



ANDHRA CEMENTS LIMITED

Subsidiary of SAGAR CEMENTS LIMITED

ACL:SEC:NSE:BSE:2026-27

05th June 2026

The National Stock Exchange of India Ltd.,
"Exchange Plaza", 5th Floor
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051

Symbol: ACL
Series: EQ

The Secretary
BSE Limited
P J Towers
Dalal Street
Mumbai – 400 001

Scrip Code: 532141

Dear Sirs

Sub: Outcome of Board Meeting held on Friday, 05th June 2026 - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") –

Dear Sirs / Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Board of Directors of our Company at its meeting held on today i.e., June 05, 2026, and after considering the respective recommendations of the Audit Committee and Independent Directors Committee of the company inter alia, considered and approved a Scheme of Amalgamation in respect of Merger of our company viz., Andhra Cements Limited ("**ACL**" or "**Transferor Company**") with its holding company Sagar Cements Limited ("**SCL**" or "**Transferee Company**") pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "**Scheme**").

The Scheme is subject to, inter alia, receipt of approvals from the shareholders and creditors, as may be directed by the National Company Law Tribunal ("**NCLT**"), BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), Securities and Exchange Board of India ("**SEBI**") and approval of other regulatory or statutory authorities as may be required.

Further, the Board took note of the Valuation Report dated 5th June, 2026 furnished by M/s BDO Valuation Advisory LLP, Registered Valuer, recommending the share swap ratio for the proposed merger and the Fairness Opinion dated 5th June, 2026 issued by Anand Rathi Advisors Limited, a SEBI Registered Merchant Banker, confirming the fairness of the share swap ratio recommended by the Registered Valuer.

The details as required under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read along with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 and last updated on January 30, 2026 are given in the Annexure.

The above said meeting of the Board of Directors commenced at 3:00 p.m. and concluded at 3:30 p.m.

We would request you to kindly take the above information / documents on record.

Thanking you,

Yours faithfully,
For Andhra Cements Limited


G. Tirupati Rao
Company Secretary
M.No. F2818



Regd. Office & Works : Durga Cement Works, Durgapuram, Srinagar Post, Dachepalli Mandal, Palnadu District, A.P - 522414.
Encl: as above
Phone: +91 8649-257441 / 42 | Fax: +91 8649-257428

Vizag Unit : Visakha Cement Works, Parlupalem Village, Durganagar Post, Visakhapatnam - 530029, A.P.

Corporate Office : Plot No.111, Road No.10, Jubilee Hills, Hyderabad - 500033, Telangana, India.
Phone : +91-40-23351571, 23351572 Fax : +91-40-23356573



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Annexure

Details under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read along with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 and last updated on January 30, 2026

S.No	Particulars	Details															
1	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.	<p>Andhra Cements Limited ("ACL"), the Transferor Company, is a subsidiary of Sagar Cements Limited ("SCL"), the Transferee Company. The brief details of the turnover and size of the entities are as follows:</p> <p style="text-align: right;">Rs. in Lakhs</p> <table border="1"><thead><tr><th>Particulars</th><th>Revenue for FY 2025-26</th><th>Net worth as at March 31, 2026</th></tr></thead><tbody><tr><td>Transferor company (ACL) - Standalone</td><td>44,249</td><td>8,074</td></tr><tr><td>Transferee company (SCL)</td><td></td><td></td></tr><tr><td>- Standalone</td><td>1,76,830</td><td>1,64,481</td></tr><tr><td>- Consolidated</td><td>2,65,002</td><td>1,69,292</td></tr></tbody></table>	Particulars	Revenue for FY 2025-26	Net worth as at March 31, 2026	Transferor company (ACL) - Standalone	44,249	8,074	Transferee company (SCL)			- Standalone	1,76,830	1,64,481	- Consolidated	2,65,002	1,69,292
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- Standalone	1,76,830	1,64,481															
- Consolidated	2,65,002	1,69,292															
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>Yes. Transferor Company is a subsidiary of the Transferee Company and is a related party of the Transferee Company.</p> <p>The transaction would fall within the purview of the related party transactions as defined under the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. However, the transaction shall not attract the requirements of Section 188 of the Companies Act, pursuant to the clarifications provided in General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs.</p> <p>The consideration for the Scheme will be discharged on an 'arm's length' basis. The Share swap Ratio for the Scheme is based on the valuation report dated 05th June, 2026 issued by M/s BDO Valuation Advisory LLP, Registered Valuers.</p> <p>Anand Rathi Advisors Limited, SEBI Registered Merchant Bankers, has provided the fairness opinion vide its report dated 05th June, 2026, on the fairness of the aforesaid valuation.</p>															
3	Area of business of the entity(ies)	<p>Transferor Company: The Transferor Company is engaged in the business of manufacturing and selling of cement and cement related products and has cement manufacturing and power generation facilities at Sri Durga Cement works, Dachepalli, Palnadu Dist., Andhra Pradesh.</p> <p>Transferee Company: The Transferee Company is one of India's leading cement manufacturers with a consolidated installed capacity of 10.50 MTPA with six manufacturing facilities strategically positioned from Southern India to the Central and Eastern parts of the country, serving key markets through a strong distribution and dealer network.</p>															

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4	Rationale for amalgamation/merger	<p>The rationale for the scheme of amalgamation is inter alia:</p> <ul style="list-style-type: none">• The Transferee Company is engaged in the manufacture of cement, and the Transferor Company is also engaged in the manufacture of cement. The Transferee Company is the promoter of the Transferor Company and holds 75.00% of the paid-up equity share capital of the Transferor Company. As both the entities are under the same line of business, the proposed amalgamation will allow the Transferee Company to achieve full ownership and exercise complete control over the Transferor Company's operations, ensuring long-term strategic alignment. The amalgamation will integrate the operations of both entities, and the combined entity is expected to achieve focused growth, improved operational efficiencies, and substantial business synergies, leading to a more dynamic and robust corporate structure.• The proposed amalgamation, considering that the Transferor Company manufactures and sells cement under the brand name of the Transferee Company, would facilitate complete alignment of manufacturing operations, branding, marketing and distribution functions under a single corporate structure, thereby resulting in operational efficiencies and enhanced value creation for all stakeholders.• The amalgamation will consolidate the manufacturing and commercial functions of both entities into an integrated operating framework, thereby enhancing end-to-end value chain coordination while enabling optimal deployment of key resources, including raw materials, human capital, logistics infrastructure, and financial capital, resulting in the elimination of redundancies and improved cost rationalization. It will further rationalize the group's corporate structure by removing parallel entities within the same line of business, leading to a more efficient, streamlined, and transparent organizational architecture. This consolidation is expected to accelerate decision-making through centralized governance and unified control mechanisms, while facilitating seamless execution of production planning, more robust demand forecasting, and tighter alignment between production capabilities and market dynamics. Moreover, the integration will reinforce operational discipline through process standardization, performance benchmarking, and enhanced monitoring systems, thereby driving superior agility, responsiveness, and overall operational efficiency across the integrated network.
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		<ul style="list-style-type: none">The proposed amalgamation is expected to enhance the competitive positioning of the Transferee Company by creating a unified entity that leverages economies of scale and improved access to expanded marketing networks, distribution channels, and customer segments, while benefiting from an enlarged resource base and deeper, integrated client relationships to deliver a broader and more sophisticated product portfolio, thereby enabling optimal realisation of the business potential and growth prospects of both the Transferor and Transferee Companies; additionally, the consolidation will facilitate the development of long-term internal capabilities and core competencies, significantly augment the manufacturing footprint and operational capacity, and through increased scale, enable vendor rationalisation, procurement aggregation, and supply chain optimisation, resulting in enhanced operational efficiency, cost synergies, and streamlined end-to-end supply chain management.												
5	In case of cash consideration – amount or otherwise share exchange ratio;	<p>No cash consideration is payable under the Scheme</p> <p>Upon the Scheme becoming effective, the Transferee Company will issue and allot to the equity shareholders of the Transferor Company (other than the Transferee Company), 29 (Twenty Nine) equity shares of the face value of Rs. 2/- (Rupees two) each of the Transferee Company, credited as fully paid-up, for every 98 (Ninety Eight) equity shares of the face value of Rs. 10/- (Rupees ten) each fully paid-up held by shareholders in the Transferor Company, as more particularly set out in the Scheme.</p>												
6	Brief details of change in shareholding pattern (if any) of listed entity	<p>Transferee Company:</p> <table border="1"><thead><tr><th>Category</th><th>No. of Shares & % of holding (Pre-merger)</th><th>No. of Shares & % of holding (post-merger)</th></tr></thead><tbody><tr><td>Promoter / Promoter Group</td><td>6,91,29,105 (75%)</td><td>Nil</td></tr><tr><td>Public Shareholding</td><td>2,30,43,035 (25%)</td><td>Nil</td></tr><tr><td>Total</td><td>9,21,72,140</td><td>----</td></tr></tbody></table>	Category	No. of Shares & % of holding (Pre-merger)	No. of Shares & % of holding (post-merger)	Promoter / Promoter Group	6,91,29,105 (75%)	Nil	Public Shareholding	2,30,43,035 (25%)	Nil	Total	9,21,72,140	----
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