

# **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](http://www.sagarsoyaproducts.com), Email: [compliance.ssp@gmail.com](mailto:compliance.ssp@gmail.com)

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF CAPITAL REDUCTION AND ACTION COMMITTEE OF SAGAR SOYA PRODUCTS LIMITED HELD ON 04<sup>TH</sup> APRIL, 2018 AT THE REGISTERED OFFICE OF THE COMPANY**

**NON-APPLICABILITY OF PARA (I)(A)(9) OF SEBI CIRCULAR CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 READ WITH SEBI CIRCULAR NO. CFD/DIL3/CIR/2018/2 DATED 03RD JANUARY, 2018**

**RESOLVED THAT** the Board be and hereby take on record the certificate issued by the Statutory Auditor dated 04<sup>TH</sup> April, 2018 in connection with NON-APPLICABILITY OF PARA (I)(A)(9) OF SEBI CIRCULAR CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 read with SEBI Circular no. CFD/DIL3/CIR/2018/2 dated 03<sup>rd</sup> January, 2018 in connection with the Scheme of Arrangement for reduction of capital of the Company and inter alia matter pertaining to:

- a) The scheme of Arrangement does not provide for Additional shares to Promoter/ Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary of Promoter/ Promoter Group of the Listed Company, or
- b) The scheme of Arrangement does not involve the listed Company any other entity involving Promoter/ Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(S) of Promoter/ Promoter Group of the Listed Company, or
- c) The scheme of Arrangement does not involve, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme.
- d) The Scheme does not involve merger of an unlisted entity which results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity.
- e) The Scheme does not involve transfer of whole or substantially the whole of the undertaking of the listed entity and where the consideration for such transfer is not in the form of listed.

**//CERTIFIED TRUE COPY//**

**For SAGAR SOYA PRODUCTS LIMITED**

  
**ARUN KUMAR SHARMA**

**DIRECTOR**

**DIN: 00369461**



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

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