



NOTICE

NOTICE is hereby given that the 84th Annual General Meeting of the members of **Amrit Corp. Limited** will be held on **Thursday** the **24th** day of **July, 2025** at **11:30 a.m.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the reports of the Directors and Auditors thereon; and
 - the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2025, and the report of the Auditors thereon.
- To declare Dividend on Equity Shares and to confirm the interim dividend paid on the Preference Shares for the Financial Year ended 31st March, 2025.
- To appoint a Director in place of Mr. Vikram Kumar Bajaj (DIN: 00026236), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- Appointment of Mr. Arnav Bajaj (DIN: 11136894), Additional Director, as Director of the Company.**

To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary** Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] (hereinafter collectively

referred to as the “Applicable Laws”) and the Articles of Association of the Company, Mr. Arnav Bajaj (DIN: 11136894), who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director by the Board of Directors (“the Board”) of the Company, with effect from June 12, 2025 pursuant to Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- Approval for appointment of Mr. Arnav Bajaj (DIN: 11136894) as Whole-time Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act 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 such other approvals/sanctions as may be necessary and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors (“the Board”), the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Arnav Bajaj (DIN: 11136894) as a Whole-time Director of the



Company designated as “Director (Amrit Food)”, liable to retire by rotation, for a period of 3 years (three) years commencing from August 01, 2025 to July 31, 2028 (both days are inclusive), on such terms and conditions including payment of remuneration as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT pursuant to Section 196 and all other applicable provisions of the Companies Act, 2013, the remuneration by way of salary and perquisites as set out in the annexed Explanatory Statement be paid as minimum remuneration to Mr. Arnav Bajaj or such minimum remuneration as permissible in Schedule V of the Companies Act, 2013 notwithstanding that in any financial year of the Company during his tenure as Whole-time Director designated as “Director (Amrit Food)”, the Company has made no profits or the profits are inadequate.

RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee be and are hereby authorized to alter or vary the terms of appointment of Mr. Arnav Bajaj, including relating to remuneration, as it may, at its discretion, deem fit from time to time, so as not to exceed the limits specified in Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) or any amendments made thereto.”

By Order of the Board
For **AMRIT CORP. LTD.**

Regd. Office:

CM/28, 1st Floor,
Gagan Enclave,
Amrit Nagar, G.T. Road,
Ghaziabad-201 009 (U.P.)
Ph.: 0120-2866880, 4506900
Email: info@amritcorp.com
Website: www.amritcorp.com

Dated: June 12, 2025

NOTES:

1. Pursuant to General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2022 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 02/2022 date 5th May 2022, 10/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023 and the latest one being General Circular No. 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”), holding of the Annual General Meeting (‘AGM’) through VC/ OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), MCA Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. A statement giving relevant details of the directors seeking appointment/ reappointment of the Directors, is annexed herewith as Annexure-I.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Baldev Singh Kasthtwal, Practicing Company Secretary (FCS No. 3616, CP No. 3169) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/ OAVM on its behalf and to vote through remote



e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to bskasthwal@gmail.com with a copy marked to evoting@nsdl.co.in.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India and the aforesaid MCA circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as E-Voting on the date of the AGM will be provided by NSDL.
8. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/

folio number, email id, mobile number at info@amritcorp.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

9. The Registers of Members and Share Transfer Books of the Company will remain closed from **Friday, July 18, 2025 to Thursday, July 24, 2025** (both days inclusive) for the purpose of annual closure of books.
10. Dividend on Company's Equity Shares for the year ended 31st March, 2025, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made as under:
 - (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on **Thursday, July 17, 2025**.
 - (ii) To all Members in respect of shares held in physical form after giving effect to valid, transmission or transposition requests lodged with the Company as of the close of business hours on **Thursday, July 24, 2025**.
 - (iii) The Dividend, if approved, will be payable by **Friday, August 22, 2025**.
11. Members are requested to -
 - i. intimate to the DP, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in dematerialized form.
 - ii. intimate to the Company's RTA, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details,



<p>if the shares are held in physical form (share certificates).</p> <p>iii. dematerialize their Physical Shares to Electronic Form (Demat) as, in terms notification dated 10th September, 2018 Government of India, Ministry of Corporate Affairs has notified Amendment to The Companies (Prospectus and Allotment of Securities) Rules, 2014, securities of public companies can be transferred only in dematerialized form with effect from 2nd October, 2018, except in case of request received for transmission or transposition of securities. Dematerialization of shares would help to eliminate risks associated with Physical Shares. Members can contact Registrar and Transfer Agents viz., MAS Services Ltd. New Delhi (Tel. No. 011 26387281/82/83) for assistance, if any, in this regard.</p> <p>12. In compliance with the aforesaid MCA circulars, the Notice of the AGM along with the Annual Report 2024- 25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM alongwith the explanatory statement and Annual Report 2024-25 are available on the website of the Company at www.amritcorp.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).</p> <p>13. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.</p> <p>14. M/s MAS Services Limited is the Registrar and Share Transfer Agent of the Company. All investor related communications may be</p>	<p>addressed to them. The details of the person responsible to address grievances and other matters connected with e-voting are as under:</p> <p>Name : Mr. Shravan Mangla Unit : Amrit Corp. Limited Address : M/s MAS Services Limited T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110 020 Tel. : 011-26387281/82/83 Email id : investor@masserv.com</p> <p>15. For receiving all future correspondence (including Annual Report) from the Company electronically–</p> <p>In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2024-2025 and login details for e-voting.</p> <p>Physical Holding</p> <p>Please register your email id, mobile number, PAN, Bank detail and nomination to RTA. (to register the same you can download form ISR-1-, SH-13, ISR-2 from website of RTA i.e. www.masserv.com).</p> <p>Demat Holding</p> <p>Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.</p> <p>16. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.</p> <p>17. In case a person has become a member of the Company after dispatch of the AGM Notice, but</p>
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on or before the cut-off date for e-voting i.e. **Thursday, July 17, 2025**, such person may generate password as per instructions given below in e-voting instructions or can contact with RTA by e-mail request on investor@masserv.com

18. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
19. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/ them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form SH-13.
20. Shareholders of the Company are informed that pursuant to the provisions of the Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2016-17 has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), for the years 2017-18 to 2023- 24 are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately.

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers.

The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at <http://www.iepf.gov.in/IEPF/refund.html>.

21. The Company will use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to the RTA, MAS Services Limited/Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. MAS Services Limited having address at RTA i.e. MAS Services Limited, having address at T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

This will facilitate the remittance of the dividend amount in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication



relating to credit of dividend, un-encashed dividend, etc.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

22. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2025-26 does not exceed Rs.10,000/-.

A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at investor@masserv.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

TDS to be deducted at higher rate in case of non-filers of Return of Income.

The provisions of Section 206AB require the deductor to deduct tax at higher of the 'following rates from amount paid/ credited to specified person:

- i. At twice the rate specified in the relevant provision of the Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%

TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar.

As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and

who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 206AA of the Act. The Company will be using functionality of the Income-tax department for the above purpose. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for FAQs issued by Government on PAN Aadhaar linking.

However, as directed by the Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21, 2021, the Company will be using functionality of the Income-tax department for determination of specified person for the purpose of Section 206AB of the Act.

23. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
24. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice), the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 84th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Thursday, July 17, 2025** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, July 21, 2025 at 9:00 A.M. and ends on Wednesday, July 23, 2025 at 5:00 P.M. The remote e-voting module shall be

disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, July 17, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 17, 2025.

How do I vote electronically using NSDL e-Voting system ?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you

can see e-Voting page. 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.

- Existing **IDEAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDEAS**’ 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 “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. 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.
- If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDEAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- 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 (i.e. your sixteen digit demat account number

	<p>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 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p>  		<p>of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system</p>	<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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.</p>

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 evoting@nsdl.co.in or call at no.: 022-4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.nsdl.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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - (i) 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'.

- (ii) 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.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at 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.

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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.: 02248867000 or send a request to Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please registered your email id with RTA procedure as given above.
2. In case shares are held in demat mode, please generate password procedure as given in e-voting instruction.
3. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions on or before **20/07/2025** in advance mentioning their name demat account number/folio number, email id, mobile number at info@amritcorp.com or pkdas@amritcorp.com. The same will be replied by the company suitably.

General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. Mr. Baldev Singh Kashtwal, Practicing Company Secretary (Membership No. FCS-3616 & CP No. 3169), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days

of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- v. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.amritcorp.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

By Order of the Board
For **AMRIT CORP. LTD.**

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Website: www.amritcorp.com

(P. K. DAS)
Company Secretary

Dated: June 12, 2025



STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 4 & 5:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Arnav Bajaj (DIN: 11136894) as an Additional Director of the Company w.e.f. June 12, 2025 and Whole-time Director of the Company designated as "Director (Amrit Food)".

As per Section 161 of the Companies Act, 2013 ("the Act"), Mr. Arnav Bajaj shall hold office as Additional Director upto the date of the next Annual General Meeting and is proposed to be appointed as regular director in the said Annual General Meeting, as per item No.4 of the Notice. In this regard, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member, signifying the intention to propose the candidature of Mr. Arnav Bajaj for the office of the Director of the Company. The appointment of Mr. Arnav Bajaj as Whole-time Director designated as 'Director (Amrit Food)' is subject to the approval of members by Special Resolution at the next Annual General Meeting of the Company.

In accordance with the provisions of sections 196 and 197 read with Schedule V of the Act, the companies can, on their own, appoint and remunerate its managerial personnel (i.e. managing director, whole-time director, etc.) within the laid-down parameters without going to the Central Govt. for approval. According to the guidelines laid down in Schedule V of the Act.

(a) The remuneration payable by a Company having adequate net profit shall not have any restriction on the nature or quantum of remuneration payable by the Company to its managerial personnel so long as the remuneration paid during any financial year is within 5% of its net profit where there is only one managerial personnel and up to 10% of its net profit where the managerial personnel are more than one, of that financial year. The overall

remuneration to all the Directors of the Company shall, however, be within the ceiling of 11% of the net profit of the Company for the financial year;

(b) In the case of companies having no profits or inadequate profits, graded remuneration has been provided in Schedule V of the Act.

For the financial year ended 31st March 2025, the Company earned a Net Profit of Rs.1,157.54 lakhs. The Net Profit for the purpose of payment of managerial remuneration computed under Section 198 works out to Rs. 1,049.28 lakhs, which is inadequate for payment of remuneration to the two managerial persons i.e. Vice-Chairman & Managing and the Whole-time Director. As such, the remuneration of Mr. Arnav Bajaj will have to be fixed as per Schedule V of the Act. The Effective Capital of the Company as per the latest audited Financial Statements for the financial year 2024-25 is Rs. 5,458.26 lakhs and, therefore, the remuneration of the Vice-Chairman & Managing Director and the Whole-time Director can be up to Rs. 84 lakhs per annum, based on the graded remuneration provided in Part II of Schedule V. However, in terms of the provisions of Schedule V, the remuneration in excess of the above limit of Rs. 84 lakhs may be paid with the consent of the shareholders by special resolution and disclosure of specified information in the notice of the AGM, as required in second proviso of Clause B of Part II, Section II of Schedule V.

The Nomination & Remuneration Committee as well as the Board of Directors have, in their separate meetings held on June 12, 2025, decided, subject to the approval of the shareholders by way of special resolution, to appoint Mr. Arnav Bajaj as Director and Whole-time Director designated as 'Director (Amrit Food)' for a period of 3 years w.e.f. 01.08.2025 on the remuneration and other terms given hereunder :

A. REMUNERATION:

(i) Salary

Salary @ Rs. 3,00,000/- per month in the grade of Rs. 3,00,000 - 25,000 - 5,00,000.



(ii) Perquisites and allowances

- (a) The Whole-time Director shall be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof subject to a ceiling of 60% of the salary, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, medical reimbursement for self and dependent family, medical accident/Keyman Insurance, leave travel concession for self and family, club membership subject to maximum of two clubs; such perquisites and allowances will be restricted to an amount equal to the annual salary.
- (b) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of such Rules, perquisites and allowances shall be evaluated at actual cost.
- (c) Provision for use of Company's car for official duties and one mobile cellphone shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Use of car for personal purposes shall be billed by the Company.
- (d) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure shall not be included in the

computation of limits for the remuneration or perquisites aforesaid.

(iii) Minimum Remuneration

The remuneration by way of salary, perks, and allowances as set out above be paid as minimum remuneration to Mr. Arnav Bajaj or such minimum remuneration as permissible in Schedule V to the Companies Act, 2013 notwithstanding that in any financial year of the Company during his tenure as Whole-time Director, the Company has made no profits or profits are inadequate.

- (iv) Mr. Arnav Bajaj will not be entitled to sitting fees for attending the meeting of the Board or Committee (s) thereof.
- (v) Mr. Arnav Bajaj shall be liable to retire by rotation.

Mr. Arnav Bajaj has done his schooling from Modern School, Barakhamba Road, New Delhi and thereafter he went to U.S.A. for higher studies. He did BA in Political Science from Carleton College, Northfield, Minnesota; major course work included Money & Banking, Corporate Finance, International Finance, Behavioral Economics, etc. Mr. Arnav Bajaj worked for over a year as Business Development Associate with a start-up venture, Sleepy Owl Coffee, New Delhi, where he led a team of 30+ sales executives and sampling team members to successfully market Sleepy Owl's entire range of coffee products in the North Indian retail market. He has also been an Equity Research Intern with Kotak Mahindra AMC, Mumbai for a brief period of four months in the year 2017. Mr. Arnav Bajaj joined Amrit Food as "Head (New Business)" on 16.02.2020 and has been instrumental in re-positioning the flavoured milk variants in various market geographies and also introduced varieties of other innovative products in the market, namely, instant dessert mix, protein shakes, coffee drinks and ice-tea in aluminium cans.



The special resolution set out in Item No. 5 is intended to obtain approval of the members to the appointment and payment of remuneration to Mr. Arnav Bajaj as the Whole-time Director designated as 'Director (Amrit Food)' of the Company and looking to the track record of Mr. Arnav Bajaj in driving growth and efficiency in Amrit Food Unit of the Company, the Board recommends the acceptance thereof.

The explanatory statement and the resolution at Items No. 4 & 5 of the Notice is and may be treated as an abstract of the terms and memorandum of interest pursuant to the provisions of Section 190 of the Companies Act, 2013.

Mr. Vikram Kumar Bajaj, Director, being father of Mr. Arnav Bajaj, is interested in the said resolution. None of the other Directors of the Company is concerned or interested in the resolution.

The information as required pursuant to Part II of Schedule V of the Companies Act, 2013 is contained in the statement annexed hereto as Annexure-II.

By Order of the Board
For **AMRIT CORP. LTD.**

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(P. K. DAS)
Company Secretary

Dated: June 12, 2025



ANNEXURE - 1 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting.

As on 31st March, 2025		
Name of Director	Mr. Vikram Kumar Bajaj	Mr. Arnav Bajaj
Date of Birth	22.06.1964	24.09.1995
Nationality	Indian	Indian
Qualification	B.Com	B.A.
Date of Appointment	03.03.2006	12.06.2025
No. of shares held in the Company	1,76,679 Equity Shares	3,814 Equity Shares
Expertise	Industrialist having wide experience in FMCG, edible oils & food industries and language coaching/corporate training	Industrialist having experience in product developments and running and management of dairy industry.
Relationship with other Directors	Son of Mr. Naresh Kumar Bajaj and brother of Mr. Ashwini Kumar Bajaj	Son of Mr. Vikram Kumar Bajaj and nephew of Mr. Ashwini Kumar Bajaj
List of Directorship held in other Listed Companies	NIL	NIL
Chairman/Member of Committees of Board of Directors in other Companies	NIL	NIL



ANNEXURE – II REFERRED TO IN THE EXPLANATORY STATEMENT

Statement containing the information as required in Part II of Schedule V of the Companies Act, 2013 in respect of Mr. Arnav Bajaj, Whole-time Director

I. General Information

1. Nature of Industry:

The Company (Amrit Food Unit) is engaged in the business of production and distribution of milk and milk products.

2. Date or expected date of commencement of commercial production:

The Company is an existing Company and has already commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

4. Financial performance:

(Rs. in lakhs)

	2020-21	2021-22	2022-23	2023-24	2024-25
Gross Sales Turnover	3,658.41	5,878.93	10,764.96	12,651.29	12,695.08
Net Profit/(Loss) before Interest, Depreciation & Tax	2,496.32	1,789.58	367.01	4,206.60	1,674.06
Net Profit/(Loss) as per Profit & Loss Account	1,639.86	1,312.81	18.31	2,994.35	1,189.58
Amount of dividend paid (including accumulated preference dividend for past years)	-	227.87	227.87	121.53	178.53
Rate of dividend declared (per share)					
- Equity	7.50	7.50	7.50	6.00	5.00
- Preference	-	-	-	-	-

5. Foreign investments or collaborations:

The Company does not have any foreign investments or collaborations.

II. Information about Mr. Arnav Bajaj, Whole-time Director

1. Background details:

Mr. Arnav Bajaj has done his schooling from Modern School, Barakhamba Road, New Delhi and thereafter he went to U.S.A. for higher studies. He did BA in Political Science from Carleton College, Northfield, Minnesota, U.S.A. major course work included Money & Banking, Corporate Finance, International Finance, Behavioral Economics, etc. Mr. Arnav Bajaj worked for over a year as Business Development Associate with a start-up venture, Sleepy Owl Coffee, New Delhi, where he led a team of 30+ sales executives



and sampling team members to successfully market Sleepy Owl's entire range of coffee products in the North Indian retail market. He has also been an Equity Research Intern with Kotak Mahindra AMC, Mumbai for a brief period of four months in the year 2017. Mr. Arnav Bajaj joined Amrit Food as "Head (New Business)" on 16.02.2020 and has been instrumental in re-positioning the flavoured milk variants in various market geographies and also introduced varieties of other innovative products in the market, namely, instant dessert mix, protein shakes, coffee drinks and ice-tea in aluminium cans.

2. Past remuneration:

Year	Amount (Rs./lakhs)
2022-23	11.27
2023-24	14.81
2024-25	18.63

3. Recognition or awards:

Nil

4. Job profile and his suitability:

Mr. Arnav Bajaj, as 'Director (Amrit Food)', will be responsible for the overall operations of Amrit Food Unit of the Company, including new products development and launches in various market geographies and repositioning of the existing products, wherever required. He will also be responsible for driving growth in B2B and private label business of Amrit Food.

5. Remuneration proposed:

(i) Salary

Salary @ Rs. 3,00,000/- per month in the grade of Rs. 3,00,000 - 25,000 - 5,00,000.

(ii) Perquisites and allowances

- (a) The Whole-time Director shall be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof subject to a ceiling of 60% of the salary, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, medical reimbursement for self and dependent family, medical accident/Keyman Insurance, leave travel concession for self and family, club membership subject to maximum of two clubs; such perquisites and allowances will be restricted to an amount equal to the annual salary.
- (b) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of such Rules, perquisites and allowances shall be evaluated at actual cost.
- (c) Provision for use of Company's car for official duties and one mobile cell phone shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Use of car for personal purposes shall be billed by the Company.
- (d) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.



Minimum Remuneration - The remuneration by way of salary, perks, and allowances as set out above be paid as minimum remuneration to Mr. Arnav Bajaj or such minimum remuneration as permissible in Schedule V to the Companies Act, 2013 notwithstanding that in any financial year of the Company during his tenure as Whole-time Director, the Company has made no profits or profits are inadequate.

Mr. Arnav Bajaj will not be entitled to sitting fees for attending the meetings of the Board or Committee (s) thereof.

Mr. Arnav Bajaj shall be liable to retire by rotation.

6. Comparative remuneration profile with respect to industry:

Taking into consideration the size of the Company, the remuneration drawn by him in the past, the profile of Mr. Arnav Bajaj and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other medium size companies.

7. Pecuniary relationships:

Besides the remuneration proposed, the Whole-time Director does not have any other pecuniary relationship with the Company. Mr. V. K. Bajaj, Director of the Company, being Father of Mr. Arnav Bajaj, are related to each other.

III. Other Information

1. Reasons of loss or inadequate profits:

For the financial year ended 31st March 2025, the Company earned a Net Profit of Rs. 1,157.54 lakhs, which is lower than the previous financial year. The lower profitability is mainly due to elevated manufacturing and fixed costs of Dairy operations and lower mark-to-market income in treasury operations arising out of downward trend in stock markets at the close of the financial year.

2. Steps taken or proposed to be taken for improvement:

The Company has been taking various steps to improve efficiency and higher growth of dairy operations of Amrit Food. Steps are being taken to enlarge the product basket by developing various value-added products in convenient packaging. Necessary investments are also being made in technology improvements and packaging facility to drive growth.

3. Expected increase in productivity and profits in measurable terms:

The financial performance of the Company will improve from the current year onwards with the improvement in efficiency and higher growth of dairy operations and better return in the treasury portfolio of the Company.

By Order of the Board
For **AMRIT CORP. LTD.**

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(P. K. DAS)
Company Secretary

Dated: June 12, 2025