



## Amrit Banaspati Company Ltd.

ABCL/  
November 10, 2012

The BSE Ltd.,  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**Mumbai-400 001.**

**Scrip Code : 531728**

**Sub: Postal Ballot – Special Resolutions for (i) Voluntary delisting of equity shares of the Company (ii) Shifting of Registered Office of the Company from the State of Punjab to the State of Uttar Pradesh; and (iii) inter-corporate loans & investments**

Dear Sir,

We write in continuation of our letters No.ABCL/ACS/512 dated 29.09.2012 and No. ABCL/ACS/529 dated 08.10.2012 on the captioned subject-matter.

Pursuant to Section 192-A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, Postal Ballot Notice dated 29<sup>th</sup> September, 2012 was sent to the shareholders of the Company on 8<sup>th</sup> October, 2012 for the purpose of obtaining the consent of the shareholders of the Company for the following Special Resolutions:

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

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

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

**Corporate Office :** "Amrit Corporate Centre" A-95, Sector-65, NOIDA-201 309 (U.P.) Ph. +91-120-4506900  
Fax: +91-120-4506910 E-mail: amritcmd@vsnl.net, abcl@amritbanaspati.com Website: www.amritbanaspati.com

**Registered Office :** J-3, 9/13, Gobind Colony, Rajpura, Dist.: Patiala-140 401 (Punjab)  
Ph.: +91-1762-224197 E-mail: amritcmd@vsnl.net, abcl@amritbanaspati.com



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

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

Sl No.	Particulars	No. of Postal Ballots	No. of Votes	% of Valid Votes Cast
<b>(E) Total voting by the Shareholders (including Promoters)</b>				
1	Total number of Postal Ballots received	780	69,05,399	-
2	Less: Number of Postal Ballots rejected	8	4,135	-
3	Total number of Valid Postal Ballots	772	69,01,264	100.00%
4	Total number of shareholders voting in favour of the resolution	702	68,92,739	99.88%
5	Total number of shareholders voting against the resolution	70	8,525	0.12%
<b>(F) Total voting by the Public Shareholders only</b>				
1	Total number of Postal Ballots received from Public Shareholders	753	14,39,727	-
2	Less: Number of Postal Ballots rejected	8	4,135	-
3	Total number of Valid Postal Ballots	745	14,35,592	100.00%
4	Total number of Public Shareholders voting in favour of the resolution	675	14,27,067	99.41%
5	Total number of Public Shareholders voting against the resolution	70	8,525	0.59%

In view of the above, the Special Resolution No.1 as contained in the Postal Ballot Notice dated 29<sup>th</sup> September, 2012 has been duly approved by the requisite majority under the Companies Act, 1956.

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



**Special Resolution No. 2 – Alteration of Memorandum of Association  
&  
Special Resolution No. 3 – Inter-corporate Loans & Investments**

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

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

In respect of the above, we are enclosing herewith the following:

1. Voting result of postal ballot in the format prescribed under clause 35A to the listing agreement;
2. Result of the Postal Ballot declared by the Chairman; and
3. Minutes of the proceedings of the Postal Ballot held on 10.11.2012 at 11 a.m. at the Registered Office of the Company at J-3, 9/13, Gobind Colony, Rajpura – 140401 (Pb.).

We hope you will find the above in order and request you to take the same on record.

Thanking you,

Yours faithfully,  
For **Amrit Banaspati Co. Ltd.**

  
**(J.C.Rana)**  
Director



# AMRIT BANASPATI COMPANY LIMITED

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

## VOTING RESULT OF POSTAL BALLOT

(Pursuant to Clause 35A of the Listing Agreement)

Pursuant to the provisions of Section 192-A of the Companies Act, 1956 read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2011, consent of the shareholders was sought by postal ballot, as specified in the Notice of Postal Ballot dated 29<sup>th</sup> September, 2012 read with the Explanatory Statement attached thereto, for the following Special Resolutions:

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

The last date for receipt of the postal ballot form, duly completed, from the shareholders, was 7<sup>th</sup> November, 2012. The Company had appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot in a fair and transparent manner. Mr. Baldev Singh Kashtwal has submitted his report dated 9<sup>th</sup> November, 2012. The Chairman has accepted the said report of the Scrutinizer. The result of the postal ballot is as under:

**Detail of Resolution - I:** Voluntary delisting of equity shares of the Company from the BSE Limited ('BSE') and Delhi Stock Exchange Limited ('DSE') pursuant to delisting offer by the promoters of the Company in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

**Resolution required:**

*Special*

**Mode of voting:**

*Postal ballot*

Promoter/Public	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54,65,672	54,65,672	100%	54,65,672	-	100%	NIL
Public - Inst. holders	-	-	-	-	-	-	-
Public-Others	18,97,296	14,35,592	75.67%	14,27,067	8,525	99.41%	0.59%
Total	73,62,968	69,01,264		68,92,739	8,525		



**Detail of Resolution - II:** Shifting of Registered Office of the Company from the State of Punjab to the State of Uttar Pradesh pursuant to Section 17 of the Companies Act, 1956 and alteration of Clause II of the Memorandum of Association of the Company

**Resolution required:** *Special*

**Mode of voting:** *Postal ballot*

Promoter/Public	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54,65,672	54,65,672	100%	54,65,672	-	100%	NIL
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	18,97,296	14,35,630	75.67	14,29,855	5,775	99.60%	0.40%
Total	73,62,968	69,01,302		68,95,527	5,775		

**Detail of Resolution - III:** Authorization to the Directors under Section 372A of the Companies Act, 1956 to make loans, give guarantees, provide securities and make investments exceeding the limit specified therein

**Resolution required:** *Special*

**Mode of voting:** *Postal ballot*

Promoter/Public	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	54,65,672	54,65,672	100%	54,65,672	-	100%	NIL
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	18,97,296	14,35,596	75.67	14,26,368	9,228	99.36%	0.64%
Total	73,62,968	69,01,268		68,92,040	9,228		

For Anni Banaspal Company Ltd.

  
(J.C. Rana)  
Director

# AMRIT BANASPATI COMPANY LIMITED

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

## RESULT OF POSTAL BALLOT

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

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

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

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

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

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

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



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

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

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

**Special Resolution No. 2 – Alteration of Memorandum of Association  
&**

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

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

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

**For Amrit Banaspati Company Limited**



**(N. K. BAJAJ)  
CHAIRMAN**

# AMRIT BANASPATI COMPANY LIMITED

Regd. Off: J-3, 9/13, Gobind Colony, Rajpura (Pb.) – 140 401

## MINUTES OF THE POSTAL BALLOT

Minutes of the proceedings held on 10<sup>th</sup> November, 2012 at 11.00 a.m. at the Registered Office of the Company at J-3, 9/13, Gobind Colony, Rajpura – 140 401 (Punjab) relating to declaration of Result on the voting by postal ballot conducted pursuant to section 192-A of the companies Act, 1956 on the Special Resolutions, as set out in the Postal Ballot Notice dated September 29, 2012.

### **PRESENT:**

1	Shri N.K. Bajaj	Chairman & Managing Director
2	Shri A.K. Bajaj	Director
3	Shri Sujal Shah	Director
4	Shri J.C. Rana	Director
5	Shri Baldev Singh Kashtwal	Scrutinizer for the Postal Ballot
6	Mr.B.P.Maheshwari	Member
7	Mr. P.K.Das	Member
8	Mr. Harish Kumar	Member
9	Mr. Sanjeev Sharma	Member
10	Mr. Rakesh Chopra	Member
11	Mr. Sunil Vadhera	Member

### **CHAIRMAN'S OPENING REMARKS**

The Chairman stated that pursuant to Section 192-A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, Postal Ballot Notice dated 29<sup>th</sup> September, 2012 was sent to the shareholders of the Company on 8<sup>th</sup> October, 2012 for the purpose of obtaining the consent of the shareholders of the Company for the following Special Resolutions:

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

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

The Company had appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.





## SCRUTINIZER'S REPORT

The Chairman mentioned that the Scrutinizer Mr. Baldev Singh Kashtwal, had carried out the scrutiny of all the postal ballot forms received upto the close of working hours on 7<sup>th</sup> November, 2012 and that Mr. Baldev Singh Kashtwal had submitted his Report dated 9<sup>th</sup> November, 2012. The Scrutinizer's Report has been taken note of and accepted by the Chairman & Managing Director.

## RESOLUTIONS

The Chairman then announced the following result of the postal ballot on the Special Resolutions as per the Scrutinizer's Report:

### Special Resolution No. 1 - Voluntary delisting of the Equity Shares

**RESOLVED THAT** pursuant to the letters dated September 28, 2012 and September 29, 2012 received from Mr. Naresh Kumar Bajaj, Mr. Ashwini Kumar Bajaj, Mr. Vikram Kumar Bajaj, Amrit Trademart Private Limited and A. F. Trading Company Private Limited (collectively the "Acquirers/Promoters"), collectively holding 30,50,643 equity shares of the Company and along with the other members of the Promoter Group holding 54,65,672 (Fifty Four Lakh Sixty Five Thousand Six Hundred Seventy Two) equity shares of the Company, having face value of Rs.10/- (Rupees Ten only) each, constituting 74.23% of the paid-up equity share capital of the Company ("Promoter Holding"), conveying the intention of the Acquirers/Promoters to voluntarily delist the Shares of the Company from BSE Limited ("BSE") and Delhi Stock Exchange Ltd. ("DSE"), (hereinafter referred to as "Delisting Proposal") in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009, as amended, ("Delisting Regulations") and further pursuant to the approval of the Board of Directors of the Company to the voluntary delisting of the Shares from BSE and DSE on September 29, 2012 and further pursuant to Regulation 8(1)(b) of the Delisting Regulations and subject to the applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter), and receipt of the necessary approvals from the BSE, DSE and such other authorities, regulatory or otherwise, as may be required and subject to such conditions and modifications, as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any committee of the Board or person authorized by the Board thereof for the time being exercising the powers conferred on the Board by this resolution), the voluntary delisting of the Shares of the Company from the BSE and DSE be and is hereby approved and the Company (which term shall be deemed to include any committee of the Board or person authorized by the Board thereof) shall take all necessary steps and make all necessary filings to facilitate such delisting in accordance with the conditions specified in the Delisting Regulations and applicable provisions of the Companies Act, 1956.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the voluntary delisting of the Shares as described hereinabove, any of the Directors or Managing Director or Company Secretary, be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as they may at their discretion deem necessary or desirable for such purpose, including making applications to the BSE and DSE to seek their in-principle and final approval for the proposed voluntary delisting of the Shares of the Company and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Directors or any Director(s) or officer of the Company to give effect to the aforesaid resolution."



**Summary of the result for Special Resolution No.1**

Sl No.	Particulars	No. of Postal Ballots	No. of Votes	% of Valid Votes Cast
<b>(I) Total voting by the Shareholders (including Promoters)</b>				
1	Total number of Postal Ballots received	780	69,05,399	-
2	Less: Number of Postal Ballots rejected	8	4,135	-
3	Total number of Valid Postal Ballots	772	69,01,264	100.00%
4	Total number of shareholders voting in favour of the resolution	702	68,92,739	99.88%
5	Total number of shareholders voting against the resolution	70	8,525	0.12%
<b>(J) Total voting by the Public Shareholders only</b>				
1	Total number of Postal Ballots received from Public Shareholders	753	14,39,727	-
2	Less: Number of Postal Ballots rejected	8	4,135	-
3	Total number of Valid Postal Ballots	745	14,35,592	100.00%
4	Total number of Public Shareholders voting in favour of the resolution	675	14,27,067	99.41%
5	Total number of Public Shareholders voting against the resolution	70	8,525	0.59%

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

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



### **Special Resolution No. 2 – Alteration of Memorandum of Association**

**“RESOLVED THAT** pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, read with rules and regulations framed thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and subject to confirmation of Central Government/Regional Director and/or other authorities, the consent of the shareholders be and is hereby accorded for shifting the Registered Office of the Company from the State of Punjab to the State of Uttar Pradesh, and consequently the existing “Clause II” of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause II:

*“II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any committee of the Board or the person authorized by the Board thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose including without limitation to settle any question or doubt that may arise, in relation thereto in order to give effect to the foregoing resolution in the best interest of the Company.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 372-A and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and subject to such approvals, consents, sanctions and permissions of such appropriate authorities or bodies as may be necessary, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit not exceeding Rs.200,00,00,000/- (Rupees Two Hundred Crores only), notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given and/ or securities so far provided or to be provided in all bodies corporate may exceed the limits prescribed under the said section.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above to negotiate and finalize the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it may deem fit in the interest of the Company, to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Chairman & Managing Director or any other principal officer of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”



**Summary of the result for Special Resolutions No.2 & 3**

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

The Chairman then announced that in the light of the aforesaid voting, the Special Resolutions No.2 & 3, as contained in the Postal Ballot Notice dated 29<sup>th</sup> September, 2012, are declared 'Passed' with the requisite majority.

Place : Rajpura  
Date : November 10, 2012



(N.K.BAJAJ)  
Chairman