



# SAGAR CEMENTS LIMITED

34<sup>th</sup> Annual General Meeting held on Wednesday , September 23, 2015 at 4.00 p.m at Hotel Golkonda, Masab Tank, Hyderabad – 500 028

## DECLARATION OF RESULTS ON RMOTE E-VOTING AND POLLING PAPER

Pursuant to the provisions of Section 108 of the Companies Act,2013 read with the rules prescribed thereunder and in accordance with the Listing Agreement, 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 34<sup>th</sup> Annual General Meeting (AGM)of the Company held on September 23,2015.

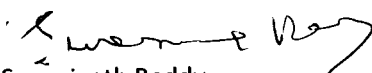
The e-Voting commenced at 9.00 am on 20<sup>th</sup> September, 2015 and concluded on 5.00 p.m on 22<sup>nd</sup> September, 2015.

For the member 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 acted as Scrutinizers for the entire voting process.

Based on the Scrutinizer's consolidated report dated September 26, 2015 (attached hereto), for e-voting and voting through ballot forms I declare that all the resolutions contained in the Notice convening the 34<sup>th</sup> AGM have been passed with requisite majority.

For Sagar Cements Limited

  
O.Swaminath Reddy  
Chairman of the 34<sup>th</sup> AGM

Date: 26.09.2015  
Place: Hyderabad



**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

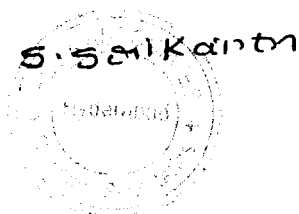
## Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant Clause 35B of Listing Agreement and Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by 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 34<sup>th</sup> Annual General Meeting (AGM) 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 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015], on the resolutions item numbers 1 to 10 as set out in the Notice dated 29<sup>th</sup> July, 2015 of the 34<sup>th</sup> AGM of the members of **Sagar Cements Limited**, held on 23<sup>rd</sup> day of September, 2015 at 4.00 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 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 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 open for three days from 9.00 am on 20<sup>th</sup> September, 2015 to 5.00 p.m on 22<sup>nd</sup> September, 2015.
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> September, 2015.



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.Avanisha 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 Annual 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> September, 2015, the presence of Two witnesses of 1.Mr.M.Vijayakumar and 2.Ms.M.Avanisha, 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 accounts of the Company containing the Balance Sheet as at and the Statement of Profit & Loss for the year ended 31st March 2015 together with their annexures and the reports of the auditors and directors 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)	33	3596555	25.43
Remote E-Voting	31	10548521	74.57
Total	64	14145076	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	Nil
Remote E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

 S. Sai Karan

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	3
Remote E-Voting	2	101
Total	5	104

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

**"Resolved that** the interim dividend of Rs.5/- per share on the 1,73,88,014 equity shares of Rs.10/- each of the company paid to the shareholders for the year 2014-15 be and is hereby confirmed.

**Further Resolved that** a final dividend of Rs.2.50 per share on the 1,73,88,014 equity shares of Rs.10/- each of the company for the year 2014-15 be and is hereby declared."

(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)	33	3596555	25.43
Remote E-Voting	31	10548422	74.57
Total	64	14144977	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	Nil
Remote E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	3
Remote E-Voting	2	200
Total	5	203

**c) Resolution 3 (as an Ordinary Resolution)**

**“Resolved that** Shri S.Sreekanth Reddy (DIN: 00123889) 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)	33	3596555	25.43
Remote E-Voting	31	10548422	74.57
Total	64	14144977	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	Nil
Remote E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid** Votes:

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	3
Remote E-Voting	2	200
Total	5	203

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

**“Resolved that** pursuant to Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, in the place of M/s. P.Srinivasan & Co., Chartered Accountants, who have conveyed their non availability to act as auditors of the company after this Annual General Meeting, M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S), in respect of whom a special notice under Sec.140 (4) of the Companies Act, 2013 has been received by the Company, be and are hereby appointed as auditors of the Company to hold office from the conclusion of its 34th Annual General Meeting up to the conclusion of the 39<sup>th</sup> Annual General Meeting subject to ratification by the shareholders annually, at such remuneration as may be fixed by the Board of Directors in consultation with the said firm.”

S. Srikanth

(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)	33	3596555	25.43
Remote E-Voting	31	10548422	74.57
Total	64	14144977	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	Nil
Remote E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	3
Remote E-Voting	2	200
Total	5	203

**e) Resolution 5 (as an Ordinary Resolution)**

**“Resolved that** approval be and is hereby accorded to the appointment of Shri Valliyur Hariharan Ramakrishnan (DIN: 00143948), as an Independent Director under Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under for a period of five years with effect from 30.03.2015.”

(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)	33	3596555	25.43
Remote E-Voting	30	10548322	74.57
Total	63	14144877	100

S. Sankar

(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	Nil
Remote E-Voting	1	100	0.00
Total	1	100	0.00

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	3
Remote E-Voting	2	200
Total	5	203

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

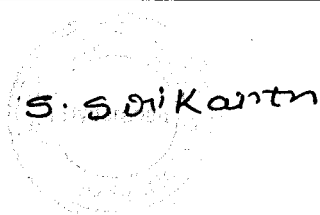
**“Resolved that Mrs.Rachana Sammidi (DIN: 01590516) be and is hereby appointed as a director liable to retire by rotation.”**

(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)	33	3596555	25.43
Remote E-Voting	31	10548422	74.57
Total	64	14144977	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	Nil
Remote E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

  
S. S. Srikanth

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	3
Remote E-Voting	2	200
Total	5	203

**g) Resolution 7 (as a Special Resolution)**

**“Resolved that** pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with its Schedule V and subject to the approval, if any, required from the Central Government, the following remuneration be approved for payment to Shri S.Veera Reddy, Managing Director for the period from 1.4.2014 to 12.7.2016, which would also be the minimum remuneration payable to him in the event of loss or inadequacy of profit during the said period of his tenure as Managing Director subject to the same being restricted to the ceiling mentioned in Schedule V of the Companies Act, 2013 as amended from time to time.”.

Salary: Rs.6,00,000/- per month

Perquisites: As mutually agreed between the Managing Director and the Company, but restricted to 75% of the salary.

Commission: Such amount of commission calculated with reference to the Net Profit of the Company for each financial year as may be fixed by the Board of Directors or a Committee thereof, which together with the salary and perquisites shall not exceed the ceiling laid down in the Companies Act, 2013, as amended from time to time or any re-enactment thereof.

Other benefits: The Managing Director will be eligible for contribution to P.F., 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 his tenure.

**“Resolved Further that** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

S. Srikant



(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)	33	3596555	25.43
Remote E-Voting	30	10548322	74.57
Total	63	14144877	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	Nil
Remote E-Voting	1	100	0.00
Total	1	100	0.00

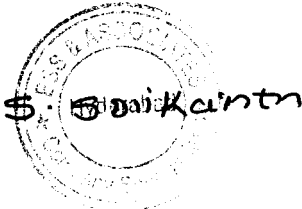
(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	3
Remote E-Voting	2	200
Total	5	203

**h) Resolution 8 (as an Ordinary Resolution)**

**“Resolved that** pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with 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 remuneration of Rs.2,00,000/- excluding reimbursement of actual travel and out of pocket expenses and applicable taxes payable to M/s.Narasimha Murthy & Co., Cost Accountants, Hyderabad, the Cost Auditors (Firm Registration No. 000042), to conduct the audit of its cost records of the company for the financial year ending March 31, 2016.”

**“Resolved further** that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or 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)	33	3596555	25.43
Remote E-Voting	31	10548422	74.57
Total	64	14144977	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	Nil
Remote E-Voting	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	3
Remote E-Voting	2	200
Total	5	203

**i) Resolution 9 (as a Special Resolution)**

Pursuant to the provisions of Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, it is hereby resolved to substitute the Clause II of the MoA with the following:

**II. The registered office of the company will be situated in the State of Telangana.**

**“Resolved Further that** pursuant to the provisions of Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the consent of the company be and is hereby accorded for alteration of the Clause III of the MoA of the company by substituting the heading of Clause III (A) and III (B) in it with the following:

**III (A) The objects to be pursued by the company on its incorporation are:**

**III (B) Matters which are necessary for furtherance of the objects specified in Clause III(A) are**

**“Resolved Further that** the Clause III (C) of the Memorandum of Association of the Company be and is hereby deleted.”

  
S. Sai Karthi

**“Resolved Further that** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to alter the Clause IV of the Memorandum of Association of the company by substituting the said Clause IV with the following:

**IV. “The liability of the members of the company is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”**

**“Resolved Further that** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association with the following:

**V. The Authorised Share Capital of the Company is 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.**

**“Resolved Further that** for the purpose of giving effect to the aforesaid resolutions, the Board of Directors of the company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolutions.”

(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)	33	3596555	25.43
Remote E-Voting	30	10548322	74.57
Total	63	14144877	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	Nil
Remote E-Voting	1	100	0.00
Total	1	100	0.00

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	3
Remote E-Voting	2	200
Total	5	203

**j) Resolution 10 (as a Special Resolution)**

**Resolved that** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) the regulations contained in the existing Articles of Association of the company be and are hereby altered by substituting its present Articles No.1 to 184 with a new set of Articles 1 to 120 as per the draft submitted to this meeting.”

**“Resolved Further that** the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or 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)	33	3596555	25.43
Remote E-Voting	30	10548322	74.57
Total	63	14144877	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	Nil
Remote E-Voting	1	100	0.00
Total	1	100	0.00

(iii) **Invalid Votes:**

Particulars	No of Members voted	Number of votes cast by them
Voting through polling paper (in person or by proxy)	3	3
Remote E-Voting	2	200
Total	5	203



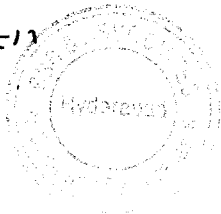
9. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at 34th AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

**Thanking you,**

**Yours faithfully**


**For B S S & Associates  
Company Secretaries**

S. Srikanth  
S.Srikanth  
Partner  
C.P. # 7999



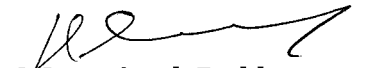
Date: 26.09.2015  
Place: Hyderabad

**Witnesses:**

  
1.M.Vijayakumar

  
2. M.Avanisha

**Received the report**

  
O.Swaminath Reddy  
(Chairman of the Meeting)

Date: 26.09.2015  
Place: Hyderabad