



## AMRIT CORP. LIMITED

CIN: L15141UP1940PLC000946

Regd. Office: CM-28, 1st Floor, Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad - 201 009 (U.P.)

Corp. Office: Amrit Corporate Centre, A-95, Sector-65, NOIDA-201 309 (U.P.)

Telephone No.: 0120-4506900, Fax No.: 0120-4506910

E-mail: [info@amritcorp.com](mailto:info@amritcorp.com), Website: [www.amritcorp.com](http://www.amritcorp.com)

### POSTAL BALLOT NOTICE

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.**

**Dear Member(s),**

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") read with the General Circular No. 20/2021 dated December 8, 2021 issued by Ministry of Corporate Affairs ("**MCA Circular**"), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Amrit Corp. Limited ("**the Company**"), to consider and if thought fit to pass the resolution set out herein below as a special resolution through postal ballot by remote e-voting process ("**e-voting**") in accordance with Regulation 11 of the Delisting Regulations and other applicable laws.

The proposed resolution along with the explanatory statement, pursuant to Section 102 of the Companies Act and other applicable laws, pertaining to the said resolution setting out the material facts and the reasons thereof, is appended. Only members of the Company as on Monday, February 7, 2022 (i.e., the cut-off date) are entitled to vote.

As permitted under the MCA Circular, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circular, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circular.

Pursuant to the provisions of Section 110 of the Act read with Rule 22 of the Rules, the Board of Directors of the Company ("**Board**") has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary, New Delhi (Membership No. FCS - 3616 & CP No. 3169), as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner. The voting will commence on Thursday, February 10, 2022 at 9:00 a.m. and will end on Friday, March 11, 2022 at 5:00 p.m.

The Scrutinizer will submit the report to the Chairman of the Company or to an officer of the Company, as authorized by the Chairman, after the completion of the scrutiny of the total votes cast. The result of the postal ballot will be announced within two working days of the conclusion of the voting through postal

ballot/e-voting process. The result alongwith the Scrutinizer's Report will also be posted on the website of the Company i.e. [www.amritcorp.com](http://www.amritcorp.com) and website of NSDL i.e. [www.nsdl.co.in](http://www.nsdl.co.in) and will be available on the website of the Bombay Stock Exchange i.e. [www.bseindia.com](http://www.bseindia.com). The Company will also display the result in the Notice Board at its Registered Office.

#### **SPECIAL BUSINESS:**

#### **Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited (“BSE” or “Stock Exchange”).**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to (i) the initial public announcement dated January 25, 2022 issued by Inga Ventures Private Ltd. (**“Manager” or “Manager to the Offer”**) in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**“Delisting Regulations”**) on behalf of certain members of the promoter and promoter group of the Company (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“Promoter Group”**) viz., Mr. Naresh Kumar Bajaj, Mr. Ashwini Kumar Bajaj, Mr. Vikram Kumar Bajaj, Amrit Banaspati Company Private Limited and A.K.Bajaj Investment Private Limited (collectively **“Acquirers”**), inter alia to initiate the process and to express their intention to (a) acquire all fully paid up equity shares of the Company, having a face value of Rs. 10/- each, (**“Equity Shares”**) that are held by public shareholders of the Company (as defined under the Delisting Regulations and to be referred to as **“Public Shareholders”**), either individually/ collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently, voluntarily delist the Equity Shares from BSE Limited (**“Stock Exchange”**) by making a delisting offer in accordance with the Delisting Regulations (**“Delisting Proposal”**), and (ii) the approval of the Board of Directors of the Company (**“Board”**) granted in its meeting held on February 7, 2022; and in accordance with the provisions of the Companies Act, 2013 (**“the Act”**) and the Rules framed thereunder, the Delisting Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contract (Regulation) Act, 1956 (including the Rules issued thereunder), the listing agreement entered with the Stock Exchange, where the Equity Shares are listed i.e. BSE Limited, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any, and subject to such approvals, permissions and consents, as may be required and necessary for the Company, the Acquirers and/ or other members of the Promoter Group, as the case may be, under applicable laws and subject to the terms of such approvals, permissions and consents, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, permissions and consent, approval of the members of the Company be and is hereby accorded to voluntarily delist the Equity Shares of the Company from the Stock Exchange pursuant to the proposed acquisition by the Acquirers, either individually/ collectively or together with other members of the Promoter Group, as detailed in the initial public announcement dated January 25, 2022, of Equity Shares that are held by the Public Shareholders in accordance with the terms of the Delisting Regulations and other applicable provisions of applicable laws and the Company shall accordingly take all necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of the Equity Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the directors of the Company, Mr. J.C.Rana, Executive Director, Mr. B.P.Maheshwari, Chief Financial Officer and Mr. Pranab K.Das, Company Secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters, and things as they may at their discretion deem necessary or expedient for such purpose, and seek relevant third party consents, as may be required, and make all necessary filings/ applications including but not limited to filing/ applications to any statutory/ regulatory/ government authority including to the Stock Exchange for seeking its approval for the Delisting Proposal in accordance with the provisions of Delisting Regulations, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.

**RESOLVED FURTHER THAT** any of the directors or key managerial personnel of the Company be and are hereby severally authorized to issue a certified true copy of the above resolution wherever necessary.”

**Place :** Ghaziabad  
**Date :** February 7, 2022

By Order of the Board  
for **Amrit Corp. Limited**

**Registered Office:**  
CM-28, First Floor, Gagan Enclave,  
Amrit Nagar, G. T. Road,  
Ghaziabad-201 009 (U.P.)  
E-mail: [info@amritcorp.com](mailto:info@amritcorp.com)  
Website: [www.amritcorp.com](http://www.amritcorp.com)  
Telephone No.: 0120-4506900  
**CIN :** L15141UP1940PLC000946

**(P. K Das)**  
Company Secretary

### **NOTES AND INSTRUCTIONS**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Act') together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions setting out material facts and reasons relating to the special business is annexed hereto.
2. This postal ballot notice is being sent electronically by email and published/displayed for all the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as on the cut-off date i.e. February 7, 2022 ("Eligible Members") and who have registered their email addresses with the Company and/or with the Depositories. In the light of the Covid-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA circulars, physical copies of the Notice will not be circulated.
3. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to M/s MAS Services Limited at [investor@masserv.com](mailto:investor@masserv.com). Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
4. All the persons who are members of the Company as on the cut-off date i.e. February 7, 2022 (including those members who may not have received this Postal Ballot Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this Notice may obtain the User ID and password by following the instructions for remote e-voting given hereunder.
5. Postal Ballot Notice along with the Explanatory Statement thereof will also be available on the Company's website, [www.amritcorp.com](http://www.amritcorp.com) and on the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in) and on the website of BSE Limited, where the shares of the Company are listed.
6. Voting rights of the Members shall be in proportion to their share in paid-up equity share capital of the Company on the Cut-off date i.e February 7, 2022. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by e-voting.
7. Members may note that once the vote on a resolution has been cast by the member by the remote e-voting process, he/she shall not be allowed to change it subsequently or cast the vote again.
8. In compliance with Sections 108 and 110 of the Act read with the Rules and the Circulars issued thereunder, the Company has provided the facility to the members to exercise their votes electronically

and vote on resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are mentioned in this Notice. A member cannot exercise his vote by proxy on postal ballot.

9. The Board of Directors of the Company has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary, New Delhi (Membership No. FCS - 3616 & CP No. 3169), practicing company secretary, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
10. After completion of scrutiny, the Scrutinizer will submit the Report to the Chairman of the Company and in his absence to officer of the Company authorized by the Chairman. Results of the Postal Ballot will be announced within 2 (two) working days of the conclusion of the voting through postal ballot/e-voting process. The result alongwith the Scrutinizer's Report will also be posted on the website of the Company i.e. [www.amritcorp.com](http://www.amritcorp.com) and website of NSDL i.e. [www.nsdl.co.in](http://www.nsdl.co.in) and will be available on the website of the Bombay Stock Exchange i.e. [www.bseindia.com](http://www.bseindia.com). The Company will also display the result in the Notice Board at its Registered Office.
11. Remote e-voting will commence from Thursday, February 10, 2022 at 9.00 a.m. (IST) and will end on Friday, March 11, 2022 at 5.00 p.m.(IST). Voting by e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A member cannot exercise his vote by proxy on postal ballot.
12. Resolutions passed by the members through postal ballot by way of e-voting are deemed to have been passed as if they have been passed at a General Meeting of the members.
13. M/s MAS Services Limited is the Registrar and Share Transfer Agent of the Company. All investor related communications may be addressed to them. The details of the person responsible to address grievances and other matters connected with e-voting are as under:

<b>Name:</b>	Mr. Shraavan Mangla
<b>Unit:</b>	Amrit Corp. Limited
<b>Address:</b>	M/s MAS Services Limited T-34, 2 <sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi – 110 020
<b>Tel:</b>	011-26387281/82/83
<b>Email id:</b>	<a href="mailto:info@masserv.com">info@masserv.com</a> , <a href="mailto:investor@masserv.com">investor@masserv.com</a>

#### 14. Voting through electronic means

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, MCA Circular, and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by NSDL.

The remote e-voting facility will be available during the following period

Commencement of remote e-voting	Thursday, February 10, 2022 at 9.00 a.m. (IST)
End of remote e-voting	on Friday, March 11, 2022 at 5.00 p.m.(IST)

The remote e-voting module shall be disabled by NSDL for voting at 5:00 p.m. (IST) on March 11, 2022. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.




The procedure and instructions for remote e-voting are as follows:

**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting for individual shareholders holding securities in demat mode:**

In terms of Securities and Exchange Board of India (“SEBI”) circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

#### **Inspection of Documents:**

All documents referred to in the Notice and Explanatory Statement will be available for electronic inspection by the members from the date of dispatch of this Notice until the last date for receipt of votes by remote e-voting i.e., Friday, March 11, 2022 till 5:00 p.m. (IST). Members seeking to inspect such documents can send an e-mail to info@amritcorp.com. Further, any query in relation to the resolution proposed to be passed by postal ballot may be addressed to the Company Secretary of the Company at pkdas@amritcorp.com.

**Place :** Ghaziabad

**Date :** February 7, 2022

By Order of the Board  
for **Amrit Corp. Limited**

#### **Registered Office:**

CM-28, First Floor, Gagan Enclave,  
Amrit Nagar, G. T. Road,  
Ghaziabad-201 009 (U.P.)  
E-mail: info@amritcorp.com  
Website: www.amritcorp.com  
Telephone No.: 0120-4506900  
**CIN : L15141UP1940PLC000946**

**(P. K Das)**  
Company Secretary



**EXPLANATORY STATEMENT**  
**(Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

**Voluntary Delisting of the Equity Shares of the Company from BSE Limited.**

1. The fully paid-up equity shares of the Company, each having a face value of Rs.10/-, ("Equity Shares") are currently listed on BSE Ltd. ("**BSE**" or "**Stock Exchange**").
2. As on date, the members of the Promoter Group (as defined below) collectively hold 22,65,424 Equity Shares representing 74.56% of the paid-up equity share capital of the Company and the Public Shareholders (as defined below) hold 7,72,807 Equity Shares representing 25.44% of the paid-up equity share capital of the Company.
3. On January 25, 2022, the Company received the initial public announcement dated January 25, 2022 issued in accordance with the Delisting Regulations ("**Initial Public Announcement**") on behalf of certain members of the promoters and promoter group of the Company (as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**Promoter Group**") viz., Mr. Naresh Kumar Bajaj, Mr. Ashwini Kumar Bajaj, Mr. Vikram Kumar Bajaj, Amrit Banaspati Company Private Limited and A.K. Bajaj Investment Private Limited ("**Acquirers**") to initiate the process and to express their intention to (a) acquire all Equity Shares that are held by public shareholders of the Company (as defined under the SEBI (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**") and to be referred to as "Public Shareholders"), either individually/ collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently, voluntarily delist the Equity Shares from the Stock Exchange by making a delisting offer in accordance with the Delisting Regulations.
4. As per the Initial Public Announcement, the rationale and the reasons for the Delisting Proposal are as follows:
  - a) The proposed delisting would enable the members of the Promoter Group to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. As the Company will no longer remain listed, there will be reduction in dedicated management time to comply with the requirements associated with continued listing of equity shares, which can be refocused to its business;
  - b) The delisting proposal will enhance the Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures, including financial support from the Promoter Group;
  - c) The proposed delisting will result in reduction of the ongoing substantial compliance costs which includes the costs associated with listing of equity shares such as annual listing fee and fees payable to share transfer agents, expenses towards shareholders' servicing and such other expenses required to be incurred as per the applicable securities law;
  - d) The shares of the Company are infrequently traded on the stock exchange. The delisting proposal is in the interest of the Public Shareholders as it will provide them an opportunity to exit from the Company at a price determined in accordance with the Delisting Regulations, providing immediate liquidity given the heightened market volatility and uncertainty associated with infrequently traded shares.
5. The Company has received a letter dated January 25, 2022 for and on behalf of the Acquirers informing that: (a) the "reference date" with respect to the proposed delisting is January 25, 2022 i.e., the date on which the Company intimated the Stock Exchange that a meeting of the Board is being convened on February 7, 2022 inter alia to consider and approve/ reject the Delisting Proposal; and (b) as per floor price certificate dated January 25, 2022 issued by Pawan Poddar & Associates, Chartered Accountants, Mumbai (FRN: 123111W - Pawan Poddar, Proprietor, membership No.113280), Approved Valuer, Rs. 812/- per Equity Share is the Floor Price for the delisting offer ("Floor Price") determined in terms of Regulation 20(2) of the Delisting Regulations read with

Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations. However, the floor price is indicative only and is neither a ceiling nor the maximum price.

6. The discovered price will be determined through the reverse book building process specified in Schedule II of the Delisting Regulations, after fixation of the 'floor price' which is Rs.812/- per Equity Share.
7. In terms of the Delisting Regulations, the discovered price will be determined as the price at which shares are accepted through eligible bids, that takes the shareholding of the members of the Promoter Group (along with persons acting in concert) to 90% of the total issued shares excluding the shares which are held by the followings:
  - (a) Custodian(s) holding shares against which depository receipts have been issued overseas;
  - (b) A trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits) Regulations, 2014; and
  - (c) Inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
8. The Acquirers (and/or other members of the Promoter Group, as the case may) shall have the sole discretion to accept or reject the discovered price or make a counter offer in accordance with the Delisting Regulations, except if the discovered price is equal to the floor price or the indicative price, if any, offered by the Acquirers or if the discovered price is higher than the floor price but lower than the indicative price, if any, offered by the Acquirers. The discovered price, if accepted by the Acquirers, will be the final delisting price or exit price.
9. The Public Shareholders may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final offer price, are permitted to tender their Equity Shares up to a period of one year from the date of delisting of Equity Shares and, in such a case, the Acquirers, either individually/ collectively or together with other members of the Promoter Group as the case may be, shall accept such Equity Shares at the same final offer price at which the earlier acceptance of Equity Shares was made.
10. The acquisition of Equity Shares by the Acquirers, either individually/ collectively or together with other members of the Promoter Group, as the case may be, from the Public Shareholders will be conditional upon the following:
  - a) The Board approving the Delisting Proposal in accordance with Regulation 10 of the Delisting Regulations;
  - b) The approval of the shareholders of the Company by way of a special resolution in accordance with the Regulation 11 of the Delisting Regulations and other applicable law wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it;
  - c) Receipt of the approval of the Stock Exchange in accordance with the Delisting Regulations and/ or any other statutory/ regulatory approvals and third party consents, as may be required, in relation to the Delisting Proposal;
  - d) The acceptance by the Acquirers (and/ or other members of the Promoter Group, as the case may be) of the discovered price determined by the reverse book building process in accordance with the Delisting Regulations including other rights and obligations in terms of the Delisting Regulations;

- e) The number of Equity Shares being validly tendered in the delisting offer is sufficient enough to result in the delisting offer being successful in accordance with the Delisting Regulations; and
  - f) Such other terms and conditions as may be set out in the 'detailed public announcement' or the 'letter of offer' to be made/ dispatched to the Public Shareholders in accordance with the Delisting Regulations.
11. In terms of Regulation 8(3)(b) of the Delisting Regulations, the Promoters/Acquirers have confirmed that none of the members of the Promoter Group:
- (a) have sold the Equity Shares during the period of 6 months prior to the date of this Initial Public Announcement; and
  - (b) will not directly or indirectly, in connection with proposed delisting,
    - (i) employ any device, scheme or artifice to defraud any shareholder or other person; or
    - (ii) engage in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
    - (iii) engage in any act or practice that is fraudulent, deceptive or manipulative.
12. Mr. Baldev Singh Kashtwal, Practicing Company Secretary, New Delhi (FCS - 3616 & CP No. 3169 and & Peer Review Certificate No.1205/2021), a peer review company secretary, ("Peer Review Company Secretary") was appointed by Board to carry out due diligence in accordance with the Regulation 10(3) and other applicable provisions of the Delisting Regulations. Further, Board, at its meeting held on February 7, 2022, inter alia took on record the due diligence report dated February 7, 2022 ("Report"), as tabled before them, issued and submitted by the Peer Review Company Secretary and approved and recommended the Delisting Proposal, after having discussed and considered various factors including the Report. Based on the information available with the Company and after taking on record the Report, the Board, in accordance with Regulation 10(4) of the Delisting Regulations, certified that:
- a) The Company is in compliance with the applicable provisions of securities laws;
  - b) Mr. Naresh Kumar Bajaj, Mr. Ashwini Kumar Bajaj, Mr. Vikram Kumar Bajaj, Amrit Banaspati Company Private Limited and A.K. Bajaj Investment Private Limited and other members of promoter and promoter group of the Company and their related entities are in compliance with the applicable provisions of securities laws in terms of the Report including compliance with sub-regulation (5) of Regulation 4 of the Delisting Regulations; and
  - c) The Delisting Proposal is in the interest of the shareholders of the Company.
13. Further, the Board, at its meeting held on February 7, 2022, granted approval to the Company to seek necessary approval from its shareholders in relation to the Delisting Proposal in accordance with Regulation 11 of the Delisting Regulations, Listing Regulations, Companies Act and Rules read with the MCA Circular, and any other applicable law. The Company was also authorized to obtain necessary approval of the Stock Exchange in accordance with the provisions under the Delisting Regulations, and/ or any other statutory/ regulatory approvals and third party consents, as may be required, in relation to the Delisting Proposal.
14. In terms of Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the votes cast by Public Shareholders in favour of the Delisting Resolution are at least two times the number of votes cast by the Public Shareholders against it. Accordingly, approval for the Delisting Resolution is sought from the shareholders, and upon receipt of such approval, the Acquirers (and/ or other members of the Promoter Group, as the case may be) will proceed to make an offer to the Public Shareholders and purchase the Equity Shares at the exit price in accordance with the Delisting Regulations.

15. The Board recommends the special resolution and places it for consideration and approval of the shareholders of the Company.
16. Mr. Naresh Kumar Bajaj, Chairman & Managing Director, Mr. Ashwini Kumar Bajaj, Managing Director, and Mr. Vikram Kumar Bajaj, Director, being promoters and also the Acquirers are concerned and interested in the resolution to the extent of the equity shares proposed to be acquired from the Public Shareholders. Except as provided, none of the other directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution.

**Place :** Ghaziabad

**Date :** February 7, 2022

By Order of the Board  
for **Amrit Corp. Limited**

**Registered Office:**

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**(P. K Das)**  
Company Secretary