

PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON TUESDAY, 27TH SEPTEMBER, 2011, AT 11.00 A.M. HELD 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 28th Annual 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 Annual General Meeting was taken as read.

At the request of the Chairman, the Company Secretary read out the Auditor's Report on the Accounts for the year ended 31st March, 2011.

ITEM NO. 1

The Chairman then moved the Resolution for Item No. 1 for adoption of the Accounts and Reports of the Director's and Auditor's thereon and Shri Rajendra V. Gogri seconded the resolution.

Thereafter the Chairman invited and replied questions/comments made by the members on the Accounts and documents attached/annexed thereto.

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

ITEM NO. 2

The Chairman proposed and Shri. Rajendra V. Gogri seconded Resolution for Item No. 2 relating to the declaration of Final Dividend for the year 2010-11 @ ₹ 1.25 ps. (25%) per Equity Share of ₹ 5/- on 7,67,20,073 Equity Shares out of the profits of the Company.

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

ITEM NO. 3

The Chairman being interested in the resolution for Item No. 3 vacated his chair. With the permission of the members present, Shri Shantilal T. Shah took the Chair.

Shri Shantilal T. Shah proposed and Shri Ramdas M. Gandhi seconded Resolution for Item No. 3 relating to the re-appointment of Shri Rashesh C. Gogri, as Director of the Company.

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

The Pro tem Chairman then requested Shri Chandrakant V. Gogri to resume the Chair. Shri Chandrakant V. Gogri took over as the Chairman.

ITEM NO.4

Shri Chandrakant V. Gogri proposed and Shri Rajendra V. Gogri seconded Resolution for Item No.4 relating to the re-appointment of Shri Parimal H. Desai, as Director of the Company.

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

ITEM NO.5

Shri Ramdas M. Gandhi proposed and Shri Ashok Kumar Jariwala seconded Resolution for Item No. 5 relating to the re-appointment of Shri K.V.S. Shyam Sunder, as Director of the Company.

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

ITEM NO. 6

Shri Manoj M. Chheda proposed and Shri Parimal H. Desai seconded Resolution for Item No.6 relating to the re-appointment of Shri P.A. Sethi, as Director of the Company.

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

ITEM NO. 7

Shri Kirit R. Mehta proposed and Shri Manoj M. Chheda seconded Resolution for Item No. 7 relating to the re-appointment of Shri Bhavesh R. Vora, as Director of the Company.

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

ITEM NO. 8

Shri Rajendra V. Gogri proposed and Shri Ramdas M. Gandhi seconded Resolution for Item No. 8 relating to the re-appointment of M/s. Parikh Joshi & Kothare, as Auditors of the Company to hold office from conclusion of this meeting until the conclusion of the next Annual General Meeting.

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

SPECIAL BUSINESS :

ITEM NO. 9

The Chairman being interested in the said resolution vacated his chair. With the permission of the members present, Shri Shantilal T. Shah took the Chair.

Shri Shantilal T. Shah and Shri Parimal H. Desai seconded Resolution mentioned at Item No. 9 in the AGM Notice, as a Ordinary resolution for approval of re-appointment of Smt. Hetal Gogri Gala as the Whole-Time Director for a period of five years with effect from 1st November, 2011.

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 Chairmen.

The Chairman then declared the Meeting as terminated.

For **AARTI INDUSTRIES LIMITED**

Place: Vapi
Date : 27/09/2011.

SD/-
MONA PATEL
COMPANY SECRETARY