



POSTAL BALLOT NOTICE

To

The Members

Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

NOTICE is hereby given that pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, to the Members of Amrit Banaspati Company Limited ("Company"), to consider and if thought fit, to pass the resolutions set out below by means of Postal Ballot.

The proposed resolutions and the explanatory statement(s) thereto, pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956, stating all material facts and the reasons for the proposed resolutions are appended hereto for your consideration, along-with postal ballot forms ("Postal Ballot Forms") and self-addressed postage pre-paid envelop with this notice for voting.

The Board of Directors of the Company ("Board") has appointed **Mr. Baldev Singh Kashtwal**, Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of Postal Ballot shall be final.

You are requested to read carefully the instructions printed on the Postal Ballot Forms and return the same (in original) duly completed and signed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours on **Wednesday, the 7th day of November, 2012**. The Forms 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 Forms well before the above mentioned date so as to provide sufficient time for postal transit.

The Scrutinizer, after completion of the scrutiny of the Postal Ballot Forms, will submit his Report to the Chairman & Managing Director of the Company. The results of voting by Postal Ballot will be announced by the Chairman & Managing Director on **10th November, 2012** at 11 a.m. at the Registered Office of the Company at J-3, 9/13, Gobind Colony, Rajpura, District Patiala, Punjab – 140 401. 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 Punjab. The result will also be informed to the stock exchanges and published through press advertisements.

PROPOSED RESOLUTIONS

1. Voluntary delisting of the equity shares of the Company from the BSE Limited and the Delhi Stock Exchange Limited

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

"RESOLVED THAT pursuant to the letters dated September 28, 2012 and September 29, 2012 received from Mr. Naresh Kumar Bajaj, Mr. Ashwini Kumar Bajaj, Mr. Vikram Kumar Bajaj, Amrit Trademart Private Limited and A. F. Trading Company Private Limited (collectively the "Acquirers/Promoters"), collectively holding 30,50,643 equity shares of the Company and along with the other members of the Promoter Group holding 54,65,672 (Fifty Four Lakh Sixty Five Thousand Six Hundred Seventy Two) equity shares of the Company, having face value of Rs. 10/- (Rupees Ten only) each, constituting 74.23% of the paid-up equity share capital of the Company ("Promoter Holding"), conveying the intention of the Acquirers/Promoters to voluntarily delist the Shares of the Company from BSE Limited ("BSE") and Delhi Stock Exchange Ltd. ("DSE"), (hereinafter referred to as "Delisting Proposal") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended, ("Delisting Regulations") and further pursuant to the approval of the Board of Directors of the Company to the voluntary delisting of the Shares from BSE and DSE on September 29, 2012 and further pursuant to Regulation 8(1)(b) of the Delisting Regulations and subject to the applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter), and receipt of the necessary approvals from the BSE, DSE and such other authorities, regulatory or otherwise, as may be required and subject to such conditions and modifications, as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any committee of the Board or person authorized by the Board thereof for the time being exercising the powers conferred on the Board by this resolution), the voluntary delisting of the Shares of the Company from the BSE and DSE be and is hereby approved and the Company (which term shall be deemed to include any committee of the Board or person authorized by the Board thereof) shall take all necessary steps and make all necessary filings to facilitate such delisting in accordance with the conditions specified in the Delisting Regulations and applicable provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT for the purpose of giving effect to the voluntary delisting of the Shares, as described hereinabove, any of the Directors or Managing Director or Company Secretary, be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as they may at their discretion deem necessary or desirable for such purpose, including making applications to the BSE and DSE to seek their in-principle and final approval for the proposed voluntary delisting of the Shares of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Directors or any Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

2. Alteration of Memorandum of Association

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 Section 17 and other applicable provisions, if any, of the Companies Act, 1956, read with rules and regulations framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as

may be enacted hereinafter, and subject to confirmation of Central Government/Regional Director and/or other authorities, the consent of the shareholders be and is hereby accorded for shifting the Registered Office of the Company from the State of Punjab to the State of Uttar Pradesh, and consequently the existing "Clause II" of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause II:

"II. The Registered Office of the Company will be situated in the State of Uttar Pradesh."

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any committee of the Board or the person authorized by the Board thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation to settle any question or doubt that may arise, in relation thereto in order to give effect to the foregoing resolution in the best interest of the Company."

3. Approval for Inter-corporate Loans and Investments

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 Section 372-A and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and subject to such approvals, consents, sanctions and permissions of such appropriate authorities or bodies as may be necessary, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit not exceeding Rs.200,00,00,000/- (Rupees Two Hundred Crores only), notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given and/ or securities so far provided or to be provided in all bodies corporate may exceed the limits prescribed under the said section.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above, to negotiate and finalize the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it may deem fit in the interest of the Company, to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Chairman & Managing Director or any other principal officer of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Regd. Office:
J-3, 9/13, Gobind Colony,
Rajpura,
Distt. Patiala – 140 401 (Pb.)

Dated : September 29, 2012

By Order of the Board
For AMRIT BANASPATI COMPANY LTD.

(TUSHAR GOEL)
Assistant Company Secretary

NOTES

1. The consent of the shareholders is solicited by passing Special Resolutions for Resolution Nos. 1 to 3, by way of Postal Ballot as detailed in the Notice. The shareholders are requested to use Postal Ballot Form-I for resolution No.1 and Postal Ballot Form-II for resolutions No.2 & 3 of the Notice.
2. An Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 in respect of the business set-out as above, is annexed hereto.
3. Pursuant to the provisions of the Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the assent or dissent of the Members of the Company in respect of the resolutions contained in the Postal Ballot Notice dated 29th September, 2012 shall be determined through postal ballot.
4. The Board of Directors has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary, 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.
5. Voting right shall be reckoned on the paid-up value of the equity shares registered in the name of the Members as on **5th October, 2012** ('cut-off date'). Anyone who has become a shareholder on or before the cut-off date and has not received postal ballot forms, may request for duplicate/fresh postal ballot forms from the Company and vote on the resolutions by postal ballot. Voting rights shall be in proportion to the paid-up equity share capital of the Company.
6. A Member desirous to exercise vote by postal ballot may complete the postal ballot forms in all respects and send it to the Scrutinizer in the attached self – addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot form deposited in person or sent by courier at the expense of the Member will also be accepted. The enclosed postage pre-paid self-addressed envelope containing the postal ballot should reach the Scrutinizer not later than the close of working hours on **7th November, 2012**.
7. The Scrutinizer will submit his report to the Chairman & Managing Director of the Company after completion of the scrutiny and the results of the postal ballot shall be announced on **10th November, 2012** at the Registered Office of the Company at J-3, 9/13, Gobind Colony, Rajpura, Distt. Patiala – 140 401 (Punjab). 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 Punjab. The result 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 result, may do so at the above venue.
8. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Forms should be accompanied by a certified true copy of the Board Resolution/Authority.

9. 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.
10. All the documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m. to 2.00 p.m. on all working days upto 7th **November, 2012**.
11. Mr. Naresh Kumar Bajaj, Chairman & Managing Director and Mr. Tushar Goel, Assistant 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.
12. The Members are requested to carefully read the instructions printed on the backside of the postal ballot forms before exercising their vote

. EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND 192A OF THE COMPANIES ACT, 1956

Resolution No.1

The equity shares ("Shares") of the Company are at present listed on the BSE Limited ("BSE") (Scrip Code : 531728) and Delhi Stock Exchange Ltd. ("DSE") (Scrip Code : 101349) (collectively, "the Stock Exchanges").

Mr. Naresh Kumar Bajaj, Mr. Ashwini Kumar Bajaj, Mr. Vikram Kumar Bajaj, Amrit Trademart Private Limited and A. F. Trading Company Private Limited (the "Acquirers/Promoters"), collectively hold 30,50,643 equity shares of the Company and along with the other members of the Promoter Group hold 54,65,672 (Fifty Four Lakh Sixty Five Thousand Six Hundred Seventy Two) equity shares of the Company, having face value of Rs. 10/- (Rupees Ten only) each, constituting 74.23% of the paid-up equity share capital of the Company. The balance of 18,97,296 (Eighteen Lakh Ninety Seven Thousand Two Hundred Ninety Six) equity shares comprising 25.77% of the paid-up share capital of the Company are held by public shareholders.

The Company has received a letter dated September 28, 2012 from the Acquirers/Promoters expressing their intention to voluntarily delist the Shares from the Stock Exchanges ("Delisting Proposal") by providing an exit opportunity to the public shareholders of the Company by way of acquisition of the Shares held by the public shareholders in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations").

The Members are aware that the Company has sold /transferred its edible oils business along with its manufacturing undertaking located at Rajpura (Punjab) on a slump sale basis and as a going concern to M/s Bunge India Private Ltd. Pursuant to the sale/transfer of its edible oils business, the Company is engaged in trading of various commodities and treasury operations pertaining to cash consideration received from the said sale/transfer of edible oils business. Further, the management of the Company has been exploring various new business opportunities in which the Company may engage in future, other than the edible oils business. Since, the Company is no longer engaged in the edible oils business, which was its core business activity since its listing with the Stock Exchanges, the Acquirers/Promoters are of the view that the public shareholders be given an exit opportunity from the Company.

As per the Delisting Regulations, a company may voluntarily delist its shares from the stock exchanges where its shares are listed if the promoters of the company provide an exit opportunity to the public shareholders of the Company and accept the exit price for delisting the equity shares in accordance with the book building process, prescribed in the Delisting Regulations and subject to the other terms and conditions contained therein, including making of a public announcement containing the requisite information as prescribed in the Delisting Regulations.

In terms of Regulation 8(1)(b) of the Delisting Regulations, the Delisting Proposal requires the approval of the shareholders of the Company by way of a special resolution passed through a postal ballot. Further, as per Regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the shareholders may be acted upon only if the votes cast by the public shareholders in favour of the delisting proposal amount to at least 2 (two) times the number of votes cast by the public shareholders against it.

The said letter dated September 28, 2012 received by the Company from the Acquirers/Promoters states that since the Equity Shares of the Company are frequently traded on the BSE and infrequently traded on the DSE, the floor price of the Shares shall be the price determined in accordance with the provisions of the Regulation 15(2)(c) of the Delisting Regulations and shall be higher of the price calculated with respect to BSE and DSE.

The floor price has been calculated in the following manner by the persons mentioned below:

- (a) **Price of the Shares at BSE (where the shares of the Company are frequently traded):** The Merchant Bankers appointed by the Promoters/Acquirers, namely, M/s Alpen Capital India Private Limited, having its registered office at 3rd Floor, Forbes Building, Charanjit Rai Marg, Fort, Mumbai – 400001 (SEBI Registration Code for the Merchant Banker is MB/INM000011559), have computed the price of the Shares of the Company in accordance with the provisions of Regulation 15(2)(a) of the Delisting Regulations;
- (b) **Price of the Shares at DSE (where the shares of the Company are infrequently traded):** M/s SSPA & Co., Chartered Accountants, having its office at 1st Floor, Arjun, Plot No.6A, V.P. Road, Andheri (W), Mumbai – 400 058, have been appointed by the Acquirers/Promoters, for the purpose of determining the price of the Shares in accordance with the provisions of Regulation 15(2)(b) read with the Regulation 15(3) of the Delisting Regulations and have submitted their valuation report dated 29th September, 2012.

M/s Alpen Capital India Private Limited, vide their letter dated 29th September, 2012 have recommended that the floor price of the Shares of the Company be the higher of the prices arrived at in accordance with (a) and (b) above. The Acquirers/Promoters, in consultation with M/s Alpen Capital India Private Limited, have considered the floor price of the Shares as Rs. 142.50 (Rupees one hundred forty two & paise fifty only) per equity share as per the provisions of the Delisting Regulations. Accordingly, the Acquirers/Promoters, vide their letter dated 29th September, 2012, have communicated to the Company that the floor price for Delisting Proposal is Rs. 142.50 (Rupees one hundred forty two & paise fifty only) per Equity Share ("Floor Price").

The shareholders are free to tender their Shares during the book building process at any price they elect, independent of the Floor Price. The Floor Price is the minimum price at which Shares may be tendered and is not a ceiling or maximum price.

The price payable by the Acquirers/Promoters for the Shares tendered in the Delisting Offer will not be less than the price at which the maximum number of Shares has been tendered pursuant to the book building process ("Discovered Price"). The Acquirers/Promoters may at their sole discretion accept or reject the Discovered Price.

The Acquirers/Promoters shall not proceed with the Delisting Proposal unless:

- The Acquirers/Promoters accept the Discovered Price. It is clarified that the Acquirers/Promoters shall have the right to accept or reject the Discovered Price at their sole discretion;
- The number of Shares validly tendered in the Delisting Proposal are sufficient to result in the Delisting Proposal being successful as per the Delisting Regulations;
- The Company having obtained necessary regulatory and statutory approvals required under the applicable laws, including the Delisting Regulations;
- There being no amendments to the Delisting Regulations or any applicable regulations which would prejudice the Acquirers/Promoters from proceeding with the Delisting Proposal; and
- Such other terms and conditions as may be set out in the public announcement or the letter of offer to be sent to the shareholders are met.

Accordingly, the approval of the Members is sought for the aforesaid Special Resolution, after which, the Acquirers/Promoters will proceed, at their discretion, to make a delisting offer to the Members of the Company and purchase the Shares at the Discovered Price, in accordance with the Delisting Regulations.

The Board, therefore, recommends the aforesaid Special Resolution for your consideration and approval.

Mr. Naresh Kumar Bajaj, Chairman & Managing Director, Mr. Ashwini Kumar Bajaj, Director and Mr. Vikram Kumar Bajaj, Director, being the Acquirers/Promoters may be deemed to be concerned or interested in the resolution and have not participated in voting on the matter. None of the other Directors of the Company are concerned or interested in this resolution.

Resolution No.2

The Company had been engaged in the manufacture and distribution of various kinds of edible oils and fats. It had the manufacturing plant at Patiala-Chandigarh Road, Rajpura (Punjab). The Company has sold /transferred its edible oils business along with the manufacturing undertaking located at Rajpura to M/s Bunge India Pvt. Ltd.. The Company is now carrying on the treasury operations and the trading activities which can be well-managed from the Corporate Office of the Company and, hence it is proposed to shift the Registered Office of the Company from Rajpura in the State of Punjab to Noida in the State of Uttar Pradesh for administrative convenience and control, and for better synergy with other companies of the group. This will also enable the Company carry on its present business more economically and efficiently.

In accordance with the provisions of Section 17 of the Companies Act, 1956, shifting of the Registered Office from one State to another requires alteration in the Memorandum of Association of the Company which requires approval of the shareholders by way of a special resolution and confirmation from the Central Government. The Central Govt. has delegated this power to the Regional Directors. Further, pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution through Postal Ballot) Rules, 2011, such special resolution is required to be passed by means of Postal Ballot.

The Board of Directors, accordingly, recommends Special Resolution No.2 of the Notice for your approval. The approval of the Members is sought by way of voting by Postal Ballot in accordance with the Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution through Postal Ballot) Rules, 2011.

The Company will file requisite petition/application to the Regional Director, Northern Region, Ministry of Corporate Affairs, Noida (U.P.) seeking its confirmation after obtaining the approval of the shareholders.

None of the Directors of the Company is in any way concerned or interested in the said resolution.

Resolution No.3

The Company has been investing the surplus funds in various financial instruments and in commodities trading. The Company is also exploring possibilities of investments in the manufacturing sector. In order to have greater financial flexibility and to enable optimum financial structuring to facilitate any such investments in future, it is proposed that the Board of Directors be authorized to invest up to Rs.200,00,00,000/- (Rupees Two Hundred Crores only) in any body corporate by way of subscription and/or purchase of equity/equity related securities and/or debentures, grant of loan, guarantee and /or providing of security from time to time.

As per Section 372A of the Companies Act, 1956, the Company cannot make investment, give loan or guarantee or provide any security in excess of the limits set out there in unless it is previously authorized by a special resolution. Hence, it is necessary to obtain approval of the same from the Members by passing a special resolution. The funds required for the investment may be sourced through internal accruals and/or borrowing.

The approval of the Members is sought by voting by postal ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution through Postal Ballot) Rules, 2011.

The Board, therefore, recommends the aforesaid Special Resolution for your consideration and approval.

None of the Directors of the Company is in any way concerned or interested in the said resolution.

Inspection of Documents:

The documents referred to in the Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m. to 2.00 p.m. on all working days upto 7th November, 2012.

Regd. Office:

J-3, 9/13, Gobind Colony,
Rajpura,
Distt. Patiala – 140 401 (Pb.)
Dated : September 29, 2012

By Order of the Board
For AMRIT BANASPATI COMPANY LTD.

(TUSHAR GOEL)
Assistant Company Secretary



AMRIT BANASPATI COMPANY LIMITED

Regd. Office: J-3, 9/13, Gobind Colony, Rajpura – 140 401 (Punjab)

INSTRUCTIONS

POSTAL BALLOT FORM - II

(Please read the instructions printed overleaf carefully before completing this form)

Sl.No.

1. Name & Registered Address of the Sole/ First named Member

2. Name(s) of the Joint Member(s), if any

3. Registered Folio No./DP ID No. & Client ID No.*

(*Applicable to Members holding shares in Dematerialized Form)

4. Number of shares held

5. I/We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 29.09.2012 by sending my / our assent or dissent to the said resolutions, by placing the tick mark (✓) at the appropriate box below:-

Description of the Resolutions	No. of Shares	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
2. Special Resolution pursuant to Section 17 of the Companies Act, 1956 for shifting of Registered Office of the Company from the State of Punjab to the State of Uttar Pradesh and alteration of Clause II of the Memorandum of Association of the Company.			
3. Special Resolution under Section 372A of the Companies Act, 1956 authorising Board of Directors to make loans, give guarantees, provide securities and make investments exceeding the limit specified therein.			

Date: _____ (Signature of the Shareholder)

Place: _____

Note: Last date for receipt of the Postal Ballot Form by the Scrutinizer is 7th November, 2012

- A member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self – addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form deposited in person or sent by courier at the expense of the Member will also be accepted. No other form or photocopy of the Postal Ballot will be permitted.
- The self-addressed envelope bears the postal address of the Scrutinizer appointed by the Board of Directors of the Company.
- The Postal Ballot Form should be completed and signed by the member (as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). 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.
- Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
- A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
- Duly Completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on **Wednesday, the 7th November, 2012**. Postal Ballot Form received after the said date will be treated as if the reply from such member has not been received and shall not be counted for the purposes of passing of resolution.
- A shareholder 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 Sl. No. 6 above.
- The voting shall be reckoned in proportion to a member's share of the paid-up Share capital of the Company as on 5th October, 2012.
- Shareholders 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 envelope will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- 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.



AMRIT BANASPATI COMPANY LIMITED

Regd. Office: J-3, 9/13, Gobind Colony, Rajpura – 140 401 (Punjab)

POSTAL BALLOT FORM - I

(Please read the instructions printed overleaf carefully before completing this form)

Sl.No.

1. Name & Registered Address of the Sole/ First named Member

2. Name(s) of the Joint Member(s), if any

3. Registered Folio No./DP ID No. & Client ID No.*

(*Applicable to Members holding shares in Dematerialized Form)

4. Number of shares held

5. I hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 29.09.2012 by sending my / our assent or dissent to the said resolution, by placing the tick mark (✓) at the appropriate box below:-

Description of the Resolution	No. of Shares	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1. Special Resolution for voluntary delisting of equity shares of Amrit Banaspati Company Limited (Company) from the BSE Limited (BSE) and Delhi Stock Exchange Limited (DSE) pursuant to delisting offer by Promoters of the Company in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.			

Date: _____ (Signature of the Shareholder)

Place: _____

Note Last date for receipt of the Postal Ballot Form by the Scrutinizer is 7th November, 2012

INSTRUCTIONS

1. A member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self – addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form deposited in person or sent by courier at the expense of the Member will also be accepted. No other form or photocopy of the Postal Ballot will be permitted.
2. The self-addressed envelope bears the postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the member (as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). 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.
4. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
5. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
6. Duly Completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on **Wednesday, the 7th November, 2012**. Postal Ballot Form received after the said date will be treated as if the reply from such member has not been received and shall not be counted for the purposes of passing of resolution.
7. A shareholder 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 Sl. No. 6 above.
8. The voting shall be reckoned in proportion to a member's share of the paid-up Share capital of the Company as on 5th October, 2012.
9. Shareholders 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 if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
10. 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.