SANWARIA GROUP
Serving society through Industry

A Govt. Recognised Trading House

Sanwaria Agro Oils Ltd.

CIN - L15143MP1991PLC006395

SAOL

2nd October, 2015

To

Bombay Stock Exchange Limited

Market Operations Dept.

P.J. Towers, Dalal Street,

Mumbai- 400 001

To

National Stock Exchange of India

Exchange Plaza, Bandra Kurla Complex,

Bandra (East),

Mumbai-400 051

Dear Sir,

Sub : Voting Results under Clause 35 A of Listing Agreement

We wish to inform you that the Annual General Meeting of the Company was held on 30th September, 2015 at 9.00 AM at registered office of the Company at E-1/1, Arera Colony, Bhopal-462016 (Bhopal)

Pursuant to Clause 35 B of Listing Agreement and as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given an opportunity to exercise their right to vote on the resolutions as set out in the notice of AGM through electronic voting (e- voting) during the period commencing from 27th September, 2015 to 29th September, 2015.

Further the Company provided the voting facility at the AGM venue through a physical ballot for those who have not exercised e- voting facility.

All the resolutions contained in the notice of AGM were approved by requisite majority of shareholders through e- voting and polls at the venue of AGM.

In accordance with the Clause 35A of the listing Agreement, we enclose the voting results in the prescribed format along with the scrutinizer's report for e-voting and poll.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Yours faithfully
For Sanwaria Agro Oils Limited

For Sanwaria Agro Oils Limited
Priyanka
Company Secretary

Priyanka Shrivastava
Company Secretary

Details as per Clause 35A of the Listing Agreement with Stock exchanges as per SEBI-Amendments to Equity Listing Agreement

(a) Promoters and Promoters Group
(b) Public

I	**Date of the AGM**	30.09.2015
II	**Total number of Shareholders on record date**	8084 (As on 23rd September, 2015-Record date)
III	**Number of Shareholders present in the meeting in person or through proxy** **a. Promoter and Promoter Group** **b. Public**	 **18** **12**
IV	**No of Shareholders who attended the meeting through Video Conferencing**	No video conferencing

Agenda-wise:

In case of Poll/ Postal Ballot/ E-voting :

The mode of voting for all resolutions was E-voting and poll.

Resolution No. 1 Adoption of Financial Statements for the year ended March 31, 2015 (Ordinary Resolution)

Mode of voting : Poll & E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	243801608	243801608	100	243801608	0	100	0
Public Institutional holders							
Public- others	104248392	37324996	35.80	37324246	750	99.99	0.002
Total	348050000	281126604	80.77	281125854	750	99.99	0.0002

SANWARIA AGRO OILS LTD. BHOPAL

Resolution No. 2 Re-appointment of Mrs. Geeta Devi Agrawal as Non-Executive Director (Ordinary Resolution)

Mode of voting : Poll & E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	243801608	243801608	100	243801608	0	100	0
Public Institutional holders							
Public- others	104248392	37324996	35.80	37324246	750	99.99	0.002
Total	348050000	281126604	80.77	281125854	750	99.99	0.0002

Resolution No. 3 Re-appointment of Mr. Rajul Agrawal as Non-Executive Director (Ordinary Resolution)

Mode of voting : Poll & E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	243801608	243801608	100	243801608	0	100	0
Public Institutional holders							
Public- others	104248392	37324996	35.80	37324236	760	99.99	0.002
Total	348050000	281126604	80.77	281125844	760	99.99	0.0002

Resolution No. 4 Re-appointment of Statutory Auditors (Ordinary Resolution)

Mode of voting : Poll & E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	243801608	243801608	100	243801608	0	100	0
Public Institutional holders							
Public- others	104248392	37324996	35.80	37324246	750	99.99	0.002
Total	348050000	281126604	80.77	281125854	750	99.99	0.0002

Resolution No. 5 Adoption of new set of Memorandum of Association (Special Resolution)

Mode of voting : Poll & E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	243801608	243801608	100	243801608	0	100	0
Public Institutional holders							
Public- others	104248392	37324996	35.80	37324246	750	99.99	0.002
Total	348050000	281126604	80.77	281125854	750	99.99	0.0002

Resolution No. 6 Adoption of new set of Articles of Association (Special Resolution)

Mode of voting : Poll & E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	243801608	243801608	100%	243801608	0	100	0
Public Institutional holders							
Public- others	104248392	37324996	35.80	37324246	750	99.99	0.002
Total	348050000	281126604	80.77	281125854	750	99.99	0.0002

Resolution No. 7 Ratification of the Remuneration of the Cost Auditors (Ordinary Resolution)

Mode of voting : Poll & E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	243801608	243801608	100	243801608	0	100	0
Public Institutional holders							
Public- others	104248392	37324996	35.80	37324236	760	99.99	0.002

Total	348050000	281126604	80.77	281125844	760	99.99	0.0002

Resolution No. 8 Ratification of the Non-Payment of managerial remuneration to Whole-Time Directors (Special Resolution)

Mode of voting : Poll & E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	243801608	243801608	100	243801608	0	100	0
Public Institutional holders							
Public- others	104248392	37324996	35.80	37324226	770	99.99	0.002
Total	348050000	281126604	80.77	281125834	770	99.99	0.0002

Resolution No. 9 Ratification of Non-Payment of managerial remuneration to Non-Executive/Independent Directors (Special Resolution)

Mode of voting : Poll & E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	243801608	243801608	100%	243801608	0	100	0
Public Institutional holders							
Public- others	104248392	37324996	35.80	37324226	770	99.99	0.002
Total	348050000	281126604	80.77	281125834	770	99.99	0.0002

Resolution No. 10 Increase in the borrowing limit of the Company (Special Resolution)

Mode of voting : Poll & E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	243801608	243801608	100%	243801608	0	100	0
Public Institutional							

holders							
Public- others	104248392	37324996	35.80	37323926	1070	99.99	0.002
Total	348050000	281126604	80.77	281125534	1070	99.99	0.0003

SANWARIA AGRO OILS LTD. BHOPAL

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

P.K. RAI & ASSOCIATES
PRACTICING COMPANY SECRETARIES

Office : F-5, Ist Floor, 159, Smriti Complex, Zone-II, M.P. Nagar, Bhopal-11
Phone.: 0755-2761172, Mob: 9303124872 E-mail: cspkrai@gmail.com

Ref. : .....

Date : .....

COMBINED SCRUTINIZER'S REPORT
(IN LIEU OF E-VOTING & POLL AT THE AGM)
(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing agreement)

To
The Chairman
of Twenty Fourth Annual General Meeting of the Equity Shareholders of
M/s SANWARIA AGRO OILS LIMITED
(L15143MP1991PLC006395)
held on Wednesday, the 30th September, 2015 at 09.00 a.m.at
E-1/1, Arera Colony, Bhopal-462016
Madhya Pradesh

Dear Sir,

Sub: Scrutinizers Report in lieu of e-voting & Poll at the AGM conducted pursuant to the provisions of Section 108 & Section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 21(2) of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing agreement

I, Praveen Kumar Rai, Proprietor of M/s P.K. Rai & Associates, Practicing Company Secretaries, Bhopal have been appointed as scrutinizer by:

1. the Board of Directors of M/s. Sanwaria Agro Oils Limited ("the Company") as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice to the Twenty Fourth Annual General Meeting (AGM) of the members of the Company, to be held at 9:00 a.m. at E-1/1, Arera Colony, Bhopal-462016, Madhya Pradesh on Wednesday, the 30th September, 2015.

2. The Chairman of Annual General Meeting on poll under the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the Notice to the Twenty Fourth Annual General Meeting (AGM) of the members of the Company, to be held at 9:00 a.m. at E-1/1, Arera Colony, Bhopal-462016, Madhya Pradesh on Wednesday, the 30th September, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to the 24th AGM of the members of the Company.

My responsibility as scrutinizer for the e-voting process & for poll is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorized agency to provide e-voting facilities and also at the time of poll at AGM, engaged by the Company.

I submit herewith my combined report on the results of e-voting together with that of poll as under:

i. The e-voting period remained open from 27th September, 2015 at 10.00 a.m. to 29th September, 2015 at 5.00 p.m.

ii. The members of the Company as on the "Cut-Off" date i.e. 23rd September, 2015 were entitled to vote on the resolutions (as set out in the notice of the 24th AGM of the Company).

iii. The votes cast were unblocked on 30th September, 2015 in the presence of 2 (two) witnesses namely Ms. Srishti Soni & Mr. Yash Pareek who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

Name

Name

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 Karvy Computer Share Private Limited i.e. https://evoting.karvy.com/srutinizer/dashboard.aspx based on such reports generated, the result of the e-voting together with poll conducted is as under:-

ITEM NO.1:

TO ADOPT THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2014-2015:

Ordinary Resolution: To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2015, including the audited Balance sheet as at March 31, 2015, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

	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	28 (e-voting)+ 5(poll)	199747882 (e-voting) + 81377972 (Poll)	99.999 %
Voted against the resolution	2(e-voting)	750(e-voting)	0.001 %
Voted Invalid	0	0	0.00

ITEM NO.2:

TO RE-APPOINT MRS. GEETA DEVI AGRAWAL AS NON-EXECUTIVE DIRECTOR:

Ordinary Resolution: To appoint a Director in place of Mrs. Geeta Devi Agrawal (DIN: 06582600), who retires by rotation and being eligible, offers herself for re-appointment.

	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	28(e-voting) + 5(poll)	199747882 (e-voting) + 81377972 (Poll)	99.999 %
Voted against the resolution	2(e-voting)	750 (e-voting)	0.001 %
Voted Invalid	0	0	0.00

ITEM NO.3:

TO RE-APPOINT MR. RAJUL AGRAWAL AS NON-EXECUTIVE DIRECTOR:

ORDINARY RESOLUTION:

To appoint a Director in place of Mr. Rajul Agrawal (DIN: 00256668), who retires by rotation and being eligible, offers himself for re-appointment

	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	27(e-voting) + 5(poll)	199747872(e-voting) + 81377972 (Poll)	99.999 %
Voted against the resolution	3 (e-voting)	760(e-voting)	0.001 %
Voted Invalid	0	0	0.00

ITEM NO.4:

TO RE-APPOINT THE STATUTORY AUDITORS OF THE COMPANY:

ORDINARY RESOLUTION

To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary 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	28(e-voting) + 5(poll)	199747882 (e-voting) + 81377972 (Poll)	99.999 %
Voted against the	2 (e-voting)	750 (e-voting)	0.001 %

resolution			
Voted Invalid	0	.0	0.00

ITEM NO.5

TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

"**RESOLVED FURTHER THAT** Mr. Anil Agrawal, Director and Ms. Priyanka Shrivastava, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient 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	28(e-voting) + 5(poll)	199747882 (e-voting) + 81377972 (Poll)	99.999 %
Voted against the resolution	2 (e-voting)	750 (e-voting)	0.001 %
Voted Invalid	0	0	0.00

ITEM NO.6

TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

SPECIAL RESOLUTION

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

"**RESOLVED FURTHER THAT** Mr. Anil Agrawal, Director and Ms. Priyanka Shrivastava, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient 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	28(e-voting) + 5(poll)	199747882 (e-voting) + 81377972 (Poll)	99.999 %
Voted against the resolution	2 (e-voting)	750 (e-voting)	0.001 %
Voted Invalid	0	0	0.00

ITEM NO. 7:

TO RATIFY THE REMUNERATION OF COST AUDITOR:

ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Yogesh Chourasia & Associates., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2016 at a remuneration of Rs. 35,000/-(Rupees Thirty Five Thousand Only) excluding service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

	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	28(e-voting) + 4(poll)	199747882 (e-voting) + 81377962 (Poll)	99.999 %
Voted against the resolution	2 (e-voting)+ 1(poll)	750 (e-voting)+ 10(Poll)	0.001 %
Voted Invalid	0	0	0.00

ITEM NO. 8:

TO RATIFY THE NON-PAYMENT OF MANAGERIAL REMUNERATION TO WHOLE TIME DIRECTORS:

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the Article 82 and 96(c) of the Articles of Association of the Company and subject to all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approvals, if any as may be required, approval of the members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm that no managerial remuneration shall be paid to the Whole time

Directors of the Company during the financial year 2014-15, including any sitting fees for attending the meeting of the board of Directors or Committee thereof."

	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	27(e-voting) + 4(poll)	199747872 (e-voting) + 81377962 (Poll)	99.999 %
Voted against the resolution	3 (e-voting)+ 1(poll)	760 (e-voting)+ 10(Poll)	0.001 %
Voted Invalid	0	0	0.00

ITEM NO. 9:

TO RATIFY THE NON-PAYMENT OF MANAGERIAL REMUNERATION TO NON-EXECUTIVE DIRECTORS/INDEPENDENT DIRECTORS:

SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the Article 82 of the Articles of Association of the Company and subject to the terms and conditions of appointment and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, if any as may be required, approval of the members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm that no managerial remuneration shall be paid to the Non-Executive/Independent Directors of the Company during the financial year 2014-15 including any sitting fees for attending the meeting of the board of Directors or Committee thereof."

	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	27(e-voting) + 4(poll)	199747872 (e-voting) + 81377962 (Poll)	99.999 %
Voted against the resolution	3 (e-voting)+ 1(poll)	760 (e-voting)+ 10(Poll)	0.001 %
Voted Invalid	0	0	0.00

ITEM NO. 10:

TO INCREASE THE BORROWING LIMIT OF THE COMPANY:

SPECIAL RESOLUTION

"RESOLVED THAT in supersession of the earlier resolution passed at the general meeting held on September 1, 2014 and pursuant to Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") for borrowing from time to time any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may deem fit which, 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) may exceed the aggregate for the time being of the paid up capital of the company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of money/ moneys so borrowed shall not exceed Rs. 3000 crores (Rupees Three Thousand Crores Only)."

	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	26(e-voting) + 4(poll)	199747572 (e-voting) + 81377962 (Poll)	99.999 %
Voted against the resolution	4 (e-voting)+ 1(poll)	1060 (e-voting)+ 10(Poll)	0.001 %
Voted Invalid	0	0	0.00

We hereby confirm that we are maintaining the Registers in electronic form as obtained from the Service Provider from their website in respect of the vote cast through e-voting by the shareholders of the Company. I shall be arranging to handover these records to you or such other persons as authorized by you.

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: 30th September 2015

Countersigned by

For SANWARIA AGRO OILS LIMITED

गीता अग्र

Geeta Devi Agrawal
Chairperson