



B S S & ASSOCIATES

COMPANY SECRETARIES

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SCRUTINIZER'S REPORT

To,
The Chairman,
Andhra Cements Limited,
Sri Durga Cement Works, Sri Durgapuram,
Dachepalli - 522414, Guntur Dist, Andhra Pradesh

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote e-voting and e-voting during the AGM pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions of section 108 of the Companies Act, 2013 ("Act") and rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ("Rules") for the 86th Annual General Meeting ("AGM") of **Andhra Cements Limited** [CIN:L26942AP1936PLC002379] held on Monday, 30th June, 2025 at 2:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

1. We, **B S S & Associates**, Company Secretaries, Hyderabad, were appointed by the Board of Directors of "**Andhra Cements Limited**" ("**the Company**") for the purpose of scrutinizing remote e-voting and e-voting during the AGM in a fair and transparent manner for the AGM held through Video Conferencing (VC) / Other Audio Visual Means (OAVM), as per the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 [Amendment Rules 2015], on the resolutions contained in item numbers 1 to 9 as set out in the Notice dated 28th May, 2025 of the 86th AGM of the members of Company, held on 30th June, 2025 at 2.00 p.m. through VC/OAVM.
2. The Notice dated 28th May, 2025, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, August 17, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (Collectively referred to as "MCA Circulars") and SEBI Circulars dated May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024.
3. The Company had availed the e-voting facility offered by KFin Technologies Limited ("**KFinTech**") for conducting remote e-voting prior to and during the AGM for the shareholders of the company.
4. The remote e-voting period commenced on Thursday, 26th June, 2025 (9.00 A.M. IST) and ended on Sunday, 29th June, 2025 (5.00 P.M. IST).
5. The cut-off date for the purpose of determining the members entitled to vote in remote e-voting on the proposed resolutions was 23rd June, 2025.
6. The Company had also provided e-voting facility during the AGM through VC/OAVM to those shareholders who had not cast their vote earlier through remote e-voting.



7. After the closure of e-voting during the AGM through VC/OAVM, the reports on remote e-voting prior to and e-voting during the AGM were unblocked in the presence of two witnesses, who are not in the employment of the company and were counted.
8. We have scrutinized and reviewed the remote e-voting prior to and e-voting during the AGM and votes cast therein based on the reports generated by KFintech.
9. The management of the Company is responsible for ensuring compliance with the requirements of the Act and rules relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the notice of the AGM.
10. Our responsibility as scrutinizer for the remote e-voting prior to and e-voting during the AGM is restricted to preparing a Scrutinizer's report of the votes cast in favour or against the resolutions.
11. We now submit our consolidated report on the results of remote e-voting prior to and e-voting during the AGM in respect of the said resolutions, conducted through e-voting system provided by KFintech, as under:

a) Resolution 1 (as an Ordinary Resolution)

To receive, consider, approve and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2025, together with the reports of Director's and Auditor's thereon.

"RESOLVED THAT the Audited Financial Statements of the company for the financial year ended 31st March, 2025 together with the reports of the Director's and Auditor's thereon be and are hereby received, considered, approved and adopted."

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
135	83743362	99.9998

(ii) Voted against the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
2	180	0.0002

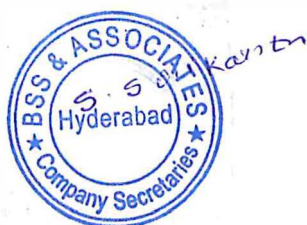
(iii) Abstained/ Invalid Votes:

No of Members voted	Number of votes cast by them
4	2014

b) Resolution 2 (as an Ordinary Resolution)

To appoint a director in place of Mrs. S. Rachana (DIN: 01590516) who retires by rotation and being eligible, offers herself for re-appointment.

"RESOLVED THAT Mrs. S. Rachana (DIN: 01590516), who retires by rotation as a Director in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director liable to retire by rotation."



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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
133	83743334	99.9998

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
3	185	0.0002

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

No of Members voted	Number of votes cast by them
5	2037

c) **Resolution 3 (as an Ordinary Resolution)**

To appoint Statutory Auditors of the company to fill the casual vacancy:

“RESOLVED THAT pursuant to provisions of Section 139(8) of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation made by the Board of Directors, M/s B S R and Co, Chartered Accountants, (Firm Registration No. 128510W) be and are hereby appointed as Statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No.008072S) and they shall hold the office from 15th May, 2025, until the conclusion of this Annual General Meeting at such remuneration and out of pocket expenses, as maybe determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the company.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
134	83743357	99.9998

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
3	185	0.0002

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

No of Members voted	Number of votes cast by them
4	2014

d) **Resolution 4 (as an Ordinary Resolution)**

To appoint Statutory Auditors of the company:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) as amended from time to time, M/s. B S R and Co, Chartered



Accountants (Firm Registration No. 128510W) be and are hereby appointed as the statutory auditors of the company to hold office for a period of five consecutive years, from the conclusion of this Annual General Meeting, till the conclusion of the 91st Annual General Meeting of the Company to be held in the calendar year 2030, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

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

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
134	83743339	99.9998

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
3	185	0.0002

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

No of Members voted	Number of votes cast by them
4	2032

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

To ratify the remuneration of Cost Auditors for the financial year 2025-26:

“RESOLVED THAT pursuant to Section 148(3) and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), upon recommendation made by Audit Committee, the approval accorded by the Board of Directors of the company for payment of remuneration of Rs. 5,00,000/- plus reimbursement of applicable taxes, travelling and other out of pocket expenses, if any, to M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad, the Cost Auditors (Firm Registration No.000042), to conduct the audit of the cost records of the company for the financial year ending March 31, 2026 be and is hereby ratified.”

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

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
134	83743357	99.9998

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
3	185	0.0002



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

No of Members voted	Number of votes cast by them
4	2014

f) **Resolution 6 (as an Ordinary Resolution)**

To appoint Secretarial Auditors of the company:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rules framed there under and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time M/s. B S S & Associates, Company Secretaries (Firm Registration No. 3744) be and are hereby appointed as the Secretarial Auditors of the company to hold office for a period of five consecutive years, from the conclusion of this Annual General Meeting, till the conclusion of the 91st Annual General Meeting of the Company to be held in the calendar year 2030, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Firm.”

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

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
133	83743334	99.9998

(ii) **Voted against the Resolution:**

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
3	185	0.0002

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

No of Members voted	Number of votes cast by them
5	2037

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

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the 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 Limited (“SCL”), a 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. during financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the



maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

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

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

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
131	788261	99.9772

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
2	180	0.0228

(iii) **Abstained and Invalid Votes:**

No of Members voted	Number of votes cast by them
8	*82957115

** Votes cast by one KMP (holding two records) and one related party, altogether holding 175 shares, have been considered invalid pursuant to Regulation 23 of the SEBI (LODR) Regulations, 2015 and five shareholders, collectively holding 8,29,56,940 shares, abstained from voting, the total aggregating to 8,29,57,115 equity shares*

h) Resolution 8 (as an Ordinary Resolution)

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

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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 R V Consulting Services Private Limited ("R V"), 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 R V, 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 transactions for business, being carried out at arm's length and in the ordinary course of business of the Company.

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

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

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
129	788255	99.9764

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
4	186	0.0236

(iii) **Abstained and Invalid Votes:**

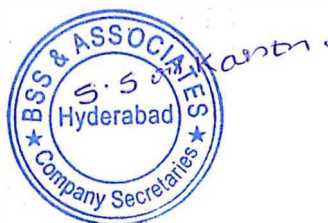
No of Members voted	Number of votes cast by them
8	*82957115

** Votes cast by one KMP (holding two records) and one related party, altogether holding 175 shares, have been considered invalid pursuant to Regulation 23 of the SEBI (LODR) Regulations, 2015 and five shareholders, collectively holding 8,29,56,940 shares, abstained from voting, the total aggregating to 8,29,57,115 equity shares.*

i) **Resolution 9 (as a Special Resolution)**

Shifting of Registered Office of the Company from State of Andhra Pradesh to State of Telangana.

“RESOLVED THAT pursuant to the provisions of Sections 12(4), 12(5), 12(6) & 13(4) of the Companies Act, 2013 and other applicable provisions, if any, the consent of the members of the company be and is hereby accorded to shift the registered office of the company from Sri Durga Cements Works, Sri Durgapuram, Srinagar post, Dachepalli Mandal, Guntur District, Andhra Pradesh – 522414 in the State of Andhra Pradesh to Plot No. 111, Road No. 10, Jubilee Hills, Hyderabad – 500033, Telangana, in the State of Telangana, India w.e.f 01.07.2025



RESOLVED FURTHER THAT pursuant to the provisions of Sections 12 and 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of members of the company be and is hereby accorded for substituting Clause II of the Memorandum of Association of the Company with the following clause:”

II. The Registered office of the company will be situated in the State of Telangana.

RESOLVED FURTHER THAT Dr. S. Anand Reddy, Managing Director (DIN:00123870) or Mr. S. Sreekanth Reddy, Director (DIN: 00123889) or Mr. G. Tirupati Rao, Company Secretary of the Company, be and are hereby authorised severally to file all the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as are necessary for the purpose of giving effect to the above Resolution.

RESOLVED FURTHER THAT change in the place of registered office of the company be made in the name plates or board affixed at the registered office and also in the letter heads, official publications, and documents of the company.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
132	83743337	99.9974

(ii) Voted **against** the Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
6	2190	0.0026

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

No of Members voted	Number of votes cast by them
3	29

Thanking you,
Yours faithfully,
For B S S & Associates
Company Secretaries

S. S. Srikanth
S. Srikanth
Partner
CoP No.7999
UDIN: A022119G000687322



Countersigned By:
For Andhra Cements Limited



G. Tirupati Rao
G. Tirupati Rao
Company Secretary
M.No. F2818
(Person Authorised by Chairman)

Place: Hyderabad
Date: 01.07.2025

Place: Hyderabad
Date: 01.07.2025