P. K. RAI & ASSOCIATES

PRACTICING COMPANY SECRETARIES

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P. K. RAI

M.Com., L.L.B., ACS

Ref.: .....

Date : .....

19.06.2012

To,

The Chairman

Sanwaria Agro Oils Limited

E-1/1, Arera Colony

Bhopal-462016 (M.P.)

Dear Sir,

The Board of Director of the Company at its meeting held on 17th May 2012 has appointed me as the scrutinizer to conduct postal Ballot Process in respect of the following resolution.

Resolution : Ordinary Resolution under section 293(1)(a) of the Companies Act 1956 for consent of the Members to sell transfer assign of otherwise dispose off the Wind Power division located at Dewas (M.P) & Tamilnadu (A. P.) to Sanwaria Energy Limited Group Company of Sanwaria Agro Oils Limited

I submit my report as under:

1. The Company completed the dispatch of postal ballot forms on 19th May 2012 along with the prepaid business reply envelope to its Members whose names appeared on the Register of member as on 11th May 2012.

2. The Particulars of all postal ballot forms received from the Members have been entered in a separate Register maintained for the purpose.

3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

4. The Postal Ballot boxes were opened after business hours on Monday 18th June in my presence.

5. The postal Ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of members of the Company as on 11th May 2012.

6. All postal Ballot Forms received up to the Close of working hours on 18th June 2012, the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny and none of the envelopes containing the postal ballot forms received after the business hours on 18th June 2012.

7. I did not find any defaced or mutilated ballot paper.

8. A summary of the postal Ballot Papers received is given below

9. I have reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names found that total percentage of assent of total votes in respect of the resolution is as under

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid up value of the Equity shares (in. Rs.)	% of Total Paid up Equity Capital
(a) Total Postal Ballot Forms Received	29	295581184	295581184	84.92
(b) Less: Invalid Postal ballot Forms (as per register)	--	--	--	--
(c) Net Valid Postal Ballot Forms (as per Register)	29	295581184	295581184	84.92
(d) Postal Ballot Forms with assent	29	295581184	295581184	84.92
(e) Postal Ballot Forms with dissent	--	--	--	--

Resolution : Number of votes polled in favour of the resolution is 295581184 (100% of the total valid votes)

Accordingly, the above mentioned resolution can be deemed to have been passed by requisite majority.

10. I have handed over the postal ballot forms and other related papers /registers and records for safe custody of the Company.

11. You may accordingly declare the result of the voting by Postal Ballot.

For P. K Rai & Associates
Praveen Kumar Rai

(Scrutinizer)

C.P. No-3779

Date: 19.06.2012

Place: Bhopal