

**SCRUTINIZER'S REPORT ON E-VOTING  
FOR AMRIT BANASPATI COMPANY LIMITED**

**THE CHAIRMAN**

Amrit Banaspati Company Limited  
A-95, Sector-65,  
**NOIDA - 201 309 (U.P.)**

**30<sup>th</sup> Annual General Meeting of the Members of Amrit Banaspati Company Limited held on Wednesday, the 8<sup>th</sup> July, 2015 at 11.30 A. M. at Hotel Orange Pie, A-1, Sector-66, NOIDA (U. P.) -201 309.**

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

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Amrit Banaspati Company Limited (hereinafter referred to as the "Company") on 14<sup>th</sup> May, 2015 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014.
2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business sought to be transacted in the 30<sup>th</sup> Annual General Meeting ("AGM") of the Company, which was held on Wednesday, the 8<sup>th</sup> July, 2015. National Securities Depository Limited (NSDL) had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.
3. As on the cutoff date there were 12879 Shareholders of the Company. The Notice of Annual General Meeting and circular for e-voting was sent through email to 1296 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and to 11577 shareholders in the physical form. There were 36 incremental shareholders who became member after the despatch of notice. The notice of annual general meeting was sent through email to 20 such shareholders and in physical mode to 16 shareholders.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.





5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 01.07.2015. The e-voting facility was kept open from 5<sup>th</sup> July, 2015 (9.00 A.M.) to 7<sup>th</sup> July, 2015 (5.00 P.M.)
6. Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than five days in advance from the date of beginning of voting period in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper both dated 10<sup>th</sup> June, 2015. The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (g).
7. At the end of the voting period on July 7, 2015 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On July 8, 2015 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Varsha Joshi and Ms. Shikha Dixit who acted as the witnesses, as prescribed in sub rule 3 (xi) of said Rule 20 of Companies (Management and Administration) Rules, 2014.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

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

**RESOLUTION NO. 1(a) – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

**(b) ADOPTION OF THE CONSOLIDATED AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2014 AND THE CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF AUDITORS THEREON.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	17	4408237	100.00%	59.87%
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	1	55	0.001%	-
Total Number of Votes in favour of Resolution	16	4408182	99.999%	59.87%





**RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2014-2015.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	17	4408237	100.00%	59.87%
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	1	55	0.001%	-
Total Number of Votes in favour of Resolution	16	4408182	99.999%	59.87%

**RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI MOHIT SATYANAND WHO RETIRES BY ROTATION.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	17	4408237	100.00%	59.87%
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	1	55	0.001%	-
Total Number of Votes in favour of Resolution	16	4408182	99.999%	59.87%

**RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI J. C. RANA WHO RETIRES BY ROTATION.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	17	4408237	100.00%	59.87%
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	1	55	0.001%	-
Total Number of Votes in favour of Resolution	16	4408182	99.999%	59.87%



**RESOLUTION NO. 5 – ORDINARY RESOLUTION FOR APPOINTMENT OF AUDITORS AND FIXING THEIR REMUNERATION**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	17	4408237	100.00%	59.87%
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	1	55	0.001%	-
Total Number of Votes in favour of Resolution	16	4408182	99.999%	59.87%

**RESOLUTION NO. 6 – SPECIAL RESOLUTION FOR APPOINTMENT OF SHRI NARESH KUMAR BAJAJ AS A CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	17	4408237	100.00%	59.87%
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	1	55	0.001%	-
Total Number of Votes in favour of Resolution	16	4408182	99.999%	59.87%

All the resolutions contained in the notice dated 14<sup>th</sup> May, 2015 calling 30<sup>th</sup> annual general meeting of the Company stand passed under e-voting process with requisite majority.

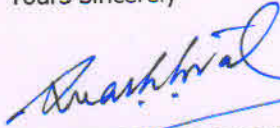




I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person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

Thanking you,

Yours Sincerely

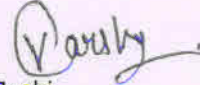


**BALDEV SINGH KASHTWAL**  
**SCRUTINIZER**  
**C. P. NO. 3169**  
**PARTNER**  
**RSM & Co.,**  
**COMPANY SECRETARIES**  
**NEW DELHI**

Place : New Delhi  
Dated : July 8, 2015



**Witness :** 1. Varsha Joshi  
D/o Shri Nand Kishor Joshi  
B - 221, Brij Vihar,  
Ghaziabad (U.P.) 201011



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

