



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 Extraordinary General Meeting of Members of Sagar Cements Limited will be held at 3.00 p.m., on Wednesday the 23rd November 2016 at Hotel Golkonda, Masab Tank, Hyderabad – 500028 to transact the following Special Business:

1. Re-classification of the Authorized Share Capital of the Company, with consequential amendments in its Memorandum of Association and Articles of Association.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with the 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 provisions of Articles of Association of the Company, 20,00,000 (Twenty Lakhs) Preference Shares of Rs.10/- each laying unissued be and are hereby cancelled for the purpose of reclassification by creating 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- each and accordingly the consent of the Company be and is hereby accorded for re-classification of the Authorised Share Capital from Rs. 22,00,00,000/- (Rupees Twenty Two Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- each and 20,00,000 (Twenty Lakhs) Preference Shares of Rs.10/- each to Rs.22,00,00,000/- (Twenty Two Crores Only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of Rs.10/- each.

RESOLVED FURTHER 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 provisions of 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. 22,00,00,000 (Rupees Twenty Two Crores only) divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs.10/- each.

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 provisions of 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 be substituted:

3. *The Authorised Share Capital of the Company is Rs.22,00,00,000 (Rupees Twenty Two Crores only) divided into 2,20,00,000 (Two Crore Twenty 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.”

2. Issue of Equity Shares on a Preferential Allotment / Private Placement basis.

To consider and, if thought fit, to pass, with or without modification, the following Resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India,

the Securities and Exchange Board of India (“SEBI”) including Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended “**SEBI (ICDR) Regulations**”, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the SEBI, the Reserve Bank of India, the Stock Exchanges and/or any other statutory / regulatory authorities whether in India or abroad and all such other approvals, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to create, issue, offer and allot, from time to time and in one or more tranches, on a preferential allotment basis, upto 6,11,986 (Six lakh eleven thousand nine hundred and eighty six) fully paid Equity Shares of Rs. 10/- each (“Equity Shares”) of the Company for cash to the individuals and/or companies as mentioned in the explanatory statement at such price not less than the price determined in accordance with Chapter VII of the “**SEBI (ICDR) Regulations**” on such terms and conditions and in such manner, as the Board or the Allotment Committee, may, in its absolute discretion deem fit (“**Preferential Issue**”).

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the price of the Equity Shares has been calculated in accordance with the provisions of Chapter VII of the “**SEBI (ICDR) Regulations**”. “Relevant Date” for the purpose of determining the minimum price of the Equity Shares under Regulation 71 of the “**SEBI (ICDR) Regulations**” is 24th October 2016 the date which is 30 days prior to the date of shareholders meeting for approving the Preferential Issue.

RESOLVED FURTHER THAT the allotment of Equity Shares pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders or any approval from any regulatory authority / the Central Government, whichever is later or as specified under Regulation 74 of the “**SEBI (ICDR) Regulations**”.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the shares and listing thereof with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of issue proceeds, sign all such documents and undertakings as may be required and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

3. To raise funds through issue of Securities

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 the Companies Act, 2013 including Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”) and the Rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, listing agreement entered into with the stock exchanges where the equity shares of the Company have been listed (“**Stock Exchanges**”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“**SEBI (ICDR) Regulations**”) (including any amendment thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended (“**SEBI Listing Regulations**”), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Depository Receipt Scheme 2014, the Foreign Exchange Management Act, 1999 (“**FEMA**”), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Foreign Investment Promotion Board (the “**FIPB**”) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time (“**Governmental**

Authorities”), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), the Board be and is hereby authorized, on behalf of the Company, to create, offer, issue and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10 (Rupees Ten) each (**“Equity Shares”**) and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts (**“GDRs”**) and/or American Depository Receipts (**“ADRs”**) and/ or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/ or partly) and/or Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds (**“FCCBs”**) and/ or Foreign Currency Exchangeable Bonds (**“FCEBs”**) and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to equity shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as **“Securities”**) or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutions Placement (**“Qualified Institutional Placement”** or **“QIP”**) and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers (**“QIBs”**) in accordance with Chapter VIII of the **“SEBI (ICDR) Regulations”**, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and/or to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals and whether they be holders of the Equity Shares of the Company or not (collectively called the **“Investors”**) as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations in consultation with the lead managers, advisors or other intermediaries, for an aggregate amount not exceeding **Rs. 250 Crores (Rupees Two Hundred and fifty Crores)** or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of **“SEBI (ICDR) Regulations”**) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company (the **“Issue”**) .

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs / ADRs / FCCBs / FCEBs / other securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects including entitlement to dividend, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the (**“SEBI (ICDR) Regulations”**), the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the **“SEBI (ICDR) Regulations”** from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of **“SEBI (ICDR) Regulations”** The Company may, in accordance with applicable law, also offer a discount of not more than 5 % or such percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under **“SEBI (ICDR) Regulations”**.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the **“SEBI (ICDR) Regulations”**, the **“relevant date”** for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed Issue and in the event the eligible convertible

securities (as defined under the “**SEBI (ICDR) Regulations**” are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities and for the purpose of pricing of the Securities by way of GDRs/ADRs/FCCBs/FCEBs or by way of any other issue(s), shall be either the date of the meeting in which the Board of the Company (including a committee of the Board) decides to open the proposed Issue of such convertible securities or the date on which the holder of such convertible securities become entitled to apply for the Equity Shares or the date as specified under the applicable law or regulation..

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue and all such Equity Shares shall rank *pari passu* inter-se and with the then existing Equity Shares of the Company in all respects, including entitlement to dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to engage, appoint lead manager(s), underwriter(s), guarantor(s), depositories, custodian(s), registrar(s), stabilizing agent(s), trustee(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, arrangement(s), placement agreement(s)/ underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement/ payment and conversion agency agreement/ any other agreements or documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s)/ International Stock Exchanges and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the merchant bankers and/or other advisors as mentioned above, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers and/or to such Investors to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities), the execution of various transaction documents, creation of mortgage/ charge in accordance with the provisions of the Companies Act and any other applicable laws or regulations in respect of any Securities, either on a *pari passu* basis or otherwise, fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion deems fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board and other designated officers of the Company be and are hereby severally authorised to make all filings including as regards the requisite listing application/ prospectus/ offer document/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to form a committee and/or delegate all or any of its power to any committee of directors (including any officer(s) of the Company) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Securities into

equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

Provided that the issue of all equity shares referred to above shall rank *pari passu* with the existing Equity Shares of the Company in all respects including entitlement to dividend.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

By Order of the Board
For Sagar Cements Limited

Place: Hyderabad
Date : 26.10.2016

R.Soundararajan
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Items No.1 to 3 in the Notice is given in the Annexure, which forms part of this Notice.
2. A Member entitled to attend and vote at the Extra-ordinary General Meeting 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 Computershare Private Limited (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 EGM Notice 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 **16th November, 2016**, 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 19th November, 2016, and will end at 5.00 p.m. on 22nd November, 2016**. The Company has appointed 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 Computershare Private Limited (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 forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “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 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 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 voting at the EGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote cast at the EGM shall be treated as invalid.

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.Ramesh Desai (Unit: Sagar Cements Limited) of Karvy Computershare 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. 1-800-34-54-001 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 19th November 2016 (9.00 A.M. IST) and ends on 22nd November, 2016 (5.00 P.M.IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **16th November, 2016**, 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. 16th November, 2016.
- 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., 21st September, 2016, 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., 19th November, 2016 (9.00 A.M. IST) to 22nd November, 2016 (5.00 P.M. IST).
 - 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 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 within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and shall submit his report to the company after completion of the scrutiny. The result of the voting will be announced on or after the date of the EGM. The result of the voting will also be posted on the company’s website www.sagarcements.in within two (2) days of passing of the resolutions at the EGM of the company and communicated to the National Stock Exchange and Bombay Stock Exchange.
 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, B S S & Associates, Company Secretaries, Office: Parameswara Appartments, # 6-3-626, 5th Floor, 5 – A, Anand Nagar, Khairatabad, Hyderabad-500004 not later than 22nd November, 2016 (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.
 20. 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.

Place: Hyderabad
Date : 26.10.2016

By Order of the Board of Directors
R.Soundararajan
Company Secretary

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

ANNEXURE TO NOTICE

Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“Act”)

On Items No.1

The present authorized share capital of your Company is Rs. 22 crores consisting of 2 crores Equity shares of Rs.10/- each and 20 lakhs Preference Shares of Rs.10/- each. Out of the said 2 crore Equity Shares, your company has already issued 1,73,88,014 equity shares leaving a balance of 26,11,986 equity shares for issue in future.

To fund the ongoing and future project as well as to meet its other general corporate purposes, your company may have to look for issuing further Equity Shares. Accordingly, your company proposes to cancellation of 20,00,000 (Twenty Lakhs) Preference Shares of Rs.10/-

each laying unissued for the purpose of reclassification by creating 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- each and increase the equity component in the Authorised Share capital by 20,00,000 shares, without increasing the Authorised Share Capital but by re-classifying the same in the manner stated in the resolution and make consequential amendments to the relevant Clause and Articles in its Memorandum of Association and Articles of Association respectively.

As the above would require the approval of the shareholders through Special Resolutions, appropriate resolutions are submitted for the shareholders' approval in Item No.1 of the Notice.

Your Board commend the resolution for approval of the shareholders.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company is, in anyway, concerned or interested in the resolution.

On item No.2

A grinding unit of 1,81,500 MTs capacity located in Bayyavaram, Vizag District and proposes to increase its capacity to 1.5 Million tones p.a.is being acquired. Apart from this, your Company proposes to set up a coal based captive power unit of 15 MW capacity at its plant in Mattampally, Nalgonda District, Telangana. The aggregate cost of implementing these two project has been estimated to be around Rs.250 crores. Your Board proposes to issue and allot (611986) equity shares of Rs.10/- each on a preferential basis at a price not below the price arrived at in accordance with Chapter VII of "SEBI (ICDR) Regulations" and to utilize the funds to meet the cost of implementing the above projects and for general corporate purposes subject to approvals, confirmation and consents as may be necessary.

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 VII of SEBI (Issue of capital and Disclosure requirements) Regulations, 2009 "SEBI (ICDR) Regulations", approval of the shareholders by way of a special resolution is required for the allotment of equity shares on preferential basis.

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

a) The Object(s) of the issue through preferential offer:

The object of raising the equity share capital by issuing equity shares is to meet part of the cost of implementing the expansion of the grinding unit in Bayyavaram to 1.5 million MT, to set up a coal based captive power unit of 15 MW capacity at its plant in Mattampally, Nalgonda District and for other general corporate purposes. For this purpose, it is proposed to issue (611986) equity shares on a preferential basis.

b) 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 individuals / entity belonging to the promoter and promoter group as well as non-promoter groups, as mentioned in (e) below.

c) Shareholding pattern before and after the issue:

Category	Pre-Issue holdings		Post-Issue Holdings	
	Shares	%	Shares	%
Promoter Group	9899658	56.93	10205651	56.70
Bodies Corporate	4552555	26.18	4858548	26.99
Public - Individuals	1471283	8.46	1471283	8.17
Mutual Funds	963532	5.54	963532	5.35
Foreign Portfolio Investors	384694	2.21	384694	2.14
Non-Resident Indians	69517	0.40	69517	0.39
Hindu Undivided Families	24705	0.14	24705	0.14
Banks	6455	0.04	6455	0.04
Foreign Nationals	5873	0.03	5873	0.03
Clearing Members	4813	0.03	4813	0.03
Indian Financial Institutions	4038	0.02	4038	0.02
Non-Banking Finance Companies	448	0.00	448	0.00
Foreign Institutional Investors	443	0.00	443	0.00
Total	17388014	100.00	18000000	100.00

(The above shareholding pattern is based on the shareholding as on 21st October, 2016.)

d) The time within which the allotment shall be completed:

Subject to and as provided under Chapter VII of the “**SEBI (ICDR) Regulations**”, the equity shares shall be allotted within a period of 15 days from the date of passing of the Resolution by the Shareholders or such extended period as provided under the “**SEBI (ICDR) Regulations**”.

e) The Identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees and the percentage of pre and post Preferential Issue, is given below:

Names of the proposed allottee	Category	Pre-issue shareholding		Proposed allotment	Post Issue Shareholding	
		No. of Shares	%		No. of Shares	No. of Shares
Dr.S.Anand Reddy	Promoter & Promoter Group		6.61	152997	1302524	7.24
Shri S.Sreekanth Reddy		1149527	6.24	152996	1238753	6.88
AVH Resources India Private Limited	Other than Promoter & Promoter Group	3277711	18.85	305993	3583704	19.91

AVH Resources India Private Limited is controlled by Ackermans & Van Haaren NV which holds 99.99% of the paid up share capital of AVH Resources India Private Limited. Ackermans & Van Haaren NV is 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 said Preferential Issue.

f) Pricing of the issue:

The pricing of the Equity Shares to be allotted shall not be lower than the price determined in accordance with the Chapter VII of “**SEBI (ICDR) Regulations**”, which provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- The average of the weekly high and low of the equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the “**SEBI (ICDR) Regulations**”.

The price shall be determined on the basis of the quotes available on the Stock Exchange having highest trading volume during the preceding twenty six weeks prior to the Relevant Date.

g) Relevant Date:

The relevant date as per the “**SEBI (ICDR) Regulations**” Regulations for the determination of the price per equity share pursuant to the preferential allotment is October 24, 2016 (“**Relevant Date**”) (i.e. the date which is 30 days prior to the date of proposed EGM which to be held on November 23, 2016 to approve the proposed Preferential Issue).

h) Lock-in Period:

The Equity Shares to be allotted on preferential basis shall be subject to lock-in as per SEBI “**SEBI (ICDR) Regulations**”. The entire pre-preferential allotment shareholding of the above allottees shall be locked-in from the Relevant Date upto the period of 6 months from the date of Trading Approval as per the Regulations 78(6) of the “**SEBI (ICDR) Regulations**”.

i) Auditors’ Certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the “**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.

J) Undertakings

In terms of “**SEBI (ICDR) Regulations**”, the Company hereby undertakes that :

a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so. – As the equity shares of the Company are listed with the BSE Limited and the National Stock Exchange of India Limited for more than six (6) months, the same is not applicable to the Company.

b) if the amount payable on account of the 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 – As the equity shares of the Company are listed with the BSE Limited and the National Stock Exchange of India Limited for more than six (6) months, the same is not applicable to the Company.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer – Not Applicable

The Board at its meeting held on 26th October, 2016 approved the issue and allotment of Equity Shares on Preferential Basis in the manner stated above subject to approval of shareholders by way of Special Resolution. Dr.S.Anand Reddy and Shri S.Sreekanth Reddy being the directors to whom the shares are proposed to be allotted, to that extent they and Shri S.Veera Reddy and Smt. S.Rachana, the other directors related to them and all their relatives may be deemed to be interested in the resolution.

Shri John - Eric Bertrand, one of the directors may also be deemed to interested in the resolution to the extent him being a director in AVH Resources India Private Limited, one of the proposed allottees to the proposed preferential issue.

None of the other Directors or any Key Managerial Personnel or any of their relative /Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

The Board of Directors commends the resolution as set out at Item No. 2 for approval of the shareholders as a Special Resolution.

On Item No.3

A grinding unit of 181500 MTs capacity located in Bayyavaram, Vizag District and proposes to increase its capacity to 1.5 Million tones p.a. is being acquired. Apart from this, your Company proposes to set up a coal based captive power unit of 15 MW capacity at it plant in Mattampally, Nalgonda District, Telangana. The aggregate cost of implementing these two project has been estimated to be around Rs. 250 crores. Your Board proposes mobilize a sum up to Rs.250 crores as detailed in the Special Resolution submitted under item no.3 to utilize the funds to meet the cost of implementing the above projects and for general corporate purposes subject to approvals, confirmation and consents as may be necessary.

The proposed resolution seeks the enabling authorization of the members to the Board of Directors to raise funds issuance of equity shares of the Company (“Equity Shares”) and/or any instruments or securities including Global Depository Receipts (“GDRs”) and/or American Depository Receipts (“ADRs”) and/or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/ or partly) and/or non-convertible debentures (or other securities) with warrants, and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of Foreign Currency Convertible Bonds (“FCCBs”) and/or Foreign Currency Exchangeable Bonds (“FCEBs”) and/or any other permitted fully and/or partly paid securities/instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/or securities linked to equity shares (hereinafter collectively referred to as “Securities”), in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency by way of private placement or otherwise

This special resolution also seek to empower the Board of Directors and or the Committee to undertake a qualified institutions placement with qualified institutional buyers as per the “**SEBI (ICDR) Regulations**” and section 42 of the Companies Act, 2013 and rules thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, amended from time to time. The Board of Directors/Committee may adopt this mechanism, as per prescribed under chapter VIII of the “**SEBI (ICDR) Regulations**” in order to facilitate the proposed plan of expansion and meet capital expenditure needs of the existing/future projects of the Company and to meet any exigencies etc. without the need for fresh approval from the shareholders.

The pricing of the Securities to be issued to qualified institutional buyers pursuant to the chapter VIII of “**SEBI (ICDR) Regulations**” shall be determined by the Board of Directors and/or Committee subject to such a price not being less than the price calculated in accordance with the “**SEBI (ICDR) Regulations**”.

The special Resolution also enables the Board of Directors and/or Committee issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board of Directors and/or the Committee deems fit. The Company may, in accordance with applicable laws, offer a discount of not more than 5 % or such percentage as

permitted under applicable law, on the price determined pursuant to the “**SEBI (ICDR) Regulations**”. The ‘Relevant Date’ for this purpose will be the date when the Board of Directors and/or Committee thereof decide to open the QIP for subscription.

The detailed terms and conditions for the Issue will be determined by the Board of Directors and/or Committee in consultation with the lead managers or consultant or advisor and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law.

The special resolution seek the consent and authorization of the members to the Board of Directors / Committee to make the proposed Issue of Securities, in consultation with the lead managers, advisors, other intermediaries and in the events it is decided to issue Securities convertible into Equity Shares, to issue to holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the Issue, keeping in view the prevailing market conditions in accordance with the applicable rules, regulation and guidelines. The amount proposed to be raised by the Company shall not exceed Rs. 250 Crores (Rupees Two Hundred and fifty Crores Only).

Considering the importance of implementing the projects referred to above and the need to fund the same, your Board recommends the resolution as set out at Item No. 3 for your approval.

None of the other Directors or any Key Managerial Personnel or any of their relatives are in anyway, concerned or interested in the above resolution except to the extent of the shares (if any) held by them in the company

Place: Hyderabad
Date : 26.10.2016

By Order of the Board of Directors
R.Soundararajan
Company Secretary

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



SAGAR CEMENTS LIMITED

CIN : L26942TG1981PLC002887

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

Tel.No.: +91-40-23351571, Website: www.sagarcements.in

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING ON WEDNESDAY, THE 23rd NOVEMBER, 2016 AT 3.00 P.M.

at Hotel Golkonda, Masab Tank, Hyderabad-500 028

Folio No.	DP ID No.	Client ID No.
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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 3.00 p.m. on Wednesday, the 23rd November, 2016.

Name of the Member : _____ Signature : _____

Name of the Proxy holder : _____ Signature : _____

Number of Shares : _____

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

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SAGAR CEMENTS LIMITED

CIN : L26942TG1981PLC002887

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

Tel.No.: +91-40-23351571, 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;

2. Name: _____ Email ID: _____

Address: _____

Signature _____ or failing him;

3. Name: _____ Email ID: _____

Address: _____

Signature _____

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 Wednesday, the 23rd November, 2016 at 3.00 p.m. at Hotel Golkonda, Masab Tank, Hyderabad-500 028 and at any adjournment thereof in respect of such resolutions as are indicated below

Sl. No.	Description of Resolution
1	Re-classification of the Authorised Share Capital of the Company with consequential amendments in its Memorandum and Articles of Association
2	Issue of Equity Shares on a Preferential Allotment / Private Placement basis
3	To raise funds through issue of Securities

Signed this ____ day of _____ 2016

Signature of shareholder _____ Signature of Proxy holder(s) _____

Please affix Re.1/- Revenue Stamp

Note:1. This Form in order to be effective should be duly completed and deposited at the Administrative 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.

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