

SAGAR SOYA PRODUCTS LIMITED

Registered Office: C.J.Complex, Mahatama Gandhi Road Sagar – 470 002, Madhya Pradesh

NOTICE OF POSTAL BALLOT

To
The Members,

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, for the consent of the Members of **SAGAR SOYA PRODUCTS LIMITED (hereinafter referred to as “the Company”)** for the proposed resolution set out below, which is sought to be obtained by means of Postal Ballot. The Explanatory Statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration. A Postal Ballot Form is also enclosed.

The Company has appointed Mr. Hemant Shetye, Partner of M/s HS Associates, Company Secretaries as a Scrutinizer for conducting the entire Postal Ballot process in fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form (appended hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours i.e. 5.00 p.m on 2nd January, 2014. Please note that Postal Ballot Forms(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced by the Chairman and Managing Director on 7th January, 2014 at the registered office of the Company situated at C.J.Complex, Mahatama Gandhi Road Sagar – 470 002, Madhya Pradesh

ITEM NO. 1

TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MADHYA PRADESH TO THE STATE OF MAHARASHTRA

To consider, and if thought fit, to give **ASSENT/DISSENT**, to the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to provision of section 17 read with section 146(2) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment or modification or reenactment thereof) and any other applicable provisions of the notified Sections of Companies Act, 2013 and subject to the confirmation of the Regional Director and / or any such authorities as may be required, assent of the Members of the Company be and is hereby accorded to shift the registered office of the Company from C.J.Complex, Mahatama Gandhi Road Sagar – 470 002 in the State of Madhya Pradesh To Unit No. 302, 3rd Floor, Samarpan Complex, New Link Road, Chakala, Andheri (East), Mumbai – 400099 in the State of Maharashtra.

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

'II. The Registered Office of the Company shall be situated in the State of Maharashtra.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to sign petition, application, affidavits, documents and to do all such acts, deeds, matters and things as may be required in connection with the said resolution.

By Order of the Board of Directors

Place: Sagar
Date: 25th November, 2013

Sd/-
Gaurav Patel
Director

NOTES:

1. The relevant explanatory statement and reasons for the proposed resolution, pursuant to section 102 of the Companies Act, 2013 and Section 192A of the Companies Act, 1956 is annexed hereto.
2. The consent of shareholders is solicited by passing aforesaid Resolution by way of Postal Ballot as detailed in the notice.
3. Mr. Hemant Shetye, Partner of M/s HS Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The self addressed postage pre-paid envelope attached to this notice bears the address to which duly completed Postal Ballot Form is to be sent.
4. The notice is being sent to all members whose names appears in the Register of Members / list of beneficial Owners as received from National Depository Services Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 22nd November, 2013.

5. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the duly completed and signed Form in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. on 2nd January, 2014. Envelope containing Postal ballot, if sent by courier or by Registered Post at the expense of the Member will also be accepted. However the Ballot received after the stipulated day and time will be strictly treated as if no reply has been received by the Member.
6. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballot Forms received and the results of the Postal Ballot will be announced by the Chairman and Managing Director of the Company or such other persons as may be authorized by the Chairman, on 7th January, 2014 at 5.30 p.m. at the Registered Office of the Company situated at C.J.Complex, Mahatama Gandhi Road Sagar – 470 002, Madhya Pradesh. The Members, who wish to be present at the time of declaration of the results, may do so at the said venue. The date of declaration of Postal Ballot result will be taken to be the date of passing the Special Resolution.
7. All documents proposed for approval, if any, under this notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 12.30 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result on the Postal Ballot.

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (EARLIER SECTION 173(2) OF THE COMPANIES ACT, 1956)

ITEM NO. 1:

The Company is not carrying any major operations at present. However in order to revive the operation, the Management is proposing to relocate in Mumbai being the Corporate hub of the nation. All Corporate decisions would be taken from Mumbai. Further this would lead to reduction in overhead cost to the great extent and this would enable Management to run the business more efficiently and economically. In view of the aforementioned facts, it is proposed to shift the registered office of the Company from C.J.Complex, Mahatama Gandhi Road Sagar – 470 002, Madhya Pradesh To Unit No. 302, 3rd Floor, Samarpan Complex, New Link Road, Chakala, Andheri (East), Mumbai – 400099.

Shifting of Registered office from One State to another requires approval of Shareholder through Special Resolution subject to approval of various Statutory Authorities as applicable. Further proviso (e) to Rule 5 of Companies Passing of resolution by Postal Ballot) Rules, 2011 mandates all listed Company to pass aforementioned resolution through Postal Ballot.

The copy of Memorandum of Association of the Company is kept at the registered office of the Company for inspection between 11.00 a.m. to 12.30 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result on the Postal Ballot.

Accordingly, your Directors recommend the resolution set out at Item No. 1 for your approval by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

None of the Directors and the Key Managerial Personnel including their relatives are concerned or interested in the aforesaid resolution except to the extent of shares held by them in the Company which is given below.

Sr. No	Name(s)	Relationship	Shareholding in Company
1	NAINABEN PATEL	Relative of Mr. Arvindbhai Patel	190000
2	DINESHBHAI PATEL	Relative of Mr. Gaurav Patel	124500
3	ARVINDBHAI PATEL	Director and Relative of Mr. Gaurav Patel	85000
4	SURYAKANT R.PATEL	Relative of Mr. Arvindbhai Patel	45250
5	DAKSHABEN PATEL	Relative of Mr. Gaurav Patel	36000
6	HARISHBHAI T PATEL	Relative of Mr. Gaurav Patel	34000
7	BHUPENDRA T PATEL	Relative of Mr. Gaurav Patel	33500
8	HANSABEN PATEL	Relative of Mr. Arvindbhai Patel	33000
9	ILABEN PATEL	Relative of Mr. Arvindbhai Patel	33000
10	SHAKUNTALABEN PATEL	Relative of Mr. Gaurav Patel	15000
11	NIRUPABEN PATEL	Relative of Mr. Gaurav Patel	14550
12	GAURAV D PATEL	Managing Director and Relative of Mr. Arvindbhai Patel	14375
13	THAKURBHAI PATEL	Relative of Mr. Gaurav Patel	14000
14	KARAN KUMAR A. PATEL	Relative of Mr. Arvindbhai Patel	11000
15	CHANDRAKANT PATEL	Relative of Mr. Gaurav Patel	7500
16	SURESHBHAI PATEL	Relative of Mr. Arvindbhai Patel	7500
17	MEGHNA D. PATEL	Relative of Mr. Gaurav Patel	5975
18	SAVITRIBEN S. PATEL	Relative of Mr. Arvindbhai Patel	5000
19	MINAL PATEL	Relative of Mr. Arvindbhai Patel	8400
20	KAUSHAL A PATEL	Relative of Mr. Arvindbhai Patel	500

By Order of the Board of Directors

Place: Sagar
Date: 25th November, 2013

Sd/-
Gaurav Patel
Director