



SAGAR CEMENTS LIMITED

CIN: L26942TG1981PLC002887

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

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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 Circulars No.14/2020, dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (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 that it is proposed to seek the approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot (“Postal Ballot”) by way of voting through electronic means (“remote e-voting”).

In view of the ongoing COVID-19 pandemic crisis, MCA vide its aforesaid MCA Circulars, had 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 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 MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot 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 resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice (“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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means (‘remote e-voting’) only. For this purpose, the Company has availed electronic voting platform of KFin Technologies Limited (KFIN), Registrar and Share Transfer Agent of the Company, for facilitating e-voting.

The Board of Directors of the Company has appointed Shri S.Srikanth, Partner, representing 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 only through e-voting process in a fair and transparent manner.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 10th October, 2022, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

1. Appointment of Shri Kalidindi Venkata Vishnu Raju (DIN: 00480361) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 (1C), 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Article 88 of the Articles of Association of the Company, Shri Kalidindi Venkata Vishnu Raju (DIN: 00480361), who was appointed by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director to act as an Independent Director of the Company with effect from 20th July 2022, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years with effect from 20th July 2022 and who would not be liable to retire by rotation.”



2. **Consent under Section 186 of the Companies Act, 2013**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Special Resolution passed by the members through postal ballot on 20th August, 2014 and pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such other approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any other body(ies) corporate and / or give any guarantee or provide security in connection with a loan to any other body(ies) corporate and / or acquire by way of subscription, purchase or otherwise, the securities including debentures of all kinds of any body(ies) corporate up to an aggregate amount not exceeding Rs.3000 crores notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions including finalization of the terms and conditions for giving the loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such further acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate for the purpose.”

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

R.Soundararajan
Company Secretary
Membership No.F8142

1st September, 2022
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 (including e-voting).
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposals set out in the Resolution No.1 and 2 is annexed herewith.
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. On account of threat posed by COVID-19 Pandemic and in terms of the MCA Circulars, the Company will send Postal Ballot Notice only by email to the members who have registered their email addresses with the Company or depository / depository participants and hard copy of Postal Ballot 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 2nd September, 2022 i.e. the cut-off date.
6. In light of the MCA Circulars, shareholders who have not 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, KFin Technologies Limited, 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 040-67162222 or at 1800-3094-001 (Toll Free).
7. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants 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, KFin Technologies Limited 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 www.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 on the website of the Company i.e., www.sagarcements.in.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 KFin The instructions for e-voting are provided as part of this Postal Ballot Notice.
11. Postal Ballot (e-Voting) commences on Sunday, the 11th September, 2022 (9.00 a.m. IST) and ends on Monday, the 10th October, 2022 (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 KFin Technologies Limited, while casting the vote.
13. 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, the Company has sent reminder letter/intimation to the holders of physical securities, for furnishing of PAN, KYC details and Nomination details. Concerned Shareholders 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.

15. 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 KFIN, on all 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	Sunday, the 11 th September, 2022 (9.00 a.m. IST)
End of e-voting	Monday, the 10 th October, 2022 (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 Postal Ballot 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 KFIN 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 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:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: 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 Members 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.



	<p>iv. Click on company name i.e. 'Sagar Cements Limited' or ESP i.e. KFintech.</p> <p>v. Members will be re-directed to KFintech's website for casting their vote during the remote e-voting period.</p> <p>Those not registered under IDeAS:</p> <p>i. Visit https://eservices.nsd.com for registering.</p> <p>ii. Select 'Register Online IDeAS for NSDL IDeAS Portal' or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-voting website of NSDL https://www.evoting.nsd.com.</p> <p>iv. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section. A new screen will open.</p> <p>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.</p> <p>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on Company 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.</p>
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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>i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: https://www.cdslindia.com</p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with your registered user id and password.</p>



	<p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e. KFIN Technologies Limited where the e-Voting is in progress.</p>
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Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>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.</p>



	<p>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.</p>
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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.: 1800 1020 990 and 1800 22 44 30 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 on to <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 above-mentioned 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.Raj Kumar, 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, Partner, representing 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. www.sagarcements.in and on the website of KFin Technologies Limited i.e. <https://evoting.kfintech.com>. The results shall simultaneously be communicated to National Stock Exchange of India Limited and BSE Limited, 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**

R.Soundararajan
Company Secretary
Membership No: F4182

1st September, 2022
Hyderabad

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



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

Item No.1: Appointment of Shri Kalidindi Venkata Vishnu Raju (DIN: 00480361) as an Independent Director of the Company

With a view to broad basing the Board, the Board of Directors, on the recommendation of the Nomination & Remuneration Committee (NRC), had appointed Shri Kalidindi Venkata Vishnu Raju (DIN: 00480361) as an Additional Director to act as Independent Director for a period of 5 (Five) years effective from 20th July 2022, as per the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 (“the Act”) subject to the approval of the members. In terms of Regulations 17(1C) and 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“Listing Regulations”), the listed entity shall ensure that approval of shareholders by way of a Special Resolution 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.

Shri K.V.Vishnu Raju is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him under Section 149(6) of the Act and under Regulation 161 (1) (b) of the Listing Regulations that he meets the criteria of independence. The Company has, in terms of Section 160 (1) of the Act, received in writing, notice from a Member proposing his candidature for the office of Director. In the opinion of the Board, Shri K.V.Vishnu Raju fulfils the conditions for appointment as an Independent Director as specified in the Act and the rules made thereunder, and the Listing Regulations and is also independent of the management.

The Board is of the view that the knowledge and experience gained by Shri K.V.Vishnu Raju over a period of time, particularly in cement industry, would be beneficial to the company. Considering the experience and knowledge of Shri K.V.Vishnu Raju, it is in the interest of the Company that he be appointed as an Independent Director of the Company. Copy of the letter of appointment of Shri K.V.Vishnu Raju as an Independent Director setting out the terms and conditions is available for inspection on the website of the Company at www.sagarcements.in.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure 1 hereto.

Except Shri K.V.Vishnu Raju and his relatives, none of the Directors, Key Managerial Personnel of the Company and any of their relatives is not in any way, concerned or interested, financially or otherwise in the resolution except to the extent of their shareholdings, if any, in the company.



The Board recommends the Special Resolution as set out at Item No.1 of this Notice for approval of the shareholders.

Item No. 2: Consent under Section 186 of the Companies Act, 2013

During the financial year 2014-15, the Members of the Company have authorised the Board of Directors, through postal ballot, to make investment(s), make loan(s) give guarantee(s) and provide security (ies) for an amount not exceeding Rs.1000 crores.

Your company has recently implemented two cement projects through its newly acquired subsidiaries, one at Jeerabad in the State of Madhya Pradesh and another at Jajpur in the State of Odisha involving a total investment cost of around Rs.850 crores. Apart from these, your company is also looking for new opportunities to expand its opportunities through organic and in-organic routes. This may require the company to infuse further funds in to the entities to be acquired in the form of investment, subscription to securities, debt funding and providing corporate guarantees on behalf of these entities to enable them to raise funds.

The actual investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve the Company's long term strategic and business objectives.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if a special resolution approving the same is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, an enabling permission is sought from the members pursuant to the said Section 186 to enable the Board of Directors of the Company or any duly constituted committee thereof, to invest in other bodies corporate and or provide loans or give guarantee or provide security in connection with loans from time to time within an aggregate amount of Rs.3000 crores.



The Board accordingly recommends the passing of the Special Resolution as set out at Item No.2 of this Notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in this resolution except to the extent of their shareholdings, if any, in the company.

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

R.Soundararajan
Company Secretary
Membership No.F4182

1st September, 2022
Hyderabad

Regd. Office:

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



Annexure 1 to the explanatory statement of Postal Ballot Notice

Information of Director seeking appointment

Name	Shri Kalidindi Venkata Vishnu Raju (DIN: 00480361)
Date of Birth	31 st January, 1964
Age	58 years
Date of Appointment	20 th July, 2022
Qualification	B.Tech. – Chemical Engineering from National Institute of Technology, Tiruchirapalli, India MS – Chemical Engineering from Michigan Technological University, Houghton, MI, USA
Experience, expertise in specific functional Area/brief profile	Shri K.V.Vishnu Raju had been associated with M/s.Raasi Cement Limited as Executive Director from 1992 to 1995 and as its Managing Director from 1995 to 1998. He was on the Board of Anjani Portland Cement Limited as its Chairman and Managing Director during the period from 1999 to 2015. Presently, he is on the Board of Anjani Vishnu Allied Services Limited, as its whole-time director.
Names of the other listed entities in which the person holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	<u>Directorship in other Listed Entities:</u> Anjani Foods Limited, Director <u>Membership in Committees of other Listed Entities:</u> Anjani Foods Limited - Stakeholders Relationship Committee, Chairman <u>Listed entities from which he resigned from directorship in the past 3 years</u> Nil
Directorship in all other public companies except foreign companies and companies under Section 8 of the Companies Act, 2013	1. Anjani Vishnu Allied Services Limited, Whole-time Director 2. Anjani Vishnu Holdings Limited, Director 3. Anjani Cement (Karnatak) Limited, Director 4. B.V.Raju Dental Health Care Systems Limited, Director 5. NCL Buildtek Limited, Director 6. Gorinta Hotels Private Limited, Director



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
Number of shares held in the Company	Nil
Terms and Conditions of appointment	As per the Special Resolution set-out in Item No.1 and its explanatory statement read with Letter of Appointment available on the company's website
Number of meetings of the Board attended during the financial year 2021-22	NA
Remuneration last drawn	NA
Remuneration proposed to be paid	No remuneration is proposed excepting sitting fee
Inter-se Relationship with Other Directors and KMP of the Company	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Shri K.V.V. Raju is an executive professional, having rich expertise and skills in areas of cement industry and technology relevant to the business of the Company and Management. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.