SANWARIA AGRO OILS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Sanwaria Agro Oils Limited will be held on Tuesday ,29th March, 2011 at 09:00 A.M. at its Registered Office at E-1/1 Arera Colony Bhopal to transact special business and

To consider and if thought fit, to pass the following resolution as:

1. ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to section 94 (1) (a) and other applicable provisions of the Companies Act, 1956 the authorized share capital of the company be and is hereby increased from Rs. 210000000/- (Rupees Twenty One Crores) divided into 210000000 Equity Shares of Rs.1/- each to Rs. 400000000 /- (Rupees Forty Crores) divided into 380000000 Equity Shares of Rs.1/- each and 2000000 Preference Shares of Rs.10/-each and

Clause V of Memorandum of the Association of the Company be amended as follows:

The authorized share capital of the Company is Rs. 400000000 /- (Rupees Forty Crores) divided into 380000000 Equity Shares of Rs.1/- each and 2000000 Preference Shares of Rs.10/-each The company has power from time to time to increase or reduce its capital and to consolidated, divide and subdivide the share in the capital for time being into several class and to attach thereto such preferential deferred qualified or other special rights, privileges, conditions and restrictions as may be determined by or in accordance with the articles of association of the company and to very modify or abrogate any such right, privileges, conditions or restrictions in such manner as may from the time being is permitted by the legislative by the provision for the time being in force.'

2. ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the recommendation of Board of Director and Article 123 of the Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject further to such terms, conditions, alterations, modifications, changes and variations as may be specified while according such approvals which the Board of Directors of the Company be and is hereby authorised to accept, if it thinks fit, the Company be and is hereby authorised to capitalise upto Rs.174025000 out of "General Reserves" as on 31st March 2010 and transferred to share capital account towards issue and allotment of equity shares not exceeding 174025000 equity shares of Rs. 1/- each, as bonus shares credited as fully paid-up, to members of company holding equity shares whose names stand in the register of members of the company on record date as the directors may determine, in that behalf in the proportion of 1 new fully paid-up equity shares of Rs. 1/- each for every 1 Equity Share of Rs.1/- each, held as on record date and that the bonus shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income and that the said Equity Shares be issued and allotted, inter-alia, on the following terms and conditions :

(a) The new Equity Shares of Rs.1/- each to be issued and allotted as Bonus Shares

shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the then existing Equity Shares of the Company, notwithstanding the date or dates of allotment thereof, including entitlement to payment of dividend, if declared, for the financial year in which the same are allotted.

(b) That for the purpose of giving effects to this resolution the Directors of the Company be and is hereby authorized to do all such acts deeds, matters and things as they may in their absolute discretion deem necessary or desirable that may arise in regard to the issue and the distribution of the new equity shares or as they may think fit.

3. *AS A SPECIAL RESOLUTION*

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (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 Rs. 300 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."

By the order of the Board.
For Saswat Infra Ltd.

PLACE: BHOPAL

Shazia Afzal
Company Secretary

DATE: 04.03.2011

Company Secretary

NOTES

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 (m.p.) at least 48 hours before the commencement of the meeting.

2) An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is annexed hereto.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No-1

The present Authorised Capital of the Company is Rs. 210000000/-(Rupee Twenty One Crores) in order to commensurate with the proposed issue of bonus share the authorized capital of the Company be increased from Rs.21,00,00,000/- (Rupees Twenty One Crore) divided into 210000000 Equity Shares of Rs.1/- each to Rs. 400000000 /- (Rupees Forty Crores) divided into 380000000 Equity Shares of Rs.1/- each and 2000000 Preference Shares of Rs.10/-each.

Hence the proposed resolution is recommended for consideration of and approval of shareholders of the Company

None of the directors is interested or concerned in the resolution

ItemNo.2

With a view to bring the Share Capital to a level commensurate with the total capital employed in the Company your Directors have proposed that sums not exceeding Rs. 17,40,25,000/- be drawn from the "General Reserve" as on 31st March 2010 of the Company and capitalized and transferred to Share Capital Account towards issue and allotment of Equity Shares not exceeding 174025000 Equity Shares of Rs. 1/- each as Bonus Shares, credited as fully paid-up, to the members holding Equity Shares as on the Record Date to be specified in this behalf. The Bonus Shares will be issued in the proportion of 1 new Equity Share for every 1 Equity Share held on the date on which transfer books are closed. The said Bonus Shares shall rank pari-passu with the then existing Equity Shares.

The Board recommends the Resolution for approval of the shareholders.

None of the directors is interested in the resolution.

Item No.3

The resolution contained at the Item No 1 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 Rs 300 crores.

The Company proposes to raise the funds to meet the enhancement/ modernization of the existing crushing capacity 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 Rs 300 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 81(1A) and to the applicable provisions of the Companies Act, 1956 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 81(1A) of the Companies Act, 1956 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 81 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.

None of the Director of the Company is, in any way, concerned or is interested in the proposed resolution.

SANWARIA AGRO OILS LIMITED

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

ATTENDANCE SLIP

Record of attendance at Extraordinary 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_____

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 Extraordinary General Meeting of the company, to be held at 9.00 A.M. on Tuesday, the 29th March, 2011 and at any adjournment thereof.

As witness my / our hand/hands this _____ _____ of _____2011

Re. 1 Revenue Stamp

Signed by the said_____

Note:

The proxy must be deposited at the registered office of the company not less than 48 hrs before the time for holding the meeting.

A Proxy need not to be the member of the company.

Please fill in full particulars

Strike out whichever is not applicable