

SAGAR SOYA PRODUCTS LIMITED

CIN: L15141MH1982PLC267176

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

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

Date: - 4 APR 2018

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of reduction of capital of the Company.

In connection with the above application, we hereby confirm that:

The proposed scheme of reduction of capital to be presented to NCLT Mumbai Bench/Regional Director, Western Region of Registrar of Companies does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.

In the explanatory statement to be forwarded by the company to the shareholders or accompanying a proposed resolution to be passed under section 66 f the Companies Act, 2013 it shall disclose:

- i) The pre and post-arrangement Reduction capital structure and shareholding pattern and
- ii) The "fairness opinion" obtained from Corporate Capital Ventures Pvt. Ltd. an Independent merchant banker on valuation of assets / shares done by the valuer for the company.
- iii) The "Valuation Report" obtained from Ravindra Dhakar & Associates, Chartered Accountants an Independent valuer.
- iv) The Complaint report.
- v) The observation letter issued by the stock exchange
- vi) Compliance Report

The draft scheme of amalgamation/ arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company's website as per Website link given hereunder:

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



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The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.

The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it-**Not Applicable**

- a) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, NCLT and all other authorities as and wherever to the extent applicable.
- b) There will be no alteration in the Share Capital of the company from the one given in the draft scheme of arrangement.

DATE: - 4 APR 2018



चंद्रकान्त भट्ट

**CHANDRAKANT BHAI PATEL
MANAGING DIRECTOR
DIN 02590157**