

ANDHRA CEMENTS LIMITED

(A Subsidiary of Sagar Cements Limited)

CIN: L26942AP1936PLC002379

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

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

Email id: investorcell@andhracements.com, Website: www.andhracements.com

NOTICE is hereby given that the **Eighty Seventh (87th) Annual General Meeting** of the members of **ANDHRA CEMENTS LIMITED** will be held on Thursday, the 25th Day of June, 2026 at 11.30 AM, 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, 2026, 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, 2026 together with the reports of the Director’s and Auditor’s thereon be and are hereby received, considered, approved and adopted.”

- 2. To appoint Mr. 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** Mr. 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. Ratification of remuneration payable to the Cost Auditors**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), upon recommendation made by the Audit Committee, the approval accorded by the Board of Directors of the Company for payment of remuneration of Rs.5,00,000/- plus reimbursement of applicable taxes, travelling and other out of pocket expenses, if any, to M/s. Narasimha Murthy & Co, Cost Accountants, Hyderabad, the Cost Auditors (Firm Registration. No. 000042), to conduct the audit of the cost records of the Company, for the Financial Year ended 31st March, 2027, be and is hereby ratified.”

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

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and the Company’s Policy on Related Party Transaction(s) , the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/execute contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Sagar Cements Limited (“SCL”), a holding company of Andhra Cements Limited (‘Company’) a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and SCL, for an aggregate value up to Rs.500 crores for a period of one year from the date of approval of this resolution for the transactions as detailed in the explanatory statement provided that the said transaction(s) / contract(s) / arrangement(s) / agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis.”

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

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized jointly and or severally to execute necessary documents, declarations, agreements required for the above purpose., if required, under the Common Seal of the Company to be affixed in the presence of Company Secretary/Chief Financial Officer of the Company.”

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

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

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('Listing Regulations'), and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/execute contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with R V Consulting Services Private Limited ("R V"), a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and RV, for any aggregate value upto Rs. 100 cores for a period of one year from the date of approval of this resolution and other transactions for business, being carried out at arm's length and in the ordinary course of business of the Company."

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

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized jointly and or severally to execute necessary documents, declarations, agreements required for the above purpose, if required, under the Common Seal of the Company to be affixed in the presence of Company Secretary/Chief Financial Officer of the Company"

By Order of the Board
For **Andhra Cements Limited**

G. Tirupati Rao
Company Secretary
(Membership No. FCS- 2818)

Place: Hyderabad
Date: May 13, 2026

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

Notes:

1. Pursuant to General Circular number 14/2020 dt. 8.4.2020, 17/2020 dt. 13.4.2020, 20/2020 dt. 5.5.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.1.2021, 19/2021 dt. 8.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 5.5.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023, 09/2024 dated 19.09.2024 and 03/2025 dated 22.09.2025 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/CIR/P/2022/62 dt. 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dt. 5.1.2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dt. 03.10.2024 the companies are allowed to hold the Annual General Meeting through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with aforesaid MCA Circulars and SEBI Circulars, the 87th Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM") (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard - 2 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 AGM.
2. The Company has appointed M/s KFin Technologies Limited ("KFIN"), Registrar and Transfer Agent of the Company, 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 AGM.
3. 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 AGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State, or body corporate can attend the AGM through VC / OAVM and cast their votes through e-Voting.
4. 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 AGM on its behalf and to vote either through remote e-voting or during the 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**
5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No(s). 3 to 5 of the accompanying Notice, is given in the Annexure-1. The Board of Directors of the Company at its meeting held on 13th May, 2026 considered all the businesses mentioned in the

notice of the AGM as being unavoidable and needed to be transacted at the 87th AGM of the Company.

6. 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.
7. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is CIL Securities Limited having office at CIL Securities Limited, 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad, Telangana - 500001.
8. **Attendance at the AGM:** Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFIN. Members may access the same by using the remote e-voting credentials which shall be provided as per Note No.19 below. Kindly refer to Note No.18 below for detailed instructions for participating in the AGM through Video Conferencing.
9. The Members can join the 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.
10. As per the MCA Circular, facility of joining the 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.
11. 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 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).
12. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, 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, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through KFIN in respect of the business to be transacted at the 87th AGM and facility for those Members to participate in the AGM to cast vote through e-voting system during the AGM. Kindly refer Note No.19 below for detailed instruction for remote e-voting.
13. **Voting during the AGM:** Members who are present at the AGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the AGM through the e-voting system provided by KFIN in the Video Conferencing platform during the AGM. Kindly refer Note No.20 below for instruction for e-voting during the AGM.

14. The Company has fixed 18th June, 2026 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 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 AGM.
15. The Register of Members and Transfer Book of the Company will be closed from 19th June, 2026 to 25th June, 2026 (both days inclusive).
16. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year ended 31st March, 2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / CIL Securities Limited, Registrar and Share Transfer Agent (“RTA”) of the Company, National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Thursday, 18th June, 2026 (“cut-off date”). For members whose email addresses are not registered, the Company is sending a physical letter containing a web link to access the Annual Report as permitted under Regulation 36 of the Listing Regulations. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at <https://andhracements.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 at their website address <https://evoting.kfintech.com>.
17. In view of the “Green Initiatives in Corporate Governance” introduced by MCA and in terms of the provisions of the Act, Members who are holding shares of the Company are required to register their email addresses, so as to enable the Company to send all notices / reports / documents / intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.
 - i. Members holding shares in dematerialized form, who have not registered their email Id’s with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
 - ii. 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 the first holder providing the email ID, 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.
 - 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.

18. **Instructions to the Members for attending the AGM through Video Conference.**
- i. **For attending the AGM:** Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFIN. 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.19 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 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 email-id i.e., investorcell@andhracemts.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 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 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 AGM.

viii. Speaker Registration before AGM: In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholders 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 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 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.18 (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 investorcell@andhracements.com.

19. 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 ('remote e-voting'). Members attending the 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 on Sunday, 21st June, 2026 (9.00 A.M. IST) and ends on Wednesday, 24th June, 2026 (5.00 P.M. ST).
 - b. Day, date and time of end of remote e-voting is on Wednesday, 24th June, 2026 at 5:00 P.M. IST, beyond which remote e-voting will not be allowed.
- ii. Details of Website for e-voting of Non Individual shareholders/Shareholders holding shares in physical form is <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 shares in the paid-up equity share capital of the Company as on the cut-off date being 18th June, 2026. During the above period, Members of the Company who are holding shares either in physical form or in dematerialised form, as on the cut-off date, may cast their vote by remote e-voting. 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 29th May, 2026 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 29th May, 2026 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. 18th June, 2026 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 and 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 and 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 and 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 upon expiry of aforesaid period.
- vi. Details of person to be contacted for issues relating to e-voting:**
Mr. S.V. Raju, Deputy Vice-President, KFin Technologies Limited, Unit: Andhra Cements Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Contact Toll Free No.: 1800-3094-001.
- vii. Details of Scrutinizer:** Mr. S.Srikanth, Practicing Company Secretary (M.No.22119), Partner, representing M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
- viii. 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.

- ix. 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 AGM.
- x. A Member can opt only for single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- xi. The voting rights for the shares of the Company are one vote per equity share, registered in the name of the member.
- xii. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at **evoting@kfintech.com**.
- xiii. The process and manner for remote e-voting is as under:**

- a. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- b. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFIN's e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. For OTP based login <ul style="list-style-type: none"> i. You can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. ii. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. iii. Enter the OTP received on registered email id/mobile number and click on login. iv. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. v. Click on the company name or e-Voting service provider name and you will be re-directed to

e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:

- i. Visit the e-services website of NSDL **<https://eservices.nsd.com>** either on a personal computer or on a mobile.
- ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password.
- iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.
- iv. Click on company name i.e., '**Andhra Cements Limited**' or ESP i.e. KFIN.
- v. Members will be re-directed to KFIN's website for casting their vote during the remote e-voting period.

3. Those not registered under IDeAS:

- i. Visit **<https://eservices.nsd.com>** for registering.
- ii. Select "Register Online for IDeAS Portal" or click at **<https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>**
- iii. Visit the e-voting website of NSDL **<https://www.evoting.nsd.com>**.
- iv. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open.
- v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
- vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
- vii. Click on company name i.e., '**Andhra Cements Limited**' or ESP name i.e., KFIN after which

	<p>the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Electronic Access to Securities Information ("Easi/ Easiest") facility: <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/Login Or https://www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFIN e-voting portal and will be redirected to the e-voting page of KFIN to cast their vote without any further authentication. 2. User not registered for Easi/ Easiest <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/EasiRegistration Or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> i. Visit https://www.cdslindia.com ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Andhra Cements Limited' or select KFIN.

	v. Members will be re-directed to the e-voting page of KFIN to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	<p>i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, Members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against 'Andhra Cements Limited' or 'KFIN'.</p> <p>v. Members will be redirected to e-voting website of KFIN for casting their vote during the remote e-voting period without any further authentication.</p>

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at 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

ii. Access to KFIN e-voting system in case of members holding shares in physical and non-individual members holding shares in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- a. Launch internet browser by typing the URL: **https://emeetings.kfintech.com**.
- b. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9741, followed by folio number. In case of Demat account, User ID will be your DP ID and Client 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** and Click on "Submit".
- 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., 18th June, 2026 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". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "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".
- l. 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.
- m. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).
- n. 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."

- xv. 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 Mr. S.V. Raju, Deputy Vice-President, of KFIN at 1800- 3094-001 (toll free).
- xvi. 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 AGM, however such Member shall not be allowed to vote again during the AGM.
- xvii. The Scrutinizer's decision on the validity of the vote shall be final.
- xviii. The Scrutinizer shall, immediately after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM, and thereafter unlock the votes cast through remote e-Voting, and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall, then, be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- xix. 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 i.e. **<https://evoting.kfintech.com>**. The results shall simultaneously be communicated to National Stock Exchange of India Limited and BSE Limited at **<https://www.nseindia.com>** and **<https://www.bseindia.com>** respectively, where the shares of the Company are listed. The result shall also be displayed on the Notice Board at the Registered Office of the Company.
- xx. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.

20. Instructions for members for Voting during the AGM session

- i. The e-voting window shall be activated upon instructions of the Chairman of the meeting during the 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 AGM.
- iii. Members / shareholders, attending the 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 AGM.

- iv. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they shall not be allowed to cast their vote again during the AGM.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

21. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by June 30, 2023. Shareholders holding shares in physical mode are requested to ensure that their PAN is linked to Aadhaar by June 30, 2023 or any other date as may be specified by the CBDT.

The folios in which PAN is / are not valid as on the notified cut-off date of October 1, 2023 or any other date as may be specified by the CBDT, shall also be frozen by the RTA and shareholders will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend after April 1, 2024.

Any service request shall be entertained by CIL Securities Limited only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by RTA in compliance with the SEBI Circulars dated November 03, 2021, December 14, 2021, March 16, 2023, May 17, 2023 and November 17, 2023. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

22. Members may kindly note that in accordance with SEBI Circular reference SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 20, 2023, the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>. Members may feel free to utilize this online conciliation and / or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
23. **Update 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, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, Company / Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, KYC details, Nomination details, bank mandate details for payment of dividend etc. Members holding shares in physical form are requested to furnish the above details to the Company or CIL Securities

Limited, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to CIL Securities Limited.

Members 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. 7.

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, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 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. 7.

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

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. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent of the Company, immediately on the change in their residential status on return to India for Permanent settlement together with the particulars of their Bank Account maintained in India with complete Name, Branch, Account type, account number and address of the Bank with PIN code number if not furnished earlier.
25. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s)

dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

26. 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.
27. 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 to the Company's official e-mail id: **investorcell@andhracements.com**.
28. 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 relogged transfers of securities. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 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.

A Special Window has been opened for a period of 6 months from July 07, 2025 to January 06, 2026 by SEBI vide its circular dated SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 to facilitate re-lodgement of transfer requests of physical shares which was subsequently extended by SEBI allowing shareholders to transfer or dematerialize shares for a period of one more year from February 05, 2026 to February 04, 2027 vide its circular dated HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026. The facility is available for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise.

Investors who have missed the March 31, 2021 & January 06, 2026 deadlines for lodgement of transfer documents are encouraged to avail advantage of this opportunity by furnishing the necessary documents to the Company's Registrar & Transfer Agent, CIL Securities Limited at the address mentioned in Note No. 7.

29. 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, SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 and HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 January 30, 2026) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, renewal, exchange, endorsement, subdivision, consolidation, 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.

30. 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 18th June, 2026 through email to **investorcell@andhracements.com** for seeking information, If any, and the same will be replied by the Company suitably.
31. During the 87th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 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 AGM.
32. The transcript of this meeting shall be made available on the website of the company.
33. 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

Hyderabad
May 13, 2026

G. Tirupati Rao
Company Secretary
M.No. F2818

Registered office:

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

Annexure to the Notice of the 87th 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 5 of the accompanying Notice dated 13th May, 2026.

On Item No.3

The Board at its meeting held on May 13, 2026, on the recommendation of the Audit Committee, has approved the appointment of M/s. Narasimha Murthy & Co, Cost Accountants as the Cost Auditors of the Company for the Financial Year 2026-27 and payment of remuneration to the said Cost Auditors as mentioned in the resolution for the FY 2026-27 .

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the rules made thereunder, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the company.

Accordingly, an Ordinary Resolution as set out at Item No. 3 of the Notice containing the remuneration as fixed for Cost Auditors is submitted for the ratification by the shareholders .

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

Your directors recommends the resolution for approval of the shareholders.

Item No.4

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

M/s Sagar Cements Limited being the holding company of Andhra Cements Limited and a "related party". The Company proposes to enter into transactions with Sagar Cements Limited ("SCL"), a Holding Company, for Sale and Purchase of Goods and Services, and receiving the Inter corporate deposits/ Borrowings. 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 RPTs by entering into the transactions with SCL for an aggregate value of up to Rs. 500 Crores.

SCL is a related party and being material in nature, the transactions entered are deemed to be material-related party transactions and require specific approval from the shareholders under Regulation 23 (4) and other applicable Listing Regulations. The management of ACL has provided the Audit Committee with all the requisite details of said proposed transactions with ACL.

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 to approve the material related party transactions in nature, these transactions require specific approval from the shareholders under Regulation 23(4) and other applicable Listing Regulations. The Audit Committee has reviewed the certificates furnished by the Managing Director and the Chief Financial Officer as required under the RPT Industry Standards.

The Board has also recommended entering into above said material related party transaction with SCL.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the disclosures in respect of Related Party Transactions are as below

Details relating to Sale and Purchase of Goods and Services, providing inter corporate loans, corporate guarantee and security by Sagar Cements Limited ("SCL") to Andhra Cements Limited ("ACL")

S. No.	Particulars of the information	Information provided by the management
A. Basic details of the related party		
1.	Name of the related party	Sagar Cements Limited (SCL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Cement Manufacturing Company
B. Relationship and ownership of the related party		
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	SCL is a Holding Company of ACL
a)	Shareholding of the listed entity/ subsidiary (in case of transaction involving the	

	subsidiary), whether direct or indirect, in the related party. <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	% Shareholding - Nil
b)	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable
c)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	SCL directly holds 75% Shareholding in ACL

C. Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during last financial year. Note: Details need to be disclosed separately for listed entity and its subsidiary.	Transactions entered during last financial year are given below: INR in Lakhs	
		Nature of Transaction	FY26
		Sale of Clinker	10,108
		Loans taken	14,998
		Corporate guarantee taken	27,000
		Purchase of Coal	574
		Interest expenses on unsecured loan	1,093
		Expenses from services	557
		Sale of Spares	8
		Purchase of Spares	28
		Reimbursement of expenses	2
Total	54,368		

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil										
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No										
D. Amount of the proposed transaction(s)												
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.500 Crores										
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes										
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	113.00%										
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA										
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	18.87%										
6.	Financial performance of the related party for the immediately preceding financial year: <i>Explanations:</i> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<table border="1"> <thead> <tr> <th colspan="2">Details of SCL on standalone basis for FY 2025-2026:</th> </tr> <tr> <th>Particulars</th> <th>Rupees in Lakhs</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1,76,830</td> </tr> <tr> <td>Net Worth</td> <td>1,64,481</td> </tr> <tr> <td>Net Profit</td> <td>3,357</td> </tr> </tbody> </table>	Details of SCL on standalone basis for FY 2025-2026:		Particulars	Rupees in Lakhs	Turnover	1,76,830	Net Worth	1,64,481	Net Profit	3,357
Details of SCL on standalone basis for FY 2025-2026:												
Particulars	Rupees in Lakhs											
Turnover	1,76,830											
Net Worth	1,64,481											
Net Profit	3,357											

E. Basic details of the proposed transactions	
1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(a) Sale and Purchase of Goods and Services; and (b) Inter Corporate Deposits/ Borrowings
2. Details of each type of the proposed transaction.	(a) Sale and Purchase of Goods & Services not exceeding Rs.350 Crores; and (b) Inter Corporate deposits/ Borrowings : Rs.150 Crores
3. Tenure of the proposed transaction (tenure in number of years or months to be specified)	(a) Sale and Purchase of Goods and Services is for 1 year for the date of approval. (b) Inter Corporate Deposits/ Borrowings is repayable within 3 years along with Interest.
4. Whether omnibus approval is being sought?	Yes
5. Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs.500 Crores
6. Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction is with the holding company (Sagar Cements Limited) and they are in the interest of the Company as they enhance operational efficiency, ensure cost optimization, and are undertaken at arm's length in the ordinary course of business, thereby creating value for the Company.
7. Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control	Dr. S. Anand Reddy, Mr. S. Sreekanth Reddy, Mrs. S. Rachana, Mr. K.V. Vishnu Raju, Mr. Ravichandran Rajagopal and Mrs. O. Rekha, Directors of the Company, also hold directorships in SCL. Mr. K. Prasad, CFO, holds the position of CFO in SCL.
a. Name of the director / KMP	Dr. S. Anand Reddy, Mr. S. Sreekanth Reddy, Mrs. S. Rachana, Mr. K.V. Vishnu Raju, Mr. Ravichandran Rajagopal and

		Mrs.O. Rekha, Directors of the Company, also hold directorships in ACL. Mr. K. Prasad, CFO, holds the position of CFO in SCL.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	21.85
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	None.
F. Additional disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process applied
2.	Basis of determination of price.	Arm's length price
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
G. Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	-
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	10% p.a.
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	-
4.	Maturity / due date	Repayable within 3 years from the date of disbursement
5.	Repayment schedule & terms	Repayable within 3 years from the date of disbursement
6.	Whether secured or unsecured	Unsecured

7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	To fund the modernization and expansion project to increase cement grinding capacity from 1.82 MTPA to 3.00 MTPA, and for other general corporate purposes.

The material Related Party Transactions has been approved by the Audit Committee, and the Board of Directors recommends the proposed transaction for approval by the shareholders.

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

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

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

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

Item No. 5

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

also holds directorship and shareholder of RV by virtue of which, RV has become "related party" to ACL.

The Company proposes to enter into transactions with RV as that of the previous year such as (i) Technical Consultancy, Site Supervision, Third Party Inspection (ii) Purchase of Property, Plant & Equipment including machinery for Mechanical Equipment's and repairs and electrical instrumental (iii) Civil, electrical and mechanical Works (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 the RPTs by entering into transactions with RV for an aggregate value of up to Rs. 100 crores.

RV is a related party and being material in nature, the transactions entered are deemed to be material-related party transactions and require specific approval from the shareholders under Regulation 23 (4) and other applicable Listing Regulations. The management of ACL has provided the Audit Committee with all the requisite details of said proposed transactions with RV.

The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business. The Audit Committee has reviewed the certificates furnished by the Managing Director and the Chief Financial Officer as required under the RPT Industry Standards.

The Board has also recommended entering into above said material related party transaction with RV.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the disclosures in respect of Related Party Transactions are as below:

Details relating to Sale and Purchase of Goods and Services by RV to ACL

S. No	Particulars of the information	Information provided by the management
A. Basic details of the related party		
1.	Name of the related party	R V Consulting Services Private Limited ("RV")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Advisers, Consultancy services to governments, business, commerce, industry and engineering and to generate, harness, develop, accumulate, distribute, transmit and supply electricity by setting up power plants.

B. Relationship and ownership of the related party	
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: R V Consulting Services Private Limited ("RV") is a promoter group of Sagar Cements Limited which is a holding company and also Mrs. S.Rachana, director of the company also holds directorship and shareholder of RV
a)	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control. % Shareholding - Nil
b)	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Not Applicable
c)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. RV along with Rachana is holding 14.3% in SCL and SCL is holding 75% in ACL
C. Details of previous transactions with the related party	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during last financial year. Note: Details need to be disclosed separately for listed entity and its subsidiary.
	Transactions entered during last financial year are given below: INR in Lakhs
	Nature of Transaction
	FY26
	Purchase of Plant & Machinery and other equipment
	14,556
Unsecured Loans taken	
25,000	
Interest Paid on Loan	
632	
Reimbursement of expenses	
5	
Total	
40,193	

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
D. Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.100 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	22.60%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	3.80%

6.	Financial performance of the related party for the immediately preceding financial year: <i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	Details of RV on standalone basis for FY 2024-25:	
		Particulars	Rupees in Lakhs
		Turnover	12,313
		Net Worth	14,700
		Net Profit	1050

E. Basic details of the proposed transactions

1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	Sale and Purchase of Plant & Machinery, equipment and civil works, electrical / instrumentation and repairs & maintenance and other Plant related Services etc.,
2.	Details of each type of the proposed transaction	Sale and Purchase of Plant & Machinery, equipment and civil works, electrical / instrumentation and repairs & maintenance and other Plant related Services etc., not exceeding Rs.100 Crores
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For 1 year for the date of approval.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs.100 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transaction is with the RV are in the interest of the Company as they enhance operational efficiency, ensure cost optimization, and are undertaken at arm's length in the ordinary course of business, thereby creating value for the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control</i>	Mrs. S. Rachana Director of the Company, also hold directorships and shareholder in RV
	a. Name of the director / KMP	Mrs. S. Rachana

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	75.94%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	None.
F. Additional disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process applied
2.	Basis of determination of price.	Arm's length price
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

The material Related Party Transactions has been approved by the Audit Committee, and the Board of Directors recommends the proposed transaction for approval by the shareholders.

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

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

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

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

By Order of the Board
For **Andhra Cements Limited**

Place: Hyderabad
Date: May 13, 2026

G. Tirupati Rao
Company Secretary
(Membership No. FCS- 2818)

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

(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	Mr. S. Sreekanth Reddy
DIN	00123889
Date of birth	27.08.1971
Age	55 years
Qualification	B.E(I&P) and PG Diploma in Cement Technology
Experience in specific functional areas	Corporate Executive
Date of first appointment on the Board	07-03-2023
Nature of Appointment	Retires by rotation and being eligible offers himself for re-appointment.
Terms and Conditions of Appointment / Reappointment	Appointment as a director subject to retire by rotation under Section 152 of the Companies Act, 2013
Directorships in other Companies (other than listed companies)	1. Sagar Power Limited 2. Sagar Priya Housing & Industrial Enterprises Limited 3. Super Hydro Electric Private Limited 4. Sagar Cements (M) Private Limited 5. Sree Venkateswara Winery and Distillery Private Limited
Directorships in other Listed Companies	Sagar Cements Limited Sagarsoft (India) Limited
Names of Listed Companies from which he has resigned in the past three years	Nil
Membership/Chairmanship of Committees of other Boards	Member in CSR Committee and Chairman in Risk Management & ESG Committee of Sagar Cements Limited
Membership of Audit / Stakeholders Relationship Committees of Listed Companies	Audit Committee member in Sagar Cements (M) Private Limited
No. of shares held including shareholding as a beneficial owner in Andhra Cements Ltd.	Nil
Number of Board Meetings attended during FY 2024-25	6

Details of Remuneration last drawn	Nil
Details of Remuneration sought to be paid	No remuneration was paid except the sitting fee
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Related to Dr. S. Anand Reddy, Executive Director and Mrs. S. Rachana, Non-Executive Director
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He holds bachelor degree in Engineering and having vast experience in Cement sector.
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 Mr. S. Srekanth Reddy is not debarred from holding the office of any other such authority. Nomination and Remuneration Committee and Board of Directors of the Company has also verified that Mr. Srekanth Reddy is not debarred from holding the office of Director pursuant to any SEBI Order.

By Order of the Board
For **Andhra Cements Limited**

Place: Hyderabad
Date: May 13, 2026

G. Tirupati Rao
Company Secretary
(Membership No. FCS- 2818)

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