P.K. RAI
M.Com.,L.L.B., FCS

P.K. RAI & ASSOCIATES

PRACTICING COMPANY SECRETARIES

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Ref.: .....

Date : .....

SCRUTINIZER'S REPORT
(In Lieu of E-Voting / Postal ballot)

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read Companies (Management and Administration) Rules, 2014

To
The Chairman
SANWARIA CONSUMER LIMITED
(Formerly known as Sanwaria Agro Oils Limited)
E-1/1, Arera Colony, Bhopal-462016
Madhya Pradesh

Dear Sir,

Sub: Scrutinizers Report in lieu of E-voting/ postal ballot conducted pursuant to the provisions of Section 108 & Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014.

I, Praveen Kumar Rai , Proprietor of M/s P.K. Rai & Associates, Company Secretary in practice (FCS 6313 , COP 3779) having office at F-5/159 Smriti Complex Zone –II M.P. Nagar Bhopal Madhya Pradesh have been appointed as scrutinizer by The Board of Directors of M/s. Sanwaria Consumer Limited ("the Company") for the purpose of scrutinizing the e-voting/Postal Ballot process and ascertaining the requisite majority on e-voting/ Postal Ballot carried out as per the provisions of Section 108 and Section 110 of the Companies Act,2013 read the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice for postal ballot of the Company.

Management Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of
(i) Companies Act, 2013 and Rules made there And
(ii) The SEBI (Listing Obligations & Disclosure requirements) Regulations 2015 (LODR)
relating to postal ballot voting including voting by electronic means for the resolutions contained in the postal ballot Notice .

Scrutinizer Responsibility

My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolution stated In Postal Ballot Notice . The report is based on verification of data provided by Central Depository Services (India) Limited, India the authorized agency of the company from e-voting and postal ballot received through post till the time fixed for closing of the voting process i.e till 5 p.m. 16th june 2018 .

I submit my report on the results of e-voting/Postal ballot together as under:

i. The e-voting period remained open from 17th May 2018 at 10.00 a.m. to 16th June 2018 at 5.00 P.M.

ii. The members of the Company as on the Cut-Off date i.e. 11th May 2018 were entitled to vote on the resolutions as set out in the notice of the Company.

iii. The votes cast were unblocked on 16th June 2018 in the presence of 2 (two) witnesses who are not in the employment of the Company.

iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited

Based on such reports generated, the result of the e-voting and postal ballot were conducted is as under:-

ITEM NO.1:

ISSUE OF SECURITIES THROUGH QUALIFIED INSTITUTIONS PLACEMENT (QIP) ON A PRIVATE PLACEMENT BASIS TO QUALIFIED INSTITUTIONAL BUYERS ("QIBS")

Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (together the "Act"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015, Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") as amended, provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and applicable provisions of other laws, rules, regulations and guidelines and applicable provisions of the Memorandum of Association and the Articles of Association of the Company and subject to any approval, consent, permission or sanction of the Central Government, Securities and Exchange Board of India, Reserve Bank of India, Foreign Investment Promotion Board and any other appropriate authorities, institutions or bodies, including stock exchanges where the securities of the Company are currently listed (hereinafter collectively referred to as the "Appropriate Authorities") and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "Requisite Approvals"), which may be agreed to by the board of directors of the Company (hereinafter called the "Board" which term shall include any duly constituted committee of the Board), the Board be and is hereby authorized to create, issue, offer and allot equity shares of upto Rs. 400,00,00,000 (Four Hundred Crores only) on such date or dates as may be determined by the Board but not later than 60 months from the date of allotment or such other time period as may be prescribed under law (collectively referred to as "QIP Securities"), through qualified institutions placement, on a private placement basis in accordance with Section 42 of the Act to qualified institutional buyers ("QIBs") as defined in the SEBI ICDR Regulations, whether or not such QIBs are members of the Company, on the basis of placement document(s), at such time or times in one or

more tranches, at par or at such price or premium to market price(s)in terms of applicable regulations and on such terms and conditions and in such manner as the Board may, at its absolute discretion determine, in consultation with the lead managers, advisors and/or other intermediaries appointed in this regard.

RESOLVED FURTHER THAT in accordance with Regulation 81 of the SEBI ICDR Regulations, the "relevant date" for determination of applicable price for the issue of the QIP Securities shall be:

1. in case of allotment of equity shares, the date on which the Board of Directors of the Company decides to open the proposed issue, or
2. in case of allotment of eligible convertible securities, either the date on which the Board of Directors decides to open the proposed issue or the date on which the holders of the securities which are convertible into equity shares at a later date, becomes entitled to apply for equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and in accordance with the terms of the offering, all such shares shall rank paripassu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.

RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of law.

RESOLVED FURTHER THAT the issue to the holders of the QIP Securities with equity shares underlying such securities shall be, inter alia, subject to suitable adjustment in the number of shares, the price and the time period, etc., in the event of any change in the equity capital structure of the Company consequent upon capitalization of profits (other than by way of dividend on shares), rights issue of equity shares, consolidation of its outstanding equity shares into smaller number of shares, etc.

RESOLVED FURTHER THAT the QIP Securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations and that no subsequent qualified institutions placement shall be made until the expiry of six months from the date of the qualified institutions placement approved by way of this resolution.

RESOLVED FURTHER THAT subject to the applicable laws, for the purpose of giving effect to the issuance of QIP Securities, the Board be and 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 QIP Securities, including, without limitation to:

1. decide the date for the opening and closing of the issue of QIP Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the QIP Securities are to be issued and allotted, number of QIP Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of QIP Securities by the Company;
2. Finalization of the allotment of the QIP Securities on the basis of the subscriptions received;
3. Finalization of and arrangement for the submission of the preliminary and final placement document(s),and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
4. approval of the preliminary and final offering circulars or placement document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/ underwriter(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines;

5. appoint, in its absolute discretion, managers (including lead managers), merchant bankers, underwriters, guarantors, financial and/or legal advisors and all other agencies, whether in India or abroad, entering into or execution of all such agreements/ arrangements/ memorandum of understanding/ documents with any such agencies, in connection with the proposed offering of the QIP Securities;
6. authorization to any director or directors of the Company or other officer or officers of the Company, including by the grant of powers of attorney, 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 QIP Securities;
7. 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 consent that may be required in connection with the issue and allotment of the QIP Securities; and viii) all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modifications in the proposal as may be required or imposed by the Appropriate Authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as may be agreed to by the Board.

RESOLVED FURTHER THAT the board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer(s)/Authorized Representative(s) of the Company to give effect to this resolution."

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted **in favour** of the resolution	241	445484101	99.98%
Voted **against** the resolution	23	69833	0.02%
Voted Invalid	0	0	0

ITEM NO.2:

FURTHER ISSUE OF 28571429 EQUITY SHARES TO PROMOTERS/PROMOTER GROUP AT AN ISSUE PRICE OF RS. 35.00/- EACH (INCLUDING PREMIUM OF RS. 34.00/- PER SHARE) ON PREFERENTIAL BASIS.

Special Resolution:

"**RESOLVED THAT** pursuant to Sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), the Memorandum of Association and

Articles of Association of Sanwaria Consumer Limited (the "Company"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the SEBI Listing Regulations, 2015 and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board) to exercise its powers including the powers conferred by this resolution, the consent of the Members be and is hereby accorded to the Board to create, issue, offer, and allot 28571429 (Two Crore Eighty Five Lakh Seventy One Thousand Four Hundred Twenty Nine only) equity shares of face value of Rs. 1/- (One) each of the Company on preferential basis (the "Preferential Issue") to proposed allottees by way of conversion of unsecured loan given by the proposed allottee to the company at a premium of Rs. 34/-(Thirty Four only) considering May 17, 2018 as the Relevant Date being the date 30 days prior to the date of this meeting as per provisions of Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board at its absolute discretion."

S. No .	Proposed Allottees	Category	Permanent Account Number	No. Of Equity Shares Amount	(INR)
1.	Anil Agrawal	Promoter	ABBPA9214G	7142858	25,00,00,030/
2.	Ashok Kumar Agrawal	Promoter	ABBPA9215H	7142857	24,99,99,995/
3.	Gulab Chand Agrawal	Promoter	ABBPA9209K	7142857	24,99,99,995/-
4.	Satish Kumar Agrawal	Promoter	ABBPA9216E	7142857	24,99,99,995/-
	Total				100,00,00,015/-

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

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

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

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

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

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted **in favour** of the resolution	236	445528388	99.99%
Voted **against** the resolution	28	25546	0.01%
Voted Invalid	0	0	0

ITEM NO.3:

INCREASE IN AUTHORISED SHARE CAPITAL

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 13 & 61 and any other applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (together the "Act"), the authorized share capital of the company be altered and increased from the existing Rs. 78,00,00,000/- (Seventy Eight Crore only) divided into 760000000 Equity Shares of Rs. 1.00 each and 20,00,000 Preference Shares of Rs. 10.00/- each to Rs. 100,00,00,000 (One Hundred Crores Only) divided into 980000000 Equity Shares of Rs. 1.00

each and 2000000 Preference Shares of Rs. 10.00/- each" "RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the company be substituted with the following clause: V. The Authorized share capital of the company is Rs. Rs. 100,00,00,000 (One Hundred Crores Only) divided into 980000000 Equity Shares of Rs. 1.00 each and 2000000 Preference Shares of Rs. 10.00/- each with the rights, privileges and conditions attached thereto as are provided by regulations of the Company for the time being in force, with power to increase and reduce the Capital of the Company and to consolidate and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company." "**RESOLVED FURTHER THAT** any director or the Company Secretary be and is severally authorized to file statuary application and other forms, remit fees and to do all such acts, deeds, things as may be necessary and incidental to give effect to the above resolution."

The special resolution is passed by requisite majority.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted **in favour** of the resolution	246	445481910	99.98%
Voted **against** the resolution	18	72024	0.02%
Voted Invalid	0	0	0

Thanking you,

Yours faithfully,

For **P.K. Rai & Associates**
Practicing Company Secretaries,

CS Praveen Kumar Rai
Proprietor
M.No:6313
C.P.No.3779

Place: Bhopal
Date: 18th June 2018

Countersigned by

For **SANWARIA CONSUMER LIMITED**

SANWARIA CONSUMER LIMITED

(Authorized Signatory)