



# SAGAR CEMENTS LIMITED

SCL:SEC:NSE:BSE:2016-17

24th November, 2016

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

The Secretary  
Bombay Stock Exchange Limited  
P J Towers  
Dalal Street  
Mumbai – 400 001

Symbol: SAGCEM  
Series: EO

Scrip Code: 502090

Dear Sirs

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

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Further to our letter dated 23<sup>rd</sup> November 2016 and in accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, please find enclosed the voting results and Scrutinizer's Report on the resolutions passed at the Extra-ordinary General Meeting held on November 23, 2016 along with declaration by the Chairman of the said meeting on the outcome of the voting on the resolutions, for your information and records.

Thanking you

Yours faithfully  
For Sagar Cements Limited

R. Soundararajan  
Company Secretary

Encl.



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

Phone : +91-40-23351571, 23356572 Fax : +91-40-23356573 info@sagarcements.in www.sagarcements.in

CIN : L26942TG1981PLC002887



# B S S & ASSOCIATES COMPANY SECRETARIES

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

Phone : 040 - 40171671, Cell : 9706175099

E-mail : bssass99@gmail.com

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

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

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

We, **B S S & Associates**, Company secretaries, Hyderabad, were appointed by the Board of Directors of "**Sagar Cements Limited**" ("**the Company**") for the purpose of scrutinizing the remote e-voting process and voting through polling paper at the Extra-Ordinary General Meeting (EGM) of the members of the Company, in a fair and transparent manner and ascertain the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 [Amendment Rules 2015], on the resolutions item numbers 1 to 3 as set out in the Notice dated 26<sup>th</sup> October, 2016 of EGM of the members of **Sagar Cements Limited**, held on 23<sup>rd</sup> day of November, 2016 at 3.00 p.m at Hotel Golkonda, Masab Tank, Hyderabad – 500 028. Accordingly, we submit the report on completion of remote e-voting and voting through polling paper, as under:-

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of EGM of the members of the Company. Our responsibility as Scrutinizer for the remote e-voting process and voting through ballot process conducted at the EGM is restricted to making Consolidated Scrutinizer's Report of the Votes cast 'In favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('Karvy'), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the EGM.
2. The remote e-voting period was open for four days from 9.00 am on 19<sup>th</sup> November, 2016 to 5.00 p.m on 22<sup>nd</sup> November, 2016.
3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was 16<sup>th</sup> November, 2016.
4. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling was locked in our presence with due identification mark placed by us.
5. The locked ballot box was subsequently opened in our presence along with two witnesses 1.Mr.M.Vijayakumar and 2.Ms.M.Nandini residents of Hyderabad who are not employees of the company and poll papers were



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

6. As required under the said rules, after the closure of the voting at the Extra-Ordinary General Meeting, the votes cast through poll were counted, thereafter the votes cast under the remote e-voting facility were unblocked on 23<sup>rd</sup> November, 2016, in the presence of two witnesses of 1.Mr.M.Vijayakumar and 2. Ms.M.Nandini, who are not in employment with the company.
7. The poll papers, which were incomplete or otherwise found defective were treated as invalid and kept separately.
8. Summary of the e-voting and poll is as follows:

**a) Resolution 1 (as a Special Resolution)**

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules made there under, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and pursuant to the provisions of Articles of Association of the Company, 20,00,000 (Twenty Lakhs) Preference Shares of Rs.10/- each laying unissued be and are hereby cancelled for the purpose of reclassification by creating 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- each and accordingly the consent of the Company be and is hereby accorded for re-classification of the Authorised Share Capital from Rs. 22,00,00,000/- (Rupees Twenty Two Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- each and 20,00,000 (Twenty Lakhs) Preference Shares of Rs.10/- each to Rs.22,00,00,000/- (Twenty Two Crores Only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of Rs.10/- each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and pursuant to the provisions of Articles of Association of the Company, the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted, and in its place the following Clause V be substituted:

V. The Authorised Share Capital of the Company is Rs. 22,00,00,000 (Rupees Twenty Two Crores only) divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs.10/- each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and pursuant to the provisions of Articles of Association of the Company, the existing Article 3 of the Articles of Association of the Company be and is hereby deleted, and in its place the following Article be substituted:

3. *The Authorised Share Capital of the Company is Rs.22,00,00,000 (Rupees Twenty Two Crores only) divided into 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs.10/- each to be increased, reduced or otherwise dealt with in accordance with the provisions of the Companies Act, 2013.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company (“the Board”, which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred, to its Directors, Company Secretary or any other Executive (s) of the Company.”



(i) Voted in favour of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	23	3592659	23.90
Remote E-Voting	30	11438016	76.09
Total	53	15030675	99.99

(ii) Voted against the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	1	10	Negligible
Remote E-Voting	1	100	Negligible
Total	2	110	Negligible

(iii) Invalid Votes:

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

b) Resolution 2 (as a Special Resolution)

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) including Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended “SEBI (ICDR) Regulations”, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the SEBI, the Reserve Bank of India, the Stock Exchanges and/or any other statutory / regulatory authorities whether in India or abroad and all such other approvals, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to create, issue, offer and allot, from time to time and in one or more tranches, on a preferential allotment basis, upto 6,11,986 (Six lakh eleven thousand nine hundred and eighty six) fully paid Equity Shares of Rs. 10/- each (“Equity Shares”) of the Company for cash to the individuals and/or companies as mentioned in the explanatory statement at such price not less than



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the price determined in accordance with Chapter VII of the “SEBI (ICDR) Regulations” on such terms and conditions and in such manner, as the Board or the Allotment Committee, may, in its absolute discretion deem fit (“Preferential Issue”).

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

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

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

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

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

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

(i) Voted in favour of Resolution:

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	22	3592654	23.90
Remote E-Voting	30	11438027	76.09
Total	52	15030681	99.99

(ii) Voted against the resolution

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	15	Negligible
Remote E-Voting	2	104	Negligible
Total	4	119	Negligible



(iii) Invalid Votes:

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

c) Resolution 3 (as a Special Resolution)

**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 including Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) and the Rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, listing agreement entered into with the stock exchanges where the equity shares of the Company have been listed (“Stock Exchanges”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“SEBI (ICDR) Regulations”) (including any amendment thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended (“SEBI Listing Regulations”), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Depository Receipt Scheme 2014, the Foreign Exchange Management Act, 1999 (“FEMA”), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Foreign Investment Promotion Board (the “FIPB”) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time (“Governmental Authorities”), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), the Board be and is hereby authorized, on behalf of the Company, to create, offer, issue and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10 (Rupees Ten) each (“Equity Shares”) and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts (“GDRs”) and/or American Depository Receipts (“ADRs”) and/ or convertible preference shares and/or convertible debentures



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(compulsorily and/or optionally, fully and/ or partly) and/or Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds (“FCCBs”) and/ or Foreign Currency Exchangeable Bonds (“FCEBs”) and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for equity shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to equity shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutions Placement (“Qualified Institutional Placement” or “QIP”) and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers (“QIBs”) in accordance with Chapter VIII of the “SEBI (ICDR) Regulations”, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and/or to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals and whether they be holders of the Equity Shares of the Company or not (collectively called the “Investors”) as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations in consultation with the lead managers, advisors or other intermediaries, for an aggregate amount not exceeding **Rs. 250 Crores (Rupees Two Hundred and fifty Crores)** or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of “SEBI (ICDR) Regulations”) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company (the “Issue”).

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

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



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

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

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

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



*[Handwritten signature]*



thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

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

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

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

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

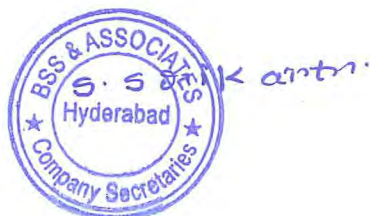
**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

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

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	22	3592654	23.90
Remote E-Voting	30	11438017	76.09
Total	52	15030671	99.99

(ii) **Voted against the resolution**

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Voting through polling paper (in person or by proxy)	2	15	Negligible
Remote E-Voting	2	104	Negligible
Total	4	119	Negligible



(iii) **Invalid Votes:**

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

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

Thanking you,

Yours faithfully

For B S S & Associates  
Company Secretaries

S. Srikanth

S. Srikanth

Partner

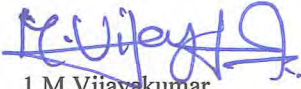
C.P. # 7999




Date: 24.11.2016

Place: Hyderabad

Witnesses:

  
1.M. Vijayakumar

  
2.M. Nandini

Received the report

  
O. SWAMINATHA REDDY  
(Chairman of the Meeting)

Date: 24.11.2016

Place: Hyderabad



# SAGAR CEMENTS LIMITED

Extra-ordinary General Meeting held on Wednesday, November 23, 2016 at 3.00 p.m.  
at Hotel Golkonda, Masab Tank, Hyderabad-500 028

## DECLARATON OF VOTING RESULTS

Pursuant to the provisions of Section 108 of the Companies Act 2013 read with the rules prescribed thereunder and in accordance with the SEBI (LODR) Regulations, 2015, the Company has provided e-voting facility to its members to cast their votes electronically on all the resolutions mentioned in the Notice of the Extra-ordinary General Meeting (EGM) of the Company held on November 23, 2016.

The e-voting commenced at 9.00 a.m. on 19<sup>th</sup> November 2016 and concluded at 5.00 p.m. on 22<sup>nd</sup> November 2016.

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

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

Based on the Scrutinizer's consolidated report dated 24<sup>th</sup> November 2016 (attached hereto), for e-voting and voting through ballot forms, I declare that all the resolutions contained in the Notice convening the EGM have been passed with the requisite majority.

For Sagar Cements Limited

O.Swaminatha Reddy  
Chairman of the EGM

Place: Hyderabad  
Date : 24.11.2016



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

Phone : +91-40-23351571, 23356572 Fax : +91-40-23356573 info@sagarcements.in www.sagarcements.in

CIN : L26942TG1981PLC002887

Date of the AGM/EGM	SAGAR CEMENTS LIMITED
Total number of shareholders on record date	23-11-2016
No. of shareholders present in the meeting either in person or through proxy:	9366
Promoters and Promoter Group:	
Public:	13
No. of Shareholders attended the meeting through Video Conferencing	43
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1	SPECIAL - Re-classification of the Authorized Share Capital of the Company, with consequential amendments in its Memorandum of Association and Articles of Association.									
Resolution required: (Ordinary/ Special)	No										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		9586373	96.8354	9586373	0	100.0000	0.0000			
	Poll		313285	3.1646	313285	0	100.0000	0.0000			
	Postal Ballot (if applicable)	9899658									
	Total		9899658	100	9899658	0	100.0000	0.0000			
Public- Institutions	E-Voting		961477	70.9527	961477	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)	1355095									
	Total		961477	70.9527	961477	0	100.0000	0.0000			
Public- Non Institutions	E-Voting		888865	14.4925	888865	0	100.0000	0.0000			
	Poll		3279384	53.4688	3279374	10	99.9996	0.0003			
	Postal Ballot (if applicable)	6133261									
	Total		1401	0.0228	1301	100	92.8622	7.1377			
	Total		4169650	67.9841	4169540	110	99.9974	0.0026			
	Total		15030785	86.4434	15030675	110	99.9993	0.0007			



Resolution No.	SPECIAL - Issue of Equity Shares on a Preferential Allotment / Private Placement basis.									
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Equity Shares on a Preferential Allotment / Private Placement basis.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	9586373	96.8354	9586373	0	100.0000	0.0000			
	Poll	313285	3.1646	313285	0	100.0000	0.0000			
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000			
Total	9899658	9899658	100	9899658	0	100	0			
Public- Institutions	E-Voting	961477	70.9527	961477	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000			
Total	961477	961477	70.9527	961477	0	100	0			
Public- Non Institutions	E-Voting	888880	14.4928	888876	4	99.9995	0.0004			
	Poll	3279384	53.4688	3279369	15	99.9995	0.0004			
	Postal Ballot (if applicable)	1401	0.0228	1301	100	92.8622	7.1377			
Total	4169665	4169644	67.9844	4169546	119	99.9971	0.0029			
Total	15030800	15030681	86.4435	15030681	119	99.9992	0.0008			



Resolution No.	SPECIAL - To raise funds through issue of Securities									
Resolution required: (Ordinary/ Special)	SPECIAL - To raise funds through issue of Securities									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	Mode of Voting									
	E-Voting	9586373	9586373	96.8354	9586373	0	100.0000	0.0000		
	Poll	313285	313285	3.1646	313285	0	100.0000	0.0000		
Public- Institutions	Postal Ballot (if applicable)	9899658	0	0.0000	00	0	0.0000	0.0000		
	Total	9899658	9899658	100	9899658	0	100	0		
	E-Voting	961477	961477	70.9527	961477	0	100.0000	0.0000		
Public- Non Institutions	Poll	1355095	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		961477	70.9527	961477	0	100	0		
Public- Non Institutions	E-Voting	888870	888870	14.4926	888866	4	99.9995	0.0004		
	Poll	6133261	3279384	53.4688	3279369	15	99.9995	0.0004		
	Postal Ballot (if applicable)		1401	0.0228	1301	100	92.8622	7.1377		
Public- Non Institutions	Total	17388014	4169655	67.9842	4169536	119	99.9971	0.0029		
	Total	15030790	15030790	86.4434	15030671	119	99.9992	0.0008		

