

Ref:SCL:SEC:2023-24

02nd January, 2025

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

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

Scrip Code: 502090

Symbol SAGCEM
Series EQ
ISIN INE 229C01021

The Company Secretary
Sagar Cements Limited
Regd. Office: Plot No.111,
Road No.10, Jubilee Hills,
Hyderabad - 500 033

Dear Sir,

Sub: Disclosure under Regulation 31 (1) of the SEBI (SAST) Regulations, 2011

In terms of the above said regulation and being part of Promoter & promoter group of M/s.Sagar Cements Limited (SCL), we forward herewith the disclosure in the prescribed form regarding the pledge of the shares held by us in SCL as security for the secured unrated unlisted redeemable non-convertible debentures ("NCDs") to an extent of Rs.170 crores issued by M/s. R V Consulting Services Private Limited (the "Company"). The debenture trust deed dated 31st December 2024 for the NCDs ("DTD") requires Mr. Sreekanth Reddy Sammidi and M/s. R V Consulting Services Private Limited, to pledge such number of shares which provide a 1x (one time) cover for the NCDs. Further, the terms of the DTD require that there is no change of 'Control' (as defined under the DTD) of SCL, without consent of the debenture trustee of the NCDs ("DT"), and any such change without the consent of the DT shall trigger an event of default under the DTD.

Such a pledge and restriction on change of control will fall within the definition of the term "encumbrance" provided under Chapter V of the SEBI (SAST) Regulations, 2011.

This is for your information and records.

Thanking you

Yours faithfully


Sreekanth Reddy Sammidi

Sammi Rachana
For Sreekanth Reddy Sammidi & R V Consulting Services Private Limited

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares, in terms of Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Annexure-I

Name of the Target Company(TC)		SAGAR CEMENTS LIMITED											
Names of the Stock Exchanges where the shares of the target company are listed		National Stock Exchange of India Limited and BSE Limited											
Date of reporting		31.12.2024											
Name of the promoter or PAC on whose shares encumbrance has been created		M/S. R V Consulting Services Private Limited Mr. Sreekanth Reddy Sammidi											
Details of the creation/invocation/release of encumbrance:													
Name of the promoter (s) or PACs with him(*)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)					Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]}			
	No. of shares	% of total share capital	No. of shares	% of total share capital	Type of encumbrance (pledge/lien/ non disposal undertaking /others)	Date of creation/ invocation release of encumbrance	Type of event (creation / release / invocation)	Reasons for encumbrance(**)	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbered (***)	No. of shares	% of total share capital
R V Consulting Services Private Limited	12078125	9.24	11474219#	8.78	Pledge	31.12.2024	creation	Detailed in Annexure II	5000000	3.83	Trustee : Catalyst Trusteeship Limited Lender: ICICI Prudential	11474219	8.78
Sreekanth Reddy Sammidi	6969140	5.33	6620683#	5.07	Pledge	31.12.2024	creation	Annexure II	3500000	2.68		6620683	5.07
Anand Reddy Sammidi	7304745	5.59	6939507#	5.31	-	-	-	-	-	-	-	6939507	5.31
Aruna Sammidi	7619850	5.83	7238857#	5.54	-	-	-	-	-	-	-	7238857	5.54
Rachana Sammidi	6608540	5.06	6278113#	4.80	-	-	-	-	-	-	-	6278113	4.80
Siddarth Sammidi	4109490	3.14	3904016#	2.99	-	-	-	-	-	-	-	3904016	2.99


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Aneesh Reddy Sammidi	4109485	3.14	3904011#	2.99	-	-	-	-	-	-	-	3904011	2.99
Sagar Priya Housing and Industrial Enterprises Limited	4300000	3.29	4085000#	3.13	-	-	-	-	-	-	-	4085000	3.13
Vanajatha Sammidi	4953845	3.79	-	-	-	-	-	-	-	-	-	-	-
Malathi Reddy Wdaru	1888500	1.44	-	-	-	-	-	-	-	-	-	-	-
Madhavi Nadikattu	1469000	1.12	-	-	-	-	-	-	-	-	-	-	-
P V Narashimha Reddy	10000	0.01	-	-	-	-	-	-	-	-	-	-	-
Andhra Pradesh Industrial Development Corporation Limited	1566425	1.20	-	-	-	-	-	-	-	-	-	-	-
Panchavati Poly Fibers Limited	157500	0.12	-	-	-	-	-	-	-	-	-	-	-

These represent equity shares encumbered by the respective shareholders forming part of Promoters and Promoter group. While these persons have right to freely transfer up to 5% of their respective total holdings, any transfer/sale of over and above said 5% would require prior approval of the PI opportunities fund-I scheme II and AVH resources India Private Limited,

\$ includes 64,46,000 equity shares kept under pledge

 Sreekanth Reddy Sammidi
Sreekanth Reddy Sammidi & R V Consulting Services Private Limited

Place : Hyderabad
Date : 02.01.2025

*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

*** This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

Disclosure of reasons for encumbrance **Annexure - II**
(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Sagar Cements Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Sreekanth Reddy Sammidi R V Consulting Services Private Limited
Total promoter shareholding in the listed company	No. of shares – 63144645 % of total share capital – 48.31
Encumbered shares as a % of promoter shareholding	79.89%
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance 1 (Date of creation of encumbrance: 31.12.2024)	
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge	
No. and % of shares encumbered	No. of shares: 85,00,000 % of total share capital: 6.50% There is no change of 'Control' (as defined under the DTD) of SCL.	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Trustee : Catalyst Trusteeship Limited (as the debenture trustee for the debenture holders of the unlisted, secured, redeemable non-convertible debentures aggregating to INR 170 Crores issued by R V Consulting Private Limited
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	NO Trustee
	Names of all other entities in the agreement	Nil
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES If yes, 1. Name of the issuer – R V Consulting Services Private Limited 2. Details of the debt instrument – Non-Convertible Debentures 3. Whether the debt instrument is listed on stock exchanges - No 4. Credit Rating of the debt instrument - NA 5. ISIN of the instrument-To be Allotted
	Value of shares on the date of event / agreement (A)	Rs.187.85 Crores
Security Cover / Asset Cover	Amount involved (against which shares have been encumbered) (B)	Rs.170.00 Cores
	Ratio of A / B	1.105
End use of money	Borrowed amount to be utilized for what purpose –	
	(a) Personal use by promoters and PACs (b) For the benefit of listed company	Personal use by promoters and PACs (R V CONSULTING SERVICES PRIVATE LIMITED, Member of Promoter Group)
	Provide details including amount, purpose of	Not Applicable, as the issuer is private company




	raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	
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Note:

1. As part of the shareholders agreement entered into between AvH Resources India Private Limited (AvH India) and the Identified Promoters (Promoters) of the company, the Promoters require the prior consent of the AvH India to transfer the shares held by them beyond 5% of the shares in the company. The said restriction is likely to fall within the definition of 'encumbrance' specified under Regulation 28(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
2. Further, pursuant to the shareholders Agreement executed with PI Opportunities Fund - I Scheme II (PIOF) on March 25, 2022 the similar disclosure was made on May 11, 2022 for prior consent of the PIOF to transfer the shares held by the promoters beyond 5% of the shares in the company which is also fall within the definition of 'encumbrance' specified under Regulation 28(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
3. As the same number of shares were encumbered with PIOF and AvH India, due to which the number of encumbered shares remains same (i.e., Post event holding of encumbered shares).




Sreekanth Reddy Sammidi Sammidi Rachana
 For Sreekanth Reddy Sammidi & R V Consulting Services Private Limited

Place: Hyderabad
 Date: 02.01.2025