

SCL:SEC:NSE:2021-22

29th January 2022

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

Scrip Code: 502090

Dear Sir,

Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015 read with its Schedule III of Part A regarding proposed Merger/Amalgamation with us of one of our Wholly-owned

Subsidiary Companies viz., Jajpur Cements Private Limited

We wish to inform you that the Board of Directors of our Company at their meeting held on 28<sup>th</sup> January, 2022 has accorded their approval for merger of one of our wholly-owned subsidiary companies viz., M/s.Jajpur Cements Private Limited with Sagar Cements Limited, the Holding Company, which will be subject to further approvals as may be required from the authorities concerned.

As the above merger is essentially between the holding company and its wholly-owned subsidiary company, the scheme of merger to be proposed for the purpose will not contemplate issue of any fresh shares by Sagar Cements Limited.

Further details as required under Circular No.CIR/CFD/CMD/4/2015, dt.9.9.2015 issued by Securities Exchange Board of India are given in the Annexure.

Thanking you

Yours faithfully

For Sagar Cements Limited

R.Soundararajan Company Secretary















## Annexure

## Amalgamation / Merger:

(a) Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc.  Size:  1.5 MTPA - Clinker Grinding Capacity  Turnover as on 31.12.2021  Not Applicable as operations commenced operations on 10.1.2022 only  b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration — as the merger will be between the holding company and shareholding pattern (if any) of listed entity  E) Size:  1.5 MTPA - Clinker Grinding (Transferee Company)					
merger, details in brief such as, size, turnover etc.  Size:  1.5 MTPA - Clinker Grinding Capacity  Turnover as on 31.12.2021  Not Applicable as operations commenced operations on 10.1.2022 only  b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration – amount or otherwise share exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  merger, details in brief such as, company)  ((Transferor Company)  (Transferor Company)  (As the merger will be between the holding company and its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,	(a)	Name of the entity(ies) forming	Jajpur Cements Private	Sagar Cements Limited –	
size, turnover etc.  Company) (Transferor Company)  Size:  1.5 MTPA - Clinker Grinding 4.5 MTPA - Cement Capacity  Turnover as on 31.12.2021  Not Applicable as operations commenced operations on 10.1.2022 only  b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration — amount or otherwise share exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  (Transferee Company) (Transferee Company)  (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (Transferee Company) (As MTPA - Clinker Grinding 4.5 MTPA - Cement Topocity (Transferee Company) (As Topocity (Transferee Company) (Transferee Company) (As Topocity (Tansferee Company) (As Topocity (Tansecity (Capacity (Tansferee Company) (Rational As Topocity (Tansecity (Capacity (Tansecity (Capacity (Capacity (Tansecity (Capacity		part of the amalgamation /	Limited – JCPL	SCL	
Size:   1.5 MTPA - Clinker Grinding   4.5 MTPA - Cement   Capacity   Capacity   Rs.79,831 lakhs as on commenced operations on   31.12.2021   Not Applicable as operations on commenced operations on   31.12.2021   O.1.2022 only		merger, details in brief such as,	(Wholly-owned Subsidiary	(Holding Company)	
Size:    1.5 MTPA - Clinker Grinding Capacity   Capacity		size, turnover etc.	Company)		
Turnover as on 31.12.2021  Not Applicable as operations on commenced operations on 10.1.2022 only  b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration — amount or otherwise share exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  Capacity  Not Applicable as operations Rs.79,831 lakhs as on 31.12.2021  The transaction does not fall within the Related Party Transaction, as clarified in General Circular No.30/2014, dt.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  Capacity  Not Applicable as operations Rs.79,831 lakhs as on 31.12.2021  The transaction does not fall within the Related Party Transaction, as clarified in General Circular No.30/2014, dt.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  Capacity  Rs.79,831 lakhs as on 31.12.2021  The transaction does not fall within the Related Party Transaction, as clarified in General Circular No.30/2014, dt.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  Capacity  The transaction does not fall within the Related Party Transaction, as clarified in General Circular No.30/2014, dt.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  Capacity  The transaction does not fall within the Related Party Transaction, as clarified in General Circular No.30/2014, dt.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  Capacity  The transaction does not fall within the Related Party Transaction is 4.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  Capacity  The transaction does not fall within the Related Party Transaction is 4.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  Capacity  The transaction does not fall within the Related Party Transaction is 4.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  Capacity			(Transferor Company)	(Transferee Company)	
Turnover as on 31.12.2021  Not Applicable as operations commenced operations on 31.12.2021  b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration – amount or otherwise share exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  Not Applicable as operations Rs.79,831 lakhs as on 31.12.2021  31.12.2021  Transaction does not fall within the Related Party Transaction, as clarified in General Circular No.30/2014, dt.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  SCL - Manufacture of Cement JCPL - Grinding of Clinker  As the merger will be between the holding company and its wholly-owned subsidiary, no cash consideration is proposed  e) Brief details of change in shareholding pattern (if any) of listed entity		Size:	1.5 MTPA - Clinker Grinding	4.5 MTPA - Cement	
commenced operations on 31.12.2021  10.1.2022 only  b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration — amount or otherwise share exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  c) Commenced operations on 31.12.2021  The transaction does not fall within the Related Party Transaction, as clarified in General Circular No.30/2014, dt.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  C) Area of business of the SCL - Manufacture of Cement JCPL - Grinding of Clinker  As the merger will be between the holding company and its wholly-owned subsidiary, no cash consideration is proposed			Capacity	Capacity	
b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration — amount or otherwise share exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  b) Whether the transaction would fall within the Related Party Transaction, as clarified in General Circular No.30/2014, dt.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  C) Area of business of the entity(ies)  JCPL - Manufacture of Cement JCPL - Grinding of Clinker  As the merger will be between the holding company and its wholly-owned subsidiary, no cash consideration is proposed  e) Brief details of change in shareholding pattern (if any) of listed entity  As the merger will be between the holding company and its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,		Turnover as on 31.12.2021	Not Applicable as operations	Rs.79,831 lakhs as on	
b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration — amount or otherwise share exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  The transaction does not fall within the Related Party Transaction, as clarified in General Circular No.30/2014, dt.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  C) Area of business of the entity(ies)  JCPL - Manufacture of Cement JCPL - Grinding of Clinker  As the merger will be between the holding company and its wholly-owned subsidiary, no cash consideration is proposed  e) Brief details of change in As the merger will be between the holding company and its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,		- 10 I	commenced operations on	31.12.2021	
fall within related party transactions? If yes, whether the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration – amount or otherwise share exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  fall within related party transaction, as clarified in General Circular No.30/2014, dt.17.7.2014 issued by Ministry of Corporate Affairs, Government of India.  SCL - Manufacture of Cement JCPL - Grinding of Clinker  As the merger will be between the holding company and its wholly-owned subsidiary, no cash consideration is proposed  e) Brief details of change in shareholding pattern (if any) of listed entity  As the merger will be between the holding company and its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,			10.1.2022 only		
transactions? If yes, whether the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration – amount or otherwise share exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  the same is done at "arms Government of India.  SCL - Manufacture of Cement JCPL - Grinding of Clinker  As the merger will be between the holding company and its wholly-owned subsidiary, no cash consideration is proposed  As the merger will be between the holding company and its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,	b)	Whether the transaction would	The transaction does not fall within the Related Part		
the same is done at "arms length"  c) Area of business of the entity(ies)  d) In case of cash consideration — amount or otherwise share exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  CO Area of business of the SCL - Manufacture of Cement JCPL - Grinding of Clinker  As the merger will be between the holding company and its wholly-owned subsidiary, no cash consideration is proposed  As the merger will be between the holding company and its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,		fall within related party	Transaction, as clarified in General Circular No.30/2014		
length"  c) Area of business of the entity(ies)  d) In case of cash consideration – As the merger will be between the holding company and its wholly-owned subsidiary, no cash consideration is proposed  e) Brief details of change in shareholding pattern (if any) of listed entity  c) Area of business of the SCL - Manufacture of Cement JCPL - Grinding of Clinker  As the merger will be between the holding company and its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,		transactions? If yes, whether	dt.17.7.2014 issued by Ministry of Corporate Affairs,		
c) Area of business of the entity(ies)  d) In case of cash consideration – As the merger will be between the holding company and its wholly-owned subsidiary, no cash consideration is exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  SCL - Manufacture of Cement JCPL - Grinding of Clinker  As the merger will be between the holding company and its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,		the same is done at "arms	Government of India.		
entity(ies)  JCPL - Grinding of Clinker  d) In case of cash consideration — As the merger will be between the holding company and its wholly-owned subsidiary, no cash consideration is proposed  e) Brief details of change in shareholding pattern (if any) of listed entity  JCPL - Grinding of Clinker  As the merger will be between the holding company and its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,		length"			
d) In case of cash consideration – As the merger will be between the holding company and amount or otherwise share its wholly-owned subsidiary, no cash consideration is exchange ratio  e) Brief details of change in As the merger will be between the holding company and shareholding pattern (if any) of listed entity its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,	c)	Area of business of the	SCL - Manufacture of Cement		
amount or otherwise share its wholly-owned subsidiary, no cash consideration is exchange ratio  e) Brief details of change in shareholding pattern (if any) of listed entity  its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,		entity(ies)	JCPL - Grinding of Clinker		
exchange ratio proposed  e) Brief details of change in As the merger will be between the holding company and shareholding pattern (if any) of listed entity change in the shareholding pattern of the SCL,	d)	In case of cash consideration –	As the merger will be between the holding company and		
e) Brief details of change in As the merger will be between the holding company and shareholding pattern (if any) of its wholly-owned subsidiary, there will not be any change in the shareholding pattern of the SCL,		amount or otherwise share	its wholly-owned subsidiary,	no cash consideration is	
shareholding pattern (if any) of its wholly-owned subsidiary, there will not be any listed entity change in the shareholding pattern of the SCL,		exchange ratio	proposed		
listed entity change in the shareholding pattern of the SCL,	e)	Brief details of change in	As the merger will be between the holding company and		
		shareholding pattern (if any) of			
Transferee Company (Merged Company)		listed entity	change in the shareholding	g pattern of the SCL,	
			Transferee Company (Merged	Company)	













