

Corporate Governance Report

for the year 2022-23

Pursuant to Schedule V read with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), compliance with the requirements of Corporate Governance is set out below

1. Company's philosophy on code of governance:

Sagar Cements Limited ("The Company") believes that adherence to good corporate practice leads to transparency in its operations and improvement in the quality of its relationship with all its stakeholders and in the process, *inter-alia*, would enable it to become one of the most respected and attractive company in the industry and creating value for all its stakeholders.

2. Board of Directors:

Composition:

As on 31st March, 2023, the Board of Directors had an optimum combination of Executive and Non-Executive Directors and its composition was in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013 ("the Act"). All the Directors have made the requisite disclosures regarding directorships and Committee positions held by them in other Companies.

- (i) As on 31st March, 2023 the Company had ten Directors, including an alternate director.
- (ii) The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other public companies as on 31st March, 2023 are given hereunder. Other directorships do not include their directorships if any in private limited companies, foreign companies and companies registered under Section 8 of the Act. Chairmanships / Memberships of Audit Committee and Stakeholders' Relationship Committee are alone considered for the purpose.

Name of the Director	Category	Number of board meetings during the year 2022-23		Whether attended the last AGM held on 30.6.2022	Number of Directorships in other Unlisted Public Companies		Number of Committee positions held in other Unlisted Public Companies	
		Held	Attended		Chairman	Member	Chairman	Member
Shri K.V.Vishnu Raju (As Independent Director with effect from 20.7.2022 and as Chairman and Independent Director with effect from 24.9.2022)	Chairman, Independent and Non-Executive Director	8	6	NA	0	5	0	1
Shri K.Thanu Pillai (Up to 23.9.2022)	Chairman, Independent and Non-Executive Director	8	4	Yes	-	0	0	0
Dr.S.Anand Reddy	Executive Director (Promoter)	8	8	Yes	0	5	1	0
Shri S.Srekanth Reddy	Executive Director (Promoter)	8	8	Yes	0	5	0	1
Mrs. S.Rachana	Non-Executive Director (Promoter Group)	8	8	Yes	0	0	0	0
Shri V.H. Ramakrishnan (Up to 29.3.2023)	Independent and Non-Executive Director	8	8	Yes	0	0	0	0
Mrs. Sudha Rani Naga	Nominee Director from APIDC (Equity Investor)	8	7	Yes	0	0	0	0
Shri John-Eric Bertrand	Non-Executive Director	8	4	Yes	0	0	0	0
Shri Jens Van Nieuwenborgh	Alternate Director to Shri John-Eric Bertrand	8	2	NA	0	0	0	0

Name of the Director	Category	Number of board meetings during the year 2022-23		Whether attended the last AGM held on 30.6.2022	Number of Directorships in other Unlisted Public Companies		Number of Committee positions held in other Unlisted Public Companies	
		Held	Attended		Chairman	Member	Chairman	Member
Mrs.O.Rekha	Independent and Non-Executive Director	8	8	Yes	0	1	1	0
Shri Madhavan Ganesan (With effect from 11.5.2022)	Nominee Director from PI Opportunities Fund-I Scheme II (Equity Investor)	8	7	No	0	0	0	0
Shri Ravichandran Rajagopal (With effect from 27.3.2023)	Independent and Non-Executive Director	8	-	NA	-	1	0	0

NA – Not Applicable

(iii) Directorships and their category in other listed entities:

Sl No.	Name of the Director	Category	Names of the other Listed Entities where the person is a director and the category of such directorship		Chairmanship / Membership in Committees of other Listed Entities	
			Company	Category	Chairman	Member
1	Shri K.V.Vishnu Raju (As Independent Director with effect from 20.7.2022 and as Chairman and Independent Director with effect from 24.9.2022)	Chairman and Independent Director	Anjani Foods Limited Andhra Cements Limited	Chairman Independent Director	2	1
2	Shri K.Thanu Pillai (Up to 23.9.2022)	Chairman and Independent Director	Sathavahana Ispat Limited	Independent Director	1	0
3	Dr.S.Anand Reddy	Managing Director (Promoter)	Andhra Cements Limited	Non-Executive Director	0	1
4	Shri S.Sreekanth Reddy	Joint Managing Director (Promoter)	Sagarsoft (India) Limited Andhra Cements Limited	Chairman – Non-Executive Director Non-Executive Director	0	1
5	Mrs.S.Rachana	Non-Executive Director (Promoter Group)	Andhra Cements Limited	Director	0	0
6	Shri V.H.Ramakrishnan (Up to 29.3.2023)	Independent Director	The KCP Limited	Independent Director	0	2
7	Shri John Eric Bertrand	Non-Executive Director	-	-	0	0
8	Mrs.Sudha Rani Naga	Nominee Director from APIDC (Equity Investor)	-	-	0	0
9	Shri Jens Van Nieuwenborgh	Alternate Director to Shri John-Eric Bertrand	-	-	-	-
10	Mrs.O.Rekha	Independent Director	Andhra Cements Limited	Independent Director	1	1
11	Shri Madhavan Ganesan (With effect from 11.5.2022)	Nominee Director from PI Opportunities Fund-1, Scheme II	Medplus Health Services Limited	Independent Director	1	1
12	Shri Ravichandran Rajagopal (With effect from 27.3.2023)	Independent Director	Anjani Foods Limited	Whole-time Director	0	2

- (iv) As on 31st March, 2023, none of the Directors on the Board held directorships in more than seven listed companies and independent directorships in more than seven listed companies and none of them was a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she was a Director. Necessary disclosures regarding Committee positions held by the Directors in other public companies as on 31st March, 2023 have been made by them.
- (v) All the Independent Directors are non-executive directors in accordance with Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act. The Independent Directors have confirmed that they meet with the criteria mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act.
- (vi) The Board held eight meetings during the year under report and the gap between any such two consecutive meetings did not exceed one hundred and twenty days. The dates of these meetings are as under:

11th May, 2022, 20th July, 2022, 27th August, 2022, 23rd September, 2022, 19th October, 2022, 21st December, 2022, 23rd January, 2023 and 27th March, 2023.

(vii) **Disclosure of relationship between directors inter-se:**

Dr.S.Anand Reddy, Managing Director is brother of Shri S.Sreekanth Reddy, Joint Managing Director.

Shri S.Sreekanth Reddy, Joint Managing Director is brother of Dr.S.Anand Reddy, Managing Director and is the spouse of Mrs.S.Rachana, Non-Executive Director.

Mrs.S.Rachana, a Non-Executive Director is the spouse of Shri S.Sreekanth Reddy, Joint Managing Director.

Except as mentioned above, none of the other Directors is related inter-se.

(viii) During the year under report, all the information as applicable and falling under Part A of the Schedule II of the Listing Regulations, were placed before the Board for its consideration.

(ix) The terms and conditions of appointment of the Independent Directors are available on the website of the Company.

(x) During the year, the Independent Directors separately held a meeting among themselves on 23rd January, 2023.

(xi) The Board periodically reviews the reports furnished to it by the company on compliance with laws applicable to the Company.

(xii) The details of the familiarization programme of the Independent Directors are available on the website of the Company <https://sagarcements.in/wp-content/uploads/2020/08/Familiarization-Programme-2-1.pdf>

(xiii) In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

(xiv) Skill, competence and expertise of the Board of Directors identified by the Board for its effective functioning:

The company's present Board is a skill-based one, comprising of Directors who collectively have the skills directly relevant for performing their function as a member of the Board and the personal attributes or qualities that are identified and considered desirable to be an effective Director like, integrity (ethics), effective communicator, constructive questioner, contributor and team player, commitment and leadership skills. Apart from the above, the whole-time directors of the company have the technical skill / managerial experience, expertise and an in-depth knowledge of the company and cement industry for discharging their respective responsibilities.

Board Skill Matrix:

In terms of the requirement of the Listing Regulation, the Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company, which are currently available with the Board, along with the names of the Directors, who have such skill/expertise/competence:

Business & Industry	Domain Knowledge in Business and understanding of business environment, the development in the industry for improving Company's business
Financial Expertise	Financial and risk management, Internal control, Experience of complex financial reporting processes, capital allocation, resource utilisation, Understanding of Financial policies and accounting statement and assessing economic conditions
Governance & Compliance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values

Sl. No	Name of the Director	Skill/Expertise/Competence
1	Shri K.V.Vishnu Raju	Business and Industry, Financial, Technical Expertise, Governance and Entrepreneurship
2	Shri Ravichandran Rajagopal	
3	Shri Madhavan Ganesan (Nominee Director)	
4	Dr.S.Anand Reddy	
5	Shri S.Sreekanth Reddy	
6	Mrs.S.Rachana	Business & Industry
7	Mrs.O.Rekha	Financial Expertise, Governance & Compliance
8	Shri John-Eric Bertrand	Business & Industry, Financial Expertise, Governance & Compliance
9	Mrs.Sudha Rani Naga (Nominee Director)	Accounts

(xv) Details of equity shares and convertible securities of the Company held by the Non-Executive Directors as on 31st March, 2023 are given below:

Name	Category	Number of equity shares
Mrs.S.Rachana	Non-Executive, Promoter Group	58,36,415
Mrs.O.Rekha	Independent and Non-Executive Director	1,000

As on 31st March, 2023, none of the Non-Executive Directors/Independent Directors other than those mentioned above was holding any shares or convertible securities in the company.

(xvi) During the financial year 2022-23, none of the Independent Directors had resigned from his/her directorship. However, Shri K.Thanu Pillai and Shri V.H.Ramakrishnan, Independent Directors relinquished their office after successfully completing

their second consecutive term, which came to a close on 24th September, 2022 and 30th March, 2023 respectively.

3. Audit Committee

- i. The composition of the audit committee of the Board is in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act.
- ii. The terms of reference of the audit committee is as per Part C of the Schedule II of the SEBI Listing Regulations and include:
 - Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 - Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
 - Approval of payment to statutory auditors for any other services rendered by them;
 - Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement for inclusion in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - Changes, if any, in the accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of related party transactions
 - Qualifications, if any, in the draft audit report.
 - Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modifications of transactions with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Evaluation of internal financial controls;
 - Establishment of vigil mechanism for directors and employees to report their genuine concerns.
 - Calling for comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of quarterly and annual financial statements before their submission to the Board and discussions on any related issues with the internal and statutory auditors and the management of the Company;

- Review of the information that is required to be carried out, mandatorily or otherwise, as per the Listing Regulations.

- iii. The audit committee invites to its meetings such of the executives, as it considers appropriate particularly the head of the finance function and representatives of the statutory auditors and internal auditors. The Company Secretary acts as the Secretary to the Committee.
- iv. Shri R.Soundararajan, Company Secretary, has been appointed by the Board as the Compliance Officer to ensure compliance with and effective implementation of the Insider Trading Code.
- v. The previous Annual General Meeting ("AGM") of the Company was held on 30th June, 2022 and the Chairman of the audit committee was present at the said meeting.
- vi. The composition of the Audit Committee as on 31st March, 2023 and the details of attendance at its meetings held during the year 2022-23 are given below:

Name of the Member	Category	Number of meetings held during the tenure of member in the financial year 2022-23	
		Held	Attended
Mrs.O.Rekha, Chairperson (Appointed as Chairperson with effect from 28.3.2023)	Independent Director	6	6
Shri V.H.Ramakrishnan, Chairman (Up to 28.3.2023)	Independent Director	6	6
Shri K.Thanu Pillai (Up to 23.9.2022)	Independent Director	2	2
Shri K.V.Vishnu Raju (With effect from 27.8.2022)	Independent Director	4	4
Shri Madhavan Ganesan (With effect from 11.5.2022)	Nominee Director	5	5
Shri Ravichandran Rajagopal (With effect from 28.3.2023)	Independent Director	0	0
Shri John-Eric Bertrand (With effect from 23.9.22 and Up to 5.11.2022)	Non-Executive Director	1	1

- vii. The Audit committee met 6 times during the year 2022-23 and the dates of these meetings are as under:

11th May, 2022, 20th July, 2022, 19th October, 2022, 21st December, 2022, 23rd January, 2023 and 27th March, 2023.

4. Nomination and Remuneration Committee

- Composition of the Nomination and Remuneration Committee (NRC) of the Board is in line with the Regulation 19 of SEBI Listing Regulations and Section 178 of the Act.
- The terms of reference of the NRC are available on the company's website https://sagarcelements.in/wp-content/uploads/2020/08/SCL_Nomination-and-Remuneration-Policy-1-1.pdf as part of the Nomination and Remuneration Policy adopted by the company.

Nomination and Remuneration policy:

- The Policy on Nomination and Remuneration adopted by the company is aimed at attracting, retaining, developing and motivating workforce. Individual performance is assessed and rewarded through an annual appraisal process. Details of this policy are available on the company's web site, https://sagarcelements.in/wp-content/uploads/2020/08/SCL_Nomination-and-Remuneration-Policy-1-1.pdf
- The details of the composition of the Nomination and Remuneration Committee as on 31st March, 2023 and the details of the attendance at its meetings during the year 2022-23, are given below:

Name of the Member	Category	Number of meetings held during the tenure of Member in the financial year 2022-23	
		Held	Attended
Shri V.H.Ramakrishnan, Chairman (Up to 28.3.2023)	Independent Director	3	3
Mrs.O.Rekha, Chairperson (Appointed as Chairperson with effect from 28.3.2023)	Independent Director	3	3
Shri K.Thanu Pillai (Up to 23.9.2022)	Independent Director	2	2
Mrs.S.Rachana (Up to 11.5.2022)	Non-Executive Director	3	1
Shri Madhavan Ganesan (With effect from 11.5.2022)	Nominee Director	2	2
Shri K.V.Vishnu Raju (With effect from 27.08.2022)	Independent Director	1	1
Shri Ravichandran Rajagopal (With effect from 28.3.2023)	Independent Director	0	0
Shri John-Eric Bertrand (With effect from 23.9.2022 and Up to 5.11.2022)	Non-Executive Director	0	0

The NRC hold three meetings during the year 2022-23 and the dates of the meetings are as under:

11th May, 2022, 20th July, 2022 and 27th March, 2023.

- The Company presently does not have any Employee Stock Option Scheme.
- Performance Evaluation Criteria / Policy for Independent Directors:

The company has adopted a Policy for evaluating the performance of its Independent Directors, and the same is available on the company's web site as part of its Nomination and Remuneration Policy.

5. Remuneration of Directors

Remuneration to Non-Executive Directors:

Currently, Non-Executive Directors are not paid any remuneration other than the sitting fee of ₹40,000/- for each meeting of the Board and Committees thereof attended by them. However, sitting fees payable to the nominee directors from APIDC are paid directly to the institution she represents.

Details of sitting fees paid to the non-executive directors during the year 2022-23 are given below:

S.No.	Name of the Director	Sitting Fee (In ₹)
1	Shri K.Thanu Pillai	4,00,000
2	Shri.V.H.Ramakrishnan	8,80,000
3	Mrs.Sudha Rani Naga (APIDC Nominee) Their sitting fees were directly paid to the Institution they represented.	3,20,000
4	Mrs.S.Rachana	4,00,000
5	Mrs.O.Rekha	8,80,000
6	Shri John-Eric Bertrand	2,00,000
7	Shri Jens Van Nieuwenborgh (Alternate Director to Shri John-Eric Bertrand)	80,000
8	Shri Madhavan Ganesan, Nominee (PI Opportunities Fund-I Scheme II)	6,00,000
9	Shri K.V.Vishnu Raju	5,60,000
Total		43,20,000

There were no other pecuniary relationship or transactions between the Non-Executive Directors and the Company.

The criteria for making the payment to Non-Executive Directors are available on the company's website <https://sagarcelements.in/wp-content/uploads/2020/08/Criteria-for-making-payment-to-Non-Executive-Directors.pdf>

Remuneration to the Managing Director and Whole time Directors:

The Company pays remuneration to its Managing Director (MD) and Joint Managing Director (JMD) (Whole-time Directors) by way of salary and perquisites, which are fixed components and by way of commission, a variable component. Remuneration to Whole-time Directors is paid in accordance with the recommendation made by the Nomination

and Remuneration Committee and the approval as accorded by the Board of Directors, which is subject to further approval of the shareholders.

The whole-time directors were paid the following remuneration for the year 2022-23.

Description	₹ in Lakhs	
	Dr.S.Anand Reddy (MD)	Shri S.Sreekanth Reddy (JMD)
Salary	180.00	162.00
Perks (75% of the salary)	135.00	121.50
Sub-Total	315.00	283.50
Commission	275.50	275.50
Total	590.50	559.00

In addition to the above, the Whole-time directors are entitled to contribution to Superannuation Fund or Annuity to the extent these are not taxable, gratuity at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of their tenure.

Services of the Whole-time Directors with the company may be terminated by either party, giving the other party six months' notice. No severance fee is contemplated. The company has not issued any stock options to anyone.

6. Stakeholders' Relationship Committee

- The stakeholders' relationship committee is in line with the provisions of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act.
- The broad terms of reference of the stakeholders' relationship committee are as under:
 - Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend/notice/ annual reports, and other related matters.
 - Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc., as per the procedures applicable under relevant regulations.
- This Committee had the following directors as its members as on 31st March, 2023:

Name of the Member	Category of the Director
Mrs.Sudha Rani Naga, Chairperson	Nominee/Non-Executive Director
Dr.S.Anand Reddy, Member	Managing Director
Shri K.Thanu Pillai, Member (Up to 23.9.2022)	Independent Director
Shri K.V.Vishnu Raju, Member (With effect from 27.08.2022)	Independent Director

Shri R.Soundararajan, Company Secretary, is the compliance officer for the above purpose. Based on the information obtained from the Company's Registrars, the Company had received 185 complaints from the investors during the year 2022-23 as detailed below and all these complaints, being routine in nature, were redressed in the normal course by the Registrars themselves. There were no complaints pending as on 31st March, 2023.

Sl. No	Particulars	Opening	Received	Resolved	Pending
1	Non-receipt of shares after transfer / transmission	0	0	0	0
2	Non-receipt of dividend warrants	0	134	134	0
3	Non-receipt of Annual Report	0	0	0	0
4	Non-receipt of Securities	0	48	48	0
5	Non-receipt of duplicate / transmission / deletion of share certificates	0	0	0	0
6	SEBI/BSE/ NSE/CSE complaints	0	3	3	0
Total		0	185	185	0

During the year, one meeting of the Stakeholders' Relationship Committee was held on 23rd January, 2023 and all the members of the Committee were duly present at the meeting.

- Name, designation and address of Compliance Officer:
Shri R.Soundararajan
Company Secretary
Sagar Cements Limited
Regd.Office: Plot No.111, Road No.10
Jubilee Hills, Hyderabad-500 033
Telephone: 91 40 23351571

7. Risk Management Committee

- The Board of Directors in their meeting held on 1st July, 2021, constituted a Risk Management Committee. The composition of the Risk Management Committee is in line with the provisions of Regulation 21 of the SEBI Listing Regulations.
- The terms of reference of the Risk Management Committee are available on the company's website https://sagarcements.in/wp-content/uploads/2020/08/ScI_Risk-Management-Policy-1.pdf as part of the Risk Management Policy.
- The details of the composition of the Risk Management Committee as on 31st March, 2023 and

the attendance at its meetings held during the year 2022-23, are given below:

Name of the Member	Category	Number of meetings held during the tenure of Member in the financial year 2022-23	
		Held	Attended
Shri S.Srekanth Reddy, Chairman	Joint Managing Director	2	2
Shri V.H.Ramakrishnan (Up to 28.3.2023)	Independent Director	2	2
Mrs.O.Rekha	Independent Director	2	2
Shri K.Prasad	Chief Financial Officer	2	2
Shri Madhavan Ganesan (With effect from 19.10.2022)	Nominee Director	1	1
Shri Ravichandran Rajagopal (With effect from 28.3.2023)	Independent Director	0	0

The Risk Management Committee had met twice during the year 2022-23 on 19th October, 2022 and 27th March, 2023.

Other Committees

Investment Committee

With a view to evaluating major capital expenditure proposals and investment opportunities available to the Company from time to time, the Board has constituted an Investment Committee with the following directors as its members/Chairman:

Name	Category
Shri K.Thanu Pillai (Up to 23.9.2022)	Chairman
Dr.S.Anand Reddy	Member
Shri V.H.Ramakrishnan (Up to 28.3.2023)	Member
Mrs.O.Rekha	Member
Shri K.V.Vishnu Raju (As member with effect from 27.08.2022 and as Chairman with effect from 23.9.2022)	Chairman
Shri Ravichandran Rajagopal (With effect from 28.3.2023)	Member

During the year, one meeting of the Investment Committee was held on 20th July, 2022 and all the members of the Committee were duly present at the meeting.

Securities Allotment Committee

With a view to allot securities as and when approved by the Board/Shareholders, the company has constituted a committee known as Security Allotment Committee and the following Independent Directors are its members:

Name	Category
Shri K.Thanu Pillai (Up to 23.9.2022)	Chairman
Shri. V.H.Ramakrishnan (Up to 28.3.2023)	Member
Mrs.O.Rekha	Member
Shri K.V.Vishnu Raju (As member with effect from 27.08.2022 and as Chairman with effect from 23.09.2022)	Chairman
Shri Ravichandran Rajagopal (With effect from 28.3.2023)	Member

During the year, one meeting of the Securities Allotment Committee was held on 7th May, 2022 and all the members of the Committee were duly present at the meeting.

Corporate Social Responsibility Committee

CSR Committee of the Company has been constituted in line with the provisions of Section 135 of the Act.

The company is committed to operate and grow its business in a socially responsible way, by, inter-alia, reducing the environmental impact of its operations and increasing its positive social impact. It aims to achieve growth in a responsible way by encouraging people to take small every day actions that will make a big difference. This CSR Policy of the company is guided by the following principles:

1. To conduct its operations with integrity and responsibility keeping in view the interest of all its stakeholders.
2. Growth and environment should go hand in hand.
3. Availing of opportunities for collaborating with different stakeholders including Governments, NGOs, Suppliers and Distributors to tackle the challenges faced by the society.

During the year, one meeting of the Committee was held on 23rd January, 2023.

The composition of the CSR Committee and details of the attendance at the meeting is given below:

Name of the Member Category Number of meetings held during the tenure of Member in the financial year 2022-23

Name of the Member	Category	Number of meetings held during the tenure of Member in the financial year 2022-23	
		Held	Attended
Shri K.Thanu Pillai, Independent Director (Up to 23.9.2022)	Chairman	0	0
Dr.S.Anand Reddy, Managing Director	Member	1	1
Shri S.Srekanth Reddy, Joint Managing Director	Member	1	1
Mrs.S.Rachana, Non-Executive Director	Member	1	1
Shri K.V.Vishnu Raju (As member with effect from 27.8.2022 and as Chairman with effect from 23.9.2022)	Chairman	1	1

8. General Body Meetings

i. General Meeting

The details of the time, venue and the date of the last three Annual General Meetings of the Company are given below:

AGM	Date	Time	Venue
41 st AGM	30 th June, 2022	3.00 p.m.	Through VC/OAVM
40 th AGM	28 th July, 2021	2.00 p.m.	Through VC/OAVM
39 th AGM	9 th September, 2020	3.00 p.m.	Through VC/OAVM

Following are the details of Special Resolutions passed in the above said Annual General Meetings:

No Special Resolutions were passed at the 39th & 41st Annual General Meetings.

At the 40th AGM, three special resolutions were passed in respect of Re-appointment of Dr.S.Anand Reddy as Managing Director, Re-appointment of Shri S.Sreekanth Reddy as Joint Managing Director and sub-division of share capital in to smaller amount and consequent changes in the Memorandum and Articles of Association of the Company.

Resolutions passed through Postal Ballot on 11th October, 2022:

Two Special resolutions as detailed below were passed on 11th October, 2022 through Postal Ballot, one for appointment of Shri K.V.Vishnu Raju as an independent director of the company and the another one for according consent under Section 186 of the Companies Act, 2013. M/s.BSS & Associates, Company Secretaries, (Unique Code of Partnership Firm: P2012AP02600) conducted the postal ballot exercise and the voting pattern was as under:

Resolution 1: Appointment of Shri K.V.Vishnu Raju as an Independent Director of the company for a term of 5 years with effect from 20th July, 2022

Particulars	Number of Votes
Number of valid votes received	116574029
Votes cast in favour of the resolution	116572963
Votes cast against the resolution	1066
Number of invalid / abstained votes received	1605

Resolution 2: Consent under Section 186 of the Companies Act, 2013 for granting loans, making investments and providing corporate guarantee

Number of valid votes received	116573642
Votes cast in favour of the resolution	113739777
Votes cast against the resolution	2833865
Number of invalid / abstained votes received	1992

Resolutions passed through Postal Ballot on 4th May, 2023

Two Resolutions as detailed below were passed on 4th May, 2023 through Postal Ballot, one for appointment of Shri Ravichandran Rajagopal as an independent director of the company and the another one for approval of material related party transaction. M/s.BSS & Associates, Company Secretaries, (Unique Code of Partnership Firm: P2012AP02600) conducted the postal ballot exercise and the voting pattern was as under:

Resolution 1: Appointment of Shri Ravichandran Rajagopal as an Independent Director of the company for a term of 5 years with effect from 27th March, 2023

Particulars	Number of Votes
Number of valid votes received	118226946
Votes cast in favour of the resolution	118226102
Votes cast against the resolution	844
Number of invalid / abstained votes received	500

Resolution 2: Approval of material related party transaction involving furnishing of corporate guarantee etc., for Andhra Cements Limited, a subsidiary company

Particulars	Number of Votes
Number of valid votes received	20245501
Votes cast in favour of the resolution	20244609
Votes cast against the resolution	892
Number of invalid / abstained votes received	97981945

In respect of Resolution No.2

* Votes cast by 4 related parties holding 3,89,13,885 shares had been considered invalid pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 and accordingly do not part of the valid votes.

* 18 promoter and promoter group shareholders holding 59068010 shares had abstained themselves from Voting on the 59068010 shares held by them and 1 Shareholder (KMP) who falls under the definition of 'related party' holding 50 shares had also abstained from Voting for the 50 shares held by him in accordance with the above said SEBI (LODR) Regulations.

Procedure for Postal Ballot – when conducted

The postal ballot is conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The shareholders are provided the facility to vote through e-voting. The postal ballot notice is sent to shareholders in electronic form to their email addresses, wherever available. The Company also publishes a notice in the newspapers in accordance with the requirements under the Companies Act, 2013 in connection with the above.

Shareholders holding equity shares as on the cut-off date may cast their votes through e-voting or through postal ballot during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutinizer submits his report to the Chairman and the results of voting by postal ballot are announced within 48 hours of the conclusion of the e-voting period. The results are displayed on the website of the Company <https://sagarcements.in/investors/scrutinizer-report>, and communicated to the Stock Exchanges, Depositories, and Registrar and Share Transfer Agents. The resolutions, if passed by the requisite majority, are deemed to have been passed on the last date specified for exercising e-voting.

9. Means of communication

Quarterly results:

As part of compliance with Regulation 33, 10 and 47 of the SEBI Listing Regulations, the Company furnishes its quarterly and annual financial results to the Stock Exchanges where its shares have been listed, followed by publication in the newspapers in accordance with the said Regulations.

Newspapers in which the results were published:

Details of newspapers in which quarterly results relating to the Financial Year 2022-23 were published are given below:

Quarter ended	Date of Publication	Name of the newspapers carrying the publication
30 th June, 2022	21 st July, 2022	Financial Express and Andhra Prabha
30 th September, 2022	21 st October, 2022	
31 st December, 2022	25 th January, 2023	
31 st March, 2023	12 th May, 2023	

Website where displayed:

The Financial Results and the Shareholding pattern of the Company are made available on the Company's website <https://sagarcements.in/investors/financial-results> and also on the website of NSE and BSE as part of corporate filing made by the Company from time to time with the said stock exchanges.

Press Release

Press Releases as and when issued by the company following the publication of financial results are also made available at the company's website.

Presentation made to Institutional Investors and Financial Analysts:

Excepting on occasions when the Company had to respond in a general way to the queries now and then received from investors / analysts regarding the affairs of the company and the declaration of the quarterly, half-yearly and annual financial results, there were not many specific presentations made to any of them during the year 2022-23. Copies of the press-release, as and when issued by the Company,

mostly after submission of financial results to the Stock Exchanges, are simultaneously made available to the Stock Exchanges and the transcriptions of conference call held with the analysts / investors following the declaration of financial results are also put up on the company's website.

Management Discussion and Analysis Report

The Integrated Report of the Company contains the Management Discussion and Analysis as annexure to the Directors' Report.

Subsidiary companies

The Company has three subsidiaries viz., Sagar Cements (M) Private Limited, Andhra Cements Limited and Jajpur Cements Private Limited. The Audit Committee of the Board reviews the consolidated financial statements of the Company containing financials of these subsidiaries. The minutes of the board meetings of the subsidiaries are periodically placed before the Board of Directors of the Company.

10. General Shareholder information:

a. Annual General Meeting:

Date & Time	3.00 p.m. on Wednesday, the 28 th June, 2023
Venue	Through Video Conference /Other Audio Visual Means

b. Financial Year: 1st April, 2022 to 31st March, 2023

c. Book Closure Dates: From 21st June, 2023 to 28th June, 2023 (both days inclusive)

d. Dividend payment date:

The Board has recommended a dividend @ 35% i.e., ₹0.70 per share of ₹2/- each, subject to its declaration by the members at the Annual General Meeting and the same will be paid to the eligible shareholders within 30 days of the said declaration.

e. Listing on Stock Exchanges:

The paid-up share capital of the company as on 31st March, 2023 was ₹26,14,15,096/- consisting of 13,07,07,548 equity shares of ₹2/- each. All these shares have been listed on the National Stock Exchange of India Ltd. Mumbai and BSE Ltd., Mumbai. There are no dues against listing fee payable to these stock exchanges.

f. Stock and ISIN Codes for the Company's shares:

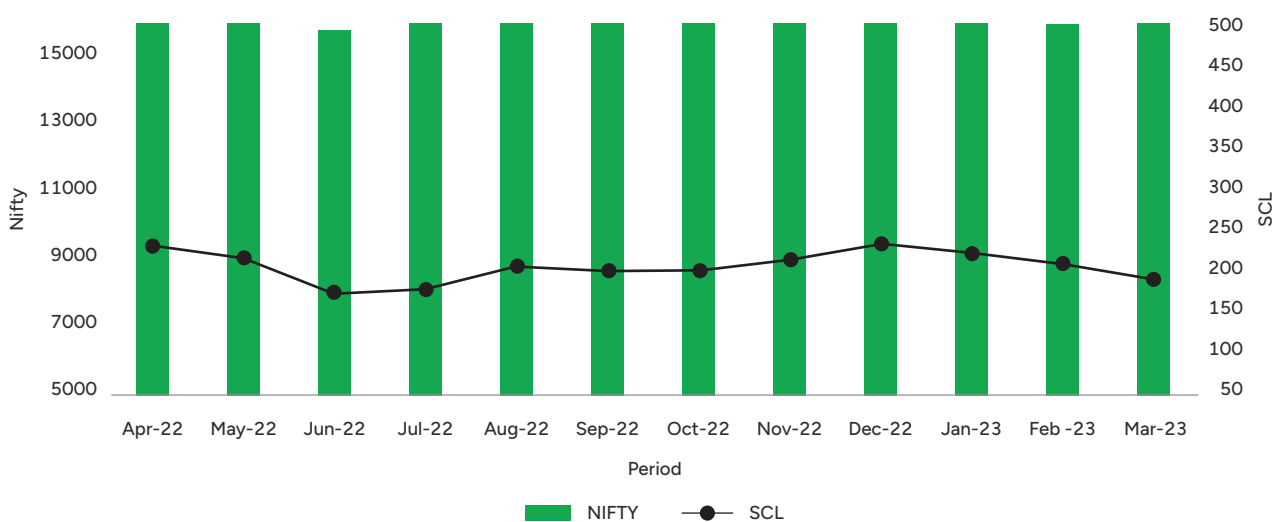
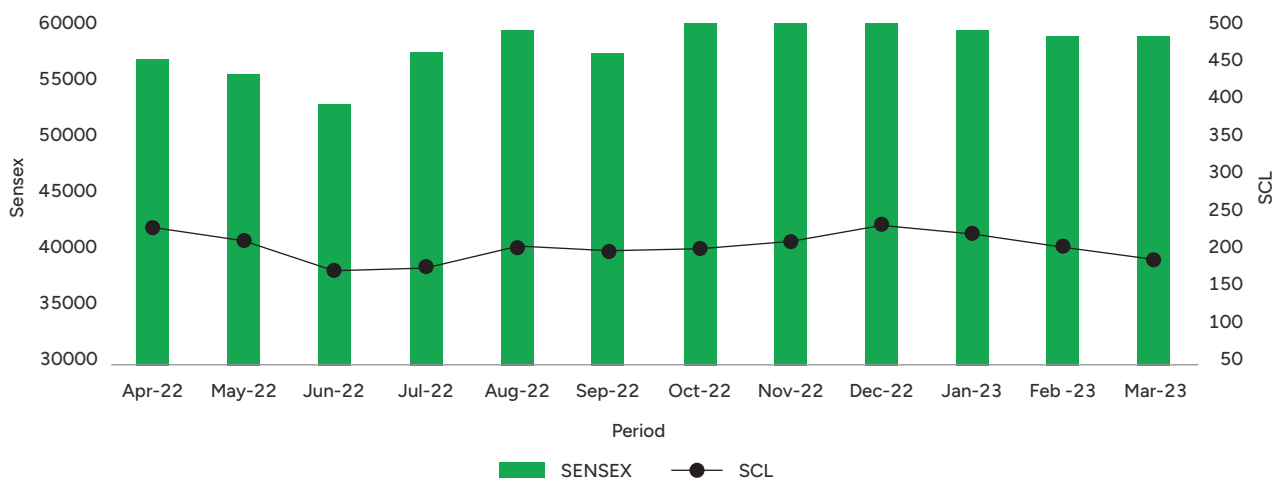
Name of the Stock Exchange	Scrip Code
National Stock Exchange of India Limited, "Exchange Plaza", 5 th Floor, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051	SAGCEM
BSE Limited, P J Towers, Dalal Street, Mumbai – 400 001	502090
ISIN	INE229C01021

g. Market price details:

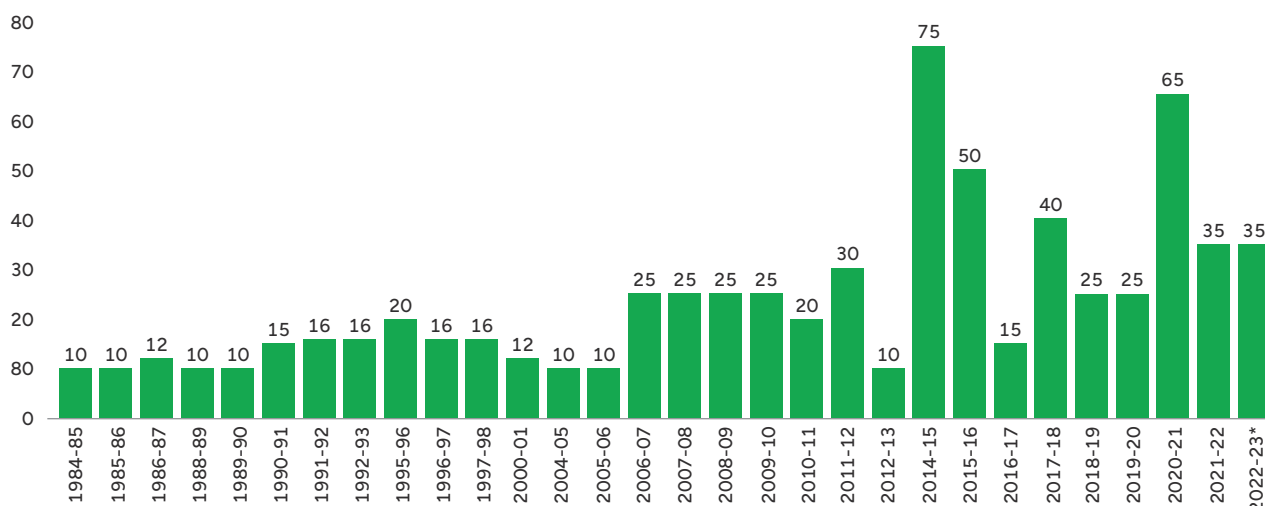
Monthly High, Low and closing prices for the Company’s shares of ₹2/- each during the Financial Year as traded on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) are given below:

Month	BSE			NSE		
	High	Low	Close	High	Low	Close
April 2022	273.90	230.45	232.00	272.00	230.15	232.15
May 2022	239.70	195.90	215.95	250.00	195.00	214.80
June 2022	222.40	155.15	171.50	221.95	154.00	172.05
July 2022	185.25	164.10	177.20	185.90	164.25	177.35
August 2022	219.00	171.00	206.05	220.00	170.80	205.75
September 2022	232.25	187.05	199.20	232.95	187.55	198.95
October 2022	208.50	182.85	200.60	208.75	181.00	200.70
November 2022	215.95	195.50	213.00	215.95	197.05	212.95
December 2022	267.75	210.05	234.35	267.95	212.00	233.20
January 2023	246.50	203.95	222.25	247.45	204.00	221.80
February 2023	239.95	199.70	205.90	240.00	199.00	206.45
March 2023	215.75	179.70	189.20	215.90	180.00	189.75

The Company’s Share Price movements during the year 2022-23 as compared with SENSEX and NIFTY, are depicted below:



h. Dividend History



* Subject to the confirmation /declaration by the shareholders at the ensuing AGM, the Board has recommended a dividend at ₹0.70 per share (35%) for the year 2022-23.

The voting rights on the unclaimed shares outstanding as on 31st March, 2023 shall remain frozen till the rightful owners of such shares claim the shares concerned.

i. Transfer of unclaimed / unpaid dividend amounts to the Investor Education and Protection Fund ("IEPF"):

The un-claimed dividends for the financial year ended 31st March, 1996 onwards and up to the financial year ended 31st March, 2016 (Interim Dividend) were duly transferred to the Investor Education and Protection Fund set up by the Government of India in accordance with the Act as applicable at the time of such transfer. Details of the unclaimed dividends for the subsequent periods are available on the company's website, www.sagarcentments.in.

j. Registrars and Share Transfer Agents:

KFin Technologies Limited

Selenium Building, Tower B, Plot No(s) 31-32,
Gachibowli,

Financial District, Nanakramguda,
Serilingampally Mandal

Hyderabad -500032

Toll Free No: 1800-3094-001

e-mail: einward.ris@kfintech.com

Website: <https://www.kfintech.com>

k. Share Transfer System:

Around 99.44% of the shares of the Company are held in electronic form. Transfer of these shares is affected through the depositories with no involvement of the Company.

The shareholders may kindly note that in accordance with SEBI Notification dated 8th June, 2018, with effect from 1st April, 2019, except in case of transmission or transposition of securities, fresh requests for effecting the transfer of securities (shares) are not processed by the Company/Registrar (RTA), if the shares concerned are held in physical form.

As regards transmission of shares held in physical form, the documents required for transmission, like original share certificate, death certificate, succession certificate/legal heir certificate can be lodged either with the Company at its Registered Office or with the Company's Registrars and Share Transfer Agents, whose address has been given above.

I. Shareholdings particulars as on 31st March, 2023

(i) Distribution of shareholdings:

Sl.No	Category (Shares)	No. of Holders	% to Holders	No. of Shares	% to Equity
1	1 - 50	17679	56.72	343457	0.26
2	51 - 100	4080	13.09	344227	0.26
3	101 - 200	2654	8.51	412752	0.32
4	201 - 300	1417	4.55	363161	0.28
5	301 - 500	3104	9.96	1463724	1.12
6	501 - 1000	1049	3.37	852983	0.65
7	1001 - 5000	930	2.98	2054355	1.57
8	5001 - 10000	119	0.38	875227	0.67
9	10001 - 20000	57	0.18	793093	0.61
10	20001 - 50000	34	0.11	1111196	0.85
11	50001 - 100000	15	0.05	1012378	0.77
12	100001 and above	33	0.11	121080995	92.64
	Total	31171	100.00	130707548	100.00

(ii) Shareholding pattern

Description	No. of holders	Shares	% to Total Share Capital	in Demat Form	
				No. of Shares held in Demat Form	% to total shares held
Promoter Group	14	59078010	45.20	59078010	45.45
Domestic Companies	141	31210317	23.88	31197062	24
Mutual Funds	7	10950781	8.38	10944781	8.42
Alternate Investment Funds	3	13959790	10.68	13959790	10.74
Public - Individuals	30080	8345500	6.39	7650740	5.90
Foreign Portfolio Investors	27	5153224	3.94	5153224	3.96
Insurance Companies	0	2480	0	2480	0
Non-Resident Indians	539	804624	0.62	804624	0.62
Clearing Members	21	17616	0.01	17616	0.01
Indian Financial Institutions/Banks	4	19750	0.01	500	0
IEPF	1	956435	0.73	956435	0.74
H U F	329	168534	0.13	168534	0.13
Key Managerial Personnel	2	36987	0.03	36987	0.03
Relatives of Promoters (Other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group')	2	3500	0	3500	0
Total	31171	130707548	100	129974283	100

Evolution of Share Capital

Date of allotment	Mode of issue	No. of shares	Issue Price per share	Distinctive Nos.	
				From	To
23 rd January 1981	Subscribed in the Memorandum of Association	5100	₹10/-	1	5100
28 th June 1984	Private Placement (Pre-public issue)	844900	₹10/-	5101	850000
4 th September 1984	As above	140000	₹10/-	850001	990000
24 th November 1984	As above	330000	₹10/-	990001	1320000
24 th November 1984	Through Public Issue	1530000	₹10/-	1320001	2850000
19 th December 1990	400 shares were allotted to the shareholders of erstwhile Sagar Laticrete Systems Ltd., as per the Scheme of Amalgamation of the said Company with Sagar Cements Limited	400	₹10/-	2850001	2850400
1 st March 1993	The Company had issued FCDs, which were to be converted automatically into 53,01,900 equity shares on 1 st March 1993.	5301900	₹20/-	2850401	8152300

Date of allotment	Mode of issue	No. of shares	Issue Price per share	Distinctive Nos.	
				From	To
9 th July 2001	Company allotted these shares on a preferential basis	3000000	₹10/-	8152301	11152300
9 th March 2007	Shares allotted against conversion of 550000 warrants earlier allotted to the promoter group on a preferential basis	550000	₹82/-	11152301	11702300
15 th March 2007	Shares allotted to India Fund Inc., U.S.A., an FII on a preferential basis	1000000	₹180/-	11702301	12702300
30 th July 2007	Shares allotted against conversion of 367432 warrants earlier allotted to the promoter group on a preferential basis	367432	₹82/-	12702301	13069732
25 th October 2007	Allotted against conversion of 267568 warrants - to Amareswari Cements Limited	267568	₹82/-	13069733	13337300
10 th April 2008	Allotted to the promoter Group against conversion of 665000 warrants	665000	₹82/-	13337301	14002300
6 th August 2008	Allotted to M/s.Parficim S.A.S., France - A preferential allotment made at a premium of ₹690/- per share	1000000	₹700/-	14002301	15002300
20 th May 2011	Extinguishment of 900000 equity shares held by Amareswari Cements Limited in SCL, pursuant to the Scheme of merger of the ACL with Sagar Cements Limited	-267568		11434733	11702300
		-267568		13069733	13337300
		-364864		13637437	14002300
12 th July 2011	Allotment of shares to the ACL Shareholders under the Scheme of its merger with SCL	3285714	₹10/-	15002301	18288014
7 th December, 2016	Allotment of shares to the Promoter Group	3,05,993	₹800/-	18288015	18594007
7 th December, 2016	Allotment of shares to Non-Promoter Group	3,05,993	₹800/-	18594008	18900000
14 th February, 2017	Allotment of shares on QIP Basis	24,00,000	₹720/-	18900001	21300000
24 th July, 2019	Allotment of shares to the Promoter Group against conversion of warrants	7,75,000	₹730/-	21300001	22075000
24 th July, 2019	Allotment of shares to Non-Promoter Group against conversion of warrants	7,75,000	₹730/-	22075001	22850000
27 th March, 2020	Allotment of shares to the Promoter Group against conversion of warrants	3,25,000	₹730/-	22850001	23175000
20 th July, 2020	Allotment of shares to Non-Promoter Group against conversion of warrants	7,75,000	₹730/-	23175001	23950000
20 th July, 2020	Allotment of shares to Non-Promoter Group against conversion of warrants	4,50,000	₹730/-	23950001	24400000
	Total	2,35,00,000			
18 th August, 2021	Cancellation of 2,35,00,000 equity shares of K10/- each pursuant to splitting in to equity shares of K2/- each	-2,35,00,000	-	-	-
18 th August, 2021	Splitting of 2,35,00,000 equity shares of the face value of ₹10/- each into the face value of ₹2/- each	11,75,00,000	-	1	117500000

Date of allotment	Mode of issue	No. of shares	Issue Price per share	Distinctive Nos.	
				From	To
7 th May, 2022	Allotment of shares to Non-Promoter Group	1,32,07,548	₹ 265/-per share	117500001	130707548

m. Dematerialization of Shares and liquidity:

Trading in the shares of the Company needs to be in the electronic form only. The Company has subsisting agreements with both NSDL and CDSL for the purpose. The ISIN number for the company's shares is – INE229C01021. Shares representing more than 99.44% of the share capital were kept in dematerialized form as on 31st March, 2023 as detailed below:

In physical form		In Demat Form				Total	
		With NSDL		With CDSL			
Shares	%	Shares	%	Shares	%	Shares	%
733265	0.56	79640700	60.93	50333583	38.51	130707548	100.00

n. Details of outstanding GDR / ADR / Warrants or any other convertible instruments:

The company has not issued any GDR/ADR.

o. Plants Location:

Cement Plants:

1. Mattampally
Via: Huzurnagar
Suryapet District, Telangana – 508204
Tel: 08683 - 247039
2. Bayyavaram Village
Kasimkota Mandal
Visakhapatnam District
Andhra Pradesh – 531031
Tel: 08924 – 244098 / 244550
3. Gudipadu Village
Yadiki Mandal
Ananthapur District
Andhra Pradesh-515408
Tel: 08558-200272

Hydel Power Plants:

1. Guntur Branch Canal Hydel Project
Tsallagundla Adda Road,
Nekarikallu Mandal
Guntur District,
Andhra Pradesh-522 615
2. Lock-in-Sula Hydel Project
Banumukkala Village, Banakacherla Regulator
Pamulapadu Mandal,
Kurnool District, A.P.-518 422

Plant location of the Subsidiary viz., Sagar Cements (M) Private Limited

Karondiya (Vill.)
Post – Jeerabad-454446
The Gandhwani
Dist.Dhar (M.P.)

Plant location of the Subsidiary viz., Andhra Cements Limited

1. Durga Cement Works
Durgapuram, Srinagar Post
Dachepalli Mandal, Palnadu District-522 414
2. Parlupalem Village,
Durganagar Post,
Visakhapatnam, Andhra Pradesh - 530029.

Plant location of the Subsidiary viz., Jajpur Cements Private Limited

Kalinganagar, Industrial Complex
Tahsil-Dangadi
Dist-Jajpur, Odisha.

p. Address for investors related correspondence:

Company Secretary
Sagar Cements Limited
Registered Office: Plot No.111, Road No.10,
Jubilee Hills
Hyderabad – 500033
Tel. 040 – 23351571
Email: soundar@sagarcements.in

q. Credit Rating and Details of Revision:

Rating Agency	Type of Instrument	Rating as on 31 st March, 2022	Rating as on 31 st March, 2023
India Ratings and Research Private Limited	Fund-based Working Capital Limits	IND A/ RWE/ IND A1/RWE	IND A Stable IND A1
	Non-Fund based Working Capital Limits	IND A1/RWE	IND A Stable IND A1
	Term Loan	IND A/RWE	IND A Stable
	Non-convertible Debentures (NCDs)	IND A/RWE	IND A Stable

11. Other disclosures

i. Related Party Transactions:

Full disclosures of related party transactions entered into during the year 2022-23 as per the Ind AS 24 issued by Institute of Chartered Accountants of India (“the ICAI”) have been given under Note 34 of the Notes to Standalone Financial Statements for the year ended 31st March, 2023. These transactions were entered into by the company in its ordinary course of business and at an arm’s length basis. During the year 2022-23, there were no materially significant transactions with Directors, their relatives

or the Senior Management or other related entities that may have potential conflict with the interests of the Company at large. The Register of Contracts containing transactions in which Directors are deemed to be interested, is placed before each meeting of the Board. All related party transactions had prior approval of the Audit Committee, which later reviewed and ratified these transactions wherever required.

ii. Statutory compliance, Penalties and Strictures:

There were no instances of non-compliance by the Company on any matter relating to capital market

during the last three years or any penalties imposed or strictures passed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to capital market during the said period.

iii. Establishment of Vigil mechanism, Whistle Blower Policy and affirmation:

The Company has adopted a 'Vigil Mechanism' and 'Whistle Blower Policy'. The said policy has been put up on the website of the Company. No personnel has been /will be denied access to the audit committee.

iv. Compliance with Mandatory requirements and adoption of Non-Mandatory requirements:

- (a) The Company had implemented all the mandatory requirements applicable to it under SEBI Listing Regulations. The Company has also adopted the discretionary requirements as specified in Part E of Schedule II of the SEBI Listing Regulations and the same may be referred in Point No.13 in this report.
- (b) The audited financial statements of the Company are unqualified.
- (c) The Internal Auditors directly report to the Audit Committee, and make presentations on their reports.

v. The Policy on dealing with related party transactions and the policy for determining 'material' subsidiaries are available on the company's website

https://sagarcements.in/wp-content/uploads/2020/08/SCL_Policy-on-Related-Party-Transactions.pdf and https://sagarcements.in/wp-content/uploads/2020/08/Scl_Policy-on-Material-Subsidiary_27.1.16.pdf

vi. Commodity Price risks and hedging activities:

Commodity price risk is a financial risk on an entity's financial performance upon fluctuations in the prices of commodities that are beyond the control of the entity, since they are primarily driven by external market forces.

Any Sharp fluctuations in prices will create significant business challenges, impacting the profitability of the company.

Sagar Cements Limited has captive limestone mine which is one of the major raw materials to produce cement. Commodities like Iron ore, bauxite and laterite are utilized in the manufacturing process but they are not significant.

Further the price of other major raw materials like Coal and Pet Coke which are close to 60% of the cost of production, have a significant impact on the performance of the company since they are primarily driven by the external market forces. To meet the price fluctuations in the price of these commodities, company secures materials in advance to meet around six months of its operational requirement, by optimizing the domestic and import sources through establishment of long term financial instruments.

Company's current exposures to the major commodities are given below:

Commodity Name	Exposure INR (₹ in Crores)	Exposure in Qty in (MT)	% of such exposure hedged through commodity derivatives				
			Domestic Market		International Market		Total
			OTC	Exchange	OTC	Exchange	
Pet Coke / Coal (Imported)	77.10	54,007	100%	-	100%	-	100%
Pet Coke / Coal (Domestic)	248.36	1,30,279	0%	-	0%	-	0%

vii. Utilization of funds raised through issue of Equity Shares:

A sum of ₹350,00,00,220/- was raised during the year 2022-23 through issue of Equity Shares on a preferential basis has been fully utilized for the purpose for which it was raised.

viii. Certificate from the Company Secretary in practice to the effect that none of the directors has been debarred or disqualified has been given in the annexure to this report.

ix. None of the recommendations made by any Committee at its meetings was rejected by the Board.

x. Fee paid to Statutory Auditors:

A total fee of ₹116 lakhs was paid to the Statutory Auditors towards all services rendered by them to the company and to its subsidiaries viz., Sagar Cements (M) Private Limited, Jajpur Cements Private Limited and Andhra Cements Limited for the year 2022-23.

xi. Disclosure in relation to sexual harassment:

During the year 2022-23, the company did not receive any complaints of sexual harassment in relation to the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

xii. The company has not provided any loans and advances in the nature of loans to other firms / companies in which directors are interested other than to its subsidiary companies.

xiii. Details of material subsidiary as on 31st March, 2023

Name	Sagar Cements (M) Private Limited
Date and place of incorporation	Incorporated on 21.03.2001 in the State of Madhya Pradesh
Registered Office	602/A and 602/B, Airen Heights, PU-3, Scheme No.54, Opp.C-21 Mall, A.B.Road, Indore, Madhya Pradesh-452 001
Statutory Auditors	M/s.Deloitte Haskins & Sells, Chartered Accountants were appointed in the AGM held on 27.09.2019 for a period of 5 years

xiv. Reconciliation of Share Capital Audit:

A firm of practicing Company Secretaries carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depositories Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. Their audit report confirms that the total issued / paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares held in demat form with NSDL and CDSL.

xv. The company has adopted a Policy on Determination of Materiality for Disclosures and the said policy has been put up on the website of the Company https://sagarcements.in/wp-content/uploads/2020/08/ScI_Policy-on-Disclosure-of-Material-Events-1.pdf.

xvi. Code of Conduct

The members of the board and senior management personnel have affirmed their compliance during the year ended 31st March, 2023 with the Code applicable to them. A certificate by the CEO and Managing Director to this effect has been given in the annexure to this report.

12. The company has duly complied with the requirements of the Corporate Governance Report of Sub-paras 2 to 10 of Part (C) of Schedule V of the SEBI Listing Regulation.

13. The following discretionary requirements have been adopted pursuant to Part E of Schedule II of SEBI Listing Regulations.

- (a) The financial statements of the company are with un-modified opinion.
- (b) The Internal Auditors of the company are directly reporting to the Audit Committee.

(c) The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director. The Chairman is not related to the Managing Director. The Company reimburses the expenses incurred in performance of the Chairman's duties.

14. As on 31st March, 2023, the company was in compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations.

15. The compliance certificate from the Company Secretary in practice regarding compliance with conditions of corporate governance has been annexed to the Directors Report.

16. The Disclosures with respect to demat suspense account/ unclaimed suspense account (Unclaimed Shares)

Pursuant to Regulation 39 of the SEBI Listing Regulations, reminder letters have been sent to shareholders whose shares remain unclaimed from the Company. Based on their response, such shares have been transferred to "unclaimed suspense account" as per the provisions of Schedule VI of the SEBI Listing Regulations. The disclosure as required under Schedule V of the SEBI Listing Regulations is given below:

Disclosure with respect to unclaimed shares:

S.No.	Description	No. of Shareholders	Shares
a	Aggregate number of shareholders and the outstanding shares unclaimed at the beginning of the year	3	3500
b	Number of shareholders who approached claiming shares against the above	0	0
c	Number of shareholders to whom shares were transferred against (a) above	-	-
d	Shares transferred to IEPF under Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	1	500
e	Aggregate number of shareholders and the outstanding unclaimed shares at the end of the year	2	3000

The voting rights on the shares outstanding on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Business Responsibility & Sustainability Report

Section A: General Disclosures

I. Details of the listed entity

Sl. No.	Particulars	
1.	Corporate Identity Number (CIN) of the Listed Entity:	L26942TG1981PLC002887
2.	Name of the Listed Entity	Sagar Cements Limited
3.	Year of incorporation	15.1.1981
4.	Registered office address	Plot No.111, Road No.10 Jubilee Hills, Hyderabad-500 033
5.	Corporate address	Plot No.111, Road No.10 Jubilee Hills, Hyderabad-500 033
6.	E-mail	info@sagarcements.in
7.	Telephone	040 - 23351571
8.	Website	www.sagarcements.in
9.	Financial year for which reporting is being done	FY 2022-23
10.	Name of the Stock Exchange(s) where shares are listed	The National Stock Exchange of India Limited BSE Limited
11.	Paid-up Capital	₹ 26,14,15,096/-

12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report

Shri O.Anji Reddy, Chief Sustainability Officer
Sagar Cements Limited, Regd.Office: Plot No.111, Road No.10, Jubilee Hills,
Hyderabad-500 033. Telangana
Tel.040 23351571
E-mail: anjireddy@sagarcements.in

13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).

The disclosures under this report have been made on consolidated basis including Sagar Cements Limited and its subsidiaries Sagar Cements (M) Private Limited, Jajpur Cements Private Limited and Andhra Cements Limited

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

Sl. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacture and Sale of Clinker & Cement	Manufacture and Sale of Clinker & Cement	99%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sl. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Sale of Cement & Clinker	2394	99%
2.	Sale of Power	2710	1%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	9	11	20
International	NIL	NIL	NIL

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	10
International (No. of Countries)	NIL

b. What is the contribution of exports as a percentage of the total turnover of the entity?

NIL

c. A brief on types of customers

Dealers, Government departments, Institutional customers and retail customers/end users.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	936	926	98.93	10	1.07
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D + E)	936	926	98.93	10	1.07
Workers						
4.	Permanent (F)	104	104	100	0	0
5.	Other than Permanent (G)	1867	1774	95.01	93	4.98
6.	Total workers (F + G)	1971	1878	95.28	93	4.71

b. Differently abled Employees and workers:

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Differently Abled Employees						
1.	Permanent (D)	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total differently abled employees (D + E)	0	0	0	0	0
Differently Abled Workers						
4.	Permanent (F)	0	0	0	0	0
5.	Other than Permanent (G)	0	0	0	0	0
6.	Total differently abled workers (F + G)	0	0	0	0	0

19. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	9	3	33.33
Key Management Personnel	4	NIL	NIL

20. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)			FY 2020-21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	16.53	0	16.53	14.65	0	14.65	5.16	0	5.16
Permanent Workers	0	0	0	0	0	0	0	0	0

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

Sl. No.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary/Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Andhra Cements Limited	Subsidiary	95%	Yes
2.	Jajpur Cements Private Limited	Wholly-owned Subsidiary	100%	Yes
3.	Sagar Cements (M) Private Limited	Subsidiary	65%	Yes

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **(Yes)**

(ii) Turnover (in ₹ In Lakhs) 2,22,954

(iii) Net worth (in ₹ In Lakhs) 1,68,893

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Investors (other than shareholders)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Shareholders		185	0	-	185	0	NIL
Employees and workers	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Customers	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Value Chain Partners	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Others (please specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

Sl. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
	NIL	NA	NA	NA	NA

Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9										
Policy and management processes																			
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y										
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y										
c. Web Link of the Policies, if available	Y	Y	Y	Y	Y	Y	Y	Y	Y										
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y										
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y										
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.						NA													
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.						NA													
6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.						NA													
Governance, leadership and oversight																			
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)																			
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).									Shri S.Sreekanth Reddy, Joint Managing Director										
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.									Yes. Committee consists of Joint Managing Director as Chairman along with other functional heads										
10. Details of Review of NGRBCs by the Company:																			
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/Half yearly/ Quarterly/ Any other – please specify)									
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y										Annually
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y										Annually
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.										P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	No
12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:																			
	Questions									P 1 P 2 P 3 P 4 P 5 P 6 P 7 P 8 P 9									
The entity does not consider the Principles material to its business (Yes/No)																			
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)																			
The entity does not have the financial or/human and technical resources available for the task (Yes/No)																			Not Applicable
It is planned to be done in the next financial year (Yes/No)																			
Any other reason (please specify)																			

Section C: Principle wise Performance Disclosure

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	NIL	NIL	NIL
Key Managerial Personnel	NIL	NIL	NIL
Employees other than BoD and KMPs	742	Skill Development and Safety	85.58
Workers	86	Skill Development and Safety	94.51

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity’s website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NIL	NIL	NIL	NIL	No
Settlement	NIL	NIL	NIL	NIL	No
Compounding fee	NIL	NIL	NIL	NIL	No

Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment		NIL	NIL	NIL	NIL
Punishment		NIL	NIL	NIL	NIL

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy. **Yes.**

Web link to the policy mentioned below:

https://sagarcements.in/wp-content/uploads/2020/08/Sagar-Cement_Policies-1.pdf

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption: Nil

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

Details of complaints with regard to conflict of interest: Nil

Stakeholder group from whom complaint is received	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. Not Applicable

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
NIL	NIL	NIL

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes

The company has adopted code of conduct for Senior Management and Directors to take care of this.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	₹ 89 lakhs	₹ 78 lakhs	NIL
Capex	NIL	NIL	NIL

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

Web link to the policy mentioned below:

https://sagarcements.in/wp-content/uploads/2020/08/Sagar-Cement_Policies-1.pdf

- b. If yes, what percentage of inputs were sourced sustainably?

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Yes

Web link to the policy mentioned below:

https://sagarcements.in/wp-content/uploads/2020/08/Sagar-Cement_Policies-1.pdf

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product /Service	% of total turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web link
2394	Cement and Clinker	99%	Mattampally Plant	Yes	Yes sagarcements.in/about/statutory

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same. Not Applicable

Name of Product / Service	Description of the risk / concern	Action Taken
	As per LCA	

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Fly Ash, Belts, Tyres, Waste Oil	80%	75%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	0	21 MT	0	0	28MT	0
E-waste	0	0.08MT	0	0	3.48 MT	0
Hazardous waste	23.80 MT	0	0	48.10 MT	0	0
Other waste	58,806 MT	0	0	63,077 MT	0	0

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category. Nil

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Nil	Nil

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1.a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	926	926	100	926	100	0	0	0	0	0	0
Female	10	10	100	10	100	0	0	0	0	0	0
Total	936	936	100	936	100	0	0	0	0	0	0
Other than Permanent employees											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (F)	% (F / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	104	104	100	104	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	104	104	100	104	0	0	0	0	0	0	0
Other than Permanent employees											
Male	1774	48	2.71	1774	391	22.04	0	0	0	0	0
Female	93	0	0	93	0	0	0	0	0	0	0
Total	1867	48	2.57	1867	391	20.94	0	0	0	0	0

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

Benefits	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	NA	100	100	Yes
ESI	0.07	0.05	Yes	0.09	0.08	Yes
Others – please specify	NIL	NIL	NIL	NIL	NIL	NIL

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard. **Yes**

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy. **Yes.**

Web link to the policy mentioned below:

https://sagarcements.in/wp-content/uploads/2020/08/Sagar-Cement_Policies-1.pdf

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent employees	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	6	0.57	0	0
Female	0	0	0	0
Total	6	0.57	0	0

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes.
Other than Permanent Workers	Through one to one interactions and conducting group meetings.
Permanent Employees	Web link to the policy mentioned below:
Other than Permanent Employees	https://sagarcements.in/wp-content/uploads/2020/08/Sagar-Cement_Policies-1.pdf

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Total employees/workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees/workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	936	0	0	0	0	0
- Male	926	0	NIL	631	0	0
- Female	10	0	NIL	8	0	0
Total Permanent Workers	104	0	0	107	0	0
Male	104	0	NI	107	0	0
Female	0	0	NI	0	0	0

8. Details of training given to employees and workers

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	926	626	67	654	70	631	473	75		
Female	10	0	0	10	100	8	0	0		
Total	936	624	66.66	664	70.94	639	473	74		
Workers										
Male	104	104	100	104	100	107	107	100		
Female	0	0	0	0	0	0	0	0		
Total	104	104	104	104	104	107	107	100		

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	926	845	91.25	631	570	90
Female	10	10	100	8	3	3.75
Total	936	855	91.34	639	573	89.67
Workers						
Male	104	104	100	107	107	100
Female	0	0	0	0	0	0
Total	104	104	100	107	107	100

10. Health and safety management system:

- Whether an occupational health and safety management system has been implemented by the entity? **(Yes/ No)**. If yes, the coverage such system? **Yes. Total work force covered.**
- What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity? **Regular safety drills are being conducted.**
- Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N) **Yes**
- Do the employee/workers of the entity have access to non-occupational medical and health care services? **(Yes/No) Yes**

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	1.6	0
Total recordable work-related injuries	Employees	2	2
	Workers	22	27
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	1	0

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

- Safety trainings are being conducted at regular intervals.
- PPE is made available for the work force at all point of time.
- Preventive health checkup is being conducted on annual basis.
- Purified drinking water is made available at work place.

13. Number of Complaints on the following made by employees and workers:

Benefits	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	0	0	0	0
Health & Safety	0	0	0	0	0	0

14. Assessments for the year:

	% of value chain partners (by value of business done with such partners), that were assessed
Health and safety practices	NIL
Working Conditions	NIL

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions. **Nil**

Leadership Indicators

- Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).
Yes Group Insurance Cover
- Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.
Verification of records done at regular intervals for all value chain partners.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Employees	0	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners), that were assessed
Health and safety practices	NIL
Working Conditions	NIL

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Annual Health check-up is conducted for all the employees and workers and based on the outcome, necessary support is provided to address the same.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

- Describe the processes for identifying key stakeholder groups of the entity.
- List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Others)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
NIL	NIL	NIL	NIL	NIL

Leadership Indicators

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.
- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.
- Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. of employees/workers covered (B)	% (B / A)	Total (C)	No. of employees/workers covered (B)	% (D / C)
Employees						
Permanent	0	0	0	0	0	0
Other than permanent	0	0	0	0	0	0
Total Employees	0	0	0	0	0	0
Workers						
Permanent	0	0	0	0	0	0
Other than permanent	0	0	0	0	0	0
Total Workers	0	0	0	0	0	0

- Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No.(B)	% (B / A)	No.(C)	% (C / A)		No.(E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	926	0	0	926	100	631	0	0	631	100
Female	10	0	0	10	100	8	0	0	8	100
Other than Permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Workers										
Permanent										
Male	104	0	0	104	100	107	0	0	107	100
Female	0	0	0	0	0	0	0	0	0	0
Other than Permanent										
Male	1774	1064	59.97	710	40.00	1320	640	48	680	51
Female	93	93	100	0	0	4	4	100	0	0

- Details of remuneration/salary/wages, in the following format

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)		Non-Executive Directors are not paid any remuneration, other than sitting fee		Non-Executive Directors are not paid any remuneration, other than sitting fee
Key Managerial Personnel				
Employees other than BoD and KMP				₹99.34 crores
Workers				

- Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? **(Yes/No) Yes.**

- Describe the internal mechanisms in place to redress grievances related to human rights issues.

Workmen Grievance Redressal Committee

6. Number of Complaints on the following made by employees and workers:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	0	0	0	
Discrimination at workplace	0	0	0	0	0	
Child Labour	0	0	0	0	0	
Forced Labour/Involuntary Labour	0	0	0	0	0	
Wages	0	0	0	0	0	
Other human rights related issues	0	0	0	0	0	

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Workmen Grievance Redressal Committee addresses the complaints, if any, on case to case basis.

8. Do human rights requirements form part of your business agreements and contracts?

(Yes/No). Yes

9. Assessments for the year: **NIL**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	Nil
Forced/involuntary labour	Nil
Sexual harassment	Nil
Discrimination at work place	Nil
Wage	Nil
Others – please specify	Nil

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above. **Not Applicable**

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.
2. Details of the scope and coverage of any Human rights due-diligence conducted.
3. Is the premises/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?
4. Details on assessment of value chain partners: **NIL**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	
Discrimination at work place	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total electricity consumption (A)	3,68,242 MWh 317 TJ	2,81,366 MWh 242 TJ
Total fuel consumption (B)	13368 TJ	11052 TJ
Energy consumption through other sources (C)	Nil	Nil
Total energy consumption (A+B+C)	13685 TJ	11294 TJ
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	0.62 TJ / Million Rupees	0.71 TJ / Million Rupees
Energy intensity (optional) – the relevant metric may be selected by the entity	725.73 Kcal/Kg of Clinker	728.44 Kcal/Kg of Clinker

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **Yes. Assured by the TUV India Private Limited (External Agency).**

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. **Yes.**

Designated consumers under PAT Scheme of Government of India:

- Mattampally plant - Target well below 0.0914 TOE / Ton of Product, Achieved 0.0898 TOE / Ton of Product
- Gudipadu Plant - Target well below 0.1241 TOE / Ton of Product, Achieved 0.1124 TOE / Ton of Product
- Bayavaram - Comes under PAT scheme, Target not yet set by PAT scheme of GOI

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	2,03,850 KL	1,73,781 KL
(ii) Ground water	2,44,441 KL	1,61,441 KL
(iii) Third party water	Nil	Nil
(iv) Sea water / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)	4,48,291	3,35,221
Total volume of water consumption (in kilolitres)	4,48,291	3,35,221
Water intensity per rupee of turnover (Water consumed / turnover)	20.15 KL / Million Rupees	15.07 KL / Million Rupees
Water intensity (optional) – the relevant metric may be selected by the entity	112 Liters / Ton of Cementitious	110 Liters / Ton of Cementitious

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - **Yes. Assured by the TUV (External Agency).**

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation. **No**

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
NOx	Metric Tonnes	3,356	2,638
SOx	Metric Tonnes	500	393
Particulate matter (PM)		NA	NA
Persistent organic pollutants (POP)		NA	NA
Volatile organic compounds (VOC)	Metric Tonnes	0	0
Hazardous air pollutants (HAP)		NA	NA
Others – please specify		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

6. Provide details of green house gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	30,99,944	24,39,571
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	1,17,447	46,452
Total Scope 1 and Scope 2 emissions per rupee of turnover	Ton of Co ₂ / Million Rupees	144.64	156.03
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	Kg Co ₂ for Ton of cementitious	680.03	676.84

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- **Yes. Assured by the TUV India Private Limited (External Agency).**

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.- **Yes**, details as mentioned below.

- 1) Planned to install 4MW solar plant at Sagar Cements Mattampally unit, and Expected generation up to 60,000,00 units of electrical energy / Year, Estimated annual CO₂e savings (metric tonnes CO₂e) is 6768 Tonnes
- 2) Planned to install 8MW solar plant at Sagar Cements Gudipadu unit, and Expected generation up to 120,000,00 units of electrical energy / Year. Estimated annual CO₂e savings (metric tonnes CO₂e) is 9867 Tonnes
- 3) Planned to install 2MW solar plant at Sagar Cements Jeerabad unit, and Expected generation up to 30,000,00 units of electrical energy / Year, Estimated annual CO₂e savings (metric tonnes CO₂e) is 2467 Tonnes
- 4) Planned to install 4MW WHRS plant at Sagar Cements Gudipadu unit, and Expected generation up to 250,000,00 units of electrical energy / Year, Estimated annual CO₂e savings (metric tonnes CO₂e) is 20556 Tonnes
- 5) Biofuel plant work under progress as a pilot project at Gudipadu plant.
- 6) Biomass plant work under progress as a pilot project at Mattampally plant.
- 7) Two numbers of EV procured for Bayyavaram plant.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Plastic waste (A)	21	28
E-waste (B)	0.08	3.48
Bio-medical waste (C)	0.03	0.11
Construction and demolition waste (D)	0	0
Battery waste (E)	2.35	2.80
Radioactive waste (F)	NA	NA
Other Hazardous waste. Please specify, if any. (G)	23.80	48.10
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	58,806	63,077
Total (A+B+C+D+E+F+G+H)	58,851	63,156
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	58,851	63,156
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	58,851	63,156
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - **Yes. Assured by the TUV India Private Limited (External Agency).**

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

1. Chemical effluents such as lubrication's re-used as alternative fuels
2. Softener water reject being used as process water for cement process
3. Power plant reject water after neutralization, being used for gardening after blending with harvested water
4. Power plant blow down water being used as make up water for cooling tower

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
	NIL	NIL	NIL

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Increase of Lime Stone Production	J-11015/53/2003-IA.II(M)	13.06.2022	YES	YES	

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	NA	NIL	0	NIL

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	67,236 MWh 14 TJ	55,008 MWh 11 TJ
Total fuel consumption (B)	358 TJ	315 TJ
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	372 TJ	326 TJ
From non-renewable sources		
Total electricity consumption (D)	3,01,006 MWh 62 TJ	2,26,357 MWh 46 TJ
Total fuel consumption (E)	13,010 TJ	10,737 TJ
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	13,072 TJ	10,784 TJ

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

2. Provide the following details related to water discharged:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	0	0
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Ground water	0	0
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Sea water	0	0
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties	0	0
- No treatment		
- With treatment – please specify level of treatment		
(v) Others	0	0
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

- Name of the area
- Nature of operations

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	2,03,850	1,73,781
(ii) Ground water	2,44,441	1,61,441
(iii) Third party water	0	0
(iv) Sea water / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres)	4,48,291	3,35,221
Total volume of water consumption (in kilolitres)	4,48,291	3,35,221
Water intensity per rupee of turnover (Water consumed / turnover)	20.15 KL / Million Rupees	15.07 KL / Million Rupees
Water intensity (optional) –the relevant metric may be selected by the entity	112 Liters / Ton of Cementitious	110 Liters / Ton of Cementitious
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	0	0
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Ground water	0	0
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Sea water	0	0
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties	0	0
- No treatment		
- With treatment – please specify level of treatment		
(v) Others	0	0
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - **Yes. Assured by the TUV India Private Limited (External Agency).**

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	20.24	21.36
Total Scope 3 emissions per rupee of turnover	T Co2 / Million Rupees	4.31	3.53
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	kg CO2/t cementitious	700.28	698.20

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - **Yes. Assured by the TUV India Private Limited (External Agency).**

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Environmental Impact Assessment - document Enclose

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Chemical effluents such as lubrication's re-used as alternative fuels	Not Applicable	Under observation
2	Softner water reject being used as process water for cement process	Not Applicable	Under observation
3	Power plant reject water after neutralization, being used for gardening after blending with harvested water	Not Applicable	Under observation
4	Power plant blow down water being used as make up water for cooling tower	Not Applicable	Under observation

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link. - **Risk register and mitigation plan.**
8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.
Submitted commitment to **SBTi (Science Based Targets initiative)** to reduce emissions to align with SBTi emission reduction targets, details target development is in process.
9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts. - **Nil**

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Cement Manufacturers Association (CMA)	National
2	National Council for Cement and Building Materials (NCCBM)	National
3	Confederation of Indian Industries (CII)	National
4	Federation of Indian Chambers of Commerce and Industries (FICCI)	National
5	South India Cement Manufacturers Association (SICMA)	South Indian States

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
NIL		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
	Nil	Nil	Nil	Nil	Nil

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year. **NA**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Web Link, if available
Nil	Nil	Nil	Nil	Nil

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format: **NA**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)

- Describe the mechanisms to receive and redress grievances of the community. NIL
- Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
Directly sourced from MSMEs/ small producers	17	8
Sourced directly from within the district and neighbouring districts	30	25

Leadership Indicators

- Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Nil	Nil

- Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
1.	Telangana and Andhra Pradesh	Suryapet, Nalgonda Visakhapatnam and Ananthapur	3,06,04,197

- (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

No

(b) From which marginalized /vulnerable groups do you procure? **NA**

(c) What percentage of total procurement (by value) does it constitute? **NA**

- Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

NIL

S. No.	Intellectual Property based on traditional knowledge	Owned/Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
	Nil	Nil	NA	NA

- Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the case	Corrective action taken
	NA	

- Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
	Preventive Health Care, Safe drinking water, Training and education, Promotion of Sports and Rural development.	69,629	100%

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

- Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Complaints, if any, are being routed through local sales officers/e-mails and it is being addressed promptly to customers satisfaction

- Turnover of products and/ services as a percentage of turnover from all products/service that carry information about: **NIL**

As a percentage to total turnover
Environmental and social parameters relevant to the product
Safe and responsible usage
Recycling and/or safe disposal

- Number of consumer complaints in respect of the following:

	FY 2022-23 (Current Financial Year)		Remarks	FY 2021-22 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	NIL	NIL	NA	NIL	NIL	NA
Advertising	NIL	NIL	NA	NIL	NIL	NA
Cyber-security	NIL	NIL	NA	NIL	NIL	NA
Delivery of essential services	NIL	NIL	NA	NIL	NIL	NA
Restrictive Trade Practices	NIL	NIL	NA	NIL	NIL	NA
Unfair Trade Practices	NIL	NIL	NA	NIL	NIL	NA
Others	NIL	NIL	NA	NIL	NIL	NA

- Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	NIL	NA
Forced recalls	NIL	NA

- Does the entity have a framework/ policy on cyber security and risks related to data privacy? **(Yes/No)** If available, provide a web-link of the policy.

Yes

- Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services. **NA**

Leadership Indicators

- Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available). www.sagarcements.in
- Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

By Conducting technical sessions and mason meets at regular intervals.

- Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Through Emails and one to one meeting.

- Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? **(Yes/No)**

No

- Provide the following information relating to data breaches:

- Number of instances of data breaches along-with impact: **NIL**
- Percentage of data breaches involving personally identifiable information of customers: **NIL**

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

Sagar Cements Limited,

Plot No.111, Road No.10, Jubilee Hills,

Hyderabad, Telangana – 500033.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Sagar Cements Limited** having CIN: L26942TG1981PLC002887 and having registered office at Plot No.111, Road No.10, Jubilee Hills, Hyderabad, Telangana - 500033 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on March 31, 2023 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authorities.

Sr. No.	Name of Director	DIN	Date of appointment in Company
01	Anand Reddy Sammidi	00123870	21/11/2007
02	Sreekanth Reddy Sammidi	00123889	26/06/2008
03	John Eric Bertrand	06391176	17/10/2012
04	Rachana Sammidi	01590516	18/03/2015
05	Jens Van Nieuwenborgh (Alternate Director to John Eric Bertrand)	07638244	20/11/2018
06	Rekha Onteddu	07938776	30/06/2020
07	Sudha Rani Naga	09032212	20/01/2021
08	Madhavan Ganesan	01674529	11/05/2022
09	Kalidindi Venkata Vishnu Raju	00480361	20/07/2022
10	Rajagopal Ravichandran	00110930	27/03/2023
11	Kolappa Thanu Pillai*	00123920	30/01/2012
12	Valliyur Hariharan**	00143948	23/09/2015

* Ceased w.e.f.24/09/2022

** Ceased w.e.f.30/03/2023

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for **B S S & Associates**
Company Secretaries

S.Srikanth

Partner

ACS No.: 22119

C.P. No.: 7999

UDIN: -A022119E000281301

Peer review No: 726/2020

Date: May 10, 2023

Place: Hyderabad

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the company's website.

I confirm that the company has in respect of the year ended March 31, 2023, received from the Senior Management Team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Financial Officer, employees in the Vice President and above cadre and the Company Secretary as on March 31, 2023.

Place: Hyderabad

Date : May 10, 2023

Dr. S. Anand Reddy

Managing Director

DIN: 00123870

Certificate on Corporate Governance

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

1. We have examined the compliance of the conditions of Corporate Governance by Sagar Cements Limited (the 'Company') for the financial year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations').

Management's responsibility

2. The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Our responsibility

3. Pursuant to the requirements of the SEBI Listing Regulations, our responsibility is limited to examining the procedures and implementations thereof, adopted by the Company and express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of Corporate Governance as stated in paragraph 1 above.

Opinion

4. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the SEBI Listing Regulations, as applicable for the financial year ended on March 31, 2023, except the following:
 - (a) Composition of Audit Committee was not in compliance from during the period from 23.09.2022 – 05.11.2022 as required under Reg. 18(1)(b) of SEBI Listing Regulations; and
 - (b) Composition of Nomination and Remuneration Committee was not in compliance from during the period from 23.09.2022 – 05.11.2022 as required under Reg. 19(1)(c) of SEBI Listing Regulations.

Other matters and restriction on use

5. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company
6. This report is addressed to and provided to the members of the Company solely for the purpose of enabling to comply with its obligations under the SEBI Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

for **B S S & Associates**
Company Secretaries

S.Srikanth
Partner

ACS No.: 22119

C.P. No.: 7999

UDIN: -A022119E000281213

Peer review No: 726/2020

Date: May 10, 2023

Place: Hyderabad