



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

P.K. RAI & ASSOCIATES

PRACTICING COMPANY SECRETARIES

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

Ref.:

Date :

SCRUTINIZER'S REPORT

(In Lieu of E-Voting / Poll)

(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read Companies (Management and Administration) Rules, 2014)

To
The Chairman
SANWARIA CONSUMER LIMITED
(Formerly known as Sanwaria Agro Oils Limited)
E-1/1, Arera Colony, Bhopal-462016
Madhya Pradesh

Dear Sir,

Sub: Scrutinizers Report in lieu of E-voting/ Poll conducted pursuant to the provisions of Section 108 & Section 109 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014.

I, Praveen Kumar Rai, Proprietor of M/s P.K. Rai & Associates, Company Secretary in practice (FCS 6313, COP 3779) having office at F-5/159 Smriti Complex Zone -II M.P. Nagar Bhopal Madhya Pradesh have been appointed as scrutinizer of M/s. Sanwaria Consumer Limited ("the Company") for the purpose of scrutinizing the e-voting/Poll process and ascertaining the requisite majority on e-voting/ Poll carried out as per the provisions of Section 108 and Section 109 of the Companies Act, 2013 read the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the Notice of the Company.

Management Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of

- (i) Companies Act, 2013 and Rules made there And
- (ii) The SEBI (Listing Obligations & Disclosure requirements) Regulations 2015 (LODR).

Scrutinizer Responsibility

My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolution stated In Notice. The report is based on verification of data provided by Central Depository Services (India) Limited, India the authorized agency to provide e-voting facilities and also at the time of poll at AGM, engaged by the Company.



P.K. RAI
Chartered Accountant, FCS

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I submit my report on the results of e-voting/Poll together as under:

- i. The e-voting period remained open from September 26, 2018 at 09.00 A.M. and ends on September 28, 2018 at 5.00 P.M.
- ii. The members of the Company as on the Cut-Off date i.e September 21, 2018 were entitled to vote on the resolutions as set out in the notice of the Company.
- iii. The votes cast were unblocked on 29th September 2018 in the presence of 2 (two) witnesses who are not in the employment of the Company.
- 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 Central Depository Services (India) Limited

Based on such reports generated, the result of the e-voting and Poll were conducted is as under:-

Item no. Of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	
Item No 1: To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2018, including the audited Balance Sheet as at March 31, 2018, 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.	121	442391210 (99.91%)	01	374428 (0.09%)	0
Item No 2: To appoint a Director in place of Mr. Abhishek Agrawal (DIN: 06744775), who retires by rotation and, being eligible, offers himself for re-appointment.	109	442368971 (99.88%)	14	564035 (0.12%)	0
Item No 3: To re-appoint M/s. Khandelwal Kakani & Co.; Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting and until the conclusion of next AGM of the Company to be held in the year 2019."	116	442746838 (99.95%)	7	186168 (0.05%)	0
Item No 4: To confirm the	116	442374491	7	558515 (0.12%)	0

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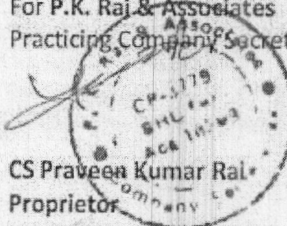
Date :

appointment of Ms. Shivani Jhariya as Women Independent Director		(99.83%)			
Item No 5: To ratify remuneration of the Cost Auditors.	117	442873939 (99.98%)	5	58757 (0.014%)	0
Item No 6: To ratify the non-payment of managerial remuneration to Whole Time Directors.	112	442885654 (99.99%)	10	47042(0.010%)	0
Item No 7: To ratify the non-payment of remuneration/sitting fees to Non-Executive/ Independent directors	112	442876729 (99.99%)	10	55967(0.010%)	0
Item No 8: To issue securities through Qualified Institutions Placement (QIP) on a private placement basis to Qualified Institutional Buyers ("QIBS") to the extent of upto Rs. 500,00,00,000 (Five Hundred Crores only) [115	442912506 (99.995%)	9	23800(0.005%)	0

Thanking you,

Yours faithfully,

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

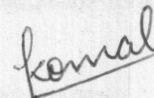

CS Praveen Kumar Rai
Proprietor
M.No:6313
C.P.No.3779

Place: Bhopal

Date: 01st October 2018

Countersigned by

For SANWARIA CONSUMER LIMITED



(Authorized Signatory)

