

PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON THURSDAY, 16TH SEPTEMBER, 2010, AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NOS. 801, 801/23, GIDC ESTATE PHASE III, VAPI-396195, DIST. VALSAD, GUJARAT.

The Chairman, Shri Chandrakant V. Gogri, welcomed the Shareholders at the Extra-ordinary General Meeting of the Company.

Stating that the required quorum was present, he called the meeting to order. The Register of Directors' Shareholdings and Register of Proxies were kept open at the Meeting for inspection by the members.

The Chairman informed the Members details of valid proxies and Representations under section 187 of Companies Act, 1956 received by the Company.

With the permission of the members present, the Notice convening the Extra-ordinary General Meeting was taken as read.

SPECIAL BUSINESS:

Shri Chandrakant V. Gogri proposed and Shri Shantilal T. Shah seconded Resolution mentioned in the EGM Notice, as a special resolution to obtain consent of the members to commence all or any of the Businesses covered under Clauses 63, 87 to 89 and 98 to 102 set out in the Other Objects under Clause IIIC of the Memorandum of Association of the Company as under :

“RESOLVED THAT pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby accorded for commencing and undertaking all or any of the businesses specified in the existing sub-clauses 63, 87 to 89 and 98 to 102 of Clause IIIC of the Memorandum of Association of the Company as and when deemed fit by the Board of Directors.”

Thereafter, the Chairman put the resolution to vote and declared the same as carried unanimously on show of hands.

Shri Sathiababu Krishnan Kallada then proposed a Vote of Thanks to the Chairman.

The Chairman then declared the Meeting as terminated.

For **AARTI INDUSTRIES LIMITED**



MR. CHANDRAKANT V. GOGRI
CHAIRMAN

Place: VAPI
Date: 16/09/2010.