



SAGAR CEMENTS LIMITED

CIN: L26942TG1981PLC002887

Registered Office: Plot No.111, Road No.10, Jubilee Hills, Hyderabad-500 033, Telangana

Tel: +91-40-23351571, 23356572

Website: www.sagarcements.in | e-mail: info@sagarcements.in

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force. Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021, 20/2021 dated 08.12.2021, 03/2022 dated 05.05.2022, 11/2022 dated 28.12.2022, 09/2023 dated 25.09.2023 and 09/2024 dated 19.09.2024 (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, it is proposed to seek the approval of the members of the Company to the resolution appended below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means ("remote e-voting").

Further, the MCA has, vide the aforementioned Circulars, advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice ("Notice") by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above said MCA Circulars.

In compliance with the requirements of the said MCA Circulars, hard copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.



The proposed resolution and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto form part of this Notice.

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and in accordance with the aforesaid MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolution appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company avails electronic voting platform of KFin Technologies Limited (KFintech), Registrar and Share Transfer Agent of the Company, for facilitating e-voting.

The Board of Directors of the Company has appointed Shri S.Srikanth, Practicing Company Secretary (M.No.22119), Partner of M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) to act as a Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 28th November, 2024, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

1. **Appointment of Mr.Jens Van Nieuwenborgh (DIN: 07638244) as a Nominee Director of the Company.**

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

“Resolved that pursuant to the recommendations of the Nomination and Remuneration Committee of the Board of Directors of the Company and the Board of Directors (“the Board”) vide their resolutions both dated 18th September, 2024, the Shareholders Agreement dated 29th January, 2024 (the “SHA”) entered into amongst the Company, its promoters (as defined in the SHA), and M/s. AvH Resources India Private Limited (the “Investor”), Sections 149, 152, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and Article 84 and 97 of the Articles of Association of the Company, Mr. Jens Van Nieuwenborgh (DIN: 07638244) who was appointed as an Additional Director (Category – Nominee) on 18th September, 2024, be and is hereby appointed as a non-executive nominee director of the Investor on the Board in accordance with the terms of the SHA, not liable to retire by rotation.”



“Resolved Further that any Director of the Company and Shri J.Raja Reddy, Company Secretary be and are hereby authorized, jointly and severally to sign and file requisite e-Forms along with the necessary attachments with the Registrar of the Companies in connection with the appointment of Mr.Jens Van Nieuwenborgh (DIN: 07638244) and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution.

By Order of the Board of Directors
For **Sagar Cements Limited**

Sd/-
J. Raja Reddy
Company Secretary
Membership No.A31113

October 23, 2024
Hyderabad

Regd. Office:
Plot No.111, Road No.10,
Jubilee Hills, Hyderabad-500 033
Telangana
CIN: L26942TG1981PLC002887



Notes:

1. The businesses mentioned above require the consent of the members of the Company through Postal Ballot by e-voting.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal set out in the Resolution No.1 is given in annexure 1.
3. The relevant details required to be given under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment / re-appointment are given in Annexure 2.
4. In terms of the MCA Circulars, the Company will send Notice only by email to the members who have registered their email addresses with the Company or depository / depository participants and hard copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the e-voting system only. Therefore, those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.
5. The notice is being sent to all the Members electronically i.e. by email only as per the MCA Circulars to those Members who have registered their email addresses with the Company / Depository(s) and whose name appear in the Register of Members / Record of Depositories as on 25th October, 2024 i.e. the cut-off date.
6. In the light of the MCA Circulars, shareholders who have not yet registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company’s Registrar and Share Transfer Agent, KFinTech, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com or contact Mr.K.Raj Kumar, Assistant Vice President, KFin Technologies Limited at 1800-3094-001 (Toll Free).
7. It is clarified that for permanent registration of email address, the shareholders are requested to register their email addresses, in respect of their electronic holdings with the Depository through the Depository Participants concerned and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Building, Tower B, Plot No(s). 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, by following due procedure.



8. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFintech to enable servicing of notices / documents / Annual Reports electronically to their email addresses.
9. The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company <https://sagarcements.in> and on the website of e-voting agency i.e. <https://evoting.kfintech.com> and on the website of BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively, in the relevant sections. Relevant documents referred to in the notice, if any, will be available for inspection electronically until the last date for receipt of votes through e-voting process. Members seeking to inspect such documents can send an email to **info@sagarcements.in**.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the Listing Regulations, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting (SS-2), the Company is offering e-voting facility to enable the Members to cast their votes electronically and vote on the resolution through the e-voting facility provided by KFintech. The instructions for e-voting are provided as part of this Notice.
11. Postal Ballot (e-Voting) commences on Wednesday, the **30th October, 2024 (9.00 a.m. IST) and ends on Thursday, the 28th November, 2024 (5.00 p.m. IST)**.
12. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution / authority letter / power attorney, etc.) in favour of their authorised representatives to the Scrutinizer through e-mail to **cs@bssandassociates.com** with a copy marked to **evoting@kfintech.com**. Alternatively, the aforesaid documents can directly be uploaded on the e-voting portal of KFintech, while casting the vote.
13. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Thursday, November 28, 2024. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
14. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 the Company has sent reminder letters / intimations to the holders of physical securities, for furnishing of PAN, KYC details and Nomination details. Shareholders can execute



the Form No. Form ISR-1, Form ISR-2, Form ISR-3 or SH-13 & Form ISR-4 in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Shareholders concerned are requested to forward the duly filled-in documents along with the related proofs as mentioned in the forms referred in the letter, to the Company's Registrar and Share Transfer Agent (RTA) on the following address:

KFin Technologies Limited

Unit: Sagar Cements Limited

Address: Selenium Building, Tower B, Plot No.31 & 32, Gachibowli,

Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032.

e-mail: **einward.ris@kfintech.com**

The scan copies of the forms and documents may also be mailed through your registered email id with RTA at their email id **einward.ris@kfintech.com** duly signed or e-signed.

The requisite ISR Forms and nomination forms can be downloaded from the website of the Company at <https://sagarcements.in> & also from the website of its Registrar and Share Transfer Agents i.e., KFin Technologies Limited at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Members holding shares in electronic form are therefore, requested to furnish their details to their respective Depository Participant ("DP") with whom they are maintaining their demat accounts for updating their PAN, KYC details, Nomination and Bank mandate details etc.

15. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification No. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 and its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, renewal, exchange, endorsement, sub-division, consolidation, Transmission and Transposition etc). In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice for dematerializing the same. Members may also contact the Company or its Registrars and Transfer Agents, KFin Technologies Limited (KFintech) for assistance in this regard.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. Letter of Confirmation in lieu of consolidated share certificate will be issued to such Members after making the requisite changes for dematerializing said shares.



17. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to **info@sagarcements.in**.

General information and instructions relating to e-voting.

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- iv. The remote e-voting facility will be available during the following period:

Commencement of e-voting	30 th October, 2024 (9.00 a.m. IST)
End of e-voting	28 th November, 2024 (5.00 p.m. IST)

- v. The voting rights of shareholders/ beneficiary owners shall be reckoned in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The shareholders of the Company who are holding shares either in dematerialised or in physical form, as on the cut-off date, can cast their vote electronically. A person who is not a shareholder as on the cut-off date, should treat this Notice for information purposes only.
- vi. The voting rights for the shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them.
- vii. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at **evoting@kfintech.com**. However, if he / she is already registered with KFintech for remote e-voting then he / she can use his / her existing User ID and password for casting the vote.
- viii. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 1).



ix. In case of Individual Shareholders holding securities in physical mode and other than Individual Shareholders holding securities in physical mode / electronic mode as on the cut-off date may follow the steps mentioned below under “Login method for remote e-Voting” (Step 2).

x. The details of the process and manner for remote e-voting are explained herein below:

Step1: Access to Depositories-Voting system in case of individual Shareholders holding shares in demat mode.

Step2: Access to KFintech e-voting system in case of shareholders holding shares in physical and non- individual shareholders holding shares in physical / demat mode.

Details on Step 1 are mentioned below:

i) Login method for remote e-voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Existing Internet-based Demat Account Statement(‘IDeAS’) facility registered Users:</p> <ul style="list-style-type: none"> i. Visit the e-services of NSDL https://eservices.nsdl.com either on a personal computer website or on a mobile. ii. On the e-services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. Thereafter enter the existing user ID and password. iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on ‘Access to e-voting’ under e-voting services, after which the e-voting page will be displayed. iv. Click on company’s name i.e. ‘Sagar Cements Limited’ or ESP i.e. KFintech. v. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period. <p>Those not registered under IDeAS:</p> <ul style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering



	<ul style="list-style-type: none"> ii. Select 'Register Online IDeAS for NSDL IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. iv. Once the homepage of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site where in they can see e-voting page. vii. Click on Company's name i.e. 'Sagar Cements Limited' or KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.
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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>Visit URL: https://web.cdslindia.com/myeasitoken/home/login Or URL: https://www.cdslindia.com</p> <ul style="list-style-type: none"> I. Click on New System Myeasi II. Login with your registered user id and password. III. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFinTech e-voting portal. IV. Click on e-voting service provider name to cast your vote.



	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL:https://evoting.cdslindia.com/Evoting/EvotingLogin II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & email as recorded in the demat Account. <p>After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-voting is in progress.</p>
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Type of shareholders	Login Method
Individual Shareholders login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. II. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. III. Click on options available against company name or e-voting service provider—KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders	Login Method
Securities held with NSDL Securities held with CDSL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800224430 Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- ii) Login method for e-voting for shareholders other than Individual's shareholders holding securities in physical / demat mode and shareholders holding securities in physical mode.
 - (A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from KFintech which will include details of e-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach 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 forget 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 e-voting Event Number (EVEN) of Sagar Cements Limited and click on "Submit".
- vii. If you are holding shares in Demat form and had logged onto <https://evoting.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned herein above.
- ix. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- x. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- xi. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xii. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xiii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote.
- xiv. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xv. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID **cs@bssandassociates.com** with a copy marked to **evoting@kfintech.com**. The scanned image of the abovementioned documents should be in the naming format "Corporate Name Event No."



- xvi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download Section of <https://evoting.kfintech.com> or contact Mr. K.RajKumar, Assistant Vice President of KFin Technologies Limited at 1800-3094-001 (toll free number).
- xvii. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final.
- xviii. The Scrutinizer's decision on the validity of the vote shall be final and binding.
- xix. Details of Scrutinizer: Shri S.Srikanth, Practicing Company Secretary (M.No.22119), Partner of M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
- xx. The Scrutinizer after scrutinizing the votes cast in favour or against, if any, in remote e-voting will make a Scrutinizer's Report within two working days of conclusion of the e-voting period, forthwith to the Chairman or to any other person authorized by the Chairman of the Company in writing, who shall countersign the same.
- xxi. The Results declared along with the Scrutinizer's Report shall be hosted on the website of the Company i.e. <https://sagarcements.in> and on the website of KFinTech i.e. <https://evoting.kfintech.com> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall simultaneously be communicated to National Stock Exchange of India Limited and BSE Limited at <https://www.nseindia.com> and <https://www.bseindia.com> respectively, where the shares of the Company are listed.



- xxii. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).

By Order of the Board of Directors
For **Sagar Cements Limited**

Sd/-
J. Raja Reddy
Company Secretary
Membership No: A31113

October 23, 2024
Hyderabad

Regd. Office:
Plot No.111, Road No.10,
Jubilee Hills, Hyderabad-500 033
Telangana
CIN: L26942TG1981PLC002887



Annexure 1

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1: Appointment of Mr.Jens Van Nieuwenborgh (DIN: 07638244) as a Nominee Director of the Company

Pursuant to Clause 3.1 (a) of the Shareholders Agreement (the “SHA”) dated 29th January, 2024 entered into amongst the M/s.AvH Resources India Private Limited (Investor), the company and its promoters (as defined in the SHA) in connection with their holding of 2,56,68,790 equity shares, which represents 19.64% of the paid up share capital of the company, the Investor having a right to appoint a person as its nominee director on the Board of the Company and has nominated Mr.Jens Van Nieuwenborgh (DIN: 07638244) for the purpose. Accordingly the Board of Directors of the Company at its meeting held on 18th September, 2024, taking on record the above nomination and upon the recommendation of its Nomination and Remuneration Committee, in accordance with the provisions of Sections 149, 152 and 161 and other applicable provisions of the Companies Act, 2013 (the “Act”) (including statutory modification(s) or re-enactments thereof for the time being in force) read with Article 84 and 97 of the Articles of Association of the Company, approved the appointment of Mr.Jens Van Nieuwenborgh (DIN: 07638244) as an Additional Director w.e.f. 18th September, 2024 to act as the nominee director of Investor.

Further, pursuant to Regulation 17 (1C) of SEBI (LODR) Regulations, 2015 effective from 1st January 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In accordance with the Companies Act, 2013 and Listing Regulations, shareholders’ consent is being sought for appointment of Mr.Jens Van Nieuwenborgh (DIN: 07638244) as a Director on the Board.

Mr.Jens Van Nieuwenborgh (DIN: 07638244), who has given his consent to act as a Director, does not suffer from any dis-qualifications contained in Section 164 of the Companies Act, 2013. The Company has received a proposal from M/s.AvH Resources India Private Limited, for appointment of Mr.Jens Van Nieuwenborgh (DIN: 07638244) as its nominee director on the Board.

Details of Mr.Jens Van Nieuwenborgh (DIN: 07638244) as required under Listing Regulations and the Secretarial Standard-2 are given in the Annexure 2 to the notice.



Except Mr.Jens Van Nieuwenborgh (DIN: 07638244), whose appointment is the subject matter of the resolution and may therefore be considered to be interested to that extent, none of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend the resolution as set out in the notice for approval by the members.

By Order of the Board of Directors
For **Sagar Cements Limited**

Sd/-
J. Raja Reddy
Company Secretary
Membership No.A31113

October 23, 2024
Hyderabad

Regd. Office:
Plot No.111, Road No.10,
Jubilee Hills, Hyderabad-500 033
Telangana
CIN: L26942TG1981PLC002887

**Annexure 2****Annexure to the explanatory statement of Notice dated October 23, 2024.****Information of Director seeking appointment as Nominee Director**

S.No.	Description	Particulars
1	Director Identification Number (DIN)	07638244
2	Name (in full)	Jens Van Nieuwenborgh
3	Date of Birth and age	12/08/1982 and 42 years
4	Educational Qualifications	Master's degree in business administration from Harvard University (USA). Master's degree in science from Ghent University (Belgium).
5	Income Tax PAN	Nil
6	Experience	Mr. Jens Van Nieuwenborgh has served as board member of several companies and is having vast experience in the field of business administration, finance and operations.
7	Other Directorships	1. AVH Resources India Private Limited-Director 2. Boston IVY Healthcare Solutions Private Limited-Nominee Director
8	Names of listed entities in which he also holds the directorship and the membership of Committees of the board	Nil
9	Listed entities from which the person has resigned in the past three years	Resigned as Alternate Director in Sagar Cements Limited.
10	Membership/Chairman of the Committees of the Board of other public limited companies (Membership / Chairmanships of only Audit Committees and Stakeholders Relationship Committees in other public limited companies have been considered)	Nil
11	Number of shares held in the Company	Nil
12	Date of first appointment on the Board	18.09.2024
13	Terms and Conditions of appointment	As detailed in the Notice.
14	Number of meetings of the Board attended during the financial year 2023-24	Nil
15	Remuneration last drawn	Nil
16	Remuneration proposed to be paid	Nil
17	Inter-se Relationship with Other Directors and KMP of the Company	Nil
18	Nature of expertise in specific functional areas	Business administration, Finance and Operations.

By Order of the Board of Directors
For **Sagar Cements Limited**

Sd/-
J. Raja Reddy
Company Secretary
Membership No.A31113

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