

ANDHRA CEMENTS LIMITED

(A Subsidiary of Sagar Cements Limited)

CIN: L26942AP1936PLC002379

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

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NOTICE

NOTICE is hereby given that the **Eighty Fourth (84th) Annual General Meeting** of the members of **ANDHRA CEMENTS LIMITED** will be held on Monday the 05th Day of June, 2023 at 3.00 PM, Indian Standard Time (“IST”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

Ordinary Business:

- 1. To receive, consider, approve and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2023, together with the reports of Director’s and Auditor’s thereon and in this regard to pass the following resolution as an Ordinary Resolution:**

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

- 2. To appoint Shri. S. Sreekanth Reddy (DIN: 00123889), as a Director, who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution:**

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

Special Business:

- 3. To appoint statutory auditors of the company to fill the casual vacancy and in this regard, to pass the following resolution as an Ordinary Resolution:**

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

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

4. To appoint statutory auditors of the company and in this regard, to pass the following resolution as an Ordinary Resolution:

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

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

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

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

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

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

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

To consider and, if thought fit, to pass the following Resolution, as a **Special Resolution**:

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

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

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

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

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

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

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

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

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

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

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

To consider and, if thought fit, to pass the following Resolution, as a **Special Resolution**:

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

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

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

To consider and, if thought fit, to pass the following Resolution, as a **Special Resolution**:

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

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

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

To consider and, if thought fit, to pass the following Resolution, as a **Special Resolution**:

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

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

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

To consider and, if thought fit, to pass the following Resolution, as a **Special Resolution**:

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

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

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

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

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier special resolution passed by the Members on 30th September, 2014 and pursuant to the provisions of Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications thereof for the time being in force and as may be enacted from time to time), and subject to the articles of association of the company, consent of the members be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow for the purpose of business, as and when required, from, including without limitation, any Bank and/or Financial Institution and/or NBFC and/or anybody corporate/ entity/entities and/or authority/authorities and/or Director(s)/relatives of Director(s), either in rupees or in such other foreign currencies as may be permitted by law from time to time, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the money to be borrowed by the company together with the money already borrowed may exceed the aggregate of its paid up capital, free reserves and securities premium, provided that at any time the total outstanding amount

of such borrowings, apart from temporary loans obtained from the company's Bankers in the ordinary course of business, shall not exceed Rs. 2,000 crores."

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

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

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

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

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

15. Consent under Section 186 of the Companies Act, 2013:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such other approvals, consents, sanctions and permissions, as may be necessary, and the Articles of

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

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

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to M/s. Narasimha Murthy & Co, Cost Accountants (Firm Regn. No. 000042), appointed by the Board as Cost Auditors to conduct the audit of the cost records of the Company, for the Financial Year 2023-24, be and is hereby ratified.”

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

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

To consider and if thought fit, to pass with or without modification(s), to be added to 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, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into/execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Sagar Cements Limited (SCL), an Holding company of Andhra Cements Limited ('Company') and accordingly a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and SCL, for an aggregate value up to Rs.90 crores per year and other transactions for business, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

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

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

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

To consider and if thought fit, to pass with or without modification(s), to be added to 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, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is

hereby accorded to the Board of Directors of Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into/execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with R V Consulting Services Private Limited (“RV”), a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and RV, for an aggregate value up to Rs.90 crores per year and other transactions for business, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

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

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

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

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

Place: Hyderabad
Date: 6th May, 2023

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

Notes:

1. This Annual General Meeting is convened through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) pursuant to General Circular number 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/20 dated 05.05.2020, 28/2020 dated 17.08.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022 and 10/2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs (MCA) which allows the companies to hold the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), without the physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 (“Act”) read with the MCA Circulars and SEBI Circulars, the 84th Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means (“VC / OAVM”) (hereinafter referred to as “AGM” or “e-AGM”). In accordance with the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the e-AGM.
3. e-AGM: The Company has appointed M/s KFin Technologies Limited (“KFIN”), as the authorized agency to provide the VC/ OAVM facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the e-AGM.
4. Pursuant to the provisions of the Act, normally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Further as per the MCA and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM.
5. 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-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. 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**.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No's. 3 to 18 of the accompanying Notice, is given in the Annexure-1. The Board of Directors of the Company at its meeting held on 6th May, 2023 considered all the businesses mentioned in the notice of the AGM as being unavoidable, and needed to be transacted at the 84th AGM of the Company.

7. The relevant details required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment / re-appointment at this AGM are given in the Annexure-2.
8. 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.
9. **Attendance at the e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Limited. Members may access the same at <https://evoting.kfintech.com> by clicking “e-AGM - Video Conference & Streaming” and access the shareholders’/ members’ login by using the remote e-voting credentials which shall be provided as per Note No.20 below. Kindly refer to Note No.19 below for detailed instructions for participating in the e-AGM through Video Conferencing.
10. The Members can join the e-AGM 15 minutes before the meeting or within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
11. As per the MCA Circular, facility of joining the e-AGM through VC/OAVM shall be available for 1000 members 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.
12. 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-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the Act).
13. **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 Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through KFin Technologies Limited. Kindly refer Note No.20 below for detailed instruction for remote-voting.
14. **Voting during the AGM:** Members who are present at the e-AGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the e-AGM through the e-voting system provided by KFin Technologies Limited in the Video Conferencing platform during the e-AGM. Kindly refer Note No.21 below for instruction for e-voting during the AGM.
15. The Company has fixed 26th May, 2023 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-AGM. 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 resolutions through the facility of Remote e-Voting or participate and vote in the e-AGM.

16. The Register of Members and Transfer Book of the Company will be closed from 27th May, 2023 to 5th June, 2023 (both days inclusive).
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the e-AGM along with the Annual Report for the financial year ended 31st March, 2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Notice calling the AGM and the Annual Report 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 at <https://www.bseindia.com> and National Stock Exchange of India Limited at <https://www.nseindia.com>. The same is also available on the website of KFin Technologies Limited at their website address <https://evoting.kfintech.com>.
18. **Procedure for registering the email addresses and obtaining the Annual Report, e-AGM 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 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 Annual Report, AGM Notice and the e-voting instructions.
 - ii. Those members who have not registered their email and in consequence the Annual Report, Notice of e-AGM 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-AGM agent i.e. KFin Technologies Limited 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-AGM and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to inward.ris@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.

19. **Instructions to the Members for attending the e-AGM through Video Conference.**

- i. For attending the e-AGM: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Limited. 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.20 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. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.
- vii. **Submission of Questions / Queries prior to e-AGM:**
 - a) Members desiring any additional information with regard to Accounts/ Annual Report 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** or **investorcell@andhracements.com** and marking a copy to **evoting@kfintech.com** mentioning their name, DP ID- Client ID/Folio number at least 2 days before the date of the e-AGM 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 date.

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-AGM.

- viii. **Speaker Registration before e-AGM:** 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-AGM. 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-AGM, 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.19 (vii) above.
- ix. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, can send an email to gtrao@andhracements.com or investorcell@andhracements.com.

20. **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 Listing Regulations the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFin Technologies Limited ('remote e-voting'). Members attending the e-AGM who have not already 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.

- i. The remote e-voting facility will be available during the following period:
 - a. Day, date and time of commencement of remote e-voting 1st June, 2023 (9.00 A.M. IST) and ends on 4th June, 2023 (5.00 P.M. IST).
 - b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed.
- ii. Details of Website: <https://evoting.kfintech.com>
- iii. 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 on the cut-off date being 26th May, 2023. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.
- iv. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on 5th May, 2023 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 5th May, 2023 being the date reckoned for sending through email, the AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. 26th May, 2023 may obtain the User Id and password in the manner as mentioned below:
 - a) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS:MYEPWD <space> 'e-voting Event Number + Folio number or DPID Client ID to +91-9212993399.

Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE>XXXX1234567890
 - b) If e-mail 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 DP ID Client ID and PAN to generate a password.
 - c) Member may call KFin's Toll free number 1800-3094-001. Member may also send an e-mail request to **evoting@kfintech.com**.
- v. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin Technologies Limited upon expiry of aforesaid period.
- vi. Details of persons to be contacted for issues relating to e-voting:

Shri. S.V. Raju, Deputy Vice President, 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.: 1800-3094-001.

- vii. Details of Scrutinizer: Shri S.Srikanth, Practicing Company Secretary (M.No.22119) of 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.
- viii. A Member can opt only for single mode of voting i.e., through remote e-voting or voting at the e-AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the e-AGM shall be treated as invalid.
- ix. 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>1. User already registered for IDeAS facility: Visit URL: https://eservices.nSDL.com 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>2. User not registered for IDeAS e-Services To register click on link : https://eservices.nSDL.com Select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL Open URL: https://www.evoting.nSDL.com 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. KFintech.</p>

	<p>On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest Visit URL: https://web.cdslindia.com/myeasinew/home/login Or URL: https://www.cdslindia.com Click on New System Myeasi</p> <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. KFintech e-voting portal. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<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. Click on options available against company name or e-voting service provider - KFintech and you will</p>

	be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.
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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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

ix. 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 KFin 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., 26th May, 2022 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@bssandassociates.com with a copy to evoting@kfintech.com and investorcell@andhracements.com. They shall 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 KFin Technologies Limited 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-AGM, however such Member shall not be allowed to vote again during the e-AGM.

- p. The Scrutinizer after scrutinizing the votes cast by remote e-voting and e- voting during the e-AGM will make a consolidated Scrutinizer's Report and submit the same forthwith not later than two working days of conclusion of the e-AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
- 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 KFin Technologies Limited i.e. <https://evoting.kfintech.com>. The results shall simultaneously be communicated to National Stock Exchange of India Limited and BSE Limited, 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 Resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.

21. Instructions for members for Voting during the e-AGM session

- i. The e-voting window shall be activated upon instructions of the Chairman of the meeting during the e-AGM.
- ii. e-voting during the AGM 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-AGM.
- iii. Members / shareholders, attending the e-AGM through Video Conference, who have not cast their vote on resolutions through Remote e-voting alone shall be eligible to cast their vote through e-voting system available during the e-AGM.
- iv. Members who have voted through Remote e-voting will be eligible to attend the e-AGM. However, they shall not be allowed to cast their vote again during the e-AGM.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

- 22. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by March 31, 2023. Post March 31, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhar number. The folios in which PAN is / are not valid as on the notified cut-off date of March, 31, 2023 or any other date as may be specified by the CBDT, shall also be frozen.
- 23. 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 Ltd, 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 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. 8.

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. 8.

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

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.

24. 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** or the Company's official e-mail id: **investorcell@andhracements.com**.
25. The information/documents referred to in the Notice and the Explanatory statement with regard to the accounts or any other matter to be placed at the AGM are available for inspection up to the date of AGM and members are also

requested to write to the Company on or before through email to **investorcell@andhracements.com** for seeking information, If any, and the same will be replied by the Company suitably.

26. 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.
27. 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.
28. 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. Letter of Confirmation in lieu of consolidated share certificate will be issued to such Members after making the requisite changes for dematerializing said shares.
29. Members may note that the Annual Report for the year 2022-23 is also available on the Company's website <https://andhracements.com> for their download.
30. 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 84th AGM and facility for those Members to participate in the AGM to cast vote through e-voting system during the AGM.
31. 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.

32. 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-AGM.
33. During the 84th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the e-AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM 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-AGM.
34. The transcript of this meeting, shall be made available on the website of the company.
35. 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 KFin Technologies Limited at <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 National Stock Exchange of India Limited, Mumbai and BSE Limited, Mumbai.
36. Since the AGM 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 of Directors

G. Tirupati Rao
Company Secretary
M.No.F2818

Hyderabad
6th May, 2023

Corporate Office:
Plot No.111, Road No.10
Jubilee Hills, Hyderabad - 500 033, Telangana.

Annexure to the Notice of the 84th Annual General Meeting**STATEMENT PURSUANT TO THE SECTION 102(1)
OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.3 to 18 of the accompanying Notice dated 6th May, 2023.

Item nos. 3 and 4

The Members of the company at its 80th Annual General Meeting held on 30th September, 2019 appointed M/s. Dass Gupta & Associates, Chartered Accountants (Firm Registration No. 000112N) to hold the office from the conclusion of 80th AGM till the conclusion of 85th AGM of the Company.

M/s. Dass Gupta & Associates, Chartered Accountants (Firm Registration No. 000112N) have tendered their resignation as Statutory Auditors This has resulted into a casual vacancy in the office of Statutory Auditors of the company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the members in General Meeting within three months from the date of recommendation of Audit Committee and Board of Directors of the company. The Board of Directors of the company recommended the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No.008072S) as the Statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s. Dass Gupta & Associates. Accordingly, members approval by way of ordinary resolution is sought. M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), have conveyed their consent for being appointed as the Statutory Auditors of the company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and have given a certificate declaring that the firm complies with all eligibility norms for appointment of statutory auditors under the Companies Act, 2013.

Disclosures for appointment of Statutory Auditor as per Regulation 36(5) of the SEBI (LODR) Regulations, 2015:

1 Proposed Fee Payable	Rs. 34,00,000/- plus applicable taxes and out of pocket expenses for the FY 2023-24.
2 Terms of appointment	M/s. Deloitte Haskins & Sells, Chartered Accountants, will hold office from the conclusion of the 84 th Annual General Meeting till the conclusion of the 89 th Annual General Meeting to conduct the audit of accounts of the Company for the financial years 2023-24 to 2027-28.
3 Any material Change in the fee payable to auditor from that paid to the outgoing	M/s. Deloitte Haskins & Sells having an ample experience in providing audit, tax and advisory services, considering the above experience and

auditor along with the rationale for such change	proposal on the payment of fees received from auditors, the Board accorded for payment of Rs.34 lakhs which is subject to approval of shareholders. The amount which is been paid to M/s. Dass Gupta & Associates (outgoing auditors) is Rs. 13,00,000/-
4 Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor (s) proposed to be appointed.	M/s. Deloitte Haskins & Sells, Chartered Accountants, having firm registration number 008072S and having its office at KRB Towers, Plot No.1 to 4 & 4A 1 st , 2 nd & 3 rd Floors, Jubilee Enclave, Madhapur, Hyderabad -500 081 Telangana, India. They are providing audit, tax and advisory services. The Board of Directors of the company recommends the passing of the resolution in Item Nos. 3 and 4 of the notice as an Ordinary Resolution.

The Board of Directors of the company recommends the passing of the resolution in **Item Nos. 3 and 4** of the notice as an Ordinary Resolution.

None of the other directors or Key Managerial Personnel (KMP) or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution.

Item No. 5

Dr. S. Anand Reddy (DIN: 00123870), was appointed as an Additional Director of the company w.e.f 07th March, 2023, as per the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Amaravati Bench vide Order dt. 16.02.2023.

In terms of Section 203 of the Companies Act, 2013, as Dr. S. Anand Reddy is a whole-time key managerial personnel of Sagar Cements Limited (Holding Company) requires prior permission of the Board of the Holding Company. Accordingly, your Company has obtained the same.

In terms of Section 161(1) of the Companies Act, 2013 and Regulation 17 (1) (c) of the SEBI (LODR) Regulations, 2015, Dr. S. Anand Reddy holds office only up to the date of next General Meeting or the appointment shall be approved by the shareholders within a time period of three months from the date of appointment, whichever is earlier. As he is eligible, it is proposed to appoint him as a Director of the Company.

The Company has received from the above director (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules') and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act. The Company has received the requisite notices for the above director in writing under section 160 of the Act, from a member proposing his appointment as a Director of the company.

A brief profile and the other required information of Dr. S. Anand Reddy, as required under Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standard – 2 is given in Annexure 2, forming part of the Notice.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 5 of the notice as an Ordinary Resolution.

As the resolution relates to the appointment of Dr.S.Anand Reddy as Director, to that extent he along with Shri. S. Sreekanth Reddy, who is the other director related to him, may be deemed to be interested in this resolution.

None of the other directors or Key Managerial Personnel (KMP) or their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution.

Item No. 6

In terms of Sections 196, 197 of the Companies Act, 2013 ("the Act") and other applicable provisions of the said Act and under applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or any amendment thereto or modification thereof and subject to the approval of the members, the Board appointed Dr. S. Anand Reddy (DIN-00123870) as Managing Director of the Company for a period of 5 years with effect from 14th April, 2023, keeping in view his rich experience over 30 years in Cement Industry and its operations.

In terms of Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013, the approval of members is sought for the appointment of Managing Director of the Company.

A brief profile and the other required information of Dr.S.Anand Reddy, as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2 is given in Annexure 2, forming part of the Notice.

As the resolution relates to the appointment of Dr.S.Anand Reddy as Managing Director, to that extent he along with Shri. S.Sreekanth Reddy, who is the other director related to him, may be deemed to be interested in this resolution.

None of the other Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested financially or otherwise in this resolution.

Your Board is of the firm view that it would be in the interest of the company that Dr.S.Anand Reddy, be appointed as Managing Director and accordingly it commends the resolution for approval of the members as a Special Resolution.

Item No. 7

Shri. S. Sreekanth Reddy (DIN: 00123889), was appointed as an Additional Director of the company w.e.f 07th March, 2023, as per the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Amaravati Bench vide Order dt. 16.02.2023.

In terms of Section 161(1) of the Companies Act, 2013 and Regulation 17 (1) (c) of the SEBI (LODR) Regulations, 2015, Shri. S. Sreekanth Reddy holds office only up to the date of next General Meeting or the appointment shall be approved by the shareholders within a time period of three months from the date of appointment, whichever is earlier. As he is eligible, it is proposed to appoint him as a Non-executive Director of the Company.

The Company has received from the above director (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and

Qualification of Directors) Rules, 2014 ('Appointment Rules') and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act. The Company has received the requisite notices for the above director in writing under section 160 of the Act, from a member proposing his appointment as a Director of the company.

A brief profile and the other required information of Shri. S. Sreekanth Reddy, as required under Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standard – 2 is given in Annexure 2, forming part of the Notice.

As the resolution relates to the appointment of Shri. S.Sreekanth Reddy as Director, to that extent he along with Dr.S.Anand Reddy and Smt. S.Rachana, who are the other directors related to him, may be deemed to be interested in this resolution.

None of the other Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested financially or otherwise in this resolution.

Your Board is of the firm view that it would be in the interest of the company that Shri. S.Sreekanth Reddy, be appointed as Director and accordingly it commends the resolution for approval of the members as an Ordinary Resolution.

Item No. 8

Smt. S. Rachana (DIN: 01590516), was appointed as an Additional Director of the company w.e.f 07th March, 2023, as per the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Amaravati Bench vide Order dt. 16.02.2023.

In terms of Section 161(1) of the Companies Act, 2013 and Regulation 17 (1) (c) of the SEBI (LODR) Regulations, 2015, Smt. S. Rachana holds office only up to the date of next General Meeting or the appointment shall be approved by the shareholders within a time period of three months from the date of appointment, whichever is earlier. As she is eligible, it is proposed to appoint her as a Non-executive Director of the Company.

The Company has received from the above director (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules') and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Act. The Company has received the requisite notices for the above director in writing under section 160 of the Act, from a member proposing her appointment as a Director of the company.

A brief profile and the other required information of Smt. S. Rachana, as required under Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standard – 2 is given in Annexure 2, forming part of the Notice.

As the resolution relates to the appointment of Smt. 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 this resolution.

None of the other Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested financially or otherwise in this resolution.

Your Board is of the firm view that it would be in the interest of the company that Smt. S.Rachana, be appointed as Director and accordingly it commends the resolution for approval of the members as an Ordinary Resolution.

Item No. 9

Pursuant to Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Shri. K.V. Vishnu Raju (DIN: 00480361) was appointed as an Additional Director under category of Independent on 23rd March, 2023, the Board based on the experience has recommended appointment of Shri. K.V. Vishnu Raju as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company with effect from 23rd March, 2023.

Shri K.V. Vishnu Raju is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director and a declaration stating that he meets with the criteria of independence as prescribed both under sub-section (6) and (7) of Section 149 of the Act and under the Regulation 25(8) of SEBI (LODR) Regulations, 2015. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Shri. K.V. Vishnu Raju for the office of Independent Director of the Company. In the opinion of the Board, Shri. K.V. Vishnu Raju fulfill the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri. K.V. Vishnu Raju is independent of the management.

Except Shri. K.V. Vishnu Raju, who is seeking appointment as an Independent Director, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financially or otherwise in the Resolutions concerning his appointment proposed at Item No.9. A Statement containing brief profile of the Director proposed to be appointed is given in the Annexure 2, which may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Your Directors recommend the resolution for the approval of the members.

Item No. 10

Pursuant to Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 under the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Smt. O. Rekha was appointed as an Additional Director under category of Independent on 23rd March, 2023 the Board, based on the experience has recommended appointment of Smt. O. Rekha as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company with effect from 23rd March, 2023.

Smt. O. Rekha is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director and a declaration stating that she meets with the criteria of independence as prescribed both under (6) and (7) of Section 149 of the Act and under the Regulation 25(8) of SEBI (LODR) Regulations,

2015. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Smt. O. Rekha for the office of Independent Director of the Company. In the opinion of the Board, Smt. O. Rekha fulfill the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Smt. O. Rekha is independent of the management.

Except Smt. O. Rekha, who is seeking appointment as an Independent Director, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financially or otherwise in the Resolutions concerning her appointment proposed at Item No.10. A Statement containing brief profile of the Director proposed to be appointed is given in the annexure 2, which may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Your Directors recommend the resolution for the approval of the members.

Item No. 11

Pursuant to Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and under the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Shri. Ravichandran Rajagopal was appointed as Additional Director under category of Independent on 14th April, 2023 the Board, based on the experience has recommended appointment of Shri. Ravichandran Rajagopal as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company with effect from 14th April, 2023.

Shri. Ravichandran Rajagopal is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director and a declaration stating that he meets with the criteria of independence as (6) and (7) of Section 149 of the Act and under the Regulation 25(8) of SEBI (LODR) Regulations, 2015. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Shri. Ravichandran Rajagopal for the office of Independent Director of the Company. In the opinion of the Board, Shri. Ravichandran Rajagopal fulfill the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri. Ravichandran Rajagopal is independent of the management.

Except Shri Ravichandran Rajagopal, who is seeking appointment as an Independent Director, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financially or otherwise in the Resolutions concerning his appointment proposed at Item No.11. A Statement containing brief profile of the Director proposed to be appointed is given in the annexure 2, which may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Your Directors recommend the resolution for the approval of the members.

Item No. 12

Based on the recommendation of the Board in its meeting held on 23rd March, 2023 accorded its approval, subject to the approval of members by a special resolution,

for the appointment of Shri V.H. Ramakrishnan (DIN: 00143948) as an Independent Director for a term of 5 (five) consecutive years on the Board of the Company with effect from 05th June, 2023.

Shri. V.H. Ramakrishnan worked in banking sector and having a rich experience of 41 years in Financial Management. Shri. V.H. Ramakrishnan possesses the required skills, knowledge, and experience in the fields of Banking and Financial Management and his induction on the Board of Andhra Cements Limited will immensely benefit the Company. The Board is of the opinion that Shri V.H. Ramakrishnan's rich and diverse experience is a valuable asset to the Company and his appointment as Director will add value and enrich the decision-making process and will also be in the best interest of the Company.

Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 01, 2019, requires the company to obtain approval of members by way of special resolution along with the justification in explanatory statement for appointing any director as non-executive director who has attained the age of seventy-five years of age. The Board was aware of the fact that Shri V.H. Ramakrishnan is 81 years old (Date of Birth: 13/04/1941). The justification for recommending the appointment of Shri V.H. Ramakrishnan as an Independent Director, notwithstanding that he is 81 years old, is that the Board believe that his expertise in Banking and Finance field will provide wider perspective, which can contribute to the business growth and strategic development of the Company and can assist in achieving the objectives of the company in the years to come.

The company has received consent from Shri V.H. Ramakrishnan for his proposed appointment as an Independent Director in terms of Section 152 of the Companies Act, 2013 and has given his consent to act as Director and a declaration stating that he meets the criteria of independence as (6) and (7) of Section 149 of the Act and under the Regulation 25(8) of SEBI (LODR) Regulations, 2015. In the opinion of the Board, Shri V.H. Ramakrishnan fulfill the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri V.H. Ramakrishnan is independent of the management.

A brief profile of Shri V.H. Ramakrishnan and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided as Annexure – 2 to this Notice.

Except Shri V.H. Ramakrishna, who is seeking appointment as an Independent Director, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financially or otherwise in this Resolutions concerning his appointment proposed at Item No.12. Your Directors recommend the resolution for the approval of the members.

Item Nos 13 and 14

As you are aware, your company is planning to increase the Cement Production at Durga Cement Works, Sri Durgapuram, Dachepalli Mandal, Palnadu District, (AP). The company is also looking for opportunities to set-up new plants by way setting up new production line or by way acquisitions. to cater to the ever-growing demand for

cement. As this may require significant borrowings by the company, it is now proposed to revise the borrowing limits to Rs.2000 crores, to raise funds, inter-alia, for the above purpose from time to time.

Further, any such borrowings by the company need to be secured by, inter-alia, mortgaging the movable and immovable properties of the company, as may be required by the lenders concerned, who mostly include in their terms of lending a standard condition to confer them with power to enter upon and to take possession of assets of the borrower in certain events, in their favor to secure the term loan(s) and other credit facilities as may be extended by them including interest, compound / additional interest at the respective agreed rates, premia on pre-payment or on redemption, cost, charges, expenses and all other monies payable by the company to the above said lenders in terms of the sanction governing such term loan(s) and other credit facilities.

For the above said borrowings and for creating charge or mortgaging the company's movable and immovable properties with power to take possession of the assets of the company in certain events, approval of the members is required under Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives, is in any way concerned or interested, financially or otherwise, in the resolution.

Relevant documents related to the resolution are open for inspection by the members at the registered office of the Company on all working days between 10.00 a.m. to 5.00 p.m. till the date of the Meeting.

The Board recommends the Special Resolution set out at item number 13 and 14 of the Notice for approval by the members.

Item No. 15

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors shall not except with the approval of the Company in general meeting shall directly or indirectly

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

It is proposed to pass an enabling resolution authorizing board of directors or any of its committee of the company to make investment or give loan, guarantee or provide security up to Rs.2000 crores at any point of time.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financial or otherwise, in the Resolution.

The Board recommends the Special Resolution set out at item number 15 of the Notice for approval by the members.

Item No. 16

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct Audit of the cost records of the Company, relating to the Cement Product of the Company.

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company appointed M/s. Narasimha Murthy & Co, Cost Accountants as the Cost Auditors of the Company for the Financial Year 2023-24. The Board has fixed remuneration of Rs.5,00,000/- (Rupees Five Lakhs only) exclusive of applicable service tax and out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 16 of the Notice.

None of the Directors or Key Managerial Personnel (KMP) of the company or their relatives are in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Resolution for approval of the members as an Ordinary Resolution.

Item No.17

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI 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 SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI 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. 17 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 SCL during FY 2023-24 as that of the previous year such as (i) Purchase of clinker (ii) Sale and purchase of spares/equipment’s (iii) Usage of Brand name of SCL (iv) Inter Corporate Loans and Borrowings form SCL and (v) Manpower 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 SCL for an aggregate value of up to Rs.90 Crores per year. 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 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 ACL, 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 Limited (“SCL”) and SCL is the holding company to Andhra Cements Limited (“ACL”).
b)	Type, material terms and particulars of the proposed transaction	The operational transaction involves (i) Purchase of clinker (ii) Sale and purchase of spares/equipment’s (iii) Usage of Brand name of SCL and (iv) Inter Corporate Loans and Borrowings form SCL (v) Manpower Services, aggregating up to Rs.90 crores per year.
c)	Value of the proposed transactions	Amount up to Rs.90 crores per year.
d)	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 2021-22 is Nil

e)	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 turnover that is represented by the value of the proposed RPT, on a voluntary basis	SCL's annual consolidated turnover based on the audited financial statements for FY 2021-22 is Rs.1,59,687 Lakhs.
6	Any other information that may be relevant	Nil

Accordingly, the necessary resolution is submitted in Item No.17 of the Notice and your Board recommends the same for approval of the shareholders.

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

None of the other 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.18

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI 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 SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI 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.18 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 during FY 2023-24 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.90 crores per year. 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 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 ACL, 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)	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)	Type, material terms and particulars of the proposed transaction	(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.90 crores per year.

c)	Value of the proposed transactions	Amount up to Rs.90 crores per year.
d)	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 2021-22 is Nil
e)	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 turnover that is represented by the value of the proposed RPT, on a voluntary basis	RV's annual consolidated turnover based on the audited financial statements for FY 2021-22 is Rs.10,368 Lakhs.
6	Any other information that may be relevant	Nil

Accordingly, the necessary resolution is submitted in Item No.18 of the Notice and your Board recommends the same for approval of the shareholders.

Smt. 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.

None of the other 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
For **ANDHRA CEMENTS LIMITED**

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

Place: Hyderabad
Date: 6th May, 2023

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

Annexure 2

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard-2)

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

Name of the Director	Dr.S.Anand Reddy	Shri S.Sreekanth Reddy	Smt.S.Rachana
DIN	00123870	00123889	01590516
Date of birth	10.06.1964	27.08.1971	04.08.1975
Age	59	51 years	47 years
Qualification	M.B.B.S	B.E. (I & P) and PG Diploma in Cement Technology	B.Sc.
Experience in specific functional areas	Corporate Executive	Corporate Executive	Corporate Executive
Date of first appointment on the Board	07.03.2023	07.03.2023	07.03.2023
Nature of Appointment	Appointment as Managing Director	Appointment as Director	Appointment as Director
Terms and Conditions of Appointment / Reappointment	Appointment as Managing Director on terms and conditions as detailed in Resolution No.6	Appointment as Director on terms and conditions as detailed in Resolution No.7	Appointment as Director on terms and conditions as detailed in Resolution No.8
Directorships in other Companies (other than listed companies)	1. Sagar Power Limited 2. Sagar Priya Housing & Industrial Enterprises Ltd. 3. Super Hydro Electric Pvt.Ltd. 4. Sagar Cements (M) Private Limited 5. Jajpur Cements Pvt. Ltd.	1. Sagar Power Limited 2. Sagar Priya Housing and Industrial Enterprises Ltd. 3. SreeVenkateswara Winery and Distillery Private Limited 4. Super Hydro Electric Private Limited 5. Sagar Cements (M) Private Limited 6. Jajpur Cements Private Limited.	1. R V Consulting Services Private Limited
Directorships in other Listed Companies	1. Sagar Cements Limited	1. Sagarsoft (India) Limited 2. Sagar Cements Limited	1. Sagar Cements Limited
Names of Listed Companies from which he has resigned in the past three years	NA	NA	NA

Membership/ Chairmanship of Committees of other Boards	Chairman of the Audit Committee in Sagar Power Ltd.	Member of the Audit Committee in Sagar Cements (M) Private Limited	Nil
Membership of Audit / Stakeholders Relationship Committees of Listed Companies	Member of Stakeholders' Relationship Committee of Sagar Cements Limited	Nil	Nil
No. of shares held including shareholding as a beneficial owner in Andhra Cements Ltd.	Nil	Nil	Nil
Number of Board Meetings attended during FY 2023	02	02	02
Details of Remuneration last drawn	Nil	Nil	Nil
Details of Remuneration sought to be paid	No remuneration is proposed	No remuneration is proposed except sitting fee	No remuneration is proposed except sitting fee
Inter-se relationship with other Directors and KMP of the Company	Related to Shri S.Sreekanth Reddy, Director	Related to Dr.S.Anand Reddy, Managing Director and Smt.S. Rachana, Non-Executive Director	Related to Shri S.Sreekanth Reddy, Director
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements exchange of India	Dr. S. Anand Reddy holds Managing Director in M/s. Sagar Cements Limited (SCL) since 2018 and having ample experience in the Cements Industries The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.	He holds Executive Director in Sagar Cements Limited since 2018 and he led Sagar Cements to be one of the most economical cement companies in Telangana, one that has adopted modern technology for optimum power and coal consumption. The Company believes that his skills, knowledge, and experience on the Board will complement the effective	She holds bachelor degree in science and also having vast experience in the cement sector.

<p>Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and Circular of National Stock exchange of India Limited having Ref No. NSE/CML/2018/24 dated June 20, 2021.</p>	<p>We affirm that Dr.S.Anand Reddy is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Dr.S.Anand Reddy is not debarred from holding the office of director pursuant to any SEBI Order.</p>	<p>We affirm that Shri S.Sreekanth Reddy is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Shri S.Sreekanth Reddy is not debarred from holding the office of director pursuant to any SEBI Order.</p>	<p>We affirm that Smt.S.Rachana is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Smt.S.Rachana is not debarred from holding the office of director pursuant to any SEBI Order.</p>
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Annexure 2

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard-2)

**Details of Directors seeking appointment/re-appointment
at the Annual General Meeting**

Name of the Director	Shri Ravichandran Rajagopal	Shri K.V.Vishnu Raju	Smt.O.Rekha	Shri V.H. Ramakrishnan
DIN	00110930	00480361	07938776	00143948
Date of birth	10.07.1962	31.01.1964	20.07.1959	13.04.1941
Age	60 years	58 years	64 years	82 years
Qualification	B.E.(Mechanical) and PG Diploma in Management	B.Tech. (Chemical Engineering) and MS in Chemical Engineering	B.Com. (Hons.), MBA, ACA	B.Sc., ACA, ACMA
Experience in specific functional areas	Corporate Executive	Corporate Executive	Finance	Finance
Date of first appointment on the Board	14.04.2023	23.03.2023	23.03.2023	23.03.2023 (Subject to the approval of members)
Nature of Appointment	Appointment as Independent Director	Appointment as Independent Director	Appointment as Independent Director	Appointment as Independent Director
Terms and Conditions of Appointment / Reappointment	Appointment as Independent Director on terms and conditions as detailed in Resolution No.11	Appointment as Independent Director on terms and conditions as detailed in Resolution No.9	Appointment as Independent Director on terms and conditions as detailed in Resolution No.10	Appointment as Independent Director on terms and conditions as detailed in Resolution No.12
Directorships in other Companies (other than listed companies)	1. Anjani Foods Ltd. 2. Anjani Vishnu Holdings Ltd. 3. Vishnu Foundation Technology Business Incubator 4. SentaFoodwork Private Ltd. 5. Tulya Beverages Private Ltd. 6. PH4 Food & Beverages Private Ltd.	1. Anjani Vishnu Allied Services Ltd. 2. Anjani Vishnu Holdings Ltd. 3. Anjani Cement (Karnatak) Ltd. 4. B.V.Raju Dental Health Care Systems Ltd. 5. NCL Buildtek Ltd. 6. Gorinta Hotels Private Ltd.	1. Sagar Cements (M) Private Limited 2. VA Champ Industries Private Limited	Nil
Directorships in other Listed Companies	1. Anjani Foods Limited 2. Sagar Cements Limited	1. Anjani Foods Limited 2. Sagar Cements Limited	1. Sagar Cements Limited	1. K C P Limited
Names of Listed Companies from which he has resigned in the past three years	NA	NA	NA	NA

Membership/ Chairmanship of Committees of other Boards	Nil	Nil	Chairman of Audit Committee in Sagar Cements (M) Private Limited	Nil
Membership of Audit / Stakeholders Relationship Committees of Listed Companies	1.Member of Audit Committee of Sagar Cements Limited 2.Member of Audit Committee and Stakeholders Relationship Committee in Anjani Foods Limited	1.Chairman of Stakeholders Relationship of Anjani Foods Limited 2.Member of Audit committee of Sagar Cements Limited	1.Chairman of Audit Committee in Sagar Cements Limited	1.Member of Audit Committee and Stakeholders Relationship Committee in The K C P Limited
No. of shares held including shareholding as a beneficial owner in Andhra Cements Limited	Nil	Nil	Nil	Nil
Number of Board Meetings attended during FY 2023	Nil	01	01	Nil
Details of Remuneration last drawn	Nil	Nil	Nil	Nil
Details of Remuneration sought to be paid	No remuneration is proposed except sitting fee	No remuneration is proposed except sitting fee	No remuneration is proposed except sitting fee	No remuneration is proposed except sitting fee
Inter-se relationship with other Directors and KMP of the Company	Nil	Nil	Nil	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Shri Ravichandran Rajagopal is a professional, having rich expertise and skills in areas which include Cement, Dairy, Food products and Healthcare services. His ability to build cross functional teams and build the organization from ground up has been an important part of his capabilities. The Company believes that his skills,	Shri K.V. Vishnu Raju is a professional, having rich expertise and skills in areas which include Food products, Cement, Dairy. He had also been associated with Raasi Cements Limited as Executive Director from 1992 to 1995 and as Managing Director from 1995 to 1998. He was on the Board of Anjani Portland Cement Limited as its	Smt.O.Rekha is a professional, having expertise and skills in Finance. Her ability to build cross functional teams and build the organization from ground up has been an important part of her capabilities. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.	Shri V.H. Ramakrishnan is a professional, having rich expertise and skills in areas which include Cement. His ability to build cross functional teams and build the organization from ground up has been an important part of his capabilities. The Company believes that his skills, knowledge, and experience on the Board will complement the

	knowledge, and experience on the Board will complement the effective functioning of the Company.	Chairman and Managing Director from 1999 to 2014. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.		effective functioning of the Company.
Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and Circular of National Stock exchange of India Limited having Ref No. NSE/CML/2018/24 dated June 20, 2021.	We affirm that Shri Ravichandran Rajagopal is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Shri Ravichandran Rajagopal is not debarred from holding the office of director pursuant to any SEBI Order.	We affirm that Shri K.V. Vishnu Raju is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Shri K.V. Vishnu Raju is not debarred from holding the office of director pursuant to any SEBI Order.	We affirm that Smt.O.Rekha is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Smt.O.Rekha is not debarred from holding the office of director pursuant to any SEBI Order.	We affirm that Shri V.H.Ramakrishnan is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Shri V.H.Ramakrishnan is not debarred from holding the office of director pursuant to any SEBI Order.

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

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

Place: Hyderabad
Date: 6th May, 2023

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