To

Date: 01/09/2014

The Bombay Stock Exchange of India Ltd.
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai.

The National Stock Exchange of India LTD.
Exchange Plaza,
Bandra Kurla Complex,
Bandra East,
Mumbai-400051

Sub: Proceeding of 23rd Annual General Meeting for the year 2013-2014.

Dear Sir,

This is to inform you that, the 23rd Annual General Meeting of the Company held on today at 9 A.M. at the Registered Office of the company situated at E-1/1, Arera Colony, Bhopal - 462016 (M.P.) and the shareholders of the Company passed the following resolutions: -

Item No: 1.

Approval of Audited Balance Sheet for the Financial Year 2013-2014

"RESOLVED THAT, the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account of the Company for the period ended on 31st March 2014, together with the Directors Report and Auditors Reports thereon be and is hereby received and adopted"

Item No-2.

Re-Appointment of Director

"RESOLVED THAT Mr. Abhishek Agrawal who retires by rotation and being eligible offered himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

Item No: 3.

Re-Appointment of Director

"RESOLVED THAT, Mr. Rajul Agrawal, who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation"

Item No: 4.

Re-Appointment of Statutory Auditor

"RESOLVED THAT, pursuant to the provisions of Section 139, 140 and 141 and 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 reappointed 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.

Item No: 5.

Approval of borrowing powers of the company

"**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 authorized to do all such acts, deeds, matters and things may be necessary, desirable or expedient for giving effect to the above resolution."

Item No.:6

Appointment of Independent Director

"**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"

Item No.:7

Appointment of Independent Director

"**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"

Item No.:8

Appointment of Independent Director

"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"

Item No.:9

Appointment of Non-Executive Director

"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. "

Item No.:10

Re-Appointment of Independent Director

"**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."

Item No.:11

Re-Appointment of Independent Director

"**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."

Item No.:12

Re-Appointment of Independent Director

"**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."

Item No.:13

Re-Appointment of Independent Director

"**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."

Item No.:14

Re-Appointment of Independent Director

"**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."

Item No.:15

Issue of Shares by way of private placement

"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) finalization of the allotment of the securities on the basis of the subscriptions received;

(c) finalization 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 finalized 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) finalization of the basis of allotment in the event of over-subscription;

(h) authorization 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 authorized 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."

Item No.:16

Increase in number of Directors

"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."

The above businesses have been put to vote by poll. The poll results alongwith e-voting will be scrutinized and the final results will be announced within one day of the meeting.

Please take the above into your consideration.

Thanking You.

Yours faithfully,
For Sanwaria Agro Oils Ltd.
(On behalf of the Board of Directors)

For Sanwaria Agro Oils Ltd.

(Nikitasha Mangal)
Company Secretary

Company Secretary