



# SAGAR CEMENTS LIMITED

Ref:SCL:SEC:NSE:2022-23

4<sup>th</sup> May 2023

The National Stock Exchange of India Ltd.,  
"Exchange Plaza", 5<sup>th</sup> Floor  
Bandra – Kurla Complex  
Bandra (East)  
**Mumbai – 400 051**

The Secretary  
BSE Limited  
P J Towers  
Dalal Street  
**Mumbai – 400 001**

**Symbol** SAGCEM  
**Series** EQ  
**ISIN** INE 229C01021

**Scrip Code: 502090**

**Symbol** SAGCEM  
**Series** DEBT  
**ISIN** INE433R07016

Dear Sir,

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

...

We refer to our intimation dated 3<sup>rd</sup> April, 2023 regarding the dispatch of Notice of Postal Ballot dated 31<sup>st</sup> March 2023 to our members seeking their approval through Special Resolutions by way of e-voting for the appointment of Shri Ravichandran Rajagopal (DIN: 00110930) as an Independent Director of the Company and for seeking consent under Regulation 23 (4) of the SEBI (LODR) Regulations, 2015 for material related party transaction.

The voting period in respect of the above which opened on 4<sup>th</sup> April, 2023 was closed on 3<sup>rd</sup> May, 2023 at 5.00 p.m. (IST) and based on the Scrutinizer's report submitted later, the result of the voting was declared by the Chairman of the Company on today.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we would like to inform you that the said two resolutions mentioned in the aforesaid Postal Ballot Notice have been passed with the requisite majority by the members of the Company. These approvals are now deemed to have been received on the last date for casting votes through postal ballot i.e. on 3<sup>rd</sup> May, 2023.

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

Thanking you,  
Yours faithfully

Thanking you

Yours faithfully  
For Sagar Cements Limited

  
R. Soundararajan  
Company Secretary



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

Phone : +91-40-23351571, 23356572 Fax : +91-40-23356573 E-mail : [info@sagarcements.in](mailto:info@sagarcements.in) Website : [www.sagarcements.in](http://www.sagarcements.in)

CIN : L26942TG1981PLC002887 GSTIN : 36AACCS8680H2ZY

**Factories :** Mattampally Village & Mandal, Suryapet District, Telangana State - 508204. Phone : 08683 - 247039 GSTIN : 36AACCS8680H1ZZ  
Bayyavaram Village, Kasimkota Mandal, Anakapally District, Andhra Pradesh State - 531031. Phone : 08924-244550 Fax : 08924-244570 GSTIN : 37AACCS8680H1ZX  
Gudipadu Village, Yadiki Mandal, Ananthapur District, Andhra Pradesh State - 515408. Phone: 08558-200272 GSTIN : 37AACCS8680H1ZX



# B S S & ASSOCIATES

## COMPANY SECRETARIES

Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad, Hyderabad-500 004  
Phone : 040 - 40171671 , Cell : 6309490217  
E-mail :- cs@bssandassociates.com

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### Scrutinizer's Report on Postal Ballot through remote e-voting

[Pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Pursuant to section 108 & 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

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

We, **B S S & Associates**, Company Secretaries, Hyderabad, were appointed by the Board of Directors of "**SAGAR CEMENTS LIMITED**" [CIN: L26942TG1981PLC002887] ("**the Company**") for the purpose of scrutinizing the postal ballot through remote e-voting process in respect of business contained in the Postal Ballot Notice dated 31<sup>st</sup> March, 2023 (the "**Postal Ballot Notice**") issued by the company to all its members , in a fair and transparent manner and ascertain the requisite majority on remote e-voting carried out, as per the provisions of Section 108 & 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended, on the resolutions item numbers 1 and 2 as set out in the Postal Ballot Notice dated 31<sup>st</sup> March, 2023 of **SAGAR CEMENTS LIMITED**.

The management of the company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to remote e-voting on the resolutions contained in the Postal Ballot notice of the members of the Company.

Our responsibility as scrutinizer for the postal ballot through remote e-voting process for resolutions was restricted to make a Scrutinizer's Report of the Votes cast 'In favour' or 'against'. The resolutions stated in the said Postal Ballot Notice, based on the reports generated from the e-voting system provided by KFin Technologies Limited (KFinTech), the agency engaged by the Company to provide voting through electronic meaning i.e. by e-voting.



In this connection, we submit hereunder the Scrutinizer's Report on the results of voting:

1. The Members of the Company as on "Cut-off" date i.e., Friday, March 24, 2023 were entitled to vote on the proposed resolutions set out in the Postal Ballot Notice.
2. As per the MCA Circulars, after due examination, it has been decided to allow companies to transact items through postal ballot up to 30<sup>th</sup> September, 2023 in accordance with the framework set out in the MCA Circulars.
3. KFintech has, on 3<sup>rd</sup> April, 2023, transmitted the Postal Ballot Notice through email to the Members of the Company whose names appeared in the Register of members/List of Beneficial Owners maintained by the Company / Depositories, as on 24<sup>th</sup> March, 2023.
4. The remote e-voting period remained open from 9.00 a.m.(IST) on April04, 2023 to 5.00 p.m. on May 03, 2023 (IST).
5. At the end of e-voting period on Wednesday, 3<sup>rd</sup> May, 2023 at 5:00 p.m.(IST), the e-voting portal of the agency (KFintech) was disabled forthwith.
6. The votes cast through the e-voting process (remote e-voting) were unblocked on Wednesday, 3<sup>rd</sup> May, 2023 at around 05.09 p.m. (IST).
7. Thereafter, the details containing, inter alia, list of Members who assented or dissented to/ voted for or against the special resolution and ordinary resolution that were put to vote were generated from the e-voting website of KFintech i.e., <https://evoting.kfintech.com>
8. The results of the postal ballot through remote e-voting are as under:

**a) Resolution 1(As Special Resolution)**

**Appointment of Shri Ravichandran Rajagopal (DIN: 00110930) as an Independent Director of the Company.**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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 reenactment(s) thereof, for the time being in force) and Article 88 of the Articles of Association of the Company, Shri Ravichandran Rajagopal (DIN: 00110930), 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 27<sup>th</sup> March 2023, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years with effect from 27<sup>th</sup> March 2023.



Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Total Postal Ballot (Remote e-voting)	200	118227446	-
Less: Total number of votes Invalid/ abstained	1	500	-
Total Valid Postal Ballot (Remote e-voting)	199	118226946	100
Postal Ballot (Remote e-voting) Voted in <b>favour</b> of Resolution	190	118226102	99.9993
Postal Ballot (Remote e-voting) Voted <b>against</b> the resolution	9	844	0.0007

**b) Resolution 2 (As an Ordinary Resolution)**

**Approval of material related party transaction**

“Resolved that consent of the shareholders be and is hereby accorded under Regulation 23 (4) and other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the following in respect of the credit facilities for Rs.665 crores availed from State Bank of India (“the lenders”) by Andhra Cements Limited, a subsidiary and related party of the company.

1. To furnish an unconditional and irrevocable corporate guarantee to the lenders as security for the above said credit facilities.
2. To pledge 25% of the equity shares held by Sagar Cements Limited in the said subsidiary in favour of the lenders to further secure the above said credit facilities.

Resolved Further that any two directors of the company be and are hereby authorized jointly and or severally to execute necessary documents, declarations, agreements required for the above purpose., if required, under the Common Seal of the Company to be affixed in the presence of Company Secretary / Chief Financial Officer of the Company.

**“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.”



Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Total Postal Ballot (Remote e-voting)	200	118227446	-
Less: Total number of votes Invalid/ abstained	23 *	97981945	-
Total Valid Postal Ballot (Remote e-voting)	177*	20245501	100
Postal Ballot (Remote e-voting) Voted in favour of Resolution	168	20244609	99.9956
Postal Ballot (Remote e-voting) Voted against the resolution	9	892	0.0044

\* Votes cast by 4 related parties holding 3,89,13,885 shares had been considered invalid pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 and accordingly do not part of the valid votes.

\* 18 promoter and promoter group shareholders holding 59068010 shares had abstained themselves from Voting on the 59068010 shares held by them and 1 Shareholder (KMP) who falls under the definition of 'related party' holding 50 shares had also abstained from Voting for the 50 shares held by him in accordance with the above said SEBI (LODR) Regulations.

Based on the above, you may accordingly declare the result of the Postal Ballot e-voting process.

Thanking you,

Yours Faithfully  
For B S S & Associates  
Company Secretaries

S.Srikanth  
Partner  
C.P. # 7999

UDIN: A022119E000251361



Date: 04.05.2023  
Place: Hyderabad

Received the report

Kalidindi Venkata Vishnu Raju  
Chairman

Date: 04.05.2023  
Place: Hyderabad

Company Name	SAGAR CEMENTS LIMITED
Date of Declaration of the Postal Ballot	04.05.2023
Total number of shareholders on record date	31649
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for Appointment of Shri Ravichandran Rajagopal (DIN: 00110930) as an Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	59078010	59068010	99.9831	59068010	0	100.0000	0.0000
	Poll	59078010	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	59078010	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	30071022	28177066	93.7017	28177066	0	100.0000	0.0000
	Poll	30071022	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	30071022	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41558516	30981870	74.5500	30981026	844	99.9972	0.0027
	Poll	41558516	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	41558516	0	0.0000	00	0	0.0000	0.0000
Total		130707548	118226946	90.4515	118226102	844	99.9993	0.0007

Resolution required: (Ordinary/ Special)	ORDINARY - Approval of material related party transaction.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	59078010	0	0.0000	00	0	0.0000	0.0000
	Poll	59078010	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	59078010	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	30071022	14969518	49.7805	14969518	0	100.0000	0.0000
	Poll	30071022	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	30071022	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	41558516	5275983	12.6953	5275091	892	99.9831	0.0028
	Poll	41558516	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	41558516	0	0.0000	00	0	0.0000	0.0000
Total		30707548	0245501	15.4892	20244609	892	99.9956	0.0044



# MINUTES BOOK

**DECLARATION OF RESULTS OF POSTAL BALLOT ON 4<sup>th</sup> MAY 2023 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.111, ROAD NO.10, JUBILEE HILLS, HYDERABAD -500 033 IN RESPECT OF THE RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 31<sup>st</sup> MARCH 2023**

**Present**

Shri K.V.Vishnu Raju

Chairman, who was duly authorized to declare the results of the postal ballot.

Shri R.Soundararajan

Company Secretary and Compliance Officer.

Shri K.V.Vishnu Raju, Chairman of the Board, duly authorized for the purpose of declaration of the Postal Ballot results, noted that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had issued postal ballot notice dated 31<sup>st</sup> March 2023 to the members, for seeking their consent for the resolutions as set out in the said notice.

The Chairman observed that:

The Board of Directors at their meeting held on 27<sup>th</sup> March 2023 had appointed Shri S.Srikanth, Partner (C.P.No.7999) of M/s.B S S & Associates, Practicing Company Secretaries (Unique Code of the Firm: P2012AP02600) as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Company had availed electronic voting platform of KFin Technologies Limited to provide e-voting facility to the members.

On 3<sup>rd</sup> April, 2023, the Company had completed the dispatch of Postal Ballot Notice through e-mail for e-voting to all the members who had their e-mail IDs registered with the Depository Participants or with the Company.

The voting period commenced on Tuesday, the 4<sup>th</sup> April, 2023 at 9.00. a.m. (IST) and ended on Wednesday, the 3<sup>rd</sup> May, 2023 at 5.00 p.m. (IST)

The cut-off date for the purpose of determining the voting rights was 24<sup>th</sup> March 2023.

The Scrutinizer had carried out the scrutiny of e-votes polled upto 5.00 p.m. on Wednesday, the 3<sup>rd</sup> May 2023, being the last day of e-voting module for the postal ballot process and prepared a consolidated Scrutinizer's report on the basis of data / reports received by them.

The Scrutinizer submitted their report on 4<sup>th</sup> May, 2023. The details of voting on the resolutions set out in the notice dated 31<sup>st</sup> March 2023 are as under:

CHAIRMAN'S INITIALS



# MINUTES BOOK

## **Resolution No.1: Appointment of Shri Ravichandran Rajagopal (DIN: 00110930) as an Independent Director of the Company.**

Particulars	Number of Votes
Number of valid votes received	118226946
Votes cast in favour of the resolution	118226102
Votes cast against the resolution	844
Number of invalid/abstained votes received	500

## **Resolution No.2: Approval of material related transaction**

Particulars	Number of Votes
Number of valid votes received *	20245501
Votes cast in favour of the resolution *	20244609
Votes cast against the resolution	892
Number of invalid/abstained votes received *	97981945

### In respect of Resolution No.2

- \* *Votes cast by 4 related parties holding 3,89,13,885 shares had been considered invalid pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 and accordingly do not part of the valid votes.*
- \* *18 promoter and promoter group shareholders holding 59068010 shares had abstained themselves from Voting on the 59068010 shares held by them and 1 Shareholder (KMP) who falls under the definition of 'related party' holding 50 shares had also abstained from Voting for the 50 shares held by him in accordance with the above said SEBI (LODR) Regulations.*

Thereafter, the Chairman proceeded with the declaration of results of postal ballot on the basis of the Scrutinizer's Report and announced the following resolutions as set out in the Notice of Postal Ballot as having been passed / approved by the members with the requisite majority and both the said resolutions as set out below are declared as deemed to have been passed on 4<sup>th</sup> May, 2023, being the last date specified for casting votes through e-voting.

### Resolution No.1

#### Appointment of Shri Ravichandran Rajagopal (DIN: 00110930) as an Independent Director of the Company

**"Resolved that pursuant to the provisions of Sections 149, 150, 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 Ravichandran Rajagopal (DIN: 00110930), 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 27<sup>th</sup> March 2023, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years with effect from 27<sup>th</sup> March 2023.**

CHANDRAN INITIALS





# MINUTES BOOK

## Resolution No.2

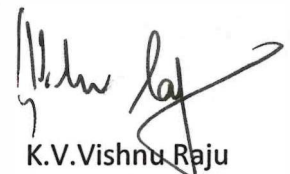
### **Approval of material related party transaction**

**“Resolved that** consent of the shareholders be and is hereby accorded under Regulation 23 (4) and other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the following in respect of the credit facilities for Rs.665 crores availed from State Bank of India (“the lenders”) by Andhra Cements Limited, a subsidiary and related party of the company.

1. To furnish an unconditional and irrevocable corporate guarantee to the lenders as security for the above said credit facilities.
2. To pledge 25% of the equity shares held by Sagar Cements Limited in the said subsidiary in favour of the lenders to further secure the above said credit facilities.

**Resolved Further** that any two directors of the company be and are hereby authorized jointly and or severally to execute necessary documents, declarations, agreements required for the above purpose., if required, under the Common Seal of the Company to be affixed in the presence of Company Secretary / Chief Financial Officer of the Company.

Place: Hyderabad  
Date : 4.5.2023

  
K.V.Vishnu Raju  
Chairman

CHAIRMAN'S INITIALS