

POST OFFER PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF AMRIT BANASPATI COMPANY LIMITED

Regd. Office : J-3, 9/13, Gobind Colony, Rajpura - 140401 Dist: Patiala (Punjab) Tel. 01762-224197; Fax : 0120 – 4506910
Corp. Office : A-95, Sector – 65, Noida – 201 309 (UP) Tel No. : 0120 – 4506900 Fax : 0120 – 4506910 Website: www.amritbanaspati.com
Asst. Company Secretary and Compliance Officer: Mr. Tushar Goel

This post offer public announcement ("Post Offer Public Announcement" or "Post Offer PA") is being issued by Shri Naresh Kumar Bajaj, Shri Ashwini Kumar Bajaj, Shri Vikram Kumar Bajaj, Amrit Trademart Private Limited and A. F. Trading Company Private Limited (together referred to as the "Promoter Acquirers") in respect of the voluntary delisting ("Offer" / "Delisting Offer") of the equity shares of Amrit Banaspati Company Limited ("Amrit" / "ABCL" / "Company") from BSE Limited and Delhi Stock Exchange Limited, pursuant to Regulation 18 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations"). This Post Offer PA is in continuation to and should be read in conjunction with the public announcement published on December 29, 2012 (the "PA") and the offer letter dated January 2, 2013 ("Offer Letter").

Capitalized terms used but not defined in this Post Offer PA shall have the same meaning assigned to them as in the PA and the Offer Letter.

The Promoter Acquirers issued the PA seeking to acquire, in accordance with the Delisting Regulations and on the terms and conditions set out therein and in the Offer Letter, 18,97,296 Equity Shares ("Offer Size") representing the balance 25.77% of paid up equity share capital of the Company from the Public Shareholders. The Public Shareholders holding Equity Shares of the Company were invited to submit bids pursuant to the reverse book-building process ("RBB") made available through the electronic system of the BSE Limited ("BSE") during the Bid Period (January 18, 2013 to January 23, 2013), in accordance with the Delisting Regulations.

1. DISCOVERED PRICE

In terms of Regulation 15(1) (read with Schedule II) of the Delisting Regulations, the Discovered Price (being the price at which maximum number of Equity Shares have been tendered by the Public Shareholders in the RBB) is Rs. 150/- (Rupees One Hundred Fifty only) per Equity Share. The final price fixed by the Promoter Acquirers for accepting shares successfully tendered in the delisting offer is Rs. 150/- (Rupees One Hundred Fifty only) per Equity Share which is same as the Discovered Price.

2. SUCCESS OF THE DELISTING OFFER

- 2.1 In terms of Regulation 17 of the Delisting Regulations, the delisting offer would be deemed to be successful only if post offer, the shareholding of the Promoter Acquirers along with other promoters and promoter group in the Company reaches a minimum of 66,26,672 Equity Shares, which is equivalent to 90% (ninety percent) of the total issued share capital of the Company. Adequate Equity Shares have been tendered at or below the Discovered Price for the shareholding of the Promoter Acquirers along with other promoters and promoter group in the Company to reach the minimum aggregate shareholding of 90% as mentioned above in accordance with Regulation 17 of the Delisting Regulations.
- 2.2 The Promoter Acquirers shall acquire all Equity Shares tendered by public shareholders through valid bids at the Discovered Price which is Rs. 150/- per equity share. Thus, the Promoter Acquirers will acquire 14,83,788 Equity Shares tendered in the delisting offer constituting 20.15% of the paid up equity share capital of the Company. Post the acceptance of the Equity Shares validly tendered in the Delisting Offer at or below the Discovered Price and completion of the acquisition, the shareholding of the Promoter Acquirers along with other promoters and promoter group in the Company will exceed the minimum shareholding required for the delisting offer to be successful in terms of Regulation 17 of the Delisting Regulations. The Delisting Offer is thus successful in accordance with Regulation 17 of the Delisting Regulations.
- 2.3 All the Public Shareholders of the Company who have tendered their Equity Shares at or below the Discovered Price through valid bids will be paid the consideration at the Discovered Price of Rs. 150/- per Equity Share. The last date for dispatch of consideration to all Public Shareholders (in respect of whom no regulatory approvals are required) and whose bids have been accepted will be January 31, 2013. Tax will be deducted at source for the non-resident Public Shareholders, as applicable, in accordance with paragraph 19 of the Offer Letter.
- 2.4 The Equity Shares of the Public Shareholders whose bids have been rejected in the RBB process will be returned to them. The last date for dispatching the share certificates in case of physical shares and for the credit of shares to the respective beneficiary accounts in case of dematerialized shares will be January 29, 2013. The Public Shareholders holding Equity Shares in dematerialized mode are advised to check their demat accounts to confirm receipt of the Equity Shares tendered.
- 2.5 Subsequently, the necessary steps to delist its Equity Shares from the BSE and the Delhi Stock Exchange ("DSE") shall be taken. The date of delisting of Equity Shares shall be announced in the same newspapers in which the PA and this Post Offer PA has appeared.

3. OUTSTANDING EQUITY SHARES AFTER DELISTING

- 3.1 In accordance with the provisions of Regulation 21 of the Delisting Regulations, all Public Shareholders of the Company who did not or were not able to participate in the RBB process or who unsuccessfully tendered their Equity Shares in the RBB process will be able to offer their Equity Shares to the Promoter Acquirers at the Discovered Price during a period of one year ("Exit Period") starting from the date of delisting of the Equity Shares of the Company from the BSE and the DSE. A separate offer letter (the "Exit Offer Letter") in this regard will be sent to these remaining Public Shareholders and interested Public Shareholders will be required to submit the requisite documents to the Registrar to the Offer within the stipulated time as set out in the Exit Offer Letter.

All other terms and conditions set forth in the PA and the Offer Letter remain unchanged. This Post Offer PA is issued on behalf of the Promoter Acquirers by the Manager to the Offer in terms of Regulation 18 of the Delisting Regulations. All queries may be directed to the Manager to the Offer or the Registrar to the Offer.

MANAGER TO THE OFFER



ALPEN CAPITAL INDIA PRIVATE LIMITED
Address: 3rd Floor, Forbes Building, Charanjit Rai Marg,
Fort, Mumbai 400 001, India
Tel: +91 22 2219 0150, +91 11 46444000
Fax: +91 22 2201 0261,
Email: shekhar.deshpande@alpencapital.com, yogendra.khurana@alpencapital.com
Contact Persons: Shekhar Deshpande, Yogendra Khurana

REGISTRAR TO THE OFFER



MAS SERVICES LIMITED
T-34, 2nd Floor, Okhla Industrial
Area - Phase 2, New Delhi -110020, India
Tel: +91 11 2638 7281/82/83
Fax: +91 11 2638 7384
Contact Person: N C Pal
Email: info@massserv.com

For A. F. Trading Company Private Limited (On behalf of the Board)

Sd/-
Ashwini Kumar Bajaj Vikram Kumar Bajaj
Director Director

For Amrit Trademart Private Limited (On behalf of the Board)

Sd/-
Ashwini Kumar Bajaj Vikram Kumar Bajaj
(Director) (Director)

Place: Ghaziabad Sd/- Sd/- Sd/-
Date: 28.01.2013 Naresh Kumar Bajaj, Ashwini Kumar Bajaj Vikram Kumar Bajaj