

SANWARIA AGRO OILS LIMITED
Regd. Office : E-1/1, Arera Colony, Bhopal-462016 (M.P.)

NOTICE

Notice is hereby given that the **22nd Annual General Meeting** of the Members of Sanwaria Agro Oils Limited will be held at its registered office, E-1/1, Arera Colony, Bhopal-462016 on Monday, **30th September, 2013** at 9.00 A.M. to transact, with or without modification, as may be permissible, the following business:

As Ordinary Business

1. To discuss, consider and adopt the Audited Balance Sheet as on **31st March 2013** and the Profit and Loss account for the year ended on that date and the report of the Board of Directors on the working and activities of the Company and Auditors Report thereon.
2. To declare dividend, if any.
3. To appoint a director in the place of **Mr. Shyam Babu Agrawal** who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in the place of **Mr. Rajul Agrawal** who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in the place of **Mr. H. K. Verma** who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors and fix their remuneration and, 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 224 and other applicable provisions, if any, of the Companies act, 1956 M/s Sunil Saraf & Associates, Chartered Accountant, the retiring auditors, be and are hereby re appointed as Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration as may be fixed mutually by the Board of Directors plus reimbursement of out of pocket expenses”

As a Special Business

7. **CONFIRMATION AS A REGULAR DIRECTOR OF MRS. GEETA DEVI AGRAWAL**

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 257 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mrs. Geeta Devi Agrawal who was appointed as an Additional Director w.e.f. 14.05.2013 in the meeting of the Board of Directors held on 14.05.2013 whose term expires at the ensuing Annual General Meeting of the company and for the

appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT Mr. Anil Agrawal, Director of the Company, be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution."

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

"RESOLVED THAT in suppression of the Ordinary Resolution passed in this behalf at the Annual General Meeting held on the Board of Directors of the Company be and are hereby authorized under section 293(1)(d) of the Companies Act, 1956 to borrow money from time to time for the purpose of the Company's Business up to a limit not exceeding in the aggregate Rs. 2000.00 Crores (Rupees Two Thousand Crores only) notwithstanding that the moneys to be so borrowed together with moneys already borrowed by the Company, if any (apart from temporary loans obtained from company's bankers in the ordinary course of the business) may exceed the aggregate, for the time being, of the paid up capital of the company and its free reserves, if any, that is to say, reserves not set apart for any specific purpose".

PLACE: Bhopal
DATE: 30.08.2013

By the order of the Board
(Nikitasha Mangal)
Company Secretary

Notes:

- 1) A member entitled to attend and vote is entitled at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member of the company proxies in order to be effective must be received at the registered office of the company at E-1/1, Arera Colony, Bhopal-462016 (M.P.) at least 48 hours before the commencement of the meeting.
- 2) An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is annexed hereto.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from **27th September 2013 to 30th September 2013** (both days inclusive)
- 4) Share Transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfers Agents of the Company viz. Karvy Computershare Private Limited, 17-24, Vittal Rao Nagar Madhapur Hyderabad – 500 081 Andhra Pradesh.

- 5) The Dividend for the year ended 31st March, 2013 if any, if declared at the meeting will be payable on or before **30.10.2013** to those members whose names appear in the Company's Register of Members on **Monday, 30th September 2013**.
- 6) Corporate Members intending to send their Authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- 7) Members who hold shares in the physical form are requested to notify immediately any change in their address to the registrar and share transfer agents of the company at the above-mentioned address.
- 8) Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate etc. to their respective Depository Participant (DP).
- 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) Members who hold shares in dematerialized form are requested to bring their client Id and DP ID numbers for easy identification of attendance at the meeting.

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

As Special Business

ITEM NO. 7 –

Mrs. Geeta Devi Agrawal was appointed by the Board at their meeting held on 14/05/2013 as an additional Director of the Company w.e.f. 14/05/2013 and categorised as an Independent Director pursuant to clause 49 of the Listing Agreement and holds the office upto the date of the ensuing Annual General Meeting, pursuant to the provision of Section 260 of the Companies Act, 1956 and Articles of Association of the Company.

Mrs. Geeta Devi Agrawal has independently handled administrative work of corporate assesses, firms and individuals. She has also rich experience in all financial matters concerning corporate and non-corporate entities.

Notice under Section 257 of the said Act has been received from a member along with the require fee of Rs.500/- by way of cash signifying his intention to propose the name of Mrs. Geeta Devi Agrawal, for appointment as a Director of the Company.

None of the Directors except Mrs. Geeta Devi Agrawal is interested in the resolution.

The Board of Directors recommends the resolution for approval of the shareholders.

ITEM NO. 8 –

To augment the financial requirements of the Company, keeping in view the growth and expansion of the Company's business, it is proposed to raise the borrowing power limit to Rs. 2000/- Crores (Rupees Two Thousand Crores). Section 293(1)(d) of the Companies Act, 1956, inter-alia provides that the Board of directors of a Public Company, shall not, except with the consent of the Company in general meeting, borrow money, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves. Hence, the above Resolution is put forth for the approval of the Members.

The Directors recommend the Resolution at Item 7 of the Notice for acceptance by the Members.

None of the Director of the Company is, in any way, concerned or is interested in the Resolution at the item No 8.

PLACE: Bhopal
DATE: 30.08.2013

By the order of the Board
(Nikitasha Mangal)
Company Secretary

SANWARIA AGRO OILS LIMITED
REGISTERED OFFICE: E-1/1, ARERA COLONY, BHOPAL (M.P.) – 462016 (M.P.)

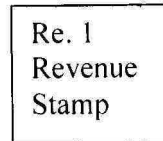
PROXY

LedgerFolio No./DP.ID.No.

No. of Shares.....

I/we _____
of _____ being member/members of **Sanwaria Agro Oils**
Limited do hereby appoint _____ of
_____ or falling him/her _____
of _____ as my/our proxy in my/our absence to attend and
vote for me / us and on my / our behalf at the 22nd Annual General Meeting of the Company, to be
held at 9.00 A.M. on Monday, the 30th September, 2013 and at any adjournment thereof.

As witness my / our hand/hands this _____
_____ 2013



_____ of

Signed by the said _____

Note:

1. The proxy must be deposited at the registered office of the company not less than 48 hrs before the time for holding the meeting.
2. A Proxy need not to be the member of the company.
3. Please fill in full particulars
4. Strike out whichever is not applicable

SANWARIA AGRO OILS LIMITED
REGISTERED OFFICE: E-1/1, ARERA COLONY, BHOPAL – 462016 (M.P.)

ATTENDANCE SLIP

Record of attendance at 22nd Annual General Meeting

Member(s) Name(s) _____
(In Capital Letters)

Folio No. _____

Number of shares held _____

DP.ID. _____ Client ID No. _____

No. of Shares Held _____

Name of the shareholder or proxy or representative attending the meeting

Mr./Ms _____
(In Capital Letters)

Signature _____