



Amrit Corp. Ltd.

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, Website: www.amritcorp.com

POSTAL BALLOT NOTICE

Dear Members

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act (including any statutory modifications or re-enactment thereof for the time being in force) for obtaining assent of the members of **Amrit Corp. Limited** ("Company"), by means of Postal Ballot and Remote-E-Voting on the Resolutions set out in this Notice.

The proposed resolutions and the explanatory statement(s) thereto, pursuant to Section 102 of the Act, stating all material facts and the reasons for the proposed resolutions are appended hereto for your consideration, along-with a postal ballot form ("Postal Ballot Form") and self-addressed postage pre-paid envelope are enclosed with this notice for voting.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of voting by electronic means ("e-voting") as an alternate mode of voting to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Company has engaged the services of National Securities Depository Limited ("NSDL") as its agency for providing e-voting facility to the Members of the Company. The period for voting through physical Ballot and e-voting starts from Friday, February 15, 2019 at 9.00 am IST and ends on Saturday, March 16, 2019 at 5.00 pm IST.

The Board of Directors of the Company ("Board") has appointed Shri Baldev Singh Kashtwal, Practicing Company Secretary, (Membership No. FCS 3616 and CP No. 3169) as the Scrutinizer ("Scrutinizer") for conducting the postal ballot process and electronic voting (e-voting) in a fair and transparent manner.

You are requested to read carefully the instructions printed on the Postal Ballot Form and return the same (in original) duly completed and signed in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours on 16.03.2019. The Form received after this date will be strictly treated as if the reply from the concerned Member has not been received. Accordingly, the Members are requested to send duly completed Postal Ballot Form well before the above mentioned date so as to provide sufficient time for postal transit. Members may choose to vote using the e-voting facility, the details whereof are specified under the notes hereto.

The Scrutinizer, after completion of the scrutiny of the Postal Ballot Forms and e-voting, will submit his Report to the Chairman of the Company. The results of voting by Postal Ballot will be announced by the Chairman on 20.03.2019 at 11.30 a.m. at the Registered Office of the Company at CM-28 (First Floor), Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad – 201009 (UP). Additionally, the result will also be posted on the Company's website, notice board and will also be published in at least one leading English and one leading vernacular language newspapers in the state of Uttar Pradesh. The results will also be informed to the stock exchanges and published through press advertisements.

PROPOSED RESOLUTIONS

1. Re-appointment of Shri K. R. Ramamoorthy as Non-Executive Independent Director

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

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of Companies Act, 2013 ('Act') and Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'), including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("LODR"), and based on the recommendation of the Nomination and Remuneration Committee, Shri K. R. Ramamoorthy (DIN: 00058467), who has already attained the age of 75 years and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years with effect from April 1, 2019 to till 31st March, 2024 and that he shall not be liable to retire by rotation."

2. Re-appointment of Shri Mohit Satyanand as Non-Executive Independent Director

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

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of Companies Act, 2013 ('Act') and Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'), including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("LODR"), and based on the recommendation of the Nomination and Remuneration Committee, Shri Mohit Satyanand (DIN: 00826799), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years with effect from April 1, 2019 to till 31st March, 2024 and that he shall not be liable to retire by rotation."

3. Re-appointment of Shri Sundeep Aggarwal as Non-Executive Independent Director

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

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of Companies Act, 2013 ('Act') and Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'), including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("LODR"), and based on the recommendation of the Nomination and Remuneration Committee, Shri Sundeep Aggarwal (DIN: 00056690), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years with effect from April 1, 2019 to till 31st March, 2024 and that he shall not be liable to retire by rotation."

4. Approval for continuation of Shri Girish Narain Mehra as Non-Executive Non-Independent Director

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and based on the recommendation of the Nomination and Remuneration Committee, approval of the Members be and hereby accorded to Shri Girish Narain Mehra (DIN: 00059311), Non-Executive and Non-Independent Director of the Company, who has already attained the age of 75 years to continue as Director of the Company on and after April 1, 2019 till the expiry of his existing term and he is liable to retire by rotation."

5. Approval for continuation of Smt. Ketaki Sood as Non-Executive Independent Woman Director

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and based on the recommendation of the Nomination and Remuneration Committee, approval of the Members be and hereby accorded to Smt. Ketaki Sood (DIN: 00904653), Non-Executive and Independent Woman Director of the Company, who has already attained the age of 75 years to continue as Non-Executive Independent Woman Director of the Company on and after April 1, 2019 till the expiry of her existing term i.e. upto 31st March, 2020 and that she is not liable to retire by rotation."

6. Approval for the appointment of Shri Naresh Kumar Bajaj as Chairman and Managing Director without remuneration

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 provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force and subject to such other approvals, if and as may be required, and based on the recommendation of the Nomination and Remuneration Committee, the consent and approval of the Company be and is hereby accorded to the appointment of Shri Naresh Kumar Bajaj (DIN: 00026221), who has already attained the age of 70 years, as Chairman & Managing Director of the Company for a period of five years w.e.f. April 01, 2019, without remuneration and will continue to be the Chairman & Managing Director of Amrit Banaspati Company Private Limited with remuneration and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds and things as it may consider necessary or expedient to give effect to this resolution."

Registered Office:
CM-28, First Floor, Gagan Enclave,
Amrit Nagar, G. T. Road,
Ghaziabad-201 009

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

(P. K Das)
Company Secretary

Dated: **05.02.2019**

CIN: **L15141UP1940PLC000946**

NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts in respect of item nos. 1 to 6 of the Notice and the relevant information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') are annexed hereto.
2. Pursuant to the provisions of the Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members of the Company in respect of the resolutions contained in the Postal Ballot Notice dated 05.02.2019 shall be determined through postal ballot.
3. The postal ballot notice is being sent to all the members 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 Friday, February 08, 2019 ("Cut-Off Date"). The postal ballot notice is being sent by electronic mode to those Members whose e-mail addresses are registered with their respective Depository Participants (in case of shares held in demat form) or with the Company (in case of shares held in physical form). For Members whose e-mail addresses are not registered, physical copies of the postal ballot notice are being sent by the permitted mode along with a postage prepaid self-addressed business reply envelope.
4. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate copy, he or she may send a request to company's Registrar and Transfer Agent viz M/s. Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020. Request can also be sent through an email to info@masserv.com by mentioning their Folio/ DP ID and Client ID. A copy of Postal Ballot Form can also be obtained from the Company's Registered Office at CM-28, First Floor, Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad – 201009 (UP) or Corporate Office at A-95, Sector-65, Noida – 201 309 (UP) or send an email to info@amritcorp.com / pkdas@amritcorp.com. The Company shall forward the same along with postage-prepaid self-addressed business reply envelope to the member. The Notice is also placed on the Company's website, www.amritcorp.com.
5. The members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
6. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. **Friday, February 08, 2019**. A person, whose name is recorded in the Register of Members/Lists of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to exercise voting rights in the postal ballot. A person who is not a Member as on the cut-off date should treat this notice for information purposes only. **The postal ballot period commences on Friday, February 15, 2019 (9.00 a.m. IST) and ends on Saturday, March 16, 2019 (5.00 p.m. IST).**
7. A member cannot exercise his/her vote by proxy on postal ballot.
8. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRIs etc.) opting for physical ballot are required to send certified true copy of the relevant Board Resolution/ Power of Attorney/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer along with the Postal Ballot Form.
9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days (except Saturday & Sunday) between 11.00 A.M. and 2.00 P.M. up to March 16, 2019.
10. The Board of Directors has appointed Shri Baldev Singh Kashtwal, Practicing Company Secretary, (Membership No. FCS 3616 and CP No. 3169) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The postal ballot form and the self-addressed reply envelope are enclosed for use of the Members.
11. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the postal ballot shall be announced on **Wednesday, March 20, 2019** at the Registered Office of the Company at CM-28 (First Floor), Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad – 201009 (UP). Additionally, the result will also be posted on the Company's website, notice board and will also be published in at least one leading English and one leading Hindi language newspapers in Ghaziabad, Uttar Pradesh. The results will also be informed to the stock exchanges and published through press advertisements. The Members, who wish to be present at the time of declaration of results, may do so at the above venue.
12. The date of declaration of the Postal Ballot result will be taken to be the date of passing of the resolutions proposed in the Notice.

13. Mr. Ashwini Kumar Bajaj, Managing Director and Mr. Pranab Kumar Das, Company Secretary, are the officers authorized to ensure smooth conduct of the postal ballot process. The Members requiring any clarifications may contact anyone of them.
14. Pursuant to Regulation 44 of LODR and provisions of Section 110 of the Act, the Company is pleased to offer remote e-voting facility to the members, as an alternate to voting by dispatching the Physical Postal Ballot Form to the Company, to enable them to cast their votes electronically. For remote e-voting, please read carefully "the instructions for voting" enumerated in para 15 (B) below.
15. **The instructions for members for voting are as under:-**

A) Voting through physical Postal Ballot Form:

1. A member desiring to exercise vote by postal ballot may complete this Postal ballot form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Postage will be borne by the Company. However envelopes containing postal ballot, if sent by any other mode at the expense of the registered member will also be accepted.
2. The voting shall be reckoned in proportion to a member's share of the paid-up Share capital of the Company as on **08.02.2019**.
3. The self-addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
4. The Postal Ballot Form should be completed and signed by the member (as per specimen signature registered with the Company in the physical form). In case shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot Form will be rejected. The exercise of vote by Postal Ballot is not permitted through proxy.
5. Unsigned postal ballot or incomplete postal ballot forms will be rejected.
6. Duly filled and signed Postal Ballot Form should reach the Scrutinizer **not later than 5.00 PM, (IST) on Saturday, March 16, 2019**. All postal ballot forms received after this date will be strictly treated as if, reply from such member has not been received.
7. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at Point No. 6. (Above this point).
8. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
9. In case of the postal ballot is signed by the holder of power of attorney with reference to the power of attorney registered with the Company should be mentioned in the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A tick (✓) mark should be placed in the relevant box signifying assent/ dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Incomplete, unsigned, improperly or incorrectly tick (✓) marked Postal Ballot Form will be rejected. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.

B) Remote e-voting facility:

The instructions for members for voting electronically are as under:

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- a. Open e-mail and open PDF file viz."ACL Postal Ballot e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "**Amrit Corp. Limited**".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Postal Ballot Notice (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

- a. User ID and initial password are provided at the bottom of Postal Ballot Form.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (I) above, to cast vote.

Other Instructions:

1. **The e-voting period commences on Friday, February 15, 2019 at 09:00 A.M. and ends on Saturday, March 16, 2019 at 05:00 P.M.** During this period members of the Company, holding shares, as on the cut-off date (record date) of February 08, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
5. Members who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
 - a. In case members are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
 - b. In case members are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1, 2 & 3

Shri K. R. Ramamoorthy, Shri Mohit Satyanand and Shri Sundeep Aggarwal were appointed as Non-Executive Directors in the category of Independent Directors for a period of five years, not liable to retire by rotation, as approved by the shareholders in the Annual General Meeting held on 12.08.2014. Their term as Non-Executive Independent Directors shall expire on 31.03.2019.

As per the provisions of Section 149 (10) of the Companies Act, 2013 (the 'Act'), an Independent Director shall hold office for a term up to five consecutive years on the Board of the company and shall be eligible for reappointment for the second term on passing of a special resolution and disclosure of the same in the Board's report. Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment.

Accordingly, special resolutions are proposed to take shareholders' approval for re-appointment of Shri K. R. Ramamoorthy, Shri Mohit Satyanand and Shri Sundeep Aggarwal as Independent Directors for the second term of five years w.e.f. 01.04.2019 to 31.03.2024.

Shri K. R. Ramamoorthy (DIN: 00058467), aged 78 years, is a senior banker with over 50 years of commercial and banking experience. He was the Chairman & Managing Director of the Corporation Bank and Chairman & CEO of Vysya Bank Ltd. Shri K. R. Ramamoorthy's experience and expertise has also been availed by the banking industry, Reserve Bank of India and World Bank by associating him in various Committees and Working Groups on topics of contemporary relevance to the banking industry as well as for establishing new age banking system in some African & other countries. After his rewarding career in banking, Shri K. R. Ramamoorthy has been consulting for banks' restructuring & turnarounds, credit risk management, loan portfolios evaluation and due diligence. Shri K. R. Ramamoorthy holds degrees in Economics and Law and is a senior fellow member of the Institute of Company Secretaries of India.

Shri Mohit Satyanand (DIN: 00826799), aged 62 years, holds Masters degree in Economics from Delhi School of Economics, University of Delhi. He has over 39 years of managerial and entrepreneurial experience in Indian industry and media. Beginning his career in sales & marketing management at M/s Hindustan Lever Ltd., he then set up the country's first successful packaged snack food brand, Crax, in 1984. From 1989 onwards, he played an advisory role in the success of snack food brand, 'Uncle Chipps'. Simultaneously, he spearheaded the establishment of one of the country's first TV production house, Teamwork Films, which was pioneer in game shows. He continues as Chairman of Teamwork Films, which now creates and manages festivals of Indian performing arts at the most prestigious venues across the world.

Shri Sundeep Aggarwal (DIN: 00056690), aged 58 years, has wide-ranging experience in production, quality control, product development, human resources and administration. Shri Sundeep Aggarwal had his schooling from St. Xavier's School, New Delhi and obtained bachelor degree in Engineering - BE (Mechanical) from Delhi College of Engineering. He is presently working as the Chief Executive Officer of Messrs Sumex Exports Pvt. Ltd. Sumex is a part of "Jayanita" group of industries and is engaged in manufacturing and export of garden decorative and shelving brackets. It has two manufacturing units in Sahibabad, (U.P.) and Manesar (Haryana). Shri Sundeep Aggarwal in the past was involved in setting-up a joint-venture with leading German company, global marketing to retail majors in USA, Europe, Australia and Hongkong and setting-up of fully automatic plating and powder coating plants.

The Company has received from each of Shri K. R. Ramamoorthy, Shri Mohit Satyanand and Shri Sundeep Aggarwal (i) consent in writing to act as director in Form DIR-2 of the Rules; (ii) intimation in Form DIR-8 of the Rules to the effect that they are not disqualified under Section 164(2) of the Act; (iii) intimation to the effect that they are not disqualified from being appointed a director of a listed

entity by virtue of any SEBI order or order of any such authority, as per instructions given by SEBI and circulated to the companies by BSE vide its Circular No. LIST/COMP/14/2018-19 dated June 20, 2018; and (iv) declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of LODR. Necessary notices in writing under the provisions of section 160 of the Act have also been received from the members proposing the candidatures of Shri K. R. Ramamoorthy, Shri Mohit Satyanand and Shri Sundeep Aggarwal for the office of Independent Directors.

Shri K. R. Ramamoorthy, Shri Mohit Satyanand and Shri Sundeep Aggarwal are persons of integrity, possess relevant expertise and vast experience. In the opinion of the Board, all of them fulfil the conditions specified in the Act and the Rules made thereunder as also under the LODR for reappointment as Independent Directors and they are independent of the management.

Based on the professional skill, knowledge, expertise and the contributions made by Shri K. R. Ramamoorthy, Shri Mohit Satyanand and Shri Sundeep Aggarwal, during their association with the Company and also on the basis of their performance evaluation, the Board of Directors of the Company have, on the recommendation of the Nomination and Remuneration Committee, considered it desirable that it will be in the interest of the Company to continue to avail the services of these three Independent Directors.

The brief resume of the said Directors, nature of their expertise in specific functional areas, disclosure of relationships between directors, chairmanships/ directorships/memberships of the committees of the Board of listed entities, their shareholding etc. are set-out in Annexure-A of this Notice.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item No. 1, 2 and 3 of this Notice for approval of the Members of the Company.

Save and except Shri K. R. Ramamoorthy, Shri Mohit Satyanand and Shri Sundeep Aggarwal and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Item Nos. 1, 2 and 3 of the Notice.

Item No. 4 & 5

Shri Girish Narain Mehra was appointed as Non-Independent Non-Executive Director at the 77th Annual General Meeting held on 14th September, 2018 and that he is liable to retire by rotation and that Smt. Ketaki Sood was appointed as Non-Executive Independent Woman Director for a period of five consecutive years i.e. from 07.07.2015 to 31.03.2020 at the 74th Annual General Meeting held on 7th July, 2015 and that she is not liable to retire by rotation.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Both Shri Girish Narain Mehra and Smt. Ketaki Sood have attained the age of 75 years and their continuation as non-executive directors after April 1, 2019 till the expiry of their respective tenure can only be by passing the special resolutions by the shareholders and justification thereof is indicated in the explanatory statement annexed to the notice for such special resolutions.

Accordingly, special resolutions are proposed to take shareholders' approval for the continuation of Shri Girish Narain Mehra and Smt. Ketaki Sood as Non-Executive Directors after April 1, 2019 till the expiry of their respective tenure.

Shri Girish Narain Mehra (DIN: 00059311), aged 86 years, is a retired bureaucrat having wide ranging experience in administration and industrial development. Shri Mehra has had a distinguished career as a member of the Indian Administrative Service. He held top positions in the Government of India as Secretary in the Ministry of Industry, Information & Broadcasting. He was Chief Secretary of the U.P. State Govt. besides being the Industries Commissioner in U.P. and Chairman, PICUP. He was also associated in the running and management of various public sector companies having been, at various times, a director on the Boards of Hindustan Zinc Ltd., Instrumentation Ltd., Air India, Indian Airlines, Maruti Udyog Ltd., International Airports Authority of India etc. At the time of his retirement, Shri Mehra was India's High Commissioner to Canada. Of his career with the Govt. spanning over 37 years, Shri Mehra has spent 20 years in the field of industrial development and management. Presently, he is on the Boards of many reputed companies, namely, Subros Ltd., Action Construction Equipments Ltd., Bharat Seats Ltd. etc.

Smt. Ketaki Sood (DIN: 00904653), aged 78 years, is an Interior Designer having experience of over 35 years in the field of Interior Designing, Architect and Teaching. Smt. Sood had her schooling from Modern School, Delhi and Post Graduation from Delhi University. She obtained Diploma in Interior Designing from the University of North London. She is a Fellow of the Chartered Society of Designers (FCSD), London. Smt. Sood established her own business of Interior Designing and Consultancy under the name and style of "Rupayan" in the year 1968. Smt. Sood is also involved in the field of education and is a member on the Board of Trustees of Modern School since 1975 and held various positions there at different times, including as Chairperson of Modern School, Barakhamba Road, New Delhi and Modern School Vasant Vihar, New Delhi. She is also on the Board of Governors of Indian Public School Society (Doon School) and member of General Council of Shri Ram Bhartriya Kala Kendra.

The Board of Directors is of the opinion that both Shri Girish Narain Mehra and Smt. Ketaki Sood are persons of integrity; possess relevant expertise and vast experience. The guidance in the past has been notable and supportive to the Company in dealing with complex matters. Accordingly, it is felt that their association as non-executive directors will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (LODR) read with SEBI LODR (Amendment) Regulations, 2018, your directors recommend their continued association beyond April 1, 2019 and until expiry of their respective terms.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 4 & 5 of this Notice for approval of the Members of the Company through postal ballot.

Save and except Shri Girish Narain Mehra and Smt. Ketaki Sood and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Item Nos. 4 and 5 of the Notice.

Item No. 6

Shri N. K. Bajaj was appointed as Chairman & Managing Director of the Company without remuneration for a period of 5 years by passing a special resolution by the shareholders at the Annual General Meeting of the Company held on 12.08.2014. Shri N. K. Bajaj has also been appointed as the Chairman & Managing Director of Amrit Banaspati Company Private Limited ('ABCPL') w.e.f. 17.07.2015 with remuneration and on other terms & conditions as set-out in the special resolution passed by its shareholders at the 30th annual general meeting held on 08.07.2015. As such, Shri Naresh Kumar Bajaj draws remuneration from ABCPL only.

In accordance with the provisions of Section 203 and Schedule V of the Companies Act, 2013 (the 'Act'), (a) a person who has attained the age of 70 years can be appointed as managing director only by passing a special resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person; and (b) where a person is managerial person in more than one companies, he shall draw remuneration from one or both the companies provided the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any of the companies of which he is the managerial person.

It is proposed to appoint Shri N. K. Bajaj as Chairman & Managing Director of the Company for a further period of five years but he will not draw any remuneration from the Company and will continue to draw remuneration from ABCPL. Since Shri N. K. Bajaj has attained the age of 70 years, a special resolution is included in the Postal Ballot notice seeking approval of the shareholders for the appointment of Shri N. K. Bajaj as Chairman & Managing Director of the Company without remuneration.

The Nomination & Remuneration Committee in its meeting held on February 5, 2019 has considered the proposal for re-appointment of Shri N. K. Bajaj as Chairman & Managing Director of the Company without remuneration while at the same time he will continue to be the Chairman & Managing Director of ABCPL with remuneration and recommended the same for approval. He will not be entitled to any remuneration, including sitting fees, for attending the meeting of the Board or Committee (s) thereof and shall not be liable to retire by rotation.

The brief resume of Shri N. K. Bajaj, Chairman & Managing Director, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 6 of this Notice for approval of the Members of the Company through postal ballot.

Shri N. K. Bajaj is interested in the proposed resolution. Shri A. K. Bajaj and Shri V. K. Bajaj being related to Shri N. K. Bajaj, may also be deemed to be interested in the said resolution. None of the other directors or key managerial personnel of the Company is concerned or interested in the proposed resolution.

Inspection of Documents:

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Saturday, March 16, 2019.

Registered Office:

CM-28, First Floor, Gagan Enclave,
Amrit Nagar, G. T. Road,
Ghaziabad-201 009

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

(P. K Das)
Company Secretary

Dated: **05.02.2019**

CIN: **L15141UP1940PLC000946**

Relevant information pursuant to Regulation 36(3) of the LODR about the Directors

Re-appointment of Independent Directors				Continuation of existing Non-Executive Directors		Appointment of Chairman & Managing Director
Name of Director	Shri K. R. Ramamoorthy	Shri Mohit Satyanand	Shri Sundeep Aggarwal	Shri Girish Narain Mehra	Smt. Ketaki Sood	Shri Naresh Kumar Bajaj
DIN	00058467	00826799	00056690	00059311	00904653	00026221
Date of Birth	08.07.1940	10.07.1956	01.02.1961	24.11.1932	26.06.1941	03.08.1937
Date of Appointment	27.05.2014	27.05.2014	27.05.2014	21.05.2003	24.02.2015	09.11.2013
Qualification	BA (Eco.), LLB, FCS	MA (Eco.)	BE (Mechanical)	M.A., LLB, Retired-IAS	M.A., FCSD	B. Com
Expertise in specific functional areas	Senior banker with over 50 years of commercial and banking experience.	39 years of managerial and entrepreneurial experience in Indian industry and media.	Wide-ranging experience in production, quality control, product development, human resources and administration.	Distinguished bureaucrat (retired IAS) having long experience in administration and industrial development.	Interior Designer having experience of over 35 years in the field of Interior Designing, Architect and Teaching.	Over 50 years of experience in managing and running of industrial enterprises.
No. of shares held in the Company (Equity Shares of Rs. 10/- each)	500	500	500	500	--	57,834
Relationship with other Directors	--	--	--	--	--	Father of Shri A. K. Bajaj & Shri V. K. Bajaj
Directorship held in other Indian Listed Companies	<ul style="list-style-type: none">Nilkamal LimitedSubros LimitedUjjivan Financial Services Limited	<ul style="list-style-type: none">DFM Foods Limited	--	<ul style="list-style-type: none">Action Construction Equipment LimitedBharat Seats LimitedSubros Limited	--	--
Chairman/Member of Committees of Board of Directors in listed Companies (only Audit Committee and Stakeholders Relationship Committee)	Audit Committee <ul style="list-style-type: none">Nilkamal Limited - ChairmanSubros Limited - MemberUjjivan Financial Services Limited - Chairman Stakeholders Relationship Committee <ul style="list-style-type: none">Ujjivan Financial Services Limited - Member	Audit Committee <ul style="list-style-type: none">DFM Foods Limited - Member Stakeholders Relationship Committee <ul style="list-style-type: none">DFM Foods Limited - Chairman	--	Audit Committee <ul style="list-style-type: none">Action Construction Equipments Limited - MemberBharat Seats Limited - ChairmanSubros Limited - Chairman Stakeholders Relationship Committee <ul style="list-style-type: none">Bharat Seats Limited - MemberSubros Limited - Chairman	--	--

Registered Office:

CM-28, First Floor, Gagan Enclave,
Amrit Nagar, G. T. Road,
Ghaziabad-201 009

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

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

Dated: 05.02.2019

CIN: L15141UP1940PLC000946



Amrit Corp. Ltd.

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 Website: www.amritcorp.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer of the Company)

Serial No.: _____

1. Name & Address of the Sole/ First :
named Shareholder as registered
with the Company
2. Name(s) of the joint Shareholder(s), :
if any, registered with the Company
3. Registered Folio No./ DPID No. * & :
Client ID No.* (*Applicable to investors
holding shares in dematerialized form)
4. No. of share(s) held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated February 05, 2019 issued by the Company by sending my/our assent/dissent to the said Special Resolutions by placing the tick mark (✓) in the appropriate column below:

Item No.	Description	No. of Shares for which vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Re-appointment of Shri K. R. Ramamoorthy (DIN: 00058467) as Non-Executive Independent Director			
2.	Re-appointment of Shri Mohit Satyanand (DIN: 00826799) as Non-Executive Independent Director			
3.	Re-appointment of Shri Sundeep Aggarwal (DIN: 00056690) as Non-Executive Independent Director			
4.	Approval for continuation of Shri Girish Narain Mehra (DIN: 00059311) as Non-Executive Non-Independent Director			
5.	Approval for continuation of Smt. Ketaki Sood (DIN: 00904653) as Non-Executive Independent Woman Director			
6.	Appointment of Shri Naresh Kumar Bajaj (DIN: 00026221) as Chairman and Managing Director without remuneration			

Place:

Date:

(Signature of the Member/Beneficial Owner)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event No.)	USER ID	PASSWORD /PIN

Note:

1. Kindly read the instructions printed in Postal Ballot Notice before filling the form
2. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Saturday, March 16, 2019