



A Govt. Recognised Trading House

# SANWARIA CONSUMER LIMITED

(Formerly known as Sanwaria Agro Oils Limited)

CIN - L15143MP1991PLC006395



**SANWARIA GROU**  
Serving society through Industr

September 29, 2018

To,

<b>Bombay Stock Exchange Limited</b> Market Operations Dept. P.J. Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 519260	<b>National Stock Exchange of India</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai-400 051 Scrip Code: SANWARIA
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**Sub: Proceedings of the 27<sup>th</sup> Annual General Meeting held on Saturday, September 29, 2018.**

Dear Sir/Madam,

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the Twenty-Seventh Annual General Meeting of the Company held on Saturday, September 29, 2018 at 09.00 A.M. at the Registered Office of the Company at E-1/1, Arera Colony, Bhopal (M.P.) – 462016.

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

Thanking You,

By the Order of the Board  
For Sanwaria Consumer Limited

Komal Madhyani  
(Company Secretary)



Encl: As above

## Proceedings of 27<sup>th</sup> Annual General Meeting held on Saturday, September 29, 2018

The Twenty Seventh Annual General Meeting ("AGM") of the Company was held on Saturday, September 29, 2018 at 9.00 AM at the registered office of the Company, E-1/1, Arera Colony, Bhopal - 462016 (M.P.) and concluded at 11.30 A.M.

Mr. Anil Agrawal, Director being elected as the Chairman of the meeting, chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to be in order. Requisite quorum was present throughout the Meeting. Total of 32 members were present in person or through proxy at the Meeting. The Chairman then commenced the proceedings by welcoming the members of the Company. The Notice convening AGM along with the Explanatory Statement was taken as read.

The Chairman of the Company briefed the shareholders about the business outlook and challenges of the Company in the opening remark. The Chairman of the Meeting took up the items of Ordinary Business and Special Business before the Meeting, as listed under Serial Nos. 1 to 8.

Further the Chairman highlighted the following points;

- ❖ **Stores and e-Shoppe:** The Company is focusing on Retail sale and channelizing its business model from B2B to B2C. Consequently, Company has opened 50 stores in state of Madhya Pradesh and Company has planned to open around 50 stores each in the state of Maharashtra and Gujarat by the next six months. Thereafter, the Company shall extend its reach to other parts of India with an ambitious target of opening 600 stores all over India. This step shall have direct impact on top line and bottom line growth of the Company.
- ❖ **With reference to explanation to the item no. 8 of the Agenda:** The Chairman apprised the members that with a view to capitalizing the business opportunities in the FMCG sector and strengthening the financial position of the Company, the Company proposes to issue further capital amounting to Rs. 500 Crores (Rupees Five Hundred Crores) by way of a qualified institutional 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 working capital. The capital raising exercise is expected to enhance the company's capital and strengthen its financial position and net worth.  
Further, Chairman informed that a reputed Merchant Banker will be appointed very soon for effecting QIP/QIP Preferential allotment/Placement. Number of Meetings has been done with various analysts to increase the company's visibility.





- ❖ **Growth Prospectus in FY 2018-19:** With the ongoing growth momentum, being conservative at 15-20%; the directors are positive in accomplishing the target for the FY 2018-19. Furthermore, the Company is also making efforts to reach out to U.S Market through exporting its products in USA as the Company has recently obtained Certificate of Registration from Food and Drug Administration.
- ❖ **EBIDTA Margins are expected to increase** due to improvement in manufacturing efficiency, increase in sale and change in product mix, focus on the retail/value added and branded products segment, Management has set target of achieving double digit EBITA in next 2-3 years.
- ❖ **Reason for Non-Recommendation and Declaration of Dividend:** Chairman informed to the shareholders that the board of directors decided not to declare any dividend for the FY 2017-18 to reduce the debt of the Company and to support cap-ex and working capital requirements of the Company.
- ❖ **Campaign and Advertisement :** Advertisement and Branding Promotion Campaign has been planned on national/all in India basis to promote companies ATM size Retail Stores & online e-commerce website in the coming month.
- ❖ **Association with Patanjali:** The Company had been supplying its products to "Patanjali" in past and already supplying Soya Badi/Chunk to them and expecting to add more items to its supplies to Patanjali like Basmati Rice, Soyabean- Oil, Rice Bran Oil and Wheat Floor.

**The Chairman then provided the fair opportunity to the Members of the Company to seek clarifications and/ or to offer suggestions on the Company's accounts and businesses and the same was adequately answered/ clarified by the Chairman.**

Chairman shown concern for the recent reduction in market price of company's shares. He conveyed willingness of management to do every possible thing to unlock the value of shares for all stakeholders and for enhancing the value of company's shares and increase market capitalisation, consequently, maximizing shareholders wealth .

Thereafter, the Chairman informed the Members that the facility of remote e-voting was made available from Wednesday, September 26, 2018 (09.00 AM IST) to Friday, September 28, 2018 (05.00 PM IST) and that the facility of voting through Ballot/Polling Papers had been provided at the AGM venue to those Members who did not cast their vote through remote e-voting.



The Chairman also informed that, M/S P.K Rai & Associates, Practicing Company Secretary had been appointed as Scrutinizer for scrutinizing the remote e-voting process and voting by Ballot/ Polling Paper at the AGM, in a fair and transparent manner.

The following items as set out in the Notice convening the AGM were transacted at the Meeting:

1. To adopt Financial Statements, etc, for the financial year ended 2017-18.
2. To appoint a Director in place of Mr. Abhishek Agrawal (DIN: 06744775) who retires by rotation
3. To re-appoint M/s. Khandelwal Kakani & Co. ; Chartered Accountants as the Statutory Auditors of the Company.
4. To confirm the appointment of Ms. Shivani Jhariya as Women Independent Director.
5. To ratify remuneration of the Cost Auditors- M/s. M.P. Turakhia Associates
6. To ratify the non-payment of managerial remuneration to Whole Time Directors.
7. To ratify the non-payment of remuneration/sitting fees to Non-Executive/Independent directors
8. To issue securities through Qualified Institutions Placement (QIP) ) to the extent of upto Rs. 500,00,00,000 (Five Hundred Crores only)

The Chairman authorised the Company Secretary to carry out the process of voting at the AGM through Ballot Poling Paper.

The Chairman thanked the Members for attending the meeting and for their co-operation. The Chairman informed that result will be announced within permitted time on receipt of Scrutinizer's report.

