



# SAGAR CEMENTS LIMITED

SCL:SEC:NSE:BSE:2018-19

9<sup>th</sup> January 2019

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

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

**Symbol: SAGCEM**  
**Series: EQ**

**Scrip Code: 502090**

Dear Sirs

**Sub: Extra-ordinary General Meeting – Voting Results**

\*\*\*

Further to our letter dated 8<sup>th</sup> January 2019 and in accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, please find enclosed the voting results and Scrutinizer's Report on the resolutions passed at the Extra-ordinary General Meeting held on January 8, 2019 along with declaration by the Chairman of the said meeting on the outcome of the voting on the resolutions, for your information and records.

Thanking you

Yours faithfully  
For Sagar Cements Limited

  
R. Soundararajan  
Company Secretary

Encl.





# SAGAR CEMENTS LIMITED

**Extra-ordinary General Meeting held on Tuesday, January 8, 2019 at 11.30 a.m. at  
Hotel Golkonda, Masab Tank, Hyderabad-500 028**

## DECLARATON OF VOTING RESULTS

Pursuant to the provisions of Section 108 of the Companies Act 2013 read with the rules prescribed thereunder and in accordance with the SEBI (LODR) Regulations, 2015, the Company had provided e-voting facility to its members to cast their votes electronically on all the resolutions mentioned in the Notice of the Extra-ordinary General Meeting (EGM) of the Company held on January 8, 2019.

The e-voting commenced at 9.00 a.m. on 4<sup>th</sup> January 2019 and concluded at 5.00 p.m. on 7<sup>th</sup> January 2019.

For the members who attended the EGM either in person or through proxy and who had not cast their votes through e-voting, the company provided the facility of voting through ballot forms at the EGM.

M/s.B S S & Associates, Company Secretaries, acted as Scrutinizers for the entire voting process.

Based on the Scrutinizer's consolidated report dated 9<sup>th</sup> January 2019 (attached hereto), for e-voting and voting through ballot forms, I declare that all the resolutions contained in the Notice convening the EGM have been passed with the requisite majority.

For Sagar Cements Limited

O.Swaminatha Reddy  
Chairman of the EGM

Place: Hyderabad  
Date : 09.01.2019





# B S S & ASSOCIATES

## COMPANY SECRETARIES

Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad, Hyderabad -500 004

Phone : 040 - 40171671, Cell : 9705175099

E-mail : bssass99@gmail.com

### Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014] as amended.

To  
The Chairman,  
Sagar Cements Limited,  
Plot No.111, Road No.10,  
Jubilee Hills,  
Hyderabad,  
Telangana-500033.

We, B S S & Associates, Company secretaries, Hyderabad, were appointed by the Board of Directors of "Sagar Cements Limited" ("the Company") for the purpose of scrutinizing the remote e-voting process and voting through polling paper at the Extra-Ordinary General Meeting (EGM) of the members of the Company, in a fair and transparent manner and ascertain the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended, on the resolutions item numbers 1 to 9 as set out in the Notice dated 05<sup>th</sup> December, 2018 of EGM of the members of Sagar Cements Limited, held on 08<sup>th</sup> day of January, 2019 at 11.30 a.m at Hotel Golkonda, Masab Tank, Hyderabad – 500 028. Accordingly, we submit the report on completion of remote e-voting and voting through polling paper, as under:-

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of EGM of the members of the Company. Our responsibility as Scrutinizer for the remote e-voting process and voting through ballot process conducted at the EGM is restricted to making Consolidated Scrutinizer's Report of the Votes cast 'In favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('Karvy'), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the EGM.
2. The remote e-voting period was open for four days from 9.00 am (IST) on 04<sup>th</sup> January, 2019 to 5.00 p.m (IST) on 07<sup>th</sup> January, 2019.
3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was 07<sup>th</sup> December, 2018.
4. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling was locked in our presence with due identification mark placed by us.
5. The locked ballot box was subsequently opened in our presence along with two witnesses 1.Mr.M.Vijayakumar and 2.Ms.M.Nandini residents of Hyderabad who are not employees of the company and poll papers were



diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company.

6. As required under the said rules, after the closure of the voting at the Extra-Ordinary General Meeting, the votes cast through poll were counted, and the votes cast under the remote e-voting facility was unblocked on 07<sup>th</sup> January, 2019, in the presence of two witnesses of 1.Mr.M.Vijayakumar and 2. Ms.M.Nandini, who are not in employment with the company.
7. The poll papers, which were incomplete or otherwise found defective were treated as invalid and kept separately.
8. Summary of the e-voting and poll is as follows:

**a) Resolution 1 (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

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

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	34	317283	1.98
Remote E-Voting	62	15689512	98.01
<b>Total</b>	<b>96</b>	<b>16006795</b>	<b>99.99</b>

(ii) **Voted against the resolution**

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	55	Negligible
Remote E-Voting	1	50	Negligible
<b>Total</b>	<b>3</b>	<b>105</b>	<b>Negligible</b>

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	2
Remote E-Voting	NIL	NIL
<b>Total</b>	<b>2</b>	<b>2</b>



**b) Resolution 2 (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.

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

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	34	317283	1.98
Remote E-Voting	62	15689512	98.01
Total	96	16006795	99.99

(ii) **Voted against the resolution**

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	55	Negligible
Remote E-Voting	1	50	Negligible
Total	3	105	Negligible

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	2
Remote E-Voting	NIL	NIL
Total	2	2

**c) Resolution 3 (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.

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

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	34	317283	1.98
Remote E-Voting	62	15689512	98.01
<b>Total</b>	<b>96</b>	<b>16006795</b>	<b>99.99</b>

(ii) **Voted against the resolution**

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	55	Negligible
Remote E-Voting	1	50	Negligible
<b>Total</b>	<b>3</b>	<b>105</b>	<b>Negligible</b>

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	2
Remote E-Voting	NIL	NIL
<b>Total</b>	<b>2</b>	<b>2</b>

**d) Resolution 4 (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.”

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

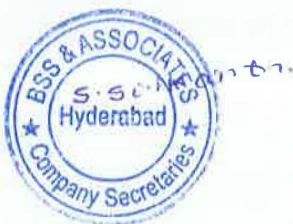
Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	34	317283	1.98
Remote E-Voting	60	15543078	97.10
Total	94	15860361	99.08

(ii) **Voted against the resolution**

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	55	Negligible
Remote E-Voting	3	146484	0.91
Total	5	146539	0.91

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	2
Remote E-Voting	NIL	NIL
Total	2	2





e) **Resolution 5 (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 31st 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.

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

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	34	317283	1.98
Remote E-Voting	59	15689408	98.01
Total	93	16006691	99.99



## (ii) Voted against the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	55	Negligible
Remote E-Voting	4	154	Negligible
Total	6	209	Negligible

## (iii) Invalid Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	2
Remote E-Voting	NIL	NIL
Total	2	2

## f) Resolution 6 (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 31st 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

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

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	34	317283	1.98
Remote E-Voting	60	15689508	98.01
Total	94	16006791	99.99

(ii) **Voted against** the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	55	Negligible
Remote E-Voting	3	54	Negligible
Total	5	109	Negligible

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	2
Remote E-Voting	NIL	NIL
Total	2	2

**g) Resolution 7 (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.

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

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	34	317283	1.98
Remote E-Voting	59	15542307	97.09
<b>Total</b>	<b>93</b>	<b>15859590</b>	<b>99.07</b>

(ii) **Voted against the resolution**

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	55	Negligible
Remote E-Voting	4	147255	0.92
<b>Total</b>	<b>6</b>	<b>147310</b>	<b>0.92</b>

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	2
Remote E-Voting	NIL	NIL
<b>Total</b>	<b>2</b>	<b>2</b>

**h) Resolution 8 (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.

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

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	34	317283	1.98
Remote E-Voting	59	15542307	97.09
<b>Total</b>	<b>93</b>	<b>15859590</b>	<b>99.07</b>



(ii) **Voted against the resolution**

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	55	Negligible
Remote E-Voting	4	147255	0.92
Total	6	147310	0.92

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	2
Remote E-Voting	NIL	NIL
Total	2	2

i) **Resolution 9 (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.

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

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	34	317283	1.98
Remote E-Voting	61	15689511	98.01
Total	95	16006794	99.99

(ii) **Voted against the resolution**

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	55	Negligible
Remote E-Voting	2	51	Negligible
Total	4	106	Negligible



(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	2	2
Remote E-Voting	NIL	NIL
Total	2	2

9. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at EGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra-Ordinary General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully

For B S S & Associates  
Company Secretaries

S. Srikanth  
Partner  
C.P. # 7999



Date: 09.01.2019  
Place: Hyderabad


Witnesses:

  
I.M. Vijayakumar



2.M. Nandini

Received the report

  
O. SWAMINATHA REDDY  
(Chairman of the Meeting)

Date: 09.01.2019  
Place: Hyderabad

	SAGAR CEMENTS LIMITED
Date of the AGM/EGM	08-01-2019
Total number of shareholders on record date	11093
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	16
Public:	55
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - Increase in the Authorised Share Capital to Rs.23,50,00,000/-							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10210248	8252571	80.8264	8252571	0	100.0000	0.0000
	Poll		313882	3.0742	313882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>8566453</b>	<b>83.9006</b>	<b>8566453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	3588135	2853240	79.5187	2853240	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>2853240</b>	<b>79.5187</b>	<b>2853240</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	6601617	999025	15.1330	999025	0	100.0000	0.0000
	Poll		3456	0.0524	3401	55	98.4085	1.5914
	Postal Ballot (if applicable)		3584726	54.3007	3584676	50	99.9986	0.0013
	<b>Total</b>		<b>4587207</b>	<b>69.4861</b>	<b>4587102</b>	<b>105</b>	<b>99.9977</b>	<b>0.0023</b>
<b>Total</b>		<b>20400000</b>	<b>16006900</b>	<b>78.4652</b>	<b>16006795</b>	<b>105</b>	<b>99.9993</b>	<b>0.0007</b>



Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - Amendment to the Memorandum of Association consequent to the proposed increase in the Authorised Share Capital							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10210248	8252571	80.8264	8252571	0	100.0000	0.0000
	Poll		313882	3.0742	313882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>8566453</b>	<b>83.9006</b>	<b>8566453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	3588135	2853240	79.5187	2853240	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>2853240</b>	<b>79.5187</b>	<b>2853240</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	6601617	999025	15.1330	999025	0	100.0000	0.0000
	Poll		3456	0.0524	3401	55	98.4085	1.5914
	Postal Ballot (if applicable)		3584726	54.3007	3584676	50	99.9986	0.0013
	<b>Total</b>		<b>4587207</b>	<b>69.4861</b>	<b>4587102</b>	<b>105</b>	<b>99.9977</b>	<b>0.0023</b>
<b>Total</b>		<b>20400000</b>	<b>16006900</b>	<b>78.4652</b>	<b>16006795</b>	<b>105</b>	<b>99.9993</b>	<b>0.0007</b>



Handwritten signature in blue ink.



Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - Amendment to the Articles of Association consequent to the proposed increase in the Authorised Share Capital							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10210248	8252571	80.8264	8252571	0	100.0000	0.0000
	Poll		313882	3.0742	313882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>8566453</b>	<b>83.9006</b>	<b>8566453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	3588135	2853240	79.5187	2853240	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>2853240</b>	<b>79.5187</b>	<b>2853240</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	6601617	999025	15.1330	999025	0	100.0000	0.0000
	Poll		3456	0.0524	3401	55	98.4085	1.5914
	Postal Ballot (if applicable)		3584726	54.3007	3584676	50	99.9986	0.0013
	<b>Total</b>		<b>4587207</b>	<b>69.4861</b>	<b>4587102</b>	<b>105</b>	<b>99.9977</b>	<b>0.0023</b>
<b>Total</b>		<b>20400000</b>	<b>16006900</b>	<b>78.4652</b>	<b>16006795</b>	<b>105</b>	<b>99.9993</b>	<b>0.0007</b>



Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Convertible Warrants on a preferential basis							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10210248	8252571	80.8264	8252571	0	100.0000	0.0000
	Poll		313882	3.0742	313882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>8566453</b>	<b>83.9006</b>	<b>8566453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	3588135	2853240	79.5187	2706859	146381	94.8696	5.1303
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>2853240</b>	<b>79.5187</b>	<b>2706859</b>	<b>146381</b>	<b>94.8697</b>	<b>5.1303</b>
Public- Non Institutions	E-Voting	6601617	999025	15.1330	999022	3	99.9996	0.0003
	Poll		3456	0.0524	3401	55	98.4085	1.5914
	Postal Ballot (if applicable)		3584726	54.3007	3584626	100	99.9972	0.0027
	<b>Total</b>		<b>4587207</b>	<b>69.4861</b>	<b>4587049</b>	<b>158</b>	<b>99.9966</b>	<b>0.0034</b>
<b>Total</b>		<b>20400000</b>	<b>16006900</b>	<b>78.4652</b>	<b>15860361</b>	<b>146539</b>	<b>99.0845</b>	<b>0.9155</b>



*Handwritten signature or initials in blue ink.*

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of appointment of and payment of remuneration to Dr.S.Anand Reddy as Managing Director of the company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10210248	8252571	80.8264	8252571	0	100.0000	0.0000
	Poll		313882	3.0742	313882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8566453	83.9006	8566453	0	100.0000	0.0000
Public- Institutions	E-Voting	3588135	2853240	79.5187	2853240	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2853240	79.5187	2853240	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6601617	999025	15.1330	999022	3	99.9996	0.0003
	Poll		3456	0.0524	3401	55	98.4085	1.5914
	Postal Ballot (if applicable)		3584726	54.3007	3584575	151	99.9957	0.0042
	Total		4587207	69.4861	4586998	209	99.9954	0.0046
Total		20400000	16006900	78.4652	16006691	209	99.9987	0.0013



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of appointment of and payment of remuneration to Shri S.Sreekanth Reddy as Joint Managing Director of the company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10210248	8252571	80.8264	8252571	0	100.0000	0.0000
	Poll		313882	3.0742	313882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8566453	83.9006	8566453	0	100.0000	0.0000
Public- Institutions	E-Voting	3588135	2853240	79.5187	2853240	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2853240	79.5187	2853240	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6601617	999025	15.1330	999022	3	99.9996	0.0003
	Poll		3456	0.0524	3401	55	98.4085	1.5914
	Postal Ballot (if applicable)		3584726	54.3007	3584675	51	99.9985	0.0014
	Total		4587207	69.4861	4587098	109	99.9976	0.0024
Total		20400000	16006900	78.4652	16006791	109	99.9993	0.0007



*Handwritten signature in blue ink.*

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10210248	8252571	80.8264	8252571	0	100.0000	0.0000
	Poll		313882	3.0742	313882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8566453	83.9006	8566453	0	100.0000	0.0000
Public- Institutions	E-Voting	3588135	2853240	79.5187	2706036	147204	94.8408	5.1591
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2853240	79.5187	2706036	147204	94.8408	5.1592
Public- Non Institutions	E-Voting	6601617	999025	15.1330	999025	0	100.0000	0.0000
	Poll		3456	0.0524	3401	55	98.4085	1.5914
	Postal Ballot (if applicable)		3584726	54.3007	3584675	51	99.9985	0.0014
	Total		4587207	69.4861	4587101	106	99.9977	0.0023
Total		20400000	16006900	78.4652	15859590	147310	99.0797	0.9203



*Handwritten signature in blue ink.*

Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10210248	8252571	80.8264	8252571	0	100.0000	0.0000
	Poll		313882	3.0742	313882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>8566453</b>	<b>83.9006</b>	<b>8566453</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	3588135	2853240	79.5187	2706036	147204	94.8408	5.1591
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>2853240</b>	<b>79.5187</b>	<b>2706036</b>	<b>147204</b>	<b>94.8408</b>	<b>5.1592</b>
Public- Non Institutions	E-Voting	6601617	999025	15.1330	999025	0	100.0000	0.0000
	Poll		3456	0.0524	3401	55	98.4085	1.5914
	Postal Ballot (if applicable)		3584726	54.3007	3584675	51	99.9985	0.0014
	<b>Total</b>		<b>4587207</b>	<b>69.4861</b>	<b>4587101</b>	<b>106</b>	<b>99.9977</b>	<b>0.0023</b>
<b>Total</b>		<b>20400000</b>	<b>16006900</b>	<b>78.4652</b>	<b>15859590</b>	<b>147310</b>	<b>99.0797</b>	<b>0.9203</b>



*Handwritten signature or initials in blue ink.*

Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10210248	8252571	80.8264	8252571	0	100.0000	0.0000
	Poll		313882	3.0742	313882	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8566453	83.9006	8566453	0	100.0000	0.0000
Public- Institutions	E-Voting	3588135	2853240	79.5187	2853240	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2853240	79.5187	2853240	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6601617	999025	15.1330	999025	0	100.0000	0.0000
	Poll		3456	0.0524	3401	55	98.4085	1.5914
	Postal Ballot (if applicable)		3584726	54.3007	3584675	51	99.9985	0.0014
	Total		4587207	69.4861	4587101	106	99.9977	0.0023
Total		20400000	16006900	78.4652	16006794	106	99.9993	0.0007



*J/S*