

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of **Amrit Banaspati Company Limited** will be held on Saturday, the 28th day of July, 2012 at 11.30 a.m. at J-3, 9/13, Gobind Colony, Rajpura, Distt. Patiala (Punjab)–140 401 to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on the equity shares for the financial year 2011-12.
3. To appoint a director in place of Mr. V. K. Sibal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. A. K. Bajaj, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. J. C. Rana, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

By Order of the Board
for **Amrit Banaspati Company Limited**

Regd. Office:
J-3, 9/13,
Gobind Colony,
Rajpura, Distt. Patiala
(Punjab)-140 401
Dated: 26th May, 2012

(Tushar Goel)
Asst. Company Secretary

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ATTACHED AND IF IT IS INTENDED TO BE USED, THE SAME, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND**

SIGNED AND SHOULD REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

2. Corporate members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to send certified copy of the board resolution authorizing such representative(s) to attend and vote on their behalf.
3. Relevant information pursuant to Clause 49 IV(G)(i) of the Listing Agreement regarding Directors seeking appointment/reappointment is given in the Corporate Governance Report forming part of this Annual Report.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21st day of July, 2012 to Saturday, 28th day of July, 2012 (both days inclusive).
5. The final dividend for the year 2011-12 on the equity shares will be paid to those members, whose names appear in the Register of Members of the Company as on 28th July, 2012. 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 20th day of July, 2012 as per data to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
6. Members are requested to note 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 7 years would be transferred to the "Investor Education and Protection Fund" constituted by the Central Government. Shareholders who have not encashed their dividend warrant(s) for the years 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 and Interim Dividend for 2011-12 are requested to make claim with the Company as no claim shall lie against the Fund or the Company in respect of individual amount once credited to the said Fund.
7. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agents of the Company, M/s Mas Services Ltd., T-34, IInd Floor, Okhla Industrial Area, Phase II, New



Delhi-110 020 quoting registered Folio No., change in their address, if any, with pin code number. The following information to be incorporated on the dividend warrants may also 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.)
8. 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.
9. Copies of relevant documents can be inspected at the Registered Office of the Company on all working days from Monday to Friday between 11 a.m. to 2 p.m. upto the date of the meeting.
10. Members desirous of seeking any information/clarification on accounts or operations of the Company are requested to write to the Company at least 10 days before the date of the meeting to enable the management to keep the information ready.
11. The members/proxies are requested to bring their copies of Annual Report at the meeting since extra copies will not be supplied.
12. Members/proxies should bring duly filled attendance slip sent herewith for attending the meeting. Members are also requested to mention DP ID and Client ID (in case of shares held in electronic form) and Folio no. (in case of shares held in physical form) in the attendance slip for attending the Annual General Meeting in order to facilitate their identification of membership.
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. 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 Registrar and Share 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's Registrar 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.

15. To facilitate trading in equity shares in dematerialized form, the Company has entered into agreement with NSDL and CDSL. Members can open account with any of the depository participant's registered with NSDL or CDSL.
16. The Securities and Exchange Board of India 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 requesting them to update their correct details viz. postal addresses, PAN details etc. registered with the Company. The Company has transferred all the shares into the folio in the name of "Unclaimed Suspense Account".
17. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate Affairs vide its circular no's. 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).

By Order of the Board
for **Amrit Banaspati Company Limited**

Regd. Office:
J-3, 9/13,
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(Punjab)-140 401
Dated: 26th May, 2012

(Tushar Goel)
Asst. Company Secretary

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

Dear Shareholders,

Your Directors have pleasure in presenting the 27th Annual Report together with the Audited Statements of Accounts of the Company for the financial year ended 31st March, 2012.

FINANCIAL RESULTS

	2011-12	(₹ in Lacs) 2010-11
Revenue from Operations and Other Income	1,04,578.72	1,00,844.50
Earnings before Interest, Depreciation and Tax (EBIDTA)	1,894.07	4,055.19
Less: Finance Cost	385.97	336.62
Profit Before Depreciation (PBD)	1,508.10	3,718.57
Less: Depreciation	372.40	390.77
Profit Before Tax (PBT) and Exceptional Item	1,135.70	3,327.80
Add: Exceptional Item (Income from sale of Edible Oils Business and Undertaking)	17,554.12	—
Profit before tax	18,689.82	3,327.80
Less: Provision for Taxation		
— Current Tax	4,457.83	1,062.91
— Deferred Tax	(828.62)	58.79
— Prior period taxes	336.54	0.43
Net Profit for the year	14,724.07	2,205.67
Balance brought forward from previous year	3,373.33	1,730.53
Profit available for appropriation	18,097.40	3,936.20
Appropriations		
Interim Dividend	4,417.78	—
Dividend Distribution Tax on Interim Dividend	716.67	—
Proposed Final Dividend	294.52	294.52
Dividend Distribution Tax on Proposed Final Dividend	47.78	47.78
Transfer to General Reserve	1,500.00	220.57
Balance carried forward to Balance Sheet	11,120.65	3,373.33

DIVIDEND

Your Directors are pleased to recommend a Final Dividend @ ₹ 4/- per Equity Share of ₹ 10/- each (i.e.

40%) for the year ended 31st March, 2012. The Company distributed during the year an Interim Dividend of ₹ 60/- per Equity Share of ₹ 10/- each



(i.e. 600%) as one time Special Dividend from the proceeds of the sale of the Edible Oils Business of the Company. The total Dividend outgo for the current year amounts to ₹ 5,476.75 lacs, including Dividend Distribution Tax, as against ₹ 342.30 lacs in the previous year.

SALE OF THE BUSINESS & UNDERTAKING

During the year, the Company sold its Edible Oils Business and the manufacturing facility at Rajpura, Distt. Patiala (Punjab) on slump sale basis and as a going concern to M/s Bunge India Pvt. Ltd. ("Bunge") for a lump sum Adjusted Consideration of ₹ 231.19 crores. As per terms of the Business Transfer Agreement ("BTA") dated 21st December, 2011, the Company has transferred all its movable and immovable assets, liabilities, business contracts, employees and intellectual property rights and secured and unsecured loans (excluding certain assets, loans & advances and fixed deposits, which have been retained by the Company) to Bunge on 10th February, 2012.

The transfer of the Edible Oils Business and the manufacturing facility at Rajpura has resulted into a profit before tax of ₹ 17,554.12 lacs which has been recognized in the books of Accounts of the Company and shown under the head "Exceptional Item" in the Profit & Loss Account.

MANAGEMENT DISCUSSION AND ANALYSIS

Economic Scenario

The year under review was challenging on many fronts. Inflationary pressures continued unabated and the depreciation of Indian rupee added to input costs. Liquidity conditions were tight with persistent hardening of interest rates. From the economy perspective, the year saw a mixed scenario of growth – while the first six months saw signs of the economy picking up, the second half had a chequered pattern. There have been corrections in GDP growth rate estimate which is currently forecasted around 7% from the initial 9%. However, the year ended with softening of inflation and interest rates which augur well for better growth prospects of the economy.

Edible Oils Industry Outlook

India is World's fourth largest edible oils market after China, U.S. and Brazil. With large population and

continued economic growth, India is likely to register strong gains in total and per capita consumption of edible oils in the medium term. While the consumption grows with the rise in disposable income, the pattern of consumption is also moving towards packed and/or branded form due to factors such as rising incomes coupled with changes in the household demographics, improving health consciousness, growing organized retail, improving reach of the products across the country, visual advertisements etc. Thus, the growth of edible oil in packed form has far exceeded the industry wide growth rate over the last five years. In the foreseeable future, it is envisaged that the overall quantum of edible oil consumption will continue to grow significantly with the pattern of consumption shifting from unpacked to packed form.

The edible oils industry in India is in a consolidation phase. Enterprises having integration of the value chain, risk management, working capital management, efficiencies in procurement, logistics and distribution, manufacturing presence at strategic locations across the country and strong consumer focus, that have undertaken expansion of their market share through organic and inorganic route coupled with introduction of new and innovative products – including presence through branded products, will enjoy the gains in the times to come.

Exit the Edible Oils business

Your Company was a leading player in the branded edible oils segment in Northern India with leadership position in markets like Punjab, Himachal Pradesh, Haryana and Jammu & Kashmir and had been operating at over 100% capacity utilization in the last two financial years. In the light of the capacity constraints and the challenges it faced in the branded edible oils segment by way of competition from the large international players, low margins, volatility in the domestic prices of raw materials, the Company decided to exit the edible oils business to preserve and enhance shareholders' value, in view of the following considerations:

- India for several years has been depending upon import of edible oils to meet its growing demand. Your Company was accordingly heavily dependent on imported Palm Oil

as approximately 70% of its products in terms of sales volume were Palm Oil based. This made the Company vulnerable to global fluctuations in crude Palm Oil and to foreign currency risks;

- In the last decade, the Indian Edible Oil Industry witnessed the entry of many large multi-national corporations (MNCs) with complete backward and forward integration, such as Cargill, Bunge, Noble Grain, LouisDreyfus, ADM etc. These MNCs deal in various agricultural commodities globally, both import as well as exports which acts as natural hedge for them against currency fluctuations, and come with inherent strengths such as direct access to plantations, global economies of scale, international best practices and low cost of capital. The entry of MNCs has, therefore, made the Indian Edible Oil Industry vastly more competitive, thereby putting significant pressure on the operating margins of medium scale domestic companies;
- Many large scale domestic players in the industry have also invested heavily into building capacities over the last few years. The economies of scale, especially the enhanced bargaining power while importing crude oil, put these large scale domestic players at an advantageous position vis-à-vis companies like ours. Your Company could not expand in competition with these large giants which, besides their enhanced budgeting power due to global scale of operations, has access to very low cost of capital, thereby putting significant pressure on the operating margins of companies like ours;
- The competitive pressures from MNCs and large scale domestic players, the volatility in global crude oil prices and the foreign exchange fluctuations had begun to impact the Company's operating margins, thereby reducing the Company's financial ability to expand and grow in order to retain its market share and leadership position.

Looking into this scenario, exiting the edible oils business at this juncture was considered to be the most viable option under the circumstances.

Business Strategy

Pursuant to the sale/transfer of Edible Oils Business, the Company is engaged in treasury operations pertaining to cash consideration received from the said sale/transfer of the business and trading of various commodities. Further, the management of the Company is exploring various new business opportunities in which the Company may engage in future other than the Edible Oils Business.

Operations Review

The financials for FY 2011-12 include financials of Edible Oils Business till 10th February, 2012, being the date up to which this business was with the Company:

- During the year, the Company operated at over 100% capacity utilization and recorded production of 1,29,599 MT of vanaspati and refined oils which on an annualized basis is higher by 4.88% over the previous year's production;
- The gross sales volumes of vanaspati, refined oils and salt (inclusive of outsourced quantity) aggregated to 1,59,306 MT recording a growth of 3.99% on annualized basis over the previous year;
- The Company recorded annualized growth of over 19% in sales. The revenue from operations increased to ₹ 1,04,281.12 lacs as against ₹ 1,00,763.00 lacs in the previous year;
- In spite of difficult market conditions, your Company managed to achieve reasonably good performance during the year under review. However, there was erosion in margins in the initial part of the year due to continuous decline in the raw oil prices. Consequently, the Company posted lower operating profit (EBIDTA) of ₹ 1,894.07 lacs as against ₹ 4,055.19 lacs in the previous year. Sale of Edible Oils Business resulted in profit before tax of ₹ 17,554.12 lacs which has been booked as Exceptional Income. The Net Profit for the year after taxes stood at ₹ 14,724.07 lacs as against ₹ 2,205.67 lacs in the previous year.



FIXED DEPOSITS

Your Company had an aggregate deposits of ₹ 51.48 lacs (previous year ₹ 91.03 lacs) as on 31st March, 2012 from public and shareholders under the Public Deposit Scheme of the Company framed under Section 58A of the Companies Act, 1956. There were no overdue deposits as on 31st March, 2012, nor there was any failure in making repayment of fixed deposits and interest due thereon in terms of the conditions of the public deposit scheme.

DIRECTORS

Mr. Sundeep Aggarwal was appointed as Director on 30th April, 2011 in the casual vacancy caused by the demise of Mr. Romesh Lal and was appointed regular Director at the Annual General Meeting held on 20th August, 2011.

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. V.K. Sibal, Mr. A.K. Bajaj and Mr. J.C. Rana retire by rotation and are eligible for re-appointment.

AUDITORS

The Company's Auditors, M/s V. Sahai Tripathi & Co., Chartered Accountants, hold office upto the conclusion of the ensuing Annual General Meeting. The Company has received requisite certificate from them pursuant to Section 224(1B) of the Companies Act, 1956, confirming their eligibility for re-appointment as Auditors of the Company.

COST AUDIT

The Board of Directors re-appointed M/s R.J. Goel & Co., Cost Accountants, Delhi, as the Cost Auditors of the Company under Section 233B of the Companies Act, 1956 for the financial year 2011-12 and 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 file for the period ended 31st March, 2011
M/s R.J. Goel & Co. Membership No. 14256 31, Community Centre Ashok Vihar, Phase – I Delhi – 110 052 E-mail: rjgoel14@yahoo.com	Due date: 30 th September, 2011 Filing date: 7 th September, 2011

The Cost Audit Report for the year ended 31st March, 2012 will be forwarded to the Central Government within the statutory time limit in pursuance of the provisions of Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of 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 alongwith proper explanation relating to material departures;
- 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 as at the end of the financial year and of the profit or loss of the Company for that period;
- 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;
- That the annual accounts have been prepared on a going concern basis.

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

A statement containing necessary information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, pertaining to conservation of energy,



technology absorption and foreign exchange earnings & outgo is annexed and forms part of this Report.

PERSONNEL AND HUMAN RELATIONS

Employee relations were cordial throughout the year in the Company. The Directors record their appreciation for the dedicated services rendered by the workers, staff and officers of the Company.

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.

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 express their appreciation for the contribution made by all the business associates to the operations and success of the Company.

For and on behalf of the Board

(N.K. Bajaj)

Chairman &

Managing Director

Place: Noida

Date : 26th May, 2012



ANNEXURE

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

I. CONSERVATION OF ENERGY	
(a) Energy conservation measures taken	<p>Energy conservation was the priority area of your Company during the year.</p> <p>The Company continued to follow the basic energy conservation measures such as constant replacement of outdated energy intensive equipments with latest technology energy saving equipments, timely maintenance of machines, effective control on utilization of energy, use of mostly automated machines, thus eliminating idle running of equipments.</p>
(b) Additional investments and proposals	The Company will continue its efforts in replacement/modification of inefficient equipments and upgradation of technology.
(c) Impact of the measures at (a) and (b) above, for reduction of energy consumption and consequent impact on the cost of production of goods	Through continuous energy conservation measures taken by the Company, the cost of power is optimum as compared to total cost of production.

(d) Total energy consumption and consumption per unit of production as per Form A:

A. Power and Fuel Consumption

1. Electricity

(a) Purchased

Unit (KWH)	51,99,400	64,37,973
Total Amount (₹)	3,22,62,788	3,53,23,590
Rate/Unit (₹)	6.21	5.49

(b) Own generation through captive power plant

Unit (KWH)	66,05,824	77,16,266
Rice husk (for turbine)(MT)	3,106	3,623
Unit per MT of rice husk	2,127	2,130
Total cost (₹)	2,57,72,917	2,65,45,629
Cost/Unit (₹)	3.90	3.44

(c) Own generation through diesel generator

Unit (KWH)	67,368	1,12,411
HSD for generator	20,879	34,528
Value of diesel (₹)	8,23,223	11,51,869
Cost/Unit (₹)	12.22	10.25

2. Hydrogen Gas			
Quantity (M3)	5,46,903	6,76,811	
Total cost	1,70,65,926	1,80,88,009	
Rate/Unit (₹)	31.20	26.73	
3. Others			
Rice husk for boiler			
Quantity (MT)	35,884	40,214	
Total cost (₹)	15,57,79,569	14,79,92,508	
Rate/Unit (₹)	4,341	3,680	
HSD for thermo fluid heater			
Quantity (Ltr.)	85,411	70,360	
Total cost (₹)	33,67,607	23,47,239	
Rate/unit (₹/Ltr.)	39.43	33.36	
B. Consumption per unit (MT) of production			
Production	1,29,599	1,42,731	
Electricity (KWH)	92	100	
Rice husk (Kg.)	277	282	
HSD (Ltr.)	0.66	0.49	

II. TECHNOLOGY ABSORPTION

Research and Development

1. Specific area in which R&D carried out by the Company	<p>The Company had a full fledged separate Research & Development Centre with well equipped laboratories, modern analytical instruments and well qualified technical manpower. The R&D Centre had also well equipped bakery & trained bakers for testing the performance of new bakery shortenings developed. R&D Centre of the Company was engaged in the following areas of developmental work:</p> <ul style="list-style-type: none"> i) New product development; ii) Development of new processes; iii) Process improvement for cost reduction; and iv) Improvement in product quality.
2. Benefits derived as a result of above R&D	<ul style="list-style-type: none"> ● Better quality products in line with highest quality standards for maximum consumer satisfaction. ● Better market penetration. ● Reduction in trans fatty acids in Vanaspati and bakery shortening. ● The Company has been able to reduce effluent water generation as a result of process modification resulting in less environmental pollution, cost saving and process efficiency. <p>The other benefits derived from R&D were increase in overall efficiency, reduction in cost of production and higher productivity.</p>



		(₹ in Lacs)	
3. Expenditure on Research and Development		2011-12	2010-11
	Capital	Nil	Nil
	Recurring	33.17	29.53
	Total	33.17	29.53
	Turnover	1,04,521.76	1,00,997.59
	Total R&D expenditure as a % of turnover	0.03%	0.03%

Technology absorption, adaptation and innovation	
1. Efforts in brief made towards technology absorption, adaptation and innovation	Efforts were continuously being made to achieve higher productivity, value addition, cost reduction, better plant efficiency, reduction in wastage and above all environmental protection.
2. Benefits derived	Benefits derived as a result of above efforts were product improvement, cost reduction and product development.
3. Imported technology	Technology & Perfector Machine were imported from Denmark, for producing bakery shortening and margarines with improved quality. Technology & Ecopack Machine was imported from Germany for producing table margarine in slab form.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars with regard to foreign exchange earnings and outgo appear in Note No. 42 & 43 of Notes to Accounts.

For and on behalf of the Board

Place : Noida

Date : 26th May, 2012

(N.K. Bajaj)

Chairman & Managing Director