



SAGAR CEMENTS LIMITED



SHRI S.VEERA REDDY GARU

(1935 - 2018)

FOUNDER

THE ETERNAL GUIDING SPIRIT



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**BOARD OF DIRECTORS**

Shri O.Swaminatha Reddy	Chairman – Independent
Dr.S.Anand Reddy	Managing Director
Shri S.Sreekanth Reddy	Joint Managing Director
Mrs.S.Rachana	Non Executive Director
Shri K.Thanu Pillai	Independent
Shri V.H.Ramakrishnan	Independent
Shri John-Eric Fernand Pascal Cesar Bertrand	Non Executive
Shri T.Nagesh Reddy	APIDC Nominee
Shri Jens Van Nieuwenborgh	Alternate Director to Shri John-Eric Fernand Pascal Cesar Bertrand (From 20.11.2018)

COMPANY SECRETARY

Shri R.Soundararajan

CHIEF FINANCIAL OFFICER

Shri K.Prasad

SENIOR MANAGEMENT TEAM**Corporate Office:**

Shri K.Ganesh	Group President
Shri P.S.Prasad	President (Marketing)
Shri O.Anji Reddy	Sr.Vice President (Electrical & Instrumentation)

AUDITORS

Deloitte Haskins & Sells
Chartered Accountants (FR No.008072S)
KRB Towers, Plot No.1 to 4 & 4A, 2nd & 3rd Floor,
Jubilee Enclave, Madhapur, Hyderabad-500 081

COST AUDITORS

M/s.Narasimha Murthy & Co.,
Cost Accountants (FR No.000042)
104, Pavani Estates, Y.V.Rao Mansion,
Himayathnagar, Hyderabad – 500 029

BANKERS

State Bank of India	Yes Bank Limited	HDFC Bank Limited
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REGISTERED OFFICE

Plot No.111, Road No.10, Jubilee Hills
Hyderabad-500 033. Tel: 040 – 23351571, Fax: 040 - 23356573
website: www.sagarcements.in, e-mail: info@sagarcements.in

CORPORATE IDENTITY NUMBER

L26942TG1981PLC002887

PLANTSCement Plants:

1. Mattampally, Via Huzurnagar,
Suryapet District, Telangana - 508 204
Tel: 08683 – 247039
2. Bayyavaram Village, Kasimkota Mandal,
Visakhapatnam District, Andhra Pradesh - 531031.
Tel: 08924 – 244098 / 244550

Hydel Power Units:

1. Guntur Branch Canal Hydel Project
Tsallagundla Adda Road, Nekarikallu Mandal
Guntur District, Andhra Pradesh – 522 615
2. Lock-in-Sula- Hydel Project
Banumukkala Village, Banakacherla Regulator
Pamulapadu Mandal, Kurnool District, A.P.- 518 422



SAGAR CEMENTS LIMITED
(CIN : L26942TG1981PLC002887)

Notice is hereby given that the 38th Annual General Meeting of the Members of Sagar Cements Limited will be held on Wednesday, the 24th July 2019 at 4.00 p.m. at Hotel Golkonda, Masab Tank, Hyderabad – 500 028, 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, 2019 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 2019 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 2019 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, 2019 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 2,04,00,000 equity shares of ₹10/- each of the company be and is hereby declared for the Financial Year ended 31st March, 2019.

3. To re-appoint the retiring director, Shri S.Sreekanth Reddy (DIN: 00123889), 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 S.Sreekanth Reddy (DIN: 00123889) 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, Mrs.S.Rachana (DIN: 01590516), who retires by rotation and being eligible, offers herself for re-appointment and in this regard to pass the following resolution as an ordinary resolution.

“Resolved that Mrs.S.Rachana (DIN: 01590516) 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.”

SPECIAL BUSINESS

5. 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 ₹ 4,00,000/- 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 March 31, 2020 be and is hereby ratified.”

6. Approval of material related party transaction.

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

“Resolved that the consent of the shareholders be and is hereby accorded under Regulation 23(4) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the following in respect of term loan of ₹ 275 crores being availed from IndusInd Bank Limited and or other banks (“ the lenders”) by Satguru Cement Private Limited, a subsidiary and related party of the company:



1. To furnish a corporate guarantee to the lenders for the above said loan plus interest payable thereon.
2. To pledge 51% of the equity shares held by Sagar Cements in the said subsidiary in favour of the lenders to secure the above said loan.
3. To furnish to the said lenders a non-disposal undertaking in respect of the balance shares held by Sagar Cements in the said subsidiary.

Further Resolved that the Board of Directors be and is hereby authorized to execute necessary documents, declarations, agreements required for the above purpose.

By Order of the Board of Directors

R.Soundararajan
Company Secretary

22nd May, 2019

Registered Office:

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

Notes:

1. The Explanatory Statement setting out material facts concerning the business under Items No.5 and 6 in the Notice is given in the Annexure-1, which forms part of this Notice.
2. The details that are required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the persons seeking re-appointment as directors, are given in the Annexure-2.
3. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the said proxy need not be a member of the company. The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the company, duly completed and signed, not less than forty eight hours before the commencement of the meeting.
4. A person can act as a proxy on behalf of members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or member.
5. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR Code and IFSC Code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers etc., to their depository participant (DP). Changes intimated to and effected by the DP will then be automatically reflected in the Company's records. Similarly, Members holding their shares in physical form are requested to inform the above changes to the Company or its Registrar and Share Transfer Agents (RTA), M/s.Karvy Fintech Private Limited [(Formerly M/s.Karvy Computershare Private Limited) (Karvy)].

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 the 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 Karvy.
7. To promote green initiative, members are requested to register their e-mail address through their Depository Participants for sending future communications to them by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
8. Electronic copy of the Annual Report is being sent to all the members whose e-mail IDs are registered with the Company's RTA/Depository Participants, unless such members have requested for a hard copy of the same. However,



for members, who have not yet registered their e-mail address, physical copies of the Annual Report are being sent through the permitted mode.

9. The Register of Members and Share Transfer Books of the Company will remain closed during the period from 18th July, 2019 to 24th July, 2019 (both days inclusive) for the purpose of determining members eligible for participation in voting on the resolutions contained in the Notice of AGM and for the dividend, to be declared at the AGM.
10. The un-claimed dividends for the financial year ended 31st March, 1996 onwards and up to the financial year ended 31st March, 2011 were duly transferred to the Investors Education and Protection Fund (IEPF) set up by the Government of India in accordance with the Companies Act as applicable at the time of such transfer. No claim is entertained against the IEPF or the Company for the amount so transferred.

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules, 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been claimed by the members concerned for seven consecutive years or more to Investor Education and Protection Fund ("IEPF").

The company has already sent notices to all the Members whose Dividends are lying unclaimed against their name for seven consecutive years or more. The Company has also uploaded on its website, www.sagarcements.in, the details of such members whose shares have been transferred to IEPF Suspense Account. The shares transferred to IEPF Suspense Account including all benefits, if any, accruing on such shares, can be claimed by the members concerned from IEPF Authority, after following the procedure prescribed under the said Rules. The company has so far transferred 1,61,940 shares to IEPF as per the requirements of the IEPF Rules in respect of the said unclaimed dividend.

11. 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
2011-12	Final	30% (₹ 3/- per share)
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)

12. Members may note that the Annual Report for 2018-19 is also available on the Company's website [ww.sagarcements.in](http://www.sagarcements.in) for download.

13. Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with its relevant Rules and the Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means (Remote e-voting) for all the Resolutions proposed to be passed at the AGM. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on 17th July, 2019, i.e. the date prior to the commencement of book closure date, are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on 20th July, 2019, and will end at 5.00 p.m. on 23rd July, 2019. The Company has appointed M/s.B S S & Associates, Company Secretaries (Unique Code of Partnership Firm: P2012AP02600), as the 'Scrutinizer', to scrutinize the e-voting process and voting through ballot in a fair and transparent manner. The Members desiring to vote through remote e-voting may refer to the detailed procedure given hereinafter.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,



2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participants (s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.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) xxxx 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 Karvy for e-voting, you can use your existing User ID and password for casting your 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 have forgotten 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 "EVENT" i.e., 'Name of the Company'.
 - vii. 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. 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.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
 - ix. 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.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. 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. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are 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 Scrutinizer at email bssass99@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast vote by electronic means.
- II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting or by sending their assent/ dissent through post can exercise their voting rights at the AGM. The Company will make necessary arrangements



in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting or through post are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. either through Remote e-voting or by sending their assent/dissent through post or by voting at the AGM. If a Member casts votes by both electronic mode and through post, then the voting done through Remote e-voting shall prevail over the vote cast through post.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr.G.Ramesh Desai (Unit: Sagar Cements Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone No. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. A member can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 20th July, 2019 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on 23rd July, 2019. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th July, 2019, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled after the end of the e-voting period. Once the vote on a resolution(s) is cast by a Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 17th July, 2019.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 17th July, 2019, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD < space> E-Voting Event Number + Folio No. or DP ID, Client ID to 9212993399.
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL:
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID, Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID, Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
 - v. The results will be declared on or after the AGM. The results along with the Scrutinizer's Report, will also be placed on the website of the Company.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ATTENDANCE REGISTRATION

1. **Web Check-in / Attendance Registration:** Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register



attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

Procedure of Web Check-in is as under:

- a. Log on to <https://karisma.karvy.com> and click on “Web Checkin for General Meetings (AGM/EGM/CCM)”.
 - b. Select the name of the company: Name of the Company.
 - c. Pass through the security credentials viz., DP ID/Client ID/Folio No. entry, PAN No & “CAPTCHA” as directed by the system and click on the submission button.
 - d. The system will validate the credentials. Then click on the “Generate my attendance slip” button that appears on the screen.
 - e. The attendance slip in PDF format will appear on the screen. Select the “PRINT” option for direct printing or download and save for the printing.
 - f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
 - g. After registration, a copy will be returned to the Member.
 - h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e., from 9.00 a.m. (IST) on 20th July, 2019 to 5.00 p.m. (IST) on 23rd July, 2019.
 - i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.
14. The company has appointed M/s.B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600), as the ‘Scrutinizer’ to scrutinize the voting and remote e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and not later than forty eight hours of conclusion of the AGM, submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, to the Chairman or a person authorized by him in writing, who shall countersign the same. The result declared along with the Scrutinizer’s Report shall be placed immediately on the Company’s website www.sagarcements.in. The Company shall simultaneously forward the results to National Stock Exchange of India Ltd., and BSE Ltd.]
16. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to einward.ris@karvy.com by mentioning his Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, M/s.B S S & Associates, Company Secretaries, Office: Parameswara Appartments, # 6-3-626, 5th Floor, 5–A, Anand Nagar, Khairatabad, Hyderabad-500004 not later than 23rd July, 2019 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (9.30 a.m. to 6.00 p.m.) on all working days except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.
18. Section 72 of the Companies Act, 2013 provides for Nomination by the shareholders of the Company and the shareholders are requested to avail this facility.
19. The route map showing directions to reach the venue of the thirty eighth AGM is annexed.

By Order of the Board of Directors

R.Soundararajan
Company Secretary

22nd May, 2019

Registered Office:

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