



SAGAR CEMENTS LIMITED

SCL:SEC:NSE:BSE:2019-20

December 2, 2019

The National Stock Exchange of India Ltd.,
"Exchange Plaza", 5th 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

Sub: Submission of the outcome of the Postal Ballot Results as per Regulation 30, 44 and other applicable Regulation Of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended.

Dear Sir

We refer to our intimation dated 26th October, 2019 regarding the dispatch of Notice of Postal Ballot dated 18th October 2019 to our members seeking their approval through Special Resolutions vide postal ballot / e-voting for the re-appointment of three independent directors as detailed in the said Notice.

The voting period in respect of the above was closed on 30th November, 2019 and based on the Scrutinizer's report submitted later, the result of the voting was declared by the Chairman of the Company on today.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we would like to inform you that all the three resolutions mentioned in the aforesaid Postal Ballot Notice have been passed with the requisite majority by the members of the Company. These approvals are now deemed to have been received on the last date of receipt of postal ballot forms, i.e. on November 30, 2019.

The details of the voting results in the format specified under Listing Regulations and the Scrutinizer report are enclosed and these documents are also being made available on the company's website: www.sagarcements.in.

Thanking you,

Yours faithfully
For Sagar Cements Limited

R.Soundararajan
Company Secretary

Encls.



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 SBI, Anandnagar, Khairatabad, Hyderabad -500 004

Phone : 040 - 40171671, Cell : 9705175099

E-mail : bssass99@gmail.com

Scrutinizer's Report on Postal Ballot including remote e-voting

[Pursuant Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Pursuant to section 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To
The Chairman,
SAGAR CEMENTS LIMITED,
Plot No.111, Road No.10, Jubilee Hills,
Hyderabad – 500033,
Telangana, India.

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 Physical Postal Ballot in respect of business contained in the Notice dated 18th October, 2019 issued by the company to all its members, in a fair and transparent manner and ascertain the requisite majority on remote e-voting and Physical Postal Ballot carried out, as per the provisions of Section 110 of the Companies Act, 2013 and Rules 20&22 of the Companies (Management and Administration) Rules, 2014 as amended], on the resolutions item numbers 1 to 3 as set out in the Notice dated 18th October, 2019 of **SAGAR CEMENTS LIMITED**. Accordingly, we submit the report on completion of remote e-voting and physical postal Ballot, 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 Physical Postal Ballots on the resolutions contained in the notice of the members of the Company. Our responsibility as Scrutinizer for the remote e-voting process and Physical postal ballot is restricted to making Scrutinizer's Report of the Votes cast 'In favour' or 'against'. The resolutions stated in the said Notice is based on the reports generated from the e-voting system provided by Karvy Fintech Private Limited ('Karvy'), the agency engaged by the Company to provide remote e-voting facility to the members of the company from 9.00 a.m. on 01st November, 2019 to 5.00 p.m. on 30th November, 2019. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by Karvy for validation voting by electronic means, after counting the votes cast by Physical Postal Ballots, the reports for voting for each resolute have been generated from the e-voting website of Karvy Fintech Private Limited, by unblocking the data after 5.00 PM. On 30th November, 2019 in presence of two witnesses, who were not in the employment of the Company.
2. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through Postal Ballot, on the proposed resolutions was October 18, 2019.
3. The Postal Ballots, which were incomplete or otherwise found defective were treated as invalid and kept separately.



S. S. S. K. K. K.

4. Summary of the e-voting and Postal Ballots are as follows:

a) Resolution 1(As Special Resolution)

Re-appointment of Shri O.Swaminatha Reddy as an Independent Director for a term of 3 years w.e.f. 24th September, 2019

“RESOLVED THAT pursuant to provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with its Schedule IV and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval be and is hereby accorded to the re-appointment of Shri O.Swaminatha Reddy (DIN:00006391) as an Independent Director of the Company for a term of 3 years with effect from 24th September, 2019, notwithstanding that he has attained the age of 75 years and that he shall not be liable to retire by rotation.”

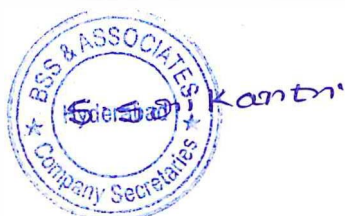
Particulars	Aggregate of physical ballot forms and Electronic Voting	Number of Votes Cast	% of valid Votes
Total Votes received	101	17211221	-
Less: Total number of votes Invalid/abstained	2	107	-
Total Number of Valid Votes	99	17211114	100
Favour to resolution	91	17056017	99.10
Against to Resolution	8	155097	0.90

b) Resolution 2 (As a Special Resolution)

Re-appointment of Shri K.Thanu Pillai as an Independent Director for a term of 3 years w.e.f. 24th September, 2019.

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with its Schedule IV and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval be and is hereby accorded to the re-appointment of Shri K.Thanu Pillai (DIN:00123920) as an Independent Director of the Company for a term of 3 years with effect from 24th September, 2019, notwithstanding that he has attained the age of 75 years and that he shall not be liable to retire by rotation.”

Particulars	Aggregate of physical ballot forms and Electronic Voting	Number of Votes Cast	% of valid Votes
Total Votes received	101	17211221	-
Less: Total number of votes Invalid/abstained	3	182	-
Total Number of Valid Votes	98	17211039	100
Favour to resolution	89	17055842	99.10
Against to Resolution	9	155197	0.90



c) Resolution 3 (As a Special Resolution)

Re-appointment of Shri V.H.Ramakrishnan as an Independent Director for a term of 3 years w.e.f. 30th March, 2020.

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with its Schedule IV and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval be and is hereby accorded to the re-appointment of Shri V.H.Ramakrishnan (DIN:00143948) as an Independent Director of the Company for a term of 3 years with effect from 30th March, 2020, notwithstanding that he has attained the age of 75 years and that he shall not be liable to retire by rotation.”

Particulars	Aggregate of physical ballot forms and Electronic Voting	Number of Votes Cast	% of valid Votes
Total Votes received	101	17211221	-
Less: Total number of votes Invalid/abstained	2	107	-
Total Number of Valid Votes	99	17211114	100
Favour to resolution	94	17210888	99.99
Against to Resolution	5	226	Negligible

- The Register, all other papers and relevant records relating to remote e-voting and Postal Ballots shall remain in our safe custody. We shall return them in due course by a separate letter for same for preservation till the resolution are given effect to.
- You may accordingly declare the result of the voting by Postal Ballot including E-Voting.

Thanking you,

Yours faithfully
For B S S & Associates
Company Secretaries

S. Srikanth

S.Srikanth
Partner

C.P. # 7999

UDIN: A022119A000338589

Witnesses:

E. Murali
1. E.Murali

Place: Hyderabad

Date: 02.12.2019

J.V. Madhav Rao
2. J.V. Madhav Rao

Received

R. Sankararaman 2.12.2019
Company Secretary



Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri.O.Swaminatha Reddy as an Independent Director for a term of 3 yrs with effect from 24th September, 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10988151	9031071	82.1892	9031071	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		10988151	9031071	82.1892	9031071	0	100.0000
Public- Institutions	E-Voting	3485502	2816053	80.7933	2661108	154945	94.4978	5.5022
	Poll							
	Postal Ballot (if applicable)							
	Total		3485502	2816053	80.7933	2661108	154945	94.4978
Public- Non Institutions	E-Voting	7476347	1000831	13.3866	1000730	101	99.9899	0.0101
	Poll							
	Postal Ballot (if applicable)		4363159	58.3595	4363108	51	99.9988	0.0012
	Total		7476347	5363990	71.7461	5363838	152	99.9972
Total		21950000	17211114	78.4105	17056017	155097	99.0989	0.9011



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri.K.Thanu Pillai as an Independent Director for a term of 3 yers with effect from 24th September, 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10988151	9031071	82.1892	9031071	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		10988151	9031071	82.1892	9031071	0	100.0000
Public-Institutions	E-Voting	3485502	2816053	80.7933	2661108	154945	94.4978	5.5022
	Poll							
	Postal Ballot (if applicable)							
	Total		3485502	2816053	80.7933	2661108	154945	94.4978
Public- Non Institutions	E-Voting	7476347	1000831	13.3866	1000630	201	99.9799	0.0201
	Poll							
	Postal Ballot (if applicable)		4363084	58.3585	4363033	51	99.9988	0.0012
	Total		7476347	5363915	71.7451	5363663	252	99.9953
Total		21950000	17211039	78.4102	17055842	155197	99.0983	0.9017



Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri.V.H.Ramakrishnan as an Independent Director for a term of 3 yrs with effect from 30th March, 2020				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10988151	9031071	82.1892	9031071	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		10988151	9031071	82.1892	9031071	0	100.0000
Public-Institutions	E-Voting	3485502	2816053	80.7933	2816053	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		3485502	2816053	80.7933	2816053	0	100.0000
Public- Non Institutions	E-Voting	7476347	1000831	13.3866	1000730	101	99.9899	0.0101
	Poll							
	Postal Ballot (if applicable)		4363159	58.3595	4363034	125	99.9971	0.0029
	Total		7476347	5363990	71.7461	5363764	226	99.9958
Total		21950000	17211114	78.4105	17210888	226	99.9987	0.0013



MINUTES BOOK

MINUTES OF DECLARATION OF RESULTS OF POSTAL BALLOT ON 2ND DECEMBER 2019 AT 1.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.111, ROAD NO.10, JUBILEE HILLS, HYDERABAD -500033 IN RESPECT OF THE RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 18TH OCTOBER 2019.

Present:

Shri O.Swaminatha Reddy Chairman, who was duly authorized to declare the results of the postal ballot.

Shri R.Soundararajan Company Secretary and Compliance Officer.

Shri O.Swaminatha Reddy, Chairman of the Board, duly authorized for the purpose of declaration of the Postal Ballot results, noted that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had issued postal ballot notice dated 18th October 2019 to the members, for seeking their consent for the resolutions as set out in the said notice.

The Chairman observed that:

The Board of Directors at their meeting held on 19th September 2019 had appointed M/s.B S S & Associates, Practicing Company Secretaries (Unique Code of the Firm: P2012AP02600) as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Company had availed electronic voting platform of Karvy Fintech Private Limited to provide e-voting facility to the members.

On 25th October, 2019, the Company had completed the dispatch of Postal Ballot Notice, Postal Ballot Form and self-addressed pre-paid Business Reply Envelop (BRE) to all the members who had not registered their e-mail IDs with the Depositories or with the Company and to those members who had registered their e-mail IDs with the Depository Participants or with the Company, the Company had sent e-mail for e-voting.

The Voting Period commenced on Friday the 1st November 2019 at 9.00. a.m. and ended on Saturday the 30th November 2019 at 5.00 p.m.

The cut-off date for the purpose of determining the voting rights was 18th October 2019.

The Scrutinizer had carried out the scrutiny of all the postal ballot forms received and e-votes polled upto 5.00 p.m. on Saturday the 30th November 2019, being the last day of e-voting module for the postal ballot process and prepared a consolidated Scrutinizer's report on the basis of data / reports received by them.

The Scrutinizer submitted their report on 2nd December 2019. The details of voting on the resolutions set out in the notice dated 18th October 2019 were as under:

CHAIRMAN'S INITIALS



MINUTES BOOK

Resolution No.1: Re-appointment of Shri O.Swaminatha Reddy as an Independent Director for a term of 3 years w.e.f. 24th September 2019.

Particulars	Number of votes
Number of valid votes received	17211114
Votes cast in favour of the resolution	17056017
Votes cast against the resolution	155097
Number of invalid votes received	107

Resolution No.2: Re-appointment of Shri K.Thanu Pillai as an Independent Director for a term of 3 years w.e.f. 24th September 2019.

Particulars	Number of votes
Number of valid votes received	17211039
Votes cast in favour of the resolution	17055842
Votes cast against the resolution	155197
Number of invalid votes received	182

Resolution No.3: Re-appointment of Shri V.H.Ramakrishnan as an Independent Director for a term of 3 years w.e.f. 30th March 2020.

Particulars	Number of votes
Number of valid votes received	17211114
Votes cast in favour of the resolution	17210888
Votes cast against the resolution	226
Number of invalid votes received	107

Thereafter the Chairman proceeded with the declaration of results of postal ballot on the basis of the Scrutinizer's report and announced the following resolutions as set out in the Notice of Postal Ballot as having been passed \ approved by the members with the requisite majority and all the said resolutions were deemed to have been passed on 30th November 2019, being the last date specified for receipt of duly completed postal ballot forms or e-voting.

Resolution No.1

Re-appointment of Shri O.Swaminatha Reddy as an Independent Director for a term of 3 years w.e.f. 24th September 2019.

“RESOLVED THAT pursuant to provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with its Schedule IV and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval be and is hereby accorded to the re-appointment of Shri O.Swaminatha Reddy (DIN:00006391) as an Independent Director of the Company for a term of 3 years with effect from 24th September, 2019, notwithstanding that he has attained the age of 75 years and that he shall not be liable to retire by rotation.”

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CHAIRMAN'S INITIALS



MINUTES BOOK

Resolution No.2

Re-appointment of Shri K.Thanu Pillai as an Independent Director for a term of 3 years w.e.f. 24th September 2019.

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with its Schedule IV and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval be and is hereby accorded to the re-appointment of Shri K.Thanu Pillai (DIN:00123920) as an Independent Director of the Company for a term of 3 years with effect from 24th September, 2019, notwithstanding that he has attained the age of 75 years and that he shall not be liable to retire by rotation.”


Resolution No.3

Re-appointment of Shri V.H.Ramakrishnan as an Independent Director for a term of 3 years w.e.f. 30th March 2020.

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with its Schedule IV and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval be and is hereby accorded to the re-appointment of Shri V.H.Ramakrishnan (DIN:00143948) as an Independent Director of the Company for a term of 3 years with effect from 30th March, 2020, notwithstanding that he has attained the age of 75 years and that he shall not be liable to retire by rotation.”

There being no further business for discussion, the proceedings concluded with a vote of thanks to the Chair.

Date: December 2, 2019
Place : Hyderabad


O.Swaminatha Reddy
Chairman

CHAIRMAN'S INITIALS