

SANWARIA AGRO OILS LIMITED

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

Ph: 0755-4294878, Fax: 0755-4295038

Email;saolbhopal@gmail.com, Website: www.sanwariaagro.com

NOTICE OF POSTAL BALLOT

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

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

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

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of Business hours Monday, 5 th November, 2012. All the Postal Ballot Forms received after the said date will be treated as if the reply from such member has not been received.

SPECIAL RESOLUTION:

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

RESOLVED THAT in pursuance of section 192A, 292, 372A and other applicable provision of the Companies Act ,1956 or any amendments or modification thereof (including any ordinance or statutory modification, re-enactment thereof for the time being in force) and subject to consent and approvals of and permissions as may be necessary under any statute for time being in force, or any other approvals as may be required from lenders, consent of the members be and are hereby accorded to the Board of Director of the Company to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity shares, Preference shares, Debentures (whether Convertible or non convertible) or any other financial instruments of one or more bodies Corporates, which may or may not be subsidiary(ies) of the Company, to make/give from time to time any loan or loans to anybody/bodies Corporate, which may or may not be subsidiary(ies) of the Company and give from time to time any guarantee(s) and or provide nay security, in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by, any body/ies corporate, which may or may not be subsidiary/ies of the Company as the board may think fit. notwithstanding the fact that the aggregate of all the Investments made, Loan given or Guarantee or Securities provided to the other body Corporates so far given and/or proposed to be given and/or Securities so far acquired or to be acquired in all bodies Corporates may exceed the limits specified in Section 372 A of the Companies Act, 1956.”

Resolved further that the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company.

Resolved further that for the purpose of giving effect to the above, the Board of Directors of the Company and/ the Committee of Directors constituted for this purpose be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also settle any question or difficulty that may arise in regard to the proposed investment or loan made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.

Date: October 4, 2012
Place: Bhopal

By Order of the Board
For Sanwaria Agro Oils Limited

Sd/-
Anil Agrawal
(Director)

Notes:

1. An Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 in respect of the above mentioned business is annexed hereto.
2. The Notice is being sent to all the Members of the company, whose names would appear in the Register of Members as on Thursday, September 27, 2012.
3. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered Post at the expense of the Member will also be accepted.
4. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of Business hours on Monday, November 5, 2012.
5. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot shall be announced by the Chairman, or in his absence by any other person authorised by the Chairman, on Tuesday, November 6, 2012 at 04.00 P.M at the Registered Office of the Company at E-1/1, Arera Colony, Bhopal-462016 and the resolutions will be taken as passed effectively on the date on the date of announcement of the result by the Chairman or such other authorised person in his behalf, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the resolution. Members who wish to be present at the time of declaration of the result may be present at the venue.
6. The date of declaration of result shall be deemed to be the date of passing of the said Resolution.
7. Subsequently the Result of the Postal Ballot will be published in at least one English and one vernacular language newspaper circulating in Bhopal, Madhya Pradesh.
8. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form before exercising their vote.
9. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the company between 10.30 a.m. and 12.30 p.m. on any working day except Sundays and public holidays.

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

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

As per the provision of section 372A of the Companies Act, 1956 the Board of Directors of a Company can make any loan , investment or give guarantee or provide any security beyond the prescribed ceiling of-

1. Sixty percent of the aggregate paid up share capital and free reserves, or
2. One Hundred percent of its free reserves, whichever is more.

If Special resolution is passed by the shareholders of the lending Company

Approvals of the members by means of Special resolution through Postal Ballot is required. This permission is Sought pursuant to the provision of section 372A read with section 192A and 292 of the Companies Act 1956 to give powers to the Board of Directors for making further investment, loan, guarantees and providing securities.

These investments, Loans, guarantees and securities are made/proposed to be made out of own/surplus funds internal accruals/borrowed funds, the objective of which is optimum utilization of the Funds of the Company and also to achieve long term strategic and business objectives. The investments, loans, guarantee and securities will be made on terms and conditions most beneficial to the Company /at prevailing market rates.

The Directors are satisfied that it would be in the interest of the Company and its shareholders and accordingly recommend the resolution for your approval by exercising your votes through a Postal Ballot.

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

The Consent of the members to the above resolution is required to be obtained by means of the postal Ballot in accordance with the section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution through Postal Ballot) Rules, 2011

The company has appointed Mr. P.K.Rai Practicing Company Secretary, as a Scrutinizer for conducting Postal Ballot process in accordance with the law and in a fair and transparent manner.

The Scrutinizer will scrutinize and submit the report to the Company and the result of the Postal Ballot will be declared on 6th November ,2012 at the registered office of the Company.

Date: October 4, 2012
Place: Bhopal

By Order of the Board
For Sanwaria Agro Oils Limited

Sd/-

Anil Agrawal

Director

SANWARIA AGRO OILS LIMITED

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

POSTAL BALLOT FORM

SR.NO

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

I/We hereby exercise my / our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated October 4, 2012 of the Company by sending my / our assent / dissent by placing the tick (✓) mark at the appropriate box below: -

S. No.	Description	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special resolution under Section 372A read with section 292 of the Companies Act, 1956 to authorise Board of Directors to make any loans, investment or give guarantee and provide any security beyond the prescribed ceiling of the Act.			

Place:

Date:
shareholder)

(Signature of the

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

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form in all respect and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, any envelope containing Postal Ballot Forms, if deposited in person or if sent by courier or by Registered Post at the expense of the Member will also be accepted.
2. The self-addressed pre-paid envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.
4. This Form should be duly completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/ Central Depository Services (India) Limited to the Company, in respect of shares held in physical form or dematerialized form respectively) by the first named Member and in his absence, by the next named joint holder.
5. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified copy of the authorising board resolution / nomination/ authority.
6. Incomplete and unsigned postal ballot forms will be rejected.
7. The postal ballot form duly completed and signed should be sent to the Scrutinizer appointed by the Company at the registered office of the Company on or before the close of the Business hours on Monday, November 5, 2012. Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.
8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders on Thursday, 27th September, 2012
9. A member may request for duplicate postal ballot form, if so required. However the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No.7 above.
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
11. There will be one Postal Ballot for every Folio/Client ID.
12. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
13. The Scrutinizer's decision on the validity of a postal ballot will be final.
14. The Result of the Postal Ballot will be published in the newspaper for information of the shareholders.
15. The vote in this Postal Ballot cannot be exercised by a proxy.