



# SAGAR CEMENTS LIMITED

SCL:SEC:NSE:BSE:2018-19

28th September, 2018

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

The Secretary  
BSE Limited  
P J Towers  
Dalal Street  
**Mumbai – 400 001**

**Symbol: SAGCEM**  
**Series: EQ**

**Scrip Code: 502090**

Dear Sirs

**Sub: 37<sup>th</sup> Annual General Meeting – Submission of Voting Results etc.**

...

Further to our letter dated 27<sup>th</sup> September, 2018 and in accordance with the Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, we forward herewith the voting results and Scrutinizer's Report on the resolutions passed at the 37<sup>th</sup> Annual General Meeting held on September 27, 2018 and the declaration by the Chairman of the meeting on the outcome of the voting on the said resolutions.

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

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CIN : L26942TG1981PLC002887



# SAGAR CEMENTS LIMITED

**Declaration of Results on Remote E-Voting and Polling Paper in respect of the Resolutions proposed at the 37<sup>th</sup> Annual General Meeting held on Thursday, the 27<sup>th</sup> September, 2018 at 4.00 p.m. at Hotel Golkonda, Masab Tank, Hyderabad-500 028**

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 37<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 27, 2018.

The e-voting commenced at 9.00 a.m. on 23rd September 2018 and concluded on 5.00 p.m. on 26th September 2018.

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

M/s.B S S & Associates, Company Secretaries (Unique Code of Partnership Firm: P2012AP02600), acted as Scrutinizers for the entire voting process.

Based on the Scrutinizer's consolidated report dated 28th September 2018 (attached hereto), for e-voting and voting through ballot forms, I declare that all the resolutions contained in the Notice convening the 37<sup>th</sup> AGM have been passed with the requisite majority.

For Sagar Cements Limited

O.Swaminatha Reddy  
Chairman of the 37<sup>th</sup> AGM

Place: Hyderabad

Date : 28.09.2018





# B S S & ASSOCIATES

## COMPANY SECRETARIES

Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad, Hyderabad -500 004  
Phone : 040 - 40171671, Cell : 9705175099  
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 in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 [Amendment Rules 2015], on the resolutions contained in item numbers 1 to 6 as set out in the Notice dated 19<sup>th</sup> July, 2018 of the 37<sup>th</sup> AGM of the members of **Sagar Cements Limited**, held on 27<sup>th</sup> day of September, 2018 at 4.00 p.m at Hotel Golkonda, Masab Tank, Hyderabad – 500 028. Accordingly, we submit the report on completion of the above voting process.

1. The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and the Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members of the Company. Our responsibility as Scrutinizer for the remote e-voting process and voting through ballot process conducted at the AGM is restricted to making a 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 AGM.
2. The remote e-voting period was kept open for four days from 9.00 am on 23<sup>rd</sup> September, 2018 to 5.00 p.m on 26<sup>th</sup> September, 2018.
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 20<sup>th</sup> September, 2018.



4. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us on each paper of the poll and on the box.
5. The locked ballot box was subsequently opened in our presence along with two witnesses 1.Mr.M.Vijayakumar and 2.Mr. G.Srinivasa Rao, residents of Hyderabad, who are not employees of the company and poll papers were 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 said Annual General Meeting, the votes cast through poll were counted and thereafter the votes cast under the remote e-voting facility were unblocked on 27<sup>th</sup> September, 2018 in the presence of Two witnesses namely Mr.M.Vijayakumar and Mr. G.Srinivasa Rao, 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 an Ordinary Resolution)**

“Resolved that the audited stand-alone Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 together with the reports of the auditors and directors thereon and the audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 together with the report of the auditors thereon be and are hereby received, considered, approved and adopted.

(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)	11	3584931	21.09
Remote E-Voting	60	13411578	78.91
<b>Total</b>	<b>71</b>	<b>16996509</b>	<b>100</b>

(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)	NIL	NIL	NA
Remote E-Voting	1	1	Negligible
<b>Total</b>	<b>1</b>	<b>1</b>	<b>Negligible</b>



*Kashin*

(iii) **Abstain/Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	1	100
Remote E-Voting	NIL	NIL
Total	1	100

**b) Resolution 2 (as an Ordinary Resolution)**

"Resolved that the interim dividend of Rs. 2.50 per share (25%) on the 2,04,00,000 equity shares of Rs. 10/- each of the company already paid to the shareholders for the year ended 31st March, 2018 be and is hereby confirmed.

"Resolved Further that a further dividend of Rs. 1.50 per share (15%) on the said 2,04,00,000 equity shares be and is hereby declared for the year ended 31st March 2018."

(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)	11	3584931	21.09
Remote E-Voting	62	13411679	78.91
Total	73	16996610	100

(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)	NIL	NIL	NA
Remote E-Voting	NIL	NIL	NA
Total	NIL	NIL	NA

(iii) **Abstain/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 an Ordinary Resolution)**

“Resolved that Dr.S.Anand Reddy (DIN: 00123870) who retires by rotation in accordance with Section 152 of the Companies, Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

(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)	11	3584931	21.09
Remote E-Voting	60	13410756	78.90
Total	71	16995687	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)	NIL	NIL	NA
Remote E-Voting	1	823	0.01
Total	1	823	0.01

(iii) **Abstain/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	1	100
Total	1	100

**d) Resolution 4 (as an Ordinary Resolution)**

“Resolved that Shri John-Eric Fernand Pascal Cesar Bertrand (DIN: 06391176) who retires by rotation in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

(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)	11	3584931	21.09
Remote E-Voting	60	13410756	78.90
Total	71	16995687	99.99



*S. Srikanth*

(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)	NIL	NIL	NA
Remote E-Voting	1	823	0.01
Total	1	823	0.01

(iii) **Abstain/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	1	100
Total	1	100

**e) Resolution 5 (as a Special Resolution)**

“Resolved that pursuant to the provisions of Section 4, 13 and all other applicable sections and provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable Rules and Regulations made thereunder (including any modification(s) or reenactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as may be and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the alterations in the Memorandum of Association of the Company by inserting the following sub-clause after its existing sub-clause 7 of Clause III (A):

“8. To promote, own, run, install, takeover, set up power plants of any kind as may be permitted by law and to generate, co-generate, transmit, buy and distribute electric power for captive consumption, accumulation, sale and re-sale.”

(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)	11	3584931	21.09
Remote E-Voting	61	13411678	78.91
Total	72	16996609	100



## (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)	NIL	NIL	NA
Remote E-Voting	1	1	Negligible
Total	1	1	Negligible

## (iii) Abstain/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

## f) Resolution 6 (as an Ordinary Resolution)

"Resolved that pursuant to Section 148(3) and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors Rules), 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the approval of payment of remuneration of ` 3,25,000/- plus reimbursement of actual travel and out of pocket expenses and applicable taxes to M/s.Narasimha Murthy & Co., Cost Accountants, Hyderabad, the Cost Auditors (Firm Registration No.000042), to conduct the audit of the cost records of the company for the financial year ending March 31, 2019."

## (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)	11	3584931	21.09
Remote E-Voting	60	13411578	78.91
Total	71	16996509	100

## (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)	NIL	NIL	NA
Remote E-Voting	2	101	Negligible
Total	2	101	Negligible



*Sri Kantan*



(iii) **Abstain/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 37<sup>th</sup> AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual 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  
Partner  
C.P. # 7999




Date: 28.09.2018  
Place: Hyderabad

**Witnesses:**

  
1.M.Vijayakumar

  
2. G.Srinivasa Rao

Received the report

  
O. SWAMINATHA REDDY  
(Chairman of the Meeting)

Date: 28.09.2018  
Place: Hyderabad