



**SANWARIA CONSUMER LIMITED**

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

Phone: 0755-4294878; Fax: 0755-4295038

Email: [compliance@sanwariacustomer.com](mailto:compliance@sanwariacustomer.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 Saturday, June 16, 2018** 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 **June 18, 2018** 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.

Thanking You,

**Yours truly,  
For Sanwaria Consumer Limited**

**Sd/-  
Deepak Chhugani  
Company Secretary**

Encl: As above

## **PROPOSED RESOLUTION:**

### **SPECIAL BUSINESS:**

Item No. 1:

### **ISSUE OF SECURITIES THROUGH QUALIFIED INSTITUTIONS PLACEMENT (QIP) ON A PRIVATE PLACEMENT BASIS TO QUALIFIED INSTITUTIONAL BUYERS (“QIBS”)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (together the “Act”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) as amended, provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and applicable provisions of other laws, rules, regulations and guidelines and applicable provisions of the Memorandum of Association and the Articles of Association of the Company and subject to any approval, consent, permission or sanction of the Central Government, Securities and Exchange Board of India, Reserve Bank of India, Foreign Investment Promotion Board and any other appropriate authorities, institutions or bodies, including stock exchanges where the securities of the Company are currently listed (hereinafter collectively referred to as the “Appropriate Authorities”) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the “Requisite Approvals”), which may be agreed to by the board of directors of the Company (hereinafter called the “Board” which term shall include any duly constituted committee of the Board), the Board be and is hereby authorized to create, issue, offer and allot equity shares of upto Rs. 400,00,00,000 (Four Hundred Crores only) on such date or dates as may be determined by the Board but not later than 60 months from the date of allotment or such other time period as may be prescribed under law (collectively referred to as “QIP Securities”), through qualified institutions placement, on a private placement basis in accordance with Section 42 of the Act to qualified institutional buyers (“QIBs”) as defined in the SEBI ICDR Regulations, whether or not such QIBs are members of the Company, on the basis of placement document(s), at such time or times in one or more tranches, at par or at such price or premium to market price(s) in terms of applicable regulations and on such terms and conditions and in such manner as the Board may, at its absolute discretion determine, in consultation with the lead managers, advisors and/or other intermediaries appointed in this regard.

**RESOLVED FURTHER THAT** in accordance with Regulation 81 of the SEBI ICDR Regulations, the “relevant date” for determination of applicable price for the issue of the QIP Securities shall be:

1. in case of allotment of equity shares, the date on which the Board of Directors of the Company decides to open the proposed issue, or
2. in case of allotment of eligible convertible securities, either the date on which the Board of Directors decides to open the proposed issue or the date on which the holders of the securities which are convertible into equity shares at a later date, becomes entitled to apply for equity shares.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and in accordance with the terms of the offering, all such shares shall rank paripassu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.

**RESOLVED FURTHER THAT** such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of law.

**RESOLVED FURTHER THAT** the issue to the holders of the QIP Securities with equity shares underlying such securities shall be, inter alia, subject to suitable adjustment in the number of shares, the price and the time period, etc., in the event of any change in the equity capital structure of the Company consequent upon capitalization of profits (other than by way of dividend on shares), rights issue of equity shares, consolidation of its outstanding equity shares into smaller number of shares, etc.

**RESOLVED FURTHER THAT** the QIP Securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations and that no subsequent qualified institutions placement shall be made until the expiry of six months from the date of the qualified institutions placement approved by way of this resolution.

**RESOLVED FURTHER THAT** subject to the applicable laws, for the purpose of giving effect to the issuance of QIP Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the QIP Securities, including, without limitation to:

1. decide the date for the opening and closing of the issue of QIP Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the QIP Securities are to be issued and allotted, number of QIP Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of QIP Securities by the Company;
2. finalization of the allotment of the QIP Securities on the basis of the subscriptions received;
3. finalization of and arrangement for the submission of the preliminary and final placement document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
4. approval of the preliminary and final offering circulars or placement document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/ underwriter(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines;
5. appoint, in its absolute discretion, managers (including lead managers), merchant bankers, underwriters, guarantors, financial and/or legal advisors and all other agencies, whether in India or abroad, entering into or execution of all such agreements/ arrangements/ memorandum of understanding/ documents with any such agencies, in connection with the proposed offering of the QIP Securities;
6. authorization to any director or directors of the Company or other officer or officers of the Company, including by the grant of powers of attorney, to do such acts, deeds and things as the authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the QIP Securities;
7. seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India and any other consent that may be required in connection with the issue and allotment of the QIP Securities; and viii) all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

**RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modifications in the proposal as may be required or imposed by the Appropriate Authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as may be agreed to by the Board.

**RESOLVED FURTHER THAT** the board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer(s)/Authorized Representative(s) of the Company to give effect to this resolution."

Item No. 2:

**FURTHER ISSUE OF 28571429 EQUITY SHARES TO PROMOTERS/PROMOTER GROUP AT AN ISSUE PRICE OF RS. 35.00/- EACH (INCLUDING PREMIUM OF RS. 34.00/- PER SHARE) ON PREFERENTIAL BASIS.**

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

**“RESOLVED THAT** pursuant to Sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), the Memorandum of Association and Articles of Association of Sanwaria Consumer Limited (the “Company”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the SEBI Listing Regulations, 2015 and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board) to exercise its powers including the powers conferred by this resolution, the consent of the Members be and is hereby accorded to the Board to create, issue, offer, and allot **28571429** (Two Crore Eighty Five Lakh Seventy One Thousand Four Hundred Twenty Nine only) equity shares of face value of Rs. 1/- (One) each of the Company on preferential basis (the “Preferential Issue”) to proposed allottees by way of conversion of unsecured loan given by the proposed allottee to the company at a premium of Rs. 34/-(Thirty Four only) considering May 17, 2018 as the Relevant Date being the date 30 days prior to the date of this meeting as per provisions of Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board at its absolute discretion.”

S. No	Proposed Allottees	Category	Permanent Account Number	No. Of Equity Shares	Amount (INR)
1.	Anil Agrawal	Promoter	ABBPA9214G	7142858	25,00,00,030/-
2.	Ashok Kumar Agrawal	Promoter	ABBPA9215H	7142857	24,99,99,995/-
3.	Gulab Chand Agrawal	Promoter	ABBPA9209K	7142857	24,99,99,995/-
4.	Satish Kumar Agrawal	Promoter	ABBPA9216E	7142857	24,99,99,995/-
	Total				<b>100,00,00,015/-</b>

**“RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority, or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

**“RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the SEBI Regulations.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to finalize, approve and sign the offer documents with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the issue of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of Equity Shares, including for the post issue formalities, without being required to seek any fresh approval of the shareholders of the Company and the decision of the Board shall be final and conclusive.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) and / or to any official(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary applications and filings with the Stock Exchanges and regulatory authorities.”

Item No. 3:

#### **INCREASE IN AUTHORISED SHARE CAPITAL**

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to Section 13 & 61 and any other applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (together the “Act”), the authorised share capital of the company be altered and increased from the existing Rs. 78,00,00,000/- (Seventy Eight Crore only) divided into 760000000 Equity Shares of Rs. 1.00 each and 20,00,000 Preference Shares of Rs. 10.00/- each to Rs. 100,00,00,000 (One Hundred Crores Only) divided into 980000000 Equity Shares of Rs. 1.00 each and 2000000 Preference Shares of Rs. 10.00/- each”

**“RESOLVED FURTHER THAT** the existing clause V of the Memorandum of Association of the company be substituted with the following clause:

V. The Authorised share capital of the company is Rs. Rs. 100,00,00,000 (One Hundred Crores Only) divided into 980000000 Equity Shares of Rs. 1.00 each and 2000000 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** any director or the Company Secretary be and is severally authorized to file statutory application and other forms, remit fees and to do all such acts, deeds, things as may be necessary and incidental to give effect to the above resolution.”

**May 17, 2018  
Bhopal**

**By the order of the Board  
For Sanwaria Consumer Limited**

**Sd/-  
Deepak Chhugani  
Company Secretary**

**Registered Office:  
E-1/1, Arera Colony,  
Bhopal (M.P.) – 462016  
Tele No.: 0755-4294878/Fax: 0755-4295038  
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[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 **May 11, 2018 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 Central Depositories Services (India) Limited (“CDSL”). 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) 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.
- 6) 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) June 16, 2018**. Postal Ballot forms received after this date and time will be strictly treated as if the reply from the Members has not been received.
- 7) 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 June 18, 2018** 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.sanwariagroup.com](http://www.sanwariagroup.com) and intimated to the Stock Exchanges on which the shares of the Company are listed.
- 8) 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:**

With a view to capitalising on the business opportunities in the FMCG sector and strengthening the financial position of the Company, Sanwaria Consumer Limited (“Company”), proposes to issue further capital by way of a qualified institutions placement. The proceeds of the proposed qualified institutions placement of securities of the Company shall be deployed, inter alia, for Capacity Expansion, reduction of debt and for general corporate purposes. The capital raising exercise is expected to enhance the company’s capital and strengthen its financial position and net worth. In order to meet the requirements for the above purposes, as may be decided by the Board, from time to time, it is proposed to seek authorization of the members of the Company in favor of the Board of Directors (“Board” or “Board of Directors” which expression for the purposes of this resolution shall include any duly constituted committee of Directors), without the need for any further approval from the members, to undertake the proposed issue of securities through qualified institutions placement on private placement basis to qualified institutional buyers (“QIBs”), in accordance with the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”) and other applicable laws, regulations, rules and guidelines, as set out in the Special Resolution in the accompanying Notice. In view of above, the Board may, in one or more tranches, issue and allot equity shares and/or any other convertible securities, which are convertible into equity shares on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment or such other time period as may be prescribed under law (collectively referred to as “QIP Securities”) to QIBs on a private placement basis. The proposed issue of QIP Securities (“QIP”) shall be subject to the provisions of applicable laws, including the SEBI ICDR Regulations, including in relation to the pricing of the QIP Securities. The “Relevant Date” for the determination of applicable price for the issue of the QIP Securities shall be (a) in case of allotment of equity shares the date of the meeting in which the Board of the Company decides to open the proposed QIP, or (b) in case of allotment of eligible convertible securities which are convertible into equity shares at a later date, the date on which the Board decides to open the proposed issue or the date on which the holders of such securities becomes entitled to apply for equity shares, as the case may be. The pricing of the QIP Securities that may be issued shall be determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations (“QIP Floor Price”). Further, the Board may offer a discount of not more than five per cent or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. For the reasons aforesaid, an enabling Special Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the QIP. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchanges. Thus it is proposed to create, issue, offer and allot equity shares of upto 500 Crores (including preferential allotment to promoters of Rs. 100 Crores) and/or any other convertible securities, and will bear such coupon as may be determined by the board of directors. The proposed issue of QIP Securities as above may be made in one or more tranches. The proposed Special Resolution is only enabling in nature and the Board may from, time to time, consider the extent, if any, to which the QIP Securities may be issued. Section 62(1)(c) of the Act provides, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the members decide otherwise. The proposed special resolution seeks the consent and authorization of the members to the Board of Directors to offer, issue and allot the QIP Securities, in consultation with the lead managers, legal advisors and other intermediaries, to any persons, whether or not they are members of the Company. The Board of Directors accordingly recommends the special resolution set out in the accompanying notice for the approval of the members. None of the directors of the Company, key managerial personnel or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company, if any, or to the extent that any of the directors or key managerial personnel of the Company are also directors or members of any financial institutions or banking companies, to whom monies may be repaid, in full or in part, from the proceeds of the QIP.

**Item No. 2:**

The Board on May 11, 2018, subject to necessary approval(s), has approved the proposal for raising funds up to Rs. 500,00,00,000/- (Four Hundred Crores only) including issue of shares on preferential basis to promoters of Rs 100 Crores.

The Information as required under Regulation 73 of the SEBI Regulations for the proposed Preferential Issue is as under:

**(a) Object/s of the issue:**

The object of the proposed Preferential Issue is to augment the resources of the Company for general corporate and capacity expansion and other such purposes permitted by the applicable law and approved by the Board of the Company.

Since the Company requires funds , therefore the promoters have decided to infuse funds into the Company around Rs. 100,00,00,000/- (One Hundred Crores only) by a way of subscription to the equity capital of the Company.

**(b) Proposal of Promoters/Directors/key Managerial Personnel of the Company to subscribe to the offer:**

The Preferential Issue is being made to the promoters of the Company.

**(c) Securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to issue to the Proposed Allottee up to 28571429 (Two Crore Eighty Five Lakh Seventy One Thousand Four Hundred Twenty Nine) Equity Shares of face value of Rs. 1/- (One) each at an issue price of Rs. 35/- (Rupees Thirty Five) per Equity Share, aggregating up to Rs. 100,00,00,000/- (One Hundred Crores only), in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI (Initial Capital and Disclosure Requirements) Regulations, 2009 and the amendment thereof.

The Preferential Issue shall be made only in dematerialized form as per SEBI Regulations.

**(d) Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:**

Category of Shareholder		Pre-issue		Post-issue	
Category		Pre-issue	% to total	Post-issue	% to total
Code		shares held	holding	shares held	holding
<b>(A)</b>	<b>Promoters Holding</b>	<b>481151216</b>	<b>65.36</b>	<b>509722645</b>	<b>66.66</b>
1.	Indian:				
	Individual	294757696	40.04	323329125	42.28
	Bodies Corporate	186393520	25.32	186393520	24.37
	Sub Total	481151216	<b>65.36</b>	509722645	66.66
<b>(B).</b>	<b>Public</b>				
1.	Institutions	808101	0.109	808101	0.106
2.	Non Institutions	254140683	34.52	254140683	33.23

<b>Sub Total (B)</b>	254948784	34.63	254948784	33.34
Grand total	736100000	100	764671429	100

**(e) Identity of the proposed allottees**

Details of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and /or who ultimately control the proposed allottees.

S. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Pre-issue no. Of Equity shares	Number of Equity shares	Post issue Capital	% Post issue holding
1	Anil Kumar Agrawal	Promoter	N.A.	57999324	7142858	65142182	8.52
2	Ashok Kumar Agrawal	Promoter	N.A.	54033100	7142857	61175957	8.00
3	Gulab Chand Agrawal	Promoter	N.A.	57718972	7142857	64861829	8.48
4	Satish Kumar Agrawal	Promoter	N.A.	49236300	7142857	56379157	7.37

**(f) Time within which the Preferential Issue shall be completed:**

The Company will complete the issue & allotment of Equity Shares within a period of 15 days from the date of special resolution or when the allotment on preferential issue requires any approval by any regulatory authority like stock exchange or Central Government or any statutory body, the allotment of shares will be completed within 15 days from the date of such approvals.

**(g) Change in Control:**

There shall be no change in the control or management of the Company pursuant to the issue of equity shares to the promoters on preferential basis.

**(h) Lock-In Requirements:**

The shares to be allotted on preferential basis shall be locked in as per the provisions of the SEBI (ICDR) Regulations.

**(i) Transferability period:**

The Equity Shares allotted on a preferential basis shall not be transferred by the Investor until trading approval is granted by the Stock Exchanges.

**(j) Auditors' Certificate:**

M/s. Sunil Saraf & Associates, Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI Regulations. A copy of the certificate shall be placed before the shareholders at the ensuing General Meeting and is kept for inspection at the Registered Office of the Company during the business hours.

**(k) Relevant Date:**

Relevant Date for the purpose of Preferential Issue is May 17, 2018 which is the date 30 days prior to the date of ensuing General Meeting where this resolution is being considered for approval.

**(l) Pricing & Undertaking to re-compute the price:**

The Equity Shares proposed to be issued pursuant to the Preferential Issue will be issued and allotted at a price not less than the higher of the following in terms of Regulation 76 of the SEBI Regulations:

(a) the average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the recognized Stock Exchange during the 26 (twenty-six) weeks preceding the Relevant Date (as defined above);

or

(b) the average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the recognized Stock Exchanges during the 2 (two) weeks preceding the Relevant Date (as defined above).

Accordingly, the issue price of Rs. 35/- (Rupees Thirty Five Only) per Equity Share at which the Equity Shares are proposed to be issued and allotted is in compliance with the minimum issue price determined in accordance with Regulation 76 of the SEBI (ICDR) Regulations, 2009.

**(m) Re-computation:**

Given that the company has been listed for a period of more than 26 (Twenty Six) weeks as on the Relevant Date, no requirement to re-compute the price is applicable.

Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42 and 62 of the Companies Act, 2013 read with the rules made there under, for the issue of Equity Shares by way of conversion of unsecured loan given by the proposed allottees aggregating an amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores only) and to offer and allot such Equity Shares on a preferential basis.

The Directors / key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice only to the extent of shares held by them, if any, in the Company.

**Item No. 3:**

Over the years, the volume of business has been increasing constantly and the company has also embarked upon expansion plans. In order to expand the capital base and for the purpose of issue of shares on preferential basis as well as issue of shares via Qualified Institutional Placement (QIP) route, it is now proposed to increase the existing authorised share capital Rs. 78,00,00,000/- (Seventy Eight Crore only) divided into 760000000 Equity Shares of Rs. 1.00 each and 20,00,000 Preference Shares of Rs. 10.00/- each to Rs. 100,00,00,000 (One Hundred Crores Only) divided into 980000000 Equity Shares of Rs. 1.00 each and 2000000 Preference Shares of Rs. 10.00/- each

The Resolutions contained in Item No. 3 seek to increase the Authorised Share Capital of the Company as aforesaid and to alter the Memorandum of Association of the Company, respectively, consequential to such increase in the Authorised Share Capital of the Company as proposed.

The proposal requires the consent of the members. The Board of Directors recommends that the proposal be approved on the meeting dated May 07, 2018

None of the directors, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financial or otherwise, except to the extent of shareholding they have.

May 17, 2018  
Bhopal

By the order of the Board  
For Sanwaria Consumer Limited

Sd/-  
Deepak Chhugani  
Company Secretary

Registered Office:  
E-1/1, Arera Colony,  
Bhopal (M.P.) – 462016  
Tele No.: 0755-4294878/Fax: 0755-4295038  
Email:  
[compliance@sanwariaconsumer.com](mailto:compliance@sanwariaconsumer.com)  
[bhopalsanwaria@gmail.com](mailto:bhopalsanwaria@gmail.com)  
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 Central Depositories Services (India) Limited ("CDSL"). The instructions for members for voting electronically are as under:-

(i) During the period shareholders' of the Company, holding shares, as on the cut-off date **May 11, 2018** may cast their vote electronically. The e-voting module shall be disabled by Central Depositories Services (India) Limited ("CDSL") 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 & open CDSL E-VOTING PORTAL
- 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..
- 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 Consumer 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. 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), June 16, 2018**. 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 **May 11, 2018 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.



## SANWARIA GROUP

Serving Society through Industry

### SANWARIA CONSUMER 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

### 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 May 17, 2018 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 RESOLUTON FOR ISSUE OF SECURITIES THROUGH QUALIFIED INSTITUTIONS PLACEMENT (QIP) ON A PRIVATE PLACEMENT BASIS TO QUALIFIED INSTITUTIONAL BUYERS ("QIBS")			
2.	SPECIAL RESOLUTON FOR FURTHER ISSUE OF 28571429 EQUITY SHARES TO PROMOTERS/PROMOTER GROUP AT AN ISSUE PRICE OF RS. 35.00/- EACH (INCLUDING PREMIUM OF RS. 34.00/- PER SHARE) ON PREFERENTIAL BASIS.			
3.	ORDINARY RESOLUTON FOR INCREASE IN AUTHORISED SHARE CAPITAL			
<hr/>				

Place:

Date:

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(Signature of the Member)

### Particulars of E-Voting

E-voting Event Number (EVEN)	User ID	Password