



SANWARIA GROUP

Serving Society through Industry

"SANWARIA" FMCG Food Product Company

25th

Annual Report 2015-2016



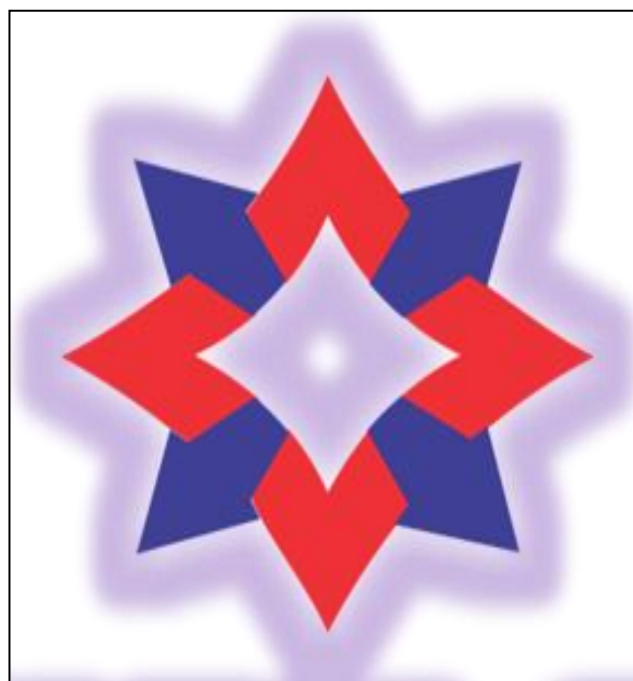
SANWARIA AGRO OILS LIMITED

A Sanwaria Group Enterprise

A GOVT. RECOGNIZED TRADING HOUSE

E-1/1, Arera Colony, Bhopal - 462 016 (M.P.) India





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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Chairman

Mr. Gulab Chand Agrawal

Executive Directors

Mr. Ashok Kumar Agrawal

Mr. Satish Agrawal

Non-Executive Directors

Mr. Anil Agrawal

Mr. Abhishek Agrawal

Mr. Rajul Agrawal

Independent Directors

Mr. Shyam Babu Agrawal

Mr. Hans Kumar Verma

Mr. Santosh Kumar Tiwari

Mr. Hari Krishan Agrawal

Mr. Surendra Kumar Jain

STATUTORY AUDITORS

M/s Sunil Saraf and Associates

COMPANY SECRETARY AND COMPLIANCE OFFICER

Miss Pooja Poddar

BANKERS

Punjab National Bank with other Consortium Banks.

REGISTRAR AND TRANSFER AGENTS**M/s Karvy Computershare Private Limited**

Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad.

Telephone: +91-40-67161500, 33211000

Fax: +91-40-23420814, 23001153

Toll Free No.: 1800-345-4001

Email-id: einward.ris@karvy.com

Website: www.karvycomputershare.com

REGISTERED CUM CORPORATE OFFICE

E-1/1, Arera Colony, Bhopal M.P. – 462016.

Telephone: +91-755-4294878

Fax: +91-755-4295038

Email-id: compliance@sanwariaagro.com

Website: www.sanwariaagro.com

MARKETING OFFICE

304-Midas, Sahara Plaza Complex, Anheri Kurla Road, Chakala, Andheri, (East), Mumbai.

SUBSIDIARY COMPANIES

- Sanwaria Energy Limited
E-1/1, Arera Colony, Bhopal M.P. – 462016
- Sanwaria Singapore Limited
1, Raffles Place # 28-02 One Raffles Place Singapore 0486

STOCK EXCHANGE

Bombay Stock Exchange Limited (BSE)

National Stock Exchange of India Limited (NSE)

PLANT LOCATIONS**Soya Oil Division**

- Unit-I & Unit-II, 53A, 53B, Sec A, Industrial Area, Mandideep (M.P.)
- 19-30, Industrial Area, Kheda, Itarsi (M.P.)
- Kosmi Industrial Area. Betul (M.P.)

Soya Flour Division

- Unit-I & Unit-II, 53A, 53B, Sec-A, Industrial Area, Mandideep (M.P.)

Soya Bari (Chunks) Division

- Unit-I & Unit-II, 53A, 53B, Sec-A, Industrial Area Mandideep (M.P.)

Rice Division

- 55, Sec A Industrial Area, Mandideep (M.P.)
- Vill. Kiratpur, Teh. Itarsi (M.P.)



**SANWARIA GROUP**

Serving Society through Industry

Registered Office: E-1/1, Arera Colony, Bhopal (M.P.) -462016

CIN: L15143MP1991PLC00256539

Website: www.sanwariaagro.com, Email Id: compliance@sanwariaagro.com

Telephone: +91-755-4294878 Fax: +91-755-4295038

NOTICE

of 25th Annual General Meeting

NOTICE is hereby given that the **TWENTY FIFTH Annual General Meeting** of the Members of **Sanwaria Agro Oils Limited** will be held on **Friday, September 30, 2016 at 9.00 AM Hrs. (IST)** at the Registered Office of the Company at E-1/1, Arera Colony, Bhopal-462016 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2016, including the audited Balance Sheet as at March 31, 2016, 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.
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.
3. To ratify the appointment of M/s Sunil Saraf & Associates, Indore (Firm Registration No. 15021C) as approved by Members at the Twenty Fourth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 26th Annual General Meeting, and to fix their remuneration for the Financial Year ending March 31, 2017.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

"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. Yogesh Chourasia & Associates., Cost Accountants, 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 2016-17 at a remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand Only) excluding service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the Article 82 and 96(c) of the Articles of Association of the Company and subject to 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), 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 Whole time 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."

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

"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 sitting fees shall be paid to the Non-Executive/Independent Directors of the Company during the financial year 2015-16 for attending the meeting of the Board of Directors or Committee thereof."

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in suppression of the earlier special resolution passed at the Extra-ordinary General Meeting held on November 28, 2015 and 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 Agro Oils 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 2,00,00,000 (Two Crore 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 allottees to the Company at a premium of Rs. 24/- (Twenty Four only) considering August 30, 2016 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
1.	Abhishek Agrawal	Promoter	AJAPA4780A	58400	1460000
2.	Anil Kumar Agrawal	Promoter	ABBPA9214G	3591200	89780000
3.	NS Agrawal Trading Corporation Limited	Promoter	AADCN2742N	2400000	60000000
4.	Ashok Kumar Agrawal	Promoter	ABBPA9215H	3627200	90680000
5.	Geeta Devi Agrawal	Promoter	ABBPA9212A	65600	1640000



6.	Gulab Chand Agrawal	Promoter	ABBPA9209K	3991840	99796000
7.	Rajul Agrawal	Promoter	AGCPA0879P	99000	2475000
8.	Sanwaria Globfin Private Limited	Promoter	AAFCS4635M	2662760	66569000
9.	Satish Kumar Agrawal	Promoter	ABBPA9216E	3504000	87600000
Total				20000000	500000000

“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.”

Registered Office:

E-1/1, Arera Colony, Bhopal-
462016 (M.P.)
Place: Bhopal
August 16, 2016

By order of the Board
For Sanwaria Agro Oils Limited
CIN: L15143MP1991PLC006395

Sd/-
Pooja Poddar
Company Secretary



NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business as set out in the notice is annexed.
2. A member of the company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company.
3. The instrument appointing proxy, duly completed, stamped and signed must be deposited at the Company's Registered Office not later than 48 hours before the commencement of the Meeting. The Proxy form is enclosed herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company.
5. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
6. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
7. Corporate Members are requested to send a board resolution duly certified, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
8. The proxy form should be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorized by him/her.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Friday, September 30, 2016 (both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013 for the purpose of Annual General Meeting.
11. Mr. Abhishek Agrawal, Director of the Company, retire by rotation and being eligible, offer himself for re-appointment at the forthcoming Annual General Meeting. The relevant details of Director seeking re-appointment under Item no. 2 in this notice is annexed hereto.
12. Members holding shares in physical form are requested to intimate any change in address, change of name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., to the Company's Registrar & Transfer Agents, Karvy Computershare Private Limited, at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032 (Phone No. 040-67161500/18003454001, Email: einward.ris@karvy.com;) for providing efficient and better services. Members holding shares in dematerialized form are requested to intimate such changes to their respective depository participants.
13. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA.

