

Annexure 5

Form No.MGT-9

**Extract of Annual Return
as on the financial year ended on March 31, 2018**

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies
(Management and Administration) Rules, 2014]

I. Registration and other details

i.	CIN	:	L26942TG1981PLC002887
ii.	Registration Date	:	15.01.1981
iii.	Name of the Company	:	Sagar Cements Limited
iv.	Category / Sub-Category of the Company	:	Company Limited by Shares / Indian Non-Government Company
v.	Address of the Registered Office and contact details	:	Plot No.111, Road No.10, Jubilee Hills, Hyderabad-500 033 Tel : 91 40 23351571 Fax: 91 40 23356573 Email: soundar@sagarcements.in Website: www.sagarcements.in
vi.	Whether listed company	:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Karvy Computershare (P) Limited Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District Hyderabad -500032 Tel : 040-67162222 Fax : 040-23001153 e-mail: inward.ris@karvy.com Toll Free No: 1800-3454-001 Website: karvycomputershare.com

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover:

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Manufacture of Cement	23941	100

III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
01	Sagar Cements (R) Limited (Formerly BMM Cements Ltd.) 19/13, Old # 19/5, 19/6, 3 rd Floor, Western Side, Kareem Towers, SRT Road, (Cunningham Road), Bengaluru - 560052, Karnataka	U40300KA2007PLC043746	Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)

(i) Category-wise Shareholding

Category of Shareholder		No. of shares held at the beginning of the year				No. of shares at the end of the year				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	Promoters									
1	Indian									
(a)	Individual/ Hindu Undivided Family	9003118	0	9003118	44.13	9001866	0	9001866	44.13	0
(b)	Central Government/State Government(s)									
(c)	Bodies Corporate	1204785	0	1204785	5.91	1204785	0	1204785	5.91	0
(d)	Financial Institutions / Banks									
(f)	Any Other (Specify)									
	Sub Total(A)(1)	10207903	0	10207903	50.04	10206651	0	10206651	50.04	0
2	Foreign									
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)									
(b)	Bodies Corporate									
(c)	Institutions									
(d)	Qualified Foreign Investor									
(e)	Any Other (Specify)									
	Sub Total(A)(2)									
	Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	10207903	0	10207903	50.05	10206651	0	10206651	50.04	-0.01
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds	2776263	1600	2777863	13.62	2598532	1400	2599932	12.74	-0.88
(b)	Financial Institutions/Banks	3950	567	4517	0.02	3735	3850	7585	0.04	0.02
(c)	Central Government/State Government(s)									
(d)	Venture Capital Funds									
(e)	Insurance Companies	300741	0	300741	1.47	320741	0	320741	1.57	0.10
(f)	Foreign Institutional Investors/FPIs	779559	0	779559	3.82	728893	0	728893	3.57	-0.25
(g)	Foreign Venture Capital Funds									
(fh)	Qualified Foreign Investors									
(i)	Any Other (specify) (Trust)									
	Sub-Total (B)(1)	3860513	2167	3862680	18.93	3651901	5250	3657151	17.92	-1.01

Category of Shareholder		No. of shares held at the beginning of the year				No. of shares at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2	Non-Institutions									
(a)	Bodies Corporate									
	i. Indian	4651379	5076	4656455	22.83	4718380	3101	4721481	23.14	0.31
	ii. Overseas									
(b)	Individuals									
(a)	i. Individual shareholders holding nominal share capital up to Rs 1 lakh	905086	460143	1365229	6.69	980594	290403	1270997	6.23	-0.46
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	214120	0	214120	1.05	285735	0	285735	1.40	0.35
(c)	NRIs									
(c-i)	Foreign Corporate Body									
(c-ii)	Hindu Undivided Families	0	0	0	0.00	0	0	0	0.00	0.00
(c-iii)	Clearing Members	11982	0	11982	0.06	3563	0	3563	0.02	-0.04
(c-iv)	NBFCs registered with RBI	648	0	648	0.00	9260	0	926	0.05	0.05
(c-v)	NRIs	80983	0	80983	0.39	91328	0	91328	0.45	0.06
(c-vi)	Trusts	0	0	0	0.00	4500	0	4500	0.02	0.02
(c-vii)	IEPF	0	0	0	0.00	149334	0	149334	0.73	0.73
	Sub-Total (B)(2)	5864198	465219	6329417	31.02	6242694	293504	6536198	32.04	1.02
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	9724711	467386	10192097	49.95	9894595	298754	10193349	49.96	0.01
	TOTAL (A)+(B)	19932614	467386	20400000	100.00	20101246	298754	20400000	100.00	
(C)	Shares held by Custodians for GDRs & ADRs	0	0	0	0	0	0	0	0	
	GRAND TOTAL (A)+(B)+(C)	19934214	467386	20400000	100.00	20101246	298754	20400000	100.00	

(ii) Shareholding of promoters

SI No.	Shareholder's name	Shareholding at the beginning of the year (01-04-2017)			Shareholding at the end of the year (31-03-2018)			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	
1	S VEERA REDDY	1643795	8.06	Nil	1643795	8.06	Nil	
2	S ARUNA	1369545	6.71	Nil	1369545	6.71	Nil	
3	S RACHANA	1164280	5.71	Nil	1164280	5.71	Nil	
4	S ANAND REDDY	1304776	6.40	Nil	1303524	6.39	Nil	-0.01
5	SREEKANTH REDDY SAMMIDI	1238753	6.07	Nil	1238753	6.07	Nil	
6	S VANAJATHA	990769	4.86	Nil	990769	4.86	Nil	
7	W MALATHI	755400	3.70	Nil	755400	3.70	Nil	
8	N MADHAVI	533800	2.62	Nil	533800	2.62	Nil	
9	P V NARSIMHA REDDY	2000	0.01	Nil	2000	0.01	Nil	
10	ANDHRA PRADESH INDUSTRIAL DEVELOPMENT CORPORATION LTD	313285	1.54	Nil	313285	1.54	Nil	
11	PANCHAVATI POLYFIBRES LTD	31500	0.15	Nil	31500	0.15	Nil	
12	SAGAR PRIYA HOUSING & INDUSTRIAL ENTERPRISES LTD	860000	4.22	Nil	860000	4.22	Nil	
TOTAL		10207903	50.05	Nil	10206651	50.04	Nil	-0.01

(iii) Change in Promoters' Shareholding

SI No.	Description	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the Company
	At the beginning of the year	10207903	50.05	10207903	50.05
	Acquired during the year				
	Acquired *				
	Sold *	1252	-0.01	1252	-0.01
	At the end of the year	10206651	50.04	10206651	50.04

* Shares of the Company are traded on a daily basis and hence the date wise increase or decrease in the shareholding is not furnished.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs).

SI No.	Top 10 Shareholders	Shareholding at the beginning of the year 01-04-2017 *		Shareholding at the end of the year 31-03-2018 **	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	AVH RESOURCES INDIA PRIVATE LIMITED	3583704	17.57	3583704	17.57
2	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE FUND	920000	4.51	1416000	6.94
3	SBI MAGNUM COMMA FUND/SBI INFRASTRUCTURE FUND	918729	4.50	173919	0.85
4	TWINVEST FINANCIAL SERVICES LIMITED	813327	3.99	813327	3.99
5	ICICI PRUDENTIAL FUND	560000	2.75	79139	0.39
6	KOTAK MAHINDRA (INTERNATIONAL) LIMITED	375000	1.84	0	0.00
7	KITARA INDIA MICRO CAP GROWTH FUND	0	0.00	375000	1.84
8	ICG Q LIMITED	330000	1.62	330000	1.62
9	IDFC CLASSIC EQUITY FUND	305235	1.50	894584	4.39
10	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	300741	1.47	320741	1.57
11	VANAJA SUNDAR IYER	160000	0.78	200000	0.98
12	IEPF	0	0.00	149334	0.73

* In the list of top 10 as on 1-4-2017;

** In the list of top 10 as on 31-03-2018

Note: As the shares of the Company are traded on a daily basis, the date wise increase or decrease in the shareholding is not furnished.

(v) Shareholding of Directors and Key Managerial Personnel

SI No.	For each of the Directors and KMP	Date	Reason	Shareholding at the beginning of the year 01-04-2016 *		Shareholding at the end of the year 31-03-2017 **	
				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Directors						
1	Shri O.Swaminatha Reddy	1/4/2017	At the beginning of the year	Nil	Nil		
		31/03/2018	At the end of the year			Nil	Nil
2	Shri S.Veera Reddy	1/4/2017	At the beginning of the year	1643795	8.06		
		31/03/2018	At the end of the year			1643795	8.06
3	S Rachana	1/4/2017	At the beginning of the year	1164280	5.71		
		31/03/2018	At the end of the year			1164280	5.71
4	S Anand Reddy	1/4/2017	At the beginning of the year	1304776	6.40		
		31/03/2018	At the end of the year			1303524	6.39
5	Sreekanth Reddy Sammidi	1/4/2017	At the beginning of the year	1238753	6.07		
		31/03/2018	At the end of the year			1238753	6.07
6	Shri K.Thanu Pillai	1/4/2017	At the beginning of the year	Nil	Nil		
		31/03/2018	At the end of the year			Nil	Nil
7	Shri V.H.Ramakrishnan	1/4/2017	At the beginning of the year	Nil	Nil		
		31/03/2018	At the end of the year			Nil	Nil
8	Shri John-Eric Femand Pascal Cesar Bertrand	1/4/2017	At the beginning of the year	Nil	Nil		
		31/03/2018	At the end of the year			Nil	Nil
9	Shri T.Nagesh Reddy	1/4/2017	At the beginning of the year	Nil	Nil		
		31/03/2018	At the end of the year			Nil	Nil
	Key Managerial Personnel						
1	Shri R.Soundararajan, Company Secretary	1/4/2017	At the beginning of the year	10	0		
		31/03/2018	At the end of the year			10	0
2	Shri K. Prasad, Chief Financial Officer	1/4/2017	At the beginning of the year	Nil	Nil		
		31/03/2018	At the end of the year			Nil	Nil

V. INDEBTEDNESS

Indebtedness of the company including interest outstanding / accrued but not due for payment

Amount in Rs. Lakhs

	Particulars	Secured Loans excluding deposits (Note 1)	Unsecured Loans	Deposits (Note 2)	Total Indebtedness
I	Indebtedness at the beginning of the year				
i	Principal Amount	23,276.00	-	3,978.59	27,254.59
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	63.00	-	-	63.00
	Total (i+ii+iii)	23,339.00	-	3,978.59	27,317.59
	Change in the indebtedness during the financial year				
	Addition	2,256.00	-	1,952.66	4,208.66
	Reduction	3,130.00	-	1,831.70	4,961.70
	Net Change	(874.00)	-	120.96	(753.04)
II	Indebtedness at the end of the year				
i	Principal Amount	26,147.00	-	4,270.00	30,417.00
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	98.00	-	-	98.00
	Total (i+ii+iii)	26,245.00	-	4,270.00	30,515.00

Note: 1. These liability represents obligations under finance lease including current portion of obligations.

2. These are deposits received from vendors for contracts to be executed.

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Shri S.Veera Reddy (M.D)	Dr.S.Anand Reddy (J.M.D)	Shri S.Sreekanth Reddy (E.D)	
1	Gross Salary				
	Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961	1,68,00,000	1,26,00,000	1,05,00,000	3,99,00,000
	Value of perquisites u/s.17 (2) of Income-come Tax Act, 1961	-	-	-	-
	Profits in lieu of salary under Section 17 (3) of Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	1,00,00,000	1,00,00,000	1,00,00,000	3,00,00,000
	- as % of profit	1.35	1.35	1.35	4.05
	- others, specify (arrears relating to previous year)	-	-	-	-
5	Total (A)	2,68,00,000	2,26,00,000	2,05,00,000	6,99,00,000
	Ceiling as per the Act (As minimum remuneration)				7,38,22,885

B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of the Director				Total Amount
		Shri O.Swaminatha Reddy	Shri K. Thanu Pillal	Shri.V.H. Ramakrishnan		
1	Independent directors					
	- Fee for attending board/committee meetings	2,80,000	3,00,000	2,40,000		8,20,000
	Total (1)	2,80,000	3,00,000	2,40,000		8,20,000
2	Other Non-Executive Directors					
	- Fee for attending board/committee meetings	1,20,000	40,000	1,20,000	20,000	3,00,000
	Total (2)	1,20,000	40,000	1,20,000	20,000	3,00,000
	Total (B) = (1+2)					11,20,000
	Total Managerial Remuneration (A + B)					7,10,20,000
	Overall Ceiling as per the Act					8,12,05,173

* Sitting Fee paid to the Institution he represents, viz., APIDC directly.

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Shri R Soundararajan	Shri K.Prasad	
1	Gross Salary			
	Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	27,51,769	34,64,596	62,16,365
	Value of perquisites u/s.17 (2) of Income-tax Act, 1961			
	Profits in lieu of salary under Section 17 (3) of Income-tax Act, 1961			
2	Stock Option			
3	Sweet Equity			
4	Commission As % of profit Others, specify			
5	Others, Allowances			
	Total	27,51,769	34,64,596	62,16,365

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018.

Sagar Cements Limited

Top ten employees with respect to remuneration paid during the year 2017-18

S.NO	Name of the Employee	Designation	Remuneration received	Nature of Employment	Qualification	Experience	Date of commencement of employment	Age	Last employment	% of equity shares held	Relative of any director
1	M S A NARAYANA RAO	Group President	7080000	Permanent	B.E (Honours)	43	25.01.2009	74	Nagarjuna Cements Limited	0.00	No
2	D. S. N. V. PRASAD	Sr.Vice President (Works)	4804200	Permanent	Diplama in Mechanical Engineering	36	05-04-2017	58	Sree Jayajyothi Cements Pvt Ltd	0.00	No
3	K.GANESH	President	4664856	Permanent	Diplama in Mechanical Engineering	38	24-02-1992	56	Bhagwati Priya Consulting Engineers Ltd	0.00	No
4	P.S.PRASAD	President	4002144	Permanent	B.A	30	21-04-2001	65	Sri Vishnu Cements Limited Cements Ltd.	0.00	No
5	R.JAGANNADHA RAO	Asst.Vice President	3898200	Permanent	MBA LLM	35	08-03-2017	63	My Home Industries Limited	0.00	No
6	O.ANJI REDDY	Sr.Vice President	3730656	Permanent	MSC (TECH)	33	01-01-2010	58	ICSA , Nigeria	0.00	No
7	K.V.RAMANA	Sr.Vice President	3682656	Permanent	Diploma in Mining	37	13-12-2006	55	Penna Cement Industries Limited	0.00	No
8	K PRASAD	C.F.O.	3464592	Permanent	M.Com, CA	26	03-12-2003	47	Sagarsoft (India) Ltd.	0.00	No
9	RAJESH SINGH	Vice President	3426000	Permanent	PG Diploma in Business Management	26	16-06-2008	52	Suzlon Energy Limited	0.00	No
10	M.V.RAMANA MURTHY	Sr.AVP	2986224	Permanent	MSC (CHEMISTRY)	34	19-11-2009	61	Nagarjuna Cements Limited	0.00	No