



B S S & ASSOCIATES

COMPANY SECRETARIES

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SCRUTINIZER'S REPORT

To,
The Chairman,
Andhra Cements Limited,
CIN: L26942TS1936PLC217830
Plot No 111, Road Number 10, Jubilee Hills,
Shaikpet, Hyderabad- 500033, Telangana, India

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote e-voting and e-voting during the AGM pursuant to the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions of section 108 of the Companies Act, 2013 (“Act”) and rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (“Rules”) for the 87th Annual General Meeting (AGM) of **Andhra Cements Limited** [CIN: L26942TS1936PLC217830] held on Thursday, 25th June, 2026 at 11:30 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM).

1. We, **B S S & Associates**, Company Secretaries, Hyderabad, were appointed by the Board of Directors of “**Andhra Cements Limited**” (“**the Company**”) for the purpose of scrutinizing remote e-voting and e-voting during the AGM in a fair and transparent manner for the AGM held through Video Conference (VC) / Other Audio Visual Means (OAVM), as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 [Amendment Rules 2015], on the resolutions contained in item numbers 1 to 5 as set out in the Notice dated 13th May, 2026 of the 87th AGM of the members of the Company, held on 25th June, 2026 at 11.30 a.m. through VC/OAVM.
2. The Notice dated 13th May, 2026, as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolutions through electronic mode to those members whose email addresses are registered with the Company/ Depositories and a letter providing the web-link, including the exact path, where complete details of the Annual Report is available to those shareholder(s) who have not so registered, in compliance with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, August 17, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (Collectively referred to as “MCA Circulars”) and SEBI Circulars issued from time to time.



3. The Company had availed the e-voting facility offered by KFin Technologies Limited (“KFintech”) for conducting remote e-voting prior to and e-voting during the AGM for the shareholders of the company.
4. The remote e-voting period commenced on Sunday, 21st June, 2026 (9.00 A.M. IST) and ended on Wednesday, 24th June, 2026 (5.00 P.M. IST).
5. The cut-off date for the purpose of determining the members entitled to vote in remote e-voting on the proposed resolutions was 18th June, 2026.
6. The Company had also provided e-voting facility during the AGM held through VC/OAVM to those shareholders who had not cast their vote earlier through remote e-voting.
7. After the closure of e-voting during the AGM through VC/OAVM, the reports on remote e-voting prior to and e-voting during the AGM were unblocked in the presence of two witnesses, who are not in the employment of the company and were counted.
8. We have scrutinized and reviewed the remote e-voting prior to and e-voting during the AGM and votes cast therein based on the reports generated by KFintech.
9. The management of the Company is responsible for ensuring compliance with the requirements of the Act and rules relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the notice of the AGM.
10. Our responsibility as scrutinizer for the remote e-voting prior to and e-voting during the AGM is restricted to preparing a Scrutinizer’s report of the votes cast in favour or against the resolutions.
11. We now submit our consolidated report on the results of remote e-voting prior to and e-voting during the AGM in respect of the said resolutions, conducted through e-voting system provided by KFintech, as under:

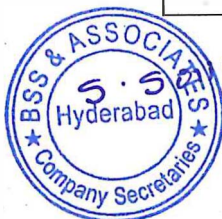
a) Resolution 1 (as an Ordinary Resolution)

To receive, consider, approve and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2026, together with the reports of Director’s and Auditor’s thereon.

“RESOLVED THAT the Audited Financial Statements of the company for the financial year ended 31st March, 2026 together with the reports of the Director's and Auditor's thereon be and are hereby received, considered, approved and adopted.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
155	83446347	100



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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
1	1	Negligible

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

No of Members voted	Number of votes cast by them
Nil	Nil

b) **Resolution 2 (as an Ordinary Resolution)**

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

“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.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
154	83446337	100

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
2	11	Negligible

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

No of Members voted	Number of votes cast by them
Nil	Nil

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

Ratification of remuneration payable to the Cost Auditors

“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.”



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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
155	83446347	100

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
1	1	Negligible

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

No of Members voted	Number of votes cast by them
Nil	Nil

d) Resolution 4 (as an Ordinary Resolution)

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

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘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.”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
151	14317057	99.9999

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
2	11	0.0001

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

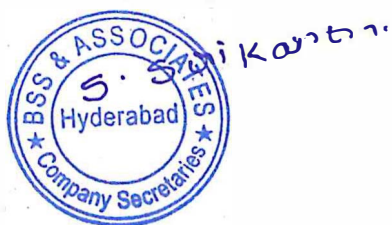
No of Members voted	Number of votes cast by them
3	69129280

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

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

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), 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”

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
151	14317057	99.9999

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

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
2	11	0.0001

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

No of Members voted	Number of votes cast by them
3	69129280

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

S. Srikanth

Partner

CoP No.7999

UDIN: A022119H000690996



Countersigned By:
For Andhra Cements Limited



Anand Reddy Sammidi

Anand Reddy Sammidi

Managing Director

DIN: 00123870

(Person Authorised by Chairman)

Place: Hyderabad

Date: 26.06.2026

Place: Hyderabad

Date: 26.06.2026