



Regd. Office: E-1/1, Arera Colony, Bhopal-462016
Phone: 0755-4294878; Fax: 0755-4295038
Email: compliance@sanwariaagro.com; Website: www.sanwariagroup.com
CIN: L15143MP1991PLC006395

NOTICE OF POSTAL BALLOT

[NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013]

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014, (the 'Rules'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the Special Resolution appended below is proposed to be passed by the Shareholders by way of **Postal Ballot / voting by electronic means ('e-Voting')**. The explanatory statement pertaining to the said resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto along with the Postal Ballot Form (the 'Form' or the 'Postal Ballot Form') for your consideration.

In compliance with the provisions of Section 110 of the Act read with the Rules and the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to extend e-Voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through the Postal Ballot Form(s).

Mr. Praveen Kumar Rai, a Practicing Company Secretary (FCS No. 6313, C.P. No. 3779) of M/s P.K. Rai & Associates, Company Secretaries, who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the postal ballot process in a fair and transparent manner, has been appointed as the **Scrutinizer** (the 'Scrutinizer') for conducting the Postal Ballot process.

Shareholders desiring to exercise their votes by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same in original duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer **by 5:30 P.M. (IST) on or before Saturday, June 24, 2017** which is the **last date for receipt of completed Postal Ballot Form(s)**. Postal ballot Form(s) received after this date and time will be considered as invalid.

Members desiring to opt for e-voting as per the facilities arranged by the company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice includes votes received electronically.

The Scrutinizer shall submit his report after completion of scrutiny of Postal Ballot Forms and e-Voting. The **results of voting by Postal Ballot** (i.e. through the Postal Ballot Forms and e-Voting) shall be declared **on or before Monday, June 26, 2017** at the Registered Office at E-1/1, Arera Colony, Bhopal (M.P.) - 462016. The results along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company. The results shall be communicated to the Stock Exchanges and the same along with the Scrutinizer's Report will be displayed on the Company's website www.sanwariagroup.com as well as on BSE Limited and National Stock Exchange of India Limited.

PROPOSED RESOLUTION:

Item No.1 –Increase in the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 40,00,00,000/- (Rupees Forty Crores only/-) divided into 38,00,00,000 Equity Shares of Rs. 1.00/- each and 20,00,000 Preference Shares of Rs. 10.00/- each to Rs. 78,00,00,000/- (Rupees Seventy Eight Crores only/-) divided into 76,00,00,000 Equity Shares of Rs. 1.00 each and 20,00,000 Preference Shares of Rs. 10.00/- each ranking paripassu with the existing shares in the Company and that the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 78,00,00,000/- (Rupees Seventy Eight Crores only/-) divided into 76,00,00,000 Equity Shares of Rs. 1.00 each and 20,00,000 Preference Shares of Rs. 10.00/- each with the rights, privileges and conditions attached thereto as are provided by regulations of the Company for the time being in force, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

Item No. 2 : Approval of Issue of Bonus Shares

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, the relevant provisions of the Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”) and subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, and such approvals as maybe required in this regard, consent of the members of the company be and is hereby accorded for capitalization of such sum standing to the credit of free reserves of the Company, as may be considered necessary by the Board for the purpose of issue of fully paid up bonus shares of ` Rs.1.00/- (Rupees One only) each in the proportion of **1 (ONE) BONUS SHARE for each EQUITY SHARE** held by the members of the Company whose names appear in the Register of Members /List of Beneficial Owners as maintained by the Registrar and Share Transfer Agent of the Company as on the record date to be fixed by the Board in this regard after the resolution is passed by the shareholders.”

“RESOLVED FURTHER THAT all such new shares as and when issued shall be in accordance to the provisions of Memorandum and Articles of Association of the Company and shall rank paripassu with the existing Equity Shares of the Company in all respect.”

“RESOLVED FURTHER THAT the bonus shares of all the allottees shall be credited to their respective demat accounts.”

“RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent it relates to Non-Resident Indians, Foreign Nationals, Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India or any other regulatory authority, as may be required.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

**May 22, 2017
Bhopal**

**By the order of the Board
For Sanwaria Agro Oils Limited**

**Sd/-
Pooja Poddar
Company Secretary**

**Registered Office:
E-1/1, Arera Colony,
Bhopal (M.P.) – 462016
Tele No.: 0755-4294878/Fax: 0755-4295038
Email: compliance@sanwariaagro.com
bhopalsanwaria@gmail.com
Website: www.sanwariagroup.com**

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.
- 2) The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on **May 19, 2017 i.e "the Cut-off date"**.
- 3) In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) Services provided by Karvy Computershare Private Limited ("KCPL"), Hyderabad. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Speed Post/ Registered Post / Courier.
- 4) **M/s. P.K. Rai & Associates**, Company Secretaries in Whole Time Practice, Bhopal (COP: 3779) has been appointed as **Scrutinizer** for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
- 5) **E-voting** is available **from 9:30 AM (IST) May 26, 2017 to 5:30 PM(IST) on June 24, 2017**. Members are requested to refer to instructions for e-voting, appended to this Notice.
- 6) Members have the option either to vote through the e-voting process or through the postal ballot form. Members who have received the Postal ballot Notice by email and who wish to vote through postal ballot form can seek duplicate postal ballot form from the Company from its Registered Office at: E-1/1, Arera Colony, Bhopal (M.P.) - 462016 or download the said Form from the website of the company, fill in the requisite details and send the same to the Scrutinizer.
- 7) To the Shareholders who have received the Notice physically, the Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before **5:30 PM (IST) June 24, 2017**. Postal Ballot forms received after this date and time will be strictly treated as if the reply from the Members has not been received.
- 8) The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any other Director or the Company Secretary will announce the **results of Voting by E-voting/ Postal Ballot on or before June 26, 2017** and if the resolution has been passed by the members, it will be taken as passed effectively on the date of announcement of the results by the Chairman or any other Director or the Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company- www.sanwariaagro.com and intimated to the Stock Exchanges on which the shares of the Company are listed.
- 9) Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a General meeting of the Members.

EXPLANATORY STATEMENT
(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No. 1 and 2:

To reward the Equity shareholders; after considering the Company's recent good performance due to changed revenue mix and better future prospect in FMCG food products business; the Board of Directors in its meeting held on May 22, 2017 considered, approved and recommended a bonus issue of one equity share for every one equity share held as on the 'record date' to be determined by the Board after approval of shareholders by capitalizing a part of the amount standing to the credit of Free reserves of the Company.

The current Authorized Share Capital of your Company is Rs. 40,00,00,000 /- (Rupees Forty Crores only) divided into 38,00,00,000 (Thirty Eight Crores) Equity share of 1.00/- each and 20,00,000 Preference Shares of Rs. 10.00/- each The issue of bonus shares as aforesaid would require increase in the Authorized Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The Board of Directors in its meeting held on May 22, 2017 has proposed to increase the Authorized Share Capital to Rs. 78,00,00,000 (Rupees Seventy Eight Crores Only) divided into 76,00,00,000 (Seventy Six Crores Only) Equity Shares of 1/- each and 20,00,000 Preference Shares of Rs. 10.00/- each

It is proposed to authorize the Board to take all necessary actions and to complete all the regulatory formalities in this regard. Pursuant to the provisions of Sections 13, 61, 63 and other applicable provisions of the Companies Act, 2013, the increase in the Authorized Share Capital, alteration of the Capital Clause of the Memorandum of Association and issue of bonus shares of the Company require approval of the members.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the members may be taken through Postal Ballot instead of transacting such businesses at a General Meeting.

Accordingly, the Board recommends the resolution as set forth in Item No.1 and Item No. 2 to be passed as a Special Resolution by the members through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution set forth in item No. 1 and 2 of this Notice except to the extent of their shareholding in the Company.

May 22, 2017
Bhopal

By the order of the Board
For Sanwaria Agro Oils Limited

Sd/-
Pooja Poddar
Company Secretary

Registered Office:
E-1/1, Arera Colony,
Bhopal (M.P.) – 462016
Tele No.: 0755-4294878/Fax: 0755-4295038
Email: compliance@sanwariaagro.com
bhopalsanwaria@gmail.com
Website: www.sanwariagroup.com

INSTRUCTIONS FOR E-VOTING

In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote in the postal ballot by electronic means through e-voting services provided by Karvy Computershare Private Limited ("KCPL"). The instructions for members for voting electronically are as under:-

- (i) The voting period begins on **May 26, 2017 at 9:30 AM (IST) and ends on June 24, 2017 at 5:30 PM (IST)**. During this period shareholders' of the Company, holding shares, as on the cut-off date **May 19, 2017** may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited ("KCPL") for voting thereafter.

- (ii) **In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:**
 - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - b. Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - c. After entering these details appropriately, click on "LOGIN".
 - d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the E-Voting Event Number for Sanwaria Agro Oils Limited.
 - g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - h. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios demat account.
 - i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - j. You may then cast your vote by selecting an appropriate option and click on "Submit"
 - k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - l. Corporate Institutional Members (i.e. other than Individuals, HUF, NRI. etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution, Authority Letter,

etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: praveenrai6313@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

iii) In case of Shareholders receiving physical copies of the Notice of Postal Ballot

- a. Initial password, User ID and Electronic Voting Event Number ('EVEN') are provided at the bottom of the Postal Ballot Form.
- b. Please follow all the steps from Sl. No. (a) to Sl. No. (l) above, to cast your vote.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A member desiring to exercise vote by Postal Ballot may complete the Postal ballot Form and send the self addressed business reply letter to the Scrutinizer. Postage will be borne and paid by the Company, However, postal ballots, if sent by courier or by Registered Post at the expense of the registered shareholder will also be accepted.
2. The self-addressed Letters bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
[Scrutinizer's Address: P.K Rai & Associates
F5/159, I Floor, Zone II, M.P. Nagar, Bhopal – 462011]
3. This form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder, (as per specimen signature registered with the Company)
4. Duly completed Postal Ballot Form should reach the Scrutinizer **not later than 5.30 P.M. (IST), June 24, 2017**. Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder has not been received.
5. Voting right shall be reckoned on the number of share registered in the name of the shareholders as on **May 19,2017 i.e. "the cut off date "**.
6. Postal ballot form signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney / Resolution of Board of directors. If the same is /are already registered with the company . please quote registration No. beneath the signature .
7. Shareholder are requested not to send any other paper along with the postal ballot form .They are also requested not to write anything on the postal ballot form except giving assent or dissent and putting their signature .
8. Unsigned Postal Ballot form will be rejected.



Regd. Office: E-1/1, Arera Colony, Bhopal-462016
Phone: 0755-4294878; Fax: 0755-4295038
Email: compliance@sanwariaagro.com; Website: www.sanwariagroup.com
CIN: L15143MP1991PLC006395

POSTAL BALLOT FORM

1. Name of the Shareholder(s) (Including Joint Holders, if any)	
2. Registered address of the Sole/First named Shareholder	
3. No. of Shares(s) held	

I/We hereby exercise my/own vote in respect of the resolution to be passed through Postal Ballot as stated in the notice dated May 22, 2017 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark in the appropriate box below:

Item No.	Brief Particulars of the Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Increase in the Authorised Share Capital and consequent alteration in the Memorandum of Association of the Company			
2.	Approval of issue of Bonus Share			

Place:

Date:

.....
Signature of the Member

Note:

- 1) Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.
- 2) Last date for receipt of Postal Ballot Form is 5:30 PM (IST) June 24, 2017.
- 3) If the voting rights are exercised by e-voting, this form need not be used.