



SAGAR CEMENTS LIMITED

Ref:SCL:SEC:2021-22

10th December 2021

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

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

Scrip Code: 502090

Symbol: SAGCEM
Series: EQ

Dear Sir,

**NCLT convened meeting of the Equity Shareholders of Sagar Cements Limited to consider /
approve Scheme of Merger of Sagar Cements (R) Limited with Sagar Cements Limited**

...

Further to our Letter dated 8th December, 2021 and in accordance with the Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith the Scrutinizer's Report containing the voting results on the resolutions passed at the NCLT convened meeting of the Equity Shareholders held on 8th December, 2021.

Thanking you

Yours faithfully
For Sagar Cements Limited

R.Soundararajan
Company Secretary

Encl.



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Bayyavaram Village, Kasimkota Mandal, Visakhapatnam District, Andhra Pradesh - 531031. Phone : 08924-244550 Fax : 08924-244570

CIN : L26942TG1981PLC002887 GSTIN : 36AACCS8680H1ZZ

CONSOLIDATED SCRUTINIZERS' REPORT

To

Shri. B.Venkata Prasad

Chairman appointed by the Hon'ble National Company Law Tribunal, Hyderabad Bench (NCLT), for the Meeting of the Equity Shareholders of **SAGAR CEMENTS LIMITED** pursuant to Company Application No. CA(CAA)Merger & Amalgamation/37/2021.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the order of Hon'ble National Company Law Tribunal, Hyderabad Bench, at Hyderabad ("NCLT") dated 28th October, 2021 and the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and e-voting at the NCLT convened meeting of the Equity Shareholders of The SAGAR CEMENTS LIMITED held on Wednesday, December 08th, 2021 at 11:00 a.m.(IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, Rishika Kumar, Advocate, appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad (NCLT), vide order dated **28th October, 2021**, in CA(CAA)Merger & Amalgamation/37/230/HDB/2021 for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("meeting") of the **Equity Shareholders of SAGAR CEMENTS LIMITED** (hereinafter referred to as "the Company") convened by order of NCLT and held through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) on **Wednesday, 08th December, 2021 at 11:00 a.m. (IST)**, pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 02/21 dated 13th January 2021, issued by the Ministry of Corporate Affairs, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India, on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of **SAGAR CEMENTS (R) LIMITED** (Transferor Company) with **SAGAR CEMENTS LIMITED** (Transferee Company) and their respective Shareholders ("the Scheme"), in terms of the Notice dated 05th November, 2021, convening the said meeting (the "Resolution").

I do hereby submit my report as under:

- I. The Company had availed the e-voting facility offered by KFin Technologies Private Limited (KFintech) for conducting remote e-voting prior to and during the NCLT Convened meeting.
- II. The Company had also provided e-voting facility to the Equity Shareholders present at the NCLT Convened meeting through VC / OAVM and who had not cast their votes earlier.
- III. The Equity Shareholders of the Company holding shares as on the "cut-off" date of Friday, 01st December, 2021 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting.
- IV. The voting period for remote e-voting commenced on December 04th, 2021 at 9.00 a.m. Ending on: December 07th, 2021 at 5.00 p.m)
- V. After the closure of e-voting at the NCLT Convened meeting, the report on remote e-voting done prior to and e-voting during the NCLT Convened meeting were unblocked and counted.
- VI. I, have scrutinized and reviewed the remote prior to and e-voting during the NCLT Convened meeting and votes cast therein, based on the reports generated by the KFintech.
- VII. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting voting prior to and during the NCLT convened meeting on the resolution contained in the notice of the NCLT convened meeting.
- VIII. My responsibility as scrutinizer for the remote e-voting and e-voting during the NCLT convened Meeting is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolution.
- IX. I now submit my consolidated report as under on the result of the remote e-voting prior to and e-voting during the NCLT convened meeting in respect of the said resolution.
- X. The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Consolidated Report on result of voting through remote e-voting and e-voting at the NCLT Convened Meeting

Resolution

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the rules, circulars and notifications made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble jurisdictional National Company Law Tribunal (“Hon’ble Tribunal”/ “NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reasons whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, 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 mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation of M/s. Sagar Cements (R) Limited (“Transferor Company”) and M/s. Sagar Cements Limited (Transferee Company) and their Respective Shareholders, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary, to give effect to the preceding Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon’ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise, while giving effect to the Scheme, as the Board may deem fit and proper and delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable.”

Consolidated Report on result of voting through remote e-voting and e-voting at the NCLT Convened Meeting by the equity shareholders:

(i) Voted in favour of Resolution:

No. of Members voted	Number of Valid votes cast by them	% to total number of valid votes cast
130	101514632	99.9999

(ii) Voted against the resolution

No. of Members voted	Number of Valid votes cast by them	% to total number of valid votes cast
2	62	0.0001

(iii) Abstain/Invalid Votes:

No. of Members voted	Number of votes cast by them
1	500

Thanking you,
Yours faithfully

Rishika Kumar
(Advocate)

Rishika Kumar
Advocate

Scrutinizer appointed by the Hon'ble NCLT Hyderabad Bench at Hyderabad

Date: 09.12.2021

Place: Hyderabad