SANWARIA AGRO OILS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Sanwaria Agro Oils Limited will be held on Monday ,23rd December, 2013 at 09:00 A.M. at its Registered Office at E-1/1 Arera Colony Bhopal to transact special business and to consider and if thought fit, to pass the following resolution as:

SPECIAL RESOLUTION

"**RESOLVED THAT** pursuant to section 258, 259 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government, the number of directors of the company for the time being in the office be increased from 12 to 15.

RESOLVED FURTHER THAT pursuant to section 31 and all other applicable provisions, if any, of the Companies Act, 1956, existing article 75 of the Articles of Association of the company shall deleted and the following shall stand substituted in its place with effect from the date of Central Government's approval in accordance with the provisions of the Companies Act, 1956.

Article No. 75

"Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than three nor more than fifteen excluding Ex-officio Directors appointed under article 78 hereafter."

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the resolution."

PLACE: BHOPAL

By the order of the Board
For Sanwaria Agro Oils Ltd.
Nikitasha Mangal
Company Secretary
Company Secretary

DATE: 28.11.2013

NOTES

1) A member entitled to attend and vote is entitled at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member of the company. Proxies in order to be effective must be received at the registered office of the company at e-1/1, Arera colony, Bhopal (m.p.) at least 48 hours before the commencement of the meeting.

2) An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is annexed hereto.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No-1

To meet the new challenges, it is important that the company's Board be strengthened. The Company accordingly needs to have set of directors with appropriate qualifications, skills, experiences and for background in diverse or related fields. In view of the above and to comply with the mandatory corporate governance requirements and other applicable provisions of law, it is proposed to increase the total number of directors from the time being in office from 12 to 15.

Consequently article 75 of the Articles of Associations of the Company is sought to be amended in the manner set out in the resolution.

In terms of section 259 of the Companies Act, 1956, the aforesaid amendment requires approval of Central Government besides obtaining approval of the shareholders by passing Special Resolution.

Hence the proposed resolution is recommended for consideration of and approval of shareholders of the Company

None of the Directors except Mr. Abhishek Agrawal as well as Mr. Ashok Agrawal, his relative, of the Company in any way concerned or interested in the said resolution.

PLACE: BHOPAL

DATE: 28.11.2013

By the order of the Board

For Sanwaria Agro Oils Ltd.

Nikitasha Mangal

Company Secretary

Company Secretary

SANWARIA AGRO OILS LIMITED
REGISTERED OFFICE: E-1/1, ARERA COLONY, BHOPAL (M.P.) – 462016 (M.P.)

PROXY

Ledger Folio No./DP.ID.No. .....
No. of Shares.....

I/we_____
_____
of _____being member/members of **Sanwaria Agro Oils Limited** do hereby appoint_____ of _____or falling him/her_____
of_____as my/our proxy in my/our absence to attend and vote for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held at 9.00 A.M. on Monday, the 23rd December, 2013 and at any adjournment thereof.

As witness my / our hand/hands this _____ of _____2013

Re. 1 Revenue Stamp

Signed by the said_____

Note:

1. The proxy must be deposited at the registered office of the company not less than 48 hrs before the time for holding the meeting.
2. A Proxy need not to be the member of the company.
3. Please fill in full particulars
4. Strike out whichever is not applicable

SANWARIA AGRO OILS LIMITED
REGISTERED OFFICE: E-1/1, ARERA COLONY, BHOPAL – 462016 (M.P.)

ATTENDANCE SLIP

Record of attendance at Extra Ordinary General Meeting

Member(s) Name(s)
_____
(In Capital Letters)

Folio No._____

Number of shares held_____

DP.ID. _____Client ID No._____

No. of Shares Held_____

Name of the shareholder or proxy or representative attending the meeting

Mr./Ms
_____
_____
(In Capital Letters)

Signature_____