REVISED SCHEDULE FOR THE 25TH ANNAUL GENERAL MEETING

DATE : Friday, 30th September, 2016

TIME : 09.00 A.M

VENUE : E-1/1, Arera Colony, Bhopal (M.P.) – 462016

NOTICE

POSTPONEMENT OF THE 25TH ANNUAL GENERAL MEETTING (AGM)

NOTICE is hereby given that due to concurrence of certain unforeseen circumstances, the 25th AGM of the Company earlier scheduled to be held on Friday, 16th September, 2016 as declared in the outcome of the Board Meeting held on 16th August, 2016 is postponed and will now be held on **Friday, 30th September, 2016 at 09.00 A.M. at the Registered Office of the Company at E-1/1, Arera Colony, Bhopal (M.P.) – 462016.**

The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, September 23rd, 2016 to Friday, September 30th, 2016 (both days inclusive).

A detailed notice of the 25th Annual General Meeting of the Company along with Proxy Form and Attendance Slip is attached herewith for the Members' information. The same shall also be available on the website of the Company www.sanwariaagro.com.

We sincerely regret the inconvenience caused to the members due to the postponement of the AGM.

By the Order of the Board of Directors
For Sanwaria Agro Oils Limited

For Sanwaria Agro Oils Limited

Company Secretary

Bhopal.
5th September, 2016

Pooja Poddar
Company Secretary

Encl.: 1) Notice of 25th Annual General Meeting
2) Proxy Form and Attendance Slip

Registered Office: E-1/1, Arera Colony, Bhopal (M.P.) -462016
CIN: L15143MP1991PLC00256539
Website: www.sanwariaagro.com, Email Id: compliance@sanwariaagro.com
Telephone: +91-755-4294878 Fax: +91-755-4295038

NOTICE

of 25th Annual General Meeting

NOTICE is hereby given that the **TWENTY FIFTH Annual General Meeting** of the Members of **Sanwaria Agro Oils Limited** will be held on Friday, September 30, 2016 at 9.00 AM Hrs. (IST) at the Registered Office of the Company at E-1/1,Arera Colony, Bhopal-462016 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2016, including the audited Balance Sheet as at March 31, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Abhishek Agrawal (DIN: 06744775), who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of M/s Sunil Saraf & Associates, Indore (Firm Registration No. 15021C) as approved by Members at the Twenty Fourth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 26th Annual General Meeting, and to fix their remuneration for the Financial Year ending March 31, 2017.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Yogesh Chourasia & Associates., Cost Accountants, appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2016-17 at a remuneration of Rs. 35,000/-(Rupees Thirty Five Thousand Only) excluding service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the Article 82 and 96(c) of the Articles of Association of the Company and subject to all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approvals, if any as may be required, approval of the members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm that no managerial remuneration

shall be paid to the Whole time Directors of the Company during the financial year 2015-16, including any sitting fees for attending the meeting of the board of Directors or Committee thereof."

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the Article 82 of the Articles of Association of the Company and subject to the terms and conditions of appointment and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, if any as may be required, approval of the members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm that no sitting fees shall be paid to the Non-Executive/Independent Directors of the Company during the financial year 2015-16 for attending the meeting of the Board of Directors or Committee thereof."

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in suppression of the earlier special resolution passed at the Extra-ordinary General Meeting held on November 28, 2015 and pursuant to Sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), the Memorandum of Association and Articles of Association of Sanwaria Agro Oils Limited (the "Company"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the SEBI Listing Regulations, 2015 and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board) to exercise its powers including the powers conferred by this resolution, the consent of the Members be and is hereby accorded to the Board to create, issue, offer, and allot 2,00,00,000 (Two Crore only) equity shares of face value of Rs. 1/- (One) each of the Company on preferential basis (the "Preferential Issue") to proposed allottees by way of conversion of unsecured loan given by the proposed allottees to the Company at a premium of Rs. 24/-(Twenty Four only) considering August 30, 2016 as the Relevant Date being the date 30 days prior to the date of this meeting as per provisions of Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board at its absolute discretion."

S. No.	Proposed Allottees	Category	Permanent Account Number	No. Of Equity Shares	Amount
1.	Abhishek Agrawal	Promoter	AJAPA4780A	58400	**1460000**
2.	Anil Kumar Agrawal	Promoter	ABBPA9214G	3591200	**89780000**
3.	NS Agrawal Trading Corporation Limited	Promoter	AADCN2742N	2400000	**60000000**
4.	Ashok Kumar Agrawal	Promoter	ABBPA9215H	3627200	**90680000**
5.	Geeta Devi Agrawal	Promoter	ABBPA9212A	65600	**1640000**
6.	Gulab Chand Agrawal	Promoter	ABBPA9209K	3991840	**99796000**
7.	Rajul Agrawal	Promoter	AGCPA0879P	99000	**2475000**
8.	Sanwaria Globfin Private Limited	Promoter	AAFCS4635M	2662760	**66569000**
9.	Satish Kumar Agrawal	Promoter	ABBPA9216E	3504000	**87600000**
	Total			**20000000**	**500000000**

"RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority, or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

"RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company."

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the SEBI Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to finalize, approve and sign the offer documents with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the issue of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of Equity Shares, including for the post issue formalities, without being required to seek any fresh approval of the shareholders of the Company and the decision of the Board shall be final and conclusive.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) and / or to any official(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary applications and filings with the Stock Exchanges and regulatory authorities."

By order of the Board
For Sanwaria Agro Oils Limited
CIN: L15143MP1991PLC006395

Sd/-
Pooja Poddar
Company Secretary

Registered Office:
E-1/1, Arera Colony, Bhopal-462016 (M.P.)
Place: Bhopal
August 16, 2016

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business as set out in the notice is annexed.

2. A member of the company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company.

3. The instrument appointing proxy, duly completed, stamped and signed must be deposited at the Company's Registered Office not later than 48 hours before the commencement of the Meeting. The Proxy form is enclosed herewith.

4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company.

5. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.

6. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

7. Corporate Members are requested to send a board resolution duly certified, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

8. The proxy form should be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorized by him/her.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Friday, September 30, 2016 (both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013 for the purpose of Annual General Meeting.

11. Mr. Abhishek Agrawal, Director of the Company, retire by rotation and being eligible, offer himself for re-appointment at the forthcoming Annual General Meeting. The relevant details of Director seeking re-appointment under Item no. 2 in this notice is annexed hereto.

12. Members holding shares in physical form are requested to intimate any change in address, change of name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., to the Company's Registrar& Transfer Agents, Karvy Computershare Private Limited, at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032 (Phone No. 040-67161500/18003454001, Email: einward.ris@karvy.com;) for providing efficient and better services. Members holding shares in dematerialized form are requested to intimate such changes to their respective depository participants.

13. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA.

Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

14. TRANSFER OF UNCLAIMED/UNPAID DIVIDENDS TO INVESTORS EDUCATION and PROTECTION FUND (IEPF): Pursuant to Section 124 of the Companies Act, 2013 read with the relevant Rules, all unclaimed / unpaid dividend remaining unclaimed / unpaid with the Company on the expiry of 7 (seven) years from the date of its transfer to the unclaimed / unpaid account, will be transferred to the Investors Education and Protection Fund set up by the Central Government. Members are requested to write to the Company and/or Share Transfer Agents, if any dividend warrants are not encashed so that fresh / re-validated warrants could be issued by the Company.

15. The Company has adopted the **"GO GREEN"** initiative in line of which the Annual Report containing the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement etc. will be sent to the shareholders in soft copy. The Shareholders whose mail id is not registered shall be send in hard copies. However the shareholders' continues to retain the right to request the Company for a hard copy of the Report.

16. To ensure that shareholders' queries are answered in full, shareholders are requested to write to the Company at an early date at the e-mail ID: **compliance@sanwariaagro.com.**

17. Relevant documents referred to in the accompanying Notice and the explanatory statement, the Statutory Registers, the Audited Financial Statements, the Directors' Report and the Auditor's Report, will remain open for inspection at the Registered Office of the Company on all working days between 09:00 am to 5:00 pm. excluding Saturdays, Sundays and public holidays up to the date of the AGM. The Audited Financial Statements, the Directors' Report and the Auditor's Report will be placed on the Company's website on www.sanwariaagro.com.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

19. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, the Company is pleased to provide its Members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Karvy Computershare Private Limited (KCPL), Hyderabad.

The voting period begins on September 27, 2016 at 10.00 A.M. and ends on September 29, 2016 at 5.00 P.M. During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by KCPL for voting thereafter.

The instructions for shareholders voting electronically are as under:

1. **A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:**

(i) Launch internet browser by typing the URL: https://evoting.karvy.com

(ii) 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.

(iii) After entering these details appropriately, click on "LOGIN".

(iv) 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.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the E-Voting Event Number for Sanwaria Agro Oils Limited.

(vii) 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.

(viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios

demat accounts.

(ix) 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.

(x) You may then cast your vote by selecting an appropriate option and click on "Submit".

(xi) 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).

(xii) 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."

B.In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participants]:

(i) User ID and initial password are provided overleaf.

(ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website https://evoting.karvy.com.
4. The voting rights of the Members shall be in proportion to the paid-Up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being September 23, 2016.
5. The Board of Directors has appointed Mr. P.K. Rai, Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
7. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
8. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company, www.sanwariaagro.com and on Karvy's website, https://evoting.karvy.com within two (2) days of passing of the resolutions and communication of the same to Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE).

II. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date of September 23, 2016.

III. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).

Particulars of the Directors Seeking Appointment/Reappointment at the ensuing Annual General Meeting pursuant to Compliance of the Listing Regulations, 2015

Name	**Abhishek Agrawal**
Date of Birth	November 30, 1988
Date of Appointment	September 01, 2014
Qualifications	Graduate
Experience in specific functional area	Business Management
Directorship held in other Companies	NIL
Particulars of Committees Chairmanship/ Membership Held in other Companies	NIL
No. of equity shares held in the Company	1600000
Disclosure of relationships between directors inter se	Son of Mr. Ashok Agrawal

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 5 to 10 of the accompanying Notice.

Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company.

In this regard, the Board on the recommendation of the Audit Committee, has approved the appointment of M/s. Yogesh Chourasia & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2016-17 at a remuneration of Rs.35,000/- (Rupees Thirty Five Thousand only) exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.
Accordingly, the Directors recommend the Ordinary Resolution to the Members for their acceptance.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said Resolution.

Item No. 5 and 6

Article 96 (c) of Articles of Association of the Company provides that the remuneration of Whole-time director shall be determined by the Board subject to the approval of the members in the general meeting and Article 82 of the Articles of Association of the Company and the term of appointment of the Non-Executive Directors provide that the remuneration of the Non-Executive Directors shall be determined by the Board subject to the approval of the members in the general meeting.

In this regard, the Board of Directors on the recommendation of Nomination and Remuneration Committee has decided not to pay any managerial remuneration including any Commission or sitting fees to the Whole-Time Directors and Non-Executive Independent Directors for attending the Board and Committee meetings in order to save the funds of the Company.
Accordingly, the Directors recommend the Special Resolution to the Members for their acceptance.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said Resolution.

Item No. 7

The Board on August 16, 2016, subject to necessary approval(s), has approved the proposal for raising funds up to Rs. 50,00,00,000/- (Fifty Crores only) by way of issue of equity shares on preferential basis.

The Information as required under Regulation 73 of the SEBI Regulations for the proposed Preferential Issue is as under:

(a) Object/s of the issue:

The object of the proposed Preferential Issue is to augment the resources of the Company for general corporate and capacity expansion and other such purposes permitted by the applicable law and approved by the Board of the Company.

Since the Company requires funds and the present market condition is not favourable for raising funds through QIP's or public issue, therefore the promoters have decided to infuse funds into the Company around Rs. 50,00,00,000 (Rupees Fifty Crores only) by a way of subscription to the equity capital of the Company..

(b) Proposal of Promoters/Directors/key Managerial Personnel of the Company to subscribe to the offer:
The Preferential Issue is being made to the promoters of the Company.

(c) Securities to be issued:
The resolution set out in the accompanying notice authorizes the Board to issue to the Proposed Allottee up to 2,00,00,000 (Two Crore) Equity Shares of face value of Rs. 1/- (One) each at an issue price of Rs. 25/- (Rupees Twenty Five) per Equity Share, aggregating up to Rs. 50,00,00,000/- (Fifty Crores only), in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI (Initial Capital and Disclosure Requirements) Regulations, 2009 and the amendment thereof.

The Preferential Issue shall be made only in dematerialized form as per SEBI Regulations.

(d) Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

Categor Code	Category of Shareholder	Pre-issue		Post-issue	
		Pre-issue shares held	**% to total holding**	**Post-issue shares held**	**% to total holding**
(A)	**Promoters Holding**	**243801608**	**70.05**	**263801608**	**7 1.68**
1.	Indian:				
	Individual	155667608	44.73	170604848	46.35
	Bodies Corporate	88134000	25.32	93196760	25.32
	Sub Total	243801608	70.05	263801608	71.67
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)				
B.	**Public**				
1.	Institutions	20	0.00	20	0.00
2.	Non Institutions	104248372	29.95	104248372	28.33
	Sub Total (B)	104248392	29.95	104248392	28.33
	Grand total	**348050000**	**100**	**368050000**	**100**

(e) Identity of the proposed allottees

Details of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and /or who ultimately control the proposed allottees.

S. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Pre-issue no. Of Equity shares	Number of Equity shares	Post issue Capital	% Post issue holding
1	Abhishek Agrawal	Promoter	N.A.	1120000	58400	1178400	0.32
2	Anil Kumar Agrawal	Promoter	N.A.	25408462	3591200	28999662	7.88
3	NS Agrawal Trading Corporation Limited	Promoter	Geeta Devi Agrawal, Anil Kumar Agrawal, Satish Kumar Agrawal, Gulab Chand Agrawal, Ashok Kumar Agrawal	0	2400000	2400000	0.65
4	Ashok Kumar Agrawal	Promoter	N.A.	23389350	3627200	27016550	7.34
5	Geeta Devi Agrawal	Promoter	N.A.	4866000	65600	4931600	1.34
6	Gulab Chand Agrawal	Promoter	N.A.	36627646	3991840	40619486	11.04
7	Rajul Agrawal	Promoter	N.A.	1600000	99000	1699000	0.46
8	Sanwaria Globfin Private Limited	Promoter	Anil Kumar Agrawal, Gulab Chand Agrawal	88134000	2662760	90796760	24.67
9	Satish Kumar Agrawal	Promoter	N.A.	27714150	3504000	31218150	8.48

(f) Time within which the Preferential Issue shall be completed:

The Company will complete the issue & allotment of Equity Shares within a period of 15 days from the date of special resolution or when the allotment on preferential issue requires any approval by any regulatory authority like stock exchange or Central Government or any statutory body, the allotment of shares will be completed within 15 days from the date of such approvals.

(g) Change in Control:

There shall be no change in the control or management of the Company pursuant to the issue of equity shares to the promoters on preferential basis.

(h) Lock-In Requirements:

The shares to be allotted on preferential basis shall be locked in as per the provisions of the SEBI (ICDR) Regulations.

(i) Transferability period:

The Equity Shares allotted on a preferential basis shall not be transferred by the Investor until trading approval is granted by the Stock Exchanges.

(i) Auditors' Certificate:

M/s. Sunil Saraf & Associates, Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI Regulations. A copy of the certificate shall be placed before the shareholders at the ensuing Annual General Meeting and is kept for inspection at the Registered Office of the Company during the business hours.

(k) Relevant Date:
Relevant Date for the purpose of Preferential Issue is August 30, 2016, which is the date 30 days prior to the date of ensuing Annual General Meeting where this resolution is being considered for approval.

(l) Pricing & Undertaking to re-compute the price:
The Equity Shares proposed to be issued pursuant to the Preferential Issue will be issued and allotted at a price not less than the higher of the following in terms of Regulation 76 of the SEBI Regulations:

(a) the average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the recognized Stock Exchange during the 26 (twenty-six) weeks preceding the Relevant Date (as defined above);

or

(b) the average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the recognized Stock Exchanges during the 2 (two) weeks preceding the Relevant Date (as defined above).

Accordingly, the issue price of Rs. 25/- (Rupees Twenty Five Only) per Equity Share at which the Equity Shares are proposed to be issued and allotted is in compliance with the minimum issue price determined in accordance with Regulation 76 of the SEBI (ICDR) Regulations, 2009.

Moreover, Sanwaria Agro Oils Limited (SAOL) is becoming an FMCG Company on very face pace and since the average P/E ratio of edible oil sector is 13-15 while the P/E ratio of FMCG sector is 30-40, therefore the Board has decided to fix the issue price of equity shares to be allotted on preferential basis at Rs. 25/-

(**m) Re-computation:**
Given that the company has been listed for a period of more than 26 (Twenty Six) weeks as on the Relevant Date, no requirement to re-compute the price is applicable.

Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42 and 62 of the Companies Act, 2013 read with the rules made there under, for the issue of Equity Shares by way of conversion of unsecured loan given by the proposed allottees aggregating an amount not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores only) and to offer and allot such Equity Shares on a preferential basis.

The Directors / key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice only to the extent of shares held by them, if any, in the Company.

By order of the Board
For Sanwaria Agro Oils Limited
CIN: L15143MP1991PLC006395

Registered Office:
E-1/1, Arera Colony, Bhopal-
462016 (M.P.)

Sd/-
Pooja Poddar
Company Secretary

August 16, 2016.
Bhopal

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

Form MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): .....

Registered address: .....

E-mail Id:.....Folio No/ Client Id**: .....**

I/ We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:.....
   Address:.....
   Email Id:.....Signature:.....,.....or failing him/her.
2. Name:.....
   Address:.....
   E-mail Id:.....Signature:.....,or failing him/her.
3. Name:.....
   Address:.....
   E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the 25th Annual General Meeting of the Company will be held at the Registered Office of the Company at E-1/1, Arera Colony, Bhopal-462016 (M.P.), on Friday, the 30th September, 2016 at 9.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso No.	Description	For*	Against*
1.	Ordinary Resolution to be passed to receive, consider and adopt the financial statements of the Company including Audited Balance Sheet as on March 31, 2016 and Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on that date and the Reports of the Directors and Auditors thereon.		

2.	Ordinary Resolution to be passed to re-appoint Mr. Abhishek Agrawal (DIN: 06744775) as a Non-Executive Director who retires by rotation and is re-eligible for re-appointment.		
3.	Ordinary Resolution to be passed to ratify the appointment of M/s Sunil Saraf & Associates, Statutory Auditors and to fix their remuneration for the financial year ending March 31, 2017.		
4.	Ordinary Resolution to be passed to ratify the remuneration of M/s Yogesh Chourasia, Cost Accountants for the financial year ending March 31, 2017.		
5.	Special Resolution to be passed to ratify and confirm that no managerial remuneration shall be paid to Whole Time Directors during the Financial Year 2015-16, including any sitting fees for attending the Board of Directors or Committee thereof.		
6.	Special Resolution to be passed to ratify and confirm that no sitting fees shall be paid to Non-Executive/Independent Directors during the Financial Year 2015-16 for attending the meeting of Board of Directors or Committee thereof.		
7.	Special Resolution to be passed to consider and approve the preferential allotment of 2,00,00,000 Equity Shares to promoters/promoter group at an issue price of Rs. 25.00 each (At Premium of Rs. 24.00)		

Affix

Revenue

Stamp

Signed this …… day of …….. 2015

Signature of Shareholder……

Signature of Proxy……..

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Notes:

- *Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at E-1/1, Arera Colony, Bhopal (M.P.)-462016 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

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

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters)……

Name of the Proxy, if any (In block letters) ……

Folio No.	
No. of Shares	

I hereby record my presence at the 25th Annual General Meeting of the Company at E-1/1,Arera Colony, Bhopal-462016 (M.P.) on Friday, 30th September, 2016 at 9.00A.M.

Signature of the Shareholder or Proxy……

1) Only members or the Proxy holder can attend the meeting.

2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.

Route Map of Sanwaria Agro Oils Limited

