

Notice

SAGAR CEMENTS LIMITED

(CIN : L26942TG1981PLC002887)

Notice is hereby given that the 39th Annual General Meeting of the Members of Sagar Cements Limited will be held on Wednesday, the 9th September 2020 at 3.00 p.m. through Video Conference ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited stand-alone and consolidated Financial Statements of the Company for the financial year ended 31st March 2020 together with the Reports of the Directors and Auditors thereon and in this regard to pass the following resolution as an ordinary resolution.

"Resolved that the audited stand-alone Financial Statements of the Company for the year ended 31st March 2020 together with the reports of the auditors and directors thereon and the audited Consolidated Financial Statements of the Company for the year ended 31st March 2020 together with the report of the auditors thereon be and are hereby received, considered, approved and adopted.

2. To declare dividend @ ₹ 2.50 per share (25%) on the equity shares of the company for the financial year ended 31st March 2020 and in this regard to pass the following resolution as an ordinary resolution.

"Resolved that a dividend of ₹ 2.50 per share (25%) on the 2,35,00,000 equity shares of ₹ 10/- each of the company be and is hereby declared for the Financial Year ended 31st March 2020.

3. To re-appoint the retiring director, Dr. S. Anand Reddy (DIN: 00123870), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution.

"Resolved that Dr. S. Anand Reddy (DIN: 00123870) who retires by rotation in accordance with Section 152 of the Companies, Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation."

4. To re-appoint the retiring director, Shri. John-Eric Bertrand (DIN: 06391176), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution.

"Resolved that Shri. John-Eric Bertrand (DIN: 06391176) who retires by rotation in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation."

5. Re-appointment of Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.0080725), as auditors of the Company for a second consecutive term to hold office from the conclusion of this Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2025, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

SPECIAL BUSINESS

6. To approve the appointment of Mrs. Onteddu Rekha as an Independent Director and in this regard to pass, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the 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), Mrs. Onteddu Rekha (DIN: 07938776), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold the said office for a term of five years with effect from 30th June 2020."

7. Ratification of remuneration payable to the Cost Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to Section 148(3) and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors

Rules), 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval accorded by the Board of Directors of the company for payment of remuneration of ₹ 5,00,000/- plus reimbursement of actual travel and out of pocket expenses and applicable taxes to M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad, the Cost Auditors (Firm Registration No. 000042), to conduct the audit of the cost records of the company for the financial year ending 31st March 2021 be and is hereby ratified.”

By Order of the Board of Directors

R. Soundararajan

Company Secretary

M.No.F4182

Hyderabad
29th July 2020

Registered Office:

Plot No.111, Road No. 10

Jubilee Hills, Hyderabad – 500 033, Telangana.

Notes:

- In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 (collectively referred to as “MCA Circulars”) permitted holding of the Annual General Meeting of companies through Video Conferencing/Other Audio Visual Means (“VC/OAVM”), without physical presence of the Members at a common venue.
- In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 39th Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM” or “e-AGM”). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
- The Company has appointed M/s. KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.
- Pursuant to the provisions of the Act, normally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No’s. 6 and 7 of the accompanying Notice, is given in the annexure-1. The Board of Directors of the Company at its meeting held on 29th July 2020 considered all the businesses mentioned in the notice of the AGM as being unavoidable, and needed to be transacted at the 39th AGM of the Company.
- The relevant details required to be given under Regulation 26(4) and 36(3) of the 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 at this AGM are given in the Annexure-2.
- Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send electronically a scanned copy (PDF/JPG Format) of their Board or governing body Resolution/Authorisation etc., authorising its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM through their registered email address to the Scrutiniser at bssass99@gmail.com with a copy marked to evoting@kfintech.com and company’s email id at info@sagarcements.in.
- The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Private Limited having office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032.
- Attendance at the e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may access the same at <https://evoting.karvy.com> by clicking “e-AGM - Video Conference & Streaming” and access the shareholders’/ members’ login by using the remote e-voting credentials which shall be provided as per Note No. 20 below. Kindly refer to note no. 19 below for detailed instructions for participating in the e-AGM through Video Conferencing.
- The Members can join the e-AGM 15 minutes before the meeting or within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
- As per the MCA Circular up to 1000 members will be able to join the e-AGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

12. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent KFin Technologies Private Limited. Kindly refer Note no.20 below for detailed instruction for remote-voting.
14. **Voting during the AGM:** Members who are present at the e-AGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the e-AGM through the e-voting system provided by KFin Technologies Private Limited in the Video Conferencing platform during the e-AGM. Kindly refer Note no. 21 below for instruction for e-voting during the AGM.
15. The Company has fixed 2nd September 2020 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-AGM.
16. The Register of Members and Transfer Book of the Company will be closed from 3rd September 2020 to 9th September 2020 (both days inclusive).
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the e-AGM along with the Annual Report for the financial year ended on 31st March 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at www.sagarcements.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and The National Stock Exchange of India Limited at www.nseindia.com. The same is also available on the website of KFin Technologies Private Limited at the website address <https://evoting.karvy.com/>.
18. **Procedure for registering the email addresses and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).**
 - i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited by sending an e-mail request at the email ID **einward.ris@kfintech.com** along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.
 - ii. Those members who have not registered their email and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be served, may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited by clicking the link: [https:// karisma.kfintech.com/emailreg](https://karisma.kfintech.com/emailreg) for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Annual Report, Notice of e-AGM and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com.
 - iii. Those members who have registered their e-mail address, mobile no., postal address and bank account details are requested to validate/ update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.
19. **Instructions to the Members for attending the e-AGM through Video Conference.**
 - i. For attending the e-AGM: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> by clicking 'e-AGM Video Conference and Streaming' and login by using the remote e-voting credentials. The link for e-AGM will be available in 'shareholders'/members' login where the EVENT and the Name of the Company can be selected.
 - ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve

the same by following the instructions provided in remote e-Voting in Note No. 20 below.

- iii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iv. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
- v. Please note that participants using Mobile Devices or Tablets or Laptops or accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

vi. **Submission of Questions/queries prior to e-AGM:**

- a) Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., soundar@sagarcements.in or info@sagarcements.in atleast 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, members' questions will be answered only if they continue to hold the shares as of cut-off date.
- b) Alternatively, shareholders holding shares as on cut-off date may also visit <https://evoting.karvy.com> and click on the tab "Post Your Queries Here" to post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

- vii. **Speaker Registration before e-AGM:** In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in note no. 19(vi) above.

- vii. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to soundar@sagarcements.in or info@sagarcements.in.

20. **Instructions for members for remote e-Voting:**

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 and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote remotely on all resolutions set forth in this notice through remote e-voting platform provided by KFin Technologies Private Limited ('remote e-voting'). Members attending the e-AGM who have not already cast their vote by remote e-Voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman.

- i. The remote e-voting facility will be available during the following period:
 - a. Day, date and time of commencement of remote e-voting: 5th September 2020 (9.00 A.M. IST).
 - b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: 8th September 2020 at 5:00 P.M.
- ii. Details of Website: <https://evoting.karvy.com>.
- iii. The voting rights of the Members holding shares in physical form or in dematerialised form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being Wednesday, the 2nd September 2020. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.
- iv. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on 31st July 2020 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company after 31st July 2020 being the date reckoned for sending through email, the AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. Wednesday, the

2nd September 2020, may obtain the User Id and password in the manner as mentioned below:

- a) If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS:

MYEPWD <space> 'e-Voting Event Number'
+Folio number or DPID Client ID to
+91-9212993399
Example for NSDL:
MYEPWD<SPACE>IN12345612345678
Example for CDSL:
MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE>
XXXX1234567890
- b) If e-mail address or mobile number of the Member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- c) Member may call KFin's Toll free number 1-800-3454-001.

Member may send an e-mail request to evoting@kfintech.com.
- v. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin Technologies Private Limited upon expiry of aforesaid period.
- vi. Details of persons to be contacted for issues relating to e-voting:

Mr. K.Raj Kumar, Senior Manager, - Corporate Registry, KFin Technologies Private Limited, Unit: Sagar Cements Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Contact No. 040 6716 2222, Toll Free No.: 18003454001.
- vii. Details of Scrutiniser: B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) has been appointed as the Scrutinisers to scrutinise the e-voting process in a fair and transparent manner.
- viii. The procedure and instructions for remote e-Voting facility are as follows:
 - a. Open your web browser during the remote e-voting period and navigate to '<https://evoting.karvy.com>'.
 - b. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID /Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
 - c. After entering these details appropriately, click on "LOGIN".
 - d. You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, 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.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the E- Voting Event Number for Sagar Cements Limited.
 - g. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and cast your vote earlier for any other Company, then your existing login id and password are to be used.
 - h. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Wednesday, the 2nd September 2020 under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut- off date.
 - i. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - j. Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - k. 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.
 - l. You may then 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.

- m. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).
- n. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: bssass99@gmail.com with a copy to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- o. 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.karvy.com> or contact Mr. K. Raj Kumar, Senior Manager of KFin Technologies Private Limited at 040 6716 2222 or at 1800-3454-001 (toll free).
- p. The Scrutiniser's decision on the validity of the vote shall be final.
- q. 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. The Members who have cast their vote by remote e-voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.
- r. The Scrutiniser after scrutinising the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutiniser's Report and submit the same forthwith not later than 48 hours of conclusion of the e-AGM to the Chairman of the Company/meeting or a person authorised by him in writing, who shall countersign the same.
- s. The Results declared along with the consolidated Scrutiniser's Report shall be hosted on the website of the Company i.e. www.sagarcements.in and on the website of KFin Technologies Private Limited i.e. <https://evoting.karvy.com>. The results shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited. The result shall also be displayed on the Notice Board at the Registered Office of the Company.
- t. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.
21. **Instructions for members for Voting during the e-AGM session**
- i. The e-voting window shall be activated upon instructions of the Chairman of the meeting during the e-AGM.
- ii. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date, who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.
- iv. Members/shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.
- v. Members who have voted through Remote e-Voting will be eligible to attend the e-AGM; however, they shall not be allowed to cast their vote again during the e-AGM.
- GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS**
22. Members can avail the facility of nomination 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. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to M/s KFin Technologies Private Limited on einward.ris@kfintech.com. Members holding shares in demat form may contact their Depository Participant for availing this facility.
23. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 01st April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFin (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to soundar@sagarcements.in or info@sagarcements.in.

in by 5.00.p.m IST on 8th September 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to the RTA/Company. The aforesaid declarations and documents need to be submitted by the shareholders by 5.00.p.m IST on 8th September 2020.

24. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
25. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 01st April 2019, except in case of request received for transmission or transposition of securities. 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 dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Private Limited for assistance in this regard.
26. 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. A consolidated share certificate will be issued to such Members after making requisite changes.
27. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e- AGM.
28. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KFin Technologies Private limited.
29. The Company has fixed 2nd September 2020 as the 'Record Date' for determining entitlement of members to dividend for the financial year ended 31st March 2020, if approved at the AGM.
30. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate

registered with the Company or with their respective Depository Participants.

31. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest once the normalcy is restored.
32. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source, will be made within 30 days from the date of AGM, as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on 2nd September 2020.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on 2nd September 2020.
33. Members who have not yet encashed their dividend warrants in respect of the dividend declared for subsequent years as detailed below are requested to make their claims to the Company. The details of dividend lying unclaimed in respect of these years are available in the Company's website www.sagarcements.in.

Year	Nature of Dividend	Rate of Dividend
2012-13	Final	10% (₹ 1/- per share)
2014-15	Interim	50% (₹ 5/- per share)
2014-15	Final	25% (₹ 2.50 per share)
2015-16	Interim	50% (₹ 5/- per share)
2016-17	Final	15% (₹ 1.50 per share)
2017-18	Interim	25% (₹ 2.50 per share)
2017-18	Final	15% (₹ 1.50 per share)
2018-19	Final	25% (₹ 2.50 per share)

34. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-2020 are also available on the Company's website www.sagarcements.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and The National Stock Exchange of India Limited at www.nseindia.com and on the website of e-voting agency KFin Technologies Private Limited at <https://evoting.karvy.com/>
35. Members may note that the Annual Report for the year 2019-2020 is also available on the Company's website www.sagarcements.in for their download.

36. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 39th AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.
37. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
38. During the 39th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the e-AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
39. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.sagarcements.in and on the website of KFin Technologies Private Limited immediately after the declaration of Results by the Chairman or a person authorised by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.
40. Since the AGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed in this Notice.

By Order of the Board of Directors

R. Soundararajan
Company Secretary
M.No.F4182

Hyderabad
29th July 2020

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

Annexure to the Notice of the 39th Annual General Meeting

Annexure 1

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

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No's. 5 to 7 of the accompanying Notice dated 29th July 2020.

On Item No. 5

In accordance with the provisions of Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Deloitte Haskins & Sells, Chartered Accountants were appointed as the Statutory Auditors for five consecutive years in the 34th AGM held on 23rd September 2015 and they will be completing their current term at this AGM. In accordance with Section 139(2) of the Act, they are eligible for re-appointment for a second term of 5 consecutive years.

Accordingly, an ordinary resolution as set out in Item No. 5 for reappointment of auditors is submitted for approval of the shareholders.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested, financially or otherwise in the said Resolution.

Your directors recommend the resolution for approval of the shareholders.

The above explanatory statement is provided, though strictly it may not be required as per Section 102 of the Act.

On Item No. 6

In terms of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ('the Act') and other applicable provisions of the said Act and under applicable 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 has appointed Mrs. O. Rekha as an Independent Director for a term of 5 years with effect from 30th June 2020.

In terms of Section 149(10) of the Companies Act, 2013 approval of the Members by way of Ordinary Resolution is sought for the said appointment.

The Company has received from the above director (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 she is not disqualified under Sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets 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 a notice under Section 160 of the Act proposing her appointment as Independent Directors of the Company.

In the opinion of your Board, the above said Director fulfills the conditions specified in the Act, the Rules made there under and in the Listing Regulations for her appointment as an Independent Directors and she is independent of the management of the Company.

A brief profile of Mrs. O. Rekha is given in Annexure 2, forming part of the Notice. Keeping in view her expertise and knowledge, it would be in the interest of the company, to approve her appointment as an independent director.

Accordingly, the approval of the shareholders is being sought for the above appointment as contemplated in Clause IV of the Schedule IV to the Companies Act, 2013.

Except Mrs. O. Rekha, who may be deemed to be interested in the resolution No.6 as the resolution relates to her 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.6 of the Notice.

Copy of the letter containing the terms and conditions of the appointment of Mrs. O. Rekha shall be open for inspection by the Members at free of cost on the Company's website www.sagarcelements.in.

Your directors recommend the resolution for approval of the shareholders.

On Item No. 7

The Board, on the recommendation of its Audit Committee, has approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants as the Cost Auditors for the Financial Year 2020-21 and payment of remuneration to the said Cost Auditors as mentioned in the resolution.

In accordance with the provisions of Section 148 of the Act, 2013 and the Rules made there under, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the company.

Accordingly, an Ordinary Resolution as set out at Item No. 7 of the Notice containing the remuneration approved for Cost Auditors is submitted for ratification by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested, financially or otherwise in the said Resolution.

Your directors recommend the resolution for approval of the shareholders.

By Order of the Board of Directors

Hyderabad
29th July 2020

R. Soundararajan
Company Secretary
M.No.F4182

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

Annexure 2

(Pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015) and Secretarial Standard-2)

Details of Directors seeking re-appointment at the Annual General Meeting

Name of the Director	Dr. S. Anand Reddy	Shri. John-Eric Bertrand	O. Rekha
DIN	00123870	06391176	07938776
Date of birth	10 th June 1964	16 th November 1977	20 th July 1959
Qualification	M.B.B.S.	University of Louvain (UCL) Master in International Management Community of European Management Schools (CEMS) Master in Business Administration (MBA), INSEAD	B.Com. (Hons.), MBA ACA
Experience in specific functional areas	Corporate Executive	Investment Manager	Finance
Date of first appointment on the Board	21 st November 2007	17 th October 2012	30 th June 2020
Nature of Appointment	Retires by rotation and offers himself for re-appointed.	Retires by rotation and offers himself for re-appointed.	Appointment as an Independent Director for a term of 5 years with effect from 30 th June 2020
Terms and Conditions of Reappointment	Appointment as a director subject to retirement by rotation under Sec.152 of the Companies Act, 2013	Appointment as a director subject to retirement by rotation under Sec.152 of the Companies Act, 2013	As an Independent Director of the Company, to hold office for a period of 5 years with effect from 30 th June 2020 subject to other terms and conditions as are applicable to other independent directors
Directorships in other Listed Companies	Sagar Cements (R) Ltd.	Nil	Nil
Membership of Audit/ Shareholders/Investors Grievances Committees of other Public Limited Companies	Sagar Cements Ltd., Member, Stakeholders' Relationship Committee	Nil	Nil
No. of shares held in Sagar Cements Ltd.	13,06,524	Nil	Nil
Number of Board Meetings attended	3	2	-
Details of Remuneration last drawn	An amount of ₹ 3,00,00,000/- was paid towards remuneration as whole-time director during the financial year 2019-2020.	An aggregate Sitting Fee of ₹ 40,000/- was paid for attending the meetings of the Board during the financial year 2019-2020.	Nil
Inter-se relationship with other Directors of the Company	Related to Shri. S. Sreekanth Reddy, Joint Managing Director and Smt. S. Rachana, Director	None	Nil

By Order of the Board of Directors

Hyderabad
29th July 2020

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

R. Soundararajan
Company Secretary
M.No.F4182

SAGAR CEMENTS LIMITED

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

CIN - L26942TG1981PLC002887

Tel. No.:+91-40-23351571 Fax No.:+91-40-23356573

E-mail: info@sagarcements.in Website: www.sagarcements.in

Ref: Folio / DP Id & Client Id No:

Name of the Member :

No. of shares held :

Dear Member(s),

Corrigendum to the Notice of the 39th Annual General Meeting

Sagar Cements Limited (SCL) had issued Notice dated 29th July, 2020 ("AGM Notice") for convening the 39th Annual General Meeting ("AGM") of the Shareholders of the Company, scheduled to be held on Wednesday, the 9th September, 2020. This AGM Notice has already been circulated to all the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and other applicable regulations.

Subsequent to issuance and circulation of the AGM Notice, we have found that in the Explanatory Statement pertaining to re-appointment of Statutory Auditors certain further disclosures need to be made to comply with Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the entire said disclosure already made in the Explanatory Statement on the appointment of Statutory Auditors, is being substituted with the following one.

This corrigendum to the AGM Notice shall form an integral part of AGM Notice dated 29th July, 2020 already circulated to the Shareholders of the Company. Accordingly, all the Shareholders concerned, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for conducting e-voting, other authorities, regulators and all other persons concerned are requested to take note of this change.

This corrigendum will be available on the website of the company (www.sagarcements.in) besides being communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed.

We regret the error and the consequent inconvenience caused.

For Sagar Cements Limited

Place : Hyderabad

Date : 9th August 2020

R. Soundararajan

Company Secretary

CORRIGENDUM

The Note in the Explanatory Statement on the item No.5 of the Notice of the 39th Annual General Meeting of the Company dated 29th July 2020 on the re-appointment of Auditors is substituted with the following:

On Item No.5

The Members of the Company at the 34th Annual General Meeting ('AGM') held on 23rd September, 2015 approved the appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants ('DHS'), as the Auditors of the Company for a period of five years from the conclusion of the said AGM. Accordingly, DHS will complete their present term of 5 years on conclusion of the 39th AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), which had considered, inter-alia, DHS's market standing, clientele served by it, technical knowledge, the service rendered by it in its current tenure, recommended for the approval of the Members, the re-appointment of DHS as the Auditors of the Company for a second term of five years from the conclusion of this 39th AGM up to the conclusion of the 44th AGM. DHS has accorded their consent and confirmed their eligibility for the said re-appointment.

On the recommendation of the Audit Committee, the Board recommends for the approval of the Members the remuneration payable to DHS for the financial year 2020-21 as set out below:

		(Amount in INR in Lakhs)
S. No.	Particulars	FY 2020-21
1	Statutory Audit	24.00
2	Limited Review (3 quarters)	7.00
3	Corporate Governance	2.00
4	IFC Reporting	4.00
	Total	37.00

The remuneration payable to the Auditors for the remaining tenure of the proposed re-appointment will be subsequently determined by the Board as per the recommendations, if any, to be made by the Audit Committee for the years concerned.

DHS is a member firm of Deloitte Touché Tohmatsu Limited (DTTL), a UK private company limited by guarantee. DTTL and each of its member firms are legally separate and independent entities. DHS and its affiliates are a network of Firms registered with the ICAI. DHS and its affiliate firms in India (collectively referred to as 'Deloitte India') leverage global tools, technology, and best practices of Deloitte.

DHS is well-represented in committees set up by regulators such as the Institute of Chartered Accountants of India (ICAI), Securities Exchange Board of India (SEBI), National Advisory Committee on Accounting Standards (NACAS), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI), International Auditing and Assurance Standards Board (IAASB), other regulators and trade associations.

This disclosure is made pursuant to Regulation 36(5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested, financially or otherwise in the said Resolution.

Your Directors recommend the resolution for approval of the Shareholders.