



NOTICE

NOTICE is hereby given that the 74th 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 7th day of July, 2015** at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt 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.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri G. N. Mehra (DIN: 00059311), who retires by rotation and being eligible, offers himself for re-appointment.

4. Ratification of Appointment of Statutory Auditors:

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Messrs V. Sahai Tripathi & Co., Chartered Accountants (Registration No. 000262N), as Statutory Auditors upto the conclusion of seventy sixth (76th) annual general meeting be and is hereby ratified and confirmed and that the Board of Directors be and is hereby authorized to fix remuneration, as may be determined by the Audit Committee in consultation with the Statutory Auditors."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT Shri Sujal Anil Shah (DIN: 00058019), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 24th February, 2015 pursuant to Section 161 of the Companies Act, 2013 ('Act') and Article 81 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member in terms of Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company pursuant to Section 149 of the Act to hold office for five consecutive years for a term upto 31st March, 2020."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT Smt. Ketaki Sood (DIN: 00904653), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 24th February, 2015 pursuant to Section 161 of the Companies Act, 2013 ('Act') and Article 81 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member in terms of Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Women Director of the Company pursuant to Section 149 of the Act to hold office for five consecutive years for a term upto 31st March, 2020."

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 Section 186 of the Companies Act, 2013 ('Act') and any other applicable provisions of the Act and rules made there under (including any



statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to invest and deploy the funds of the Company from time to time in inter-corporate investments, debt/equity/quasi-equity securities, derivatives, bonds/debentures (whether fully or partially convertible or non-convertible) and in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or debt based securities/instrument(s) created or issued by the Central Government or State Government or such other debt instruments/ bonds/debentures as may be declared by Central Government to be 'securities' issued by governmental authority/(ies) in one or more tranches, provided that the aggregate of above investments shall not exceed the limit of Rs. 250 Crores (Rupees two hundred fifty crores only) outstanding at any one time, under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question or difficulty that may arise in this regard and to delegate all or any of these powers to any

Committee of Directors or Director or officer of the Company or any other person."

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

Regd. Office:

CM/28, 1st Floor,
Gagan Enclave,
Amrit Nagar, G.T. Road,
Ghaziabad-201 009 (U.P.)

Dated: May 13, 2015

CIN: L15141UP1940PLC000946

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A member entitled to attend and vote at the annual general 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.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A statement giving relevant details of the directors seeking appointment/re-appointment under Item Nos. 3, 5 and 6 of the accompanying notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange is annexed herewith.
4. Corporate members intending to send their authorized representative to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.



5. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Registers of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 1st July, 2015 to Tuesday, the 7th July, 2015 (both days inclusive).
7. The dividend for the year 2014-15 on the equity shares will be paid to those members, whose names appear in the Register of Members of the Company as on 7th July, 2015. 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 30th June, 2015 as per data to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
8. Shareholders of the Company are informed that pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (Corresponding Section 124(5) of the Companies Act, 2013, yet to be notified) the amount of dividend which remains unpaid/unclaimed for a period of 7 years would be transferred to the 'Investor Education & Protection Fund' ('IEPF') constituted by the Central Govt. Shareholders who have not encashed their dividend warrant(s) for the years from 2007-08 to 2013-14 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. Dividend for the year 2006-07 has been transferred to the IEPF.
9. 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, 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.)
10. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. In terms of Section 72 of the Companies Act, 2013, 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 SH-13.
12. 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.
13. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by 27th June, 2015.
14. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
15. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchange at Mumbai. The Company has paid the annual listing fee for the year 2015-16 to the above stock exchange.
16. 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 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/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.

17. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
18. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010 dated 16th December 2010, amended clause 5A of the 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 addresses, PAN details etc. registered with the Company. The Company has transferred all the shares into the folio in the name of "Unclaimed Securities Suspense Account".
19. 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, Statement of Profit & Loss, 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).
20. Members may also note that the Notice of the 74th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.amritcorp.com for their download. The physical copies of the aforesaid

documents will also be available at the Company's Registered Office in Ghaziabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@amritcorp.com, pkdas@amritcorp.com.

21. Voting through electronic means

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 74th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences on 4th July, 2015 (09:00 am) and ends on 6th July, 2015 (05:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th June, 2015, may cast their vote by remote e-voting. The remote e-voting module shall



be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The procedure and instructions for members for remote e-voting are as under:

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/ Depositories):

- a. Open e-mail and open PDF file viz. "ACL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "**Amrit Corp. Limited**".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.

- k. Once you have voted on the resolution, you will not be allowed to modify your vote.

- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 74th Annual General Meeting (for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy)

- a. Initial password is provided in the communication being sent separately.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- E. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- F. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- G. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- H. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 30th June, 2015.
- I. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 30th June, 2015,



will be provided the notice through mail or by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- J. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- K. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- L. Shri Baldev Singh Kashtwal, Practising Company Secretary (Membership No. FCS-3616 & CP No. 3169), Partner, M/s. RSM & Co., Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- M. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- N. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the

conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- O. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.amritcorp.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Shri Sujal Anil Shah was appointed as Additional Director by the Board of Directors in its meeting held on 24th February, 2015. Pursuant to Section 161 of the Companies Act, 2013 ('Act') read with Article 81 of the Articles of Association of the Company, Shri Sujal Anil Shah is entitled to hold office upto the date of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Act from a member along with the deposit of requisite amount proposing the candidature of Shri Sujal Anil Shah for the office of Independent Director.

Shri Sujal Anil Shah, aged 46 years, is a practising Chartered Accountant having an overall post qualification experience of about 22 years. He is the founder partner of M/s. SSPA & Co., Chartered Accountants, Mumbai, and heads the corporate consultancy practice of the firm. His main areas of practice are mergers & acquisitions, valuation of companies/business, advising on restructuring of businesses, conducting financial due diligence and general corporate advisory. Shri Sujal Anil Shah has authored various papers on subjects of valuations and restructuring. He is a regular speaker on various subjects including, mergers &

acquisitions, valuations, due diligence review, etc at various forums including the Institute of Chartered Accountants of India, Institute of Company Secretaries of India, Symbiosis University, Pune. He is on the Boards of various companies including Reliance Mediaworks Ltd; Reliance Asset Reconstruction Company Ltd; Keynote Corporate Services Ltd; Amal Ltd; Pramerica Trustees Ltd., among others.

The Company has received from Shri Sujal Anil Shah (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Shri Sujal Anil Shah proposed to be appointed as Independent Director fulfils the conditions specified in the Act and Rules made thereunder and that he is Independent of the management. A copy of the draft letter of appointment of Shri Sujal Anil Shah as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Shri Sujal Anil Shah, no other Director or key managerial personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Shri Sujal Anil Shah as Independent Director of the Company for five consecutive years for a term upto 31st March, 2020 pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder and that he shall not be liable to retire by rotation nor required to hold any qualification shares as per Article 82 of the Articles of Association of the Company.

The Board recommends the resolution set forth in item No.5 for the approval of the members.

Item No. 6

Smt. Ketaki Sood was appointed as Additional Director by the Board of Directors in its meeting held on 24th February, 2015. Pursuant to Section 161 of the Companies Act, 2013 ('Act') read with Article 81 of the Articles of Association of the Company, Smt. Ketaki Sood is entitled to hold office upto the date of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Act from a member along with the deposit of requisite amount proposing the candidature of Smt. Ketaki Sood for the office of Independent Director.

Smt. Ketaki Sood, aged 74 years, is an Interior Designer having experience of over 35 years in the field of Interior Designing, Architect and Teaching. Smt. Sood had her schooling from Modern School, Delhi and Post Graduation from Delhi University. She obtained Diploma in Interior Designing from the University of North London. She is a Fellow of the Chartered Society of Designers (FCSD), London. Smt. Sood established her own business of Interior Designing and Consultancy under the name and style of "Rupayan" in the year 1968. Smt. Sood is also involved in the field of education and is a member on the Board of Trustees of Modern School since 1975 and held various positions there at different times, including as Chairperson of Modern School, Barakhamba Road, New Delhi and Modern School Vasant Vihar, New Delhi. She is also on the Board of Governors of Indian Public School Society (Doon School) and member of General Council of Shri Ram Bhartriya Kala Kendra.

The Company has received from Smt. Ketaki Sood (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act.



The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Smt. Ketaki Sood proposed to be appointed as Independent Women Director fulfils the conditions specified in the Act and Rules made thereunder and that she is Independent of the management. A copy of the draft letter of appointment of Smt. Ketaki Sood as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Smt. Ketaki Sood, no other Director or key managerial personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Smt. Ketaki Sood as Independent Director of the Company for five consecutive years for a term upto 31st March, 2020 pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder and that she shall not be liable to retire by rotation nor required to hold any qualification shares as per Article 82 of the Articles of Association of the Company.

The Board recommends the resolution set forth in item No.6 for the approval of the members.

Item No. 7

The Board of Directors of the Company in the meeting held on 2nd February, 2012 approved the proposal to invest and deploy the surplus funds of the Company from time to time in inter-corporate investments, debt/equity/quasi-equity securities, derivatives, bonds/debentures (whether fully or partially convertible or non-convertible) and in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or debt based securities/instrument(s) created or issued by the Central Government or State Government or such other debt instruments/bonds/debentures as may be declared by Central Government to be 'securities' issued by governmental authority/(ies) or body/(ies) upto a limit of Rs.150 crores covered u/s 372A of the Companies Act, 1956 (Corresponding to Section 186 of the Companies Act, 2013).

Pursuant to Section 186 (2) of the Companies Act, 2013 and the Companies (Meetings of Board and

its Powers) Rules, 2014, the Board of Directors is authorized to acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to amount aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of shareholders by way of a Special resolution is required to be obtained. At present, the Company's investments in various securities are in the range of Rs.140-145 crores.

It is, therefore, necessary for the members to pass a Special Resolution under Section 186 (2) and other applicable provisions of the Act, as set out at Item No.7 of the Notice, to enable to the Board of Directors to deploy the surplus funds of the Company from time to time in inter-corporate investments, debt/equity/quasi-equity securities, derivatives, bonds/debentures (whether fully or partially convertible or non-convertible) and in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or debt based securities/instrument(s) created or issued by the Central Government or State Government or such other debt instruments/bonds/debentures as may be declared by Central Government to be 'securities' issued by governmental authority/(ies) or body/(ies) upto a limit of Rs. 250 Crores (Rupees Two Hundred Fifty Crores only).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

By Order of the Board
For AMRIT CORP. LTD.

Regd. Office:

CM/28, 1st Floor,
Gagan Enclave,
Amrit Nagar, G.T. Road,
Ghaziabad -201 009 (U.P.)

(P. K. DAS)
Company Secretary

Dated: May 13, 2015

CIN: L15141UP1940PLC000946



ANNEXURE TO ITEMS 3, 5 & 6 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

| As on 31 st March, 2015 | | | |
|---|---|---|---|
| Name of Director | Mr. G. N. Mehra | Mr. Sujal Anil Shah | Mrs. Ketaki Sood |
| DIN | 00059311 | 00058019 | 00904653 |
| Date of Birth | 24.11.1932 | 23.09.1968 | 26.06.1941 |
| Nationality | Indian | Indian | Indian |
| Qualifications | M.A., LLB, IAS(Retired) | Chartered Accountant | M.A., FCSD |
| Date of Appointment | 21.05.2003 | 24.02.2015 | 24.02.2015 |
| Shares held in the Company | 2,375 | Nil | Nil |
| Expertise | Distinguished bureaucrat (retired IAS officer) having long experience in administration and industrial development & management of public/ private sector companies. | A practicing Chartered Accountant and founder partner of SSPA & Co., Chartered Accountants, Mumbai, and having wide experience in mergers & acquisitions, restructuring, valuation of companies/ business, financial due diligence and general corporate advisory. | A professional having more than 35 years of experience in the field of Interior Designing, Architect and Teaching. Fellow of Chartered Society of Designers, London, Smt. Sood established her own business of interior designing & consultancy. Actively involved in the field of education and art and was on the Boards of various Societies and Schools, including Modern School, Indian Public School Society and Shri Ram Bhartiya Kala Kendra. |
| List of Directorships held in other public companies | 1. Subros Limited; 2. U P Hotels Limited; 3. Bharat Seats Limited; 4. Action Construction Equipment Ltd. | 1. Reliance Asset Reconstruction Co. Ltd.; 2. Reliance MediaWorks Limited; 3. Keynote Corporate Services Ltd.; 4. Amal Limited; 5. Hindoostan Mills Limited; 6. Rudolf Atul Chemicals Limited; 7. Bhishma Realty Limited; 8. Capricorn Realty Limited. | NIL |
| Chairman/Member of Committees of Board of Directors in other public companies | Audit Committee ➤ Chairman: - Bharat Seats Limited; - Subros Limited ➤ Member: - Action Construction Equipments Limited Stakeholders Relationship Committee ➤ Chairman: - Subros Limited ➤ Member: - Bharat Seats Limited | Audit Committee ➤ Chairman: - Reliance MediaWorks. Ltd.; - Reliance Asset Reconstruction Co. Ltd.; - Keynote Corporate Services Ltd.; - Hindoostan Mills Ltd. ➤ Member: - Amal Ltd.; - Rudolf Atul Chemicals Ltd. | NIL |

Directorship includes directorship of other Indian Public Companies and Committee membership includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Companies (whether Listed or not).



DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the 74th Annual Report on the business and operations of the Company together with Audited Statements of Accounts for the financial year ended 31st March, 2015.

FINANCIAL RESULTS

The summarized financial results of the Company for the financial year 2014-15 are given hereunder:

| | | (Rs.in lacs) |
|---|-----------------|-----------------|
| | 2014-15 | 2013-14 |
| Revenue from operations & other income | 6,447.49 | 6,730.64 |
| Operating Profit (EBIDTA) | 1,690.51 | 1,253.40 |
| Finance Cost | 204.28 | 131.54 |
| Gross Profit (PBD) | 1,486.23 | 1,121.86 |
| Depreciation & amortization | 199.28 | 87.58 |
| Profit before tax | 1,286.95 | 1,034.28 |
| Provision for | | |
| - Current Tax (net) | 218.32 | 121.56 |
| - Deferred Tax | (22.62) | 62.60 |
| - MAT Credit entitlement | - | (80.24) |
| - Adjustment for prior period tax/tax on dividend | - | 44.27 |
| Net Profit | 1,091.25 | 886.09 |
| Balance b/f from previous year | 8,218.01 | 8,219.89 |
| Profit available for appropriation | 9,309.26 | 9,105.98 |
| Appropriation: | | |
| - Proposed Dividend on Equity shares @ Rs.5/- per Equity Share (i.e. 50%) | 160.66 | 160.66 |
| - Tax on dividend @ 20.36% | 32.71 | 27.31 |
| - Transfer to General Reserve | 1,000.00 | 700.00 |
| Balance Carried to Balance Sheet | 8,115.89 | 8,218.01 |