



SAGAR CEMENTS LIMITED

SCL: SEC: NSE: BSE: 2025-26

10th February, 2026

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

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

Script Code: 502090

Symbol SAGCEM
Series EQ
ISIN INE 229C01021

Dear Sir,

Intimation of dispatch of Postal Ballot Notice to our shareholders

Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the Members by way of remote voting process, for below Resolutions:

1. Re-appointment of Smt. Naga Sudha Rani (DIN: 09032212) as a Nominee Director of the Company.
2. Appointment of Mr. Sammidi Siddarth to hold office or place of profit of the company
3. Material modification in the approved Related Party Transaction(s) with Andhra Cements Limited

Please note that the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial Owners as on Friday, February 06, 2026 and whose e-mail addresses are registered with the Company/Depositories.

The remote e-voting period commences at 9 AM IST on Thursday, February 12, 2026 and ends at 5 PM IST on Friday, March 13, 2026.

The outcome of the above postal Ballot will be intimated to you in due course in accordance with the applicable regulations.

The Postal Ballot Notice is also available on the Company's website at www.sagarcements.in

Thanking you

Yours faithfully
For Sagar Cements Limited

J.Raja Reddy
Company Secretary
M.No:A31113



Encl: a/a

Registered Office : Plot No. 111, Road No.10, Jubilee Hills, Hyderabad - 500033, Telangana State, India.
Phone : +91-40-23351571, 23351572 Fax : +91-40-23356573 E-mail : info@sagarcements.in Website : www.sagarcements.in

CIN : L26942TG1981PLC002887 GSTIN : 36AACCS8680H2ZY

Factories : Mattampally Village & Mandal, Suryapet District, Telangana State - 508204. Phone : 08683 - 247039 GSTIN : 36AACCS8680H1ZZ
Bayyavaram Village, Kasimkota Mandal, Anakapally District, Andhra Pradesh State - 531031. Phone : 08924-244550 Fax : 08924-244570 GSTIN : 37AACCS8680H1ZX
Gudipadu Village, Yadiki Mandal, Ananthapur District, Andhra Pradesh State - 515408. Phone: 08558-200272 GSTIN : 37AACCS8680H1ZX
Kalinganagar, Industrial Complex, Tahsil-Dangadi, Dist - Jajpur, Odisha. Phone : 08340882288 GSTIN : 21AACCS8680H1ZA



SAGAR CEMENTS LIMITED

CIN: L26942TG1981PLC002887

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

Tel: +91-40-23351571, 23356572

Website: www.sagarcements.in | e-mail: info@sagarcements.in

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force. Ministry of Corporate Affairs (“MCA”) General Circular No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021, 20/2021 dated 08.12.2021, 03/2022 dated 05.05.2022, 11/2022 dated 28.12.2022, 09/2023 dated 25.09.2023, 09/2024 dated 19.09.2024 and 03/2025 dated 22.09.2025 (collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, it is proposed to seek the approval of the members of the Company to the resolution appended below, proposed to be passed through Postal Ballot (“Postal Ballot”) by way of voting through electronic means (“remote e-voting”).

Further, the MCA has, vide the aforementioned Circulars, advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice (“Notice”) by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above said MCA Circulars.

In compliance with the requirements of the said MCA Circulars, hard copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.



The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto form part of this Notice.

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and in accordance with the aforesaid MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company avails electronic voting platform of KFin Technologies Limited (KFintech), Registrar and Share Transfer Agent of the Company, for facilitating e-voting.

The Board of Directors of the Company has appointed Shri S.Srikanth, Practicing Company Secretary (M.No.22119), Partner of M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) to act as a Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 13th March, 2026 in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

1. Re-appointment of Smt. Naga Sudha Rani (DIN: 09032212) as a Nominee Director of the Company.

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

“Resolved that pursuant to the recommendations of the Nomination and Remuneration Committee of the Board of Directors of the Company and the Board of Directors (“the Board”) vide their resolutions both dated 16th January, 2026, the Agreement entered into between the Company and M/s. Telangana Industrial Development Corporation Limited (TSIDC) (Demerged company of Andhra Pradesh Industrial Development Corporation Limited), Sections 149, 152, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing regulations”) and Article 97 of the Articles of Association of the Company, Smt. Naga Sudha Rani (DIN: 09032212) who was appointed as a Nominee Director on 20th January, 2021, be and is hereby re-appointed as a non-executive nominee director on the Board from 20th January, 2026 to 31st January, 2028 in accordance with the terms of the Agreement, not liable to retire by rotation.”



“Resolved Further that any Director of the Company and Shri J.Raja Reddy, Company Secretary be and are hereby authorized, jointly and severally to sign and file requisite e-Forms along with the necessary attachments with the Registrar of the Companies in connection with the appointment of Smt. Naga Sudha Rani (DIN: 09032212) and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution.

2. **Appointment of Mr. Sammidi Siddarth to hold office or place of profit of the company.**

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

“Resolved that pursuant to Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any (including any statutory modification or enactment thereof for the time being in force), and in accordance with the recommendations of the Audit Committee and the approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to Mr. Sammidi Siddarth to hold office or place of profit in the Company with the designation as Manager (Operations) at a total remuneration of Rs.5,00,000 (Rupees Five Lakhs only) per month, with an annual increment of 10% as set out in the explanatory statement attached hereto with the liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration from time to time, within the limits approved by the Members and subject to such approvals, as may be necessary.

Resolved further that the Board of Directors of the Company be and is hereby authorised to promote him to higher cadres and/or to sanction him increments and/or accelerated increments within the said cadre or higher cadre as and when the Board of Directors deem fit, however, subject, to the rules and regulations of the Company, in force, from time to time, as may be required in this regard.

Resolved further that any Director of the Company and Shri J.Raja Reddy, Company Secretary be and are hereby authorized, jointly and severally to sign and file requisite e-Forms along with the necessary attachments with the Registrar of the Companies and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution.



3. **Material modification in the approved Related Party Transaction(s) with Andhra Cements Limited**

To consider, and if thought fit, to pass, the following resolution as a Special 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), and in modification to the resolution passed by the Members of the Company in the Annual General Meeting held on 30th June, 2025, approving the related party transactions of the Company aggregating to Rs.315 Crore with Andhra Cements Limited, 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 modify the terms of said related party transactions entered or to be entered 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 one of the Subsidiary company viz., Andhra Cements Limited (“ACL”), 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 ACL, for an aggregate value up to Rs.630 crores for a period of one year from the date of approval of this resolution and other transactions for business, being carried out at arm’s length and in the ordinary course of business of the Company.

“Resolved further that pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 (“said Section”), as per the approval of the Board of directors in their meeting held on 21st January, 2026, the consent of the members of the Company be and is hereby accorded to provide loan of Rs.125 crores to Andhra Cements Limited, a subsidiary and related party of the company on such terms and conditions including rate of interest, repayment etc. to be decided by the Board of Directors of the company in its interest from time to time.”

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 any Director of the Company and Shri J.Raja Reddy, Company Secretary be and are hereby authorized, jointly and severally to sign and file requisite e-Forms along with the necessary attachments with the Registrar of the Companies and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution.”

By Order of the Board of Directors
For **Sagar Cements Limited**

Sd/-

J. Raja Reddy

Company Secretary

Membership No.A31113

10th February, 2026
Hyderabad

Regd. Office:

Plot No.111, Road No.10,
Jubilee Hills, Hyderabad-500 033
Telangana
CIN: L26942TG1981PLC002887



NOTES:

1. The businesses mentioned above require the consent of the members of the Company through Postal Ballot by e-voting.
2. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("the Act") setting out the material facts and the reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
3. 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 director seeking re-appointment is given in Annexure 2.
4. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated 19th September, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, the Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Friday, 13th March, 2026. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.

5. Dispatch of Postal Ballot Notice through electronic mode

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited ("KFintech"), 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 Friday, 6th February, 2026 ("cut-off date"). As per the Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFintech hereunder.

Members may note that the Notice and Explanatory Statement with the requisite enclosures will be available on the Company's website <https://sagarcements.in>, website of the Stock Exchanges i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and on the website of KFintech at <https://evoting.kfintech.com>.

All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@sagarcements.in.



6. Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) (“DP”).
 - **Physical mode** can register their email ID with the Company or KFintech. Requests can be emailed to **info@sagarcements.in** or **einward.ris@kfintech.com** or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI.
7. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent, KFintech to enable servicing of notices / documents / Annual Reports electronically to their email addresses.
8. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., 6th February, 2026 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
9. A member cannot exercise his/her vote through proxy on postal ballot. However, Corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution / authority letter / power attorney, etc.) in favour of their authorised representatives to the Scrutinizer through e-mail to **cs@bssandassociates.com** with a copy marked to **evoting@kfintech.com**. Alternatively, the aforesaid documents can directly be uploaded on the e-voting portal of KFintech, while casting the vote.

10. Instructions for remote e-voting

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the Listing Regulations, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting (SS-2), the Company is offering e-voting facility to enable the Members to cast their votes electronically and vote on the resolution through the e-voting facility provided by KFintech. The instructions for e-voting are provided as part of this Notice.

Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Thursday, 12 th February, 2026 (9.00 a.m. IST)	Friday, 13 th March, 2026 (5.00 p.m. IST)



- ii. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iii. Shri S.Srikanth, Practicing Company Secretary (M.No.22119), Partner of M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) is appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final and binding.
- iv. The Scrutinizer after scrutinizing the votes cast in favour or against, if any, in remote e-voting will make a Scrutinizer's Report within two working days of conclusion of the e-voting period, forthwith to the Chairman or to any other person authorized by the Chairman of the Company in writing, who shall countersign the same.
- v. The Results declared along with the Scrutinizer's Report shall be hosted on the website of the Company i.e. <https://sagarcements.in> and on the website of KFintech i.e. <https://evoting.kfintech.com> immediately after the declaration of Results by the Chairman or a person authorized by him. 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.
- vi. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on 6th February, 2026 , i.e., cut-off date, may cast their vote by remote e-voting.
- vii. The voting rights of members/ beneficiary owners shall be reckoned in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The shareholders of the Company who are holding shares either in dematerialised or in physical form, as on the cut-off date, can cast their vote electronically.
- viii. The voting rights for the shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them.
- ix. 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**. However, if he / she is already registered with KFintech for remote e-voting then he / she can use his / her existing User ID and password for casting the vote.
- x. The process and manner for remote e-voting is as under:
 - a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFintech, on the resolutions set forth in this Notice. The instructions for remote e-voting are given below.



- b. E-voting process has been enabled for 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.
- c. 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.
- d. 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 KFintech’s e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

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

Type of Member	Login
Individual Members holding securities in demat mode with NSDL	<p>1. For OTP based login</p> <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. <p>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ul style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.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., '**Sagar Cements Limited**' or ESP i.e. KFinTech.
- v. Members will be re-directed to KFinTech'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., '**Sagar Cements Limited**' or ESP name i.e., KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.
- viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</p> <ul style="list-style-type: none">i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or 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 KFintech e-voting portal and will be redirected to the e-voting page of KFintech to cast their vote without any further authentication. <p>2. User not registered for Easi/ Easiest</p> <ul style="list-style-type: none">i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/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. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none">i. Visit 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. ‘Sagar Cements Limited’ or select KFintech.v. Members will be re-directed to the e-voting page of KFintech to cast their vote without any further authentication.



Type of Member	Login Method
Individual Members login through their demat accounts / website of DPs	<ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. 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. iv. Click on options available against ‘Sagar Cements Limited’ or ‘KFintech’. v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.

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 Members 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 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625 , 022-62343626 , 022-62343259

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

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

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9421, 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 KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail 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.



- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Sagar Cements Limited’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- xii. 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.

General Guidelines for Members:

1. Corporate / Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to cast its vote on their behalf through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID **cs@bssandassociates.com** with a copy marked to **evoting@kfintech.com**. The scanned image of the above-mentioned documents should be in the naming format “**Sagar Cements Limited Postal Ballot 2026.**”
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact Mr. S.R. Ramesh, Deputy Vice President of KFintech at the email ID **evoting@kfintech.com** or call KFintech’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.



3. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).

By Order of the Board of Directors
For **Sagar Cements Limited**

Sd/-
J. Raja Reddy
Company Secretary
Membership No: A31113

10th February, 2026
Hyderabad

Regd. Office:
Plot No.111, Road No.10,
Jubilee Hills, Hyderabad-500 033
Telangana
CIN: L26942TG1981PLC002887



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1:

Pursuant to Promotional Agreement dated 18th January, 1984 entered into between the Andhra Pradesh Industrial Development Corporation Limited (APIDC) and the company, and pursuant to the bifurcation of the United Andhra Pradesh into the Residual Andhra Pradesh and the State of Telangana as per the Andhra Pradesh State Reorganization Act, 2014 and as per the recommendations of the expert committee of APIDC, the shares held by APIDC were transferred to M/s. Telangana Industrial Development Corporation Limited (TSIDC) (Demerged company of Andhra Pradesh Industrial Development Corporation Limited), and the TSIDC having a right to appoint a person as its nominee director on the Board of the Company and has nominated vide its letter dated 09th January, 2026 Smt. Naga Sudha Rani (DIN: 09032212) for the purpose for a further period from 20th January, 2026 to 31st January, 2028. Accordingly the Board of Directors of the Company vide its resolution dated 16th January, 2026, taking on record the above nomination and upon the recommendation of its Nomination and Remuneration Committee, in accordance with the provisions of Sections 149, 152 and 161 and other applicable provisions of the Companies Act, 2013 (the "Act") (including statutory modification(s) or re-enactments thereof for the time being in force) read with Article 97 of the Articles of Association of the Company, approved the re-appointment of Smt. Naga Sudha Rani (DIN: 09032212) as a Nominee Director for a further period from 20th January, 2026 to 31st January, 2028 to act as the nominee director of TSIDC.

Further, pursuant to Regulation 17 (1C) of Listing Regulations effective from 1st January 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In accordance with the Companies Act, 2013 and Listing Regulations, shareholders' consent is being sought for reappointment of Smt. Naga Sudha Rani (DIN: 09032212) as a Nominee Director on the Board.

Smt. Naga Sudha Rani (DIN: 09032212) as a Nominee Director, who has given her consent to act as a Director, does not suffer from any dis-qualifications contained in Section 164 of the Companies Act, 2013. The Company has received a proposal from TSIDC, for appointment of Smt. Naga Sudha Rani (DIN: 09032212) as its nominee director on the Board.

Details of Smt. Naga Sudha Rani (DIN: 09032212) as required under Listing Regulations and the Secretarial Standard-2 are given in the Annexure 2 to the notice.

Except Smt. Naga Sudha Rani (DIN: 09032212), whose appointment is the subject matter of the resolution and may therefore be considered to be interested to that extent, none of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend the resolution as set out in the notice for approval by the members.

**Item No.2:**

In accordance with Section 188(1)(f) of the Companies Act, 2013 read with rules made there under Mr. Sammidi Siddarth was appointed as Manager (Operations) of the company with a remuneration of Rs.2,50,000 per month. Pursuant to recommendation of the Audit committee, now it is proposed to increase his remuneration to Rs.5,00,000 per month which is exceeding the threshold limit of Rs.2,50,000 per month for which shareholders' approval is required. Accordingly, it is proposed to seek shareholders' approval to enhance the remuneration.

Mr. Sammidi Siddarth, has Bachelor of Science in Business Administration from Oregon State University of U.S.A and is engaged in the day to day operations of the company since 2021. It is proposed to increase his remuneration with an increment of 10% on an annual basis.

The information as required in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as well as pursuant to Section 102 of the Act and Listing Regulations are given in the Annexure 2 to the notice.

Mr. Sammidi Siddarth being son of Dr. S.Anand Reddy, Managing Director and therefore being a related party under Section 2 (76) of the Companies Act, read with Section 188 of the said Act, is deemed to be concerned or interested in the passing of the resolution.

None of the other Directors/Key Managerial Personnel and their relatives is interested or concerned in the passing of the Resolution.

Your directors recommend the resolution as set out in the notice for approval by the members.

Item No.3:

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 now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. It is in the above context that, Item No. 3 is placed for the approval of the Shareholders of the Company.



Andhra Cements Limited being one of the subsidiary companies of Sagar Cements Limited and “related party”. The Company proposes to enter into further transactions with Andhra Cements Limited (“ACL”), a subsidiary Company, for Sale and Purchase of Goods and Services, providing inter corporate loans, in addition to the already provided corporate guarantee and security, which was approved by the Members of the Company in the Annual General Meeting held on 30th June, 2025. 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 modifying the terms of approved RPTs by entering into the further transactions with ACL for an aggregate value of up to Rs.630 Crores, which includes:

1. Rs.315 crores towards providing corporate guarantee and pledging of 2,18,90,883 shares of ACL held by SCL, for which the consent of the members of the company under Regulation 23(4) of the Listing Regulations was taken by the members of the company at their annual general meeting held on 30th June, 2025.
2. As part of expansion/modernization of the cement manufacturing facility of ACL at Durga cement works, Dachepalli, SCL wants to provide loan of Rs.125 crores to ACL, and pursuant to the provision of Section 185 of the Companies Act 2013, the consent of the Members of the Company is required to provide loan to ACL.
3. Sale and Purchase of Goods and Services for an aggregate amount not exceeding Rs.190 Crore.

The above transactions of granting loan and giving guarantee or security are well within the overall threshold limit of Rs.3,000 crores, earlier approved by the shareholders under Section 186 of the Companies Act, 2013, yet as the current proposal to provide loan to ACL triggers applicability of Section 185 of the Companies Act, 2013 as per the Explanation given for ‘any person in whom any of the director of the company is interested’ under the said section, and ACL is a related party and being material in nature, these further transactions are deemed to be material modification to the related party transactions and require specific approval from the shareholders under Regulation 23 (4) and other applicable Listing Regulations. The management of SCL had 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 at an arms’ length basis and in the ordinary course of business. As the current proposals is material modification to the approved related party transactions in nature, these transactions are requiring specific approval from the shareholders under Regulation 23(4) and other applicable Listing Regulations. The Audit Committee has reviewed the certificates furnished by the Joint Managing Director and the Chief Financial Officer as required under the RPT Industry Standards.

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	Andhra Cements Limited (ACL)				
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:	ACL is Subsidiary of SCL				
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.	SCL directly holds 82.24% Shareholding in ACL				
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.	% Shareholding - Nil				
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.	<p>Transactions entered during last financial year are given below:</p> <p style="text-align: right;">INR in Lakhs</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="background-color: #d3d3d3;">Nature of Transaction</th> <th style="background-color: #d3d3d3;">FY25</th> </tr> </thead> <tbody> <tr> <td>Sale and Purchase of Goods and Services, Interest expenses.</td> <td style="text-align: center;">12,175</td> </tr> </tbody> </table>	Nature of Transaction	FY25	Sale and Purchase of Goods and Services, Interest expenses.	12,175
Nature of Transaction	FY25					
Sale and Purchase of Goods and Services, Interest expenses.	12,175					
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	Rs. 34,094 lakhs				



	which the approval is sought.									
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.630 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	27.91%								
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.	229.89%								
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 ACL on standalone basis for FY 2024-2025: <table border="1"> <thead> <tr> <th>Particulars</th> <th>Rupees in Lakhs</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>27,405</td> </tr> <tr> <td>Net Worth</td> <td>14,455</td> </tr> <tr> <td>Net Profit</td> <td>(15,211)</td> </tr> </tbody> </table>	Particulars	Rupees in Lakhs	Turnover	27,405	Net Worth	14,455	Net Profit	(15,211)
Particulars	Rupees in Lakhs									
Turnover	27,405									
Net Worth	14,455									
Net Profit	(15,211)									
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) Providing Inter Corporate Loan; (b) Sale and Purchase of Goods and Services; and (c) Providing corporate guarantee and security (consent of the members of the company under Regulation 23(4) of the Listing Regulations was taken by the members of the company at their annual general meeting held on June 30, 2025)								
2.	Details of each type of the proposed transaction	(a) Inter Corporate Loan: Rs.125 Crores (b) Sale and Purchase of Goods & Services not exceeding Rs.190 Crores; and (c) Provided corporate guarantee & security: Rs.315 Crore								



3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	(a) Inter Corporate Loan is repayable within 3 years along with Interest. (b) Sale and Purchase of Goods and Services is for 1 year for the date of approval. (c) Corporate Guarantee/Security shall be valid till repayment of loan by ACL.
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.	Aggregate value of transactions along with the already approved values is Rs.630 Crore. (a) Inter Corporate Loan will be provided on or before 31.03.2026. (b) Sale and Purchase of Goods and Services; and (c) Corporate Guarantee/Security: The transaction shall be completed no later than 1 year from the date of shareholders' approval.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Loan/Guarantee/Security: To fund the modernization/ expansion project the clinker manufacturing capacity from 1.65 MTPA to 2.3 MTPA and the cement grinding capacity from 1.82 MTPA to 3 MTPA. With the completion of the above project, the Company can achieve substantial savings in the production costs. This enhances the profitability of the Company. Sale/Purchases: This promotes operational synergy, enabling seamless collaboration and enhancing the ease of doing business.
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	
	a. Name of the director / KMP	Dr. S.Anand Reddy, Shri. S.Sreekanth Reddy, Smt. S.Rachana, Shri. K.V.Vishnu Raju, Shri. Ravichandran Rajagopal and Smt. O.Rekha, Directors of the Company, also hold directorships in ACL. Shri. K. Prasad, CFO holds the position of CFO in ACL.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Dr. S.Anand Reddy, Shri. S.Sreekanth Reddy and Smt. S.Rachana, Common Directors, being the Promoters of the Company and the indirect beneficial owner of the related party, are considered to be interested in the transaction.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	<i>Not Applicable</i>
9.	Other information relevant for decision making.	<i>None.</i>
F. Additional disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance</i>	Out of the proceeds received by the Company from Offer for Sale and internal accruals.



	<i>companies.</i>	
2.	<p>Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</p> <p>a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details</p>	Not Applicable
3.	<p>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. <i>Note:</i> (1) <i>This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> (2) <i>Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i></p>	The bank interest rate for the recent term loan is 9.45% p.a.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	10% p.a.
5.	Maturity / due date	Repayable within 3 years along with Interest
6.	Repayment schedule & terms	Repayable within 3 years along with Interest
7.	Whether secured or unsecured?	<i>Unsecured</i>
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To fund the modernization/ expansion project the clinker manufacturing capacity from 1.65 MTPA to 2.3 MTPA and the cement grinding capacity from 1.82 MTPA to 3 MTPA.
10.	<p>Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>	IND BBB/Negative
11.	<p>Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or <i>any other person.</i> <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i> In addition, state the following: a) Whether the account of the related party has</p>	Not Applicable



	<p>been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	
	FY 2024-2025	NA
	FY 2023-2024	NA
	FY 2022-2023	NA
G. 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.3 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. 3 of the Notice.

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



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 SCL and in ACL.

By Order of the Board of Directors
For **Sagar Cements Limited**

Sd/-
J. Raja Reddy
Company Secretary
Membership No.A31113

10th February, 2026
Hyderabad
Regd. Office:
Plot No.111, Road No.10,
Jubilee Hills, Hyderabad-500 033
Telangana
CIN: L26942TG1981PLC002887



Annexure 2

Annexure to the explanatory statement of Notice dated 10th February, 2026.

Item No.1 Information of Director seeking appointment as Nominee Director

S.No.	Description	Particulars
1	Director Identification Number (DIN)	09032212
2	Name (in full)	Smt. Naga Sudha Rani
3	Date of Birth and age	06/01/1967 and 59 years
4	Educational Qualifications	Graduate
5	Income Tax PAN	ADOPN9036C
6	Experience	Smt. Naga Sudha Rani is a Deputy General Manager (EPM & Accounts) in TSIDC.
7	Other Directorships	Nil
8	Names of listed entities in which she also holds the directorship and the membership of Committees of the board	Nil
9	Nature of Appointment	Reappointment as a Nominee Director for a further period from 20 th January, 2026 to 31 st January, 2028
10	Directorships in other Companies (other than listed companies)	Nil
11	No. of shares held including shareholding as a beneficial owner in Sagar Cements Limited	Nil
12	Directorships in other Listed Companies	Nil
13	Listed entities from which the person has resigned in the past three years	Nil
14	Membership/Chairmanship of Committees of other Boards	Nil
15	Membership of Audit/ Stakeholders Relationship Committees of Public Limited Companies	Nil
16	Date of first appointment on the Board	20.01.2021
17	Terms and Conditions of reappointment	As detailed in the Notice.
18	Number of meetings of the Board attended during the financial year 2024-25	04
19	Remuneration last drawn	No remuneration was paid except the sitting fee
20	Remuneration proposed to be paid	No remuneration was paid except the sitting fee
21	Inter-se Relationship with Other Directors and KMP of the Company	Nil
22	Brief resume	Smt. Naga Sudha Rani is currently positioned as Deputy General Manager (EPM & Accounts), TSIDC, a demerged company of APIDC.
23	Nature of expertise in specific functional areas	Finance
24	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, 2018	We affirm that Smt. Naga Sudha Rani is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. Nomination and Remuneration Committee and the Board of directors of the Company has also verified that Smt. Naga Sudha Rani is not debarred from holding the office of director pursuant to any SEBI Order.



Item No.2 Information of Mr. Sammidi Siddarth

S.No.	Description	Particulars
1	Name of the Related Party	Sammidi Siddarth Reddy
2	Name of the Director or Key Managerial Personnel who is related, if any;	Dr.S.Anand Reddy
3	Nature of Relationship	Sammidi Siddarth Reddy is a son of Dr.S.Anand Reddy , Managing Director
4	Nature, material terms, monetary value and particulars of the Contract or arrangement	Sammidi Siddarth Reddy currently holding the office of Manager (Operations), and draws monthly remuneration which is less than the monthly remuneration mentioned in Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014. It is proposed to increase the remuneration of Sammidi Siddarth Reddy whereby total remuneration payable to him will be Rs.5,00,000 (Rupees Five Lakhs only) per month.
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	Nil

By Order of the Board of Directors
For **Sagar Cements Limited**

Sd/-
J. Raja Reddy
Company Secretary
Membership No.A31113

10th February, 2026
Hyderabad

Regd. Office:
Plot No.111, Road No.10,
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