

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF AMRIT BANASPATI COMPANY LIMITED

Regd. Office : J-3, 9/13, Gobind Colony, Rajpura - 140401 Dist: Patiala (Punjab) Tel. 01762-224197; Fax : 0120 – 4506910; Corp. Office : A-95, Sector – 65, Noida – 201 309 (UP) Tel No. : 0120 – 4506900 Fax : 0120 – 4506910 Website: www.amritbanaspati.com

This public announcement ("Public Announcement" / "PA") is being issued by Shri Naresh Kumar Bajaj, Shri Ashwini Kumar Bajaj, Shri Vikram Kumar Bajaj, Amrit Trademart Private Limited and A. F. Trading Company Private Limited (together referred to as the "Promoter Acquirers") in respect of the proposed acquisition and voluntary delisting ("Offer" / "Delisting Offer") of the equity shares of Amrit Banaspati Company Limited ("Amrit" / "ABCL" / "Company"), pursuant to Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations").

1. BACKGROUND OF THE DELISTING OFFER

- 1.1 The Company is a public limited company incorporated under the Companies Act, 1956 ("Act"), having its registered office at J-3, 9/13, Gobind Colony, Rajpura - 140401, Dist: Patiala (Punjab), India. The paid-up equity share capital of the Company ("Equity Capital") is INR 7,36,29,680/- comprising of 73,62,968 fully paid-up equity shares having face value of INR 10/- each ("Equity Shares"). The Equity Shares are listed on BSE Limited ("BSE") and Delhi Stock Exchange Limited ("DSE"), (together referred to as "Stock Exchanges").
- 1.2 The Promoter Acquirers collectively hold 30,50,643 Equity Shares of the Company, as on date of the PA representing 41.43% of the paid-up equity share capital of the Company, and along with other promoters and the promoter group of the Company, collectively hold 54,65,672 Equity Shares as on date of the PA representing 74.23% of the paid-up equity share capital of the Company.
- 1.3 The Promoter Acquirers seek to acquire up to 18,97,296 Equity Shares representing the balance 25.77% of the paid-up equity share capital of the Company ("Offer Shares") from the public shareholders (defined to mean all the shareholders other than the Promoter Acquirers, promoters and promoter group shareholders and herein after referred to as "Public Shareholders") and propose to delist the Equity Shares of the Company from the Stock Exchanges pursuant to the Delisting Regulations.
- 1.4 On September 28, 2012, the Promoter Acquirers informed the Company of their intention to make the Delisting Offer and requested the Board of Directors of the Company to take all necessary actions required of them under the Delisting Regulations, including convening a meeting to consider the Delisting Offer and placing the said proposal before the Public Shareholders in accordance with the Delisting Regulations for their approval.
- 1.5 The Board of Directors of the Company at its meeting held on September 29, 2012, approved the proposal received from the Promoter Acquirers to initiate the Delisting Offer in accordance with the Delisting Regulations, subject to the approval of the Public Shareholders of the Company and the Stock Exchanges and compliance with the provisions of the Delisting Regulations and applicable laws. A special resolution has been passed by the Public Shareholders of the Company through postal ballot, the result of which was declared on 10th November 2012, and was notified to BSE and DSE on November 10, 2012, approving the proposed voluntary delisting of the Equity Shares from the BSE and DSE in accordance with the Delisting Regulations. The votes cast by Public Shareholders in favor of the Delisting Offer were representing 68,92,739 Equity Shares, being more than two times the number of votes cast by the Public Shareholders against it (representing 8,525 Equity Shares). The BSE and DSE have issued their in-principle approval to the Delisting Offer subject to compliance with the Delisting Regulations, vide their letters dated December 19, 2012 and December 24, 2012 respectively.
- 1.6 This Public Announcement has been issued in the following newspapers as required under Regulation 10(1) of the Delisting Regulations:

| Newspaper | Language | Edition |
|-------------------|----------|----------------|
| Financial Express | English | All Editions |
| Jansatta | Hindi | All Editions |
| Navshakti Marathi | Marathi | Mumbai Edition |

- 1.7 The Promoter Acquirers will inform the Public Shareholders, by way of a notice in the aforementioned newspapers in which the Public Announcement was published, of material changes, if any, to the information set out in this PA.
- 1.8 The Promoter Acquirers reserve the right to withdraw the Delisting Offer in certain cases as more fully set out in paragraph 11 ("Conditions to the Delisting Offer") of this Public Announcement.

2. OBJECT OF THE DELISTING OFFER

- 2.1 The Company has sold/transferred its edible oils business along with its manufacturing undertaking located at Rajpura (Punjab) on a slump sale basis and as a going concern to M/s Bunge India Private Limited ("Bunge"). Pursuant to the said sale/transfer of the edible oils business, the Company is engaged in trading of various commodities and treasury operations pertaining to cash consideration received from the said sale/transfer of edible oils business.
- 2.2 Further, the management of the Company is exploring various new business opportunities, other than the edible oils business, in which the Company may engage in future.
- 2.3 Since, the Company is no longer engaged in the edible oils business, which was its core business at the time of listing with BSE and DSE, the Promoter Acquirers are of the view that the Public Shareholders be given an exit opportunity under the Delisting Offer.
- 2.4 Hence, the objective of the Promoter Acquirers in making the Offer is (i) to obtain full ownership of the Company, which will provide the Promoter Acquirers with the increased operational flexibility to support the Company's new business venture which it may undertake in future; and (ii) to provide an exit opportunity to the existing Public Shareholders.
- 2.5 The Delisting Offer, if successful, will also result in a scenario where the Company is not subject to the conditions for continuous listing, including inter alia, the requirement to maintain a minimum public shareholding of 25% pursuant to the Securities Contract (Regulation) Act, 1956 read with the Securities Contract (Regulation) Rules, 1957, as amended from time to time.
- 2.6 Under the circumstances, the Promoter Acquirers believe that the delisting option is in the best interest of the Public Shareholders as it comes with an opportunity to the Public Shareholders to exit at a fair price.
- 2.7 Accordingly, the Promoter Acquirers are making this Delisting Offer to the Public Shareholders of the Company in order to acquire the Offer Shares constituting 25.77 % of the paid-up equity capital of the Company and to voluntarily delist the Equity Shares from the Stock Exchanges in accordance with the Delisting Regulations.

3. BACKGROUND OF THE PROMOTER ACQUIRERS

- 3.1 Shri Naresh Kumar Bajaj is an experienced entrepreneur with more than four decades of experience and has been responsible for scaling up ABCL. He has held various responsible positions in erstwhile Amrit Banaspati Company Ltd. before becoming its Chairman and Managing Director in 1988. Shri Naresh Kumar Bajaj is also the Chairman & Managing Director of other companies of Amrit Group. Shri Naresh Kumar Bajaj is associated with various chambers of commerce including Indian Vanaspati Producers Association and is actively involved in community development and social welfare. He is a graduate in Commerce by qualification.
- 3.2 Shri Ashwini Kumar Bajaj is the Managing Director of Amrit Corp. Limited, which is engaged in dairy and real estate business. He joined Amrit Corp. Ltd. in 1984 and worked as Chief Executive of the company. He is actively involved in corporate re-structuring and other corporate affairs. Shri Ashwini Kumar Bajaj is a graduate in Science from University of Delhi.
- 3.3 Shri Vikram Kumar Bajaj has served as Managing Director of Amrit Agro Industries Limited ("AAIL") from November 1986 to December 2008 during which he has been instrumental in establishing the potato chips business under the brand name "Uncle Chips" which was subsequently sold to Frito-Lay India, a subsidiary of PepsiCo holdings in the year 2000. Besides being the Managing Director of ABCL, Shri Vikram Kumar Bajaj is also the Managing Director of Amrit Learning Limited, a company involved in the business of language coaching in collaboration with Ilingua, a Swiss company. Shri Vikram Kumar Bajaj is a graduate in Commerce from Shri Ram College of Commerce, University of Delhi.
- 3.4 Amrit Trademart Private Limited ("ATPL") was incorporated as a limited company under the Companies Act, 1956 on 3rd December, 1984 under the name and style Amrit Laboratories Limited. The name of the company was subsequently changed to Amrit Pulp & Paper Industries Limited on 31st July 1997. The company was converted into a private limited company and the name was changed to Amrit Pulp & Paper Industries Private Limited on 13th December 2002. The name of the company was again changed to Amrit Trademart Private Limited on 22nd December 2010. Subsequently, three companies, namely United Holdings Private Limited, Pushpak Invest Private Limited and Pooja Gases & Traders Private Limited were amalgamated with ATPL pursuant to the Scheme of Amalgamation w.e.f. April 1st 2011. The company is mainly engaged in the business of trading in commodities.
- 3.5 A.F. Trading Company Private Limited ("AFTPL") was incorporated on March 29, 1940 as Amrit Agency Private Limited and was the managing agency for the erstwhile Amrit Banaspati Company Limited until the managing agency system was abolished in the year 1969. Subsequently, the name was changed to Amrit Foods Private Limited in 1968 and then to A.F. Trading Company Private Limited in 1997. The company is mainly engaged in the business of trading in commodities and has its registered office at CM/28C (First floor), Gagan Enclave, Amrit Nagar, G.T. Road, Ghaziabad - 201 009 (UP).

4. BACKGROUND OF THE COMPANY

- 4.1 Amrit Banaspati Company Limited was incorporated under the Companies Act, 1956 as a limited company on 28th March, 1985 under the name and style Amrit Enterprises Limited and obtained certificate of commencement of business on 31st July, 1985. The name of the Company was subsequently changed to Amrit Banaspati Company Limited consequent to merger of the edible oils business and undertaking of the erstwhile Amrit Banaspati Company Limited with the Company.
- 4.2 The Company was originally engaged in the business of trading in edible oils. In the year 1993, the Company diversified its activities and started manufacturing HDPE containers at the plant located at Rajpura for packaging purposes. The Company further diversified its activities and set up a plant to manufacture Vanaspati and Refined Oils at Abohar, Distt. Ferozepur, Punjab. The packaging business was subsequently closed. The Company, in due course of time, expanded its edible oils business through organic and inorganic growth and also diversified into various other businesses apart from edible oils including paper, dairy, real estate and fast moving consumer goods.
- 4.3 Under a Scheme of Arrangement between Amrit Banaspati Co. Ltd. (erstwhile) and Amrit Enterprises Ltd. and ABC Paper Ltd. duly sanctioned by the Hon'ble High Courts of Allahabad, Delhi and Chandigarh and implemented w.e.f. April 01, 2006, the businesses of ABCL were re-organized as follows:
 - a) The paper business of the erstwhile 'Amrit Banaspati Company Ltd.' (ABCL) was transferred to and vested in 'ABC Paper Ltd.';
 - b) The edible oils & FMCG commodities business was transferred and vested in 'Amrit Enterprises Ltd.';
 - c) The residuary business, namely, dairy milk & milk products and real estate continued to remain with 'Amrit Banaspati Company Ltd.';
 - d) The residuary company, Amrit Banaspati Company Ltd., was renamed as 'Amrit Corp. Ltd.' and 'Amrit Enterprises Ltd.' was renamed as 'Amrit Banaspati Company Ltd.';
- 4.4 The Scheme of Arrangement, inter-alia, provided for allotment of equity shares to the shareholders of erstwhile Amrit Banaspati Co. Ltd. as under:
 - i) 2 (two) equity shares of Rs. 10/- each of ABC Paper Ltd. for every 4 (four) equity shares of Rs.10/- each of erstwhile ABCL;
 - ii) 1 (one) equity share of Rs. 10/- each of Amrit Enterprises Ltd. (now renamed as 'Amrit Banaspati Co. Ltd.' for every 4 (four) equity shares of Rs. 10/- each of erstwhile ABCL; and
 - iii) 1 (one) equity share of Rs. 10/- each of Amrit Corp. Ltd. for every 4 (four) equity shares of Rs. 10/- each of erstwhile ABCL.
- 4.5 The Company has been listed on the BSE and DSE since 1996.
- 4.6 ABCL was engaged in manufacture and sale of wide range of Refined Oils, Vanaspati and Vanaspati based specialty products and owned two of the Country's oldest Edible Oil brands - Gagan & Ginni with strong brand recall in North, Central & East India
- 4.7 In 2011-12, the Company sold/transferred its edible oils business along with its manufacturing undertaking located at Rajpura (Punjab) and the brands on a slump sale basis and as a going concern to Bunge.
- 4.8 As on the date of this Public Announcement, the Company has no outstanding instruments, securities or employee stock options which are convertible into the same class of Equity Shares that are sought to be delisted.
- 4.9 A summary of the audited financials of the Company for the financial years ended March 31, 2012, March 31, 2011 and March 31, 2010 and the unaudited financials for 6 months ended September 30, 2012 are as follows:

| Particulars (INR MN) | 6 months ended Sep 30, 2012 (Unaudited) | Year ended Mar 31, 2012 (Audited) | Year ended Mar 31, 2011 (Audited) | Year ended Mar 31, 2010 (Audited) |
|--|---|-----------------------------------|-----------------------------------|-----------------------------------|
| Revenue from Operations | 102.97 | 10,428.11 | 10,074.19 | 8,063.63 |
| Other Income | 40.03 | 29.76 | 20.13 | 10.46 |
| Total Income | 143.00 | 10,457.87 | 10,094.32 | 8,074.09 |
| Profit before Tax | 26.11 | 1,868.98 | 332.78 | 122.89 |
| Profit after Tax | 22.93 | 1,472.41 | 220.57 | 79.81 |
| Basic and Diluted earnings per Share (INR) | 3.11 | 199.97 | 29.96 | 10.84 |
| Paid-up Share Capital | 73.63 | 73.63 | 73.63 | 73.63 |
| Net Fixed Assets | 5.12 | 5.05 | 543.00 | 42.06 |
| Net Current Assets* | 55.60 | 223.51 | 496.84 | 360.06 |
| Net Worth | 1,481.18 | 1,458.25 | 538.52 | 352.18 |

Source: Audited Financials of Accounts for the financial year 2009-10, 2010-11, 2011-12 (based on pre-verified) and quarterly financials for 6 months ended September 30, 2012 and Quarterly/Half Yearly Statements of Accounts as on 30.09.2012 (based on pre-verified) as per the chartered accountants certificate dated December 19, 2012 provided by M/s V Sahai Tripathi & Co.

- 4.9 The authorized equity share capital of the Company is 9,00,00,000 comprising of 90,00,000 Equity Shares. The paid up equity capital is INR 7,36,29,680/- comprising of 73,62,968 Equity Shares.

4.10 The shareholding pattern of the Company, as on December 21, 2012 is as under:

| Particulars | Number of Shares Held | Shareholding % |
|------------------------------------|-----------------------|----------------|
| Promoter Acquirers | 30,50,643 | 41.43 |
| Other promoters and promoter group | 24,15,029 | 32.80 |
| Bodies Corporate | 594 | 0.01 |
| Mutual Funds & UTI | - | 0.00 |
| Banks/Financial Institutions | 321 | 0.00 |
| Individuals | 18,89,288 | 25.66 |
| Clearing Members | - | 0.00 |
| NRI's | 2,798 | 0.04 |
| Trusts | 967 | 0.01 |
| Foreign Nationals | 3,328 | 0.05 |
| Total | 73,62,968 | 100.00 |

Source: Company Certificate

- 4.11 The likely post-delisting capital structure of the Company, assuming that all Equity Shares outstanding with the Public Shareholders are acquired pursuant to the Delisting Offer, will be as follows:

| Shareholders | Number of Equity Shares Held | % of Equity Capital |
|------------------------------------|------------------------------|---------------------|
| Promoter Acquirers | 49,47,939 | 67.20 |
| Other promoters and promoter group | 24,15,029 | 32.80 |
| Total | 73,62,968 | 100.00 |

5. STOCK EXCHANGES FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE DELISTED

- 5.1 The Equity Shares are proposed to be delisted from the BSE and the DSE in accordance with the Delisting Regulations. Public Shareholders should note that as per the Delisting Regulations:
 - 5.1.1 No application for listing shall be made in respect of the Equity Shares which have been delisted pursuant to this Delisting Offer, for a period of five years from the delisting, except where a recommendation in this regard has been made by the Board for Industrial and Financial Reconstruction under the Sick Industrial Companies (Special Provisions) Act, 1985.
 - 5.1.2 Any application for listing made in future by the Company in respect of delisted Equity Shares shall be deemed to be an application for fresh listing of such Equity Shares and shall be subject to provisions of law relating to listing of equity shares of unlisted companies.

6. MANAGER TO THE OFFER

- 6.1 The Promoter Acquirers have appointed M/s Alpen Capital India Private Limited having its registered office at 3rd Floor, Forbes Building, Charnajit Rai Marg, Fort, Mumbai 400 001, as the Manager to the Offer ("Alpen" or "Manager to the Offer").
- 6.2 The Manager to the Offer does not hold any Equity Shares of the Company.

7. REGISTRAR TO THE OFFER

The Promoter Acquirers have appointed M/s MAS Services Limited having its registered office at Okhla Industrial Area - Phase 2, New Delhi - 110020, India as the Registrar to the Offer ("Registrar to the Offer").

8. STOCK EXCHANGE DATA

- 8.1 The high, low and average price of the Equity Shares (in INR per share) during the preceding three calendar years on the BSE and the DSE is as follows:

| Period | BSE | | | Volume |
|-------------------------------------|--------|------|----------|-----------|
| | High | Low | Average* | |
| January 1, 2009 - December 31, 2009 | 169.15 | 25 | 53.25 | 10,19,845 |
| January 1, 2010 - December 31, 2010 | 191.1 | 97.3 | 138.00 | 12,18,230 |
| January 1, 2011 - December 31, 2011 | 283.95 | 108 | 220.32 | 7,37,469 |

(Source: As per the chartered accountants certificate dated December 19, 2012 provided by M/s V Sahai Tripathi & Co.)
* Average of the closing prices during the period

| Period | DSE* | | | Volume |
|-------------------------------------|------|------|---------|--------|
| | High | Low | Average | |
| January 1, 2009 - December 31, 2009 | N.A. | N.A. | N.A. | N.A. |
| January 1, 2010 - December 31, 2010 | N.A. | N.A. | N.A. | N.A. |
| January 1, 2011 - December 31, 2011 | N.A. | N.A. | N.A. | N.A. |

(Source: As per the chartered accountants certificate dated December 19, 2012 provided by M/s V Sahai Tripathi & Co.)
* The shares have not been traded on DSE during the above mentioned periods.

- 8.2 The monthly high and low prices of the Equity Shares (in INR per share) and the trading volume (number of Equity Shares) on the BSE and the DSE for the six calendar months immediately preceding the date of this Public Announcement are as follows:

| Period | BSE | | | Volume |
|-----------------|-------|-------|----------|--------|
| | High | Low | Average | |
| June, 2012 | 150 | 114 | 12,608 | |
| July, 2012 | 153.8 | 112.3 | 18,100 | |
| August, 2012 | 140 | 125.5 | 13,863 | |
| September, 2012 | 148 | 135.5 | 22,121 | |
| October, 2012 | 170 | 141 | 1,86,081 | |
| November, 2012 | 150 | 143 | 15,105 | |

(Source: As per the chartered accountants certificate dated December 19, 2012 provided by M/s V Sahai Tripathi & Co.)
* The shares have not been traded on DSE during the above mentioned periods.

| Period | DSE* | | | Volume |
|-----------------|------|------|---------|--------|
| | High | Low | Average | |
| June, 2012 | N.A. | N.A. | N.A. | N.A. |
| July, 2012 | N.A. | N.A. | N.A. | N.A. |
| August, 2012 | N.A. | N.A. | N.A. | N.A. |
| September, 2012 | N.A. | N.A. | N.A. | N.A. |
| October, 2012 | N.A. | N.A. | N.A. | N.A. |
| November, 2012 | N.A. | N.A. | N.A. | N.A. |

(Source: As per the chartered accountants certificate dated December 19, 2012 provided by M/s V Sahai Tripathi & Co.)
* The shares have not been traded on DSE during the above mentioned periods.

9. DETERMINATION OF THE FLOOR PRICE

- 9.1 The Promoter Acquirers propose to acquire the Offer Shares of the Company pursuant to a reverse book-building process ("RBP") conducted in accordance with the terms of the Delisting Regulations.
- 9.2 The decision of the meeting of the Board of Directors held for considering the Offer was notified to the Stock Exchanges on September 29, 2012. As per the explanation to Regulation 15 (2) of the Delisting Regulations, the Equity Shares of the Company are frequently traded on BSE and infrequently traded on the DSE.
- 9.3 The annualized trading turnover based on the trading volume in the Shares on Stock Exchanges during March 1, 2012 to August 31, 2012 (six (6) calendar months prior to the month in which the Stock Exchanges were notified of the Board meeting of the Company in which the delisting proposal was considered, i.e. September 29, 2012) is as under:

| Stock Exchanges | Total Number of Shares traded during March 1, 2012 to August 31, 2012 | Total Number of Listed Shares | Annualized trading turnover (as a % of total listed shares) |
|-----------------|---|-------------------------------|---|
| BSE | 3,67,394 | 73,62,968 | 9.98% |
| DSE | NIL | 73,62,968 | NIL |

- 9.4 The Equity Shares of the Company are frequently traded on the BSE. Therefore, in accordance with Regulation 15 (2) (a) of the Delisting Regulations, the floor price for the Equity Shares listed on the BSE was determined by the Promoter Acquirers in consultation with the Manager to the Offer to be INR 140.00/- per Equity Share.
- 9.5 The Equity Shares of the Company are infrequently traded on the DSE, therefore, in accordance with Regulation 15 (2) (b) and 15 (3) of the Delisting Regulations, the floor price for the Equity Shares on the DSE, was determined by the Promoter Acquirers in consultation with Manager to the Offer to be INR 142.50 per Equity Share. The floor price was arrived as per the Valuation Report dated September 29, 2012 of M/s SSPA & Co., Chartered Accountants, Mumbai (the "Valuation Report").
- 9.6 As per the Regulation 15 (2) (c) of the Delisting Regulations, since the Equity Shares of the Company are frequently traded on the BSE and infrequently traded on the DSE, the floor price will be the highest of the prices arrived at in accordance with the Regulation 15 (2) (a) and 15 (2) (b) of the Delisting Regulations, as mentioned above. Therefore, floor price for the Equity Shares to the Offer, was determined by the Promoter Acquirers in consultation with the Manager to the Offer to be INR 142.50 (Rupees One Hundred and Forty Two and Fifty Paise Only) per Equity Share ("Floor Price").
- 9.7 The Promoter Acquirers have not acquired any Equity Shares (a) during the twenty six weeks prior to the date on which the Stock Exchanges were notified of the meeting of the Board of Directors held to consider the Offer i.e. the twenty six week period prior to September 29, 2012; and (b) between September 29, 2012 and the date of this Public Announcement.
- 10. DETERMINATION OF THE EXIT PRICE
- 10.1 All Public Shareholders can tender Offer Shares of the Company during the Bid Period (as hereinafter defined) as set out in paragraph 13.1 of this Public Announcement.
- 10.2 The minimum price per Equity Share payable by the Promoter Acquirers for the Offer Shares they acquire pursuant to the Delisting Offer, as determined in accordance with the Delisting Regulations, will be the price at which the maximum number of Offer Shares are tendered ("Discovered Price") pursuant to the RBP conducted in the manner specified in Schedule II of the Delisting Regulations.
- 10.3 The Promoter Acquirers are under no obligation to accept the Discovered Price. The Promoter Acquirers may at their sole discretion acquire the Offer Shares subject to the conditions mentioned in paragraph 11 below at the Discovered Price or at a price higher than Discovered Price. Such price at which Delisting Offer is accepted by the Promoter Acquirers (being not less than the Discovered Price) is referred to as the exit price ("Exit Price").
- 10.4 The Promoter Acquirers shall announce the Discovered Price and their decision to accept or reject the Discovered Price and if accepted also announce the Exit Price as applicable, in the same newspapers in which this PA appears, in accordance with the timetable set out herein.
- 10.5 Once the Promoter Acquirers accept the Exit Price, the Promoter Acquirers will acquire, subject to the terms and conditions of the PA, including but not limited to fulfillment of the conditions mentioned in paragraph 11 below, all the Offer Shares tendered at a price not exceeding the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share tendered.
- 10.6 If the Promoter Acquirers do not accept the Discovered Price, the Promoter Acquirers will have no right or obligation to acquire any Offer Shares tendered pursuant to the Delisting Offer and the Delisting Offer shall not proceed with it. The Offer Shares of all the Public Shareholders, who have tendered their Offer Shares in the Special Depository Account or have submitted the physical shares certificates of the Offer Shares (along with share transfer deeds) will be returned, and in case of the Offer Shares are pledged, the pledge thereon shall be released by the Manager to the Offer in accordance with the Delisting Regulations.

11. CONDITIONS TO THE DELISTING OFFER

- 11.1 The acquisition of the Offer Shares by the Promote Acquirers is conditional upon:
 - 11.1.1 The Promoter Acquirers deciding in their sole and absolute discretion to accept the Discovered Price or offer an Exit Price higher than the Discovered Price. It may be noted that notwithstanding anything contained in this PA, the Promoter Acquirers reserve the right to reject the Discovered Price;
 - 11.1.2 a minimum number of Offer Shares being tendered at or below the Exit Price so as to cause the shareholding of the Promoter Acquirers along with other promoters and promoter group in the Company to reach a minimum of 66,26,672 Equity Shares, equivalent to ninety percent of the total issued Equity Shares of the Company as per Regulation 17(a) of Delisting Regulations;
 - 11.1.3 the Promoter Acquirers obtaining all statutory approvals, as stated in paragraph 18 of this PA; and
 - 11.1.4 there being no amendments to the Delisting Regulations or other applicable laws or regulations or conditions imposed by any regulatory/statutory authority/body or order from a court or competent authority which would in the sole opinion of the Promoter Acquirers, prejudice the Promoter Acquirers from proceeding with the Delisting Offer, provided that withdrawal on this count shall be subject to the receipt of regulatory approvals, if any, required for the same.

12. DISCLOSURE REGARDING THE MINIMUM ACCEPTANCE CONDITION FOR SUCCESS OF THE OFFER

The Offer made shall be deemed to be successful if, post offer, the shareholding of the Promoter Acquirers along with other promoters and promoter group, taken together with the equity shares accepted in the RBP through eligible bids at the Exit Price equals or exceeds 66,26,672 equity shares of the Company, equivalent to 90% of the issued share capital of the Company.

13. DATES OF OPENING AND CLOSING OF BID PERIOD

- 13.1 The period during which the Public Shareholders may tender their Offer Shares to the Promoter Acquirers in the RBP (the "Bid Period") shall commence at 10.00 a.m. on January 18, 2013 (the "Bid Opening Date") and close at 3.00 p.m. on January 23, 2013 (the "Bid Closing Date").
- 13.2 Bids received after 3.00 p.m. on the Bid Closing Date may not be considered for the purpose of determining the Discovered Price payable for the Offer Shares by the Promoter Acquirers pursuant to the RBP.
- 13.3 A letter inviting Public Shareholders to tender their Offer Shares to the Promoter Acquirers by way of submission of "Bids" (the "Offer Letter") containing the necessary forms and detailed instructions for submitting Bids will be dispatched to Public Shareholders as per the proposed time table set out in paragraph 17 below. The Bid Letters would only be dispatched to those Public Shareholders whose names appear on the Register of Members of the Company or the depository on the Specified Date (as defined in paragraph 17 below).

14. DETAILS OF TRADING MEMBER, BIDDING CENTRES AND BIDDING PROCEDURE

- 14.1 Public Shareholders may tender their Offer Shares through an online electronic system facility, which will be provided by the BSE. The Promoter Acquirers have appointed SMC Global Securities Limited, a company registered under the provisions of the Act and having its registered office at 11/6B, Pusa Road, Shanti Chambers, New Delhi - 110005, ("Trading Member") for the purpose of the Offer.
- 14.2 The Public Shareholders are required to submit their Bids only through the Trading Member.
- 14.3 The details of centers of the Trading Member where the Bids shall be submitted by hand delivery ("Bid Centers") are as follows:

| Sr. No. | City | Branch / Franchisee | Address | Contact Person | Telephone No. | E-Mail |
|---------|------------|----------------------|--|-----------------------------|--|--|
| 1 | Ahmedabad | Branch | SMC Global Securities Ltd., 10/A, Kalapuram Building, C.G. Road, Ahmedabad - 380009 | Mr. Nishit Sheeth | 079 - 26424801/02, 40049801/02, 30615573/74 | nishit@smcindiaonline.com |
| 2 | Amritsar | Franchisee | 4, 3RD Floor, Nehru Shopping Complex, Lawrence Road G. P. O. Amritsar-143001 | Mr. Gopal | 9779723764, 0183 - 5066666 - 5099600 - 604 | svsecurities1@gmail.com |
| 3 | Bangalore | Branch | No.2003/2, 2nd Floor, "Omkar", 100 Feet Road, HAL 2nd Stage, Above TATA Docomo office, Bangalore 560028 | Mr. Mr Syama Lyda Patro | 080-33401434, 33401433, 32569384, 32569386, 65472841, 65472840 | svamlendupat@gmail.com svamcindiaonline.com |
| 4 | Baroda | Franchisee - NMR0402 | SMC Global Securities Limited, 1st Floor, 121, Rajkaml Complex, C- Wing, Next To ABS Tower, Malhar Point, Old Park Road, Vadodara R - 390021 | Mr. Brijesh Gohil | 988807775, 9662528391, 0265 - 2023948 | vinayaksharebnking@gmail.com |
| 5 | Chandigarh | Franchisee | Sco 353-354-355, 3rd Floor, Sector-34A, Chandigarh-160002 | Mr. Girish Vohra | 9872301961, 0172 5009906 | vohra_girish@va.hoo.co.in |
| 6 | Chennai | Branch | 2nd Floor, A' Mookambika Complex, No. 4, Lady Desikachari Road, Mylapore, Chennai - 600017 | Mr. V. Murali | 044 - 39109100-122 | vmurali@smcindoianline.com |
| 7 | Coimbatore | Franchisee | Matrix Investment, 138 A, T V Swamy Road, (W), R.S.Puram, Coimbatore TN-641002 | Mr. Shirshu | 999445373/ 0422 - 4306006-83 | investment.matri@gmail.com |
| 8 | Delhi | Branch | 11/6B, Shanti Chambers, 3rd Floor, Pusa Road, New Delhi-110005 | Mr. Devendra Mani | 011-30111000 | dmani@smcindiaonline.com |
| 9 | Ghaziabad | Franchisee | 96, 1ST Floor, Ambedkar Road, Ghaziabad | Mr. Hariish Kumar Shishodia | 9811552791, 0120 4243111 | hrup_vitru@smcindoianline.com |
| 10 | Hyderabad | Branch | 206, HND Floor, Above CMR Exclusive, Bhuvanagiri Towers, S.D. Road, Secunderabad- 50000 | Mr. B Parveen Kumar | 040-30920616, 30780297, 30920636, 30978299, 9618014427 | bpkumar@smcindoianline.com |
| 11 | Jaipur | Branch | 401, Shyam Anshukampa, Opp. HDFC Bank, Ashok Marg, Ahinsa Circle, Scheme, Jaipur - 302001 | Mr. Rajender Kumar Bhandari | 01 | |

- 16.2 In accordance with the Delisting Regulations, the Promoter Acquirers, Kotak Mahindra Bank Limited ("**Escrow Bank**") and the Manager to the Offer have entered into an escrow agreement dated December 26, 2012, subsequent to which the Promoter Acquirers have opened an escrow account with the Escrow Bank at their branch at Nariman Point, Mumbai ("**Escrow Account**") and the Escrow Bank has issued a bank guarantee, pursuant to bank guarantee letter dated December 27, 2012, ("**Bank Guarantee**") in favor of the Manager to the Offer for an aggregate amount of Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lacs only) representing 20.34% of the estimated consideration payable as calculated in paragraph 16.1 above.
- 16.3 In the event that the Promoter Acquirers accept the Discovered Price (or offers a price higher than the Discovered Price) and the Offer is successful (with all conditions thereto being satisfied), the Promoter Acquirers shall increase the amount lying to the credit of the Escrow Account to the extent necessary to pay Public Shareholders for acquiring Equity Shares validly tendered in the Offer at the Exit Price ("**Escrow Amount**"). In such a case, the Promoter Acquirers shall also ensure that the Bank Guarantee remains valid until the expiry of the Exit Window.
- 16.4 Further, in such a case, the Promoter Acquirers shall, along with the Manager to the Offer, instruct the Escrow Bank to open a special account ("**Special Account**"), which shall be used for payment to the Public Shareholders who have tendered Offer Shares in the Delisting Offer. The Manager to the Offer shall instruct the Escrow Bank to transfer the entire amount due and payable as consideration in respect of the Offer Shares tendered in the Delisting Offer at the Discovered Price or Exit Price (as appropriate) to the Special Account opened with the Escrow Bank.

17. PROPOSED TIMETABLE FOR THE OFFER

| Activity | Date | Day |
|---|------------|-----------|
| Date of publication of the PA | 29.12.2012 | Saturday |
| Specified Date for determining the names of shareholders to whom the Offers Letters shall be sent | 04.01.2013 | Friday |
| Dispatch of Offer Letters/ Bid Forms to Public Shareholders as on Specified Date | 07.01.2013 | Monday |
| Bid Opening Date (10.00 am) | 18.01.2013 | Friday |
| Last Date of Revision (upwards) or withdrawal of bids | 22.01.2013 | Tuesday |
| Bid Closing Date (3.00 pm) | 23.01.2013 | Wednesday |
| Announcement of Discovered Price/Exit Price and the Promoter Acquirers Acceptance/Non-acceptance of Discovered Price /Exit Price* | 29.01.2013 | Tuesday |
| Final date of payment of consideration# | 31.01.2013 | Thursday |
| Return of Offer Shares to shareholders in case of failure of Delisting Offer/Bids have not been accepted | 29.01.2013 | Tuesday |

*This is an indicative date and the announcement may be made on or before February 4, 2013, being the eighth working day from the date of the Bid Closing Date
Subject to the acceptance of the Discovered Price or offer of an Exit Price higher than the Discovered Price by the Promoter Acquirers

Specified Date is only for the purpose of determining the names of the Public Shareholders to whom the Offer Letter will be sent. However, all Public Shareholders, (whether registered or unregistered), are eligible to participate in the Offer by submitting their Bid on or before 3:00 pm on the Bid Closing Date. All the dates above are subject to change and are dependent on obtaining the requisite statutory and regulatory approvals as may be applicable.

18. STATUTORY APPROVALS

- 18.1 By virtue of the Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. The Promoter Acquirers understand that the Company has no OCBs (as understood in terms of applicable Indian foreign exchange laws), as its shareholders and in the event that any OCBs tender their Equity Shares in the Offer then it shall be the responsibility of such OCBs to obtain the approval of the RBI, prior to tendering the Offer Shares held by them in the Delisting Offer.
- 18.2 In the event that any Non Resident Indians ("NRIs") tender their Equity Shares in the Offer, then it shall be the responsibility of such NRIs to obtain the requisite approval, including approval from RBI, prior to tendering the Offer Shares held by them in the Delisting Offer.
- 18.3 In the case of shareholders who are nationals of Islamic Republic of Pakistan, the Custodian of Enemy Property in India, Mumbai, is the authorized person who can tender their Equity Shares in the Offer. It shall be the responsibility of the custodian to obtain the requisite approvals from the Government of India prior to tendering the Offer Shares in the Delisting Offer.

- 18.4 In terms of RBI circular No.: RBI/2011-12/247 A.P. (DIR Series) Circular No. 43 dated November 4, 2011, prior approval of RBI is not required for the transfer of shares from a Non Resident to Resident under the foreign direct investment scheme where the pricing guidelines under the Foreign Exchange Management Act, 1999 are not met provided that the price of the shares is computed as per the Delisting Regulations. However, it shall be the responsibility of the Non Resident shareholders tendering the Offer Shares in the Delisting Offer to comply with any restriction or conditions imposed on such Non Resident or obtain any approvals, consents or regulatory approvals that are required by such Non Resident to tender the Offer Shares in the Delisting Offer.
- 18.5 The Company has obtained the approval of its members, by way of a special resolution through postal ballot, the results of which was declared on 10th November 2012 and notified to the BSE and DSE on 10th November 2012, approving the delisting of the Company's equity shares from the BSE and the DSE pursuant to the Delisting Regulations. The votes cast by the Public Shareholders in favour of the Delisting Offer were more than two times the number of votes cast by the Public Shareholders against it.
- 18.6 The Company has received the in-principle approval for the Delisting Offer from the BSE vide its letter dated December 19, 2012.
- 18.7 The Company has received the in-principle approval for the Delisting Offer from the DSE vide its letter dated December 24, 2012.
- 18.8 To the best of the Promoter Acquirers' knowledge, as of the date of this Public Announcement, there are no other statutory or regulatory approvals required to acquire the Offer Shares and implement the Delisting Offer, other than as indicated above. If any statutory or regulatory approvals become applicable, the acquisition of Offer Shares by the Promoter Acquirers and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.
- 18.9 It shall be the responsibility of the Public Shareholders tendering in the Delisting Offer to obtain all requisite approvals, consents (including corporate, statutory, governmental (state or central), or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Promoter Acquirers shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval, consent to the Bid Form, wherever applicable.
- 18.10 The Promoter Acquirers reserve the right not to proceed with the Delisting Offer in the event the approvals indicated above are not obtained or conditions which the Promoter Acquirers consider in their sole discretion to be onerous are imposed in respect of such approvals.
- 18.11 In the event that receipt of the requisite statutory and regulatory approvals are delayed, the Promoter Acquirers may, with such permission as may be required, make changes to the proposed timetable or may delay the Delisting Offer and any such change shall be intimated by the Promoter Acquirers by issuing an appropriate corrigendum in all the newspapers where this Public Announcement is published.
19. **TAX DEDUCTED AT SOURCE**
- 19.1 Summary of key provisions related to tax deduction at source ("**TDS**") under the Income-tax Act, 1961 ("**the IT Act**"):
- 19.1.1 All shareholders would either be classified as resident or non-resident, which status is to be determined on the basis of criteria laid down in Section 6 of the IT Act.
- 19.1.2 Section 195(1) of the IT Act, *inter alia* states that any person responsible for paying to a non-resident, not being a company, or to a foreign company, any interest or any other sum chargeable under the provisions of the IT Act, is required to deduct tax at source (including surcharge and education cess wherever applicable) at the rates in force.
- 19.1.3 Since, under the current provisions of the IT Act, the consideration payable under the Offer would be chargeable to tax as capital gains, or business profits (as the case may be), the Promoter Acquirers will need to deduct tax at source at the rates in force on the gross consideration payable as computed on the basis of the Exit Price determined as per Delisting Offer to the following categories of shareholders:
- Non-resident Indians; or
 - Overseas Unincorporated Bodies; or
 - Overseas Corporate Bodies / Non-domestic companies; or
 - Foreign Institutional Investors (FIIs)
- 19.1.4 FIIs enjoy exemption from tax deduction at source on capital gains under Section 196D (2) of the IT Act and hence no tax shall be deducted on consideration payable to FIIs. FIIs should enclose copy of their SEBI registration certificate along with the Bid Form, failing which payment of the consideration shall be subject to deduction of tax at source.
- All categories of shareholders above would need to certify in the application form whether the equity shares are held by them on investment/capital account or trade account.
- 19.2 No tax shall be deducted at source from the payment of consideration made to resident Public Shareholders.
- 19.3 For the purpose of determining as to whether the capital gains are short-term or long-term in nature, the Promoter Acquirers shall take the following actions based on the information obtained from the Company.
- 19.3.1 In the case of Equity Shares held in physical form that are registered with the Company in the name of the Shareholder, the date of registration of the Equity Shares with the Company shall be taken as the date of acquisition.
- 19.3.2 In the case of Equity Shares held in a physical form and where the tenderer of shares is not the registered shareholder, the capital gain shall be assumed to be short-term in nature.
- 19.3.3 In case of unavailability of information with the Company/Promoter Acquirers or in case of any ambiguous, incomplete or conflicting information, the capital gains shall be considered to be short-term in nature and the tax shall be deducted accordingly.
- In a case where tax is deductible at source, position summarized above is applicable in case of shareholders who have obtained Permanent Account Number ("**PAN**") under the IT Act and furnish PAN in the Bid Form. Copy of PAN card is also required to be attached as evidence.
- 19.4 However, in case PAN is not obtained or PAN is not mentioned in Bid Form or copy of PAN card is not attached, tax at the rate of 20% or at the rate in force or at the rate specified in the relevant provisions of the IT Act, whichever is higher, will be deducted at source in accordance with provisions of Section 206AA of the IT Act.

- 19.5 **The Promoter Acquirers, the Company and the Manager to the Offer and any of their affiliates do not accept any responsibility for the accuracy or otherwise of the above advice. Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective income tax assessing authorities in their case, and the appropriate course of action that they should take. The tax rates and other provisions specified above are based on the current position in law and may undergo changes.**

20. CERTIFICATION BY BOARD OF DIRECTORS OF THE COMPANY

- 20.1 The Board of Directors of the Company hereby certifies that
- 20.1.1 The Company has not raised capital by issuing securities during the five years preceding the date of this PA;
- 20.1.2 All material information which is required to be disclosed under the provisions of the continuous listing requirement under the relevant Listing Agreement have been disclosed to the BSE and the DSE, as applicable.

21. COMPLIANCE OFFICER

The Compliance Officer of the Company is:
Mr. Tushar Goel (Asst. Company Secretary)
Phone: +91 120 4506900, Fax: +91 120 4506910

In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting processes and procedure, they may address the same to the Registrar to the Offer or the Manager to the Offer.

22. REGISTRAR TO THE OFFER

MAS SERVICES LIMITED,
T-34, 2nd Floor, Okhla Industrial Area - Phase 2, New Delhi - 110020, India
Tel: +91 11 2638 7281/82/83, Fax: +91 11 2638 7384
Contact Person: N C Pal, Email: info@masserv.com

23. DISCLAIMER CLAUSE OF THE BSE

It is to be distinctly understood that the permission given by BSE to use their electronic automated facilities and infrastructure for "Online reverse book building facility for delisting of securities" should not in any way be deemed or construed that the compliance with various statutory and other requirements by Amrit Banaspati Company Limited and the Manager to the Offer etc. are cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does BSE have any financial responsibility or liability nor does BSE take responsibility in any way for the financial or other soundness of the Company, its promoters or its management."

It is also to be distinctly understood that the approval given by BSE should not in any way be deemed or construed to mean that the public announcement has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted.

That every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through book building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

24. GENERAL DISCLAIMER

Every person who desires to avail of the Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Promoter Acquirers, the Manager to the Offer or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through RBP.

This PA is issued on behalf of the Promoter Acquirers by the Manager to the Offer:

 **ALPEN CAPITAL INDIA PRIVATE LIMITED**
Address: 3rd Floor, Forbes Building, Charanjit Rai Marg, Fort, Mumbai 400 001, INDIA
Tel: +91 22 2219 0150, +91 11 46444000 Fax: +91 22 2201 0261
Email: shekhar.deshpande@alpencapital.com, yogendra.khurana@alpencapital.com
Contact Person(s) : Shekhar Deshpande, Yogendra Khurana

For Amrit Trademart Private Limited

(On behalf of the Board)

Sd/- **Ashwini Kumar Bajaj** Sd/- **Vikram Kumar Bajaj**
(Director) (Director)

For A. F. Trading Company Private Limited

(On behalf of the Board)

Sd/- **Ashwini Kumar Bajaj** Sd/- **Vikram Kumar Bajaj**
(Director) (Director)

Sd/- **Naresh Kumar Bajaj** Sd/- **Ashwini Kumar Bajaj** Sd/- **Vikram Kumar Bajaj**

Place : Ghaziabad
Date : 27th December, 2012