SAGAR PRODUCTIONS LIMITED

Registered Office: Unit No. 402, Plot B/65, Stanford Plaza, New Link Road,
Opp. City Mall, Andheri West, Mumbai-400053
Mobile No. 9167199122; E-mail- splgrive@rediffmail.com
CIN: L93000MH1980PLC170432; **Website:** www.sagarproduction.com

Date: April 23, 2021

To,
Bombay Stock Exchange Limited
Phiroze jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Company Scrip Code:- 532092

Sub: - Scheme of Amalgamation between Epuja Web Solutions Private Limited (Transferor Company) with Sagar Productions Limited (Transferee Company) and their respective shareholders.

Dear Sir,

We, Board of Directors of the M/s. Sagar Productions Limited do hereby undertake that;

1. Provide calculation of number of shares issued on amalgamation.

- In case of amalgamation of Transferor Company with the Transferee Company, all the shares held by the Transferee Company in the Transferor Company, shall be cancelled and against the remaining shares, equity shares, would be issued to the shareholders (other than shares held by the Transferee Company) of the Transferor Company, in accordance with the following share exchange ratio. Transferee Company, without further application, act or deed, shall issue and allot to each of the shareholders of "Transferor Company" (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of ;
    - 1347 Equity shares of face value of Re.1/- (Rupees One) each in Transferee Company for every 100 Equity shares of held in EPWSPL/ Transferor Company.

- For arriving at the share exchange ratio as outlined above, the Companies have considered the Valuation Report submitted by, Mr. Avinash Kothari a registered valuer (S&FA) having registration no. IBBI/RV/05/2020/12837.

- Total 2,18,67,037 Equity shares to be issued pursuant to the scheme of amalgamation between Epuja Web Solutions Private Limited and Sagar Productions Limited.

- Below mentioned is pre and post shareholding of both the companies ;

Sagar Productions Limited (Transferee Company) Pre Shareholding		
	No. of Shares held	% of holding
Promoter	90, 75,000	22.61
Public	3,10,67,125	77.39
Custodian	0	0
Total	**4,01,42,125**	**100**
Total Number of Share Holder	**4843**	

Sagar Productions Limited (Transferee Company) Post Shareholding			**New Shares to be issued**
	No. of Shares	% of holding	Number of Shares
Promoter	90, 75,000	14.65	0
Public	5,29,34,162	85.35	2,18,67,037
Custodian	0	0	0

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Total	**6,20,09,162**	**100**	***2,18,67,037**
Total Number of Share Holder	**4845**		

Epuja Web Solutions Private Limited (Transferor Company) Pre Shareholding		
	No. of Shares held	% of holding
Promoter	16,07,154	99.00
Public	16,234	1.00
Custodian	0	0
Total	**16,23,388**	**100**
Total Number of Share Holder	**04**	

Epuja Web Solutions Private Limited (Transferor Company) Post Shareholding		
	No. of Shares held	% of holding
Promoter	NA	
Public		
Custodian		
Total		
Total Number of Share Holder		

* Suitable rounding off have been carried out whenever necessary to arrive at the exchange ratio. Here as per share exchange ratio new equity shares to be issued are 21867036.36 but to arrive at the fair exchange ration we rounding off it at 21867037 new equity shares.

2. ***In Epuja Web Solutions Private Limited, 1607154 shares are held by promoters but in post shareholding after amalgamation no shares are issued to promoter shareholders of transferor company, clarify***.

- New Shares will be issued to the promoters of the Epuja Web Solutions Private Limited pursuant to the scheme of amalgamation between the transferor and transferee company in proportionate of their holding.

- The Promoters of the Epuja Web Solutions Private Limited will be considered under the "Public Category" in post shareholding of Sagar Productions Limited(Transferee Company) as promoters of the transferor company are not falling in definition of " Promoter and Promoter Group" as per regulation 2 sub regulation (oo) and (pp) of SEBI (ICDR) Regulation, 2018.

Yours Faithfully,

FOR SAGAR PRODUCTIONS LIMITED

Kalakad Sathi
Wholetime Director
DIN: 00150876

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Dear Sir,

We, Board of Directors of M/s. Sagar Productions Limited is hereby undertake that;

We, Sagar Productions Limited do not have Managing Director in composition of the board of directors instead we have whole time director. Now whole time director is sign all documents in relation to scheme of amalgamation of Epuja Web Solutions Private Limited with Sagar Productions Limited.

Please take note of the same.

Thanking You,

Yours faithfully,

FOR SAGAR PRODUCTIONS LIMITED

Kalakad Sathi
Wholetime Director
DIN: 00150876