



A Govt. Recognised Trading House

SANWARIA CONSUMER LIMITED

(Formerly known as Sanwaria Agro Oils Limited)



SANWARIA GROUP
Serving society through Industry

CIN - L15143MP1991PLC006395

SCL/SE/2018-19/REG44(3)

February 21, 2019

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. BSE Scrip Code: 519260 Through: http://listing.bseindia.com	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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Sub: Scrutinizer Report/Voting Result for EGM held on February 20, 2019.

Dear Sir/Madam,

With reference to above captioned subject, please find attached herewith **Scrutinizer Report/Voting Result for EGM held on February 20, 2019**. The same will also be uploaded and available on the website of the Company at www.sanwariacomer.com.

This is for your records and request the same be treated as compliance under the applicable clause(s) of the SEBI Listing Regulations

Thanking you,
Yours faithfully

By Order of the Board,
For Sanwaria Consumer Limited

Kamul



Company Secretary

Encl: As above



P.K. RAI
M.Com.,L.L.B., FCS

P.K. RAI & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Office : 159, F-5, 1st Floor, Smriti Complex, Zone-II, M.P. Nagar, Bhopal-11
Phone : 0755-2761172, Mob.: 9303124872, E-mail: cspkrai@gmail.com

Ref.:

Date :

SCRUTINIZER'S REPORT (In Lieu of E-Voting / ballot)

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read Companies (Management and Administration) Rules, 2014

To
The Chairman
SANWARIA CONSUMER LIMITED
(Formerly known as Sanwaria Agro Oils Limited)
E-1/1, Arera Colony, Bhopal-462016
Madhya Pradesh

Dear Sir,

Sub: Scrutinizers Report in lieu of E-voting/ Poll conducted pursuant to the provisions of Section 108 & Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014.

I, Praveen Kumar Rai , Proprietor of M/s P.K. Rai & Associates, Company Secretary in practice (FCS 6313 , COP 3779) having office at F-5/159 Smriti Complex Zone –II M.P. Nagar Bhopal Madhya Pradesh have been appointed as scrutinizer by The Board of Directors of M/s. Sanwaria Consumer Limited ("the Company") for the purpose of scrutinizing the e-voting/poll process and ascertaining the requisite majority on e-voting/ poll carried out as per the provisions of Section 108 and Section 110 of the Companies Act,2013 read the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice for poll of the Company.

Management Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of

- (i) Companies Act, 2013 and Rules made there And
- (ii) The SEBI (Listing Obligations & Disclosure requirements) Regulations 2015 (LODR) relating to poll voting including voting by electronic means for the resolutions contained in the EGM Notice .

Scrutinizer Responsibility

My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolution stated in EGM Notice . The report is based on verification of data provided by Central Depository Services (India) Limited, India the authorized agency of the company from e-voting and Poll received in EGM till the time fixed for closing of the voting process i.e till 5 p.m. 19th February 2019 and 20th February 2019 respectively

.I submit my report on the results of e-voting/Postal ballot together as under:

- i. The e-voting period remained open from February 17, 2019 at 9.00 a.m. to February 19, 2019 at 5.00 P.M.
- ii. The members of the Company as on the Cut-Off date i.e. 8th February 2019 were entitled to vote on the resolutions as set out in the notice of the Company.
- iii. The votes cast were unblocked on 20th February 2019 in the presence of 2 (two) witnesses who are not in the employment of the Company.
- iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited

Based on such reports generated, the result of the e-voting and postal ballot were conducted is as under:-

ITEM NO.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),

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.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution (ELECTRONIC)	75	443977270	99.80%

Voted in favour of the resolution (BALLOT)	5	299125	0.06%
Voted against the resolution (ELECTRONIC)	10	626310	0.14%
Voted against the resolution (BALLOT)	0	0	0
Voted Invalid	0	0	0

ITEM NO 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.”

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution (ELECTRONIC)	79	444579826	99.92%
Voted in favour of the resolution (BALLOT)	5	299125	0.07%
Voted against the resolution (ELECTRONIC)	6	23754	0.01%
Voted against the resolution (BALLOT)	0	0	0
Voted Invalid	0	0	0

ITEM NO 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 Extraordinary 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.”

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution (ELECTRONIC)	75	444561702	99.92%
Voted in favour of the resolution (BALLOT)	5	299125	0.07%
Voted against the resolution (ELECTRONIC)	10	41878	0.01%
Voted against the resolution (BALLOT)	0	0	0
Voted Invalid	0	0	0

ITEM NO 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 Extraordinary 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.”

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution (ELECTRONIC)	79	444579860	99.92%
Voted in favour of the resolution (BALLOT)	5	299125	0.07%
Voted against the resolution (ELECTRONIC)	6	23720	0.01%
Voted against the resolution (BALLOT)	0	0	0
Voted Invalid	0	0	0

ITEM NO 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”

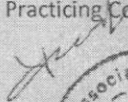
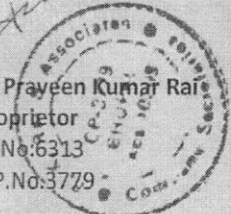
	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the	72	444023123	99.80%

resolution (ELECTRONIC)			
Voted in favour of the resolution (BALLOT)	5	299125	0.06
Voted against the resolution (ELECTRONIC)	13	580457	0.14%
Voted against the resolution (BALLOT)	0	0	0
Voted Invalid	0	0	0

Thanking you,

Yours faithfully,

For P.K. Rai & Associates
Practicing Company Secretaries,



 CS Praveen Kumar Rai
 Proprietor
 M.No. 6313
 C.P.No. 3779

Place: Bhopal
Date: 20th FEBRUARY 2019

Countersigned by

For SANWARIA CONSUMER LIMITED



 (Authorized Signatory)