SANWARIA GROUP
Serving society through Industry

A Govt. Recognised Trading House

Sanwaria Agro Oils Ltd.

CIN - L15143MP1991PLC006395

SAOL

September 30, 2015

To

Bombay Stock Exchange Limited

Market Operations Dept.

P.J. Towers, Dalal Street,

Mumbai- 400 001

To

National Stock Exchange of India

Exchange Plaza, Bandra Kurla Complex,

Bandra (East),

Mumbai-400 051

Sub: Proceedings of the 24th Annual General Meeting held on Wednesday, September 30, 2015

Dear Sir,

Pursuant to Clause 31 of Listing Agreement, we hereby enclose a copy of the proceedings of the 24th Annual General Meeting held on Wednesday, September 30, 2015.

Kindly take the above on record and acknowledge the receipt of the same.

Thanking You,

For Sanwaria Agro Oils Limited

Priyanka

Priyanka Shrivastava

Company Secretary

Encl: As above

Proceedings of 24th Annual General Meeting held on Wednesday, September 30, 2015

1. The Twenty Fourth Annual General Meeting (AGM) of the Company was held on Wednesday, September 30, 2015 at 9.00 AM at the registered office of the Company, E-1/1, Arera Colony, Bhopal-462016(M.P.)

2. Smt. Geeta Devi Agrawal, Chairman of the Company, chaired the meeting and after ascertaining the quorum called the meeting to be in order at 9.10 AM. The Chairman then commenced the proceedings by welcoming the members of the Company.

3. The Chairman thereof, with the permission of the members, took the notice, Directors Report and Audited Financial Statements already sent to the members as read and mentioned that the Auditors Report as well as the Secretarial Auditors Report did not contain any qualification, observation or comment.

4. Thereafter, the Chairman invited the members to offer their comments and suggestions, if any.

5. The Chairman then informed the members that the company had pursuant to the provisions of Section 108 of the Companies Act, 2013 and Clause 35B of the Listing Agreement provided the facility of E-voting and physical ballot to the shareholders, for voting on the resolutions contained in the notice calling the AGM and proposed to extend the ballot facility to those shareholders who did not exercise the above facilities earlier by providing voting facility at the AGM.

6. Accordingly, the Chairman explained the justification of the following items listed in the notice of meeting and ordered voting at the meeting.

S.No.	Particulars	Ordinary/ Special Resolution
1.	Adoption of the audited financial statements for the year ended March 31, 2015, the report of the Auditors and the report of the directors for the year ended on that date.	Ordinary
2	Reappointment of Mrs. Geeta Devi Agrawal (DIN:06582600) as a Director of the Company, retiring by rotation	Ordinary
3	Reappointment of Mr. Rajul Agrawal (DIN:00256668) as a Director of the Company, retiring by rotation	Ordinary
4	Re-appointment of Statutory Auditors of the Company until the conclusion of the 26th AGM	Ordinary
5	Adoption of the new set of Memorandum of Association in accordance with the provisions of	Special

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	Section 13 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014	
6	Adoption of new set of Articles of Association in substitution of the existing Articles of Association	Special
7	Ratification of the remuneration of M/s. Yogesh Chourasia & Associates, Cost Accountants for the financial year 2015-16	Ordinary
8	Ratification of non-payment of managerial remuneration to the Whole-time Directors.	Special
9	Ratification of non-payment of managerial remuneration to the Independent/Non-Executive Director.	Special
10	Increase in the borrowing limit of the Company in accordance with the provision of Section 180(1)(c) and all other applicable provisions of Companies Act, 2013.	Special

However, item No. 11 as set out in the notice of AGM dated 27th August, 2015 could not be passed due to technical issues on the part of RTA.

7. Thereafter Mr. P.K. Rai of M/s. P.K. Rai & Associates, Practicing Company Secretary, was appointed as the Scrutinizer to conduct the voting process in accordance with the provisions of Companies Act, 2013 and the Listing Agreement. The Chairman then mentioned that the results would be declared on or before October 3, 2015 on the website of the Company.

8. Thereafter, the meeting concluded with a vote of thanks to the chair.

9. The Scrutinizer prepared combined results of voting as aforesaid and made his report to the Chairman.

10. The Chairman declared that all the items mentioned above at point No. 6 have been passed with requisite majority.

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