



SAGAR CEMENTS LIMITED

CIN : L26942TG1981PLC002887

Regd. Office: Plot No.111, Road No.10, Jubilee Hills, Hyderabad-500 033, Telangana
e-mail: info@sagarcements.in | website: www.sagarcements.in | Phone: +91 40 23351571

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the members of **SAGAR CEMENTS LIMITED** will be held on Thursday, 7th December, 2023 at 3.30 pm through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following Businesses:

Item No. 1: Execution of Shareholders Agreement for granting certain Special Rights to AvH Resources India Private Limited

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

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Regulation 31B of SEBI (LODR) Regulations, 2015 and amendments thereof for the time being in force and subject to all other regulatory approvals, as may be required, the Shareholders Agreement (“SHA”) to be executed among the Company, its Promoters and AvH Resources India Private Limited, for granting certain special rights to AvH Resources India Private Limited as specified in the said SHA of which a copy is placed before this meeting for the purpose of identification be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to sign the said Shareholders Agreement and other undertakings, declarations, agreements and other papers which the Company may be required to sign in connection with the said SHA and to do all such acts, deeds and things as may be required to give effect to the resolution.

Item No. 2: Alteration in the Articles of Association (“AOA”)

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

RESOLVED THAT following the approval as may be accorded by the members for granting special rights as specified in the Shareholders Agreement proposed in the Item No.1 of the Notice and pursuant to the Sections 5, 14, 15 of the Companies Act, 2013 and other applicable provisions, if any, and the rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force, approval of the members of the Company be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Company:

Substitution of the Article 2(1) f with the following Article:

“PI” means PI Opportunities Fund – I Scheme II, an alternative investment fund – Category II, having its office at No 134, Backside of Wipro Corporate Office, Doddakannelli, Sarjapur Road, Bengaluru, Karnataka, 560035.

“AvH” means AvH Resources India Private Limited, having its Registered Office at 574, Third Floor, Main Road, Chirag Delhi, New Delhi-110017, India.



Substitution of the Article 37 with the following Article:

Notwithstanding anything contained to the contrary in these Articles:

- (a) the shareholding of the Promoters in the Company (“Promoters”) shall only be diluted in the event the Company proposes to undertake any future equity financing or any issuance of shares or otherwise (other than as a result of exercise of conversion rights by lenders of the Company in terms of the financing agreements).
- (b) the Promoters shall have the right to freely transfer up to 5% (five percent) shares held by them in the Company to any third party. However, any transfer in excess of 5% (five percent) will require consent of both PI and AvH.

Substitution of the Article 84 with the following Article:

Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen). Notwithstanding anything contained to the contrary in these Articles, PI shall have the right to nominate 1 (one) non-executive director on the board of the Company as long as PI holds at least 5% (five percent) of the paid-up equity share capital of the Company (“PI Nominee Director”). PI Nominee Director shall not be required to hold any qualification shares.

“AvH” shall have the right to nominate 1 (one) non-executive director on the board of the Company as long as AvH holds 5% (five percent) of the paid-up equity share capital of the Company (“AvH Nominee Director”). AvH Nominee Director shall not be required to hold any qualification shares.

Substitution of the Article 92 with the following Article:

Notwithstanding anything contained to the contrary in these Articles, so long as PI and AvH holds individually at least 3% of the paid-up equity share capital in the Company:

- (a) PI and AvH will have a right to review the risk, compliance, and internal processes of the Company in consultation with the Board once in every 6 (six) months in accordance with applicable law. Based the findings of the above-mentioned review, the Board shall authorize a further inspection and review of the business of the Company and its subsidiaries.
- (b) Subject to applicable law, nominees of PI and AvH will have a right to attend quarterly management review meetings of the Company to review the business performance of the Company.

Substitution of the Article 93 with the following Article:

Notwithstanding anything contained to the contrary in these Articles, so long as, PI and AvH holds individually at least 3% of the paid-up equity share capital of the Company, the Board, shall not adopt any resolutions in relation to any amendment to these Articles that shall adversely affect the rights of the PI and AvH.

Substitution of the Article 98 with the following Article:

PI and AvH may require removal of their respective Nominee Director at any time and shall be entitled to nominate another person as a Director in place of the Director so removed, and the Company and the Promoters shall exercise their voting rights in such manner so as to cause the removal of the existing Director and appointment of another Director as soon as practicable.



Substitution of the Article 99 with the following Article:

In the event of the resignation, retirement or vacation of office by nominee directors of PI and AvH, PI and AvH shall be entitled to nominate their another representative as a Director in place of the nominee directors of PI and AvH and the Company and the Promoters shall exercise their rights in such manner so as to cause the appointment of the nominee of PI and AvH.

Substitution of the Article 104 with the following Article:

- (1) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees (including but not limited to an audit committee and a nomination and remuneration committee) consisting of such member or members of its body as it thinks fit. Subject to Article 84 and Regulatory Requirements, the nominee directors of PI and AvH shall, at all times, be the members of the audit committee and the nomination and remuneration committee.
- (2) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized severally to sign and file the necessary e-forms with the Registrar of Companies, Hyderabad and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.

RESOLVED FURTHER THAT the above amendments to the Articles of Association shall be subject to approval of granting special rights as specified in the Shareholders Agreement as proposed under Item No.1 of this Notice among the Company, its Promoters and AvH.

RESOLVED FURTHER THAT all actions, if any, taken by the Board and officials of the company in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.

By Order of the Board of Directors

Hyderabad
8th November, 2023

R.Soundararajan
Company Secretary
M.No.F4182

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



Notes:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the Extra-Ordinary General Meeting is annexed hereto and forms part of this Notice.
2. Pursuant to and in compliance with Ministry of Corporate Affairs (MCA) Circular No 20/2021 dated 8th December, 2021 issued in continuation to MCA General Circular No. 14/2020 dated 8 April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 and SEBI (LODR) Regulations, the Extra-Ordinary General Meeting (EGM) of the Company is being convened and conducted through VC / OAVM without the physical presence of Members at a common venue.
3. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Member may note that Notice has been uploaded on the website of the Company at <https://sagarcements.in>, the Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and the website of KFin Technologies Limited at <https://evoting.kfintech.com>.
4. The e-EGM shall be deemed to be held at the Registered Office of the Company at Plot No.111, Road No.10, Jubilee Hills, Hyderabad-500 033, Telangana.
5. All documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of e-EGM i.e., Thursday, the 7th December, 2023. Members seeking to inspect such documents can send an email to **info@sagarcements.in**. During the e-EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
6. Shareholders seeking any information with regard to the matter to be placed at the e-EGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready. During the e-EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
7. The Company has enabled the members to participate in the e-EGM without physical presence, through the VC/OAVM facility provided by M/s. KFin Technologies Limited (KFIN). The instructions for participation by members are given in the subsequent paragraphs.



8. Pursuant to 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing the facility to the members to exercise their right to vote by electronic means through remote e-Voting and electronic voting (“e-Voting”) at e-EGM. The facility of casting votes by a member using remote e-Voting system, as well as voting during the e-EGM will be provided by M/s. KFIN. The process of remote e-Voting with necessary user ID and password is given in the subsequent paragraphs. Such remote e-Voting facility is in addition to the voting facility to be provided at/ during the e-EGM being held through VC / OAVM.
9. The attendance of the Members attending the e-EGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to MCA Circular No. 14/2020 dated 8 April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this e-EGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State, or body corporate can attend the e-EGM through VC / OAVM and cast their votes through e-Voting.
11. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the e-EGM on its behalf and to vote either through remote e-voting or through e-voting during the e-EGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at **cs@bssandassociates.com** with a copy marked to **evoting@kfintech.com** and company’s email id at **info@sagarcements.in**.
12. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Limited having office at Selenium Building, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032.
13. **Attendance at the e-EGM:** Member will be provided with a facility to attend the e-EGM through video conferencing platform provided by KFin Technologies Limited. Members may access the same at <https://evoting.kfintech.com> by clicking “e-EGM - Video Conference & Streaming” and access the shareholders’/members’ login by using the remote e-voting credentials which shall be provided as per Note No.23 below. Kindly refer to Note No.22 below for detailed instructions for participating in the e-EGM through Video Conferencing.
14. The Members can join the e-EGM, 15 minutes before the meeting or within 15 minutes after the scheduled time of the commencement of the e-EGM by following the procedure mentioned in the Notice.
15. As per the MCA Circular up to 1000 members will be able to join the e-EGM 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.



16. 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-EGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
17. 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 SEBI (LODR) 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 Limited. Kindly refer Note No.23 below for detailed instruction for remote-voting.
18. **Voting during the e-EGM:** Members who are present at the e-EGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the e-EGM through the e-voting system provided by KFin Technologies Limited in the Video Conferencing platform during the e-EGM. Kindly refer Note No.23 below for instruction for e-voting during the e-EGM.
19. The Company has fixed **30th November, 2023** 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-EGM. 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 resolution through the facility of Remote e-voting or participate and vote in the e-EGM.
20. The Register of Members and Transfer Book of the Company will be closed from **1st December, 2023** to **7th December, 2023** (both days inclusive).
21. **Procedure for registering the email addresses and obtaining the e-EGM 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 Limited by sending an e-mail request at the email ID **einward.ris@kfintech.com** along with scanned copy of the duly signed request letter by first holder providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the e-EGM Notice and the e-voting instructions.
 - ii. Those members who have not registered their email and in consequence the Notice of e-EGM 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 Limited by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> 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-EGM 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 Limited, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.

22. Instructions to the Members for attending the e-EGM through Video Conference.

- i. For attending the e-EGM: Member will be provided with a facility to attend the e-EGM through video conferencing platform provided by KFin Technologies Limited. Members may login into its website link <https://emeetings.kfintech.com/loginv2.aspx> by using the remote e-voting credentials. After logging in, click on "Video Conference" option 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.23 below.
- iii. Members are encouraged to join the Meeting through Desktops, Laptops, Smart phones, Tablets and iPads with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 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-EGM:**
 - a) Members desiring any additional information with regard to the matter to be placed at the e-EGM or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., info@sagarcements.in and marking a copy to **evoting@kfintech.com** mentioning their name, DP ID - Client ID / Folio number at least 2 days before the date of the e-EGM 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 can also post their questions by logging on to the link <https://emeetings.kfintech.com/loginv2.aspx>, 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-EGM.



- vii. Speaker Registration before e-EGM: 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/loginv2.aspx> and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-EGM. 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-EGM, 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. 22 (vi) (a) above.

23. 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 SEBI (LODR) Regulations, the Members are provided with the facility to cast their vote remotely on the resolution set-forth in this Notice through remote e-voting platform provided by KFin Technologies Limited ('remote e-voting'). Members attending the e-EGM 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.

However, in pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

- a. The remote e-voting facility will be available during the following period:
 - i. Day, date and time of commencement of remote e-voting **Sunday, 3rd December, 2023 (9.00 A.M. IST).**
 - ii. Day, date and time of end of remote e-voting **Wednesday, 6th December, 2023 at 5:00 P.M.**, beyond which remote e-voting will not be allowed.
- b. Details of Website: <https://evoting.kfintech.com>
- c. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as at close of business hours on 30th November, 2023. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.



- d. The Company is sending through email, the EGM Notice to the shareholders whose name is recorded as on **3rd November, 2023** 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 **3rd November, 2023** being the date reckoned for sending through email, the EGM Notice and who holds shares as on the cut-off date i.e., **30th November, 2023** 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 EventNumber + Folio number or DP ID Client ID to +91-9212993399.
- Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE>XXXX1234567890
- ii) If email address or mobile number of the Member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- iii) Member may call KFin's Toll free number 1-800-3094-001. Member may send an e-mail request to **evoting@kfintech.com**.
- iv) 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 Limited upon expiry of aforesaid period.
- v) Details of persons to be contacted for issues relating to e-voting:
- Mr.K. Raj Kumar, Assistant Vice President - Corporate Registry, KFin Technologies Limited, Unit: Sagar Cements Limited, Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Contact Toll Free No.: 1800-3094-001.
- vi) Details of Scrutinizer: Shri S.Srikanth, Partner, representing M/s. B S S & Associates, Practicing Company Secretaries (Unique Code of Partnership Firm: P2012AP02600) has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
- vii) A Member can opt only for single mode of voting i.e., through remote e-voting or voting at the e-EGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the e-EGM shall be treated as invalid.
- viii) The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility: Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' Section.</p> <p>On the new page, enter User ID and Password. Postsuccessful authentication, click on "Access to e-voting"</p> <p>Click on company name or e-voting service provider and you will be re-directed to e-voting service provider's website for casting the vote during the remote e-voting period.</p> <p>2. User not registered for IDeAS e-Services To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL Open URL: https://www.evoting.nsdl.com Click on the icon "Login" which is available under 'Shareholder/Member' Section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>Post successful authentication, you will requested to select the name of the company and the e-voting Service Provider's name, i.e. KFinTech.</p> <p>On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.</p>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest Visit URL: https://web.cdslindia.com/myeasinew/home/login Or URL: https://www.cdslindia.com Click on New System Myeasi</p> <p>Login with your registered user id and password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-voting portal. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the dematAccount.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</p> <p>Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>Click on options available against company name or e-voting service provider - KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

viii. The procedure and instructions for remote e-voting facility for shareholders other than individual shareholders holding securities in demat mode and shareholders holding shares in physical mode are provided as follows:

- a. Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.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".

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.

- d. You need to login again with the new credentials.
- e. On successful login, the system will prompt you to select the e-voting Event Number for Sagar Cements Limited.
- f. If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e., **30th November, 2023** 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.



- h. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- i. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- j. 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.
- k. 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.
- l. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).
- m. 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 Scrutinizer at e-mail ID: **cs@bssaandassociates.com** with a copy to **evoting@kfintech.com** and **info@sagarcements.in**. 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."

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download section of <https://evoting.kfintech.com> or contact Mr. K.Raj Kumar, Assistant Vice President of KFin Technologies Limited at 1800-3094-001 (toll free).

- n. The Scrutinizer's decision on the validity of the vote shall be final.
- o. 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-EGM, however such Member shall not be allowed to vote again during the e-EGM.
- p. The Scrutinizer shall, immediately after the conclusion of e-Voting at the e-EGM, first download the votes cast at the e-EGM, and thereafter unlock the votes cast through remote e-Voting, and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall, then, be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the e-EGM, who shall then countersign and declare the result of the voting forthwith.



- q. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. <https://sagarcements.in> and on the website of KFin Technologies Limited i.e. <https://evoting.kfintech.com>. The results shall simultaneously be communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- r. The Resolution shall be deemed to be passed at the registered office of the Company on the date of the e-EGM, subject to receipt of the requisite number of votes in favour of the Resolution.

24. Instructions for members for Voting during the e-EGM session

- i. The e-voting window shall be activated upon instructions of the Chairman of the meeting during the e-EGM.
- i. e-voting during the e-EGM is integrate with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-EGM.
- ii. Members / shareholders, attending the e-EGM through Video Conference, who have not cast their vote on resolution through remote e-voting alone shall be eligible to cast their vote through e-voting system available during the e-EGM.
- iii. Members who have voted through remote e-voting will be eligible to attend the e-EGM. However, they shall not be allowed to cast their vote again during the e-EGM.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

1. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by March 31, 2022. Security holders who are yet to link the PAN with Aadhaar number are requested to get the same done before March 31, 2022. Post March 31, 2022 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhaar number. The folios in which PAN is / are not valid as on the notified cut-off date of March, 31, 2022 or any other date as may be specified by the CBDT, shall also be frozen.
2. **Updation of Members' details:** Pursuant to the SEBI Circular No(s). SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/PoD-1/P/CIR/2023/158 dated September 26, 2023 Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, KYC details, Nomination details, bank mandate details for payment of dividend etc. Members holding shares in physical form are requested to furnish the above details to the Company or KFinTech, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.



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 Limited.

Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS), they should update their NECS / ECS details with the Company's Registrar and Share Transfer Agents i.e., KFin Technologies Limited (for the shares held in physical form) and their respective Depository Participants (for the shares held in electronic form).

Members who are holding the shares in physical form are requested to execute the ISR Form-1 & ISR Form-2 to update the changes, if any, in their registered address, signature, contact details, Bank Mandate etc., and to update their PAN number, Phone number, Email address, demat account details etc., and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 12.

Members can execute the Form No. SH-13, Form ISR-3 & Form No. SH-14 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 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/PoD-1/P/CIR/2023/158 dated September 26, 2023 for registration of nomination, declaration Form for opting-out of Nomination and cancellation or variation of nomination respectively and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 12.

The requisite ISR Forms and nomination forms can be downloaded from the website of the Company at <https://sagarcements.in> & also from the website of its Registrar and Share Transfer Agents i.e., KFin Technologies Limited at <https://ris.kfintech.com/clientservices/isc/default.aspx>.

Members holding shares in electronic form are therefore, requested to furnish their details to their respective Depository Participant ("DP") with whom they are maintaining their demat accounts for updating their PAN, KYC details, Nomination and Bank mandate details etc.

3. The members / investors may send their complaints/queries, if any to the Company's Registrar and Share Transfer Agents' e-mail id: **einward.ris@kfintech.com** or to the Company's official e-mail id: **info@sagarcements.in**.
4. The information/documents referred to in the Notice and the Explanatory statement with regard to the matters to be placed at the EGM are available for inspection up to the date of EGM and members are also requested to write to the Company on or before through email to **info@sagarcements.in** for seeking information, If any, and the same will be replied by the Company suitably.



5. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/ P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.
6. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification No. SEBI/LADNRO/GN/2022/66 dated January 24, 2022) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission and Transposition etc). 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 dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice for dematerializing the same. Members may also contact the Company or its Registrars and Transfer Agents, KFin Technologies Limited (KFIN) for assistance in this regard.
7. 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.
8. 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 Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members to participate in the EGM to cast vote through e-voting system during the EGM.
9. 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-EGM.
10. Only 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 avail the facility of remote e-voting or casting vote through e-Voting system during the meeting.
11. During the e-EGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the e-EGM, formally propose to the Members participating through VC / OAVM Facility to vote on the resolution as set out in the Notice of the e-EGM 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..



12. The transcript of this meeting, shall be made available on the website of the company.
13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://sagarcements.in> and on the website of KFin Technologies Limited i.e., <https://evoting.kfintech.com> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to The National Stock Exchange of India Limited, Mumbai and BSE Limited, Mumbai.
14. Since the EGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed to this Notice.

By Order of the Board of Directors

Hyderabad
8th November, 2023

R.Soundararajan
Company Secretary
M.No.F4182

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



Annexure-1

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1: Execution of Shareholders Agreement for granting of certain Special Rights to AvH Resources India Private Limited:

AvH Resources India Private Limited ("AvH"), a shareholder of the company, is currently holding 2,56,68,790 equity shares, representing 19.64% of the paid-up share capital of your company, which were acquired by it from secondary market and through preferential allotment over a period of time.

In this connection, AvH, having regard to its significant shareholding and its long association with the company spanning over a period of 15 years as an investor, has made a request seeking certain special rights and privileges.

In view of the reasonableness of the request now being made by AvH and its longstanding relationship with the company as a significant investor, coupled with the keen interest evinced by it in the growth of the company, the Board of Directors the Company at their meeting held on 19th October, 2023 considered the above request and approved execution of a Shareholders Agreement ("SHA") among the Company, its Promoters and AvH for granting certain Special Rights as contained in the said SHA. Pursuant to the provisions of Regulation 31B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any grant of special rights to shareholders requires shareholders' approval by special resolution. Therefore, approval of the shareholders is sought for granting of special rights as specified in the SHA. A draft of the said SHA is available on the website viz. <https://sagarcements.in/investors/notices> of the company for information/inspection of the shareholders.

Your Board recommends the passing of the Special Resolution, set out in Item No.1 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel or their relatives is in any way interested in the resolution excepting to the extent of shareholding, if any, held by him/her in the company.

Item No. 2: Alteration in Articles of Association ("AOA"):

In the event of the shareholders approving the proposal contained in the Item No.1 of the Notice of the EGM, certain amendments as detailed in the Item No.2 are required to be carried out in the Articles of Association of the company.



Pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 read with the rules made there under, these amendments require the approval of the shareholders through special resolution.

Your Board recommends passing of the special resolution as set out in Item No.2 of the Notice of the EGM.

A draft of the Articles of Association incorporating the proposed amendments is available on the website of the company viz. <https://sagarcements.in/investors/notices> of the company for information/inspection of the shareholders.

None of the Directors or Key Managerial Personnel or their relatives is in any way interested in the resolution excepting to the extent of shareholding, if any, held by him/her in the company.

By Order of the Board of Directors

Hyderabad
8th November, 2023

R.Soundararajan
Company Secretary
M.No.F4182

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