



AARTI INDUSTRIES LIMITED

71, Udyog Kshetra, 2nd Floor, Mulund - Goregaon Link Road, Mulund (West), Mumbai-400 080.INDIA
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Ref. No : AIL/B-30/2015/209

Date : 9th March, 2015.

To,
Listing/Compliance Department
BSE LTD.
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

BSE CODE -524208

To,
Listing/Compliance Department
National Stock Exchange of India Limited
"Exchange Plaza", Plot No. C/1,
'G' Block, Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 051.
NSE CODE:AARTIIND

Dear Sir/Madam,

Ref: Clause 36 of the Listing Agreement.

Sub: Approval of Scheme of Amalgamation by the Transferor Companies.

Scheme of Amalgamation of Gogri & Sons Investments Private Limited ("GSIPL") and Alchemie Leasing And Financing Private Limited ("ALFPL") and Anushakti Holdings Limited ("AHL") and Anushakti Chemical And Drugs Limited ("ACDL") and Aarti Industries Limited ("Transferee Company" or "AIL"), and their respective shareholders ('Scheme') was approved by the Board of Directors on 30th May, 2014 under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956.

Shareholders of AHL & ACDL have approved the said Scheme unanimously by requisite majority at the Court Convened Meetings held on 9th March, 2015. All the Shareholders GSIPL & ALFPL had given their consents/approval for the Scheme earlier.

Necessary Petitions are being filed for confirmation of the said Scheme of Amalgamation in the High Courts of Gujarat at Ahmedabad and of Bombay. The said Scheme is expected to be operational after obtaining requisite High Court orders and completion of process related thereto within next 4-5 months.

Under the said Scheme, GSIPL, ALFPL, AHL and ACDL (Transferor Companies) would be amalgamated with AIL, with effect from the Appointed Date which would be same as the Effective Date i.e. the date on which the Scheme would become operational.

Upon the Scheme becoming effective, the paid up share capital of the Company, based on shareholding pattern as on 06/03/2015, is expected to be reduced by about 5.95% resulting in 83.32 million equity shares of Rs. 5/- each fully paid up. This would result in increased Shareholder Value in the long term.

The merger is aimed at simplification and rationalisation of the promoters' shareholding and would also result in increase in public float of shares. Further, merger will also result in elimination of associate companies and would make the shareholding structure more transparent and investor friendly.

Thanking you,

Yours faithfully,
For **AARTI INDUSTRIES LIMITED**


RAJENDRA V. GOGRI
CHAIRMAN AND MANAGING DIRECTOR