



SAGAR CEMENTS LIMITED

SCL: SEC: NSE: 2018

17th December, 2018

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

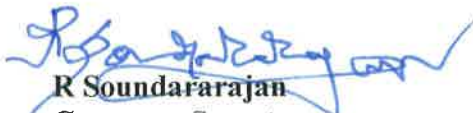
Dear Sir,

Symbol: SAGCEM
Series: EQ

We are forwarding herewith for your information and records a copy of Notice of our Extra-ordinary General Meeting scheduled to be held on 8th January, 2019.

Thanking you,

Yours faithfully
For Sagar Cements Limited


R Soundararajan
Company Secretary

Encl: as above





SAGAR CEMENTS LIMITED

CIN: L26942TG1981PLC002887

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

Notice of Extra-ordinary General Meeting

Notice is hereby given that an Extra-ordinary General Meeting of members of Sagar Cements Limited will be held at 11.30 a.m. on Tuesday, the 8th January, 2019 at Hotel Golkonda, Masab Tank, Hyderabad-500 028 to transact the following Special Business:

1. Increase in the Authorised Share Capital.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution.

Resolved that the Authorised Share Capital of the Company be and is hereby increased to Rs.23,50,00,000/- (Rupees Twenty Three Crores Fifty Lakhs only) divided into 2,35,00,000 (Two Crore Thirty Five Lakhs) Equity Shares of Rs.10/- each.

Resolved Further that for the purpose of giving effect to the above Resolution, the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred, to its Directors, Company Secretary or any other Executive(s) of the Company.

2. Amendment to the Memorandum of Association consequent to the proposed increase in the Authorised Share Capital.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution.

Resolved that pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and pursuant to the applicable provisions of the Articles of Association of the company, the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted, and in its place, the following Clause V be substituted:

V. The Authorised Share Capital of the Company is Rs.23,50,00,000/- (Rupees Twenty Three Crores Fifty Lakhs only) divided into 2,35,00,000 (Two Crore Thirty Five Lakhs) Equity Shares of Rs.10/- each.

Resolved Further that for the purpose of giving effect to the above Resolution, the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred, to its Directors, Company Secretary or any other Executive(s) of the Company.

3. Amendment to the Articles of Association consequent to the proposed increase in the Authorised Share Capital.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution.

Resolved Further that pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and pursuant to the applicable provisions of the Articles of Association of the company, the existing Article 3 of the Articles of Association of the Company be and is hereby deleted, and in its place, the following Article 3 be substituted:

3. The Authorised Share Capital of the Company is Rs.23,50,00,000/- (Rupees Twenty Three Crores Fifty Lakhs only) divided into 2,35,00,000 (Two Crore Thirty Five Lakhs) Equity Shares of Rs.10/- each to be increased, reduced or otherwise dealt with in accordance with the provisions of the Companies Act, 2013.

Resolved Further that for the purpose of giving effect to the above Resolution, the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred, to its Directors, Company Secretary or any other Executive(s) of the Company.

4. Issue of Convertible Warrants on a preferential basis.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the relevant rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential



issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST Regulations**") as amended and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any statutory/ regulatory authorities, Stock Exchange(s), SEBI, institutions or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such approval(s), consent(s), permission(s), approval(s), or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as '**the Board**') which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches up to 31,00,000 convertible warrants of not below Rs.725/- each on a preferential basis for cash to the entities as mentioned in the Explanatory Statement [warrant holders/proposed allottee(s)], entitling the Warrant Holders to apply for and get allotted one equity share of the face value of Rs.10/- each as fully paid-up against every Warrant held (hereinafter referred to as the "**Warrants**"), within a period of 18 (eighteen) months from the date of allotment of the Warrants, in such manner, including premium and at such a price not being less than the price as may be arrived at in accordance with SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be on the following terms & conditions:

- i. The 'Relevant Date' in relation to this preferential issue of Warrants as per the provision of Regulation 161 of SEBI ICDR Regulations, would be 7th December, 2018.
- ii. In accordance with the provisions of Regulation 169 of SEBI ICDR Regulations, 25% (Twenty Five Percent) of the consideration payable for the Warrants, shall be paid by the Warrant Holder(s) to the Company on the date of allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares pursuant to exercise of their option against such Warrant(s).
- iii. In accordance with the provisions of Regulation 162 of SEBI ICDR Regulations, the tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants.
- iv. The Warrant Holder(s) shall be entitled to exercise any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be converted along with the remittance of aggregate amount thereon required for the said conversion, without any further approval from the shareholders prior to or at the time of the said conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares to the Warrant Holder(s).
- v. In case the warrant holder does not exercise the option for equity shares against any of the warrants held by the warrant holder, the consideration paid in respect of such warrants shall be forfeited by the company.
- vi. In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant will be converted into and the price payable for such Equity Shares, shall be adjusted accordingly to an extent permitted by applicable laws in a manner that the Warrant Holder: (i) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; & (ii) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.
- vii. Upon exercise by the Holder of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder, evidence of the credit of the Equity Shares to the depository account of the Warrant Holder and entering the name of Warrant Holder in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares.
- viii. Subject to applicable laws, it is hereby expressly agreed that where pursuant to a scheme of arrangement, a Company issues shares or similar securities to the Company's shareholders, then Warrant Holder shall be entitled to receive in lieu of the Warrants held by Warrant Holder such number of shares, warrants or similar securities issued by such company, on the same terms and conditions and with the same rights as the Warrants, and at such effective price that Warrant Holder would have been entitled to receive immediately after the occurrence of such scheme of arrangement had the Warrants been exercised immediately prior to the occurrence of such scheme of arrangement.
- ix. The Warrants by itself until exercised and equity shares allotted, do not give to the Warrant Holder thereof any rights with respect to that of a shareholder of the Company.



- x. In accordance with the provisions of Regulation 167 of SEBI ICDR Regulations, the pre-preferential allotment shareholding of the Proposed Allottees shall be locked-in for a period mentioned therein.

RESOLVED FURTHER THAT the equity shares to be allotted on exercise of warrants in terms of this Resolution shall rank pari passu in all respects (including as to entitlement to voting powers and dividend) with the then existing fully paid-up equity shares of face value of Rs.10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board of Directors vide this Resolution may be exercised by the Board or a Committee of the Board (with power to delegate to any Officer of the Company), as the Board or the Committee, for the purpose of giving effect to this Resolution, may in its absolute discretion deem necessary, desirable or expedient, including the Listing Application to the Stock Exchange(s), filing of requisite forms with Registrar of Companies and to resolve and settle any questions and difficulties that may arise in the proposed offer, issue and allotment of aforesaid securities, utilization of issue proceeds, signing of all deeds and documents as may be required and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

5. Appointment of Dr.S.Anand Reddy as Managing Director of the company.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution.

Resolved that in accordance with Section 196, 197 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder as amended or re-enacted from time to time, read with its Schedule V and subject to approvals, if any, required from the Central Government, Financial Institutions and other authorities concerned, approval be and is hereby accorded to the appointment of Dr.S.Anand Reddy (DIN: 00123870) as Managing Director of the Company, for a period of three years with effect from 31st October, 2018 on the following terms:

Tenure	3 years with effect from 31 st October 2018
Salary	Rs.10,00,000/- p.m.
Perquisites	In addition to salary, the Managing Director will be eligible for perks and allowances subject to a maximum of 75% of salary and these perquisites/allowances may include the following: Provision for Rent Free Accommodation or House Rent Allowance, House Maintenance and Utility Allowance. Reimbursement of hospitalization and other medical expenses for self and family, personal accident insurance, car facility, telecommunication facility and club membership fee etc. Valuation of the above perquisites and allowances will be as per the Income Tax Act 1961 and the rules made thereunder and in the absence of any such rules, these perquisites and allowances will be valued at cost.
Other benefits	The Managing Director will be eligible for contribution to P.F., Superannuation Fund or Annuity to the extent these are not taxable, gratuity at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of his tenure as per the rules of the company.
Commission	Such amount of commission as may be fixed by the Board of Directors or a Committee thereof, not exceeding 2% on the Net Profit of the Company as calculated under the applicable sections of the Companies Act, 2013, for each financial year.
Other Terms	
Nature of Duties	The MD shall devote his time and attention to the business of the company and perform such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the company and the business of its subsidiary company, including performing duties as assigned to him from time to time by serving on the Board of the subsidiary company or any other executive body or any committee of such company/companies.
Termination of appointment.	The appointment may be terminated by either party by giving to the other party six months notice of such termination.

Resolved Further that consent be and is hereby accorded under Regulation 17 (6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of the above remuneration.



Resolved Further that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

6. Appointment of Shri S.Sreekanth Reddy as Joint Managing Director of the company.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution.

Resolved that in accordance with Section 196, 197 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder as amended or re-enacted from time to time, read with its Schedule V and subject to approvals, if any, required from the Central Government, Financial Institutions and other authorities concerned, approval be and is hereby accorded to the appointment of Shri S.Sreekanth Reddy (DIN: 00123889) as Joint Managing Director of the Company, for a period of three years with effect from 31st October, 2018 on the following terms:

Tenure	3 years with effect from 31 st October 2018
Salary	Rs.9,00,000/- p.m.
Perquisites	In addition to salary, the JMD will be eligible for perks and allowances subject to a maximum of 75% of salary and these perquisites/allowances may include the following: Provision for Rent Free Accommodation or House Rent Allowance, House Maintenance and Utility Allowance. Reimbursement of hospitalization and other medical expenses for self and family, personal accident insurance, car facility, telecommunication facility and club membership fee etc. Valuation of the above perquisites and allowances will be as per the Income Tax Act 1961 and the rules made thereunder and in the absence of any such rules, these perquisites and allowances will be valued at cost.
Other benefits	The Joint Managing Director will be eligible for contribution to P.F., Superannuation Fund or Annuity to the extent these are not taxable, gratuity at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of his tenure as per the rules of the company.
Commission	Such amount of commission as may be fixed by the Board of Directors or a Committee thereof, not exceeding 2% on the Net Profit of the Company as calculated under the applicable sections of the Companies Act, 2013, for each financial year.
Other Terms	
Nature of Duties	The Joint Managing Director shall devote his whole time and attention to the business of the company and perform such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the company and the business of its subsidiary company, including performing duties as assigned to him from time to time by serving on the Board of the subsidiary company or any other executive body or any committee of such company/companies.
Termination of appointment	The appointment may be terminated by either party by giving to the other party six months notice of such termination.

Resolved Further that consent be and is hereby accorded under Regulation 17 (6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of the above remuneration.

Resolved Further that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

7. Approval under Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for continuation of office by Shri O.Swaminatha Reddy, Independent Director.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution.

Resolved that Shri O.Swaminatha Reddy (DIN: 00006391), aged 87 years, who was appointed as an independent director by the shareholders at their Annual General Meeting held on 24th September, 2014 to hold the office of Independent Director for five consecutive years and whose continuance in the said office beyond 1st April 2019 would now require the approval of the shareholders through a Special Resolution under Regulation 17 (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as since amended in view of he being more than 75 years of age, be and is hereby accorded the requisite approval under the said Regulation to continue to hold the said office upto the end of his current tenure i.e., 23rd September 2019.



Resolved Further that the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.

8. Approval under Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for continuation of office by Shri K.Thanu Pillai, Independent Director.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution.

Resolved that Shri K.Thanu Pillai (DIN: 00123920), aged 83 years, who was appointed as an independent director by the shareholders at their Annual General Meeting held on 24th September, 2014 to hold the office of Independent Director for five consecutive years and whose continuance in the said office beyond 1st April 2019 would now require the approval of the shareholders through a Special Resolution under Regulation 17 (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as since amended in view of he being more than 75 years of age, be and is hereby accorded the requisite approval under the said Regulation to continue to hold the said office upto the end of his current tenure i.e., 23rd September 2019.

Resolved Further that the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.

9. Approval under Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for continuation of office by Shri V.H.Ramakrishnan, Independent Director.

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution.

Resolved that Shri V.H.Ramakrishnan (DIN: 00143948), aged 77 years, who was appointed as an independent director by the shareholders at their Annual General Meeting held on 23rd September, 2015 to hold the office of Independent Director for five consecutive years with effect from 30th March, 2015 and whose continuance in the said office beyond 1st April 2019 would now require the approval of the shareholders through a Special Resolution under Regulation 17 (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as since amended in view of he being more than 75 years of age, be and is hereby accorded the requisite approval under the said Regulation to continue to hold the said office upto the end of his current tenure i.e., 29th March 2020.

Resolved Further that the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.

By Order of the Board of Directors
For Sagar Cements Limited

Place: Hyderabad

Date : 05.12.2018

R.Soundararajan
Company Secretary
FCS No.4182

NOTES:

1. The Explanatory Statement setting out material facts concerning the business under Items No.1 to 9 in the Notice is given in the Annexure-1, which forms part of this Notice.
2. A Member entitled to attend and vote at the Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the said proxy need not be a member of the company. The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the company, duly completed and signed, not less than forty eight hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or member.
4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR Code and IFSC Code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers etc to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's



records. Similarly, Members holding their shares in physical form are requested to inform the above changes to the Company or its Registrar and Share Transfer Agents (RTA), M/s.Karvy Fintech Private Limited [Karvy (Formerly Karvy Computershare Private Limited)].

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 the 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 Karvy.

6. To promote green initiative, members are requested to register their e-mail address through their Depository Participants for sending future communications to them by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
7. Electronic copy of the EGM Notice is being sent to all the members whose e-mail IDs are registered with the Company's RTA/Depository Participants, unless such members have requested for a hard copy of the same. For members, who have not yet registered their e-mail address, physical copies of the Annual Report are being sent through the permitted mode.
8. Members may note that the Notice of the EGM is also available on the Company's website www.sagarcements.in for their download.
9. Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with its relevant Rules and the Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means (Remote e-voting) for all the Resolutions proposed to be passed at the EGM. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 7th December, 2018 are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on 4th January, 2019 and will end at 5.00 p.m. on 7th January, 2019. The Company has appointed M/s.B S S & Associates, Company Secretaries (Unique Code of Partnership Firm: P2012AP02600), as the 'Scrutinizer', to scrutinize the e-voting process and voting through ballot in a fair and transparent manner. The Members desiring to vote through remote e-voting may refer to the detailed procedure given hereinafter.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
 - (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.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) xxxx 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 Karvy for e-voting, you can use your existing User ID and password for casting your 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, 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 have forgotten 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 "EVENT" i.e., 'Name of the Company'.
 - 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. 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.
 - 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 (s), 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(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI 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 email bssass99@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at EGM: The Members, who have not cast their vote through Remote e-voting or by sending their assent/dissent through post can exercise their voting rights at the EGM. The Company will make necessary arrangements in this regard at the EGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting or through post are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or by sending their assent/dissent through post or by voting at the EGM. If a Member casts votes by both electronic mode and through post, then the voting done through Remote e-voting shall prevail over the vote cast through post.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr.G.Ramesh Desai (Unit: Sagar Cements Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or Phone No. 040 – 6716 1500 or call Karvy's toll free No. 1800-3454-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 4th January, 2019 at 9.00 A.M. (IST) and ends at 5.00 p.m. (IST) on 7th January, 2019. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th December, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 7th December, 2018.
- e. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting i.e., 7th December, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID, Client ID to 9212993399.



Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID, Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID, Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- v. The results will be declared on or after the EGM. The results along with the Scrutinizer's Report, will also be placed on the website of the Company.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ATTENDANCE REGISTRATION

1. Web Check-in / Attendance Registration: Members are requested to tender their attendance slips at the registration counters at the venue of the EGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the EGM, the Company has provided a Web-Check in facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

Procedure of Web Check-in is as under:

- a. Log on to <https://karisma.karvy.com> and click on "Web Checkin for General Meetings (AGM/EGM/CCM)".
 - b. Select the name of the company: Name of the Company
 - c. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & "CAPTCHA" as directed by the system and click on the submission button.
 - d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
 - e. The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for the printing.
 - f. A separate counter will be available for the online registered Members at the EGM Venue for faster and hassle free entry and to avoid standing in the queue.
 - g. After registration, a copy will be returned to the Member.
 - h. The Web Check-in (Online Registration facility) is available for EGM during e-voting Period only i.e., from 9.00 a.m. (IST) on 4th January, 2019 to 5.00 p.m. (IST) on 7th January, 2019.
 - i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.
10. The company has appointed M/s.B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600), as the 'Scrutinizer' to scrutinize the voting and remote e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
 11. The Scrutinizer shall, immediately after the conclusion of voting at the EGM and count the votes cast at the EGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make within 48 hours of the conclusion of the EGM, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman or a person authorized by him in writing, who shall countersign the same. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.sagarcements.in immediately. The Company shall simultaneously forward the results to The National Stock Exchange of India Limited and BSE Limited.]
 12. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to einward.ris@karvy.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, M/s.B S S & Associates, Company Secretaries, Office: Parameswara Apartments, # 6-3-626, 5th Floor, 5 – A, Anand Nagar, Khairatabad, Hyderabad-500004 not later than 7th January, 2019 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.



13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (9.30 a.m. to 6.00 p.m.) on all working days except Saturdays and Sundays, up to the date of the Extra-ordinary General Meeting of the Company.
14. Section 72 of the Companies Act, 2013 provides for Nomination by the shareholders of the Company and the shareholders are requested to avail this facility.
15. For the immediate reference, route map for reaching the venue of the EGM is attached.

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

Place: Hyderabad
Date : 05.12.2018

R.Soundararajan
Company Secretary
FCS No.4182

Registered Office:

Plot No.111, Road No.10, Jubilee Hills
Hyderabad – 500 033, Telangana.

Annexure to the Notice of the Extra-ordinary General Meeting

Explanatory Statement pursuant to 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 under Item Nos.1 to 9 of the accompanying Notice dated 5th December, 2018.

On Item No.1, 2 and 3

Your company has since identified a few investment opportunities for expanding its markets through setting-up of green field manufacturing/grinding facilities to increase its cement capacity for the purpose. This may necessitate issue of further equity and to facilitate the same, it is proposed to increase the authorised share capital of the company from the present level of Rs.22.00 crores to Rs.23.50 crores in the manner stated in Resolution 1.

Since this would also involve the alteration in the appropriate Clause/Article in the Memorandum and Articles of Association of the company, which would require the approval of the shareholders through special resolution under the relevant provisions of the Companies Act, 2013, proposals for increasing in the authorised capital and making consequent amendment to the Memorandum of Association and Articles of Association are submitted in Item 2 and 3 of the Notice of the meeting.

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

Your directors recommend the approval of these resolutions.

On Item No.4

The company proposes to set-up a 1 million ton capacity integrated cement manufacturing plant with waste heat recovery power plant at Madhya Pradesh and a 1.5 million ton capacity grinding unit at Odisha to facilitate the expansion of the company's market in the central and eastern parts of the country through appropriate modes available to it. The aggregate cost of implementing these two projects has been estimated to be around Rs.734.10 crores.

Your Board proposes to issue and allot 31,00,000 convertible warrants of not below Rs.725/- each on preferential basis in accordance with Chapter V of SEBI (ICDR) Regulations to part fund the setting-up of the above projects and for other general corporate purposes.

As per Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (the "Act") and other applicable provisions, if any, of the enactment thereof and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 "**SEBI (ICDR) Regulations**", approval of the shareholders by way of a special resolution is required for the issue and allotment of convertible warrants on preferential basis.

The relevant disclosures as required in terms of the Act and "**SEBI (ICDR) Regulations**" are as under:

- a) The Object(s) of the issue through preferential offer:
The object of issuing convertible warrants is to meet the part of the cost of implementing 1 million ton capacity integrated cement manufacturing plant with waste heat recovery power plant at Madhya Pradesh and a 1.5 million ton capacity grinding unit at Odisha and for other general corporate purposes.
- b) The total number of shares or other securities to be issued;
The Company proposes to issue 31,00,000 (Thirty One Lakhs only) convertible warrants, each convertible into one equity share
- c) The class or classes of persons to whom the allotment is proposed to be made;



The preferential issue is being made to the entities belonging to the promoter group as well as non-promoter group, as mentioned in (g) below.

- d) The proposal of the Promoters / Directors / Key Management Persons of the Issuer to subscribe to the offer:
The preferential issue is being made to the entities belonging to the promoter group as well as non-promoter group, as mentioned in (g) below.
- e) Shareholding pattern before and after the issue:

Category	Pre-issue holdings		Post-Issue holdings *	
	Shares	%	Shares	%
Promoter Group	10210248	50.05	11760248	50.04
Bodies Corporate	4809773	23.58	6359773	27.06
Public - Individuals	1490971	7.31	1490971	6.34
Mutual Funds	2524642	12.38	2524642	10.74
Foreign Portfolio Investors	735075	3.60	735075	3.13
Non-Resident Indians	107647	0.53	107647	0.46
Hindu Undivided Families	25448	0.12	25448	0.11
Banks	686	0.00	686	0.00
Clearing Members	3083	0.02	3083	0.01
Indian Financial Institutions	5021	0.02	5021	0.02
Non-Banking Finance Companies	225	0.00	225	0.00
Insurance Companies	320741	1.57	320741	1.36
Trusts	4500	0.02	4500	0.02
IEPF	161940	0.79	161940	0.69
Total	20400000	100.00	23500000	100.00

* on the assumption that the entire convertible warrants proposed to be issued will be converted into equity shares in due course.

- f) The time within which the allotment shall be completed:
Allotment of warrants will be completed within 15 days of the passing of the Special Resolution proposed in the Notice of the meeting in the manner as required under Regulation 170 of SEBI (ICDR) Regulations. Allotment of equity shares against these warrants will be completed on the warrant holders exercising their option to convert their warrants in to shares but not later than 18 months from the allotment of warrants as indicated in the resolution.
- g) The Identity of the natural persons who are the ultimate beneficial owners of the warrants/shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of their pre and post Preferential Issue, is given below:

Sr. No	Name of the proposed allottee	Category	Pre-issue shareholding		Proposed Allotment	Post Issue Shareholding *	
			No. of Shares	%		No. of Shares	%
1	RV Consulting Services Pvt. Ltd.	Member of the Promoter Group	597	0.00	1550000	1550597	6.60
2	AVH Resources India Pvt. Ltd.	Non-Promoter Group	3583704	17.57	1550000	5133704	21.85

* on the assumption that the entire convertible warrants proposed to be issued will be converted into equity shares in due course.

RV Consulting Services Private Limited is an entity belonging to the promoter group, in which the following are the shareholders:

S.No.	Name of the shareholder	No. of shares	% of holding
1	S.Aruna	5000	0.04
2	S.Rachana	10674000	90.21
3	Sagar Priya Housing and Industrial Enterprises Limited	1153846	9.75
	Total	11832846	100.00



Sagar Priya Housing and Industrial Enterprises Limited is also an entity belonging to promoter group, in which the following are the shareholders:

S.No.	Name	No.of shares	% of holding
1	S.Veera Reddy	153902	30.78
2	S.Vanajatha	124137	24.83
3	Dr.S.Anand Reddy	66000	13.20
4	S.Aruna	34500	6.90
5	S.Sreekanth Reddy	66000	13.20
6	S.Rachana	34500	6.90
7	W.Malathi	20500	4.10
8	N.Madhavi	461	0.09
	Total	500000	100.00

AVH Resources India Private Limited is a wholly-owned subsidiary of Ackermans & Van Haaren NV, which has been listed on Euronext Bruxelles Stock Exchange, Brussels, Belgium.

There will be no change in the control or management of the Company or composition of the Board of the Company consequent to the proposed Preferential Issue.

h) Pricing of the issue:

The convertible warrants are proposed to be issued/allotted at a price of not below Rs.725/- per warrant.

i) Relevant Date:

The relevant date as per the "SEBI (ICDR) Regulations" for the determination of the price for conversion of warrants pursuant to the preferential allotment is December 7, 2018 ("Relevant Date"), being the date calculated in accordance with Regulation 161 of the SEBI (ICDR) Regulations read with the explanation thereto.

j) Lock-in Period:

The resultant Equity Shares to be allotted pursuant to the conversion of warrants shall be subject to lock-in as per "SEBI (ICDR) Regulations". The entire pre-preferential allotment shareholding of the above allottees shall also be locked-in as per the Regulation 167 of the "SEBI (ICDR) Regulations".

k) Auditors' Certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the proposed issue of convertible warrants is being made in accordance with the required "SEBI (ICDR) Regulations", will be placed before the shareholders of the Company at the Extra-ordinary General Meeting.

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

l) Undertakings

In terms of "SEBI (ICDR) Regulations", the company hereby undertakes that:

- It shall re-compute the price of the specified securities in terms of the provision of the said regulations where it is required to do so.
- If the amount payable on account of any recomputation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

The Company has not made any preferential allotments during the year.

n) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer – Not Applicable as allotment will be made only against cash.

M/s.RV Consulting Services Private Limited (RVCSPL), one of the proposed allottees, is an entity belonging to the promoter group in which, Mrs.S.Rachana, a director in SCL is a director. In view of this, Mrs.S.Rachana along with other directors viz., Shri S.Sreekanth Reddy and Dr.S.Anand Reddy, who are related to Mrs.S.Rachana, may be deemed to be interested in the resolution. Mrs.S.Rachana is holding 10674000 equity shares amounting to 90.21% in RVCSPL.

Shri John-Eric Bertrand, one of the directors of SCL and Shri Van Nieuwenborgh Jens, alternate director to Shri John-Eric Bertrand, may be deemed to be interested in the resolution as both of them are also directors in AVH Resources



India Private Limited, one of the proposed allottees in the proposed preferential issue. However, these two directors do not hold any shares in AVH Resources India Private Limited.

The Board of Directors commends the resolution as set out at Item No. 4 for approval of the shareholders as a Special Resolution.

Excepting to the extent mentioned above, none of the other directors or Key Managerial Personnel (KMP) or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution.

On Item No.5

The tenure of Dr.S.Anand Reddy as Joint Managing Director was to come to an end on 20th November, 2018. With the sudden and sad demise of the former Managing Director Shri S.Veera Reddy on 28th September, 2018 and pursuant to the subsequent recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, Dr.S.Anand Reddy, was appointed by the Board on 29th October, 2018 as Managing Director to hold the said office for a period of 3 years w.e.f. 31st October 2018, on a remuneration and other terms as detailed in the resolution. This appointment needs further approval of the shareholders. Under Regulation 17 (6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if the aggregate of the remuneration payable to all the Executive Directors belonging to the promoter group, exceeds 5% of the net profits, the payment of the same requires approval of the shareholders by way of special resolution. As the remuneration proposed for all the Executive Directors belonging to the promoter group is likely to exceed the said limit, approval of the shareholders being sought for payment of the same. Dr.S.Anand Reddy has been associated with the company for nearly 25 years as its whole-time director. His business acumen and qualities of leadership have contributed in an immense measure to the growth and stability of the company.

The statement containing information required to be furnished under Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I	General Information					
	(1)	Nature of Industry	Cement			
	(2)	Date of commencement of commercial production	26.01.1985			
	(3)	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
	(4)	Financial performance based on given indicators	Description	Rs. in Lakhs		
				2017-18	2016-17	
				Income	79461	64312
				Profit before Interest, Depreciation & Tax	13912	8249
			Profit after Tax	4939	1249	
	(5)	Export performance and net foreign exchange earnings	Nil			
	(6)	Foreign investments or collaborators, if any	Foreign Investments held in the company as on 30.09.2018 are as under:			
			Particulars	No.of Equity Shares of Rs.10/- each		
			Foreign Portfolio Investors	735075		
NRIs			106829			
Total (4.13% of the paid-up capital)			841904			
		There are no foreign collaborators.				
II	Information about the appointee					
	(1)	Background details	Dr.S.Anand Reddy, aged 54, is an M.B.B.S. Doctor. He is one of the members of the promoter group. He has been a member of the Board since 23.11.1991. He was appointed as a whole-time director with the designation Director (Marketing & Projects) w.e.f. 21 st November 1992. Later, in the year 2008, he			



		was appointed as Joint Managing Director. He was appointed by the Board as Managing Director on 29 th October, 2018 which is subject to approval of the shareholders.								
(2)	Past remuneration	Dr.S.Anand Reddy was entitled to the following remuneration in his previous tenure as JMD: <table><tr><td>Salary</td><td>Rs.6,00,000/- p.m.</td></tr><tr><td>Perquisites</td><td> In addition to salary, he was eligible for perquisites and allowances subject to a maximum of 75% of salary and the said perquisites may include: Provision for Rent Free Accommodation or House Rent Allowance, House Maintenance and Utility Allowance. Reimbursement of hospitalization and other medical expenses for self and family, personal accident insurance, car facility, telecommunication facility and club membership fee etc. Valuation of the above perquisites and allowances is as per the Income Tax Act, 1961 and rules made thereunder and in the absence of any such rules, these perquisites and allowances would be valued at cost. </td></tr><tr><td>Other benefits</td><td> The JMD was eligible for contribution to P.F., Superannuation Fund or Annuity to the extent these are not taxable, gratuity at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of his tenure as per the rules of the company. </td></tr><tr><td>Commission</td><td> Such amount of commission as might be fixed by the Board of Directors or a Committee thereof with reference to the Net Profit of the Company for each Financial Year as calculated in the manner prescribed for the purpose under the Companies Act, 2013 read with its applicable rules for the time being in force. </td></tr></table>	Salary	Rs.6,00,000/- p.m.	Perquisites	In addition to salary, he was eligible for perquisites and allowances subject to a maximum of 75% of salary and the said perquisites may include: Provision for Rent Free Accommodation or House Rent Allowance, House Maintenance and Utility Allowance. Reimbursement of hospitalization and other medical expenses for self and family, personal accident insurance, car facility, telecommunication facility and club membership fee etc. Valuation of the above perquisites and allowances is as per the Income Tax Act, 1961 and rules made thereunder and in the absence of any such rules, these perquisites and allowances would be valued at cost.	Other benefits	The JMD was eligible for contribution to P.F., Superannuation Fund or Annuity to the extent these are not taxable, gratuity at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of his tenure as per the rules of the company.	Commission	Such amount of commission as might be fixed by the Board of Directors or a Committee thereof with reference to the Net Profit of the Company for each Financial Year as calculated in the manner prescribed for the purpose under the Companies Act, 2013 read with its applicable rules for the time being in force.
Salary	Rs.6,00,000/- p.m.									
Perquisites	In addition to salary, he was eligible for perquisites and allowances subject to a maximum of 75% of salary and the said perquisites may include: Provision for Rent Free Accommodation or House Rent Allowance, House Maintenance and Utility Allowance. Reimbursement of hospitalization and other medical expenses for self and family, personal accident insurance, car facility, telecommunication facility and club membership fee etc. Valuation of the above perquisites and allowances is as per the Income Tax Act, 1961 and rules made thereunder and in the absence of any such rules, these perquisites and allowances would be valued at cost.									
Other benefits	The JMD was eligible for contribution to P.F., Superannuation Fund or Annuity to the extent these are not taxable, gratuity at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of his tenure as per the rules of the company.									
Commission	Such amount of commission as might be fixed by the Board of Directors or a Committee thereof with reference to the Net Profit of the Company for each Financial Year as calculated in the manner prescribed for the purpose under the Companies Act, 2013 read with its applicable rules for the time being in force.									
(3)	Recognition or awards	-								
(4)	Job profile and suitability	The MD devotes his whole time and attention to the business of the company and carries out such duties as may be entrusted to him by the Board from time to time and exercises such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the company. Currently, he is looking after the overall day to day affairs of the company along with the other whole-time director of the company. He is also on the Board of the company's wholly-owned subsidiary, Sagar Cements (R) Limited as MD, from where he draws no remuneration. <u>Suitability:</u> Dr.S.Anand Reddy, was instrumental in carrying out the expansion of the company's plants at its various stages. The company needs an experienced person to co-ordinate the operations of the plant and implement its further expansions. Commercial acumen and the overall experience already gained by Dr.S.Anand Reddy in running the Company's plant and its marketing operations as JMD makes him highly suitable for the proposed appointment.								
(5)	Remuneration proposed	As detailed in the resolution								
(6)	Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration being proposed to be paid to Dr.S.Anand Reddy is more or less in line with the remuneration prevailing in the companies of similar size in the cement industry.								



	(7)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Dr.S.Anand Reddy is related to Shri S.Sreekanth Reddy, Joint Managing Director and Mrs.S.Rachana, Non Executive Director of the Company. He is holding 13,06,524 (6.40%) equity shares in the company in his individual capacity.	
III	Other Information			
	(1)	Reasons for loss or inadequate profits	The company did not incur any loss in the year 2017-18 and barring unforeseen circumstances, there is no likelihood of the company incurring any loss during his proposed tenure as the Managing Director. The infrastructure and construction industries, which are the main drivers for cement industry are expected to get further boost in the coming years with the Governments' continuous thrust to these sectors. These will hopefully further increase the demand for cement which will put the performance of the company on a stronger position particularly in the context of its aggressive growth plans.	
	(2)	Steps taken or proposed to be taken for improvement		
	(3)	Expected increase in productivity and profits in measurable terms		
IV	Additional information as required under Secretarial Standard-2 notified under Section 118 (10) of the Companies Act, 2013			
	(1)	Age	54 years	
	(2)	Qualification	M.B.B.S.	
	(3)	Experience	25 years	
	(4)	Date of first appointment on the Board	23.11.1991	
	(5)	Shareholding in the company	13,06,524 (6.40%)	
	(6)	Relationship with other Directors	Related to Shri S.Sreekanth Reddy and Mrs.S.Rachana	
	(7)	Number of meetings of the Board attended during the year 2018-19	All the 4 meetings held during the year 2018-19 were attended by Dr.S.Anand Reddy	
	(8)	Other Directorships	Name of the Company	Nature of Directorship
			Sagar Cements (R) Limited (Wholly-owned subsidiary)	Managing Director
			Sagar Power Limited	Non-Executive Director
			Sagar Priya Housing and Industrial Enterprises Ltd.,	Non-Executive Director
			M/s.Panchavati Polyfibres Ltd.	Non-Executive Director
			Super Hydro Electric Private Limited	Non-Executive Director
			SPL Renewable Energy Private Limited	Non-Executive Director
	(9)	Membership/Chairmanship of Committees of other Boards	Name of the Company	Nature of Committee
			Sagar Power Limited	Audit Committee
				Nature of Membership
				Member

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

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

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

On Item No.6

With the appointment of Dr.S.Anand Reddy, former Joint Managing Director as Managing Director of the company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee,



Shri S.S.Sreekanth Reddy, who was holding the post of Executive Director, was appointed by the Board on 29th October, 2018 as Joint Managing Director to hold the said office for a period of 3 years w.e.f. 31st October 2018, on a remuneration and other terms as detailed in the resolution, restricting his earlier tenure as Executive Director to 30th October 2018. This appointment needs further approval of the shareholders. Under Regulation 17 (6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if the aggregate of the remuneration payable to all the Executive Directors belonging to the promoter group, exceeds 5% of the net profits, the payment of the same requires approval of the shareholders by way of special resolution. As the remuneration proposed for all the Executive Directors belonging to the promoter group is likely to exceed the said limit, approval of the shareholders being sought for payment of the same. Shri S.Sreekanth Reddy has been associated with the company for nearly 15 years as its whole-time director. The company has immensely benefited from his business acumen, technical knowledge and leadership qualities.

The statement containing information required to be furnished under Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I	General Information					
	(1)	Nature of Industry	Cement			
	(2)	Date of commencement of commercial production	26.01.1985			
	(3)	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
	(4)	Financial performance based on given indicators	Description		Rs. in Lakhs	
					2017-18	2016-17
			Income		79461	64312
			Profit before Interest, Depreciation & Tax		13912	8249
	Profit after Tax		4939	1249		
	(5)	Export performance and net foreign exchange earnings	Nil			
(6)	Foreign investments or collaborators, if any	Foreign Investments held in the company as on 30.09.2018 are as under:				
		Particulars		No.of Equity Shares of Rs.10/- each		
		Foreign Portfolio Investors		735075		
		NRIs		106829		
		Total (4.13% of the paid-up capital)		841904		
		There are no foreign collaborators.				
II Information about the appointee						
(1)	Background details	Shri S.Sreekanth Reddy, aged 47, is a graduate in Industrial Engineering and holding a post graduate diploma in cement technology. He is one of the members of the promoter group. He joined the Board on 26.06.2003, as technical director. Later, in the year 2008, he was appointed as Executive Director. He was appointed by the Board as Joint Managing Director on 29 th October, 2018, which is subject to approval of the shareholders.				
		Shri S.Sreekanth Reddy was entitled to the following remuneration in his previous tenure as Executive Director				
		Salary	Rs.5,00,000/- p.m.			
(2)	Past remuneration	Perquisites	In addition to salary, he was eligible for perquisites and allowances subject to a maximum of 75% of salary and the said perquisites may include:			



			Provision for Rent Free Accommodation or House Rent Allowance, House Maintenance and Utility Allowance. Reimbursement of hospitalization and other medical expenses for self and family, personal accident insurance, car facility, telecommunication facility and club membership fee etc. Valuation of the above perquisites and allowances was as per the Income Tax Act, 1961 and rules made thereunder and in the absence of any such rules, these perquisites and allowances would be valued at cost.
		Other benefits	The ED was eligible for contribution to P.F., Superannuation Fund or Annuity to the extent these are not taxable, gratuity at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of his tenure as per the rules of the company.
		Commission	Such amount of commission as might be fixed by the Board of Directors or a Committee thereof with reference to the Net Profit of the Company for each Financial Year as calculated in the manner prescribed for the purpose under the Companies Act, 2013 read with its applicable rules for the time being in force.
(3)	Recognition or awards	-	
(4)	Job profile and suitability	The JMD devotes his whole time and attention to the business of the company and carries out such duties as may be entrusted to him by the MD and or by the Board from time to time and exercises such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the company. Currently, he is looking after the overall day to day affairs of the company along with the other Managing director of the company. He is also on the Board of the company's wholly-owned subsidiary, Sagar Cements (R) Limited as a Non-Executive Director, from where he draws no remuneration. Suitability: Shri S.Sreekanth Reddy, was instrumental in carrying out the expansion of the company's plants at its various stages. The company needs an experienced cement technologist to co-ordinate the operations of the plants and foresee their future expansion. Commercial acumen and the experience already gained by Shri S.Sreekanth Reddy in this area as ED makes him suitable for the proposed appointment.	
(5)	Remuneration proposed	As detailed in the resolution	
(6)	Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration being proposed to be paid to Shri S.Sreekanth Reddy is more or less in line with the remuneration prevailing in the companies of similar size in the cement industry.	
(7)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Shri S.Sreekanth Reddy is related to Dr.S.Anand Reddy, Managing Director and Mrs.S.Rachana, Non Executive Director of the Company. He is holding 12,38,753 (6.07%) equity shares in the company in his individual capacity.	



III	Other Information		
(1)	Reasons for loss or inadequate profits	The company did not incur any loss in the year 2017-18 and barring unforeseen circumstances, there is no likelihood of the company incurring any loss during his proposed tenure as the Managing Director. The infrastructure and construction industries, which are the main drivers for cement industry are expected to get further boost in the coming years with the Governments' continuous thrust to these sectors. These will hopefully further increase the demand for cement which will put the performance of the company on a stronger position particularly in the context of its aggressive growth plans.	
(2)	Steps taken or proposed be taken for improvement		
(3)	Expected increase in productivity and profits in measurable terms		
IV	Additional information as required under Secretarial Standard-2 notified under Section 118 (10) of the Companies Act, 2013		
(1)	Age	47 years	
(2)	Qualification	B.E. (Industrial & Production Engg.), P.G.Diploma in Cement Technology	
(3)	Experience	22 years	
(4)	Date of first appointment on the Board	26.06.2003	
(5)	Shareholding in the company	12,38,753 (6.07%)	
(6)	Relationship with other Directors	Related to Dr.S.Anand Reddy and Mrs.S.Rachana	
(7)	Number of meetings of the Board attended during the year 2018-19	All the 4 meetings held during the year 2018-19 were attended by Shri S.Sreekanth Reddy	
(8)	Other Directorships	Name of the Company	Nature of Directorship
		Sagarsoft (India) Limited	Non-Executive Director - Chairman
		Sagar Cements (R) Limited (Wholly-owned subsidiary)	Non-Executive Director
		Sagar Power Limited	Non-Executive Director
		Sagar Priya Housing and Industrial Enterprises Ltd.,	Non-Executive Director
		M/s.Sree Venktaeswara Winery and Distillery Pvt.Ltd.,	Non-Executive Director
		Super Hydro Electric Private Limited	Non-Executive Director
		SPL Renewable Energy Private Limited	Non-Executive Director
(9)	Membership/Chairmanship of Committees of other Boards	Name of the Company	Nature of Committee
		NIL	
		Nature of Membership	

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

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

Your Board is of the firm view that it would be in the interest of the company that Shri S.Sreekanth Reddy be appointed as Joint Managing Director and accordingly it commends the resolution for approval of the shareholders.

On Item No.7, 8 and 9

As per Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as "Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75



years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

In view of the above Regulation, continuation of Shri O.Swaminatha Reddy, aged 87 years (Date of Birth: 25.12.1930) and Shri K.Thanu Pillai, aged 83 years (Date of Birth: 14.05.1935), who were appointed as Independent Directors of the company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and the Rules made thereunder, for five consecutive years with effect from 24.9.2014, as Non-Executive (Independent) Directors beyond April 1, 2019 shall require approval of shareholders by way of Special Resolution.

Shri V.H.Ramakrishnan, aged 77 years (Date of Birth: 13.04.1941) was appointed as an Independent Director of the company under 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and the Rules made thereunder, for a period of five years with effect from 30.03.2015. Under the Regulation mentioned above, continuation by Shri V.H.Ramakrishnan, as a Non-Executive (Independent) Director beyond April 1, 2019 shall require approval of shareholders by way of Special Resolution.

A brief profile of the above directors along with justification for their continuation as an Independent Director/non-executive director on the Board of the Company with effect from April 01, 2019 are given below:

S. No.	Particulars	Shri O.Swaminatha Reddy	Shri K.Thanu Pillai	Shri V.H.Ramakrishnan
1	DIN	00006391	00123920	00143948
2	Date of Birth and Age	25.12.1930 (87 years)	14.05.1935 (83 years)	13.04.1941 (77 years)
3	Date of first appointment on the Board	05.09.1983	27.02.1997	30.03.2015
4	Qualification	B.Com (Hons), ACA	B.Com., MBA, CAIIB	B.Sc., ACA, ACMA
5	Experience and expertise in specific functional areas	More than 50 years of experience as Financial and Management consultant, known for his acumen in corporate finance.	Shri K.Thanu Pillai joined State Bank of Travancore, (an associate of State Bank of India) in the year 1958. Ascent in the Bank had been one of a long series of timely promotions backed by varied assignments, rich operational experience and appreciable performance. The inputs, through training, from prestigious institutes like Bankers Training College of RBI at Mumbai, NIBM at Pune and State Bank Staff College, Hyderabad, Administrative Staff College at Hyderabad etc., are another contributory factor for the growth. Elevation to the post of Chief General Manager, in November, 1997 brought its wake a further boon in the form of deputation to other associate banks of State Bank of India. During February, 1992 elevated as Managing Director of State Bank of Hyderabad, the largest among the associates of State Bank of India with a	He has an extensive experience for more than 35 years in both Domestic and International Banking during his career with Bank of India. Retired as General Manager (International) in April, 2001. Headed various Departments such as International Operations, Comptrollers Department, Treasury, Subsidiaries, during his tenure as General Manager since 1995. Zonal Manager, Northern Zone of Bank of India from 1992 to 1996. Awarded "Best Zone in India" during his tenure. Gained international exposure for ten years: first as Manager Nairobi Branch and then as Executive Director of Allied Bank of Nigeria Ltd. Also worked as Whole-time Director and Chief Executive of BOI Finance Ltd., Member of different committees constituted by RBI.



			turnover of Rs.1,00,000 million and a staff strength of more than 10000. During his tenure, the turnover increased by Rs.25000 million with an all round improvement in all the areas of operations and profitability. While in State Bank of Hyderabad, visited France, Germany, Italy, Switzerland, Spain, U.K., and USA to meet and discuss with the Banks overseas correspondents and valued overseas customers with a view to strengthening the relationship. Retired from service during May 1995.	
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Nil
7	Nature of appointment (appointment / re-appointment)	Approval for continuation of Directorship as a Non-Executive Director beyond 1.4.2019 upto the end of his current tenure	Approval for continuation of Directorship as a Non-Executive Director beyond 1.4.2019 upto the end of his current tenure	Approval for continuation of Directorship as a Non-Executive Director beyond 1.4.2019 upto the end of his current tenure
8	Terms and conditions of appointment / re-appointment	To continue as an Independent Director of the company, to hold office for his remaining term of office from April 1, 2019 to 23.9.2019	To continue as an Independent Director of the company, to hold office for his remaining term of office from April 1, 2019 to 23.9.2019	To continue as an Independent Director of the company, to hold office for his remaining term of office from April 1, 2019 to 29.3.2020
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Excepting a sitting fee of Rs.20,000/- for each of the Board and Committees thereof, no other remuneration is paid.	Excepting a sitting fee of Rs.20,000/- for each of the Board and Committees thereof, no other remuneration is paid	Excepting a sitting fee of Rs.20,000/- for each of the Board and Committees thereof, no other remuneration is paid
10	Shareholding in the company	Nil	Nil	Nil
11	The number of meetings of the Board attended during the year	All the four meetings held during year 2018-19 were attended	All the four meetings held during year 2018-19 were attended	All the four meetings held during year 2018-19 were attended
12	Directorship details in other companies	1.Bhagyanagar India Ltd. 2.Surana Solar Ltd. 3.The KCP Ltd. 4.TCI Developers Ltd. 5.Transport Corporation of India Ltd. 6.Tembhu Power Pvt.Ltd. 7.Sagar Power Ltd. 8.KM Power Pvt.Ltd. 9.Sagar Cements (R) Ltd.	1.Sathavahana Ispat Ltd. 2.Sagar Cements (R) Ltd. 3.Mokama-Munger Highway Ltd. 4.Venkateswara Financiers Hyderabad Pvt.Ltd. 5.Bollineni Developers Ltd. 6.Aishu Dreamlands Ltd. 7.Amar Bio-tech Ltd.	1.Sagar Cements (R) Ltd. 2.The KCP Ltd.



13	Membership / Chairmanship of Committees of Boards in other companies	1.Sagar Cements (R) Ltd. - Chairman-Audit Committee Member - Nomination & Remuneration Committee 2 The KCP Ltd. - Chairman-Audit Committee Chairman-Nomination & Remuneration Committee 3.Transport Corporation of India Ltd. - Chairman-Audit Committee Member - Nomination & Remuneration Committee 4.Surana Solar Ltd. - Chairman-Audit Committee Member-Nomination & Remuneration Committee 5.Bhagyanagar India Ltd. - Member-Audit Committee Member-Nomination & Remuneration Committee 6.TCI Developers Ltd. - Member-Audit Committee	1.Sagar Cements (R) Ltd. - Chairman-Nomination & Remuneration Committee Member-Audit Committee	1.Sagar Cements (R) Ltd. - Member-Audit Committee Member-Nomination & Remuneration Committee 2.The KCP Ltd. - Member-Audit Committee Member-Nomination & Remuneration Committee Member-Stakeholders Relationship Committee Member-Investment Committee Member-Innovation & Best Practices Committee
----	--	---	---	---

Justification

In view of the past experience of the directors concerned in the respective fields of their specialization and their professional knowledge which are available to the Board/Company, your Board considers it beneficial to continue their directorship in the company notwithstanding their having crossed 75 years.

The other terms and conditions of appointment of Shri O.Swaminatha Reddy, Shri K.Thanu Pillai and Shri V.H.Ramakrishnan shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day and they are also available on the company's website www.sagarcements.in.

Except Shri O.Swaminatha Reddy, Shri K.Thanu Pillai and Shri V.H.Ramakrishnan, who may be deemed to be interested in the resolutions No.7, 8 and 9 respectively as these resolutions relate to them, none of the other Directors or Key Managerial Personnel of the company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7, 8 and 9 of the Notice.

Your Board recommend the resolution for your approval.

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

Place: Hyderabad
Date : 05.12.2018

R.Soundararajan
Company Secretary
FCS No.4182

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



**SAGAR CEMENTS LIMITED**

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

Tel.No.: + 91-40-23351571, Fax No.: +91-40-23356573 E-mail: info@sagarcements.in Website: www.sagarcements.in

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING ON TUESDAY, THE 8TH JANUARY, 2019 AT 11.30 A.M.
at Hotel Golkonda, Masab Tank, Hyderabad-500 028

Folio No.	DP ID No.	Client ID No.
-----------	-----------	---------------

I/We hereby record my/our present at the Extra-ordinary General Meeting of the Company at Hotel Golkonda, Masab Tank, Hyderabad-500 028 at 11.30 a.m. on Tuesday, the 8th January, 2019.

Name of the Member : _____ Signature : _____

Name of the Proxyholder : _____ Signature : _____

- Notes:**
1. Only Member / Proxyholder can attend the Meeting.
 2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member / Proxyholder, sign this Attendance Slip and hand it over, duly signed at the entrance of the Meeting hall.
 3. A Member / Proxyholder attending the meeting should bring his/her copy of the EGM Notice for reference at the meeting.

**SAGAR CEMENTS LIMITED**

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

Tel.No.: + 91-40-23351571, Fax No.: +91-40-23356573 E-mail: info@sagarcements.in Website: www.sagarcements.in

PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies
(Management and Administration) Rules, 2014)

Name of the Member (s) : _____

Registered address : _____

E-mail Id : _____

Folio No. / Client ID No. : _____ DP ID No. _____

I/We, being the member(s) holding: _____ shares of Sagar Cements Limited, hereby appoint:

1. Name: _____ Email ID: _____

Address: _____

Signature _____ or failing him/her;

2. Name: _____ Email ID: _____

Address: _____

Signature _____ or failing him/her;

3. Name: _____ Email ID: _____

Address: _____

Signature _____ or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Tuesday, the 8th January, 2019 at 11.30 a.m. at Hotel Golkonda, Masab Tank, Hyderabad-500 028 and at any adjournment thereof in respect of such resolutions as are indicated on the reverse:



Sl.No.	Description of Resolution
1	Increase in the Authorised Share Capital to Rs.23,50,00,000/-
2	Amendment to the Memorandum of Association consequent to the proposed increase in the Authorised Share Capital
3	Amendment to the Articles of Association consequent to the proposed increase in the Authorised Share Capital
4	Issue of Convertible Warrants on a preferential basis
5	Approval of appointment of and payment of remuneration to Dr.S.Anand Reddy as Managing Director of the company
6	Approval of appointment of and payment of remuneration to Shri S.Sreekanth Reddy as Joint Managing Director of the company.
7	Approval under Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for continuation of office by Shri O.Swaminatha Reddy, Independent Director.
8	Approval under Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for continuation of office by Shri K.Thanu Pillai, Independent Director.
9	Approval under Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for continuation of office by Shri V.H.Ramakrishnan, Independent Director.

Signed this _____ day of _____ 2019

Please
affix
Re.1/-
Revenue
Stamp

Signature of shareholder _____ Signature of Proxyholder(s) _____

- Note: 1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Plot No.111, Road No.10, Jubilee Hills, Hyderabad-500 033, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-ordinary General Meeting of the Company.



INTENTIONALLY LEFT BLANK



