



A Govt. Recognised Trading House

SANWARIA CONSUMER LIMITED

(Formerly known as Sanwaria Agro Oils Limited)



SANWARIA GROUP
Serving society through Industry

CIN - L15143MP1991PLC006395

September 29, 2017

Ref: SE/AGM/Reg44/2017

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

Sub: Disclosure pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015.

Dear Sir,

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 in respect of the matters transacted at Twenty-Sixth Annual General Meeting ("AGM") of the Company held on Friday, 29th September, 2017 at 09.00 AM at the Registered Office of the Company E-1/1, Arera Colony, Bhopal (M.P.) – 462016.

Report submitted by the Scrutinizer, Mr. P.K. Rai, M/S P.K. Rai & Associates, Practicing Company Secretary, for E-voting and voting done through Poll at the AGM is also enclosed herewith.

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

Thanking You,

For Sanwaria Consumer Limited


Pooja Poddar
Company Secretary



Encl: As above

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**

Date of the Annual General Meeting	September 29, 2017
Total No. of Shareholders as on record date	24390
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group	14
Public	16
No. of Shareholders attended the meeting through Video Conference	
Promoter and Promoter Group	Nil
Public	Nil



Resolution required: (Ordinary/ Special)		ORDINARY - To adopt Financial Statements, etc, for the financial year ended 2016-17.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	527603216	527603216	100.0000	527603216	0	100.0000	0.0000
	Poll	527603216	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	527603216	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1522746	364085	23.9098	364085	0	100.0000	0.0000
	Poll	1522746	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1522746	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	206974038	5207716	2.5161	5206216	1500	99.9711	0.0288
	Poll	206974038	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	206974038	0	0.0000	00	0	0.0000	0.0000
Total		736100000	533175017	72.4324	533173517	1500	99.9997	0.0003

Resolution required: (Ordinary/ Special)		Ordinary - To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2016 -17.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	527603216	527603216	100.0000	527603216	0	100.0000	0.0000
	Poll	527603216	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	527603216	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1522746	760146	49.9194	760146	0	100.0000	0.0000
	Poll	1522746	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1522746	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	206974038	5207816	2.5162	5206308	1508	99.9710	0.0289
	Poll	206974038	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	206974038	0	0.0000	00	0	0.0000	0.0000

Total	736100000	533571178	72.4862	533569670	1508	99.9997	0.0003
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Resolution required: (Ordinary/ Special)		ORDINARY - To re-appoint Mr. Rajul Agrawal as Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	527603216	527603216	100.0000	527603216	0	100.0000	0.0000
	Poll	527603216	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	527603216	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1522746	760146	49.9194	00	760146	0.0000	100.0000
	Poll	1522746	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1522746	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	206974038	5207816	2.5162	5206316	1500	99.9711	0.0288
	Poll	206974038	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	206974038	0	0.0000	00	0	0.0000	0.0000
Total		736100000	533571178	72.4862	532809532	761646	99.8573	0.1427

Resolution required: (Ordinary/ Special)		ORDINARY - To appoint M/s. Khandelwal Kakani & Co. ; Chartered Accountants as the Statutory Auditors of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	527603216	527603216	100.0000	527603216	0	100.0000	0.0000
	Poll	527603216	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	527603216	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1522746	760146	49.9194	364085	396061	47.8967	52.1032
	Poll	1522746	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1522746	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	206974038	5207816	2.5162	5206266	1550	99.9702	0.0297
	Poll	206974038	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	206974038	0	0.0000	00	0	0.0000	0.0000
Total		736100000	533571178	72.4862	533173567	397611	99.9255	0.0745

Resolution required: (Ordinary/ Special)		SPECIAL - To ratify remuneration of the Cost Auditors.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	527603216	527603216	100.0000	527603216	0	100.0000	0.0000
	Poll	527603216	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	527603216	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1522746	760146	49.9194	760146	0	100.0000	0.0000
	Poll	1522746	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1522746	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	206974038	5205716	2.5152	5195266	10450	99.7992	0.2007
	Poll	206974038	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	206974038	0	0.0000	00	0	0.0000	0.0000
Total		736100000	533569078	72.4860	533558628	10450	99.9980	0.0020

Resolution required: (Ordinary/ Special)		SPECIAL - To ratify the non-payment of managerial remuneration to Whole Time Directors.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	527603216	527603216	100.0000	527603216	0	100.0000	0.0000
	Poll	527603216	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	527603216	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1522746	760146	49.9194	760146	0	100.0000	0.0000
	Poll	1522746	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1522746	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	206974038	5204735	2.5147	5194285	10450	99.7992	0.2007
	Poll	206974038	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	206974038	0	0.0000	00	0	0.0000	0.0000
Total		736100000	533568097	72.4858	533557647	10450	99.9980	0.0020

Resolution required: (Ordinary/ Special)		SPECIAL - To ratify the non-payment of remuneration/sitting fees to Non-Executive/Independent directors						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	527603216	527603216	100.0000	527603216	0	100.0000	0.0000
	Poll	527603216	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	527603216	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1522746	760146	49.9194	760146	0	100.0000	0.0000
	Poll	1522746	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1522746	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	206974038	5204735	2.5147	5194285	10450	99.7992	0.2007
	Poll	206974038	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	206974038	0	0.0000	00	0	0.0000	0.0000
Total		736100000	533568097	72.4858	533557647	10450	99.9980	0.0020

Resolution required: (Ordinary/ Special)		SPECIAL- To issue Securities to the extent of USD\$ 100 Million.						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	527603216	527603216	100.0000	527603216	0	100.0000	0.0000
	Poll	527603216	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	527603216	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1522746	760146	49.9194	00	760146	0.0000	100.0000
	Poll	1522746	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1522746	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	206974038	5205371	2.5150	5198925	6446	99.8761	0.1238
	Poll	206974038	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	206974038	0	0.0000	00	0	0.0000	0.0000
Total		736100000	533568733	72.4859	532802141	766592	99.8563	0.1437



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 :

COMBINED SCRUTINIZER'S REPORT (In Lieu of E-Voting and Poll at the AGM)

(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014

To
The Chairman
of Twenty Sixth Annual General Meeting of the Members of
SANWARIA CONSUMER LIMITED
(Formerly known as Sanwaria Agro Oils Limited)
CIN:L15143MP1991PLC006395
held on Friday, September 29, 2017 at 09.00 A.M. at
E-1/1, Arera Colony, Bhopal-462016
Madhya Pradesh

Dear Sir,

Sub: Scrutinizers Report in lieu of E-voting & Poll at the 26th Annual General Meeting conducted pursuant to the provisions of Section 108 & Section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 21(2) of the Companies (Management and Administration) Rules, 2014.

I, Praveen Kumar Rai, Proprietor of M/s P.K. Rai & Associates, Practicing Company Secretaries, Bhopal have been appointed as scrutinizer by:

1. The Board of Directors of M/s. Sanwaria Consumer Limited ("the Company") as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice to the Twenty-Sixth Annual General Meeting (AGM) of the members of the Company, to be held at 9:00 a.m. at E-1/1, Arera Colony, Bhopal-462016, Madhya Pradesh on Friday, the 29th September, 2017.

2. The Chairman of the Annual General Meeting (AGM) for poll under the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the Notice of the Twenty Sixth Annual General Meeting (AGM) of the members of the Company, to be held at 9:00 a.m. at E-1/1, Arera Colony, Bhopal-462016, Madhya Pradesh on Friday, the 29th September, 2017.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to the 26th AGM of the members of the Company.

My responsibility as scrutinizer for the e-voting process & for poll is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated from



the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorized agency to provide e-voting facilities and also at the time of poll at AGM, engaged by the Company.

I submit herewith my combined report on the results of e-voting together with that of poll as under:

- i. The e-voting period remained open from 26th September, 2017 at 10.00 a.m. to 28th September, 2017 at 6.00 p.m.
- ii. The members of the Company as on the "Cut-Off" date i.e. 19th September were entitled to vote on the resolutions as set out in the notice of the 26th AGM of the Company.
- iii. The votes cast were unblocked on 29th September, 2017 in the presence of 2 (two) witnesses namely Ms. Pragya Raghuvanshi & Ms. Ranu Kaurav who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name : Pragya Raghuvanshi



Name: Ranu Kaurav

- 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 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 ADOPT THE FINANCIAL STATEMENTS, etc FOR THE FINANCIAL YEAR ENDED 2016-17:

Ordinary Resolution: To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2017, including the audited Balance Sheet as at March 31, 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon

	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	59(e-voting)	533173517 (e-voting)	100
Voted against the resolution	02(e-voting)	1500 (e-voting)	0
Voted Invalid	2	396161	0



ITEM NO.2:

TO DECLARE FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 2016-17.

Ordinary Resolution: To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year 2016-17.

	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	61(e-voting)	533569670 (e-voting)	100
Voted against the resolution	3 (e-voting)	1508 (e-voting)	0
Voted Invalid	0	0	0

ITEM NO.3:

TO RE-APPOINT MR. RAJUL AGRAWAL AS DIRECTOR

ORDINARY RESOLUTION: To appoint a Director in place of Mr. Rajul Agrawal (DIN: 00256668), who retires by rotation and, being eligible, offers himself for re-appointment.

	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	59(e-voting)	532809532 (e-voting)	99.86
Voted against the resolution	04(e-voting)	761646 (e-voting)	0.14
Voted Invalid	0	0	0

ITEM NO.4:

TO APPOINT M/S. KHANDLWAL KAKANI & CO.; CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY.

Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Khandelwal Kakani & Co., Chartered Accountants (Firm registration No. 001311C) be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s Sunil Saraf & Associates, Chartered Accountants (Firm Registration No. 15021C), to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the thirty-first AGM to be held in



the year 2022 subject to ratification of their appointment at every AGM if so required under the Act, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

	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	60 (e-voting)	533173567 (e-voting)	99.93
Voted against the resolution	04(e-voting)	397611 (e-voting)	0.07
Voted Invalid	0	0	0

ITEM NO.5

TO RATIFY REMUNERATION OF THE COST AUDITORS

Special Business: "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. M.P. Turakhia & Associates; Cost Accountants, (Firm Registration No.: 00417) appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2017-18 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) excluding applicable taxes in connection with the aforesaid audit be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, incidental and ancillary to give effect to this 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	58(e-voting)	533558628 (e-voting)	100
Voted against the resolution	03(e-voting)	10450 (e-voting)	0
Voted Invalid	2	2100	0



ITEM NO.6

TO RATIFY THE NON-PAYMENT OF MANAGERIAL REMUNERATION TO WHOLE TIME DIRECTORS

Special Business: "RESOLVED THAT pursuant to the Article 82 of the Articles of Association of the Company and subject to the terms and conditions of appointment and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, if any as may be required, approval of the members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm that no managerial remuneration shall be paid to the Non-Executive/Independent Directors of the Company during the financial year 2015-16 including any sitting fees for attending the meeting of the board of Directors or Committee thereof."

	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	56(e-voting)	533557647 (e-voting)	100
Voted against the resolution	03(e-voting)	10450 (e-voting)	0
Voted Invalid	4	3081	0

ITEM NO. 7:

TO RATIFY THE NON-PAYMENT OF REMUNERATION/SITTING FEES TO NON-EXECUTIVE/INDEPENDENT DIRECTORS

Special Business: "RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended and approved by the Nomination and Remuneration Committee of the Board of Directors of the Company; approval of the members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm that no sitting fees shall be paid to the Non-Executive/Independent Directors of the Company during the financial year 2016-17 for attending the meeting of the Board of Directors or Committee thereof."



	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	56(e-voting)	533557647 (e-voting)	100
Voted against the resolution	03(e-voting)	10450 (e-voting)	0
Voted Invalid	4	3081	0

ITEM NO. 8:

TO ISSUE SECURITIES TO THE EXTENT OF USD\$ 100 MILLION.

Special Business: "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 thereunder 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), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and / or equity shares through Depository Receipt Mechanism and / 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) pursuant to a qualified institutional placement, as provided under Chapter VIII of 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:



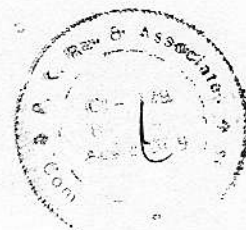
- a) In the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the equity shares, the number of shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such 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

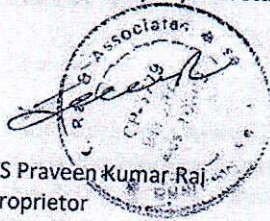


	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour, Against & Invalid)
Voted in favour of the resolution	55(e-voting)	532802141(e-voting)	99.86
Voted against the resolution	05(e-voting)	766592 (e-voting)	0.14
Voted Invalid	3	2445	0

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: 29th September 2017

Countersigned by

For SANWARIA CONSUMER LIMITED



Name of Director
Gulab Chand Agrawal