SPECTRUM FOODS LIMITED

(Formerly Known As Spectrum Leasing & Finance Limited)

L-5, B-II, KRISHNA MARG, C-SCHEME, JAIPUR, RAJASTHAN (INDIA)
PHONE : 91-141-2375451, 2379483, 2372946 FAX : 91-141-2365888

CIN-L15499RJ1994PLC008016

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF SPECTRUM FOODS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT L-5, B-II KRISHNA MARG, C-SCHEME, JAIPUR ON TUESDAY, THE 10TH DAY OF JUNE, 2014 AT 1.00 P.M.

Item no. 1

*"**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and any other applicable rovisions of the Companies Act, 2013, subject to the approval of shareholders the Board of Directors of the Company be and is hereby authorized to borrow any sum or sums of monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed shall not at any time exceed Rs.50 Crores (Rupees Fifty Crores Only)."*

*"**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to take decisions for the requirement of the funds and to make borrowings of the required amount within the above ceiling from any bank and financial institution and to negotiate, settle and finalize all terms and conditions for the borrowings and to offer and provide security and to create/extend charges on the assets of the company as the Board of Directors may consider appropriate in the interest of the Company."*

*"**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to takesuch steps as may be necessary and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the company and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."*

Item no.2

"RESOLVED THAT pursuant to the provisions of sec. 42 and 62 all other applicable provisions, of the Companies Act, 2013 with any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the guidelines,

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rules and regulations of the Securities and Exchange Board of India, the Listing Agreement entered into by the Company with the Stock Exchanges on which the company is listed, terms and conditions of approvals, permission, sanction, if any, of the Reserve Bank of India, Government of India, other appropriate authorities and enabling provisions in the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permission or sanctions (including any conditions there of or modifications to the terms contained therein), if any, required by the appropriate authorities including stock exchange and such terms and conditions, if any, as may be prescribed while granting such consents, approvals, permission and sanctions, which may be agreed to by the Board, subject to the approval of members of the company, the Board be and is hereby authorized to offer, re-issue and allot not exceeding 3994066 Equity Shares,@ Rs. 11/- each (including premium of Rs. 1 per share) or at such price or prices prescribed under guidelines issued by SEBI in this respect, whichever is higher on the relevant date, of which 100% should be received from the proposed allotees for the re-issue of forfeited equity shares, and on such terms and conditions as may be deemed appropriate by the Board."

Item:3

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act 2013 Mr. Vinod Naredi Practising company secretary has been appointed as a scrutinizer for the purpose of e-voting process. Mr. Vinod Naredi will declare the result of the e-voting process within 3 days of the conclusion of the e-voting process and send to the chairman.

Date: 10/June/2014

Jaipur

BY THE ORDER OF THE BOARD

ATUL KHARBANDNA
DIRECTOR