

SAGAR SOYA PRODUCTS LIMITED

CIN: L15141MH1982PLC267176

Regd. Office: 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai, Maharashtra-400009

Visit us at: www.sagarsoyaproducts.com, Email: compliance.ssp@gmail.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SAGAR SOYA PRODUCTS LIMITED HELD ON 14TH FEBRUARY, 2018 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 32, VYAPAR BHAVAN, 49, P.D. MELLO ROAD, MUMBAI, MAHARASHTRA-400009.

APPROVAL FOR REDUCTION OF SHARE CAPITAL OF THE COMPANY

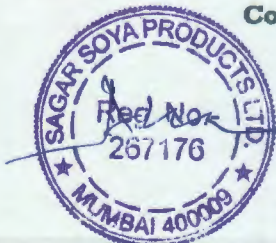
“RESOLVED THAT pursuant to Article 9 of the Articles of Association of the Company, and under section 66 of the Companies Act, 2013, the Rules made thereunder read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and such other applicable provisions, if applicable, subject to the confirmation by the NCLT Mumbai Bench/Regional Director, Western Region of Registrar of Companies and subject to the sanctions and approvals of Securities and Exchange Board of India, the relevant and appropriate authorities as may be required, on such terms, conditions or modifications if any, as may be prescribed by such authorities while granting such approvals, the consent of the Board subject to approval by the members of the Company is hereby accorded for reduction of the subscribed and paid up equity share capital of the Company from 58,51,689 (Fifty Eight Lakhs Fifty One Thousand Six Hundred Eighty Nine) Equity Shares of Rs. 10/- Each aggregating to Rs. 5,85,16,890 /-(Rupees Five Crores Eighty-Five Lacs Sixteen Thousand Eight Hundred and Ninety) to 2,92,584 (Two lakh Ninety Two Equity Shares of Rs. 10/- each aggregating to 29,25,840 (Rupees Twenty Nine Lakhs Twenty Five Thousand Eight Hundred and Forty) is hereby approved and the said reduction shall be utilized to write off the accumulated losses in the profit and Loss Account of the Company.

RESOLVED FURTHER THAT after the reduction of capital, the aggregate subscribed and paid up share capital of the Company reduced to Rs. 29,25,844 /- (consisting of 2,92,584 issued, subscribed and paid-up equity shares of Rs. 10/- each fully paid up).

RESOLVED FURTHER THAT the report from the Audit Committee dated 14th February duly signed by the Chairman of the Audit Committee, recommending the Capital Reduction, as placed before the Board be and is hereby accepted and noted.

Plant location/Corporate office: C.J.Complex, M.G.Road, Sagar - 470 002, Madhya Pradesh

Contact No: OFF- 0091-9699197884, 0091-8080487884



SAGAR SOYA PRODUCTS LIMITED

CIN: L15141MH1982PLC267176

Regd. Office: 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai, Maharashtra-400009

Visit us at: www.sagarsoyaproducts.com, Email: compliance.ssp@gmail.com

RESOLVED FURTHER THAT consequential amendments be made in the capital clause of the Memorandum of Association and the Articles of Association of the Company after the said reduction becomes operative and effective.

RESOLVED FURTHER THAT the Reduction of share capital shall not cause any shareholder to hold any fractional shares in the Company and in respect of the fractional shares, if any, caused by the reduction of capital, the same shall be rounded off to the nearest whole number and the Promoters will offer there shareholding towards such rounding off.

RESOLVED FURTHER, THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may at their absolute discretion deem necessary or desirable for effectively implementation of the resolution and to settle any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit but not limited to:

1. Settling finalizing excelling and filling all necessary documents and to make amendment and/or corrections as may be desirable or suggested including in the scheme. Applications, affidavits, pleadings and such other documents as may be required to be filed with the National Company Law Tribunal, Mumbai Bench or any other authority and such further deeds, documents and writings as may be necessary in this regard
2. Making applications to the relevant authorities or other person for their approval for the said reduction, as may be required.
3. Making such disclosures to the appropriate and applicable regulatory authorities as may be required.
4. Setting all questions, difficulties or doubts that arise in connection with the reduction of capital as it may, in its absolute discretion, deem fit.
5. Fix the Book Closure/Record Date to give effect to the reduction of capital;
6. make necessary application to the appropriate Authorities including NSDL/CDSL and Registrar and Share transfer Agent

Plant location/Corporate office: C.J.Complex, M.G.Road, Sagar - 470 002, Madhya Pradesh

Contact No: OFF- 0091-9699197884, 0091-8080487884



SAGAR SOYA PRODUCTS LIMITED

CIN: L15141MH1982PLC267176

Regd. Office: 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai, Maharashtra-400009

Visit us at: www.sagarsoyaproducts.com, Email: compliance.ssp@gmail.com

7. Issue new share certificates in accordance with Companies (Share Capital and Debentures) Rules, 2014.
8. Do all such acts which are ancillary or deemed necessary to give effect to the Scheme of Reduction."

RESOLVED FURTHER, THAT upon reduction of the share capital, the issued, subscribed and paid-up equity share capital of the Company shall stand reduced proportionate to the number of shares of the shareholders so extinguished.

RESOLVED FURTHER THAT upon the Order of the Tribunal becoming finally effective, the Company shall determine a Record Date for the purpose of cancellation of the existing paid up equity capital.

RESOLVED FURTHER THAT a certified true copy of the above Resolution be provided wherever required under the signature of any of the Directors of the Company.

//CERTIFIED TRUE COPY//

FOR SAGAR SOYA PRODUCTS LIMITED



Arun K. Sharma
ARUN KUMAR SHARMA
DIRECTOR
DIN: 00369461

Plant location/Corporate office: C.J. Complex, M.G.Road, Sagar - 470 002, Madhya Pradesh
Contact No: OFF- 0091-9699197884, 0091-8080487884