A Govt. Recognised Trading House

SANWARIA CONSUMER LIMITED

(Formerly known as Sanwaria Agro Oils Limited)

CIN - L15143MP1991PLC006395

SANWARIA GROUP
Serving society through Industry

06th September, 2018

To,

The General Manger,
Corporate Relationship Department,
The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.
BSE Scrip Code: 519260

The Manager,
National Stock Exchange of India Limited,
Plaza, C/1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai 400 051
NSE Scrip Code: SANWARIA

Dear Sir/Madam,

Sub: Intimation of AGM and Book Closure Dates

This is to inform you that, the 27th Annual General Meeting of the members of the Company will be held on 29th September, 2018, Saturday at 9.00 a.m. at "E-1/1, Arera Colony, Bhopal, M.P.-462016, the details of Book Closure of the Company for the purpose of 27th Annual General Meeting is as under:

Type of Security	Book Closure Dates		Record Date	Purpose
Equity	From	To	-	Annual General Meeting
	27.09.2018 Thursday	30.09.2018 Sunday		
	Both Days Inclusive			

The Board of Directors has fixed 21st September, 2018 as the Cut-off date to record the entitlement of the Shareholders to cast their vote electronically. The e-voting period begins on Wednesday, 26th September, 2018 to Friday, 28th September, 2018. During this period, Shareholders holding shares as on 21st September, 2018 may cast their Vote Electronically.

Kindly acknowledge the receipt and take the information on your record.

Thanking You,

Yours faithfully,

By order of the Board
For Sanwaria Consumer Limited

Komal

Komal Madhyani
Company Secretary

SANWARIA CONSUMER LIMITED BHOPAL

Enclosed: Notice of 27th AGM

SANWARIA CONSUMER LIMITED

(Formerly known as Sanwaria Agro Oils Limited)
CIN: L15143MP1991PLC00256539
Registered Office: E-1/1, Arera Colony, Bhopal (M.P.) -462016
Website: www.sanwariaconsumer.com, Email Id: compliance@sanwariaconsumer.com
Telephone: +91-755-4294878 Fax: +91-755-4295038

NOTICE of 27th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTY SEVENTH Annual General Meeting** of the Members of **Sanwaria Consumer Limited (Formerly known as Sanwaria Agro Oils Limited)** will be held on **Saturday, September 29, 2018 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:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2018, including the audited Balance Sheet as at March 31, 2018, 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.

2. To appoint a Director in place of Mr. Abhishek Agrawal (DIN: 06744775), who retires by rotation and, being eligible, offers himself for re-appointment.

   "**RESOLVED THAT, pursuant** to the provisions of Section 152 of the Companies Act, 2013, Shri Abhishek Agrawal (DIN: 06744775), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

3. To re-appoint M/s. Khandelwal Kakani & Co.; Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting and until the conclusion of next AGM of the Company to be held in the year 2019."

SPECIAL BUSINESS:

4. **To confirm the appointment of Ms. Shivani Jhariya as Women Independent Director:**
   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

   "RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Shivani Jhariya (DIN: 07262839) be and is hereby appointed an Independent Director of the Company for a period of five years with effect from **05th September, 2018** or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

5. **To ratify remuneration of the Cost Auditors.**

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, **M/s. M.P. Turakhia & Associates**; Cost Accountants, (Firm Registration No.: 00417) appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2018-19 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) excluding applicable taxes in connection with the aforesaid audit be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, incidental and ancillary to give effect to this resolution."

6. To ratify the non-payment of managerial remuneration to Whole Time Directors.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT, pursuant to the 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 as recommended and approved by the Nomination and Remuneration Committee of the Board of Directors of the Company; 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 2017-18, including any sitting fees for attending the meeting of the board of Directors or Committee thereof."

7. To ratify the non-payment of remuneration/sitting fees to Non-Executive/ Independent directors

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the 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 as recommended and approved by the Nomination and Remuneration Committee of the Board of Directors of the Company; approval of the members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm that no sitting fees shall be paid to the Non-Executive/Independent Directors of the Company during the financial year 2017-18 for attending the meeting of the Board of Directors or Committee thereof."

8. To issue securities through Qualified Institutions Placement (QIP) on a private placement basis to Qualified Institutional Buyers ("QIBS") to the extent of of upto Rs. 500,00,00,000 (Five Hundred Crores only) [superseding the resolution passed through postal ballot for issue of securities through Qualified Institutions Placement (QIP) on a private placement basis to Qualified Institutional Buyers ("QIBS") to the extent of Rs. 400,00,00,000 (Four Hundred Crores only)]

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT, in supersession of the earlier resolution passed for Item No. 1 by the members through Postal Ballot on June 16, 2018 and 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. 500,00,00,000/- (Rupees Five 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 Pari Passu 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 an 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."

By the order of the Board,
For Sanwaria Consumer Limited

September 6, 2018
Bhopal

Sd/-
Komal Madhyani
Company Secretary

Registered Office:
E-1/1, Arera Colony, Bhopal (M.P.) – 462016
Tele No.: 0755-4294878/Fax: 0755-4295038
Email: compliance@sanwariaconsumer.com bhopalsanwaria@gmail.com
Website: www.sanwariaconsumer.com

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 Annual 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. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 27, 2018 to Sunday, September 30, 2018** (both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013 for the purpose of Annual General Meeting.

11. Mr. Abhishek Agrawal, Director of the Company, retire by rotation and being eligible, offer himself for re-appointment at the forthcoming Annual General Meeting. The relevant details of director seeking re-appointment under Item no. 2 in this notice is annexed hereto.

12. 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, Sanwaria Consumer Limited (In house RTA), at E-1/1, Arera Colony, Bhopal, M.P.-462016 (Phone No. 0755/4294878, Email: rta@sanwariaconsumer.com;) for providing efficient and better services. Members holding shares in dematerialized form are requested to intimate such changes to their respective depository participants.

13. The Company has changed its Registrar and Share Transfer Agent from Karvy Computershare Pvt. Ltd to its In house RTA-Sanwaria Consumer Limited with effect from 29th day of January, 2018.

14. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

15. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

16. TRANSFER OF UNCLAIMED/UNPAID DIVIDENDS TO INVESTORS EDUCATION and PROTECTION FUND (IEPF): Pursuant to Section 124 of the Companies Act, 2013 read with the relevant Rules, all unclaimed / unpaid dividend remaining unclaimed / unpaid with the Company on the expiry of 7 (seven) years from the date of its transfer to the unclaimed / unpaid account, will be transferred to the Investors Education and Protection Fund set up by the Central Government. Members are requested to write to the Company and/or Share Transfer Agents, if any dividend warrants are not en cashed so that fresh / re-validated warrants could be issued by the Company.

17. The Company has adopted the **"GO GREEN"** initiative in line of which the Annual Report containing the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement etc. will be sent to the shareholders in soft copy. The Shareholders whose mail id is not registered shall be sending in hard copies. However the shareholders' continues to retain the right to request the Company for a hard copy of the Report. The cut-off date for sending the Annual Report and Notice of AGM to the shareholders is **Wednesday, September 05, 2018**.

18. To ensure that shareholders' queries are answered in full, shareholders are requested to write to the Company at the e-mail ID: **compliance@sanwariaconsumer.com.**

19. Relevant documents referred to in the accompanying Notice and the explanatory statement, the Statutory Registers, the Audited Financial Statements, the Directors' Report and the Auditor's Report, 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 up to the date of the AGM. The Audited Financial Statements, the Directors' Report and the Auditor's Report will be placed on the Company's website on www.sanwariaconsumer.com.

20. 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.

21. Voting through electronic means:

In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 27thAnnual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depositories Services (India) Limited ("CDSL").

The voting period begins on **Wednesday, September 26, 2018 at 09.00 A.M. and ends on Friday; September 28, 2018 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 Friday; September 21, 2018** may cast their vote electronically. The e-voting module shall be disabled by **Central Depositories Services (India) Limited ("CDSL")** for voting thereafter.

The instructions for shareholders voting electronically are as under:

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

i. Launch internet browser & open CDSL E-VOTING PORTAL
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 CDSL 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 Consumer 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."

2. In case a Member receives physical copy of the Annual General Meeting 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.

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. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at www.evotingindia.com.

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 for e-voting, being Friday; September 21, 2018.

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.

The Scrutinizer shall within a period not exceeding three (3) working days hours 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.
The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.

The Results declared along with the Scrutinizer's Report(s) shall be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) within 48 hours of conclusion of its General Meeting and will be available on the website of the Company, **www.sanwariaconsumer.com** and on exchange website.

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 September 19, 2017.

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).

Particulars of the Directors Seeking Appointment/Reappointment at the ensuing Annual General Meeting pursuant to Compliance of the Listing Regulations, 2015

Name	**Abhishek Agrawal**
Date of Birth	November 30, 1988
Date of Appointment	September 16, 2016
Qualifications	Graduate
Experience in specific functional area	Business Management
Directorship held in other Companies	NIL
Particulars of Committees Chairmanship/ Membership in other Companies	NIL
No. of equity shares held in the Company	2356800
Disclosure of relationships between directors inter se	Son of Mr. Ashok Agrawal

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: To approve the appointment of Independent Director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the qualification and experience, the Board of Directors has proposed that Ms. Shivani Jhariya (DIN: 07262839), be appointed as an Independent Director on the Board of the Company. The appointment of Ms. Shivani Jhariya, shall be effective upon approval by the members in the Meeting.

Ms. Shivani Jhariya is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Ms. Shivani Jhariya that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Ms. Shivani Jhariya fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Shivani Jhariya is independent of the management and possesses appropriate skills, experience and knowledge. Details of Ms. Shivani Jhariya are provided here under pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 04 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Ordinary Resolution set out at Item No. 04 of the Notice for approval by the members.

Brief Profile

Name	**Shivani Jhariya**
Date of Birth	August 18, 1989
Qualifications	**BE- Electrical Engineering**
Experience in specific functional area	7 Years' industry experience in Project Management & Business development of power projects.

Item No. 5: To ratify remuneration of the Cost Auditors.

The Board has, at the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M.P. Turakhia & Associates, Cost Accountants (Firm Registration No. 00417) to conduct the audit of Cost Records of the Company for the financial year ended March 31, 2018. In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the remuneration payable to the Cost Auditors has to be approved/ratified by the shareholders of the Company.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No. 5 of the accompanying Notice.
None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Item No. 6 & 7: To ratify the non-payment of managerial remuneration/ sitting fees to Whole Time Directors / Non-Executive/ Independent directors.

The Board of Directors on the recommendation of Nomination and Remuneration Committee has decided not to pay any managerial remuneration including any Commission or sitting fees to the Whole-Time Directors and Non-Executive Directors and Non-Executive Independent Directors for attending the Board and Committee meetings.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 6 & 7 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Item No. 8: To issue securities through Qualified Institutions Placement (QIP) on a private placement basis to Qualified Institutional Buyers ("QIBS") to the extent of upto Rs. 500,00,00,000/- (Five Hundred Crores only).

With reference to 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, which was approved by Shareholders through postal ballot (Item No. 02) dated 18th July, 2018, the stock exchange had denied for in principle listing approval telephonically, however the Company is in process of filing written application for obtaining in-principle approval/ non approval from the stock exchange for the purpose of proper record and evidence and thus to refund the amount received from the applicants.

Therefore, the Board of Directors of the Company considered reasonable and feasible to raise the limit of issue of securities through **Qualified Institutions Placement (QIP)** to Rs. 500,00,00,000/- (Five Hundred Crores only) against the limit of Rs. Rs. 400,00,00,000 (Four Hundred Crores only) approved by the members through postal ballot on 18th day of June, 2018 and for giving effect to the aforesaid, modified shareholders approval is needed.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

The proposed Special Resolution will have to be considered over and above the context of resolution passed by the Members through postal ballot (Item no. 01) on 18th day of June, 2018.

This Resolution supersedes the Resolution passed by the Members for Item No. 1 passed through Postal Ballot on 18th day of June, 2018, in toto.

Sd/-
Komal Madhyani
Company Secretary

By order of the Board,
For Sanwaria Consumer Limited
(Formerly known as Sanwaria Agro Oils Limited)
CIN: L15143MP1991PLC006395

Registered Office:
E-1/1, Arera Colony, Bhopal-462016 (M.P.)

September 06, 2018.
Bhopal (M.P.)

Sanwaria Consumer Limited

(Formerly known as Sanwaria Agro Oils Limited)
Regd. Office: E-1/1, Arera Colony, Bhopal-462016
Phone: 0755-4294878; Fax: 0755-4295038;
Email: compliance@sanwariaconsumer.com;
Website: www.sanwariaconsumer.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 27th Annual General Meeting of the Company at E-1/1,Arera Colony, Bhopal- 462016 (M.P.) on Saturday, 29th September, 2018 at 9.00 A.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 Annual Report for reference at the meeting.

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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:……

   Email Id:……Signature:……,……or failing him/her.

as my/our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the 27th Annual General Meeting of the Company to be held at the Registered Office of the Company atE-1/1, Arera Colony, Bhopal-462016 (M.P.), on Saturday, the 29th September, 2018 at 9.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

	Description	For*	Against*
1.	To adopt Financial Statements, etc, for the financial year ended 2017-18.		
2.	To re-appoint Mr. Abhishek Agrawal as Director		
3.	To re-appoint appoint M/s Khandelwal Kakani & Co., Chartered Accountants as the Statutory Auditors of the Company.		
4.	To confirm the appointment of Women Independent Director		
5.	To ratify the remuneration of Cost Auditors		
6.	To ratify the non-payment of managerial remuneration to Whole Time Directors		
7.	To ratify the non-payment of managerial remuneration/sitting fees to Non Excutive/Independent Directors		
8.	To issue Securities through Qualified Institutions Placement to the extent of upto Rs. 500 crores		

Affix

Revenue

Stamp

Signed this …….. day of …….. 2018

Signature of Shareholder……..

Signature of Proxy……..

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Notes:

- *Please put a 'tick' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at E-1/1, Arera Colony, Bhopal (M.P.)-462016 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.



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Registration of email address for future communication

Name of the Shareholder (s) (In Block Letters) ----------

Registered Address ----------

E-mail Id ----------

Registered Folio No. ----------

Signature ----------

ROUTE MAP OF SANWARIA CONSUMER LIMITED

