFintech ('remote e-voting'). Members attending the e-EGM who have not cast their vote by remote e-voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman.

However, in pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

- a. The remote e-voting facility will be available during the following period:
  - i. Day, date and time of commencement of remote e-voting 24<sup>th</sup> March, 2024 (9.00 A.M. IST) and ends on 27<sup>th</sup> March, 2024 (5.00 P.M. IST).
  - ii. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed 27<sup>th</sup> March, 2024 at 5:00 P.M.
- b. Details of Website: <https://evoting.kfintech.com>
- c. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as at close of business hours on 21<sup>st</sup> March, 2024. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.
- d. The Company is sending through email, the EGM Notice to the shareholders whose name is recorded as on 29<sup>th</sup> February, 2024 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company after 29<sup>th</sup> February, 2024 being the date reckoned for sending through email, the EGM Notice and who holds shares as on the cut-off date i.e., 21<sup>st</sup> March, 2024 may obtain the User Id and password in the manner as mentioned below:



- i) If the mobile number of the Member is registered against Folio No. / DPID Client ID, the Member may send SMS:MYEPWD <space> 'e-voting EventNumber + Folio number or DP ID Client ID to +91-9212993399.

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXXX1234567890

- ii) If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- iii) Member may call KFinTech's Toll free number 1-800-3094-001. Member may send an e-mail request to **evoting@kfintech.com**.
- iv) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of aforesaid period.
- v) Details of persons to be contacted for issues relating to e-voting:
- Shri. S.V. Raju, Deputy Vice President - Corporate Registry, KFin Technologies Limited, Unit: Andhra Cements Limited, Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Contact Toll Free No.: 18003094001.
- vi) Details of Scrutinizer: Shri S.Srikanth, Partner, representing M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
- vii) A Member can opt only for single mode of voting i.e., through remote e-voting or voting at the e-EGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the e-EGM shall be treated as invalid.
- viii) The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b>  Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>  Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' Section.</p> <p>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting"</p> <p>Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b>  To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>  Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>  Proceed with completing the required fields.  Follow steps given in point 1</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b>  Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>  Click on the icon "Login" which is available under 'Shareholder/Member' Section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>Post successful authentication, you will requested to select the name of the company and the e-voting Service Provider name, i.e. <b>KFintech</b>.</p> <p>On successful selection, you will be redirected to <b>KFintech's</b> e-voting page for casting your vote during the remote e-voting period.</p>

Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b>  Visit URL: <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a>  Or URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a>  Click on New System Myeasi</p>
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	<p>Login with your registered user id and password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. <b>KFintech's</b> e-voting portal. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b> Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a> Proceed with completing the required fields. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> Visit <span style="float: right;">URL:</span> <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFintech</b> where the e-voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</p> <p>Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>Click on options available against company name or e-voting service provider - <b>KFintech</b> and you will be redirected to e-voting website of <b>KFintech</b> for casting your vote during the remote e-voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cdslindia.com</b> or contact at 022-23058738 or 022-23058542-43
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viii. The procedure and instructions for remote e-voting facility for shareholders other than individual shareholders holding securities in demat mode and shareholders holding shares in physical mode are provided as follows:

- a. Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.com>.
- b. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID / Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on "LOGIN".

You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- d. You need to login again with the new credentials.
- e. On successful login, the system will prompt you to select the e-voting Event Number for Andhra Cements Limited.
- f. If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e., 21<sup>st</sup> March, 2024 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date.
- h. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- i. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- j. Voting has to be done for each item of the Notice separately. In case you

do not desire to cast your vote on any specific item it will be treated as abstained.

- k. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- l. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).
- m. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: **cs@bssaandassociates.com** with a copy to **evoting@kfintech.com** and **investorcell@andhracements.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download section of <https://evoting.kfintech.com> or contact Shri.S.V. Raju, Deputy Vice President of KFintech at 1800-3094-001 (toll free).

- n. The Scrutinizer's decision on the validity of the vote shall be final.
- o. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the e-EGM, however such Member shall not be allowed to vote again during the e-EGM.
- p. The Scrutinizer shall, immediately after the conclusion of e-Voting at the e-EGM, first download the votes cast at the e-EGM, and thereafter unlock the votes cast through remote e-Voting, and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall, then, be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the e-EGM, who shall then countersign and declare the result of the voting forthwith.
- q. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. <https://andhracements.com> and on the website of KFintech i.e.

<https://evoting.kfintech.com>. The results shall simultaneously be communicated to National Stock Exchange of India Limited and BSE Limited at <https://www.nseindia.com> and <https://www.bseindia.com> respectively, where the shares of the Company are listed. The result shall also be displayed on the Notice Board at the Registered Office of the Company.

- r. The Resolution shall be deemed to be passed at the registered office of the Company on the date of the e-EGM, subject to receipt of the requisite number of votes in favour of the Resolution.

#### 24. **Instructions for members for Voting during the e-EGM session**

- i. The e-voting window shall be activated upon instructions of the Chairman of the meeting during the e-EGM.
- i. e-voting during the e-EGM is integrate with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-EGM.
- ii. Members / shareholders, attending the e-EGM through Video Conference, who have not cast their vote on resolution through remote e-voting alone shall be eligible to cast their vote through e-voting system available during the e-EGM.
- iii. Members who have voted through remote e-voting will be eligible to attend the e-EGM. However, they shall not be allowed to cast their vote again during the e-EGM.

#### **GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS**

1. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhar number. The RTA shall accept only valid PAN's which are linked to Aadhar, the folio's in which PAN is not linked to Aadhar shall be frozen.
2. **Updation of Members' details:** Pursuant to the SEBI Circular No(s). SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 Company / Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, KYC details, Nomination details, bank mandate details for payment of dividend etc. Members holding shares in physical form are requested to furnish the above details to the Company or CIL Securities Limited, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.

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 their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to CIL Securities Limited.

Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS), they should update their NECS / ECS details with the Company's Registrar and Share Transfer Agents i.e., CIL Securities Limited (for the shares held in physical form) and their respective Depository Participants (for the shares held in electronic form).

Members who are holding the shares in physical form are requested to execute the ISR Form-1 & ISR Form-2 to update the changes, if any, in their registered address, signature, contact details, Bank Mandate etc., and to update their PAN number, Phone number, Email address, demat account details etc., and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 12

Members can execute the Form No. SH-13, Form ISR-3 & Form No. SH-14 in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 for registration of nomination, declaration Form for opting-out of Nomination and cancellation or variation of nomination respectively and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 12.

The requisite ISR Forms and nomination forms can be downloaded from the website of the Company at <https://andhracements.com> & also from the website of its Registrar and Share Transfer Agents i.e., CIL Securities Limited at [www.cilsecurities.com](http://www.cilsecurities.com).

Members holding shares in electronic form are therefore, requested to furnish their details to their respective Depository Participant ("DP") with whom they are maintaining their demat accounts for updating their PAN, KYC details, Nomination and Bank mandate details etc.

3. The members / investors may send their complaints/queries, if any to the Company's Registrar and Share Transfer Agents' e-mail id: [rta@cilsecurities.com](mailto:rta@cilsecurities.com) or to the Company's official e-mail id: [investorcell@andhracements.com](mailto:investorcell@andhracements.com).
4. The information/documents referred to in the Notice and the Explanatory statement to be placed at the EGM are available for inspection up to the date of EGM and members are also requested to write to the Company on or before through email to [investorcell@andhracements.com](mailto:investorcell@andhracements.com) for seeking information, If any, and the same will be replied by the Company suitably.

5. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.
6. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification No. SEBI/LADNRO/GN/2022/66 dated January 24, 2022) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission and Transposition etc). In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice for dematerializing the same. Members may also contact the Company or its Registrars and Transfer Agents, CIL Securities Limited for assistance in this regard.
7. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members to participate in the EGM to cast vote through e-voting system during the EGM.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-EGM.
10. Only 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 shall be entitled to avail the facility of remote e-voting or casting vote through e-Voting system during the meeting.
11. During the e-EGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the e-EGM, formally propose to the Members participating through VC / OAVM Facility to vote on the resolution as set out in the Notice of the e-EGM and announce the start of the casting of vote through the e-voting system. After the Members participating



through VC / OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the e-EGM.

12. The transcript of this meeting, shall be made available on the website of the company.
13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://andhracements.com> and on the website of KFintech i.e., <https://evoting.kfintech.com> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to The National Stock Exchange of India Limited, Mumbai and BSE Limited, Mumbai.
14. Since the EGM will be held through VC / OAVM, the Route Map, proxy form and attendance slip are not annexed to this Notice.

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

Place: Hyderabad  
Date: 2<sup>nd</sup> March, 2024

Sd/-  
**G. TIRUPATI RAO**  
Company Secretary  
(Membership No. FCS- 2818)

**Registered office:**

Sri Durga Cement Works, Sri Durgapuram,  
Dachepalli – 522414, Palnadu Dist, (AP)

**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No.1**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (or) a transaction involving payments with respect to brand usage during a financial year exceeds 5% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, and subsequent material modifications as defined by the Audit Committee of the Company under Regulation 23(2) of Listing Regulations shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the Listing Regulations has enhanced the definition of related party transaction.. It is in the above context that, Resolution No. 1 is placed for the approval of the Shareholders of the Company.

As a part of the Corporate Insolvency Resolution Process (CIRP), the Amaravati Bench of National Company Law Tribunal approved a Resolution Plan submitted by Sagar Cements Limited ("SCL"). Following the above development, SCL has infused a sum of Rs.322.23 crores in to the company, against which, company has allotted 8,75,63,533 equity shares of Rs.10/- each at a premium of Rs.26.80 per share which constituting 95% of the share capital of the company, by virtue of which, SCL has become a holding company and its "related party".

Shareholders at their AGM held on 5<sup>th</sup> June, 2023 accorded approval for the transactions with SCL for an aggregate value of Rs. 90 Crores. As the limit is going to exceed, the company propose to enhance the limit to Rs. 300 Crores.

The Company proposes to enhance the limits for the transactions with SCL such as (i) Purchase or Sale of clinker and cement (ii) Sale or Purchase of spares/equipment's/consumables (iii) Usage of Brand name of SCL (iv) Inter Corporate Loans and Borrowings from SCL and (v) Manpower Source. The Management has provided the Audit Committee with the relevant details of proposed RPTs including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation has granted approval for material modifications to the approved RPTs with SCL by enhancing the transactions limit aggregate value of up to Rs.300 Crores for a period of one year from the date of approval of this resolution. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business. As the current proposals is material modification to the approved RPT in nature, these transactions requiring specific approval from the shareholders under Regulation 23(4) and other applicable Listing Regulations.



**Further details of the proposed transactions with SCL, are as follows:**

<b>S.No</b>	<b>Particulars</b>	<b>Description</b>
1	A summary of the information provided by the management of the listed entity to the audit committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Sagar Cements Limited (“SCL”) and SCL is the holding company of Andhra Cements Limited (“ACL”).
b)	Name of the director or KMP who is related	Dr. Anand Reddy Sammidi, Mr. Sreekanth Reddy Sammidi, Mr. Kalidindi Venkata Vishnu Raju, Ms. Rachana Sammidi, Ms. Rekha Onteddu and Mr. Rajagopal Ravichandran are also Directors of SCL. Mr. Kolluru Prasad is also CFO of SCL. Their interest or concern or that of their relatives, is limited only to the extent of their designation / shareholding in ACL and SCL.
c)	Type, material terms and particulars of the proposed transaction	The operational transaction involves (i) Purchase or Sale of clinker and cement (ii) Sale or Purchase of spares/equipment’s/consumables (iii) Usage of Brand name of SCL and (iv) Inter Corporate Loans and Borrowings from SCL (v) Manpower Sources, aggregating up to Rs.300 crores for a period of one year from the date of approval.
d)	Tenure	For a period of one year from the date of approval of this resolution
e)	Value of the proposed transactions	Amount up to Rs.300 crores.
f)	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	ACL annual turnover based on the audited financial statements for FY 2022-23 is Nil

g)	RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis.	Not applicable.
2	Justification for why the proposed transaction is in the interest of the listed entity	Already furnished as part of the Explanatory Statement.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Nil
4	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	15.78%
6	Any other information that may be relevant	Nil

Accordingly, the necessary resolution is submitted in Item No.1 of the Notice and your Board recommends the same for approval of the shareholders.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the resolution as specified in Item No. 1 of the Notice.

Dr. S.Anand Reddy, Mr. S.Sreekanth Reddy, Mrs. S.Rachana, Mr. K.V.Vishnu Raju, Mr. Ravichandran Rajagopal and Mrs. O.Rekha, Directors of the Company, hold directorships in SCL. Mr. K. Prasad, CFO holds the position of CFO in SCL.

None of the Directors and Key Managerial Personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution, except to the extent of their designations and shareholding, if any, in ACL and in SCL.

## Item No.2

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the Listing Regulations has enhanced the definition of related party transaction. It is in the above context that, Resolution No. 2 is placed for the approval of the Shareholders of the Company.

As a part of the Corporate Insolvency Resolution Process (CIRP), the Amaravati Bench of National Company Law Tribunal approved a Resolution Plan submitted by Sagar Cements Limited ("SCL"). Following the above development, SCL has infused a sum of Rs.322.23 crores in to the company, against which, company has allotted 8,75,63,533 equity shares of Rs.10/- each at a premium of Rs.26.80 per share which constituting 95% of the share capital of the company, by virtue of which, SCL has become a holding company of and its "related party".

The Company proposes to enter into transactions with Sagar Cements (M) Private Limited (SCMPL), another subsidiary of Sagar Cements Limited (holding company) to which Andhra Cements Limited ('Company') is also a subsidiary, for Purchase or Sale of Goods and Services. The Management has provided the Audit Committee with the relevant details of proposed RPTs including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation has granted approval for entering into the RPTs with SCMPL for an aggregate value of up to Rs. 50 Crores. The Audit Committee has noted that the said transactions will be at an arms' length basis and in the ordinary course of business. As the current proposals is material in nature, these transactions are deemed to be material related party transactions requiring specific approval from the shareholders under Regulation 23(4) and other applicable Listing Regulations.

### Further details of the proposed transactions with SCMPL, are as follows:

S.No	Particulars	Description
1	A summary of the information provided by the management of the listed entity to the audit committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Sagar Cements (M) Private Limited ("SCMPL") and SCMPL is another subsidiary of Sagar Cements Limited ('SCL') to which the company is also a subsidiary.

b)	Name of the director or KMP who is related	Dr. Anand Reddy Sammidi, Mr. Sreekanth Reddy Sammidi and Ms. Rekha Onteddu, Directors of the Company are also Directors of SCMPL.
c)	Type, material terms and particulars of the proposed transaction	The operational transaction involves Purchase or Sale of Goods and Services, aggregating up to Rs.50 crores.
d)	Tenure	For a period of one year from the date of approval of this resolution
e)	Value of the proposed transactions	Amount up to Rs.50 crores.
f)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	ACL annual turnover based on the audited financial statements for FY 2022-23 is Nil
g)	RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis.	Not applicable.
2	Justification for why the proposed transaction is in the interest of the listed entity	Already furnished as part of the Explanatory Statement.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Nil
4	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	28.58%.
6	Any other information that may be relevant	Nil

Accordingly, the necessary resolution is submitted in Item No.2 of the Notice and your Board recommends the same for approval of the shareholders.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the resolution as specified in Item No. 2 of the Notice.

Dr. S.Anand Reddy, Mr. S.Sreekanth Reddy, Mrs. S. Rachana, and Mrs. O.Rekha, Directors of the Company, hold directorships in SCMPL.

None of the Directors and Key Managerial Personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution, except to the extent of their designations and shareholding, if any, in ACL and in SCMPL.

### **Item No.3**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the Listing Regulations has enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. It is in the above context that, Resolution No. 3 is placed for the approval of the Shareholders of the Company.

As a part of the Corporate Insolvency Resolution Process (CIRP), the Amaravati Bench of National Company Law Tribunal approved a Resolution Plan submitted by Sagar Cements Limited ("SCL"). Following the above development, SCL has infused a sum of Rs.322.23 crores in to the company, against which sum, company has allotted 8,75,63,533 equity shares of Rs.10/- each at a premium of Rs.26.80 per share which constituting 95% of the share capital of the company, by virtue of which, SCL has become a holding company of and its "related party".

The Company proposes to enter into transactions with Panchavati Polyfibres Limited ("PPL"), a promoter group company of SCL, for Purchase of Goods and Services. The Management has provided the Audit Committee with the relevant details of proposed RPTs including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation has granted approval for entering into the RPTs with PPL for an aggregate value of up to Rs.20 Crores. The Audit Committee has noted that the said transactions will be at an arms' length basis and in the ordinary course of business. As the current proposals is material in nature, these transactions are deemed to be material related party transactions requiring specific approval from the shareholders under Regulation 23(4) and other applicable Listing Regulations.

**Further details of the proposed transactions with PPL, are as follows:**

<b>S.No</b>	<b>Particulars</b>	<b>Description</b>
1	A summary of the information provided by the management of the listed entity to the audit committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Panchavati Polyfibres Limited (“PPL”) and PPL is a Promoter Group company of Sagar Cements Limited (“SCL”), holding company to Andhra Cements Limited (“ACL”).
b)	Name of the director or KMP who is related	The proposed transaction between the Company and PPL are construed as RPTs (in terms of the provisions dealing with purpose and effect to benefit a related party under the Listing Regulations).
c)	Type, material terms and particulars of the proposed transaction	The operational transaction involves purchase of goods and services, aggregating up to Rs.20 crores.
d)	Tenure	Transactions entered into/to be entered during the period of one year from the date of approval of this resolution
e)	Value of the proposed transactions	Amount up to Rs.20 crores.
f)	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	ACL annual turnover based on the audited financial statements for FY 2022-23 is Nil
g)	RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis.	Not applicable.
2	Justification for why the proposed transaction is in the interest of the listed entity	Already furnished as part of the Explanatory Statement.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Nil

4	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	28.58%.
6	Any other information that may be relevant	Nil

Accordingly, the necessary resolution is submitted in Item No.3 of the Notice and your Board recommends the same for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution, except to the extent of their designations and shareholding, if any, in ACL and in PPL.

#### **Item No.4**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the Listing Regulations has enhanced the definition of related party transaction. It is in the above context that, Resolution No. 4 is placed for the approval of the Shareholders of the Company.

The Company proposes to enter in to lease agreement with Dr. S.Anand Reddy, Managing Director ("MD"), for office premises. The Management has provided the Audit Committee with the relevant details of proposed RPTs including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation has granted approval for entering into lease agreement with for the office premises and payment of rent up to Rs.4,80,000/- per annum, plus GST. The Audit Committee has noted that the said transactions will be at an arms' length basis and in the ordinary course of business. As the current proposals is material in nature, the transaction is deemed to be material related party transactions requiring specific approval from the shareholders under Regulation 23(4) and other applicable Listing Regulations.

**Further details of the proposed transactions with Dr. Anand Reddy Sammidi, are as follows:**

<b>S.No</b>	<b>Particulars</b>	<b>Description</b>
1	A summary of the information provided by the management of the listed entity to the audit committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dr. S. Anand Reddy, Managing Director of Andhra Cements Limited (“ACL”).
b)	Name of the director or KMP who is related	Dr. Anand Reddy Sammidi. Mr. Sreekanth Reddy Sammidi, and Ms. Rachana Sammidi are relatives of Dr. Anand Reddy Sammidi.
c)	Type, material terms and particulars of the proposed transaction	The operational transaction involves payment of rent aggregating up to Rs.4,80,000/-.
d)	Tenure	Transactions entered into/to be entered during the period of one year from the date of approval of this resolution
e)	Value of the proposed transactions	Amount up to Rs.4,80,000/- plus GST.
f)	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	ACL annual turnover based on the audited financial statements for FY 2022-23 is Nil
g)	RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis.	Not applicable.
2	Justification for why the proposed transaction is in the interest of the listed entity	Already furnished as part of the Explanatory Statement.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Nil
4	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable



5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	Nil

Accordingly, the necessary resolution is submitted in Item No.4 of the Notice and your Board recommends the same for approval of the shareholders.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the resolution as specified in Item No.4 of the Notice.

Except Dr. S.Anand Reddy, Mr. S.Sreekanth Reddy, Mrs. S.Rachana and their relatives, none of the Directors and Key Managerial Personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution.

#### **Item No.5**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the Listing Regulations has enhanced the definition of related party transaction. It is in the above context that, Resolution No. 5 is placed for the approval of the Shareholders of the Company.

The Company proposes to enter into lease agreement with Mr. S.Sreekanth Reddy ("SSR"), Director, for office premises. The Management has provided the Audit Committee with the relevant details of proposed RPTs including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation has granted approval for entering into lease agreement with SSR for office premises and payment of rent up to Rs.4,80,000/- per annum, plus GST. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business. As the current proposal is material in nature, the transaction is deemed to be material related party transaction requiring specific approval from the shareholders under Regulation 23(4) and other applicable Listing Regulations.

**Further details of the proposed transactions with Mr. Sreekanth Reddy Sammidi, are as follows:**

<b>S.No</b>	<b>Particulars</b>	<b>Description</b>
1	A summary of the information provided by the management of the listed entity to the audit committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. S.Sreekanth Reddy, Director of Andhra Cements Limited ("ACL").
b)	Name of the director or KMP who is related	Mr. Sreekanth Reddy Sammidi. Dr. Anand Reddy Sammidi, and Ms. Rachana Sammidi are relatives of Mr. Sreekanth Reddy Sammidi.
c)	Type, material terms and particulars of the proposed transaction	The operational transaction involves Payment of Rent aggregating up to Rs.4,80,000/-.
d)	Tenure	Transactions entered into/to be entered during the period of one year from the date of approval of this resolution
e)	Value of the proposed transactions	Amount up to Rs.4,80,000/- plus GST
f)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	ACL annual turnover based on the audited financial statements for FY 2022-23 is Nil
g)	RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis.	Not applicable.

2	Justification for why the proposed transaction is in the interest of the listed entity	Already furnished as part of the Explanatory Statement.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Nil
4	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
6	Any other information that may be relevant	Nil

Accordingly, the necessary resolution is submitted in Item No.5 of the Notice and your Board recommends the same for approval of the shareholders.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the resolution as specified in Item No.5 of the Notice.

Except Mr. S.Sreekanth Reddy, Dr. S.Anand Reddy, Mrs. S.Rachana and their relatives, none of the Directors and Key Managerial Personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution.

#### **Item No.6**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the Listing Regulations has enhanced the definition of related party transaction. It is in the above context that, Resolution No. 6 is placed for the approval of the Shareholders of the Company.

The Company proposes to enter into lease agreement with Mrs. S.Vanajatha (“SVJ”), Relative of Directors. The Management has provided the Audit Committee with the relevant details of proposed RPTs including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation has granted approval for entering into lease agreement with SVJ for office purpose and payment of rent up to Rs.4,80,000/- per annum plus GST. The Audit Committee has noted that the said transaction will be on an arms’ length basis and in the ordinary course of business. As the current proposal is material in nature, the transaction is deemed to be material related party transactions requiring specific approval from the shareholders under Regulation 23(4) and other applicable Listing Regulations.

**Further details of the proposed transactions with Mrs. S. Vanajatha, are as follows:**

<b>S.No</b>	<b>Particulars</b>	<b>Description</b>
1	A summary of the information provided by the management of the listed entity to the audit committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mrs. S.Vanajatha (“SVJ”), Relative of Directors of Andhra Cements Limited (“ACL”).
b)	Name of the director or KMP who is related	Dr. Anand Reddy Sammidi, Mr. Sreekanth Reddy Sammidi and Ms. Rachana Sammidi are related to Mrs. S.Vanajatha.
c)	Type, material terms and particulars of the proposed transaction	The operational transaction involves Payment of Rent aggregating up to Rs.4,80,000/-.
d)	Tenure	Transactions entered into/to be entered during the period of one year from the date of approval of this resolution
e)	Value of the proposed transactions	Amount up to Rs.4,80,000/- plus GST
f)	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	ACL annual turnover based on the audited financial statements for FY 2022-23 is Nil
g)	RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis.	Not applicable.
2	Justification for why the proposed transaction is in the interest of the listed entity	Already furnished as part of the Explanatory Statement.

3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Nil
4	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	NA
6	Any other information that may be relevant	Nil

Accordingly, the necessary resolution is submitted in Item No.6 of the Notice and your Board recommends the same for approval of the shareholders.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the resolution as specified in Item No.6 of the Notice.

Except Smt. S.Vanajatha, Dr. S.Anand Reddy, Mr. S.Sreekanth Reddy, Mrs. S.Rachana and their relatives, none of the Directors and Key Managerial Personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution

#### **Item No.7**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower (or) a transaction involving payments with respect to brand usage during a financial year exceeds 5% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, and subsequent material modifications as defined by the Audit Committee of the Company under Regulation 23(2) of Listing Regulations shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the Listing Regulations has enhanced the definition of related party transaction. It is in the above context that, Resolution No. 7 is placed for the approval of the Shareholders of the Company.

R V Consulting Services Private Limited (“RV”) is a promoter group of Sagar Cements Limited which is a holding company and also Smt.S.Rachana, director of the company also holds directorship and shareholder of RV by virtue of which, RV has become “related party” to ACL.

The Company proposes to enter into transactions with RV as that of the previous year such as (i) Technical Consultancy, Site Supervision, Third Party Inspection (ii) Purchase of Property, Plant & Equipment including machinery for Mechanical Equipment’s and repairs and electrical instrumental (iii) Civil Works, painting works and (iv) Development works including green belt development an site cleaning and any other related transactions. The Management has provided the Audit Committee with the relevant details of proposed RPTs including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation has granted approval for entering into the RPTs with RV for an aggregate value of up to Rs.500 crores. The Audit Committee has noted that the said transactions will be at an arms’ length basis and in the ordinary course of business. As the current proposals is material in nature, these transactions are deemed to be material related party transactions requiring specific approval from the shareholders under Regulation 23(4) and other applicable Listing Regulations.

Shareholders at their AGM held on 5<sup>th</sup> June, 2023 accorded approval for the transactions with RV from aggregate value of Rs.90 Crores. As the limit is going to exceed, the company propose to enhance the limit to Rs.500 Crores.

**Further details of the proposed transactions with RV, are as follows:**

<b>S.No</b>	<b>Particulars</b>	<b>Description</b>
1	A summary of the information provided by the management of the listed entity to the audit committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	R V Consulting Services Private Limited (“RV”) is a promoter group of Sagar Cements Limited which is a holding company and also Smt.S.Rachana, director of the company also holds directorship and shareholder of RV
b)	Name of the director or KMP who is related	Mrs. Rachana Sammidi, as director to that extent she along with Mr. Sreekanth Reddy Sammidi, who is the other director related to her. Their interest or concern or that of their relatives, is limited only to the extent of their directorship / shareholding in ACL and RV.

c)	Type, material terms and particulars of the proposed transaction	The operational transaction involves (i) Technical Consultancy, Site Supervision, Third Party Inspection (ii) Purchase of Property, Plant & Equipment including machinery for Mechanical Equipment's and repairs and electrical instrumental (iii) Civil Works, painting works and (iv) Development works including green belt development an site cleaning and any other related transactions. aggregating up to Rs.500 crores for a period of one year from the date of approval of this resolution
d)	Tenure	Transactions entered into/to be entered during the period of one year from the date of approval of this resolution
e)	Value of the proposed transactions	Amount up to Rs.500 crores per year.
f)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	ACL annual turnover based on the audited financial statements for FY 2022-23 is Nil
g)	RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis.	Not applicable.
2	Justification for why the proposed transaction is in the interest of the listed entity	Already furnished as part of the Explanatory Statement.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Nil
4	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	429.59%
6	Any other information that may be relevant	Nil

Accordingly, the necessary resolution is submitted in Item No.7 of the Notice and your Board recommends the same for approval of the shareholders.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the resolution as specified in Item No.7 of the Notice.

Mrs. S.Rachana, as Director to that extent she along with Shri S.Sreekanth Reddy, who is the other director related to her, may be deemed to be interested in the resolution.

Except Mrs. S.Rachana and Shri S.Sreekanth Reddy, none of the Directors and Key Managerial Personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution, except to the extent of their designations and shareholding, if any.

By Order of the Board of Directors  
For **ANDHRA CEMENTS LIMITED**

Sd/-  
**G. TIRUPATI RAO**  
**Company Secretary**  
Membership No: FCS-2818

2<sup>nd</sup> March, 2024  
Hyderabad

**Registered office:**

Sri Durga Cement Works, Sri Durgapuram,  
Dachepalli – 522414, Palnadu Dist, (AP)  
CIN: L26942AP1936PLC002379