TRANSGLOBE FOODS LIMITED

Regd. Office : 701/2, Sai Janak Classic, Near Sudhir Phadke Flyover,
Devidas Lane, Borivali - West, Mumbai 400103, Maharashtra. Phone No.: 022-65156677, Mobile No.: 8080401230
Email : transglobefoods@gmail.com Website : www.transglobefoods.com
CIN : L15400MH1986PLC255807

Format of the confirmation to be submitted by the company:

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 Transglobe Foods Limited

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

a) The proposed scheme of reduction of capital to be presented to Tribunal 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, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.

b) In the explanatory statement to be forwarded by the company to the shareholders u/s 230 or accompanying a proposed resolution to be passed u/s 66 of the Companies Act, 2013 it shall disclose:

   i) the pre and post reduction of capital (expected) capital structure and shareholding pattern and

   ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company - Not Applicable

   iii) The Complaint report as per Annexure III.

   iv) The observation letter issued by the stock exchanges

TRANSGLOBE FOODS LIMITED PRK

c) The draft scheme of Reduction of Capital together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company's website as per Website link given hereunder: www.transglobefoods.com

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

e) The company shall obtain shareholders' approval by way of special resolution passed through 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**

f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement. - Not Applicable

Prabhakar

TRANSGLOBE FOODS LIMITED

Prabhakar Khakhhar
Managing Director

Date: 27.06.2018