



**SANWARIA GROUP**  
Serving society through Industry

A Govt. Recognised Trading House

# Sanwaria Agro Oils Ltd.

CIN - L15143MP1991PLC006395



June 26, 2017.

Ref: SE/PostalBallot/Reg44/2017-18

To

**Bombay Stock Exchange Limited**

Market Operations Dept.

P.J. Towers, Dalal Street,

Mumbai- 400 001

**Scrip Code: 519260**

**National Stock Exchange of India**

Exchange Plaza, Bandra Kurla Complex,

Bandra (East)

Mumbai-400 051

**Scrip Code: SANWARIA**

Dear Sir,

**Sub: Result of the Postal Ballot Process pursuant to Section 110 of the Companies Act, 2013 read with Regulation 44(3) of SEBI (LODR) Regulations, 2015.**

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company had conducted the process of Postal Ballot for seeking the consent of the shareholders by means of a passing Special Resolution for:

- Increase in Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.
- Approval of Issue of Bonus shares

Pursuant to provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of voting results of the Postal Ballot (including e-voting).

Report submitted by the Scrutinizer, Mr. P.K. Rai, M/S P.K. Rai & Associates, Practicing Company Secretary, on Postal Ballot process is also enclosed herewith.

Kindly take the above on record and acknowledge the receipt of the same.

Thanking You,

For Sanwaria Agro Oils Limited

Pooja Poddar  
Company Secretary



ANNEXURE

Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	Sanwaria Agro Oils Limited
Date of Notice of Postal Ballot	May 22, 2017 (Voting start date: May 26, 2017 and voting end date: June 24, 2017)
Total No. of Shareholders as on record date	13074
No. of Shareholders present in the meeting either in person through proxy	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable
No. of Shareholders attended the meeting through Video Conference	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable



**Item No.1:**

Increase in Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.

Resolution required (Ordinary/Special)										
Whether promoter/promoter group are interested in the agenda/resolution										
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding g shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled	No. of Invalid votes	% of votes invalid on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
Promoter and Promoter Group	E-voting		263801608	100	263801608	-	100.00	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-	-
	<b>Total</b>	<b>263801608</b>	<b>263801608</b>	<b>100</b>	<b>263801608</b>	<b>0</b>	<b>100</b>	<b>0.00</b>	<b>-</b>	<b>-</b>
Public Institutions	E-voting		-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-	-
	<b>Total</b>	<b>133858</b>	<b>35296701</b>	<b>33.90</b>	<b>35290006</b>	<b>25</b>	<b>99.98</b>	<b>0.00</b>	<b>6670</b>	<b>0.02</b>
Public Non-Institutions	E-voting		-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-	-
	<b>Total</b>	<b>104114534</b>	<b>35296701</b>	<b>33.90</b>	<b>35290006</b>	<b>25</b>	<b>99.98</b>	<b>0.00</b>	<b>6670</b>	<b>0.02</b>
Grand Total		<b>368050000</b>	<b>299098309</b>	<b>81.27</b>	<b>299091614</b>	<b>25</b>	<b>99.99</b>	<b>0.00</b>	<b>6670</b>	<b>0.002</b>



Item No.2:

Approval of Issue of Bonus Shares

Resolution required (Ordinary/Special)												
Whether promoter/promoter group are interested in the agenda/resolution												
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled	No. of Invalid votes	% of votes invalid on votes polled	Special	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100		
Promoter and Promoter Group	E-voting											
	Poll		263801608	100	263801608	-	100.00	-	-	-		
	Postal Ballot (If Applicable)		-	-	-	-	-	-	-	-		
	Total		263801608	100	263801608	0	100	0.00	-	-		
Public Institutions	E-voting											
	Poll											
	Postal Ballot (If Applicable)											
	Total	133858										
Public Non-Institutions	E-voting		35296701	33.90	35296701	-	100.00	-	-	-		
	Poll											
	Postal Ballot (If Applicable)											
	Total	104114534	35296701	33.90	35296701	-	100.00	0.00	-	-		
Grand Total		368050000	299098309	81.27	299098309	-	100.00	0.00	-	-		





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

# **P.K. RAI & ASSOCIATES**

**PRACTICING COMPANY SECRETARIES**

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

Ref. : .....

Date : .....

## **SCRUTINIZER'S REPORT**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 (9) of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman  
**SANWARIA AGRO OILS LIMITED**  
CIN:L15143MP1991PLC006395  
E-1/1, Arera Colony, Bhopal-462016  
Madhya Pradesh

Dear Sir,

**Sub:** Scrutinizers Report on Postal Ballot voting including voting by electronic means in respect of passing the resolutions contained in the notice dated May 22<sup>nd</sup>, 2017 through Postal ballot.

I, Praveen Kumar Rai, Proprietor of M/s P.K. Rai & Associates, Practicing Company Secretaries, Bhopal; appointed as scrutinizer by the Board of Directors of Sanwaria Agro Oils Limited ("the Company") for the purpose of scrutinizing the Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of Postal Ballot dated May 22, 2017 proposed to be passed by the Equity Shareholders of the Company; submit my combined Scrutinizer's Report as under.

- i. The e-voting and Voting through Postal Ballot in physical form remained open from 26<sup>th</sup> May, 2017 at 09.30 a.m. to 24<sup>th</sup> June, 2017 at 5.30 p.m.
- ii. The members of the Company as on the "Cut-Off" date i.e. 19<sup>th</sup> May were entitled to vote on the resolutions (as set out in the notice of the Postal ballot of the Company).
- iii. The votes cast were unblocked on 24<sup>th</sup> June, 2017 in the presence of 2 (two) witnesses namely Ms. Ranu Kaurav & Ms. Pragya Raghuwanshi who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

  
RANU KAURAV

  
PRAGYA RAGHUWANSHI

- iv. The Ballot Papers received were scrutinized. The Ballot papers received were reconciled with the records maintained by the Company/R&TA. Invalid ballots were marked and segregated and the summary results were prepared.



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- v. 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 Karvy Computer Share Private Limited i.e. <https://evoting.karvy.com/srutinizer/dashboard.aspx> based on such reports generated, the result of the e-voting together with poll conducted is as under:-

**ITEM NO.1:**

**TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

**Special Resolution:** "RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 40,00,00,000/- (Rupees Forty Crores only/-) divided into 38,00,00,000 Equity Shares of Rs. 1.00/- each and 20,00,000 Preference Shares of Rs. 10.00/- each to Rs. 78,00,00,000/- (Rupees Seventy Eight Crores only/-) divided into 76,00,00,000 Equity Shares of Rs. 1.00 each and 20,00,000 Preference Shares of Rs. 10.00/- each ranking paripassu with the existing shares in the Company and that the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 78,00,00,000/- (Rupees Seventy Eight Crores only/-) divided into 76,00,00,000 Equity Shares of Rs. 1.00 each and 20,00,000 Preference Shares of Rs. 10.00/- each with the rights, privileges and conditions attached thereto as are provided by regulations of the Company for the time being in force, with power to increase and reduce the Capital of the Company and to consolidate and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."



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Date : .....

	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	125 (e-voting)	299091614 (e-voting)	81.2657
Voted against the resolution	1 (e- voting)	25 (e-voting)	0.00
Voted Invalid	4 (e-voting)	6670 (e-voting)	0.00

## ITEM NO.2:

### TO APPROVE THE ISSUE OF BONUS SHARES:

**Special Resolution:** "RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, the relevant provisions of the Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board") and subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, and such approvals as maybe required in this regard, consent of the members of the company be and is hereby accorded for capitalization of such sum standing to the credit of free reserves of the Company, as may be considered necessary by the Board for the purpose of issue of fully paid up bonus shares of Rs.1.00/- (Rupees One only) each in the proportion of 1 (ONE) BONUS SHARE for each EQUITY SHARE held by the members of the Company whose names appear in the Register of Members /List of Beneficial Owners as maintained by the Registrar and Share Transfer Agent of the Company as on the record date to be fixed by the Board in this regard after the resolution is passed by the shareholders."

"RESOLVED FURTHER THAT all such new shares as and when issued shall be in accordance to the provisions of Memorandum and Articles of Association of the Company and shall rank paripassu with the existing Equity Shares of the Company in all respect."

"RESOLVED FURTHER THAT the bonus shares of all the allottees shall be credited to their respective demat accounts."

"RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent it relates to Non-Resident Indians, Foreign Nationals, Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India or any other regulatory authority, as may be required."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution



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and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."

**Special Resolution:**

	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	130 (e-voting)	299098309 (e-voting)	81.266
Voted against the resolution	0	0	0.00
Voted Invalid	0	0	0.00

Thanking you,

Yours faithfully,

Countersigned by

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



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

For **SANWARIA AGRO OILS LIMITED**

Name of Director  
Chairperson

Place: Bhopal  
Date: 26<sup>th</sup> June 2017