NOTICE

NOTICE is hereby given that the 75th Annual General Meeting of the members of **Amrit Corp. Limited** (CIN: L15141UP1940PLC000946) will be held at Chaudhary Bhavan (Near Jain Mandir), E Block, Kavi Nagar, Ghaziabad - 201 002 (U.P.) on **Monday,** the **26th day of September, 2016** at 11.00 a.m. to transact the following businesses:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2016 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 confirm the payment of Interim Dividend on equity Shares for the Financial year 2015-16.

3. To appoint a Director in place of Shri Vikram Kumar Bajaj (DIN: 00026236), 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 Sections 139 and 142 of the Companies Act, 2013 ('Act') and other applicable provisions 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 Auditors."

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

Regd. Office:

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

(P. K. DAS)
Company Secretary

Dated: July 25, 2016

NOTES:

1. **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.

2. A statement giving relevant details of the director seeking appointment/ reappointment under Item No. 3 of the accompanying notice,

as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. In case of joint shareholder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. The Registers of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 20, 2016 to Monday, September 26, 2016 (both days inclusive) for the purpose of annual closure of books.

6. 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' constituted by the Central Govt. Shareholders who have not encashed their dividend warrant(s) for the years from 2008-09 to 2015-16 are requested to lodge 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 2007-08 has been transferred to the IEPF.

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, 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.)

8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours up to the date of the Meeting.

9. 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 SH-13.

10. The Company has entered into agreements with NSDL and CDSL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participants registered with NSDL and CDSL.

11. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by September 15, 2016.

12. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.

13. Pursuant to the requirement of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company declares that its equity shares are listed on the BSE Ltd., Mumbai. The Company has paid the annual listing fee for the year 2016-17 to the above stock exchange.

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 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.

15. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.

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 read with Schedule VI of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 Suspense Account".

17. 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).

18. Members may also note that the Notice of the 75th Annual General Meeting and the Annual Report for 2016 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 at 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 IDs: info@amritcorp.com and pkdas@amritcorp.com.

19. 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 Regulation 44(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 75th 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 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 September 23, 2016 (09:00 am) and ends on September 25, 2016 (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 September 19, 2016, 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 75th Annual General Meeting (for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy)

a. Initial password is provided in the communication being sent separetely.

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 September 19, 2016.

I. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 19, 2016, will be provided the notice through mail or by post after the cut-off date. Such members may 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 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, Practicing 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, will 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.

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

Regd. Office:

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

Dated: July 25, 2016

(P. K. DAS)
Company Secretary

ANNEXURE TO ITEM 3 OF THE NOTICE

Details of Director seeking appointment and re-appointment at the forthcoming Annual General Meeting (in pursuance of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

As on 31st March, 2016	
Name of Director	**Mr. Vikram Kumar Bajaj**
Date of Birth	22.06.1964
Nationality	Indian
Qualification	B. Com
Date of Appointment	03.03.2006
No. of shares held in the Company	2,59,580
Expertise	Industrialist having wide experience in FMCG, edible oils & food industries and language coaching/corporate training
Relationship with other Directors	Son of Shri Naresh Kumar Bajaj and brother of Shri Ashwini Kumar Bajaj
List of Directorship held in other Listed Companies	N. A.
Chairman/Member of Committees of Board of Directors in other Listed Companies	N. A.

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the 75th Annual Report on the business and operations of the Company together with Audited Statements of Accounts for the financial year ended 31st March, 2016.

FINANCIAL RESULTS

The summarized financial results of the Company for the financial year 2015-16 are given hereunder:

(Rs.in lacs)

	2015-16	2014-15
Revenue from operations & other income	**5,791.27**	6,447.49
Operating Profit (EBIDTA)	**1,479.47**	1,690.51
Finance Cost	**268.36**	204.28
Gross Profit (PBD)	**1,211.11**	1,486.23
Depreciation & amortization	**145.71**	199.28
Profit before tax	**1,065.40**	1,286.95
Provision for		
- Current Tax (net)	**87.07**	218.32
- Deferred Tax	**(4.55)**	(22.62)
- MAT Credit entitlement	**(87.07)**	-
Net Profit	**1,069.95**	1,091.25
Balance b/f from previous year	**8,115.89**	8,218.01
Profit available for appropriation	**9,185.84**	9,309.26
Appropriation:		
- Interim Dividend on Equity shares @ Rs.6/- per Equity Share i.e. 60% (Previous year Final Dividend @ Rs.5/- per share i.e. 50%)	**192.79**	160.66
- Tax on dividend @ 20.36%	**39.25**	32.71
- Transfer to General Reserve	**1,000.00**	1,000.00
Balance Carried to Balance Sheet	**7,953.80**	8,115.89

DIVIDEND

The Board of Directors approved payment of Interim Dividend of Rs. 6/- per share of Rs. 10/- each (i.e. 60%) for the year ended 31st March, 2016. The Interim Dividend has already been paid to the Shareholders on 29th March, 2016. No final dividend has been recommended by the Directors for the Financial Year 2015-16.

OPERATIONS

- During the year under review, the revenue from operations declined by 15.12% to Rs.4,206.66 lacs as against Rs.4,956.11 lacs in the previous year. The revenue from operations during the year is low mainly on account of low volumes in Dairy segment and no revenue in Real Estate segment due to sluggish market conditions;
- The operating profit (EBIDTA) recorded during the year was lower by 12.48% at Rs.1,479.47 lacs as against Rs.1,690.51 lacs in the previous year. The net profit after tax for the year was Rs. 1,069.95 lacs as against Rs.1,091.25 lacs in the previous year;
- The production of dairy milk & milk products during the year was 5,782 KL as against 6,494 KL in the previous year, a decline of 10.96%. The production is low in all product categories, except liquid ice-cream, dessert mixes, fresh cream and cooking creamer. The lower production is also on account of discontinuation of Mother Dairy business, which put-up its own UHT milk processing facility;

  The raw milk prices came down in the first half of the year and were relatively stable during the third and fourth quarters. The costs relating to plant maintenance and other inputs, were higher. Dairy Division is mainly focussing on B2B food services business to cater to the high-end QSR chains and other bulk buyers;
- In the case of real estate, there was no activity during the year. In the Gagan Enclave and Gagan Enclave Extension projects, the Company has some inventory of only commercial space, which could not be liquidated due to slow off-take of commercial space in Ghaziabad where these projects are located;
- The Company has deployed funds in treasury operations. The Other Income during the year was Rs.1,584.61 lacs as against Rs. 1,491.38 lacs in the previous year recording an increase of 6.25%.

THE MANAGEMENT DISCUSSION & ANALYSIS

As required by Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Management Discussion and Analysis Report for the year ended 31.03.2016 is appended.

FINANCE

(i) Share Capital

The paid-up Equity Share Capital as on 31st March, 2016 was Rs.321.32 lacs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

(ii) Fixed Deposits

Your Company has not accepted any public deposits under Chapter 4 of the Companies Act, 2013 ("the Act"). As such, no amount of principal or interest on deposits from the public was outstanding as on the date of the Balance Sheet.

(iii) Particulars of loans, guarantees or investments

Particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Act, are given in the Notes to the Financial Statements.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the requirements of Section 135 of the Act, your Company has a Corporate Social Responsibility (CSR) Committee, details of which, including its terms of reference, are provided in the Corporate Governance Report. Your Company has also formulated a Corporate Social Responsibility Policy (CSR Policy), which is available on the website of the Company at www.amritcorp.com.

The Annual Report on CSR activities, as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as "Annexure A" and forms integral part of this Report.

RISK MANAGEMENT

The Board of Directors of your Company has constituted a Risk Management Committee to identify elements of risk in different areas of operations and to develop policy for actions associated to mitigate the risks. The Audit Committee and the Board of Directors are informed of the risks associated and minimization procedures on timely basis. The details of the Committee, its terms of reference and the Risk Management Policy are set out in the Corporate Governance Report forming part of this Report. The Risk Management Policy is posted on the website of the Company at www.amritcorp.com.

VIGIL MECHANISM

Pursuant to Section 177(9) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for directors and employees of the Company. The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company. The details of the Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company at www.amritcorp.com.

RELATED PARTY TRANSACTIONS

No Related Party Transactions were entered into during the financial year 2015-16. All Related Party Transactions entered into in the past were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with promoters, directors, key managerial personnel or other designated persons which may have potential conflict with the interest of the Company at large.

On the recommendation of the Audit Committee, the Board of Directors has adopted a policy on Related Party Transactions, which is also uploaded on the website of the Company (www.amritcorp.com) under the head 'Investor Relations'. The Policy envisages the procedure governing related party transactions required to be followed to ensure compliance with the applicable laws and regulations as well as to ensure that the Related Party Transactions are managed and disclosed in accordance with the strict legal and accounting requirements.

A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms & conditions of the transactions. The statement is supported by a certificate from the CEO and CFO.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

AUDIT COMMITTEE

The details pertaining to composition of the Audit Committee are included in the Report on Corporate Governance. All the recommendations made by the Committee were accepted by the Board.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Directors have laid-down internal financial controls to be followed by the Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically.