



**SANWARIA AGRO OILS LIMITED**

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

Phone: 0755-4294878; Fax: 0755-4295038

Email: [compliance@sanwariaagro.com](mailto:compliance@sanwariaagro.com); Website: [www.sanwariagroup.com](http://www.sanwariagroup.com)

CIN: L15143MP1991PLC006395

**NOTICE OF POSTAL BALLOT**

**[NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013]**

**Dear Shareholder(s),**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014, (the 'Rules'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the Special Resolution appended below is proposed to be passed by the Shareholders by way of **Postal Ballot / voting by electronic means ('e-Voting')**. The explanatory statement pertaining to the said resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto along with the Postal Ballot Form (the 'Form' or the 'Postal Ballot Form') for your consideration.

In compliance with the provisions of Section 110 of the Act read with the Rules and the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to extend e-Voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through the Postal Ballot Form(s).

**Mr. Praveen Kumar Rai**, a Practicing Company Secretary (FCS No. 6313, C.P. No. 3779) of M/s P.K. Rai & Associates, Company Secretaries, who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the postal ballot process in a fair and transparent manner, has been appointed as the **Scrutinizer** (the 'Scrutinizer') for conducting the Postal Ballot process.

Shareholders desiring to exercise their votes by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same in original duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer **by 5:00 P.M. (IST) on or before Thursday, August 10, 2017** which is the **last date for receipt of completed Postal Ballot Form(s)**. Postal ballot Form(s) received after this date and time will be considered as invalid.

Members desiring to opt for e-voting as per the facilities arranged by the company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice includes votes received electronically.

The Scrutinizer shall submit his report after completion of scrutiny of Postal Ballot Forms and e-Voting. The **results of voting by Postal Ballot** (i.e. through the Postal Ballot Forms and e-Voting) shall be declared on **August 11, 2017** at the Registered Office at E-1/1, Arera Colony, Bhopal (M.P.) - 462016. The results along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company.

The results shall be communicated to the Stock Exchanges and the same along with the Scrutinizer's Report will be displayed on the Company's website [www.sanwariagroup.com](http://www.sanwariagroup.com) as well as on BSE Limited and National Stock Exchange of India Limited website.

## **PROPOSED RESOLUTION:**

### **SPECIAL BUSINESS:**

Item No. 1:

**Approval for Change of Name of the Company from "Sanwaria Agro Oils Limited" to "Sanwaria Consumer Limited" and consequential alteration to Memorandum of Association and Articles of Association of the Company.**

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 ("Act") and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification/s or re-enactment/s thereof for the time being in force, Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government / Stock Exchanges / appropriate Regulatory and Statutory Authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **"Sanwaria Agro Oils Limited"** to **"Sanwaria Consumer Limited"**.

**"RESOLVED FURTHER THAT** upon the receipt of fresh certificate of incorporation upon change of name, the name **"Sanwaria Agro Oils Limited"** wherever appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted with **"Sanwaria Consumer Limited"**.

**"RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs / Registrar of Companies, Stock Exchanges where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

July 04, 2017  
Bhopal

**By the order of the Board  
For Sanwaria Agro Oils Limited**

**Sd/-  
Pooja Poddar  
Company Secretary**

**Registered Office:**  
E-1/1, Arera Colony,  
Bhopal (M.P.) – 462016  
Tele No.: 0755-4294878/Fax: 0755-4295038  
Email: [compliance@sanwariaagro.com](mailto:compliance@sanwariaagro.com)  
[bhopalsanwaria@gmail.com](mailto:bhopalsanwaria@gmail.com)  
Website: [www.sanwariagroup.com](http://www.sanwariagroup.com)

## NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.
- 2) The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on **June 30, 2017 i.e “the Cut-off date”**.
- 3) 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 on the postal ballot through the Electronic Voting (e-voting) Services provided by Karvy Computershare Private Limited (“KCPL”), Hyderabad. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Speed Post/ Registered Post / Courier.
- 4) **M/s. P.K. Rai & Associates**, Company Secretaries in Whole Time Practice, Bhopal (COP: 3779) has been appointed as **Scrutinizer** for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
- 5) **E-voting** is available **from 10.00 AM (IST) July 12, 2017 to 5:00 PM (IST) on August 10, 2017**. Members are requested to refer to instructions for e-voting, appended to this Notice.
- 6) Members have the option either to vote through the e-voting process or through the postal ballot form. Members who have received the Postal ballot Notice by email and who wish to vote through postal ballot form can seek duplicate postal ballot form from the Company from its Registered Office at: E-1/1, Arera Colony, Bhopal (M.P.) - 462016 or download the said Form from the website of the company, fill in the requisite details and send the same to the Scrutinizer.
- 7) To the Shareholders who have received the Notice physically, the Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before **5:00 PM (IST) August 10, 2017**. Postal Ballot forms received after this date and time will be strictly treated as if the reply from the Members has not been received.
- 8) The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any other Director or the Company Secretary will announce the **results of Voting by E-voting/ Postal Ballot on August 11, 2017** and if the resolution has been passed by the members, it will be taken as passed effectively on the date of announcement of the results by the Chairman or any other Director or the Company Secretary as the case may be. The Scrutinizer’s decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company- [www.sanwariaagro.com](http://www.sanwariaagro.com) and intimated to the Stock Exchanges on which the shares of the Company are listed.
- 9) Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a General meeting of the Members.

**EXPLANATORY STATEMENT**  
**(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)**

**Item No. 1:**

Due to change in the nature of business of the Company from “Commodity” Sector to “FMCG” (Fast Moving Consumer Goods) Sector and change revenue mix of the Company; it is imperative to give your Company a new name and identity which reflects the genesis of its business for the next phase of growth of the Company in the FMCG Sector; and thereby change the name of the Company from “Sanwaria Agro Oils Limited” to “Sanwaria Consumer Limited”.

The Company vide SRN G47302633 had made an application for reservation of name change to Central Registration Centre, MCA and the desired name ‘Sanwaria Consumer Limited’ was made available vide their letter dated July 04, 2017 to the Company.

The Companies Act, 2013 requires the Company to obtain the approval of members for the change of name of the Company and for the alteration of the Memorandum of Association of your Company in respect to change in object clause by way of Special Resolutions.

The Directors consider the proposed Special Resolutions in the interest of your Company and recommend the special resolutions under item no. 1 as set out in the notice for your approval by Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special Resolutions except to the extent of their shareholding.

July 04, 2017  
Bhopal

**By the order of the Board**  
**For Sanwaria Agro Oils Limited**

Sd/-  
Pooja Poddar  
Company Secretary

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Website: [www.sanwariagroup.com](http://www.sanwariagroup.com)

## INSTRUCTIONS FOR E-VOTING

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 in the postal ballot by electronic means through e-voting services provided by Karvy Computershare Private Limited ("KCPL"). The instructions for members for voting electronically are as under:-

(i) The voting period begins on **July 12, 2017 at 10:00 AM (IST) and ends on August 10, 2017 at 5:00 PM (IST)**. During this period shareholders' of the Company, holding shares, as on the cut-off date **June 30, 2017** may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited ("KCPL") for voting thereafter.

**(ii) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:**

- a. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- b. Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character ( @,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the E-Voting Event Number for Sanwaria Agro Oils Limited.
- g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- h. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios demat account.
- i. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit"
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- l. Corporate Institutional Members (i.e. other than Individuals, HUF, NRI. etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution, Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [praveenrai6313@gmail.com](mailto:praveenrai6313@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

**iii) In case of Shareholders receiving physical copies of the Notice of Postal Ballot**

- a. Initial password, User ID and Electronic Voting Event Number ('EVEN') are provided at the bottom of the Postal Ballot Form.
- b. Please follow all the steps from Sl. No. (a) to Sl. No. (l) above, to cast your vote.

**INSTRUCTIONS FOR VOTING IN PHYSICAL FORM**

1. A member desiring to exercise vote by Postal Ballot may complete the Postal ballot Form and send the self addressed business reply letter to the Scrutinizer. Postage will be borne and paid by the Company, However, postal ballots, if sent by courier or by Registered Post at the expense of the registered shareholder will also be accepted.
2. The self-addressed Letters bears the address of the Scrutinizer appointed by the Board of Directors of the Company.  
**[Scrutinizer's Address: P.K Rai & Associates**  
F5/159, I Floor, Zone II, M.P. Nagar, Bhopal – 462011]
3. This form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder, (as per specimen signature registered with the Company)
4. Duly completed Postal Ballot Form should reach the Scrutinizer **not later than 5.00 P.M. (IST), August 10, 2017**. Postal Ballot Forms received after this date and time will be strictly treated as if the reply from the shareholder has not been received.
5. Voting right shall be reckoned on the number of share registered in the name of the shareholders as on **June 30, 2017 i.e. "the cut off date "**.
6. Postal ballot form signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney / Resolution of Board of directors. If the same is /are already registered with the Company, please quote registration number beneath the signature.
7. Shareholder are requested not to send any other paper along with the postal ballot form .They are also requested not to write anything on the postal ballot form except giving assent or dissent and putting their signature .
8. Unsigned Postal Ballot form will be rejected.



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CIN: L15143MP1991PLC006395

**POSTAL BALLOT FORM**

(Please read the instructions printed overleaf carefully before completing this form)

Name of the Registered Address of the Sole/First named Member (in Block Letters)	
Name(s) of the Joint Member(s) (if any)	
DPID No./Client ID No./Registered Folio No.*(applicable to investors holding shares in physical mode)	
No. of Equity Shares Held	

I/We hereby exercise my/our vote(s) in respect of the Special Resolution(s) to be passed through postal ballot/ e-voting for the business stated in the Notice dated July 04, 2017 by sending my/our assent (for) or dissent (against) to the said Resolution (please refer the Notice for full text of resolution) by placing a tick mark at the appropriate box below:

Item no. of the Notice.	Brief Description	No. of Equity Share(s) for which vote(s) cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Approval for Change of Name of the Company from "Sanwaria Agro Oils Limited" to "Sanwaria Consumer Limited" and consequential alteration to Memorandum of Association and Articles of Association of the Company.			

Place:

Date:

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(Signature of the Member)

**Particulars of E-Voting**

E-voting Event Number (EVEN)	User ID	Password

The Postal Ballot Form shall reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. on Thursday; August 10, 2017. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.