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

NOTICE OF POSTAL BALLOT
(Pursuant to Section 192A (2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011)

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, that the Company is seeking consent of its Shareholders by passing the following Ordinary resolution through Postal Ballot, details whereof are appended below.

The proposed Ordinary business along with the Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 and a Postal Ballot Form is enclosed for your consideration. The Company has appointed Mr. P. K Rai, Practicing Company Secretary, as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of Business hours on Monday, 18th June, 2012. All the Postal Ballot Forms received after the said date will be treated as if the reply from such member has not been received.

ORDINARY RESOLUTION:

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

"**RESOLVED THAT** pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, the Memorandum and Articles of Association of the Company and subject to such approvals and permissions, as may be required from any governmental, regulatory or judicial authority, the consent of the Company be and is here by accorded to the Board of Directors of the Company [the 'Board'] to sell, transfer, assign or otherwise dispose off whole of the business of "Wind Power Division' to its Group Company "Sanwaria Energy Limited" for a consideration as approved by the Board ,on such terms and conditions and with effect from such date(s) and in such manner as the board think fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalize and execute the deal and to sign and execute all such papers, agreements, documents including deeds, as may be required and related to the proposed sale of Wind Power Division and to complete the transaction with such modification(s) as may be required by any of the concerned authority(ies) and to do all such acts , deeds, matter and things including giving customary representations and warranties, together with such

indemnities as may be deemed necessary and / or expedient, in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

Date: May 18, 2012
Place: Bhopal

By Order of the Board
For Sanwaria Agro Oils Limited
Sd/-

Shazia Afzal
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 in respect of the above mentioned business is annexed hereto.
2. The Notice is being sent to all the Members of the company, whose names would appear in the Register of Members as on Friday, May 11, 2012.
3. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered Post at the expense of the Member will also be accepted.
4. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of Business hours on Monday, June 18, 2012.
5. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot shall be announced by the Chairman, or in his absence by any other person authorised by the Chairman, on Tuesday, June 19, 2012 at 04.00 P.M at the Registered Office of the Company at E-1/1, Arera Colony, Bhopal-462016 and the resolutions will be taken as passed effectively on the date on the date of announcement of the result by the Chairman or such other authorised person in his behalf, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the resolution. Members who wish to be present at the time of declaration of the result may be present at the venue.
6. The date of declaration of result shall be deemed to be the date of passing of the said Resolution.
7. Subsequently the Result of the Postal Ballot will be published in at least one English and one vernacular language newspaper circulating in Bhopal, Madhya Pradesh.
8. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form before exercising their vote.
9. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the company between 10.30 a.m. and 12.30 p.m.on any working day except Sundays and public holidays.

10. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Your Company is carrying out its operations under two divisions, namely, Manufacturing and processing of Soya Oil division and Wind Power division.

While the two businesses have growth potential, being in totally different domains, each of them requires individual attention and management time to exploit the opportunities profitably. The Company's management believes that the growth and business opportunities will be more if the company is converted into pure FMCG Company. The Company has invested substantial amount of money in setting up the Wind Power Plant with an objective of creating one of India's leading wind power Company. The nature of this business is such that it requires continuous and focused management attention and funding. Having considered all the options, the Board has come to the conclusion to focus on the Company as an FMCG Company .That could augur well for the company in future. Therefore it was decided to hive off its Wind Power Division to one of its group Company named "Sanwaria Energy Limited" for a consideration as approved by the board and further listing thereof.

As per the provision of section 293(1)(a) of the companies act 1956, which inter alia, provides that sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of a Company requires approval of the shareholders by way of an Ordinary Resolution, the Company is desirous of seeking your consent for such proposal contained in the ordinary resolution appended. Accordingly, the Notice of the proposed Ordinary Resolution is being sent to the shareholders for their consideration and approval.

As required under Section 192A of the act read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of its Shareholders is required by passing the resolution through Postal Ballot for the transfer of the wind power division.

Except to the extent of shares standing in their names, none of the Director is interested in the Resolution. The Board recommends the resolution for your approval.

Date: May 18, 2012 **By Order of the Board**
Place: Bhopal **For Sanwaria Agro Oils Limited**

Sd/-
(Shazia Afzal)
Company Secretary

SANWARIA AGRO OILS LIMITED

Regd. Office: Regd. Office: E-1/1, Arera Colony, Bhopal-462016

POSTAL BALLOT FORM

SR.NO

1. Name(s) of Shareholder(s)
   (in BLOCK letters)
   (Including Joint holder, if any):
2. Registered Address of the
   Sole / First Named Shareholder:
3. Registered Folio No./
   DP ID No. & Client ID No.:
4. Number of Share(s) held:

I/We hereby exercise my / our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated May 18, 2012 of the Company by sending my / our assent / dissent by placing the tick (✔) mark at the appropriate box below: -

S. No.	**Description**	**No. of shares**	**I/We assent to the Resolution (For)**	**I/We dissent to the Resolution (Against)**
1	Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 for consent of the members to sell, transfer, assign or otherwise dispose off the business related to Wind Power Division of Sanwaria Agro Oils Limited to Sanwaria Energy Limited (Group Company of Sanwaria Agro Oils Ltd.)			

Place: _____

Date: (Signature of the shareholder)

NOTE: Please read carefully the instructions printed overleaf before exercising vote.

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form in all respect and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, any envelope containing Postal Ballot Forms, if deposited in person or if sent by courier or by Registered Post at the expense of the Member will also be accepted.
2. The self-addressed pre-paid envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.
4. This Form should be duly completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/ Central Depository Services (India) Limited to the Company, in respect of shares held in physical form or dematerialized form respectively) by the first named Member and in his absence, by the next named joint holder.
5. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified copy of the authorising board resolution / nomination/ authority.
6. Incomplete and unsigned postal ballot forms will be rejected.
7. The postal ballot form duly completed and signed should be sent to the Scrutinizer appointed by the Company **at the registered office of the Company** on or before the close of the Business hours on **Monday, June 18, 2012.** Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.
8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders on Friday, 11th May, 2012
9. A member may request for duplicate postal ballot form, if so required. However the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No.7 above.
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
11. There will be one Postal Ballot for every Folio/Client ID.
12. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
13. The Scrutinizer's decision on the validity of a postal ballot will be final.
14. The Result of the Postal Ballot will be published in the newspaper for information of the shareholders.
15. The vote in this Postal Ballot cannot be exercised by a proxy.