

AMRIT BANASPATI COMPANY LIMITED

Regd. Off: J-3, 9/13, GOBIND COLONY, RAJPURA, Punjab, INDIA, Pin - 140401

RESULT OF POSTAL BALLOT

Members of the Amrit Banaspati Company Limited ('Company') are hereby informed that pursuant to Section 192-A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, Postal Ballot Notice dated 29th September, 2012 was sent to the shareholders of the Company on 8th October, 2012 for the purpose of obtaining the consent of the shareholders of the Company for the following Special Resolutions:

1. Voluntary delisting of equity shares of the Company from the BSE Limited ('BSE') and Delhi Stock Exchange Limited ('DSE') pursuant to delisting offer by the promoters of the Company in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
2. Shifting of Registered Office of the Company from the State of Punjab to the State of Uttar Pradesh pursuant to Section 17 of the Companies Act, 1956 and alteration of Clause II of the Memorandum of Association of the Company;
3. Authorization to the Directors under Section 372A of the Companies Act, 1956 to make loans, give guarantees, provide securities and make investments exceeding the limit specified therein.

The last date for receipt of postal ballot forms, duly completed by the shareholders in the self-addressed, postage prepaid envelope was the closing of working hours on 7th November, 2012.

The Company had appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot in a fair and transparent manner. Mr. Baldev Singh Kashtwal has submitted his report dated 9th November, 2012, which has been taken note of by Shri. N.K.Bajaj, Chairman & Managing Director, at the Registered Office of the Company on 10th November, 2012.

The summary of the Result of the Postal Ballot is as under:

Special Resolution No. 1 – Voluntary delisting of the Equity Shares

SI No.	Particulars	No. of Postal Ballots	No. of Votes	% of Valid Votes Cast
(A)	Total voting by the Shareholders (including Promoters)			
1	Total number of Postal Ballots received	780	69,05,399	-
2	Less: Number of Postal Ballots rejected	8	4,135	-
3	Total number of Valid Postal Ballots	772	69,01,264	100.00%
4	Total number of shareholders voting in favour of the resolution	702	68,92,739	99.88%
5	Total number of shareholders voting against the resolution	70	8,525	0.12%



(B) Total voting by the Public Shareholders only				
1	Total number of Postal Ballots received from Public Shareholders	753	14,39,727	-
2	Less: Number of Postal Ballots rejected	8	4,135	-
3	Total number of Valid Postal Ballots	745	14,35,592	100.00%
4	Total number of Public Shareholders voting in favour of the resolution	675	14,27,067	99.41%
5	Total number of Public Shareholders voting against the resolution	70	8,525	0.59%

The Special Resolution No.1 as contained in the Postal Ballot Notice dated 29th September, 2012 has been duly approved by the requisite majority under the Companies Act, 1956.

Further the number of votes cast by postal ballot by Public Shareholders in favour of the Special Resolution No. 1 being greater than two times of the number of the votes cast by the Public Shareholders against the Special Resolution No. 1, the requirement of the proviso to the Regulation 8(1)(b) of the Delisting Regulations is hence satisfied. Consequently, in terms of the proviso to Regulation 8(1)(b) of the Delisting Regulations, the Special Resolution No. 1 shall be acted upon / given effect to.

Special Resolution No. 2 – Alteration of Memorandum of Association

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Special Resolution No. 3 – Inter-corporate Loans & Investments

Sl. No.	Particulars	No. of Postal Ballots	Resolution No. 2		Resolution No. 3	
			No. of Shares / Valid Votes	%age of Valid Votes	No. of Shares / Valid Votes	%age of Valid Votes
1	Total number of Postal Ballots received	781	69,05,398	-	69,05,398	-
2	Less: Number of Postal Ballots rejected	9	4,096	-	4,130	-
3	Total number of Valid Postal Ballots	772	69,01,302	100.00%	69,01,268	100.00%
4	Total number of shareholders voting in favour of the resolution	734	68,95,527	99.92%	68,92,040	99.87%
5	Total number of shareholders voting against the resolution	38	5,775	0.08%	9,228	0.13%

In the light of the aforesaid voting, the Special Resolutions No.2 & 3, as contained in the Postal Ballot Notice dated 29th September, 2012, are declared 'Passed' with the requisite majority.

For Amrit Banaspati Company Limited



(N. K. BAJAJ)
CHAIRMAN