



(Under Corporate Insolvency Resolution Process vide Order of Hon'ble NCLT dated 29.05.2020)
08th December, 2022

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. BSE Scrip Code: 519260	National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, G Block Bandra - Kurla Complex (BKC), Bandra (E) Mumbai-400051. NSE Scrip Symbol: SANWARIA
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Dear Sir / Madam,

Sub: Intimation of 31st Annual General Meeting, Book Closure Period, E-voting Facility and Other information

Annual General Meeting (AGM): The 31st AGM of Sanwaria Consumer Limited, to be held on **Thursday, December 29, 2022** at 12:00 p.m.

Book Closure: The Register of Members and Share Transfer Register of the Company shall remain closed from **Wednesday 21, 2022 to Thursday, December 29, 2022** (both days inclusive) for the purpose of 31st AGM.

E-voting and Cut-off Date: The Company is offering facility to the members to cast their vote electronically through Remote e-Voting prior to AGM. The cut-off date for determining the eligibility of members to vote through Remote e-Voting is **Wednesday; December 21, 2022**. The voting rights of the members shall be in proportion to their shareholding in the paid up share capital of the Company as on the cut-off date being **Wednesday; December 21, 2022**.

The remote e-voting commences on **Friday, December 23, 2022 at 09.00 A.M.** and ends on **Wednesday; December 28, 2022 at 5.00 P.M.**

A copy of the notice of the **31st Annual General Meeting** is enclosed herewith for the necessary compliance by the exchange. The above submission may please be considered as due compliance of respective provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Thanking you

Yours faithfully

For Sanwaria Consumer Limited

Authorised Signatory

Encl.: As Above



SANWARIA CONSUMER LIMITED

(Under Corporate Insolvency Resolution Process vide Order of Hon'ble NCLT dated 29.05.2020)

CIN: L15143MP1991PLC006395

Registered Office: Office Hall No.1 1st Floor Metro Walk Bittan Market Bhopal (M.P.) -462016

Website: www.sanwariaconsumer.com Email Id: compliance@sanwariaconsumer.com

Telephone: +91-755-4294878 Fax: +91-755-4295038

NOTICE of 31st ANNUAL GENERAL MEETING

The Hon'ble National Company Law Tribunal Indore Bench ("NCLT") had vide its order dated May 29 2020 admitted the application for the initiation of the corporate insolvency resolution process ("CIRP") of Corporate Debtor ("Admission Order") in terms of the Insolvency and Bankruptcy Code 2016 read with the rules and regulations framed there under as amended from time to time ("Code"). Accordingly pursuant to the provisions of Section 17 of the IBC the powers of the Board of Directors of the Corporate Debtor suspended and such powers shall be vested with Mr. Rajeev Goel appointed as the Insolvency Resolution Professional (the IRP or interim Resolution Professional). Further the committee of creditors (CoC) of the Corporate Debtor pursuant to the meeting held on July 28 2020 and in terms of Section 22 (2) of the Code resolved with 100% voting share to replace the existing Interim Resolution Professional with Mr. Gautam Mittal as the resolution professional (RP) for the Corporate Debtor. Accordingly the NCLT has in its hearing dated 4th September 2020 through video conferencing pronounced the approval for the appointment of Mr. Gautam Mittal as the RP ("Resolution Professional") of the Corporate Debtor.

NOTICE is hereby given that the **Thirty First Annual General Meeting** of the Members of **Sanwaria Consumer Limited** will be held on **Thursday 29 2022 at 12.00 PM Hrs.** (IST) through Video Conferencing ("VC")/ other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Financial Statements of the Company standalone and consolidated basis for the Financial Year ended March 31 2022 together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Shri Ashok Agrawal (DIN:01199530) who retires by rotation and being eligible offers himself for re-appointment and if thought fit to pass with or without modification the following ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013 Shri Ashok Agrawal (DIN: 01199530) 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 consider and if thought fit to pass with or without modification the following ordinary resolution in respect of Remuneration of Auditors of the Company for 2022-23:

"RESOLVED THAT based on a recommendation to be made by the Board Member and approved by Resolution Professional be and is hereby given to fix the Audit fees of the Statutory Auditors of the Company for the year 2022-2023 to Rs. 1.50 lacs (Rupees One Lac Fifty Thousand Only) plus applicable taxes per annum ."

December 08 2022

For Sanwaria Consumer Limited Bhopal

Sd/-

GAUTAM MITTAL

IP Regn No. IBB/IPA-001/IP-P01331/2018-19/12058
Resolution Professional in the matter of Sanwaria Consumer Limited
Email id: sanwaria@aaainsolvency.com

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated April 8 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 respectively issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 issued by the Securities and Exchange Board of India (“SEBI Circular”), physical attendance of the Members to the AGM venue is not required and this Annual General Meeting (AGM) is to be held through video conferencing (VC). Hence, members can attend and participate in the ensuing AGM through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of section 105 of the Companies Act 2013 a member entitled to attend and vote at the AGM is entitled to appoint a proxy/ proxies to attend and vote on his/ her behalf and that a proxy/ proxies need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular No. 14/ 2020 dated April 08 2020 through VC/ OAVM physical attendance of members has been dispensed with. Accordingly the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However Institutional Investors/ the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding) Promoters Institutional Investors Directors Key Managerial Personnel the Chairpersons of the Audit Committee Nomination and Remuneration Committee and Stakeholders Relationship Committee Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the MCA dated April 08 2020 April 13 2020 and May 05 2020 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM.
6. In line with the MCA Circular No. 17/2020 dated April 13 2020 the Notice calling the AGM has been uploaded on the website of the Company at www.sanwariaconsumer.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively
7. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday December 21 2022 to Thursday December 29 2022** (both days inclusive) in terms of the provision of Section 91 of the Companies Act 2013 for the purpose of Annual General Meeting.

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

9. 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 Office Hall No.1 1st Floor Metro Walk Bittan Market 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.

10. 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.

11. 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.

12. 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 encashed so that fresh / re-validated warrants could be issued by the Company.

13. 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.

14. 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.

15. 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.

16. 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.

1. Members are requested to:

- a. consider dematerializing the equity shares held by them;
 - b. intimate the Company's Registrar and Share Transfer Agent/ their Depository Participant (DP) change if any in their registered address at an early date;
 - c. quote ledger folio numbers and/or DP Id and Client Id Number in all their correspondence;
 - d. inform the Registrar and Share Transfer Agent of the Company the particulars of Bank Account Number with the name of the Bank and its Branch;
 - e. direct all correspondence to the Registrar & Share Transfer Agent of the Company;
 - f. bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting; and
 - g. Exercise due diligence to prevent fraudulent transactions and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long;
2. Electronic copy of the Notice of the Thirty First Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address physical copies of the Notice of the Thirty First Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

17. 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 31st Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services.

The voting period begins on **Friday December 23 2022 at 09.00 A.M. and ends on Wednesday December 28 2022 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 Wednesday December 21 2022** may cast their vote electronically.

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 **Wednesday December 21 2022**.

The RP 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 **Wednesday December 21 2022**.

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).

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No. Name of shareholder scanned copy of the share certificate (front and back) PAN (self attested scanned copy of PAN card) AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@sanwariaconsumer.com.
2. In case shares are held in demat mode please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID) Name client master or copy of Consolidated Account statement PAN (self attested scanned copy of PAN card) AADHAR (self attested scanned copy of Aadhar Card) to compliance@sanwariaconsumer.com. If you are an Individual shareholders holding securities in demat mode you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. In terms of SEBI circular dated December 9 2020 on e-Voting facility provided by Listed Companies Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility Will be provided in Annual Report.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

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

Item No. 2

Disclosure relating to a Director retiring by rotation pursuant to the provisions of the Act and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the 'Listing Regulations'):

Name	Ashok Agrawal
Date of Birth	December 18 1964
Date of Appointment	April 22 1991
Qualifications	Graduate
Experience in specific functional area	Processing
Directorship held in other Companies	2 Companies
Particulars of Committees Chairmanship/ Membership in other Companies	NIL
No. of equity shares held in the Company	0
Disclosure of relationships between directors inter est	Brother of Directors i.e. Mr. Gulab Chand Agrawal Mr. Anil Agrawal & Mr. Satish Agrawal

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution financially or otherwise.

The Board Recommends the ordinary Resolution set out at Item No. 2 of the Notice for approval by the members of the Company.

Sd/-

GAUTAM MITTAL

IP Regn No. IBBI/IPA-001/IP-P01331/2018-19/12058
Resolution Professional in the matter of Sanwaria Consumer Limited
Email id: sanwaria@aaainsolvency.com

For Sanwaria Consumer Limited

CIN: L15143MP1991PLC006395

Registered Office:

Office Hall No.1 1st Floor Metro Walk Bittan Market Bhopal-462016 (M.P.)

December 08 2022

Bhopal (M.P.)

SANWARIA CONSUMER LIMITED

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Website: www.sanwariaconsumer.com Email Id: compliance@sanwariaconsumer.com

Telephone: +91-755-4294878 Fax: +91-755-4295038

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 31st Annual General Meeting of the Company at Office Hall No.1 1st Floor Metro Walk Bittan Market Bhopal-462016 (M.P.) on **Thursday 29th December 2022** at 12.00 P.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 31st Annual General Meeting of the Company to be held at the Registered Office of the Company at Office Hall No.1 1st Floor Metro Walk Bittan Market Bhopal-462016 (M.P.) on **Thursday** 29th December 2022 at 12.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

	Description	For*	Abstain	Against*
1.	To adopt Financial Statements etc. for the financial year ended 2021-2022.			
2.	To re-appoint Shri Ashok Agrawal as Director			
3.	To fix the Audit fees of statutory auditors for the FY 2022-2023			

Signed this day of 2022

Signature of Shareholder.....

Signature of Proxy.....

Affix Revenue Stamp

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 Office Hall No.1 1st Floor Metro Walk Bittan Market 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

