

**SCRUTINIZER'S REPORT ON E-VOTING
FOR AMRIT CORP. LIMITED**

The Chairman
Amrit Corp. Limited
CM-28C, (1st Floor),
Gagan Enclave, Amrit Nagar,
G. T. Road,
Ghaziabad-201 009 (U.P.)

73rd Annual General Meeting of the Members of Amrit Corp. Limited to be held on Tuesday, the 12th August, 2014 at 11.00 A. M. at Chaudhary Bhawan, (Near Jain Mandir), E- Block, Kavi Nagar, Ghaziabad (U. P.) -201 002.

Subject : Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Amrit Corp. Limited (hereinafter referred to as the "Company") on 27th May, 2014 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014.
2. The Company engaged Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 73rd Annual General Meeting (AGM) of the Company, which is scheduled to be held on Tuesday, the 12th August, 2014. Central Depository Services (India) Limited (CDSL) had set up e-voting facility on their website, <https://www.evotingindia.co.in> The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.



3. As on the cutoff date there were 13768 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 1231 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 12537 shareholders.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 27.06.2014. The e-voting facility was kept open from 6th August, 2014 @9.00 A.M. to 8th August, 2014 @6.00 P.M.
6. Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published five days in advance from the date of beginning of voting period in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper both dated 17th July, 2014. The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (g).
7. At the end of the voting period on August 8, 2014 at 6.00 P.M. the voting Portal of the service provider was blocked forthwith. On August 8, 2014 The votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Shri Shiv Paul Singh and Ms. Shikha Dixit who acted as the witnesses, as prescribed in sub rule 3 (xi) of said Rule 20 of Companies (Management and Administration) Rules, 2014.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.



RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2014 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 19 | 1976173 | 100.00% | 61.50% |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 |
| Total Number of Votes against the resolution | 0 | 0 | 0 | 0 |
| Total Number of Votes in favour of Resolution | 19 | 1976173 | 100.00% | 61.50% |

RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 19 | 1976173 | 100.00% | 61.50% |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 |
| Total Number of Votes against the resolution | 0 | 0 | 0 | 0 |
| Total Number of Votes in favour of Resolution | 19 | 1976173 | 100.00% | 61.50% |



RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI A. K. BAJAJ, WHO RETIRES BY ROTATION

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 19 | 1976173 | 100.00% | 61.50% |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 |
| Total Number of Votes against the resolution | 0 | 0 | 0 | 0 |
| Total Number of Votes in favour of Resolution | 19 | 1976173 | 100.00% | 61.50% |

RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR APPOINTMENT OF AUDITORS AND FIXING THEIR REMUNERATION

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 19 | 1976173 | 100.00% | 61.50% |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 |
| Total Number of Votes against the resolution | 0 | 0 | 0 | 0 |
| Total Number of Votes in favour of Resolution | 19 | 1976173 | 100.00% | 61.50% |



RESOLUTION NO. 5 – ORDINARY RESOLUTION FOR APPOINTMENT OF SHRI SUNDEEP AGGARWAL AS AN INDEPENDENT DIRECTOR

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 19 | 1976173 | 100.00% | 61.50% |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 |
| Total Number of Votes against the resolution | 1 | 50 | 0 | 0.00% |
| Total Number of Votes in favour of Resolution | 18 | 1976123 | 100.00% | 61.50% |

RESOLUTION NO. 6 – ORDINARY RESOLUTION FOR APPOINTMENT OF SHRI K R RAMAMOORTHY AS AN INDEPENDENT DIRECTOR

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 19 | 1976173 | 100.00% | 61.50% |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 |
| Total Number of Votes against the resolution | 1 | 50 | 0 | 0.00% |
| Total Number of Votes in favour of Resolution | 18 | 1976123 | 100.00% | 61.50% |



RESOLUTION NO. 7 – ORDINARY RESOLUTION FOR APPOINTMENT OF SHRI MOHIT SATYANAND AS AN INDEPENDENT DIRECTOR

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 19 | 1976173 | 100.00% | 61.50% |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 |
| Total Number of Votes against the resolution | 1 | 50 | 0 | 0.00% |
| Total Number of Votes in favour of Resolution | 18 | 1976123 | 100.00% | 61.50% |

RESOLUTION NO. 8 – SPECIAL RESOLUTION FOR APPOINTMENT OF SHRI N K BAJAJ AS CHAIRMAN & MANAGING DIRECTOR

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 19 | 1976173 | 100.00% | 61.50% |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 |
| Total Number of Votes against the resolution | 0 | 0 | 0 | 0 |
| Total Number of Votes in favour of Resolution | 19 | 1976173 | 100.00% | 61.50% |



RESOLUTION NO. 9 – ORDINARY RESOLUTION FOR APPROVAL OF THE REMUNERATION OF THE COST AUDITORS

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 19 | 1976173 | 100.00% | 61.50% |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 |
| Total Number of Votes against the resolution | 0 | 0 | 0 | 0 |
| Total Number of Votes in favour of Resolution | 19 | 1976173 | 100.00% | 61.50% |

RESOLUTION NO. 10 – SPECIAL RESOLUTION FOR INCREASING THE BORROWING LIMIT OF THE COMPANY TO Rs. 200.00 CRORE.

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 19 | 1976173 | 100.00% | 61.50% |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 |
| Total Number of Votes against the resolution | 1 | 116 | 0 | 0.00% |
| Total Number of Votes in favour of Resolution | 19 | 1976057 | 100.00% | 61.50% |

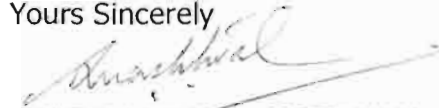


All the resolutions contained in the notice dated 27th May, 2014 calling 73rd annual general meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person to be authorised by him in due course as prescribed in the said rules.

Thanking you,

Yours Sincerely,

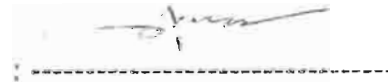


BALDEV SINGH KASHTWAL
SCRUTINIZER
C. P. No. 3169
PARTNER
RSM & Co.,
COMPANY SECRETARIES
NEW DELHI

Place : New Delhi

Dated : 09.08.2014

Witness : 1. Shiv Paul Singh Slathia
S/o Shri Mohan Singh Slathia
House No. 84. Vinod Nagar
Delhi-110 092



2. Shikha Dixit
D/O Shri Yuvraj Dixit
D-266, Ganga Vihar,
Gokulpuri,
Delhi-110 094

