

SAGAR SOYA PRODUCTS LIMITED

CIN: : L15141MH1982PLC267176

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

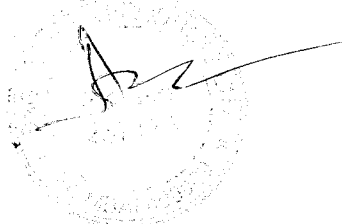
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ANNEXURE XIII

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee Company	Transferor Company
Name of the company	SAGAR SOYA PRODUCTS LIMITED	SAGAR GREEN FIELDS PRIVATE LIMITED
Date of Incorporation & details of name changes, if any	27/09/1982	01/09/2005
Registered Office	32, Vyapar Bhavan, 49 P.D. Mello Road Mumbai MH 400009	Unit No. 302, 3rd Floor, Samarpan Complex, New Link Road, Chakala, Andheri (East) Mumbai MH 400099
Brief particulars of the scheme	As per the Scheme of Arrangement the Capital of the Company shall be reduced to the extent of 95% of the accumulated losses and after reduction of Capital transferor Company shall be merged with the transferee Company .	
Rationale for the scheme	<p>In view of the accumulated carry forward losses that the Company's Balance Sheet is reflecting and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.</p> <p><i>Continuous Losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of the Company.</i></p> <p>This has given rise to the need to re-adjust the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts. The Company has evaluated the effect of this upon the Company's functioning and has carefully examined different options available to the Company. After detailed deliberations, the Board of Directors of the Company is of the view that reduction of capital in accordance with Section 100 of the Companies</p>	

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Act, 1956 and applicable provisions of Companies Act 2013, if any is the only practical and economically efficient legal option available to the Company. In order to reflect its assets and liabilities at their real value and maximize its business value, the Company proposes to reduce the equity share capital of the Company in accordance with Section 100 of the Companies Act, 1956 and applicable provisions of the Companies Act 2013, if any.

For ensuring that the financial statements of the Company reflect the real picture and the Capital which is lost is not continued to be shown on the face of balance sheet it is necessary to carry out reduction of capital of the Company.

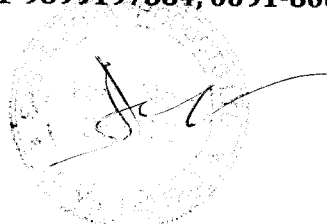
The reduction of Capital in the manner proposed would enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.

Scheme of Arrangement is presented with a view to achieve Restructuring of the Transferee Company which would result in the increase in the net worth of the Transferee Company and improvement in financial health as more business activities shall be brought into the Transferee Company thereby preventing it from becoming a sick company.

SAGAR SOYA PRODUCTS LIMITED AND SAGAR GREEN FIELDS PRIVATE LIMITED both are with view to take advantage of consolidation in the current competitive environment, it is proposed to consolidate operations and amalgamate the two companies which would result in benefits from economies of scale of operations.

Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies.

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SAGAR SOYA PRODUCTS LIMITED

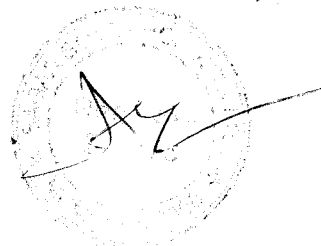
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	The Scheme of Arrangement will result in cost saving for all the companies as they are capitalizing each other's core competency and market which is expected to result in higher profitability levels and cost savings for the Amalgamated Company.	
Date of resolution passed by the Board of Director of the company approving the scheme	26 th September 2016	26 th September 2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	26 th September 2016	NA
Appointed Date	01 st April 2016	01 st April 2016
Name of Exchanges where securities of the company are listed	BSE Limited	Not Applicable
Nature of Business	The Transferee Company is engaged in extraction of Soya Oil.	The transferor Company was incorporated with main object of doing Agricultural Products.
Capital before the scheme	58,51,689 Equity Shares of Rs.10/- each aggregating to Rs. 5,85,16,890/-	50,00,000 Equity Shares of Rs. 10/- each aggregating to Rs. 50,000,000/-
No. of shares to be issued	50,00,000 of Rs. 10/- each	
Cancellation of shares on account of cross holding, if any	N.A.	N.A.
Capital after the scheme		
Net Worth	(Rs. in crores)	(Rs. in crores)
	Pre	Post
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	C.P. Jaria & Co. Membership No.: 112020 FRN: 104058W	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	1. Asset Based Approach Method 2. Profit Earning Value Per Share (PECV) Method 3. Market Based Approach Method	
Fair value per shares	Final Suggested valuation of the company comes to Rs. 12.81 per equity (Approx) share of Rs. 10/- each after reduction.	

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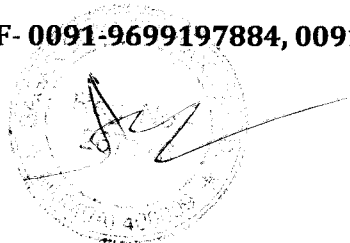
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Exchange ratio	Swap ratio of 1:1 is appropriate i.e. one equity share of Sagar Soya Products Limited for every one share of Sagar Green Fields Private Limited			
Name of Merchant Banker giving fairness opinion	Corporate Strategic Allianz Ltd			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	623550	10.66	28551	0.54
Public	5228139	89.34	5264033	99.46
Custodian	Nil	Nil	Nil	Nil
TOTAL	5851689	100	5292584	100
No of shareholders	13464		13474	
Names of the Promoters	1. ARVIND BHAI PATEL . 2. ARVINDBHAI CHHOTABHAI PATEL 3. DAKSHABEN PATEL 4. DINESHBHAI T PATEL (H U F) 5. KAUSHAL G PATEL 6. KAUSHAL KUMAR PATEL . 7. MEGHNA PANDIT 8. MINALBEN PATEL 9. NAINA BEN PATEL		1. ARVIND BHAI PATEL. 2. ARVINDBHAI CHHOTABHAI PATEL 3. DAKSHABEN PATEL 4. DINESHBHAI T PATEL (H U F) 5. KAUSHAL G PATEL 6. KAUSHAL KUMAR PATEL . 7. MEGHNA PANDIT 8. MINALBEN PATEL 9. NAINA BEN PATEL	
Names of the Board of Directors	CHANDRAKANT BHAI PATEL	MANAGING DIRECTOR	SUBHASH GURUDEO PATLE	DIRECTOR
	ARVINDBHAI CHHOTABHAI PATEL	WHOLE-TIME DIRECTOR	MANENDRA PRATAP SINGH	DIRECTOR
	ARUN KUMAR SHARMA	NON-EXECUTIVE INDPENDENT DIRECTOR		
	RENU SINGH	NON-EXECUTIVE		

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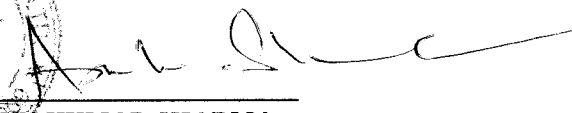
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		INDPENDENT DIRECTOR	
	SHRIKRISHNA BABURAM PANDEY	NON- EXECUTIVE INDPENDENT DIRECTOR	
Details regarding change in management control if any		N.A.	

For SAGAR SOYA PRODUCTS LIMITED




ARUN KUMAR SHARMA
DIRECTOR
DIN: 00369461

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