



A Govt. Recognised Trading House

SANWARIA CONSUMER LIMITED

(Formerly known as Sanwaria Agro Oils Limited)

CIN - L15143MP1991PLC006395



SANWARIA GROUP
Serving society through Industry

SCL/SE/2018-19/REG30

January 29, 2019

To, Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. BSE Scrip Code: 519260 Through: http://listing.bseindia.com	To, 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 Through: https://www.connect2nse.com/LISTING/
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Dear Sir/Madam,

Sub: Notice of EGM and Book Closure Dates under Regulation 30 read with Regulation 42 of SEBI (LODR) Regulation, 2015

This is to inform you that, the Extra Ordinary General Meeting of the members of the Company will be held on **20th February, 2019, Wednesday 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 Extra Ordinary General Meeting is as under:

Type of Security	Book Closure Dates		Record Date	Purpose		
	From	To		Extra Ordinary General Meeting		
Equity	18.02.2019	21.02.2019	-	Extra Ordinary General Meeting		
	Monday	Thursday			-	Extra Ordinary General Meeting
	Both Days Inclusive					

The Board of Directors has fixed **08th February, 2019 as the Cut-off date** to record the entitlement of the Shareholders to cast their vote electronically. The **e-voting period** begins on **Sunday, 17th February, 2019 to Tuesday, 19th February, 2019**. During this period, Shareholders holding shares as on 08th February, 2019 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

Company Secretary
Enclosed: Notice of EGM





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 EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra Ordinary General Meeting** of the Members of **Sanwaria Consumer Limited (Formerly known as Sanwaria Agro Oils Limited)** will be held on **Wednesday, February 20, 2019 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. To issue Securities to the extent of USD\$ 100 Million.

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

“RESOLVED THAT, pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and subject to such approvals, permissions, consents and sanctions as may be necessary from the Government of India (GOI), the Reserve Bank of India (RBI), Ministry of Finance (Department of Economic Affairs) and Ministry of Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and all other Ministries / Departments of the Government of India, Securities and Exchange Board of India (SEBI) and / or any other competent authorities, and such other approvals, permissions, consents and sanctions as may be necessary in terms of the provisions of the Foreign Exchange Management Act, 1999 (FEMA), The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the regulations and guidelines issued by the GOI, RBI, SEBI and any competent authorities and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and / or domestic offering(s) in one or more foreign markets and / or domestic market, for a value of up to USD\$ 100 Million (USD\$ Hundred Millions) representing such number of Global Depository Receipts (GDRs), and/or American Depository Receipts (ADRs), and/or Share Warrants, and/or Foreign Currency Convertible Bonds (FCCBs), and / or equity shares through Depository Receipt Mechanism and / or Fully Convertible Debentures (FCDs) and / or Non-Convertible Debentures (NCDs) with warrants or any Other Financial Instruments, by whatever name called (OFIs), convertible into or linked to equity shares and / or any other instruments and / or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or

subscribe to the equity shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the 'Securities') or any combination of Securities to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Foreign Institutional Investors, Promoters, Indian and / or Multilateral Financial Institutions, Mutual Funds, Non- Resident Indians, Employees of the Company and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the "Investors") through public issue(s) by prospectus, private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the Lead Managers, as the Board in its absolute discretion may deem fit and to seek the listing of such Securities on one or more National and International Stock Exchange(s)."

"RESOLVED FURTHER THAT, pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and the provisions of the Foreign Exchange Management Act, 2000 (FEMA), The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Board may at its absolute discretion, issue, offer and allot equity shares or securities convertible into equity shares or NCDs with warrants for a value up to the amount of USD\$ 100 Million (USD\$ Hundred Million Only) inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined by the SEBI ICDR Regulations).

"RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed."

"RESOLVED FURTHER THAT

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the underlying equity shares shall rank pari passu with the existing equity shares of the Company."

"RESOLVED FURTHER THAT, the issue of equity shares underlying the Securities to the holders of the Securities shall, inter alia, be subject to the following terms and conditions:

- a) In the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the equity shares, the number of shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b) In the event of the Company making a rights offer by issue of equity shares prior to the allotment of the equity shares, the entitlement to the equity shares shall stand increased in the

same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and

c) In the event of any merger, amalgamation, takeover or any other re-organisation, the number of shares, the price and the time period as aforesaid shall be suitably adjusted."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Lawyers, Advisors and all such Agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more National and International Stock Exchange(s)."

"RESOLVED FURTHER THAT, the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking pari passu with the existing equity shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the Issue(s), including the class of the Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue / conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and / or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s)."

"RESOLVED FURTHER THAT, all the aforesaid powers and authorities be and are hereby further sub-delegated to the Securities Issue Committee of the Board and that the said Securities Issue Committee be and is hereby authorised to sign and execute such letters, deeds, documents, writings, etc. and to do all such acts, deeds, matters and things as might be required in connection with the issue of the Securities which in the opinion of the said Securities Issue Committee ought to have been done, executed and performed in relation to issue of the Securities as aforesaid and the matters incidental and ancillary thereto as duly and effectually as the Board could have done without further reference to the Board."

2. To confirm the appointment of Statutory Auditor of the Company:

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. SPJV & Co., Chartered Accountant, Bhopal (ICAI Registration No. FRN 116884W), who has given his consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies

Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company.”

“**FURTHER RESOLVED THAT**, M/s. SPJV & Co., Chartered Accountant, Bhopal (ICAI Registration No. FRN 116884W) be and are hereby appointed as Statutory Auditors of the Company from October 26, 2018 and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this General Meeting until the conclusion of the ensuing 28th Annual General Meeting on such remuneration and out of pocket expenses and on such other terms and conditions as may be agreed by the Chairman & Managing Director in consultation with them.”

3. To confirm the appointment of Mr. Shailesh Baluapuri as Independent Director of the Company.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shailesh Baluapuri (DIN 08259101), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from 31.10.2018, whose term of office will be expired at the ensuing Extra-ordinary General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto October 30, 2023, not liable to retire by rotation.”

4. To confirm the appointment of Mr. Amitendra Shrivastava as Independent Director of the Company.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Amitendra Shrivastava (DIN:08284331), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from 23.11.2018, whose term of office will be expired at the ensuing Extra-ordinary General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director

of the Company to hold office for a term of 5 (five) consecutive years upto November 22, 2023, not liable to retire by rotation.”

5. Re-appointment of Mr. Surendra Kumar Jain as an Independent Non-Executive Director.

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Surendra Kumar Jain (DIN: 02197169), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

January 28, 2019
Bhopal

By the order of the Board,
For Sanwaria Consumer Limited

Sd/-
Komal Madhyani
Company Secretary

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 Extra Ordinary 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 **Monday, February 18, 2019 to Thursday, February 21, 2019** (both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013 for the purpose of Extra Ordinary General Meeting.
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.
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 encashed 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 Extra Ordinary 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 Extra Ordinary Report and Notice of EGM to the shareholders is **Friday, January 25, 2019**.

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 etc. 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 EGM.

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 Extra Ordinary 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 Central Depositories Services (India) Limited (“CDSL”).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, February 17, 2019 at 09.00 A.M. and ends on Tuesday; February 19, 2019 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; February 08, 2019 may cast their vote electronically. The e-voting module shall be disabled by Central Depositories Services (India) Limited (“CDSL”) for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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; February 08, 2019.

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 Extra Ordinary General Meeting of the Company and the resolutions will be deemed to be passed on the Extra Ordinary 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 February 08, 2019.

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 Confirmation at the ensuing Extraordinary General Meeting ("EGM") pursuant to Compliance of the Listing Regulations, 2015 and Secretarial Standard ("Brief Profile")

Name	Shailesh Baluapuri
Date of Birth	September 03, 1963
Date of Appointment	October 31, 2018
Qualifications	Post Graduate
Experience in specific functional area	B.E. (Mechanical),

	M.Tech
Directorship held in other Companies	NIL
Particulars of Committees Chairmanship/ Membership in other Companies	NIL
No. of equity shares held in the Company	NIL
Disclosure of relationships between directors inter se	NIL

Name	Amitendra Shrivastava
Date of Birth	July 11, 1964
Date of Appointment	October 31, 2018
Qualifications	Post Graduate
Experience in specific functional area	B.E.(Electrical),PGDBM
Directorship held in other Companies	NIL
Particulars of Committees Chairmanship/ Membership in other Companies	NIL
No. of equity shares held in the Company	NIL
Disclosure of relationships between directors inter se	NIL

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

Item No. 1: To issue Securities to the extent of USD\$ 100 Million.

The resolution contained in the agenda of the Notice is an enabling resolution to enable the Company to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs, FCDs, NCDs with warrants, OFIs, and / or such other securities convertible into or linked to equity shares and / or any other instruments and / or combination of instruments as stated in the resolution (the "Securities") to an extent of USD\$ 100 Million. The Special Resolution also seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined by SEBI ICDR Regulations. The Board of Directors may at its discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI ICDR Regulations for raising the funds, without the need for fresh approval from the shareholders.

With a view to meet the financial requirements of the Company, it is proposed to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs, FCDs, NCDs with warrants, OFIs, and / or such other securities convertible into or linked to equity shares and / or any other instruments and / or combination of instruments to the extent of USD\$ 100 Million in one or another manner and in one or more tranches. Such further issue of such securities would provide a platform to the Company to meet to its fund requirements and improve the financial leveraging strength of the Company.

Similar enabling resolution was passed by the shareholders at the Twenty-sixth Annual General Meeting of the Company. Since the market conditions have changed since the last approval as also to meet to various regulatory requirements and as a matter of prudent practice, a fresh resolution is proposed to be passed to create, offer, issue and allot Securities to the extent of USD\$ 100 Million in one or another manner and in one or more tranches. The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors

As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of Securities or shares to be issued. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The Securities issued pursuant to the offering(s) would be listed on the Indian stock exchanges and /or international stock exchange(s) and may be represented by Securities or other Financial Instruments outside India. The Special Resolution seeks to give the Board the powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and /or individuals or otherwise as the Board may in its absolute discretion deem fit.

The consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder; Chapter VIII of the SEBI ICDR Regulations and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board believes that the issue of Securities is in the interest of the Company and therefore recommends passing of the Special Resolution for issue of Securities. In light of above, you are

requested to accord your approval to the Special Resolution as set out at Agenda Item No.01 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. 2: To confirm the appointment of Statutory Auditor of the Company:

To fill up a casual vacancy in the office of statutory Auditor, the board sorted out various proposals from the chartered accountants to conduct the statutory audit of the company. After the due analysis, board found appropriate to appoint M/s. SPJV & Co., Chartered Accountant, Bhopal (ICAI Registration No. FRN 116884W). So, Board has appointed the said firm to be statutory Auditor of the Company for Financial year 2018-19. However, pursuant to Section 139(8)(i) read with Companies (Audit and Auditors) Rules, 2014 casual vacancy in office of auditor due to resignation of the existing auditor shall be approved by the company within 3 months of the appointment of the Board at general meeting and the said auditor shall continue to hold office till the conclusion of the next Annual General Meeting at remuneration to be fixed by the Board of Directors of the Company. Therefore, to transact the business of appointment of statutory auditor of the Company and to fill up casual vacancy requires the approval of members by way of passing Ordinary Resolution.

A copy of Resignation letter by the existing Auditor as well as Eligibility letter from new Auditor are available for inspection of members.

Item No. 3 to 4: To confirm the appointment of Independent Directors of the Company:

Mr. Shailesh Baluapuri and Mr. Amitendra Shrivastava were appointed by the Board in their meeting as additional (Independent) Directors of the Company with effect from 31.10.2018 and 23.11.2018 respectively and their term of office expires at the ensuing Extra-ordinary General Meeting in terms of Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the said Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of Directors liable to retire by rotation.

Accordingly, it is proposed to appoint Mr. Shailesh Baluapuri and Mr. Amitendra Shrivastava as independent Directors under Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 5 (five) consecutive years upto October 30, 2023 and November 22, 2023 respectively and they shall not be included in the total number of Directors liable to retire by rotation.

They are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received declarations from them that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board and as recommended by the Nomination Remuneration Committee in their meeting held on 31.10.2018 and 23.11.2018 respectively, Mr. Shailesh Baluapuri and Mr. Amitendra Shrivastava fulfil the conditions for appointment as Independent Directors specified in the Companies Act, 2013, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They are Independent to the management.

Brief resume and disclosure of information of Mr. Shailesh Baluapuri and Mr. Amitendra Shrivastava pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standard - 2 on General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government are given in the Annexure to the Notice.

Copies of the letters for respective appointments of Mr. Shailesh Baluapuri and Mr. Amitendra Shrivastava as Additional (Independent) Directors setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company.

The appointment of new Independent Directors and their association would be of immense benefit to the Company and it is desirable to avail services of Mr. Shailesh Baluapuri and Mr. Amitendra Shrivastava as Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointments of Mr. Shailesh Baluapuri and Mr. Amitendra Shrivastava as Independent Directors, for the approval of the Members of the Company.

Mr. Shailesh Baluapuri and Mr. Amitendra Shrivastava, Independent Directors, are concerned or interested in the resolutions as set out at Item Nos. 02 to 06 of the Notice respectively, since they relate to their respective appointments.

None of the other Directors and Key Management Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in these resolutions set out at Item Nos. 03 to 04 Inspection of documents.

Item No. 05: To Re-appoint of Mr. Surendra Kumar Jain as an Independent Non-Executive Director:

Mr. Surendra Kumar Jain was appointed as an Independent Non-Executive Director of the Company by the members at the 23rd AGM of the Company held on 1st September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jain, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Jain fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory statement including Statutory Registers are kept open for inspection by Members between 11.30 A.M. to 1.30 P.M. on any working day upto the date of Meeting at the Registered Office of the Company.

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

Sd/-
Komal Madhyani
Company Secretary

January 28, 2019
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 Extra Ordinary General Meeting of the Company at E-1/1, Arera Colony, Bhopal- 462016 (M.P.) on Wednesday, 20th February, 2019 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 Extra Ordinary Report for reference at the meeting.



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

**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 Extra Ordinary General Meeting of the Company to be held at the Registered Office of the Company at E-1/1, Arera Colony, Bhopal-462016 (M.P.), on Wednesday, the 20th day of February, 2019 at 9.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

	Description	For*	Against*
1	To issue Securities to the extent of USD\$ 100 Million.		
2	To confirm the appointment of Statutory Auditor of the Company.		
3	To confirm the appointment of Mr. Shailesh Baluapuri as Independent Director.		
4	To confirm the appointment of Mr. Amitendra Shrivastava as Independent Director.		
5.	To Re-appoint Mr. Surendra Kumar Jain as an Independent Non-Executive Director.		

Signed this day of 2019

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 E-1/1, Arera Colony, Bhopal (M.P.)-462016 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.



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

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

