



SAGAR CEMENTS LIMITED

CIN: L26942TG1981PLC002887

Regd. Office: Plot No.111, Road No.10, Jubilee Hills, Hyderabad – 500033, Telangana, India

www.sagarcements.in, Email: soundar@sagarcements.in

Phone: 91-40-23351571, 23356572, Fax: 91-40-23356573

POSTAL BALLOT NOTICE (“NOTICE”)

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

TO THE MEMBERS OF THE COMPANY

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), it is proposed to pass the resolutions set out hereunder for re-appointment of Independent Directors of the Company through Postal Ballot and e-voting.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolutions proposed is annexed and the Postal Ballot Form along with self-addressed postage prepaid envelope is enclosed.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company is pleased to provide electronic voting (“e-voting”) facility as an alternative, to enable the Members to cast their votes electronically instead of casting votes through the Ballot Form.

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

The Company is availing electronic voting platform of Karvy Fintech Private Limited (Karvy) to provide e-voting facility to its members. Members have the option to vote either by Postal Ballot or through e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote cast by him in electronic mode will only be considered. Members opting to vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the self-addressed postage prepaid envelope, to the Scrutinizer on or before the close of working hours on November 30, 2019. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Postal Ballot Forms, if any sent at the expense of the Members, will also be accepted. Please note that Postal Ballot Forms received after 17:00 hours IST on November 30, 2019 shall be deemed to be invalid.

Members who opt for e-voting are requested to read carefully the instructions given in the Notes forming part of this Notice. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots and e-voting. Based on the said report, the result of the Postal Ballot and e-voting will be announced by the Chairman or any other Director of the Company duly authorised, at the Registered Office of the Company within 48 hours of the conclusion of the voting. The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s website www.sagarcements.in and will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company’s shares are listed. The last date of receipt of the postal ballot forms / e-voting, i.e. November 30, 2019 shall be the date on which the resolutions proposed in this notice will be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

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

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**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.”

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

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**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.”

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

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**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.”

Registered Office:
Plot No.111, Road No.10
Jubilee Hills, Hyderabad-500033
Telangana, India.
Dated: 18.10.2019

By order of the Board of Directors

Sd/-
R.Soundararajan
Company Secretary
M. No. FCS 4182

NOTES:

1. The statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 concerning the business to be transacted including justification for the same as required under Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as since amended, is annexed herewith.
2. This Notice of Postal Ballot is being sent to all the members whose names appear in the Register of Members / list of beneficial owners as on October 18, 2019 (cut-off date).
3. This Notice is sent through e-mail to those shareholders who have registered their e-mail IDs for receipt of documents in electronic mode and to other shareholders by registered post along with Postal Ballot Form. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to einward.ris@karvy.com by mentioning his Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Karvy Fintech Private Limited (Unit: Sagar Cements Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 not later than 30th November, 2019 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date i.e. October 18, 2019. Only those members whose names are recorded in the register of members / list of beneficial owners as on the cut-off Date will be entitled to cast their votes by Postal Ballot (including e-voting). A person who is not a member of the Company on the cut-off date should treat this notice as for information purpose only.
5. In compliance of Section 108 and 110 of the Companies Act, 2013 and the Rules made there under and under the Regulation 44 of the Listing Regulations, the Company provides facility to the members to exercise their votes electronically and the members may vote on resolutions in the following manner through the e-voting facility provided by M/s. Karvy Fintech Private Limited.
6. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or through e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case a Shareholder casts his votes by both Physical Postal Ballot and through e-voting, then voting done through e-voting shall prevail and voting done by Physical Postal Ballot will be treated as invalid.

Procedure & Instructions for e-Voting

The instructions for e-Voting are as under:

- i. Use the URL for e-voting: **<https://evoting.karvy.com>**
- ii. Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No / DP ID Client ID will be your user ID.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you have forgotten it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. **“SAGAR CEMENTS LTD”**.
- vii. On the voting page, the number of shares as held by the shareholder as on October 18, 2019 (cut-off date) will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click “FOR” / “AGAINST” as the case may be. You are not obliged to cast all your votes in the same manner. You may enter any number of votes partially in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned herein above. If the shareholders do not want to cast their vote, they may choose the option ‘ABSTAIN’.
- viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).
- x. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter as the case may be, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at bssass99@gmail.com with a copy marked to evoting@karvy.com.
- xi. Once you have cast your vote on a resolution by e-voting mode you will not be allowed to withdraw or modify it subsequently.

- xii. The Portal will remain open for voting from: 9.00 a.m. on November 01, 2019 to 17.00 p.m. on November 30, 2019 (both days inclusive).
- xiii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr.G.Ramesh Desai (Unit: Sagar Cements Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone No. 040 – 6716 1500 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.

Instructions for voting Postal Ballot Form:

- i. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than the close of working hours (i.e. 17.00 Hours) on November 30, 2019. In case of joint holding, Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder. The postage will be borne by the Company. However, envelopes containing Postal Ballots, sent by courier or registered/speed post at the expense of the Shareholders will also be accepted. Postal Ballot received after 17.00 Hours on November 30, 2019 will be strictly treated as if reply from the shareholder has not been received.
 - ii. Unsigned / incomplete Postal Ballot Forms will be rejected.
 - iii. Corporate / Institutional Members (i.e., otherthan Individuals, HUF, NRI, etc.) opting for Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
 - iv. A Member cannot appoint Proxy to exercise his vote through postal ballot.
7. The voting period ends on the close of working hours (i.e. 17.00 hours) on November 30, 2019. The e-voting module shall also be disabled by Karvy immediately thereafter.
 8. The Company has appointed M/s. B S S & Associates, Practicing Company Secretaries (Unique code of Firm: P2012AP02600) as the Scrutinizer for conducting the Postal Ballot and the e-voting process in a fair and transparent manner.
 9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of postal ballot and e-voting and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized, within 48 hours of the conclusion of the voting at the Registered Office of the Company at Hyderabad and will also be displayed on the website of the Company <http://www.sagarcements.in>, besides being communicated along with the Scrutinizer’s report to the National Stock Exchange of India Limited and BSE Limited on the said date.
 10. The resolutions, if approved by requisite majority shall be deemed to have been passed on November 30, 2019, being the last date specified for receipt of duly completed postal ballot forms or e-voting.
 11. All documents referred to in the statement of material facts will be available for inspection at free of cost by the shareholders at the Registered Office of the Company from 9.30 a.m. to 5.00 p.m. on all working days except Saturdays.

Registered Office:
Plot No.111, Road No.10
Jubilee Hills, Hyderabad-500033
Telangana, India.
Dated: 18.10.2019

By order of the Board of Directors

Sd/-
R.Soundararajan
Company Secretary
M. No. FCS 4182

Annexure to the Notice of Postal Ballot

Statement of Material Facts pursuant to Section 102(1) of the Companies Act, 2013

On Item No. 1, 2 and 3:

Re-appointment of Shri O.Swaminatha Reddy, Shri K.Thanu Pillai and Shri V.H.Ramakrishnan as Independent Directors for a period of three years.

The Shareholders at their 33rd Annual General Meeting held on 24th September, 2014, approved the appointment of Shri O.Swaminatha Reddy and Shri K.Thanu Pillai as Independent Directors of the Company for a period of 5 years with effect from the said date. Similarly the Shareholders at their 34th Annual General Meeting held on 23rd September, 2015, approved the appointment of Shri V.H.Ramakrishnan as an Independent Director to hold office for a term of 5 years with effect from 30th March, 2015.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment for a further term of 5 years on, inter-alia, passing of a special resolution by the Company.

In terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') or any amendment thereto or modification thereof, based on the recommendations made by the Nomination and Remuneration Committee and subject to the approval of the shareholders, the Board of Directors at their meeting held on 19th September, 2019, re-appointed all the above said three Directors as Independent Directors for a term of 3 years with effect from the dates mentioned in the respective resolutions contained in the notice.

In terms of Section 149(10) of the Companies Act, 2013 approval of the Members by way of Special Resolutions is sought for the said re-appointments.

Further, as per Regulation 17 (1A) of the Listing Regulations, no listed entity shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. All the above-said three directors have already attained the age of 75 years. Consent of the shareholders for the said re-appointments is therefore sought through Special Resolutions under Section 149 of the Companies Act, 2013 as well as under Regulations 17(1A) of the Listing Regulations.

The Company has received from the above directors (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that they are not disqualified under Sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that they meet the criteria of independence as provided in Sub-section (6) of Section 149 of the Act and as per the SEBI Listing Regulations. The Company has received notices under Section 160 of the Act proposing their appointment as Independent Directors of the Company.

In the opinion of your Board, all the above-said Directors fulfill the conditions specified in the Act, the Rules made there under and in the Listing Regulations for their re-appointment as Independent Directors and all of them are independent of the management of the Company.

The disclosures under Regulation 36(3) and Justification under Regulation 17(1A) of Listing Regulations and other particulars as required under Secretarial Standards-2 of ICSI are appended.

Sl.No.	Particulars	Shri O.Swaminatha Reddy	Shri K.Thanu Pillai	Shri V.H.Ramakrishnan
1	DIN	00006391	00123920	00143948
2	Date of Birth and Age	25.12.1930 (88 years)	14.05.1935 (84 years)	13.04.1941 (78 years)
3	Date of first appointment on the Board	05.09.1983	27.02.1997	30.03.2015
4	Qualification	B.Com (Hons), ACA	B.Com., MBA, CAIIB	B.Sc., ACA, ACMA

5	Experience and expertise in specific functional areas	<p>Has more than 50 years of experience in Finance and Management and is known for his acumen in corporate finance.</p> <p>Served as Chairman of Andhra Bank and AP State Finance Corporation.</p> <p>Has held Board and Committee Membership in several reputed companies</p>	<p>Shri K.Thanu Pillai joined erstwhile State Bank of Travancore, in the year 1958.</p> <p>Elevated to the post of Chief General Manager, in November, 1997 and appointed as Managing Director of erstwhile State Bank of Hyderabad.</p> <p>Retired from service in May 1995.</p> <p>Held Board membership in several reputed organizations.</p>	<p>He has an extensive experience for more than 35 years in both Domestic and International Banking during his career with Bank of India.</p> <p>Headed various Departments such as International Operations, Comptrollers Department, Treasury, Subsidiaries, during his tenure as General Manager since 1995.</p> <p>Zonal Manager, Northern Zone of Bank of India from 1992 to 1996. Awarded “Best Zone in India” during his tenure.</p> <p>Gained international exposure for ten years: first as Manager Nairobi Branch and then as Executive Director of Allied Bank of Nigeria Ltd.</p> <p>Retired as General Manager (International) in April, 2001.</p> <p>Also worked as Whole-time Director and Chief Executive of BOI Finance Ltd.,</p> <p>Held membership in different committees constituted by RBI.</p>
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
7	Nature of appointment (appointment / re-appointment)	Re-appointed as an Independent Director for a term of 3 years w.e.f. 24th September, 2019.	Re-appointed as an Independent Director for a term of 3 years w.e.f. 24th September, 2019.	Re-appointed as an Independent Director for a term of 3 years w.e.f. 30th March, 2020.
8	Terms and conditions of appointment / re-appointment	To continue as an Independent Director of the Company, for a further period of 3 years w.e.f. 24.09.2019 subject to the approval of the shareholders.	To continue as an Independent Director of the Company, for a further period of 3 years w.e.f. 24.09.2019 subject to the approval of the shareholders.	To continue as an Independent Director of the Company, for a further period of 3 years w.e.f. 30.03.2020 subject to the approval of the shareholders.
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Excepting a sitting fee of Rs.20,000/- for each meeting of the Board and Committees thereof, attended/ to be attended by him no other remuneration is paid / payable	Excepting a sitting fee of Rs.20,000/- for each meeting of the Board and Committees thereof, attended/to be attended by him, no other remuneration is paid / payable	Excepting a sitting fee of Rs.20,000/- for each meeting of the Board and Committees thereof, attended/to be attended by him, no other remuneration is paid /payable

10	Shareholding in the Company	Nil	Nil	Nil
11	The number of meetings of the Board attended during the year	All the 7 meetings held during year 2018-19 were attended	All the 7 meetings held during year 2018-19 were attended	All the 7 meetings held during year 2018-19 were attended
12	Directorship details in other Companies	<ol style="list-style-type: none"> 1. Bhagyanagar India Ltd.* 2. Surana Solar Ltd.* 3. Tembhu Power Pvt.Ltd. 4. Sagar Power Ltd. 5. KM Power Pvt.Ltd. 6. Sagar Cements (R) Ltd.* 	<ol style="list-style-type: none"> 1. Sathavahana Ispat Ltd.* 2. Sagar Cements (R) Ltd.* 3. Mokama-Munger Highway Ltd. 4. Venkateswara Financiers Hyderabad Pvt.Ltd. 5. Bollineni Developers Ltd. 6. Aishu Dreamlands Ltd. 7. Amar Bio-tech Ltd. 8. BSCPL Infrastructure Ltd. 	<ol style="list-style-type: none"> 1. Sagar Cements (R) Ltd.* 2. The KCP Ltd.*
13	Membership / Chairmanship of Committees of Boards in other companies	<ol style="list-style-type: none"> 1. Sagar Cements (R) Ltd.*- Chairman - Audit Committee Member - Nomination & Remuneration Committee 2. Surana Solar Ltd.*- Chairman-Audit Committee Member-Nomination & Remuneration Committee 3. Bhagyanagar India Ltd.* - Member-Audit Committee Member-Nomination & Remuneration Committee 	<ol style="list-style-type: none"> 1. Sagar Cements (R) Ltd.* - Chairman-Nomination & Remuneration Committee Member-Audit Committee 	<ol style="list-style-type: none"> 1. Sagar Cements (R) Ltd.* - Member-Audit Committee Member-Nomination & Remuneration Committee 2. The KCP Ltd.* - Member-Audit Committee Chairman-Nomination & Remuneration Committee Member-Stakeholders Relationship Committee Member-Investment Committee Member-Innovation & Best Practices Committee

* Listed Companies

Justification as required under Regulation 17(1A) of the Listing Regulations for re-appointing the above said Directors who are Non-executive Directors and have attained the age of 75 years.

Being appreciative of the valuable contributions made by Shri O.Swaminatha Reddy, Shri K.Thanu Pillai and Shri V.H.Ramakrishnan at the Board's deliberations and considering the professional attainments, commercial wisdom, business acumen gained by them at senior levels in the field of finance and management, the Board is of the view that their continued association would be of immense benefit to the Company at this point of time when the Company is in the midst of expanding its operations and it firmly believes that the fact of these directors being above 75 years age

would not have any adverse impact on their functioning as Non-Executive / Independent Directors.

Except Shri O.Swaminatha Reddy, Shri K.Thanu Pillai and Shri V.H.Ramakrishnan, who may be deemed to be interested in the resolutions No.1, 2 and 3 respectively as these resolutions relate to their re-appointment, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1, 2 and 3 of the Notice.

Copies of the letters containing the terms and conditions of re-appointment of Shri O.Swaminatha Reddy, Shri K.Thanu Pillai and Shri V.H.Ramakrishnan shall be open for inspection by the Members at free of cost at the Registered Office of the Company from 9.30 a.m. to 5.p.m on all working days except Saturdays and they are also available on the Company's website www.sagarcements.in.

Your Board recommends for your approval for all the resolutions proposed in the Notice.

Registered Office:
Plot No.111, Road No.10
Jubilee Hills, Hyderabad-500033
Telangana, India.
Dated: 18.10.2019

By order of the Board of Directors

Sd/-
R.Soundararajan
Company Secretary
M. No. FCS 4182