SANWARIA AGRO OILS LIMITED
Regd. Office: E-1/1, Arera Colony, Bhopal-462016
Phone: 0755-4294878; Fax: 0755-4295038
Email: saolbhopal@gmail.com; Website: www.sanwariaagro.com
CIN: L15143MP1991PLC006395

NOTICE

NOTICE IS HEREBY GIVEN that an **Extraordinary General Meeting** (EGM) of the Members of **Sanwaria Agro Oils Limited** will be held on Saturday, 28th November, 2015 at 9.00 AM Hrs. (IST) at the Registered Office of the Company at E-1/1,Arera Colony, Bhopal-462016 to transact the following business:

SPECIAL BUSINESS:

1. Issue of Equity shares to the Promoters of the Company on preferential basis

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a 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 reenactment thereof for the time being in force), the Memorandum of Association and Articles of Association of Sanwaria Agro Oils 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 listing agreements entered into with the stock exchanges on which the Company's equity shares are listed (the "Stock Exchanges"), 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 Company be and is hereby accorded to the Board to create, issue, offer, and allot 2,00,00,000 (Two Crore only) equity shares of face value of Rs. 1/- (One) each of the Company (the "Equity Share") at a premium of Rs. 24/-(Twenty Four only) considering 29th October 2015 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 Regulations, on a preferential basis (the "Preferential Issue") and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board to the following entity being an entity which is a part of the promoter group (the "Proposed Allottee") as detailed herein below:

S.No.	Proposed Allottee	Permanent Account No.	Category	No. of Shares
1	Abhishek Agrawal	AJAPA4780A	Promoter	58400
2	Anil Kumar Agrawal	ABBPA9214G	Promoter	3591200

3	Anju Devi Agrawal	ABBPA9276C	Promoter	4800
4	NS Agrawal Trading Corporation Limited	AADCN3742N	Promoter	2400000
5	Ashok Kumar Agrawal	ABBPA9215H	Promoter	3627200
6	Geeta Devi Agrawal	ABBPA9212A	Promoter	65600
7	Gulab Chand Agrawal	ABBPA9209K	Promoter	3983200
8	Rajul Agrawal	AGCPA0879P	Promoter	99000
9	Sadhna Devi Agrawal	ABBPA9213B	Promoter	8640
10	Sanwaria Foods Limited	AACCS1448P	Promoter	54400
11	Sanwaria Globfin Private Limited	AAFCS4635M	Promoter	2608360
12	Satish Kumar Agrawal	ABBPA9216E	Promoter	3499200

"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 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."

By the order of Board of Directors
For Sanwaria Agro Oils Limited

Bhopal
November 5, 2015

Sd/-
Priyanka Shrivastava
Company Secretary

Registered Office:
E-1/1, Arera Colony, Bhopal-462016

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business as set out in the notice is annexed.

2. A member of the company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company.

3. The instrument appointing proxy, duly completed, stamped and signed must be deposited at the Company's Registered Office not later than 48 hours before the commencement of the Meeting. The Proxy form is enclosed herewith.

4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company.

5. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.

6. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

7. Corporate Members are requested to send a board resolution duly certified, authorizing their representative to attend and vote on their behalf at the Extraordinary General Meeting.

8. The proxy form should be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorized by him/her.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Members holding shares in physical form are requested to intimate any change in address, change of name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., to the Company's Registrar & Transfer Agents, Karvy Computershare Private Limited, at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,

Nanakramguda, Hyderabad- 500 032 (Phone No. 040-67161500/18003454001, Email: einward.ris@karvy.com;) for providing efficient and better services. Members holding shares in dematerialized form are requested to intimate such changes to their respective depository participants.

11. In line with the Green Initiative of the Ministry of Corporate Affairs, notice of the EGM along with the Attendance Slip, Proxy Form and a letter giving the process, instructions and manner of conducting the e-voting will be sent to those shareholders who have registered their e-mail addresses.
Shareholders who have not and who request for a hard copy, physical copies of the same will be sent to their registered address.

12. To ensure that shareholders' queries are answered in full, shareholders are requested to write to the Company at an early date at the e-mail ID compliance@sanwariaagro.com.

17. The notice is being sent to all the members whose names appeared in the Register of Members as on 30th October, 2015.Relevant documents referred to in the accompanying Notice and the explanatory statement, will remain open for inspection at the Registered Office of the Company on all working days between 09:00 am to 5:00 pm excluding Saturdays, Sundays and public holidays upto the date of the EGM. The notice of Extraordinary General Meeting is also displayed on the website of the Company i.e. www.sanwariaagro.com

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

19. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Karvy Computershare Private Limited (KCPL), Hyderabad.
The voting period begins on November 25, 2015 at 10.00 A.M. and ends on November 27, 2015 at 5.00 P.M. During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 21, 2015 may cast their vote electronically. The e-voting module shall be disabled by KCPL for voting thereafter.

The instructions for shareholders voting electronically are as under:

1. A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:

(i) Launch internet browser by typing the URL: https://evoting.karvy.com

(ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iii) After entering these details appropriately, click on “LOGIN”.

(iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the E-Voting Event Number for Sanwaria Agro Oils Limited.

(vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

(viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios demat accounts.

(ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(x) You may then cast your vote by selecting an appropriate option and click on "Submit".

(xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xii) Corporate Institutional Members (i.e. other than Individuals, HUF, NRI. etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution, Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: praveenrai6313@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

B. In case a Member receives physical copy of the EGM Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participants]:

(i) User ID and initial password are provided overleaf.

(ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website https://evoting.karvy.com.
4. The voting rights of the Members shall be in proportion to the paid-Up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being 21st November, 2015.
5. The Board of Directors has appointed Mr. P.K. Rai, Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
7. The Results on resolutions shall be declared at or after the Extraordinary General Meeting of the Company and the resolutions will be deemed to be passed on the Extraordinary General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
8. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company, www.sanwariaagro.com and on Karvy's website, https://evoting.karvy.com within two (2)

days of passing of the resolutions and communication of the same to Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE).

II. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date of November 21, 2015.

III. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).

ANNEXURE TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statement set out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice.

Item No. 1-

The Board on 5th November, 2015, subject to necessary approval(s), has approved the proposal for raising funds up to Rs. 50,00,00,000/- (Fifty crores only) by way of issue of equity shares on preferential basis.

The Information as required under Regulation 73 of the SEBI Regulations for the proposed Preferential Issue is as under:

(a) Object/s of the issue:
The object of the proposed Preferential Issue is to augment the resources of the Company for general corporate and capacity expansion and other such purposes permitted by the applicable law and approved by the Board of the Company.

Since the Company requires funds and the present market condition is not favourable for raising funds through QIP's or public issue, therefore the promoters have decided to infuse funds into the Company around Rs. 50,00,00,000 (Rupees Fifty Crores only) by a way of subscription to the equity capital of the Company..

(b) Proposal of Promoters/Directors/key Managerial Personnel of the Company to subscribe to the offer:
The Preferential Issue is being made to the promoters of the Company.

(c) Securities to be issued:
The resolution set out in the accompanying notice authorizes the Board to issue to the Proposed Allottee up to 2,00,00,000 (Two Crore) Equity Shares of face value of Rs. 1/- (One) each at an issue price of Rs. 25/- (Rupees Twenty Five) per Equity Share, aggregating up to Rs. 50,00,00,000/- (Fifty crores only), in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI Regulations.

The Preferential Issue shall be made only in dematerialized form as per SEBI Regulations.

(d) Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

Category Code	Category of Shareholder	Pre-issue		Post-issue	
		Pre-issue shares held	**% to total holding**	**Post-issue shares held**	**% to total holding**
(A)	**Promoters Holding**	**243801608**	**70.05**	**263801608**	**71.68**
1.	**Indian:**				
	Individual	155667608	44.73	170604848	46.35
	Bodies Corporate	88134000	25.32	93196760	25.32
	Sub Total	**243801608**	**70.05**	**263801608**	**71.67**
2.	Foreign Promoters	**-**	**-**	**-**	**-**
	Sub Total (A)				
B.	**Public**				
1.	Institutions	20	0.00	20	0.00
2.	Non Institutions	104248372	29.95	104248372	28.33
	Grand total	**348050000**	**100**	**368050000**	**100**

(e) Time within which the Preferential Issue shall be completed:
The Company will complete the issue & allotment of Equity Shares within a period of 15 days from the date of special resolution or when the allotment on preferential issue requires any approval by any regulatory authority like stock exchange or Central Government or any statutory body, the allotment of shares will be completed within 15 days from the date of such approvals.

(f) Change in Control:
There shall be no change in the control or management of the Company pursuant to the issue of equity shares to the promoters on preferential basis.

(g) Lock-In Requirements:
The shares to be allotted on preferential basis shall be locked in as per the provisions of the SEBI (ICDR) Regulations.

(h) Transferability period:
The Equity Shares allotted on a preferential basis shall not be transferred by the Investor until trading approval is granted by the Stock Exchanges.

(i) Auditors' Certificate:
M/s. Sunil Saraf & Associates, Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI Regulations. A copy of the certificate shall be placed before the shareholders at the Extra-ordinary General Meeting and is kept for inspection at the Registered Office of the Company during the business hours.

(j) Relevant Date:
Relevant Date for the purpose of Preferential Issue is 29th October 2015, which is the date 30 days prior to the date of Extra-ordinary General Meeting where this resolution is being considered for approval.

(k) Pricing & Undertaking to re-compute the price:
The Equity Shares proposed to be issued pursuant to the Preferential Issue will be issued and allotted at a price not less than the higher of the following in terms of Regulation 76 of the SEBI Regulations:

(a) the average of the weekly high and low of the closing price of the equity shares of the Company quoted on the recognized Stock Exchange during the 26 (twenty-six) weeks preceding the Relevant Date (as defined above); or
(b) the average of the weekly high and low of the closing price of the Equity Shares of the Company quoted on the recognized Stock Exchanges during the 2 (two) weeks preceding the Relevant Date (as defined above).

Accordingly, the issue price of Rs. 25/- (Rupees Twenty Five Only) per Equity Share at which the Equity Shares are proposed to be issued and allotted is in compliance with the minimum issue price determined in accordance with Regulation 76 of the SEBI Regulations.

Moreover, Sanwaria Agro Oils Limited (SAOL) is becoming an FMCG Company on very face pace and since the average P/E ratio of edible oil sector is 13-15 while the P/E ratio of FMCG sector is 30-40, therefore the Board has decided to fix the issue price of equity shares to be allotted on preferential basis at Rs. 25/-

(l) Recomputation:
Given that the company has been listed for a period of more than 26 (Twenty Six) weeks as on the Relevant Date, no requirement to recompute the price is applicable.

Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42 and 62 of the Companies Act, 2013 read with the rules made there under, for the issue of Equity Shares aggregating an amount not exceeding Rs.50,00,00,000/- (Rupees fifty crores only) and to offer and allot such Equity Shares on a preferential basis.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

Bhopal
November 5, 2015

For Sanwaria Agro Oils Limited
CIN: L15143MP1991PLC006395

Sd/-
Priyanka Shrivastava
Company Secretary

Registered Office:
E-1/1, Arera Colony, Bhopal-462016

SANWARIA AGRO OILS LIMITED
Regd. Office: E-1/1, Arera Colony, Bhopal-462016
Phone: 0755-4294878; Fax: 0755-4295038;
Email: saolbhopal@gmail.com; Website: www.sanwariaagro.com
CIN: L15143MP1991PLC006395

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters)……..……..……

Name of the Proxy, if any (In block letters) ……..……

Folio No.	
No. of Shares	

I hereby record my presence at the Extraordinary General Meeting of the Company at E-1/1,Arera Colony, Bhopal- 462016 (M.P.) on Saturday,28th November, 2015 at 9.00A.M.

Signature of the Shareholder or Proxy……

1) Only members or the Proxy holder can attend the meeting.

2) Member/Proxy Holder should bring his/ her copy of Extraordinary Report for reference at the meeting.

SANWARIA AGRO OILS LIMITED
Regd. Office: E-1/1, Arera Colony, Bhopal-462016
Phone: 0755-4294878; Fax: 0755-4295038
Email: saolbhopal@gmail.com; Website: www.sanwariaagro.com
CIN: L15143MP1991PLC006395

Form MGT-11
Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id **:**

I/ We, being the member (s) of …….. shares of the above named company, hereby appoint

1. Name:……
   Address:……..…
   Email Id:…….....…...…….Signature:…….....……,or failing him/her.
2. Name:……
   Address:……..…
   E-mail Id:…….....…...…….Signature:…….....……,or failing him/her.
3. Name:……
   Address:……..…
   E-mail Id:…….....…...…….Signature:…….....……

As my/our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the Extraordinary General Meeting of the Company will be held at the Registered Office of the Company atE-1/1, Arera Colony, Bhopal-462016 (M.P.), on Saturday, the 28th November, 2015 at 9.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. Special Resolution to be passed to consider and approve the preferential allotment of equity shares to the promoters.

Signed this ……..… day of ……..…. 2015

Signature of Shareholder…….

Signature of Proxy…….

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and

deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Route Map of Sanwaria Agro Oils Limited

