NOTICE TO SHAREHOLDERS

SANWARIA AGRO OILS LIMITED
Regd. Office : E-1/1, Arera Colony,
Bhopal-462016 (M.P.)
Tele.No. – 0755-4294878
Fax No. – 0755-4295038
Website – www.sanwariaagro.com
CIN- L15143MP1991PLC006395

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **23RD Annual General Meeting** of the Members of Sanwaria Agro Oils Limited will be held at its registered office, E-1/1, Arera Colony, Bhopal - 462016 on Monday **1st, September, 2014** at 9.00 A.M. to transact, with or without modification, as may be permissible, the following business:

As Ordinary Business

1. To discuss, consider and adopt the Audited Balance Sheet as on **31st March 2014** and the Profit and Loss account for the year ended on that date and the report of the Board of Directors on the working and activities of the Company and Auditors Report thereon.

2. To appoint a director in the place of **Mr. Abhishek Agrawal** who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a director in the place of **Mr. Rajul Agrawal** who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Auditors and fix their remuneration and, 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 139, 140 and 141 other applicable provisions, if any, of the Companies act, 2013 (previous section 224 of the Companies act, 1956) M/s Sunil Saraf & Associates, Chartered Accountant, the retiring auditors, be and are hereby re appointed as Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration as may be fixed mutually by the Board of Directors plus reimbursement of out of pocket expenses"

As a Special Business

5. **To consider and if thought fit, to pass with or without modification the following resolution as an Special Resolution:**

   "**RESOLVED THAT** in supersession of the earlier resolution passed at the 22nd Annual General Meeting held on Sep 30, 2013 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (previously being Section 293(1)(d) of the Companies Act,1956),including any statutory modifications or re-enactments thereof, the consent of the members be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time from any one or more Banks and/or from any one or more persons, firms, Bodies Corporate or Financial Institutions, Multilateral agencies, Foreign Institutional Investors, Foreign Financial Institutions and from any other persons or combination thereof whether by way of over draft, cash credit, guarantees, advance or deposits, loans, bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties, whether in full or in part, whether immovable, movable or stock in trade (including raw materials, stores, spare parts and components, in stock or in transit) current assets and work in process and all or any of the undertaking(s) of the Company, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed at any time the aggregate of

the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so that the total amounts of monies so borrowed at any time shall not exceed the sum of Rs. 2500 Crores (Rupees Two Thousand Five Hundread Crores Only)."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things may be necessary, desirable or expedient for giving effect to the above resolution."

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. K.L. Jain**, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. 1st October, 2014 for a term up to 31st March, 2019 and shall not be liable to retire by rotation"

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Arun Kumar Pandey**, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. 1st October, 2014 for a term up to 31st March, 2019 and shall not be liable to retire by rotation"

8. **To consider and if thought fit, to pass with or without modification(s) the following resolution as a Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Anil Kumar Vishwakarma**, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f. 1st October, 2014 for a term up to 31st March, 2019 and shall not be liable to retire by rotation"

9. **To consider and if thought fit, to pass with or without modification(s) the following resolution as a Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 152 (2) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Ashutosh Agrawal**, be and is hereby appointed as an non-executive Director of the Company to hold office upto the conclusion of next Annual General Meeting of the Company w.e.f. 1st October, 2014 and shall be liable to retire by rotation and being eligible for re – appointment. "

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

"**RESOLVED THAT Mr. Hans Kumar Verma**, already an Independent Director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and who is eligible to remain in office as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, continue as an Independent Director for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019 , and shall not be liable to retire by rotation."

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

"**RESOLVED THAT Mr. Hari Krishna Agrawal**, already an Independent Director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and who is eligible to remain in office as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, continue as an Independent Director for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019 , and shall not be liable to retire by rotation."

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

"**RESOLVED THAT Mr. Surendra Kumar Jain**, already an Independent Director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and who is eligible to remain in office as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, continue as an Independent Director for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019 , and shall not be liable to retire by rotation."

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

"**RESOLVED THAT Mr. Santosh Kumar Tiwari**, already an Independent Director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and who is eligible to remain in office as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, continue as an Independent Director for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019 , and shall not be liable to retire by rotation."

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

"**RESOLVED THAT Mr. Shyam Babu Agrawal**, already an Independent Director pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and who is eligible to remain in office as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement effective from 1st October, 2014, continue as an Independent Director for a term of 5 (five) consecutive years with effect from April 1, 2014 up to March 31, 2019 , and shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s) thereto or modification(s) or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and regulations/guidelines/circulars/bye-laws etc., if any, prescribed by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all concerned and relevant authorities including the stock exchanges where the Company is presently listed (Stock Exchanges) and subject to such approvals, consents, permissions and sanctions of the Government of India (GOI), SEBI, RBI, Stock Exchanges and all other appropriate authorities, institutions or bodies

and subject to such conditions and modification(s) as may be prescribed by them while granting such approvals, consents, permissions and sanctions, to the extent applicable, which the Board of Directors of the Company (hereinafter referred to as "the Board" which expressions shall deemed to include any committee(s), constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) is hereby authorized on behalf of the Company to create, issue, offer and allot equity shares for an amount not exceeding ` **300 crores (Rupees Three Hundred Crores)** to be raised in one or more trenches by way of private placement of equity shares including allotment to Qualified Institutional Buyers (QIBs) through Qualified Institutional Placement (QIP) in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (ICDR Regulations) or through public issue, rights issue and/or private offerings in and to be listed on domestic and/or one or more international market(s), whether by way of direct issue of equity shares or through depository receipts, whether Global Depository Receipts or American Depository Receipt or Foreign Currency Convertible Bonds (FCCBs) and/or any instrument or securities convertible into equity shares at the option of the holder(s), whether or not such investors are existing shareholders of the Company at such price or prices, at market price(s) or at a discount or at a premium to market price(s) in such manner and where necessary in consultation with the Book Running Lead Manager(s) and /or underwriters and /or other advisors or otherwise on such terms and conditions as the Board may, in their absolute discretion, decide at the time of the issue subject to necessary provisions & approvals.

Provided that the issue price for the private placement including QIP shall be at or above the issue price (Floor Price) calculated in terms of provisions of chapter VIII of the SEBI ICDR Regulations. The relevant date (Relevant Date) for the purpose of arrival of the Floor Price shall be in accordance with chapter VIII of the SEBI ICDR Regulations"

"RESOLVED FURTHER that in case of an issuance of FCCBs/ADRs/GDRs, the relevant date for the determination of the issue price securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as may be amended from time to time.

"RESOLVED FURTHER that the ceiling for the investments by the Foreign Institutional Investors including their sub-accounts (FIIs) in the equity shares or instruments convertible into equity shares, by either acquisition of the equity shares from the Company or purchasing the same from the market under Portfolio Investment Scheme under FEMA be raised up to 49% (Forty Nine Percent) of the paid up equity capital of the Company, subject to necessary provisions and approvals, if any applicable."

"RESOLVED FURTHER that the issue of securities shall be subject to the following terms and conditions:

(a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of the issue:

(b) The number and/ or price of the securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring."

"RESOLVED FURTHER that the Board be and is hereby authorized to finalize and approve the offering circular / placement document for the proposed issue of the securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular / placement document, and any amendments and supplements thereto with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required."

"RESOLVED FURTHER that in case of a qualified institutional placement pursuant to Chapter VIII of the SEBI ICDR Regulations, 2009, the Board will pursuant to the authority given by the shareholders, decide the date for the opening of the issue of securities."

"RESOLVED FURTHER that subject to the applicable laws, for the purpose of giving effect to the issuance of securities, the Board is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the securities, including, without limitation the following:

(a) decide the date for the opening of the issue of securities;

(b) finalisation of the allotment of the securities on the basis of the subscriptions received;

(c)finalisation of and arrangement for the submission of the preliminary and final offering circulars prospectus(es)/offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;

(d) approval of the preliminary and final offering circulars/ placement document/prospectus/Offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Managers/Underwriters/Advisors, in accordance with all applicable rules, regulations and guidelines;

(e) appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/ arrangements/ MoUs/ documents with any such agencies, in connection with the proposed offering of the securities;

(f) approval of the Deposit Agreement(s), the Purchase/Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/ADRs/FCCBS/other securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

(g) finalisation of the basis of allotment in the event of over-subscription;

(h) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;

(i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the securities;

(j) seeking the listing of the securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;

(k) deciding the pricing and terms of the securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ADRs, as per applicable laws, regulations or guidelines;

(l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue; and

(m) all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the securities."

"**RESOLVED FURTHER** that the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depositary receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability

or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets."

" **RESOLVED FURTHER** that without the prejudice to the generality of the above, the aforesaid issue of the securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to, payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any securities including terms or issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities.

Provided that the issue of all equity shares referred to above shall rank pari passu with the existing equity shares of the Company in all respects."

"**RESOLVED FURTHER** that the Company and /or any agencies or the Board of the Company may issue depository receipts representing the underlying equity shares in the capital of the Company or such other securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India)."

"**RESOLVED FURTHER** that for the purpose of giving effect to any creation, issue, offer or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purposes, including without limitation, the entering into arrangement for managing, underwriting, marketing, listing, trading, acting , as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document and sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion may deem fit."

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

"**RESOLVED THAT** pursuant to section 149 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (Previously section is 258, 259 of companies Act 1956) and subject to the approval of the Shareholders, the number of directors of the company for the time being in the office be increased from 15 to 20.

RESOLVED FURTHER THAT pursuant to section 14 and all other applicable provisions, if any, of the Companies Act, 2013(Previously section is 31 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 Shareholders approval in accordance with the provisions of the Companies Act, 2013.

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 twenty 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."

NOTICE TO SHAREHOLDERS

By the order of the Board
(Nikitasha Mangal)
Company Secretary

PLACE: Bhopal
DATE: 04.08.2014

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-462016 (M.P.) at least 48 hours before the commencement of the meeting.

2) In accordance with the Provisions of Section 102 of the Companies Act, 2013 and the Listing Agreement, an Explanatory Statement in respect of item Nos. 5 to 16 being items of Special Business is annexed.

3) The Register of Members and Share Transfer Books of the Company will remain closed from **27th August 2014 to 1st September 2014** (both days inclusive)

4) Share Transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfers Agents of the Company viz. Karvy Computershare Private Limited, 17-24, Vittal Rao Nagar Madhapur Hyderabad – 500 081 Andhra Pradesh.

5) The business of the Meeting will also be transacted through electronic voting system and your Company is providing the facility for voting by electronic means.

6) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic System (ECS) for recovering dividends.

7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.

8) Members are requested to notify any change in their address immediately to Karvy Computershare Private Limited, Plot no. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081.

9) 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.

10) Corporate Members intending to send their Authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

11) Members who hold shares in the physical form are requested to notify immediately any change in their address to the registrar and share transfer agents of the company at the above-mentioned address.

12) Members who wish to receive the Annual Report/Notice/documents through e-mail, may kindly register their e-mail addresses with the Company or write to the Company's Compliance Officer at esnikitasha@sanwariaagro.com. The Notice of the 23rd Annual General Meeting and the Annual Report 2014 will be available on the Company's website www.sanwariaagro.com

NOTICE TO SHAREHOLDERS

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As Special Business

ITEM NO. 5 -

To augment the financial requirements of the Company, keeping in view the growth and expansion of the Company's business, it is proposed to raise the borrowing power limit to Rs. 2500/- Crores (Rupees Two Thousand Five hundred Crores). Section 180 (1) (c) of the Companies Act, 2013, inter-alia provides that the Board of directors of a Public Company, shall not, except with the consent of the Company in general meeting, borrow money, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves. Hence, the above Resolution is put forth for the approval of the Members.

The Directors recommend the Resolution at Item 5 of the Notice for acceptance by the Members.

None of the Director of the Company is, in any way, concerned or is interested in the Resolution at the item No 5.

ITEM NO. 6 –

Mr. K.L. Jain be appointed as an Independent and Non – Executive Director of the Company. He holds a post graduate degree in Commerce. He has completed his training in an leading firm. He has a practical experience in finance and accounts. He works as an manager in finance and accounts in a leading firm.

He has served about 15 years in his feild. He is holding nil shares of the Company as on date.

No Director other than Mr. K.L. Jain himself or any of the Key Managerial Personnel of the company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 6. Further, Mr. K.L. Jain is not related to any other Director of the company.

ITEM NO. 7 –

Mr. Arun Kumar Pandey, be appointed as an independent and Non – Executive Director of the company. He holds a post graduate degree in commerce from Bhopal University, having the degree in law from Barkatulla University, Bhopal and also he has completed his management course from the Delhi University, He has a practical experience in Human resources, Administration work and in legal works. He served about 40 years in his field. He is holding nil shares of the company and doesn't having any pecuniary relationship.

No Director other than Mr. Arun Kumar Pandey, himself or any of the Key Managerial Personnel of the company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 7. Further, Mr. Arun Kumar Pandey is not related to any other Director of the company.

ITEM NO. 8

Mr. Anil Kumar Vishwakarma, be appointed as an independent and Non – Executive Director of the company. He holds a graduate degree in commerce from Bhopal University, he was completed the ca internship and having experience of accounting, Audit also. He has a practical experience in Human resources, Administration work. He served about 22 years in his field. He is holding nil shares of the company and doesn't having any pecuniary relationship.

No Director other than Mr. Anil Kumar Vishwakarma, himself or any of the Key Managerial Personnel of the company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 8. Further, Mr. Anil Kumar Vishwakarma is not related to any other Director of the company.

Item No. 9-

Mr. Ashutosh Agrawal be appointed at their Annual general meeting as an Director of the Company w.e.f. 1st October 2014 and categorised as an Non-executive Director pursuant to clause 49 of the Listing Agreement and holds the office upto the date of the next Annual General Meeting being eligible for re-appointment, pursuant to the provision of Section 152 of the Companies Act, 2013 and Articles of Association of the Company.

Mr. Ashutosh Agrawal, has independently handled administrative work of corporate assesses, firms and individuals. He has also rich experience in all financial matters concerning corporate and non-corporate entities.

None of the Directors except Mr. Ashutosh Agrawal and Mr. Anil Agrawal is interested in the resolution.

The Board of Directors recommends the resolution for approval of the shareholders.

ITEM NO. 10 to 14 –

The Board of Directors of the company comprises five Independent Directors, viz., Mr. H.K. Verma, Mr. Hari Krishna Agrawal, Mr. Surendra Kumar Jain, Mr. Santosh Kumar Tiwari, and Mr. Shyam Babu Agrawal.

All the five Independent Directors continue to be Independent and have confirmed compliance with the criteria of Independence prescribed under Section 149(6) of the Act. Declarations in this regard have been received from all of them as required under Section 149 (7) of the Companies Act, 2013. However, in order to ensure compliance with the provisions of Section 149(4) of the Companies Act, 2013, which states that every listed public company shall have at least one-half of the total number of Directors as Independent Directors, approval of the shareholders is requested towards the Resolutions set out at Items Nos. 10 to 14 of for the appointment of the above - mentioned Board Members as Independent Directors'.

Further, Section 149(13) provides that provisions pertaining to retirement of Directors by rotation shall not be applicable to Independent Directors. In terms of Sections 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years, but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's Report.

All the 'Independent Directors' have expertise in specific functional areas and are eminent personalities in their respective fields. The Board is of the opinion that their continued association with the company would be of benefit to the company and investors. Further, in the opinion of the Board, all the Independent Directors of the company fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under, and they are independent of the Management.

The Directors concerned are interested in the Resolutions relating to their respective appointments. Other than this, no Director or any of the Key Managerial Personnel of the company or their relatives are, directly or indirectly, concerned or interested in the Resolutions set out at Item Nos. 10 to 14.

None of the Directors are related to each other.

Item No. 15-

The resolution contained at the Item No 15 relates to a proposal by the Company to create, offer, issue and allot equity shares or through depository receipts, whether Global Depository Receipts or American Depository Receipt or Foreign Currency Convertible Bonds (FCCBs) and/or any instrument or securities convertible into equity shares at the option of the holder(s) securities in one or more trenches as stated in the resolution ("the Securities"). The Company intends to issue securities for a value upto `300 crores (Rupees Three Hundred Crores).

NOTICE TO SHAREHOLDERS

The Company proposes to raise the funds for reduce the debt equity ratio, becoz. the debt is increases in comparison of equity and also meet the enhancement/ modernization of the existing industry which includes setting up of the manufacturing facility of value added products, meeting capital expenditure requirements, for working capital and for general corporate purposes and for any other purpose as required and recommended by the Board.

It is proposed to offer/issue/allot/, equity shares including allotment to Qualified Institutional Buyers (QIBs) through Qualified Institutional Placement (QIP) in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (ICDR Regulations) or through public issue, rights issue and/or private offerings in domestic and/or one or more international market(s), whether by way of direct issue of equity shares or through depository receipts, whether Global Depository Receipts or American Depository Receipt or Foreign Currency Convertible Bonds (FCCBs) and/or any instrument or securities convertible into equity shares at the option of the holder(s), which are convertible or exchangeable with equity shares of the Company at a later date of an aggregate amount not exceeding ` 300 crores (Rupees Three Hundred Crores) by way of an issue of Securities from time to time in one or more trenches, to Domestic/Foreign Investor/Institutional Investor/Foreign Institutional Investor, Non Resident Indians, Companies or Bodies Corporate whether incorporated in India, or abroad, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals, or otherwise, whether shareholders of the Company or not in consultation with the Book Running Lead Manager(s) etc.

The detailed terms and conditions for the offer will be determined in consultation with Advisors, Book Running Lead Manager(s), Underwriters and such other statutory authority or authorities and agencies as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors. The pricing of the international offering (s) will be free market pricing and may be at a premium or discount to market price in accordance with international practice, subject to applicable rules, regulations, etc. As the pricing of the offerings will be decided at a later stage, the exact number of securities or shares to be issued will be depend upon the price so decided. For the aforesaid reasons, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the issue.

The special resolution seeks to empower the Board to issue the securities in one or more tranches at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, individuals or otherwise as the Board may in its absolute discretion deem fit. The pricing of the Securities to be issued to Qualified Institutional Buyers in pursuant to Chapter VIII of SEBI ICDR Regulations, 2009 shall be freely determined subject to such price not being less than the price calculated in accordance with clause 13A.3 of the said guidelines.

The Securities issued pursuant to the offering (s) would be listed on the Stock Exchange on which the Company's equity shares are listed.

The consent of the shareholders is being sought pursuant to the provisions of the Section 62 (1) (c) and to the applicable provisions of the Companies Act, 2013 and in terms of the listing agreement executed by the Company with the Stock Exchanges where the equity shares of the Company are listed.

Section 62 (1) (c) of the Companies Act, 2013 and other relevant clause(s) of the Listing Agreement with the Stock Exchanges where the equity share of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares shall be offered to the existing shareholders of such Company in manner laid down in Section 62 unless the shareholders in general meeting decide otherwise.

The special resolution, if passed, will have the effect of the allowing the Board to issue and allot Securities otherwise than on pro rata basis to the existing shareholders.

The Special Resolution seeks to empower the Board or any committee thereof to issue equity /equity linked securities/ or any other financial instruments as may be deemed appropriate in the best interest of the Company.

The Board believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

NOTICE TO SHAREHOLDERS

Item No. 16 –

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, and 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 15 to 20.

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 149 (1) (b) of the Companies Act, 2013, 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 of the Company in any way concerned or interested except Mr. Anil Kumar Vishwakrama in the said resolution.

By the order of the Board
(Nikitasha Mangal)
Company Secretary

PLACE: Bhopal
DATE: 04.08.2014

NOTICE TO SHAREHOLDERS

SANWARIA AGRO OILS LIMITED

Regd. Off: E-1/1, ARERA COLONY, BHOPAL (M.P.) - 462016
Ph: 0755-4294878, Fax: 0755-4295038
Website: www.sanwariaagro.com, Email: saolbhopal@gmail.com
CIN: L15143MP1991PLC006395

Folio No. / DP Id / Client Id:

Name:

Address:

Joint Holder(s):

No of shares held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, **Sanwaria Agro Oils Limited** ("SAOL" or "the Company") is offering e-voting facility to its members in respect of the businesses to be transacted at the 23rd Annual General Meeting scheduled to be held on, Monday, September 1st, 2014 at 11.00 A.M.

The Company has engaged the services of **Karvy Computershare Private Limited ("KCPL" or "Karvy")** as the Authorised Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	:	From 09.00 A.M. (IST) on August 27th, 2014
End of e-voting	:	Up to 06.30 P.M. (IST) on August 29th, 2014

The cut-off date (i.e. the record date) for the purpose of e-voting is August 29th, 2014.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice for the 23rd Annual General Meeting scheduled to be held on September 1st, 2014.

BY ORDER OF THE BOARD
FOR SANWARIA AGRO OILS LIMITED

Nikitasha Mangal
COMPANY SECRETARY

Place: Bhopal
Date: 04/08/2014

NOTICE TO SHAREHOLDERS

Instructions and other information relating to e-voting 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: **28pranay@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 as 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 29th, August, 2014.
5. The Board of Directors has appointed Mr. Pranay Patel a 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).

NOTICE TO SHAREHOLDERS

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

PROXY

LedgerFolio 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 23rd Annual General Meeting of the Company, to be held at 9.00 A.M. on Monday, the 1st September, 2014 and at any adjournment thereof.

As witness my / our hand/hands this _____ _____2014

Re. 1 Revenue Stamp

_____of

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

NOTICE TO SHAREHOLDERS

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

ATTENDANCE SLIP

Record of attendance at 23rd Annual 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_ _____