



# S. SRIKANTH & ASSOCIATES

## COMPANY SECRETARIES

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

Phone : 040 - 40171671, Cell : 9849890217

E-mail : srikanthpcs99@gmail.com

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### REPORT OF SCRUTINIZER [E-VOTING]

[Pursuant Clause 35B of Listing Agreement and Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

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

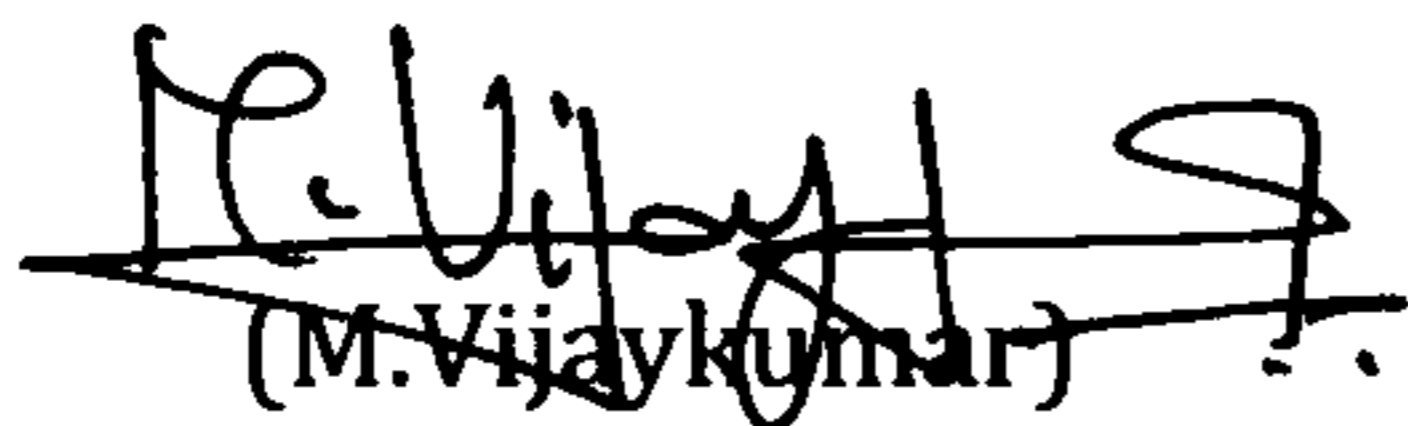
I, **S.Srikanth**, Proprietor of **S.Srikanth & Associates**, Company secretaries, Hyderabad, was appointed as Scrutinizer for the 33<sup>rd</sup> (Thirty Third) Annual General Meeting of the Equity Share holders of "**Sagar Cements Limited**" to be held on Wednesday, September 24, 2014 at 4:00 p.m. at Hotel Golkonda, Masab Tank, Hyderabad-500028 for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out as per clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Sub Rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-Voting period remained open from 10:30 a.m. on 18<sup>th</sup> September, 2014 to 6:30 p.m. on 20<sup>th</sup> September, 2014.
2. The notice was sent to all the members, whose names appeared in the Register of Members as on August 22, 2014 who were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice of Annual General Meeting of "**Sagar Cements Limited**" (Item Number 1(One) to 7 (Seven) of the Notice of the Annual General Meeting of **Sagar Cements Limited**).
3. The votes were unblocked on September 23, 2014 at 03.06 p.m. in the presence of two witnesses, Namely Mr. Vijaya Kumar, residing at 10-140, Sai Nagar, Bala Nagar, Hyderabad, and Mr. G.Srinivas Rao, residing at 10-140, Sai Nagar, Bala Nagar, Hyderabad, who are not in employment of the Company.

S. Srikanth

They have signed below in confirmation of the votes being unblocked in their presence.

  
(M. Vijay Kumar)

  
(G. Srinivasa Rao)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", were downloaded from the E-Voting website of Karvy Computershare Private Limited ([www.evoting.karvy.com](http://www.evoting.karvy.com))

5. The result of the e-voting is as under:

**a) Resolution 1**

**"RESOLVED THAT** the audited accounts of the Company containing the Balance Sheet as at and the Statement of Profit & Loss for the year ended 31<sup>st</sup> March 2014 together with their annexure and the reports of the auditors and directors thereon be and are hereby received, considered, approved and adopted."

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

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
26	9870534	100

(ii) **Voted against** the resolution

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	1	0

(iii) **Invalid Votes:**

Number of Members voted through e voting system	Number of Votes cast by them
2	200

**b) Resolution 2**

**"RESOLVED THAT** Dr.S.Anand Reddy (holding Director Identification Number: 00123870) be and is hereby re-appointed as a director liable to retire by rotation."

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

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
27	9870634	100

(ii) **Voted against** the resolution

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	1	0

(iii) **Invalid Votes:**

Number of Members voted through e voting system	Number of Votes cast by them
1	100

S. Srikant.

**c) Resolution 3**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s. P.Srinivasan & Co (Firm Registration No.004055S), Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of the Annual General Meeting, for three consecutive years until the conclusion of the 36th Annual General Meeting of the Company in the calendar year 2017, subject to ratification by the shareholders annually, at such remuneration as shall be fixed by the Board of Directors of the Company.”

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

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
26	9870534	100

**(ii) Voted against the resolution**

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	1	0

**(iii) Invalid Votes:**

Number of Members voted through e voting system	Number of Votes cast by them
2	200

**d) Resolution 4**

**“RESOLVED THAT** Shri John-Eric Fernand Pascal Cesar Bertrand (holding Director Identification Number: 06391176) be and is hereby appointed as a director liable to retire by rotation.”

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

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
27	9870634	100

**(ii) Voted against the resolution**

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	1	0

**(iii) Invalid Votes:**

Number of Members voted through e voting system	Number of Votes cast by them
1	100

S. Srikant



**e) Resolution 5**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri O.Swaminatha Reddy (holding Director Identification Number: 00006391), a Non-Executive Director of the Company, who has submitted a declaration that he meets with the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years.”

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

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
27	9870634	100

**(ii) Voted against the resolution**

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	1	0

**(iii) Invalid Votes:**

Number of Members voted through e voting system	Number of Votes cast by them
1	100

**f) Resolution 6**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri K.Thanu Pillai (holding Director Identification Number: 00025312), a Non-Executive Director of the Company, who has submitted a declaration that he meets with the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years.”

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

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
26	9870534	100

**(ii) Voted against the resolution**

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	1	0

**(iii) Invalid Votes:**

Number of Members voted through e voting system	Number of Votes cast by them
2	200

S. Sri Kantar.

**g) Resolution 7**

**"RESOLVED THAT** pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors Rules), 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratify the remuneration of Rs.2,00,000/- excluding reimbursement of actual travel and out of pocket expenses and applicable taxes to M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
26	9870534	100

**(ii) Voted against the resolution**

Number of Members voted through e voting system	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	1	0

**(iii) Invalid Votes:**

Number of Members voted through e voting system	Number of Votes cast by them
2	200

**For S.Srikanth & Associates  
Company Secretaries**

**S. Srikanth  
S.Srikanth  
C.P. # 7999**

Date: 24.09.2014  
Place: Hyderabad.



**S. SRIKANTH & ASSOCIATES**  
**COMPANY SECRETARIES**

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

Phone : 040 - 40171671, Cell : 9849890217

E-mail : srikanthpcs99@gmail.com

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**Form No. MGT-13**  
**REPORT OF SCRUTINIZER**

[Pursuant to Section 109 of the Companies Act, 2013 and  
Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **Sagar Cements Limited**,  
Held on September 24, 2014 at Hotel Golkonda, Masab Tank, Hyderabad - 500028.

Dear Sir,

I, **S.Srikanth**, Proprietor of **S.Srikanth & Associates**, Company secretaries, Hyderabad, was appointed as Scrutinizer for the purpose of scrutinizing the poll taken on below mentioned resolutions, at the 33<sup>rd</sup> Annual General Meeting of the Equity Share holders of **Sagar Cements Limited**, held on Wednesday, September 24, 2014 at Hotel Golkonda, Masab Tank, Hyderabad - 500028 at 4:00 p.m.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes were opened in my presence 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.
2. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
3. The result of the poll is as under:

S. Srikanth



**a) Resolution 1**

**“RESOLVED THAT** the audited accounts of the Company containing the Balance Sheet as at and the Statement of Profit & Loss for the year ended 31st March 2014 together with their annexure and the reports of the auditors and directors thereon be and are hereby received, considered, approved and adopted.”

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	4796272	99.9999

**(ii) Voted against the resolution**

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
01	05	0.0001

**(iii) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	1500

**b) Resolution 2**

**“RESOLVED THAT** Dr.S.Anand Reddy (holding Director Identification Number: 00123870) be and is hereby re-appointed as a director liable to retire by rotation.”

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	4311149	99.9999

**(ii) Voted against the resolution**

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
01	05	0.0001

**(iii) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
01	486323

S. Srikantn.

**c) Resolution 3**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s. P.Srinivasan & Co (Firm Registration No.004055S), Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of the Annual General Meeting, for three consecutive years until the conclusion of the 36th Annual General Meeting of the Company in the calendar year 2017, subject to ratification by the shareholders annually, at such remuneration as shall be fixed by the Board of Directors of the Company.”

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	3545287	82.2352

**(ii) Voted against the resolution**

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
02	765867	17.7648

**(iii) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
01	486323

**d) Resolution 4**

**“RESOLVED THAT** Shri John-Eric Fernand Pascal Cesar Bertrand (holding Director Identification Number: 06391176) be and is hereby appointed as a director liable to retire by rotation.”

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	4797472	99.9999

**(ii) Voted against the resolution**

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
01	05	0.0001

**(iii) Invalid Votes: NIL**

S. Srikanth.



**e) Resolution 5**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri O.Swaminatha Reddy (holding Director Identification Number: 00006391), a Non-Executive Director of the Company, who has submitted a declaration that he meets with the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years.”

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	3545287	73.899

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
03	1252190	26.101

(iii) **Invalid** Votes: NIL

**f) Resolution 6**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri K.Thanu Pillai (holding Director Identification Number: 00025312), a Non-Executive Director of the Company, who has submitted a declaration that he meets with the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years.”

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	4797472	99.9999

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
01	05	0.0001

(iii) **Invalid** Votes: NIL

**g) Resolution 7**

**"RESOLVED THAT** pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors Rules), 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratify the remuneration of Rs.2,00,000/- excluding reimbursement of actual travel and out of pocket expenses and applicable taxes to M/s.Narasimha Murthy & Co., Cost Accountants, Hyderabad, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	4796272	99.9999

**(ii) Voted against the resolution**

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
01	05	0.0001

**(iii) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	1500

4. A Compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Directors authorized by the Board for safe keeping.
6. The consolidated result of the votes cast (by E-voting and by poll) is provided as Annexure-1 to this report.

**For S.Srikanth & Associates  
Company Secretaries**

*S. Srikanth*  
**S.Srikanth**  
**C.P. # 7999**

Date: 25.09.2014  
Place: Hyderabad.

**Annexure - 1**

**Consolidated result of voting (by E-voting and Poll) for resolution numbers 1 to 7 of the notice of the 33rd Annual General Meeting of "Sagar Cements Limited" held on Wednesday, September 24, 2014 at 4:00 P.M.**

Sl. No.	Resolution	Total Valid votes Cast			Voted in Favour of Resolution			Voted Against Resolution				
		E-Voting	Poll	Total	E-Voting	Poll	Total	E-Voting	Poll	Total	Percentage	
1	Resolution-1	9870535	4796277	14666812	9870534	4796272	14666806	100.00	1	5	6	0.00
2	Resolution-2	9870635	4311154	14181789	9870634	4311149	14181783	100.00	1	5	6	0.00
3	Resolution-3	9870535	4311154	14181689	9870534	3545287	13415821	94.60	1	765867	765,868	5.40
4	Resolution-4	9870635	4797477	14668112	9870634	4797472	14668106	100.00	1	5	6	0.00
5	Resolution-5	9870635	4797477	14668112	9870634	3545287	13415921	91.46	1	1252190	1,252,191	8.54
6	Resolution-6	9870535	4797477	14668012	9870534	4797472	14668006	100.00	1	5	6	0.00
7	Resolution-7	9870535	4796277	14666812	9870534	4796272	14666806	100.00	1	5	6	0.00

S. Srikant