

NOTICE

NOTICE is hereby given that the 72nd Annual General Meeting of the members of **Amrit Corp. Limited** will be held at Chaudhary Bhavan (Near Jain Mandir), E Block, Kavi Nagar, Ghaziabad-201 002 (U.P.) on Tuesday, **the 13th day of August, 2013** at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013 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.
2. To declare dividend on the Equity Shares.
3. To appoint a Director in place of Shri K. R. Ramamoorthy, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Mohit Satyanand, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Kamal Budhiraja, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting and to fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED that pursuant to the provisions of Sections 198, 269, 309 & 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such other approvals, if and as may be required, the consent and approval of the Company be and is hereby accorded to the appointment of Shri A.K. Bajaj as Managing Director of the Company w.e.f.

5th November, 2012 for a period of five years on the remuneration and other terms & conditions, as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER that pursuant to Section 198 and all other applicable provisions of the Companies Act, 1956, the remuneration by way of salary and perquisites as set out in the annexed Explanatory Statement be paid as minimum remuneration to Shri A.K.Bajaj or such minimum remuneration as permissible in Schedule XIII to the Companies Act, 1956 notwithstanding that in any financial year of the Company during his tenure as Managing Director, the Company has made no profits or profits are inadequate.

RESOLVED FURTHER that the Board of Directors/Remuneration Committee be and are hereby authorised to alter or vary the terms of appointment of Shri A.K.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 XIII to the Companies Act, 1956 (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-C, 1st Floor,
Gagan Enclave,
Amrit Nagar, G.T. Road,
Ghaziabad -201 009 (U.P.)

Dated: May 21, 2013

(P.K.DAS)
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.



A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DEPOSITED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

2. Information required under Clause 49 IV(G)(i) of the Listing Agreement (relating to Corporate Governance) with respect to the Directors retiring by rotation and, being eligible, seeking re-appointment is given in the Corporate Governance Report annexed to this Annual Report.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 6th August, 2013 to Tuesday, the 13th August, 2013 (both days inclusive).
4. The dividend for the year 2012-13 on the equity shares will be paid to those members whose names appear in the Register of Members of the Company as on 13th August, 2013. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership position as at the end of the day on 5th August, 2013 as per data to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
5. Shareholders of the Company are informed that pursuant to the provisions of Section 205C of the Companies Act, 1956, the amount of dividend which remains unpaid/unclaimed for a period of seven years would be transferred to the 'Investor Education & Protection Fund' constituted by the Central Govt. Shareholders who have not encashed their dividend warrant(s) for the years from 2005-06 to 2011-12 are requested to make claim with the Company immediately as no claim shall lie against the Fund or the Company in respect of individual amount once credited to the said Fund.
6. Members holding shares in physical form are requested to intimate immediately to the Registrars & Share Transfer Agents of the Company, M/s MAS Services Ltd., T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110 020 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, to enable the Company to print these details on the dividend warrants; and (b) change in their address, if any, with pin code number. The following information to be incorporated on the dividend warrants may be furnished :
 - i) Name of sole/first joint holder and the folio number.
 - ii) Particulars of Bank Account, viz.
 - (a) Name of the Bank
 - (b) Name of the Branch
 - (c) Complete address of the bank with Pin Code number
 - (d) Bank Account Number allotted by the bank and nature of the account (Savings/Current etc.)
7. In terms of Section 109A of the Companies Act, 1956, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in Form 2B.
8. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participants registered with CDSL and NSDL.
9. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by 3rd August, 2013.
10. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
11. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchanges at Mumbai and Kanpur. The Company has paid the annual listing fee for the year 2013-14 to both the above stock exchanges.
12. In respect of the matters pertaining to bank

details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Shares Transfer Agents, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrars and Share Transfer Agents, members are requested to quote their account/folio numbers or DP ID and Client ID for physical or electronic holdings respectively.

13. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
14. The Securities and Exchange Board of India (SEBI) vide its circular no. CIR/CFD/DIL/10/2010 dated 16 December 2010, amended clause 5A of the Equity Listing Agreement for dealing with unclaimed shares in physical form. In compliance with this amendment, the Company has sent all three reminders to such shareholders whose share certificates are in undelivered form and requesting them to update their correct details viz. postal address, PAN details etc. registered with the Company. The Company has transferred all such shares into dematerialised form in the name of "Unclaimed Suspense Account".
15. As a part of "Green initiative in the Corporate Governance", the Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011 respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Profit & Loss Account, Auditors' Report, Directors' report, etc., to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.7

In accordance with the provisions of sections 198, 269, 309 & 311 read with Schedule XIII of the companies Act, 1956, 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 XIII of the Companies Act, 1956:

- (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;
- (b) In the case of companies having no profits or inadequate profits, graded remuneration has been provided in Schedule XIII of the Companies Act 1956.

Shri A.K. Bajaj was appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st July, 2010 as approved by the shareholders by Special Resolution passed at the Annual General Meeting of the Company held on 28th September, 2010. The Remuneration Committee of the Board as well as Board of Directors have in their separate meetings held on 5th November, 2012, determined the existing contract for the appointment of Shri A.K. Bajaj and decided, subject to the approval of the shareholders, to reappoint Shri A.K. Bajaj as Managing Director for a fresh tenure of 5 years w.e.f. 5th November, 2012 on the remuneration given hereunder:

(1) Salary

Salary @ Rs. 2,50,000/- per month in the grade of Rs. 2,50,000-50,000-5,00,000.

(2) Perquisites and allowances

- a) The Managing Director shall also 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 their 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 telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Personal long distance calls on telephone and 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.
- (3) Pursuant to section 198 and other applicable provisions of the Companies Act, 1956, the remuneration by way of salary, perks, and allowances as set out above be paid as minimum remuneration to Shri A.K. Bajaj or such minimum remuneration as permissible in Schedule XIII of the Companies Act, 1956 notwithstanding that in any financial year during his tenure as Managing Director, the Company has made no profits or profits are inadequate.

- (4) Shri A.K. Bajaj will not be entitled to sitting fees for attending meeting of the Board or Committee(s) thereof.

The net profit of our Company for the financial year 2011-12, as computed under Section 349 of the Companies Act, 1956 (i.e. for the purpose of managerial remuneration), is Rs.1,548.34 lacs. The proposed remuneration of the Managing Director is within the ceiling of 5% of the net profit for the financial year 2011-12.

The special resolution set out in Item No.7 is intended to obtain approval of the members to the appointment and payment of remuneration to Shri A.K. Bajaj as the Managing Director and the Board recommends the acceptance thereof.

The explanatory statement and the resolution at Items No. 7 of the Notice is and may be treated as an abstract of the terms and memorandum of interest pursuant to the provisions of Section 302 of the Companies Act, 1956.

Shri A.K. Bajaj is interested or concerned in the proposed resolution. Shri N.K. Bajaj and Shri V.K. Bajaj, being related to Shri A.K. Bajaj, may also be deemed to be interested in the said resolution. None of the other Directors of the Company is concerned or interested in the resolution.

The terms of remuneration of Shri A.K. Bajaj has the approval of the Remuneration Committee constituted by the Board.

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

(P.K.DAS)
Company Secretary

Regd. Office:
CM/28-C, 1st Floor,
Gagan Enclave,
Amrit Nagar, G.T. Road,
Ghaziabad -201 009 (U.P.)
Dated: May 21, 2013

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the 72nd Annual Report on the business and operations of the Company together with Audited Statements of Accounts for the financial year ended 31st March, 2013.

FINANCIAL RESULTS

The summarized financial results of the Company for the financial year 2012-13 are given hereunder:

	(Rs.in lacs)	
	2012-13	2011-12
Revenue from operations & other income	9,017.75	6,935.79
Operating Profit (EBIDTA)	1,252.32	1,784.72
Finance Cost	143.58	122.41
Gross Profit (PBD)	1,108.74	1,662.31
Depreciation & Amortization	72.73	63.18
Profit before exceptional items and tax	1,036.01	1,599.13
Exceptional Items:		
- Profit from sale of 'Gagan' Brand	—	10,381.59
- Profit /(Loss) from sale of long term investment	—	(137.33)
Profit before tax	1,036.01	11,843.39
Provision for		
- Current Tax (net)	200.00	2,329.70
- Deferred Tax/Adj. of provision	(24.05)	5.94
- Prior Period Tax Adjustment	0.68	—
Net Profit	859.38	9,507.75
Balance b/f from previous year	8,209.89	1,098.42
Profit available for appropriations	9,069.27	10,606.17
Appropriations:		
- Proposed Dividend on Equity shares @ 40% i.e. Rs.4/- per Equity Share	128.53	771.18
- Tax on dividend	20.85	125.10
- Transfer to General Reserve	700.00	1,500.00
Balance carried to Balance Sheet	8,219.89	8,209.89



DIVIDEND

Your Directors are pleased to recommend dividend @ Rs.4/- per Equity Share of Rs.10/- each (i.e. 40%) for the year ended 31st March, 2013 as against the total dividend of Rs.24/- per equity share of Rs.10/- each paid last year, including one time special dividend of Rs.20/- per Equity Share (i.e. 200%) from the proceeds of the sale of 'Gagan' Trademark of the Company.

OPERATIONS

- During the year under review, the revenue from operations increased to Rs.8,045.13 lacs as against Rs. 5,410.76 lacs in the previous year, recording a growth of over 48%. The operating profit (EBIDTA) recorded during the year was Rs.1,252.32 lacs as against Rs 1,784.72 lacs in the previous year. The increased profitability in the previous year was mainly on account of receipt of one time special dividend from Amrit Banaspati Co. Ltd. from the sale of Edible Oils Business;
- The net profit after tax for the current year was Rs. 859.38 lacs as against Rs. 9,507.75 lacs in the previous year (after accounting for exceptional items i.e. profit from sale of 'Gagan' Trademark and loss from sale of long term investments);
- The production of dairy milk & milk products during the year was 9,324 KL as against 10,688 KL in the previous year, a decline of 12.76%. Dairy mixes supplied to McDonald's and flavoured milk supplied to Mother Dairy recorded volume growth. However, other products, namely, UHT milk, fresh cream, flavoured milk (other than Mother Dairy) and loose milk recorded lower volumes due to low demand of these products on account of higher prices. The raw milk prices were relatively stable during the year and consequently, there is improvement in the operating margins of the dairy business;
- During the year, there was no major activity in the real estate segment due to delay in receipt of regulatory approvals. The requisite approvals from the Ghaziabad Development Authority are now in

place and the sale of plots has commenced. There is good response from the actual users as well as from small builders for the plots;

- In the Services segment, the Company provides business advisory and BPO services to the group companies as well as trading in commodities. The trading volumes are steadily rising.

The Management Discussion & Analysis Report on these businesses for the year ended 31st March, 2013 also appears as a separate statement in the Annual Report.

ASSOCIATE/JV COMPANIES

Amrit Digvijay Infra-Tech Pvt.Ltd.

M/s Amrit Digvijay Infra-Tech Pvt.Ltd., a joint venture company, has decided to abandon the housing project at Dehradun as the remaining portion of the land could not be acquired. Efforts are being made to sell the land already acquired.

Amrit Banaspati Co. Ltd.

Upon sale of Edible Oils Business and the manufacturing facility at Rajpura, Distt. Patiala (Punjab) as a going concern last year, Amrit Banaspati Company Ltd. ("ABCL") is now engaged in the business of trading of various commodities & other items and in treasury operations pertaining to the cash consideration received from the sale of business. The management of ABCL is also evaluating new business opportunities other than the general trading. During the year, ABCL recorded revenue from trading operations of Rs. 8,915.80 lacs and operating profit (EBIDTA) of Rs. 441.13 lacs.

FIXED DEPOSITS

As on 31st March, 2013, your Company had Fixed Deposits of Rs. 448.65 lacs (including interest accrued and due). There were no overdue deposits as on 31st March, 2013 nor there was any failure in making repayment of the fixed deposits on maturity and interest due thereon in terms of the conditions of your Company's Fixed Deposits Scheme.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings & outgo as required under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure which forms part of this Report.

PERSONNEL

Employee relations continued to be cordial throughout the year in the Company. The Directors express their appreciation for the contribution made by the employees to the operations of the Company during the year.

The particulars of employees as per Section 217(2A) of the Companies Act, 1956 are set out in the Annexure which forms part of this Report. However, as per the provisions of Section 219(1)(b)(iv) of the said Act, the report and accounts are being sent to all the members of the Company excluding the aforesaid information. This statement shall be made available for inspection by any member during working hours for a period of 21 days before the date of the Annual General Meeting. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Shri K.R.Ramamoorthy, Shri Mohit Satyanand and Shri Kamal Budhiraja, retire by rotation and are eligible for re-appointment.

Subject to the approval of the shareholders at the ensuing Annual General Meeting, Shri A.K.Bajaj has been reappointed as Managing Director of the company for a period of 5 years w.e.f. November 5, 2012.

AUDITORS

M/s V.Sahai Tripathi & Co., Chartered Accountants, Statutory Auditors, retire at the forthcoming Annual

General Meeting and being eligible, offer themselves for re-appointment.

COST AUDIT

For the financial year 2011-12, the Board of Directors appointed M/s G.T. & Co., Cost Accountants, New Delhi, as the Cost Auditors of the Company under section 233B of the Companies Act, 1956 for carrying on Cost Audit of the dairy milk and milk products being processed/ manufactured by the Company and the requisite approval was received from the Central Government. Pursuant to General Circular No. 15/2011 – 52/5/CAB-2011 dated April 11, 2011 issued by the Government of India, Ministry of Corporate Affairs, Cost Audit Branch, New Delhi, following are the details of Cost Auditor and filing of cost audit report with Central Government:

Particulars of Cost Auditor	Details of Cost Audit Report filed for the period ended 31 st March, 2012
M/s G T & Co. Firm Registration No. 000253 58 (FF), Local Shopping Centre (Behind Kanishka Complex), K-Block, Kalkaji, New Delhi – 110 019 E-mail: jpg@gtnc.co.in	Due date: 30 th September, 2012 Extended upto 28 th February, 2013 Filing date: 26 th February, 2013

The Cost Audit Report for the year ended 31st March, 2013 will be forwarded to the Central Government within the statutory time limit in pursuance to the provisions of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 217(2AA) of the Companies Act, 1956, your Directors confirm:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed;
- that the accounting policies selected and applied are consistent and the judgments and estimates



made are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;

- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

A Report on Corporate Governance along with a Certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance pursuant to Clause 49 of the listing agreement with stock exchanges is annexed and forms part of the Annual Report.

ACKNOWLEDGEMENT

Your Directors convey their sincere thanks to the various agencies of the Central Government, State Governments, Banks and other concerned agencies for all the help and cooperation extended to the Company. The Directors also deeply acknowledge the trust and confidence the shareholders and investors have placed in the Company. Your Directors also record their appreciation for the dedicated services rendered by the workers, staff and officers of the Company.

For and on behalf of the Board

N.K. BAJAJ

Chairman & Managing Director

Noida
May 21, 2013

ANNEXURE

STATEMENT CONTAINING PARTICULARS PURSUANT TO THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF DIRECTORS' REPORT

I. CONSERVATION OF ENERGY

- (a) Energy conservation has been an important thrust area for the Company and is continuously monitored. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.
- (b) Energy conservation is an ongoing process and new areas are continuously identified and suitable investments are made, wherever necessary.
- (c) During the year, the following initiatives were taken for energy conservation by the Dairy Division of the Company:
 - (i) **Installation of Vapour Absorption Machine of 160 TR** – This machine was installed to cater for refrigeration load of the plant. This machine utilizes steam as energy input in place of electrical energy. The expenditure incurred was Rs.14 lacs and there will be net saving of about Rs.3 lacs every year.
 - (ii) **Installation of 300 KVA UPS** – The Dairy plant used to run its critical load on DG sets as it requires uninterrupted power supply for this load. A UPS of capacity 300 KVA capacity has been installed to shift this load from DG sets supply to State Electricity Board supply. The total expenditure incurred was Rs.20 lacs and there will be net saving of Rs.10 lacs every year.
- (d) Various on-going measures for conservation of energy include (i) use of energy efficient lighting and better use of natural lighting, (ii) reduction of energy loss, and (iii) replacement of outdated energy intensive equipment.
- (e) Total energy consumption and energy consumption per unit of production is given in the table below:



POWER & FUEL CONSUMPTION

	Dairy Products	
	2012-13	2011-12
1. ELECTRICITY		
(a) Purchased		
- Unit (lacs Kwh)	17.51	16.97
- Total amount (Rs.lacs)	124.41	109.01
- Rate/Unit (Rs./Kwh)	7.11	6.43
(b) Own generation		
Through Diesel Generator		
- Unit (lacs Kwh)	4.67	8.35
- Unit/Ltr. of Diesel Oil	3.15	3.12
- Cost/Unit (Rs./Kwh)	12.59	11.83
2. COAL		
Total quantity (in tones)	1,077.08	754.94
Total cost (Rs.)	104.19	75.93
Average rate/tonne. (Rs.)	9.67	10.06
3. BOILER FUEL		
(a) FURNACE OIL		
Total quantity (in K.L.)	1.86	10.11
Total cost (Rs.)	0.49	2.64
Average rate/Ltr. (Rs.)	26.12	26.12
(b) H.S.D.		
Total quantity (in K.L.)	—	—
Total cost (Rs/Lacs.)	—	—
Average rate/(Rs./Ltr.)	—	—
4. CONSUMPTION/K.L. OF PRODUCTION		
Production (K.L.)	9,324	10,688
Electricity/K.L. (Kwh)	237.85	236.83
Others	—	—