



AARTI INDUSTRIES LIMITED

71, Udyog Kshetra, 2nd Floor, Mulund - Goregaon Link Road, Mulund (West), Mumbai-400 080.INDIA
☎: 00-91-6797 6666, 2591 8195 • Fax : 00-91-22-2590 4806 / 2565 3185 / 3234
Regd. Office : Plot No. 801 / 23, G.I.D.C. Estate, Phase III, Vapi - 396 195, Dist. Valsad, Gujrat.INDIA
E-mail : info@aartigroup.com • Website : www.aartigroup.com • CIN : L24110GJ1984PLC007301



Ref. No. : AIL/B-30/2015/037

Date : 14th January, 2015.

To,
Listing/Compliance Department
BSE LTD.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

To,
Listing/Compliance Department
**National Stock Exchange of
India Limited**
“Exchange Plaza”, Plot No. C/1,
G Block Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.

NSE CODE:AARTIIND

BSE CODE -524208

Dear Sir/Madam,

Sub: Compliance of Clause 31 of the Listing Agreement.

Pursuant to Clause 31 of the Listing Agreement, we are forwarding three copies each of the following documents which will be dispatched by the Company to all the equity Shareholders:

1. Notice of Court Convened Meeting of the Equity Shareholders of the Company to be held at Registered Office at Plot Nos. 801, 801/23, GIDC Estate, Phase II, Vapi, Dist. Valsad, Gujarat 396 195 on **Friday, 13th day of February, 2015 at 10.30 a.m.**
2. Notices of Postal Ballot and E – voting pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with companies (Management and Administration) rules, 2014 and Circular no. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and Circular no. CIR/CFD/DIL/8/2013 dated 21st May, 2013 issued by securities and exchange board of India (SEBI).
3. Explanatory Statements pursuant to section 393 of the companies act, 1956 and section 102 read with section 110 of the Companies Act, 2013.
4. Postal Ballot Forms, Forms of Proxy and Attendance Slips.

Please accept the same and acknowledge the receipt.

Thanking you,

Yours faithfully,
For **AARTI INDUSTRIES LIMITED**

MONA PATEL
COMPANY SECRETARY & COMPLIANCE OFFICER
Encl: as above.



AARTI INDUSTRIES LIMITED

CIN: L24110GJ1984PLC007301

Regd. Office: Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195

Tel.: 91-22-6797 6666 Fax: 91-22-2590 4806

Email: investorrelations@aartigroup.com • Website: www.aartigroup.com

COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS AND POSTAL BALLOT

Day : Friday
Date : February 13, 2015
Time : 10.30 A.M.
**Venue : Plot Nos. 801, 801/23, GIDC Estate,
Phase III, Vapi, Dist. Valsad,
Gujarat 396 195.**

CONTENTS	Page No.
Notice of Court Convened Meeting of the Equity Shareholders	2-4
Notice of Postal Ballot	5-9
Explanatory Statement under Section 393 of the Companies Act, 1956 and Section 102 of Companies Act, 2013	10-25
Scheme of Amalgamation	26-37
Fairness Opinion Dated May 30, 2014 issued by an Independent SEBI Registered Category I Merchant Banker, Fortress Capital Management Services Private Limited.	38-42
Complaints Report dated 1 st September, 2014 submitted by the Company to the Stock Exchanges	43
Observation Letter(s) dated November 17, 2014 issued by National Stock Exchange of India Limited and dated November 14, 2014 by BSE Limited conveying their No-Objection to the Scheme of Amalgamation	44-47
Form of Proxy	49
Attendance Slip	51
Postal Ballot Form with instructions	—

**IN THE HIGH COURT OF GUJARAT AT AHMEDABAD
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. 329 OF 2014**

In the matter of the Companies Act, 1956;

AND

In the matter of Sections 391 to 394 read with Sections 100
to 103 of the Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation

BETWEEN

Gogri & Sons Investments Private Limited

AND

Alchemie Leasing And Financing Private Limited

AND

Anushakti Holdings Limited

AND

Anushakti Chemicals And Drugs Limited
(the Transferor Companies)

WITH

Aarti Industries Limited
(the Transferee Company)
and their respective Shareholders

Aarti Industries Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office at Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195.

.... Applicant Company
[Transferee Company]

**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF
AARTI INDUSTRIES LIMITED, APPLICANT COMPANY**

To,

The Equity Shareholders of AARTI INDUSTRIES LIMITED ("the Applicant Company" / "the Company")

TAKE NOTICE that by an Order made on 24th December, 2014, in the above Company Application No. 329 of 2014, the Hon'ble High Court of Gujarat at Ahmedabad has directed that a meeting of the Equity Shareholders of AARTI INDUSTRIES LIMITED, the Applicant Company, be convened and held at Registered Office at Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195 on Friday, 13th day of February, 2015 at 10.30 a.m. for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation between Gogri & Sons

Investments Private Limited and Alchemie Leasing and Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemicals and Drugs Limited (the Transferor Companies) With Aarti Industries Limited (the Transferee Company) and their respective shareholders ("the Scheme" or "this Scheme") pursuant to Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956, to transact the following special business:

1. To Consider and, if thought fit, approve with or without modification(s), the proposed arrangement embodied in the Scheme of Amalgamation between Gogri & Sons Investments Private Limited and Alchemie Leasing and Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemicals and Drugs Limited (the Transferor Companies) With Aarti Industries Limited (the Transferee Company) and their respective shareholders.
2. To Consider and, if thought fit, approve with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 100 and other applicable provisions, if any, of the Companies Act, 1956 and provisions of the Companies Act, 2013 to the extent applicable (both together referred to herein as "the Act" and shall include any statutory modification(s) or re-enactment thereof for the time being in force), Article 57 of the Articles of Association of the Company and subject to sanction of the Scheme of Amalgamation of between Gogri & Sons Investments Private Limited (GSIPL) and Alchemie Leasing and Financing Private Limited (ALFPL) and Anushakti Holdings Limited (AHL) and Anushakti Chemicals and Drugs Limited (ACDL) (collectively referred to as "the Transferor Companies") With Aarti Industries Limited ("the Transferee Company") and their respective shareholders ("the Scheme"), under Section 391 to 394 read with Section 100 to 103 and other applicable provisions of the Act, and subject to confirmation of the High Court of Gujarat at Ahmedabad/Tribunal (the "Court") and further subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee which the Board of Directors of the Company may have constituted or may thereafter constitute and/or any Director or any individual or individuals delegated with the powers necessary for the purpose) may assent or consent to and, upon the Scheme becoming effective and with effect from the Appointed Date as defined in the Scheme and pursuant to Clause 7 of the Scheme, the issued, subscribed and paid-up equity share capital of the Company of Rs. 44,29,58,435/- (Forty four crore twenty nine lakhs fifty eight thousand four hundred thirty five) divided into 8,85,91,687 equity shares of Rs. 5/- each fully paid up shall stand cancelled to the extent of and be reduced by:

- (i) 2,19,12,705 (Two crore nineteen lakhs twelve thousand seven hundred and five) equity shares of Rs. 5/- (Rupees Five) each of AIL in aggregate held by the Transferor Companies in AIL/ the Transferee Company; and
- (ii) such additional equity shares which the Transferor Companies may acquire in AIL prior to the Effective Date;

which are in aggregate and collectively referred to and defined as 'AIL Shares' in the Scheme, and that such reduction of share capital of the Company shall be effected as an integral part of the Scheme and the order of the Court sanctioning the Scheme shall be deemed to be an Order under Sections 100 to 102 and other applicable provisions, if any, of the Act confirming such reduction of share capital of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and are hereby authorized to give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise and to do all such acts, deed, matters and things of whatsoever nature as the Board in their absolute discretion consider necessary, expedient and proper."

TAKE FURTHER NOTICE that in pursuance of the said Order and as directed therein, a meeting of the Equity Shareholders of Aarti Industries Limited, the Applicant Company will be convened and held at the Registered Office at Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195 on Friday, 13th day of February, 2015 at 10.30 a.m. at which place, day, date and time you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorised representative, is deposited at the Registered Office of the Applicant Company at Registered office at Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195 not later than 48 hours before the time fixed for the said meeting.

The Hon'ble High Court of Gujarat at Ahmedabad has appointed Shri Rajendra V. Gogri, Chairman and Managing Director of the Applicant Company and, in his absence, Shri Rashesh C. Gogri, Vice Chairman and Managing Director of the Applicant

Company, and, in his absence, Shri Kirit R. Mehta, Director of the Applicant Company, shall be the Chairman of the said meeting of the equity shareholders to be held on Friday 13th day, February, 2015 at 10:30 a.m. as aforesaid or for any adjournment or adjournments thereof.

A copy of the Explanatory Statement under Section 393 of the Companies Act, 1956, the Scheme of Amalgamation, Complaints Report, Observation Letters issued by the Stock Exchanges, Form of Proxy and Attendance Slip are enclosed.

Sd/-

Rajendra V. Gogri

Chairman appointed for the meeting

Mumbai, dated this 12th day of January, 2015

Registered office:

Plot Nos. 801, 801/23, GIDC Estate,
Phase III, Vapi, Dist. Valsad,
Gujarat 396 195.

Notes:

1. Alterations, if any, made in the Form of Proxy should be initialed.
2. Only registered Equity Shareholders of the Applicant Company may attend and vote (either in person or by proxy or by authorised representative under applicable provisions of the Companies Act) at the Equity Shareholders meeting. The authorised representative of a body corporate which is a registered Equity Shareholder of the Applicant Company may attend and vote at the Equity Shareholders meeting provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorising such representative to attend and vote at the Equity Shareholders meeting is deposited at the registered office of the Applicant Company not later than 48 hours before the meeting.
3. Foreign Institutional Investors (FIIs) who are registered Equity Shareholders of the Applicant Company are required to deposit certified copies of custodial resolutions/power of attorney, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the registered office of the Applicant Company not later than 48 hours before the meeting.
4. A member who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and such proxy need not be a member of the Applicant Company.
5. Members are informed that in case of joint holders attending the meeting, only the joint holders whose name stands first in the Register of Members of the Applicant Company in respect of such joint holding will be entitled to vote.

Encl.: As above

AARTI INDUSTRIES LIMITED

CIN: L24110GJ1984PLC007301

Regd. Office: Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195

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Email: investorrelations@aartigroup.com • Website: www.aartigroup.com

NOTICE TO POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTION 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND CIRCULAR NO. CIR/CFD/DIL/5/2013 DATED 4TH FEBRUARY, 2013 AND CIRCULAR NO. CIR/CFD/DIL/8/2013 DATED 21ST MAY, 2013 ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)

Dear Shareholders,

Notice is hereby given to you to consider, and, if thought fit, approve the arrangement embodied in the proposed Scheme of Amalgamation of Gogri & Sons Investments Private Limited and Alchemie Leasing And Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemicals And Drugs Limited ("the Transferor Companies") with Aarti Industries Limited ("Transferee Company" or "the Applicant Company") and their respective shareholders ("the Scheme"). Clause 5.16 of Securities and Exchange Board of India (SEBI) Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 ("SEBI Circular") requires the Scheme to be put for voting by public shareholders through postal ballot and e-voting. This notice is inter alia given accordingly in terms of such SEBI Circular for consideration of the following resolutions by postal ballot and e-voting pursuant to Section 110 and other applicable provisions of the Companies Act, 2013:

Proposed Resolutions

I. To consider and if thought fit to pass with or without modifications the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 391 to 394 and any other applicable provisions of the Companies Act, 1956 (or any corresponding provisions of the Companies Act, 2013 as may be notified), the applicable provisions of Companies Act, 2013, the enabling provisions in the Company's Memorandum and Articles of Association, and circulars bearing numbers CIR/CFD/DIL/5/2013 dated February 4, 2013, CIR/CFD/DIL/8/2013 dated May 21, 2013 and CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued by the Securities and Exchange Board of India and relevant provisions of all applicable laws and subject to the requisite approvals of the Hon'ble High Court of Judicature at Bombay and Hon'ble High Court of Gujarat at Ahmedabad or such other competent authority, as the case may be, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the Scheme of Amalgamation of Gogri & Sons Investments Private Limited and Alchemie Leasing And Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemicals And Drugs Limited ("the Transferor Companies") with Aarti Industries Limited ("Transferee Company") and their respective shareholders (the "Scheme") be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors including duly authorised Committee of the Board of Directors, if any, be and is hereby authorised to do all such acts, deeds, matters and things as may be otherwise carried out by the Board of Directors as are considered requisite or necessary to effectively implement the Scheme and to accept such modification and/or conditions, if any, which may be required and / or imposed by the Hon'ble High Court of Judicature at Bombay and Hon'ble High Court of Gujarat at Ahmedabad while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme."

II. To consider and if thought fit to pass with or without modifications the following Resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 100 and other applicable provisions, if any, of the Companies Act, 1956 and provisions of the Companies Act, 2013 to the extent applicable (both together referred to herein as "the Act" and shall include any statutory modification(s) or re-enactment thereof for the time being in force), Article 57 of the Articles of Association of the Company and subject to sanction of the Scheme of Amalgamation of between Gogri & Sons Investments Private Limited (GSIPL) and Alchemie Leasing and Financing Private Limited (ALFPL) and Anushakti Holdings Limited (AHL) and Anushakti Chemicals and Drugs Limited (ACDL) (collectively referred to as "the Transferor Companies") With Aarti Industries Limited ("the Transferee Company") and their respective shareholders ("the Scheme"), under Section 391 to 394 read with Section 100 to 103 and other applicable provisions of the Act, and subject to confirmation of the High Court of Gujarat at Ahmedabad/Tribunal (the "Court") and further subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee which the Board of Directors of the Company may have constituted or may thereafter constitute and/or any Director or any individual or individuals delegated with the powers necessary for the purpose) may assent or consent to and, upon the Scheme becoming effective and with effect from the Appointed Date as defined in the Scheme and pursuant to Clause 7 of the Scheme, the issued, subscribed and paid-up equity share capital of the Company of Rs. 44,29,58,435/- (Forty four crore twenty nine lakhs fifty eight thousand four hundred thirty five) divided into 8,85,91,687 equity shares of Rs. 5/- each fully paid up shall stand cancelled to the extent of and be reduced by:

- (i) 2,19,12,705 (Two crore nineteen lakhs twelve thousand seven hundred and five) equity shares of Rs. 5/- (Rupees Five) each of AIL in aggregate held by the Transferor Companies in AIL/ the Transferee Company as on 31st December, 2014; and
- (ii) such additional equity shares which the Transferor Companies may acquire in AIL prior to the Effective Date; which are in aggregate and collectively referred to and defined as 'AIL Shares' in the Scheme, and that such reduction of share capital of the Company shall be effected as an integral part of the Scheme and the order of the Court sanctioning the Scheme shall be deemed to be an Order under Sections 100 to 102 and other applicable provisions, if any, of the Act confirming such reduction of share capital of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and are hereby authorized to give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise and to do all such acts, deed, matters and things of whatsoever nature as the Board in their absolute discretion consider necessary, expedient and proper."

Approval to the said Scheme is sought by this notice of postal ballot and e-voting in addition to approval to the said Scheme by shareholders of AARTI INDUSTRIES LIMITED at their physical meeting to be held on Friday, 13th day of February, 2015 in terms of an order dated 24th December, 2014 of the Hon'ble High Court at Gujarat at Ahmedabad in Company Summons Application No. 329 of 2014 ("Court Convened Meeting"). The notice of the Court Convened Meeting with the documents accompanying the same, being copy of the said Scheme, statement under Section 393 of the Companies Act, 1956, observation letters of stock exchanges, complaints' report, and proxy form are attached herewith. **The said statement under Section 393 of the Companies Act, 1956 sets out all material facts relating to the proposal for approval of the said Scheme. The same is annexed hereto as aforesaid and may also be treated as the explanatory statement to this notice of postal ballot and e-voting under the relevant applicable provisions of the Companies Act, 2013. It is clarified that votes may be cast by shareholders either by postal ballot or e-voting and casting of votes by postal ballot and e-voting does not disentitle them from attending the Court Convened Meeting. It is further clarified that votes through postal ballot cannot be permitted through a proxy.**

The Postal Ballot Form along with instructions for voting are also enclosed herewith ("**Postal Ballot Form**"). The Applicant Company has appointed CS Sunil M. Dedhia as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Applicant Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Applicant Company are listed, and the provisions of Section 110 of the Companies Act, 2013 and applicable rules read with SEBI Circular bearing No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 & CIR/CFD/DIL/8/2013 dated 21st May, 2013 respectively, the Applicant Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its shareholders to enable them to cast their votes electronically.

The Applicant Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facilities to the shareholders of the Applicant Company. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through Postal Ballot Form shall only be considered by the Scrutinizer. The e-voting period commences on **Tuesday, 20th January, 2015 (9.00 a.m.)** and ends on **Thursday, 19th February, 2015 (6.00 p.m.)**. During this period shareholders' of the Applicant Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 9th January, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. **Please refer to the instructions given for e-voting provided in the Notes for the purpose and the manner in which e-voting has to be carried out.** Shareholders opting to vote through physical mode i.e. sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed and signed in the attached self-addressed postage prepaid envelope affixed with requisite stamp by the Applicant Company so as to reach the Scrutinizer on or before the close of working hours i.e. **6.00 p.m. on Thursday, 19th February, 2015**. Thus postage has been borne and paid for by the Applicant Company. Postal ballots received after this date will be treated as invalid. Alternatively, you may cast your votes by responding electronically (e-voting) in the manner described in the said instructions. The e-voting period commences on **Tuesday, 20th January, 2015 (9.00 a.m.)** and ends on **Thursday, 19th February, 2015 (6.00 p.m.)**. Responses received after this date will be treated as invalid.

The Scrutinizer will submit his report to the Chairman of the Applicant Company, or in his absence to Vice Chairman or any other Director authorized by the Chairman, after completion of the scrutiny. The results of the Postal Ballot and e-voting will be announced on **Friday, 20th February, 2015** and will also be published in the newspapers as applicable. The result of the Postal Ballot will also be displayed at the Registered Office of the Applicant Company, website of the Applicant Company (www.aartigroup.com) besides being communicated to BSE and NSE. The date of declaration of the result of the Postal Ballot and e-voting shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.

A copy of the said Scheme and Explanatory Statement under Section 393 of the Companies Act, 1956, Postal Ballot Form and Postage prepaid envelop are enclosed.

By Order of the Board of Directors

Sd/-

Rajendra V. Gogri

Chairman and Managing Director

Mumbai, dated this 12th January, 2015

Registered Office:

Plot No. 801, 801/23
GIDC Estate, Phase III,
Vapi 396195, Gujarat

NOTES:

1. Explanatory Statement for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 along with applicable rules thereunder and provisions of Section 393 of the Companies Act, 1956 setting out material facts forms part of this Notice booklet.
2. The Notice of the Postal Ballot has been sent to the registered address of all the Shareholders whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on 9th January, 2015. The Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode would also be sent the Notice of Postal Ballot by e-mail.
3. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Shareholders as on 9th January, 2015.
4. Shareholders can also download the Postal Ballot Form from the link <http://www.evoting.nsdl.com/> or seek duplicate Postal Ballot Form from M/s Sharepro Services (India) Pvt. Ltd., Registrar & Transfer Agents, at Samhita Warehousing Complex, Gala No. 52 to 56, Bldg. No. 13 A-B, Near Sakinaka Telephone Exchange, Andheri-Kurla Road, Sakinaka, Mumbai - 400 072.
5. The voting period for postal ballot ends at **6.00 p.m. on Thursday, 19th February, 2015** and voting period for e-voting commences on **Tuesday, 20th January, 2015 (9.00 a.m.)** and ends on **Thursday, 19th February, 2015 (6.00 p.m.)**. The e-voting module shall also be disabled by NSDL for voting thereafter.

6. All the material documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Shareholders at the Registered Office of the Applicant Company at Plot No. 801, 801/23 GIDC Estate, Phase III, Vapi 396195, Gujarat, during office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the last date for receipt of the postal ballot specified in the accompanying Notice.
7. Shareholders are also requested to carefully read the instructions printed behind the Postal Ballot Form before exercising their vote.

INSTRUCTIONS FOR VOTING

Kindly note that each Equity Shareholder can opt for only one mode for voting i.e. either by Physical Ballot or by e-voting. If you opt for e-voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) casting their vote via both modes i.e. Physical Ballot as well as e-voting, then voting done through physical postal ballot shall prevail and e-voting of that member shall be treated as invalid.

VOTING THROUGH POSTAL BALLOT

The detailed procedure is as under:

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Sunil M. Dedhia, Practising Company Secretary in the enclosed self-addressed postage prepaid envelope affixed with requisite stamp by the Applicant Company. Thus postage has been borne and paid by the Applicant Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed postage prepaid envelope bears the name of the Scrutinizer appointed by the Board and the Postal Address of the registered office of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (6.00 p.m.) on **19th February, 2015**. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before **19th February, 2015** providing sufficient time for postal transit.
5. The voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on **9th January, 2015**.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every Registered Folio/client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. A Shareholder need not use all the votes nor does he need to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be announced on 20th February, 2015 and published in the newspapers and displayed at the registered office of the Company and also communicated to the stock exchanges and shall also be posted on the website of the Company www.aartigroup.com.
14. The Applicant Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. e-voting is optional.

VOTING THROUGH E-VOTING

In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate mode of voting, for its Equity Shareholders, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. For this purpose, necessary arrangements have been made with National Securities Depository Limited ("NSDL") to facilitate e-Voting. The instructions for e-Voting are as under:

- a) In case of members receiving an e-mail from NSDL
 - i) Open e-mail and open PDF file viz.; "Aarti Industries Ltd. info e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-Voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii) Click on Shareholder – Login
 - iv) If you are already registered with NSDL for e-Voting, then you can use your existing user ID and password for casting your vote.
 - v) If you are logging for the first time, please enter the user ID and password provided in the PDF file attached with the email as initial password.
 - vi) The password change menu appears on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii) Once the e-Voting Home page opens, click on e-Voting> Active Voting Cycles.
 - viii) Select Electronic Voting Event Number ("EVEN") of Aarti Industries Limited as given in the body of email. Now you are ready for e-Voting as Cast Vote page opens.
 - ix) Cast your vote(s) by selecting appropriate options and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once the votes on the resolutions are cast, the member shall not be allowed to change these subsequently.
 - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at investorrelations@aartigroup.com with a copy marked to evoting@nsdl.co.in
 - xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
 - xiv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- b) In case of members receiving physical copies of the Notice of Postal Ballot:
 - i) Initial password, along with User ID and Electronic Voting Event Number ("EVEN") is provided at the bottom of Postal Ballot Form.
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiv) above, to cast vote.
- c) As per the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the members through electronic transmission. Notices of Postal Ballot and Forms are being sent electronically to all the members whose e-mail IDs are registered with the Company/Depository Participants(s). In respect of others, these documents are being sent by permitted mode.
- d) Members who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can seek Duplicate Postal Ballot Form from the Corporate Secretarial Office of the Company at 222, Udyog Kshetra, Mulund Goregaon Link Road, Off L. B. S. Marg, Mulund (W), Mumbai 400 080 or from Registrar & Transfer Agent - M/s Sharepro Services (India) Pvt. Ltd., Registrar & Transfer Agents, at Samhita Warehousing Complex, Gala No. 52 to 56, Bldg. No. 13 A-B, Near Sakinaka Telephone Exchange, Andheri-Kurla Road, Sakinaka, Mumbai - 400 072., and fill in the details and send the same to the Scrutinizer.
- e) The Notice is being sent to all the members of the Company whose names appear in the Register of Members / Record of Depositories as on 9th January, 2015 (cut off date). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on the cut off date.
- f) The voting period commences on Tuesday, 20th January, 2015 (9.00 a.m.) and ends on Thursday, 19th February, 2015 (6.00 p.m.). The e-Voting module shall be disabled by NSDL for voting thereafter.

**IN THE HIGH COURT OF GUJARAT AT AHMEDABAD
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. 329 OF 2014**

In the matter of the Companies Act, 1956;

AND

In the matter of Sections 391 to 394 read with Sections 100
to 103 of the Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation

BETWEEN

Gogri & Sons Investments Private Limited

AND

Alchemie Leasing And Financing Private Limited

AND

Anushakti Holdings Limited

AND

Anushakti Chemicals And Drugs Limited
(the Transferor Companies)

WITH

Aarti Industries Limited
(the Transferee Company)

and their respective Shareholders

Aarti Industries Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office at Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195.

.... Applicant Company [Transferee Company]

EXPLANATORY STATEMENT PURSUANT TO SECTION 393 OF THE COMPANIES ACT, 1956 AND SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

1. Pursuant to an Order passed by the Hon'ble High Court of Gujarat at Ahmedabad on 24th December, 2014 in the Company Summons Application No. 329 of 2014, the Hon'ble High Court of Gujarat at Ahmedabad had directed that a meeting of the Equity Shareholders of Aarti Industries Limited, the Applicant Company be convened and held at Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195 on Friday, 13th day of February 2015 at 10.30 a.m, for the purpose of considering and if though fit, approving with or without modification(s), the proposed Scheme of Amalgamation between Gogri & Sons Investments Private Limited and Alchemie Leasing And Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemicals And Drugs Limited (the Transferor Companies) With Aarti Industries Limited (the Transferee Company) and their respective shareholders ('the Scheme' or 'this Scheme').
2. Additionally, in terms of Clause 5.16 of Securities and Exchange Board of India (SEBI) Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 as revised by Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, the said Scheme of Amalgamation shall also be subject to the approval of Public Shareholders (i.e. Equity Shareholders other than those forming part of Promoter and Promoter Group) by passing an Ordinary Resolution through Postal Ballot/e-voting, as specified in the Notice of Postal Ballot forming part of this Notice booklet.

3. In this statement Gogri & Sons Investments Private Limited (hereinafter referred to as "GSIPL") and Alchemie Leasing And Financing Private Limited (hereinafter referred to as "ALFPL") and Anushakti Holdings Limited (hereinafter referred to as "AHL") and Anushakti Chemicals And Drugs Limited (hereinafter referred to as "ACDL") collectively referred to as "the Transferor Companies" with Aarti Industries Limited (hereinafter referred to as "the Transferee Company or "AIL").
4. A copy of the Scheme of Amalgamation between the Transferor Companies and the Transferee Company setting out in detail the terms and conditions of the amalgamation which has been approved by Board of Directors of the Applicant Company at the meeting held on 30th May, 2014, is attached to, and forms part of, this Explanatory Statement.

5. **Background:**

Aarti Industries Limited (the Transferee Company/Applicant Company)

- 5.1 The Applicant Company was originally incorporated on 28th day of September, 1984 under the provisions of the Companies Act, 1956 under the name Aarti Organics Private Limited. The Corporate Identity No of the Company is L24110GJ1984PLC007301.

The Applicant Company was, later on, converted into Public Limited Company under Section 44 and other applicable provisions, if any, of the Companies Act, 1956 on October 12, 1990.

The name of the Company was later changed to Aarti Industries Limited with effect from October 11, 1994.

- 5.2 The Registered Office of the Applicant Company is situated at Plot No. 801, 801/23 GIDC Estate, Phase III, Vapi - 396 195, Gujarat;
- 5.3 The Authorized, Issued and Subscribed and Paid-up Capital of the Transferee Company as on March 31, 2014.

Share Capital	Amount in Rupees
Authorized Share Capital	
125,000,000 Equity Shares of Rs. 5/- each fully paid up	62,50,00,000
Issued, subscribed and paid-up Share Capital	
88,591,687 Equity Shares of Rs. 5/- each	44,29,58,435

Subsequent to March 31, 2014 and as on date, there has been no change in the Capital Structure.

- 5.4 The main objects of Aarti Industries Limited as set out in its Memorandum of Association are briefly as under:
- (a) *To carry on the business of manufacturers, producers, processors, buyers, sellers, importers, exporters and/or otherwise dealers in fine chemicals, industrial and pure chemicals, organic and inorganic chemicals and allied products, perfumes, flavours, pure drug solvents, dyes, and drug intermediates, cosmetics, insecticides, pesticides, heavy chemicals, alkalies, acids, chemical, industrial preparations, chemicals for plastic, pigment, varnishes, paints, alcohols, dyes and colours, agrochemicals, petrochemicals, makers and dealers in preparatory formulations and articles of the above nature and of chemicals.*
 - (b) *To carry on the business of manufacturers, processors, importers, exporters and/or dealers in chemical preparations required by different industries such as sugar tanning, textiles, metallurgical and process industries, proofing, materials, disinfectants, oils, cotton, detergents, wetting out agents, soap, tallow, gums, varnishes, synthetics, resins, catalytic agents, petro-chemicals and other petroleum products and articles and compounds.*

5.5 **The Transferor Companies**

(i) **GOGRI SONS & INVESTMENT PRIVATE LIMITED (GSIPL)**

- (a) GSIPL was incorporated on 29th day of August, 1981 under the name of Gogri & Sons Investments Private Limited.
- (b) The Registered Office of GSIPL is situated at Antariksha, 6th floor, Murar Road, Mulund, Mumbai – 400 080 Maharashtra.

- (c) The authorised, issued, subscribed and paid-up share capital of GSIPL as on March 31, 2014 was as under:

Share Capital	Amount in Rupees
Authorized Share Capital	
53,000 Equity Shares of Rs. 100/- each	53,00,000
Total	53,00,000
Issued, subscribed and paid-up Share Capital	
52,845 Equity Shares of Rs. 100/- each	52,84,500
Total	52,84,500

Subsequent to the above date, there has been no change in the Authorised, Issued, Subscribed and Paid-up share capital of GSIPL.

- (d) The main objects of Gogri & Sons Investments Private Limited as set out in its Memorandum of Association are briefly as under:

- (1) *To carry on the business of an investment Company and to buy, underwrite, invest in and acquire and hold shares, stocks, Debentures, Debenture Stocks, bonds, mortgages, obligations and securities issued or guaranteed by any Company of whatever nature and whatsoever constituted or carrying on business in India and elsewhere and shares, stocks, Debentures, Debenture Stocks, bonds, mortgages, obligations and other securities issued or guaranteed by any Government, Trust, Municipal, local or other authority, firm, person or body of whatever nature and to invest and join in partnership firms by original subscription, syndicate participation, tender, purchase or otherwise out of the funds of the Company obtained either by subscription of capital or borrowing or by receipt of income from any Trust which may be discretionary or otherwise or by gift of money received by the Company from any person and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.*
- (2) *To invest in and or to finance, lend and advance moneys to Companies, firms, individuals and all other entities at interest or without and upon such terms and conditions either upon the security of any property moveable or immovable or without any security and in particular to invest in and advance moneys to acquire or purchase or erect or enlarge or repair or develop land and property like lands, buildings, houses, flats, shops, godowns, on ownership basis or otherwise to take a demise for any term or terms of years of any land or building in India or elsewhere upon such terms and conditions as the Company may deem fit.*

(ii) **ALCHEMIE LEASING AND FINANCING PRIVATE LIMITED (ALFPL)**

- (a) ALFPL was incorporated on 7th day of January, 1987 under the name of Alchemie Leasing And Financing Private Limited.
- (b) The Registered Office of ALFPL is situated at Antariksha, 6th floor, Murar Road, Mulund, Mumbai – 400 080 Maharashtra.
- (c) The authorised, issued, subscribed and paid-up share capital of ALFPL as on March 31, 2014 was as under:

Share Capital	Amount in Rupees
Authorised Capital	
4,30,000 Equity Shares of Rs. 10/- each	43,00,000
Total	43,00,000
Issued, Subscribed and Paid up Capital	
4,20,060 Equity Shares of Rs. 10/- each	42,00,600
Total	42,00,600

Subsequent to the above date, there has been no change in the Authorised, Issued, Subscribed and Paid-up share capital of ALFPL.

- (d) The main objects of Alchemie Leasing And Financing Private Limited as set out in its Memorandum of Association are briefly as under:

- (1) *To finance the Industrial Enterprises and to provide venture capital, seed capital, loan capital and to participate in equity preference share capital or to give guarantee on behalf of the Companies in the matter and to promote companies engaged in Industrial and Trading Business and to act as Financial Consultants, Management Consultants, Brokers, Dealers, Agents and to carry on the business of share broking, money broking, debentures, debenture-stocks, bonds, units, obligations, securities, commodities, bullion currencies and to management the funds of any person or company by investment in various avenues like Growth Funds, Income Fund, Risk Fund, Tax Exempt Funds, Pension Superannuation Funds and to pass on the benefits of portfolio investments to the investors as dividends, bonus, interest and to provide a complete range of personal financial services like investment planning, estate planning, tax planning, portfolio management, consultancy/ counseling service in various fields general administrative, commercial, financial, legal, economic, labor, industrial public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control, data processing by acquiring/purchasing sophisticated office machineries such as computers, tabulators, addressing machines.*
- (2) *To promote industrial finance by way of advance, deposit or lend money, securities, and properties to or with any company, body corporate, firm person or association whether falling under the same management or otherwise, with or without security and on such terms as may be determined from time to time; and to carry on and undertake the business of finance, investment and trading, hire-purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring, or letting on hire all kinds of plant and machinery and equipment that the Company may think fit and to assist in financing of all and every kind of description of hire purchase or deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles, or commodities of all and every kind of description of hire-purchase or deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles, or commodities of all and every kind of description upon any terms whatsoever and to purchase or otherwise deal in all form of moveable property including plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumer, commercial and industrial terms and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used.*

(iii) **ANUSHAKTI HOLDINGS LIMITED (AHL)**

- (a) AHL was incorporated on 21st August, 2002 as a Private Limited Company under the name of Anushakti Chemicals and Drugs Private Limited. The Company was, later on, converted into Public Limited Company under the applicable provisions of the Act and consequently name was changed to Anushakti Chemicals and Drugs Limited on 28th July, 2004. The name of the Company was later changed to Anushakti Holdings Limited with effect from 30th August, 2011 under the provisions of the Act.
- (b) The Registered Office of AHL is situated at Gala No. 202, Udyog Kshetra Industrial Premises, Co-op. Soc. Ltd. Plot No. 71, Nahur, LBS Marg, Mulund (W), Mumbai – 400 080.
- (c) The authorised, issued, subscribed and paid-up share capital of AHL as on March 31, 2014 was as under:

Share Capital	Amount in Rupees
Authorised Capital	
2,00,00,000 Equity Shares of Rs. 10/-each	200,000,000
Total	200,000,000
Issued, Subscribed and Paid up Capital	
1,80,56,000 Equity Shares of Rs. 10/- each	180,560,000
Total	180,560,000

Subsequent to the above date, there has been no change in the Authorised, Issued, Subscribed and Paid-up share capital of AHL.

- (d) The main objects of Anushakti Holdings Limited as set out in its Memorandum of Association are briefly as under:

1. *To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors of and dealers in all kinds of chemicals, drugs, medicines, pharmaceuticals, cosmetics, toilet goods detergents, soaps, perfumes, paints, pigments, alkalis, aces formulations, drug intermediates, dyes, and dye intermediates, agro-chemicals, fertilizers and other chemical preparations.*

(iv) ANUSHAKTI CHEMICALS AND DRUGS LIMITED (ACDL)

- (a) ACDL was incorporated on 25th August, 1992 under the name of Alchemie Drugs Pvt. Ltd. was converted into Public Company on 1st August, 1994. The name of the Company was changed to Aarti Healthcare Ltd. on 29th May, 2000. The name of the Company was later changed to Anushakti Chemicals and Drugs Limited with effect from 11th November, 2011 under the provisions of the Act.
- (b) The Registered Office of ACDL is situated at Udyog Kshetra, 2nd Floor, LBS Marg, Mulund Goregaon Link Road, Mulund (West), Mumbai – 400 080 Maharashtra.
- (c) The authorised, issued, subscribed and paid-up share capital of ACDL as on March 31, 2014 was as under:

Share Capital	Amount in Rupees
Authorised Capital	
63,230,320 Equity Shares of Rs. 5/- each	316,151,600
Total	316,151,600
Issued, Subscribed and Paid up Capital	
31,315,160 Equity Shares of Rs. 5/- each	156,575,800
Total	156,575,800

Subsequent to the above date, there has been no change in the Authorised, Issued, Subscribed and Paid-up share capital of ACDL.

- (d) The main objects of Anushakti Chemicals And Drugs Limited as set out in its Memorandum of Association are briefly as under:
1. *To carry on the business of manufacturers, producers, processors, buyers, sellers, importers, exporters and/or otherwise dealers in pharmaceuticals, drugs and drug intermediates medicines, medicinal preparations, tabulating formulations, injections, alkalies and other pharmaceuticals products.*

6. RATIONALE FOR THE SCHEME

It is proposed to amalgamate GSIPL, ALFPL, AHL, ACDL i.e. the Transferor Companies into AIL by this Scheme, as a result of which the promoter shareholders of the Transferor Companies, who are inter alia also the promoters of AIL shall directly hold shares in AIL and the following benefits shall, inter alia, accrue to the Companies and to the respective shareholders and stakeholders of the Companies:

- (a) The merger will result in the promoter group of AIL directly holding shares in AIL, which will lead not only to simplification of the shareholding structure and reduction of shareholding tiers but also demonstrate the promoter group's direct commitment to and engagement with AIL.
- (b) There will be a positive impact on earnings per share of AIL to the extent that no equity shares would be issued by AIL in consideration of this Scheme to the extent of proportionate shareholding of AIL in the equity shares of AHL (i.e. approximately 49%) and ACDL (i.e. approximately 49.59%). Further, consequent reduction of capital of AIL would result in increased shareholders value in the long term.

- (c) The merger of the Transferor Companies with AIL will result in an increase in the public float of AIL, which will form part of public shareholding and not that of promoter group. That will in turn increase the trading stock of the shares of AIL.
 - (d) Increase in the public float and trading stock of the shares of AIL will positively impact the liquidity of the shares of AIL.
7. In accordance with the Circular No. CIR/CFD/DIL/5/2013 issued by the Securities and Exchange Board of India ("SEBI") on February 4, 2013 as amended vide Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, the Audit Committee of the Board of Directors of the Applicant Company had on May 30, 2014 recommended the proposed Scheme of Amalgamation for approval of the Board.
 8. The proposed Scheme of Amalgamation was approved by the Board of Directors of the Applicant Company at the meeting held on May 30, 2014 after considering the recommendations of the Audit Committee, Valuation Report dated May 30, 2014 issued by Independent Valuers, M/s. SSPA & Co., Chartered Accountants and Fairness Opinion dated May 30, 2014 of an Independent SEBI Registered Category I Merchant Banker, Fortress Capital Management Services Private Limited.
 9. Pursuant to the Scheme, all costs, charges, taxes including duties, levies and all other expenses, if any, arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne and paid by the Transferor Companies. In case the amount of costs, charges and taxes is in excess of the cash available with the Transferor Companies, such excess amount shall be borne by the promoter shareholders of the Transferor Companies pro-rata and in the proportion of their respective shareholding in the respective Transferor companies. No costs, charges, taxes pertaining to the Scheme shall be borne by AIL.
 10. Further, the Scheme also provides that the promoter shareholders of the Transferor Companies shall inter alia indemnify and hold harmless AIL and its directors, officers, employees for losses, Liabilities, costs, charges, expenses which may devolve on account of amalgamation of the Transferor Companies into AIL, pro-rata and in the proportion of their respective shareholding in the Transferor Companies.
 11. The salient features of the Scheme are as follows:
 - (a) The Scheme envisages the amalgamation of the Transferor Companies with the Transferee Company pursuant to Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions of the Companies Act, 1956 on a going concern basis in the manner provided for in the Scheme.
 - (b) 'Appointed Date' shall be the same as Effective Date or such other date as may be fixed or approved by the High Court or such other competent authority, as may be applicable.
 - (c) 'Effective Date' would be the last of the dates on which all the conditions and matters referred to in clause 20 of the Scheme have been fulfilled.
 - (d) Upon the Scheme becoming effective and upon amalgamation of the Transferor Companies with the Transferee Company in terms of the Scheme, AIL/the Transferee Company shall, without any application or deed, issue and allot shares, credited as fully paid up, to the extent indicated below, to the respective shareholders of the Transferor Companies holding fully paid-up shares in the respective Transferor Companies and whose names appear in the Register of Members of the respective Transferor Companies on the Effective Date, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferor Companies and/or AIL in the following proportions:
 - (i) 58,33,773 fully paid up equity shares of Rs. 5/- each of AIL shall be issued and allotted as are held by GSIPL in AIL on 1st April, 2014 i.e. 58,33,773 fully paid up equity shares of Rs. 5/- each to all the equity shareholders of GSIPL collectively, in proportion to the number of equity shares held by them in GSIPL;
 - (ii) 51,84,098 fully paid up equity shares of Rs. 5/- each of AIL shall be issued and allotted as are held by ALFPL in AIL on 1st April, 2014 i.e. 51,84,098 fully paid up equity shares of Rs. 5/- each to all the equity shareholders of ALFPL collectively, in proportion to the number of equity shares held by them in ALFPL;

- (iii) 35,81,743 fully paid up equity shares of Rs. 5/- each of AIL shall be issued and allotted in consideration of this Scheme, upon cancellation of 70,22,301 fully paid up equity shares of Rs. 5/- each of AIL held by AHL in AIL on 1st April, 2014 to all the equity shareholders (other than AIL) of AHL collectively, in proportion to the number of equity shares held by them in AHL (i.e. approximately 49%);
- (iv) 18,12,009 fully paid up equity shares of Rs. 5/- each of AIL shall be issued and allotted in consideration of this Scheme, upon cancellation of 35,94,530 fully paid up equity shares of Rs. 5/- each of AIL held by ACDL in AIL on 1st April, 2014 to all the equity shareholders (other than AIL) of ACDL collectively, in proportion to the number of equity shares held by them in ACDL (i.e. approximately 49.59%);
- (v) In the event the Transferor Companies hold more than 2,16,34,702 fully paid up equity shares of Rs. 5/- each held in AIL in aggregate as on 1st April, 2014, without incurring any additional liability, such additional number of equity shares of AIL, if any, shall be issued and allotted in consideration of this Scheme, as may be held by the Transferor Companies in AIL, upon cancellation thereof, excluding such number of additional equity shares of AIL as are held by AHL and ACDL to the extent of proportionate shareholding of AIL in the equity shares of AHL (i.e. approximately 49%) and ACDL (i.e. approximately 49.59%) to all the equity shareholders (other than AIL) of the respective Transferor Companies collectively, in proportion to the number of equity shares held by them in the respective Transferor Companies.

It is clarified that any positive net assets of the Transferor Companies as on the Appointed Date including all taxes paid and/or refunds/credits/claims receivable by the Transferor Companies, net of any adjustment(s) of any demand or liability thereof, if any, in respect of period prior to the Appointed Date, other than the investment in the AIL Shares, will not affect/alter the share exchange ratio as provided above and shall be treated as the asset or refunds/credit/claims, as the case may be, of the Transferee Company.

- (e) Until the Effective Date, the Transferor Companies may utilize its income/available cash, if any, for the following purposes:
 - for declaration or payment of dividend, whether interim or final, to its shareholders; and/or
 - for further acquisition of equity shares of AIL, including by way of purchases on floor of Stock Exchanges; and/or
 - for meeting its expenses or liabilities in the ordinary course of business or for the purposes specified in the Scheme.
- (f) Until the Effective Date, the holders of shares of the respective Transferor Companies shall, save as expressly provided otherwise in the Scheme, continue to enjoy their existing rights under the Articles of Association of the respective Transferor Companies including the right to receive dividends.
- (g) No equity shares would be issued by AIL in consideration of this Scheme upon cancellation of equity shares of Rs. 5/- each of AIL held by AHL and ACDL to the extent of proportionate shareholding of AIL in the equity shares of AHL (i.e. approximately 49%) and ACDL (i.e. approximately 49.59%).
- (h) The new Equity Shares issued and allotted pursuant to the Scheme would be deemed to be issued and allotted from the Appointed Date for all purposes.
- (i) The New Equity Shares to be issued to the members of the Transferor Companies shall be subject to the Memorandum of Association and Articles of Association of AIL. The New Equity Shares shall rank pari-passu in all respects, including dividend, with the existing equity shares of AIL.
- (j) Upon New Equity Shares being issued and allotted by AIL to the members of the Transferor Companies, the investment held by the Transferor Companies in the equity share capital of AIL shall, without any further application, act, instrument or deed stand cancelled.
- (k) The shares or the share certificates, if any, in relation to the equity shares held by the Transferor Companies in AIL shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect, and the shares held by the Transferor Companies in dematerialized form shall be extinguished, on and from such issue and allotment of New Equity shares.

- (l) The New Equity Shares to be issued by AIL shall be issued in dematerialized form only.
- (m) The New Equity Shares of AIL shall be listed and/or admitted to trading on the National Stock Exchange of India Limited and the BSE Limited.
- (n) Reduction of share capital of AIL as provided in Clause 7 of the Scheme shall be effected as an integral part of the Scheme and the Order of the Court sanctioning the Scheme shall be deemed to be an Order under Sections 100 to 102 of the Act confirming such reduction of share capital of AIL.
- (o) Upon the Scheme coming into effect, the authorised share capital of all the Transferor Companies shall stand combined/consolidated with the authorised share capital of AIL and the authorised share capital of AIL shall, without any further act, deed or action, stand increased, post amalgamation, to Rs. 115,07,51,600/- and such increased authorised share capital be divided into 23,01,50,320 equity shares of Rs. 5/- each. Clause V of the Memorandum of Association of AIL shall stand amended accordingly.
- (p) On the Scheme becoming effective, AIL/The Transferee Company shall account for the amalgamation in its books of accounts as under:
 - The Transferee Company shall abide by the Accounting Standard (AS) - 14 issued by The Institute of Chartered Accountants of India and/or as prescribed and applicable under the Act.
 - All assets and liabilities recorded in the books of the Transferor Companies shall be recorded by the Transferee Company at their respective book values as appearing in the books of the Transferor Companies on the Appointed Date using the pooling of interest method.
 - The equity shares of the Transferee Company held by the Transferor Companies shall get cancelled in accordance with sub-clause 7.1 of the Scheme and as a result the equivalent share capital of the Transferee Company and the book value of investments held by the Transferor Companies in the Transferee Company recorded as per sub-clause 14.2 of the Scheme shall stand cancelled.
 - The face value of New Equity Shares issued by the Transferee Company shall be credited to the share capital account of the Transferee Company.
 - The difference between the value of net assets of the Transferor Companies transferred to AIL and recorded as per sub-clause 14.2 of the Scheme, and the consideration issued by AIL shall be adjusted in reserves as per AS 14.
 - The difference (if any) between the book value of investments held by the Transferor Companies in the equity share capital of AIL cancelled pursuant to sub-clause 14.3 of the Scheme and the face value of corresponding equity share capital of AIL shall be first adjusted against the permissible Capital Reserve(s) of the combined entity and the balance (if any) shall be adjusted against all other reserves as deemed appropriate by the management of the Transferee Company subject to sub-clause 14.1 of the Scheme.
- (q) This Scheme is and shall be conditional upon and subject to:
 - The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective equity shareholders, and/or creditors of the Transferor Companies and the Transferee Company as may be directed by the High Courts or any other appropriate authority and in terms with the applicable provisions of the Act and guidelines issued by SEBI.
 - The sanction of this Scheme by the High Courts or any other appropriate authority under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions, if any, of the Act in favour of the Transferor Companies and the Transferee Company.
 - Certified or authenticated copy of the orders of the High Court sanctioning the Scheme being filed with the Registrar of Companies by the Transferor Companies and the Transferee Company.
 - The requisite, consent, approval or permission of statutory or regulatory authorities, if any, which by law may be necessary for the implementation of this Scheme, being obtained, including approvals as may be required from any other authority including the Stock Exchanges with which the shares of the Transferee Company are listed.

The features set out above being only the salient features of the Scheme of Amalgamation, the Members are requested to read the entire text of the Scheme of Amalgamation annexed hereto to get fully acquainted with the provisions thereof.

12. Since the amalgamation would result in reduction of equity share capital of the Company, the approval of the equity shareholders by a Special Resolution would be required in terms of Section 100 and other applicable provisions, if any, of the Companies Act, 1956 and provisions of the Companies Act, 2013 (together referred to as "the Act") to the extent applicable. The reduction of share capital of AIL shall be effected as an integral part of the Scheme and the orders of the Court sanctioning the Scheme shall be deemed to be an Order under Sections 100 to 102 and other applicable provisions, if any, of the Act and confirming such reduction of share capital of AIL.
13. The proposed restructuring will not cause any prejudice either to the shareholders or to the creditors of the Company since it does not involve any financial outlay/outgo on the part of the Company and also has indemnity from the promoter shareholders of the Transferor Companies as aforesaid. For the sake of clarity, it is specified that the reduction of capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. Further, the proposed restructuring would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.
14. The directors shareholdings in the Transferee Company and the Transferor Companies are as follows:
Shareholding of directors/Key Managerial Persons (KMPs) of the Transferee Company and their Relatives either singly or jointly in first name in the Transferee Company as well as the Transferor Companies as on 31st December, 2014 latest practical date take same as for shareholding pattern 31st December, 2014 is as follows:

Sl. No.	Name of Director	AIL		GSIPL		ALFPL		AHL		ACDL	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
	Directors										
1	Rajendra V. Gogri	2,425,365	2.74	0	0.00	87,600	20.85	225,112	1.25	306,202	0.98
2	Shantilal T. Shah	2,079,868	2.35	0	0.00	0	0.00	636,378	3.52	901,600	2.88
3	Rashesh C. Gogri	3,964,221	4.47	17,595	33.30	0	0.00	437,310	2.42	770,439	2.46
4	Parimal H. Desai	350,446	0.40	0	0.00	0	0.00	0	0.00	53,200	0.17
5	Manoj M. Chheda	990,001	1.12	0	0.00	0	0.00	207,441	1.15	352,147	1.12
6	Hetal Gogri Gala	3,703,689	4.18	17,250	32.64	0	0.00	643,660	3.56	1,294,678	4.13
7	Kirit R. Mehta	49,980	0.06	0	0.00	0	0.00	55,000	0.30	82,300	0.26
8	Renil R. Gogri	2,118,975	2.39	0	0.00	105,600	25.14	291,560	1.61	548,222	1.75
9	Ramdas M. Gandhi	10,000	0.01	0	0.00	0	0.00	0	0.00	0	0.00
10	Laxmichand K. Jain	20,550	0.02	0	0.00	0	0.00	0	0.00	0	0.00
11	Vijay H. Patil	7,200	0.01	0	0.00	0	0.00	0	0.00	0	0.00
12	K.V.S. Shyam Sunder	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
13	P. A. Sethi	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
14	Bhaves R. Vora	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
15	Ganapati D. Yadav	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
16	Priti Paras Savla	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
	KMPs										
1	Rajendra V. Gogri	2,425,365	2.74	0	0.00	87,600	20.85	225,112	1.25	306,202	0.98
2	Rashesh C. Gogri	3,964,221	4.47	17,595	33.30	0	0.00	437,310	2.42	770,439	2.46
3	Parimal H. Desai	350,446	0.40	0	0.00	0	0.00	0	0.00	53,200	0.17

Sl. No.	Name of Director	AIL		GSIPL		ALFPL		AHL		ACDL	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
4	Manoj M. Chheda	990,001	1.12	0	0.00	0	0.00	207,446	1.15	352,147	1.12
5	Hetal Gogri Gala	3,703,689	4.18	17,250	32.64	0	0.00	643,660	3.56	1,294,678	4.13
6	Kirit R. Mehta	49,980	0.06	0	0.00	0	0.00	55,000	0.30	82,300	0.26
7	Renil R. Gogri	2,118,975	2.39	0	0.00	105,600	25.14	291,560	1.61	548,222	1.75
	Directors'/KMPs' Relatives										
1	Rajendra V. Gogri (HUF)*	322,800	0.36	0	0.00	7,920	1.89	0	0.00	0	0.00
2	Aarti Rajendra Gogri	1,840,578	2.08	0	0.00	100,140	23.84	565,000	3.13	968,400	3.09
3	Mirik Rajendra Gogri	2,325,903	2.63	0	0.00	105,600	25.14	296,560	1.64	555,035	1.77
4	Pooja Renil Gogri	400	0.00	0	0.00	0	0.00	0	0.00	0	0.00
5	Bhanu Pradip Savla	86,148	0.10	0	0.00	0	0.00	81,066	0.45	110,250	0.35
6	Indira Madan Dedhia	187,286	0.21	0	0.00	0	0.00	0	0.00	0	0.00
7	Chandrakant V. Gogri	1,851,727	2.09	4,950	9.37	0	0.00	150,790	0.84	205,099	0.65
8	Jaya Chandrakant Gogri	1,896,143	2.14	11,400	21.57	0	0.00	232,000	1.28	853,069	2.72
9	Manisha Rashesh Gogri	529,104	0.60	0	0.00	0	0.00	231,500	1.28	517,840	1.65
10	Aashay Rashesh Gogri	539,340	0.61	0	0.00	0	0.00	240,000	1.13	551,400	1.76
11	Aarnav Rashesh Gogri	65,280	0.07	0	0.00	0	0.00	80,000	0.44	108,800	0.35
12	Dhanvanti V. Gogri	0	0.00	1,650	3.12	13,200	3.14	0	0.00	0	0.00
13	Shantilal T. Shah (HUF)*	166,200	0.19	0	0.00	0	0.00	0	0.00	0	0.00
14	Sarla Shantilal Shah	1,851,495	2.09	0	0.00	0	0.00	590,768	3.27	1,001,560	3.20
15	Bhavna Shah Lalka	912,738	1.03	0	0.00	0	0.00	40,000	0.22	119,400	0.38
16	Heena Bhatia	867,438	0.98	0	0.00	0	0.00	40,000	0.22	54,400	0.17
17	Nehal Garewal	1,058,790	1.20	0	0.00	0	0.00	40,000	0.22	80,650	0.26
18	Gunavanti Navin Shah	85,885	0.10	0	0.00	0	0.00	16,160	0.09	21,978	0.07
19	Ratanben Premji Gogri	435,000	0.49	0	0.00	0	0.00	0	0.00	0	0.00
20	Dilip Tejshi Dedhia	0	0.00	0	0.00	0	0.00	8,160	0.05	11,098	0.04
21	Parimal H. Desai (HUF)*	60,956	0.07	0	0.00	0	0.00	8,525	0.05	11,594	0.04
22	Tarla Parimal Desai	80,540	0.09	0	0.00	0	0.00	56,481	0.31	109,234	0.35
23	Rinku Parimal Desai	235,050	0.27	0	0.00	0	0.00	8,250	0.05	11,220	0.04
24	Prasadi Hasnmukhlal Desai	13,200	0.01	0	0.00	0	0.00	0	0.00	0	0.00
25	Nikhil Parimal Desai	420,875	0.48	0	0.00	0	0.00	259,304	1.44	352,653	1.13
26	Meena M Chheda	35,009	0.04	0	0.00	0	0.00	0	0.00	0	0.00
27	Sameep Mehta	5,346	0.01	0	0.00	0	0.00	0	0.00	0	0.00
28	Smita Kirit Mehta	1,378	0.00	0	0.00	0	0.00	0	0.00	0	0.00
29	Palak Mehta	3,700	0.00	0	0.00	0	0.00	0	0.00	0	0.00

* Holding shares on behalf of HUF

Shareholding of directors/Key Managerial Persons (KMPs) of the Transferor Companies and their Relatives either singly or jointly in first name in the Transferee Company as well as the Transferor Companies as on 31st December, 2014 latest practical date take same as for shareholding pattern 31st December, 2014 is as follows:

Sl. No.	Name of Director	AIL		GSIPL		ALFPL		AHL		ACDL	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
GSIPL											
	Directors										
1	Rajendra V. Gogri	2,425,365	2.74	0	0.00	87,600	20.85	225,112	1.25	306,202	0.98
2	Rashesh C. Gogri	3,964,221	4.47	17,595	33.30	0	0.00	437,310	2.42	770,439	2.46
3	Hetal Gogri Gala	3,703,689	4.18	17,250	32.64	0	0.00	643,660	3.56	1,294,678	4.13
4	Jaya Chandrakant Gogri	1,896,143	2.14	11,400	21.57	0	0.00	232,000	1.28	853,069	2.72
	KMPs										
1	N.A.										
	Directors’/KMPs’ Relatives										
1	Chandrakant V. Gogri	1,851,727	2.09	4,950	9.37	0	0.00	150,790	0.84	205,099	0.65
2	Rajendra V. Gogri (HUF)*	322,800	0.36	0	0.00	7,920	1.89	0	0.00	0	0.00
3	Dhanvanti V. Gogri	0	0.00	1,650	3.12	13,200	3.14	0	0.00	0	0.00
4	Manisha Rashesh Gogri	529,104	0.60	0	0.00	0	0.00	231,500	1.28	517,840	1.65
5	Aashay Rashesh Gogri	539,340	0.61	0	0.00	0	0.00	240,000	1.13	551,400	1.76
6	Aarnav Rashesh Gogri	65,280	0.07	0	0.00	0	0.00	80,000	0.44	108,800	0.35
7	Aarti Rajendra Gogri	1,840,578	2.08	0	0.00	100,140	23.84	565,000	3.13	968,400	3.09
8	Mirik Rajendra Gogri	2,325,903	2.63	0	0.00	105,600	25.14	296,560	1.64	555,035	1.77
9	Pooja Renil Gogri	400	0.00	0	0.00	0	0.00	0	0.00	0	0.00
10	Bhanu Pradip Savla	86,148	0.10	0	0.00	0	0.00	81,066	0.45	110,250	0.35
11	Indira Madan Dedhia	187,286	0.21	0	0.00	0	0.00	0	0.00	0	0.00
ALFPL											
	Directors										
1	Rashesh C. Gogri	3,964,221	4.47	17,595	33.30	0	0.00	437,310	2.42	770,439	2.46
2	Aarti Rajendra Gogri	1,840,578	2.08	0	0.00	100,140	23.84	565,000	3.13	968,400	3.09
3	Jaya Chandrakant Gogri	1,896,143	2.14	11,400	21.57	0	0.00	232,000	1.28	853,069	2.72
4	Renil R. Gogri	2,118,975	2.39	0	0.00	105,600	25.14	291,560	1.61	548,222	1.75
5	Mirik Rajendra Gogri	2,325,903	2.63	0	0.00	105,600	25.14	296,560	1.64	555,035	1.77
	KMPs										
1	N.A.										
	Directors’/KMPs’ Relatives										
1	Chandrakant V. Gogri	1,851,727	2.09	4,950	9.37	0	0.00	150,790	0.84	205,099	0.65
2	Hetal Gogri Gala	3,703,689	4.18	17,250	32.64	0	0.00	643,660	3.56	1,294,678	4.13
3	Manisha Rashesh Gogri	529,104	0.60	0	0.00	0	0.00	231,500	1.28	517,840	1.65
4	Aashay Rashesh Gogri	539,340	0.61	0	0.00	0	0.00	240,000	1.13	551,400	1.76
5	Aarnav Rashesh Gogri	65,280	0.07	0	0.00	0	0.00	80,000	0.44	108,800	0.35
6	Rajendra V. Gogri	2,425,365	2.74	0	0.00	87,600	20.85	225,112	1.25	306,202	0.98
7	Rajendra V. Gogri (HUF)*	322,800	0.36	0	0.00	7,920	1.89	0	0.00	0	0.00
8	Pooja Renil Gogri	400	0.00	0	0.00	0	0.00	0	0.00	0	0.00

Sl. No.	Name of Director	AIL		GSIPL		ALFPL		AHL		ACDL	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
AHL											
	Directors										
1	Rajendra V. Gogri	2,425,365	2.74	0	0.00	87,600	20.85	225,112	1.25	306,202	0.98
2	Rashesh C. Gogri	3,964,221	4.47	17,595	33.30	0	0.00	437,310	2.42	770,439	2.46
3	Renil R. Gogri	2,118,975	2.39	0	0.00	105,600	25.14	291,560	1.61	548,222	1.75
4	Hetal Gogri Gala	3,703,689	4.18	17,250	32.64	0	0.00	643,660	3.56	1,294,678	4.13
5	Kirit R. Mehta	49,980	0.06	0	0.00	0	0.00	55,000	0.30	82,300	0.26
	KMPs										
1	N.A.										
	Directors'/KMPs' Relatives										
1	Rajendra V. Gogri (HUF)*	322,800	0.36	0	0.00	7,920	1.89	0	0.00	0	0.00
2	Aarti Rajendra Gogri	1,840,578	2.08	0	0.00	100,140	23.84	565,000	3.13	968,400	3.09
3	Mirik Rajendra Gogri	2,325,903	2.63	0	0.00	105,600	25.14	296,560	1.64	555,035	1.77
4	Pooja Renil Gogri	400	0.00	0	0.00	0	0.00	0	0.00	0	0.00
5	Bhanu Pradip Savla	86,148	0.10	0	0.00	0	0.00	81,066	0.45	110,250	0.35
6	Indira Madan Dedhia	187,286	0.21	0	0.00	0	0.00	0	0.00	0	0.00
7	Dhanvanti V. Gogri	0	0.00	1,650	3.12	13,200	3.14	0	0.00	0	0.00
8	Chandrakant V. Gogri	1,851,727	2.09	4,950	9.37	0	0.00	150,790	0.84	205,099	0.65
9	Jaya Chandrakant Gogri	1,896,143	2.14	11,400	21.57	0	0.00	232,000	1.28	853,069	2.72
10	Manisha Rashesh Gogri	529,104	0.60	0	0.00	0	0.00	231,500	1.28	517,840	1.65
11	Aashay Rashesh Gogri	539,340	0.61	0	0.00	0	0.00	240,000	1.13	551,400	1.76
12	Aarnav Rashesh Gogri	65,280	0.07	0	0.00	0	0.00	80,000	0.44	108,800	0.35
13	Sameep Mehta	5,346	0.01	0	0.00	0	0.00	0	0.00	0	0.00
14	Smita Kirit Mehta	1,378	0.00	0	0.00	0	0.00	0	0.00	0	0.00
15	Palak Mehta	3,700	0.00	0	0.00	0	0.00	0	0.00	0	0.00
ACDL											
	Directors										
1	Chandrakant V. Gogri	1,851,727	2.09	4,950	9.37	0	0.00	150,790	0.84	205,099	0.65
2	Rajendra V. Gogri	2,425,365	2.74	0	0.00	87,600	20.85	225,112	1.25	306,202	0.98
3	Parimal H. Desai	350,446	0.40	0	0.00	0	0.00	0	0.00	53,200	0.17
4	Rashesh C. Gogri	3,964,221	4.47	17,595	33.30	0	0.00	437,310	2.42	770,439	2.46
5	Renil R. Gogri	2,118,975	2.39	0	0.00	105,600	25.14	291,560	1.61	548,222	1.75
6	Hetal Gogri Gala	3,703,689	4.18	17,250	32.64	0	0.00	643,660	3.56	1,294,678	4.13
7	Kirit R. Mehta	49,980	0.06	0	0.00	0	0.00	55,000	0.30	82,300	0.26
8	Vijay D. Nisar	81,827	0.09	0	0.00	0	0.00	0	0.00	136,379	0.44
9	Ketan M. Doshi	1	0.00	0	0.00	0	0.00	0	0.00	0	0.00
10	Narendra J. Salvi	28,340	0.03	0	0.00	0	0.00	0	0.00	50,000	0.16
	KMPs										
1	Vijay D. Nisar	81,827	0.09	0	0.00	0	0.00	0	0.00	136,379	0.44
2	Narendra J. Salvi	28,340	0.03	0	0.00	0	0.00	0	0.00	50,000	0.16

Sl. No.	Name of Director	AIL		GSIPL		ALFPL		AHL		ACDL	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
	Directors'/KMPs' Relatives										
1	Rajendra V. Gogri (HUF)*	322,800	0.36	0	0.00	7,920	1.89	0	0.00	0	0.00
2	Aarti Rajendra Gogri	1,840,578	2.08	0	0.00	100,140	23.84	565,000	3.13	968,400	3.09
3	Mirik Rajendra Gogri	2,325,903	2.63	0	0.00	105,600	25.14	296,560	1.64	555,035	1.77
4	Pooja Renil Gogri	400	0.00	0	0.00	0	0.00	0	0.00	0	0.00
5	Bhanu Pradip Savla	86,148	0.10	0	0.00	0	0.00	81,066	0.45	110,250	0.35
6	Indira Madan Dedhia	187,286	0.21	0	0.00	0	0.00	0	0.00	0	0.00
7	Jaya Chandrakant Gogri	1,896,143	2.14	11,400	21.57	0	0.00	232,000	1.28	853,069	2.72
8	Manisha Rashesh Gogri	529,104	0.60	0	0.00	0	0.00	231,500	1.28	517,840	1.65
9	Aashay Rashesh Gogri	539,340	0.61	0	0.00	0	0.00	240,000	1.13	551,400	1.76
10	Aarnav Rashesh Gogri	65,280	0.07	0	0.00	0	0.00	80,000	0.44	108,800	0.35
11	Dhanvanti V. Gogri	0	0.00	1,650	3.12	13,200	3.14	0	0.00	0	0.00
12	Parimal H. Desai (HUF)*	60,956	0.07	0	0.00	0	0.00	8,525	0.05	11,594	0.04
13	Tarla Parimal Desai	80,540	0.09	0	0.00	0	0.00	56,481	0.31	109,234	0.35
14	Rinku Parimal Desai	235,050	0.27	0	0.00	0	0.00	8,250	0.05	11,220	0.04
15	Prasadi Hasmukhlal Desai	13,200	0.01	0	0.00	0	0.00	0	0.00	0	0.00
16	Nikhil Parimal Desai	420,875	0.48	0	0.00	0	0.00	259,304	1.44	352,653	1.13
17	Sameep Mehta	5,346	0.01	0	0.00	0	0.00	0	0.00	0	0.00
18	Smita Kirit Mehta	1,378	0.00	0	0.00	0	0.00	0	0.00	0	0.00
19	Palak Mehta	3,700	0.00	0	0.00	0	0.00	0	0.00	0	0.00
20	Bharat Damji Nisar	35,293	0.04	0	0.00	0	0.00	0	0.00	58,822	0.19
21	Damji B. Nisar (HUF)*	6,210	0.01	0	0.00	0	0.00	0	0.00	10,350	0.03
22	Dilip Damji Nisar	33,120	0.04	0	0.00	0	0.00	0	0.00	55,200	0.18
23	Meena Damji Nisar	15,566	0.02	0	0.00	0	0.00	0	0.00	25,944	0.08
24	Ramila Vijay Nisar	19,251	0.02	0	0.00	0	0.00	0	0.00	32,085	0.10
25	Urmila Damji Nisar	41,486	0.05	0	0.00	0	0.00	0	0.00	68,310	0.22
26	Madhavi N Salvi	9,600	0.01	0	0.00	0	0.00	0	0.00	16,000	0.05

* Holding shares on behalf of HUF

Other than the above directors/KMPs/their relatives holding shares in the Transferee Company and the Transferor Companies respectively, as stated aforesaid, no other director/KMPs/their relatives of either the Transferee Company or Transferor Companies hold any shares in either of the Transferee Company or the Transferor Companies respectively.

15. The capital structure and shareholding pattern of the Applicant/Transferee Company/AIL pre-amalgamation based on Equity Shareholding pattern as at 31st December, 2014 (i.e. the latest practicable date preceding the date of this notice) and post-amalgamation (expected) is as follows:

Capital Structure		
Particulars	Pre-amalgamation (Rs.)	Post-amalgamation (Rs.)
Authorised Share Capital		
Equity (Shares of Rs. 5/- each)	62,50,00,000	115,07,51,600
Paid-up Share Capital		
Equity (Shares of Rs. 5/- each fully paid up)	44,29,58,435	41,66,01,915

Shareholding Pattern:

Sl. No.	Description	Pre-amalgamation as on 31.12.2014			Post-amalgamation (expected)		
		Nos.	Holding	% to Equity	Nos.	Holding	% to Equity
A	Promoter and Promoter Group						
	1. Indian Promoters						
	Individuals/H.U.F	60	30,389,292	34.30	62	44,677,856	53.62
	Bodies Corporate	10	22,508,579	25.41	7	1,817,448	2.18
	Sub-total (1)	70	52,897,871	59.71	69	46,495,304	55.80
	2. Foreign Promoters						
	Non Resident Individuals/ Foreign Nationals	2	86,148	0.10	2	130,737	0.16
	Bodies Corporate	0	0	0.00	0	0	0.00
	Sub-total (2)	2	86,148	0.10	2	130,737	0.16
	Total (1 + 2) (A)	72	52,984,019	59.81	71	46,626,041	55.96
B	Public						
	(i) Institutions						
	Mutual Funds/UTI	15	10,342,795	11.67	15	10,342,795	11.67
	Financial institutions/Banks	2	10,563	0.01	2	10,563	0.01
	Insurance Companies	0	0	0.00	0	0	0.00
	Foreign Institutional Investors	19	372,605	0.42	19	372,605	0.42
	Sub-total (1)	36	10,725,963	12.11	36	10,725,963	12.11
	(ii) Non-Institutions						
	Bodies Corporate	450	1,383,308	1.56	450	1,383,308	1.66
	Individuals						
	Individuals holding nominal share capital upto Rs. 1 lakh	15222	9,862,011	11.13	15,265	10,215,721	12.26
	Individuals holding nominal share capital in excess of Rs. 1 lakh	137	12,905,486	14.57	150	13,638,450	16.37
	(iii) Others						
	non-resident Indians	234	313,807	0.35	234	313,807	0.38
	Clearing members	0	0	0.00	0	0	0.00
	Trusts	2	17,205	0.02	2	17,205	0.02
	Unclaimed suspense Account	1	399,888	0.45	1	399,888	0.48
	Sub-total (2)	16046	24,881,705	28.09	16,102	25,968,379	31.17
	Total (1 + 2) (B)	16082	35,607,668	40.19	16,138	36,694,342	44.04
	Total A + B	16154	88,591,687	100.00	16,209	83,320,383	100.00

16. The proposed merger of the Transferor Companies into the Transferee Company qualifies as a “combination” under the provisions of the Competition Act, 2002. The Transferee Company along with the Transferor Companies gave a joint notice to the Competition Commission of India for the approval of the proposed combination under the provisions of Section 6(2) of Competition Act, 2002, pursuant to which, the Competition Commission of India has approved the proposed combination under Section 31(1) of the Competition Act, 2002 by Order dated July 23, 2014.
17. In terms of Clause 24(f) of the Listing Agreement with Stock Exchanges, AIL/The Transferee Company has received communications dated November 14, 2014 and November 17, 2014 from BSE Limited and National Stock Exchange of India Limited, respectively, conveying their no objection to the Scheme. The Company has also complied with the requirements set out in such No-objection letters issued by the Stock Exchanges.
18. GSIPL and ALFPL, being registered Non-Banking Financial Companies, have obtained prior approval by way of no objection letters from the Reserve Bank of India vide letters dated August 6, 2014 for amalgamation with AIL/the Transferee Company.
19. On the Scheme being approved at the Court Convened Meeting by the Equity Shareholders as per the requirements of Section 391 of the Companies Act, 1956, and upon approval of the Public Shareholders (i.e. Equity Shareholders other than those forming part of Promoter and Promoter Group) by passing an Ordinary Resolution by way of Postal Ballot in pursuance of SEBI requirements, the Transferor Companies and Transferee Company will seek the sanction of the Hon’ble High Court of Gujarat at Ahmedabad and the High Court of Judicature at Bombay to the Scheme.
20. Subsequent to the date of the last audited accounts of the Transferee Company, there has been no substantial change in the financial position of the Transferee Company excepting those arising on account of or resulting from the normal course of business.
21. The rights and interests of the creditors of the Transferee Company will not be prejudicially affected by the Scheme, as there is no impact of the Scheme on the financial position of the Transferee Company post the Scheme and the Transferee Company will be able to meet its liabilities as they arise in the ordinary course of business. Further, the rights and interests of the shareholders of the Transferee Company will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all, called from them nor are their rights sought to be modified in any manner which may be prejudicial to their interest.
22. No investigation proceedings are pending against Aarti Industries Limited under Sections 235 to 251 of the Companies Act, 1956 (or corresponding provisions of Companies Act, 2013).
23. No winding up petitions have been pending and/or admitted against the Transferee Company and the Transferor Companies.
24. The Transferee Company and the Transferor Companies shall on the Scheme being approved by their respective Equity Shareholders, file a petitions under Sections 391 to 394 of the Companies Act, 1956 before the Hon’ble High Courts of Gujarat at Ahmedabad and Hon’ble High Court of Judicature at Bombay for the sanction of the Scheme.
25. This statement may be treated as an Explanatory Statement under Section 393 of the Companies Act, 1956 and Section 102 read with Section 110 of the Companies Act, 2013.

INSPECTION

26. The copies of the following documents will be kept open for inspection at the Registered Office of the Transferee Company on all working day (except Saturdays) between 11.00 a.m. and 01.00 p.m. upto the conclusion of the meeting.
 - a) Copy of the order dated December 24, 2014 passed by Hon’ble High Court of Gujarat at Ahmedabad, with respect to Company Application No. 329 of 2014.
 - b) Scheme of Amalgamation.
 - c) Memorandum and Articles of Association of the Transferee Company and the Transferor Companies.
 - d) Latest audited annual accounts of the Transferee Company for the year ended March 31, 2014 and audited financial results for the six months ended September 30, 2014.

- e) Latest audited annual accounts of the Transferor Companies for the year ended March 31, 2014 and unaudited provisional accounts for the period ended September 30, 2014.
- f) Copies of the letters dated November 14, 2014 and November 17, 2014 from BSE Limited and National Stock Exchange of India Limited, respectively granting no objection to the Scheme of Amalgamation.
- g) Copy of Order dated July 23, 2014 passed by the Competition Commission of India approving the proposed combination under Section 31(1) of the Competition Act, 2002.
- h) Letters dated August 6, 2014 issued by the Reserve Bank of India approving and granting no objection for the amalgamation of GSIPL and ALFPL with the Transferee Company.
- i) Valuation report dated May 30, 2014 issued by M/s. SSPA & Co., Chartered Accountants and fairness opinion dated May 30, 2014 issued by Fortress Capital Management Services Private Limited in terms of Clause 24(h) of the Listing Agreement.
- j) Copy of the resolutions passed by the Board of Directors of the Transferee Company and Transferor Companies on May 30, 2014 approving the Scheme.
- k) Complaints Report dated September 1, 2014 relating to the Scheme submitted by the Transferee Company to BSE Limited and National Stock Exchange of India Limited.

A copy of the Scheme of Amalgamation, this Explanatory Statement and Form of Proxy may be obtained free of charge during business hours on all working days except Saturdays from the Registered Office of the Transferee Company or at the office of its Advocates M/s. Nanavati Associates at B Block, Satyam Corporate Square, Behind Rajpath Club, Off. S. G. Highway, Bodakdev, Ahmedabad 380059.

Sd/-

Rajendra V. Gogri
Chairman appointed for the meeting

Mumbai, dated this 12th day of January, 2015

Registered office:

Plot Nos. 801, 801/23,
GIDC Estate, Phase III,
Vapi, Dist. Valsad,
Gujarat 396195.

SCHEME OF AMALGAMATION
BETWEEN
GOGRI & SONS INVESTMENTS PRIVATE LIMITED
AND
ALCHEMIE LEASING AND FINANCING PRIVATE LIMITED
AND
ANUSHAKTI HOLDINGS LIMITED
AND
ANUSHAKTI CHEMICAL AND DRUGS LIMITED
AND
AARTI INDUSTRIES LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS

PREAMBLE

This Scheme of Amalgamation is presented under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions of the Companies Act, 1956 for amalgamation of Gogri & Sons Investments Private Limited (hereinafter referred to as "GSIPL") and Alchemie Leasing And Financing Private Limited (hereinafter referred to as or "ALFPL") and Anushakti Holdings Limited (hereinafter referred to as or "AHL") and Anushakti Chemical And Drugs Limited (hereinafter referred to as or "ACDL") with Aarti Industries Limited (hereinafter referred to as "Transferee Company" or "AIL").

PARTS OF THE SCHEME

This Scheme of Amalgamation is divided into the following parts:

- (1) PART I deals with the definitions, share capital and description of GSIPL, ALFPL, AHL, ACDL and AIL;
- (2) PART II deals with the amalgamation of GSIPL, ALFPL, AHL, ACDL with AIL;
- (3) PART III deals with general terms and conditions applicable to this Scheme of Amalgamation.

PART I

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In the Scheme, unless inconsistent with the meaning or context the following expressions shall have the following meaning:

- 1.1 "Act" means the Companies Act, 1956 and shall include any statutory modification(s), re-enactment(s) or amendment(s) thereof for the time being in force and also mean and refer to corresponding Sections of Companies Act, 2013 as and when such corresponding Sections are notified in the Official Gazette by the Central Government;
- 1.2 "Appointed Date" shall be the same as Effective Date or such other date as may be fixed or approved by the High Court or such other competent authority, as may be applicable, from which date the undertaking(s) of the Transferor Companies shall stand restricted to or restrict in or deemed to be transferred or vested in the Transferee Company (as defined hereinafter) without any further act, deed or thing;
- 1.3 "Companies" means collectively GSIPL, ALFPL, AHL, ACDL and AIL;
- 1.4 "Effective Date" means the last of the dates on which all the conditions and matters referred to in clause 20 hereof have been fulfilled;
- 1.5 "High Court" or "Court" means the High Court of Judicature of Bombay and/or High Court of Gujarat at Ahmedabad to which this Scheme of Amalgamation in its present form is submitted for sanctioning of the Scheme under Sections 391 to 394 of the Act, and shall include National Company Law Tribunal, if and when applicable;
- 1.6 "AIL Shares" means 2,16,34,702 (Two crore sixteen lakhs thirty four thousand seven hundred and two) equity shares of Rs. 5/- (Rupees Five) each of AIL in aggregate held by the Transferor Companies in AIL which represent approximately 24.42% of the fully paid up share capital of AIL and such additional equity shares which the Transferor Companies may acquire in AIL prior to the Effective Date;
- 1.7 "Record Date" means the date fixed by the Board of Directors or a Committee thereof of the Transferee Company for the purpose of determining the members of the Transferor Companies to whom New Equity Shares will be allotted pursuant to this Scheme.
- 1.8 "Scheme" or "the Scheme" or "this Scheme" means this Scheme of Amalgamation in its present form as submitted to the High Court with such modification(s), if any made, as per clause 19 of the Scheme, as approved or directed by the said Court or such other competent authority, as may be applicable;
- 1.9 "GSIPL" means Gogri & Sons Investments Private Limited, a company incorporated under the Act and having its registered office at Antariksha, 6th floor, Murar Road, Mulund, Mumbai - 400 080, Maharashtra;
- 1.10 "ALFPL" means Alchemie Leasing And Financing Private Limited, a company incorporated under the Act and having its registered office at Antariksha, 6th floor, Murar Road, Mulund (West), Mumbai - 400 080 ,Maharashtra;
- 1.11 "AHL" means Anushakti Holdings Limited, a company incorporated under the Act and having its registered office at Gala No. 202, Udyog Kshetra Industrial Premises, Co-op. Soc. Ltd., Plot No. 71, Nahur, LBS Marg, Mulund (W), Mumbai - 400 080, Maharashtra;
- 1.12 "ACDL" means Anushakti Chemicals and Drugs Limited, a company incorporated under the Act and having its registered office at Udyog Kshetra, 2nd Floor, LBS Marg, Mulund Goregaon Link Road, Mulund (West), Mumbai - 400 080, Maharashtra;
- 1.13 "Transferor Companies" means GSIPL, ALFPL, AHL and ACDL or any one or all of them as the context requires;

- 1.14 "Transferee Company" or "AIL" means Aarti Industries Limited, a company incorporated under the Act and having its registered office at Plot No. 801, 801/23 GIDC Estate, Phase III, Vapi 396 195, Gujarat;
- 1.15 Any reference in the Scheme to "upon the Scheme becoming effective" or "on the scheme becoming effective" or "effectiveness of the Scheme" shall mean the Effective Date.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

2. DESCRIPTION OF THE COMPANIES

- 2.1 GSIPL is a private limited company registered with the Reserve Bank of India as a non deposit taking non banking financial company. GSIPL is a promoter group company in AIL. Presently, GSIPL is engaged in the business of acquiring and holding investments in the shares of AIL for the purposes other than trading of such securities. As on the 31st March, 2014, GSIPL held 58,33,773 equity shares of Rs. 5/- each fully paid up being approximately 6.59% of the total share capital of AIL. The entire share capital of GSIPL is held by the promoters of GSIPL, who are *inter alia* also the promoters of AIL.
- 2.2 ALFPL is a private limited company registered with the Reserve Bank of India as a non deposit taking non banking financial company. ALFPL is a promoter group company in AIL. Presently, ALFPL is engaged in the business of acquiring and holding investments in the shares of AIL for the purposes other than trading of such securities. As on the 31st March, 2014, ALFPL held 51,84,098 equity shares of Rs. 5/- each fully paid up being approximately 5.85% of the total share capital of AIL. The entire share capital of ALFPL is held by the promoters of ALFPL, who are *inter alia* also the promoters of AIL.
- 2.3 AHL is a public limited company and was incorporated on 21st August, 2002 as a Private Limited Company under the name of Anushakti Chemicals and Drugs Private Limited. The Company was, later on, converted into Public Limited Company under the applicable provisions of the Companies Act, 1956 and consequently name was changed to Anushakti Chemicals and Drugs Limited on 28th July, 2004. The name of the Company was later changed to Anushakti Holdings Limited with effect from 30th August, 2011. AHL is an associate of and a promoter group company in AIL. Presently, AHL is engaged in the business of acquiring and holding investments in the shares of AIL for the purposes other than trading of such securities. As on the 31st March, 2014, AHL held 70,22,301 equity shares of Rs. 5/- each fully paid up being approximately 7.93% of the total share capital of AIL. Promoters/promoter group companies of AIL hold in aggregate approximately 40.81% in the share capital of AHL. AIL holds approximately 49% in the share capital of AHL.
- 2.4 ACDL is a public limited company and was incorporated on 25th August, 1992 under the name of Alchemie Drugs Pvt. Ltd. was converted into Public Company on 1st August, 1994. The name of the Company was changed to Aarti Healthcare Ltd. on 29th May, 2000. The name of the Company was later changed to Anushakti Chemicals and Drugs Limited with effect from 11th November, 2011. ACDL is an associate of and a promoter group company in AIL. Presently, ACDL is engaged in the business of acquiring and holding investments in the shares of AIL for the purposes other than trading of such securities. As on the 31st March, 2014, ACDL held 35,94,530 equity shares of Rs. 5/- each fully paid up being approximately 4.06% of the total share capital of AIL. Promoters/promoter group companies of AIL hold in aggregate approximately 40.37% in the share capital of ACDL. AIL holds approximately 49.59% in the share capital of ACDL.
- 2.5 AIL is a public limited company whose equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited. AIL is engaged, *inter alia*, in the business of manufacturing, buying, selling and exporting of chemicals covering Organic and Inorganic chemicals, Agro Chemicals, Bulk Pharmaceuticals and Speciality Chemicals. As on 31st March, 2014, the promoters of AIL, which *inter alia* also include promoters of the Transferor Companies, hold 60.88% of entire share capital of AIL and the remaining 39.12% of the share capital of AIL is held by the general public.

3. SHARE CAPITAL

3.1 The share capital of GSIPL as on 31st March, 2014 is as follows:

Particulars	Amount in Rupees (Rs.)
Authorised capital	
53,000 Equity Shares of Rs. 100/- each	53,00,000
Issued, subscribed and paid-up capital	
52,845 Equity Shares of Rs. 100/- each	52,84,500

Subsequent to the above balance sheet date and till the date of the Scheme being approved by the Board of Directors of GSIPL, there has been no change in the authorized, issued, subscribed and paid-up capital of GSIPL.

3.2 The share capital of ALFPL as on 31st March, 2014 is as follows:

Particulars	Amount in Rupees (Rs.)
Authorised capital	
4,30,000 Equity Shares of Rs. 10/- each	43,00,000
Issued, subscribed and paid-up capital	
4,20,060 Equity Shares of Rs. 10/- each	42,00,600

Subsequent to the above balance sheet date and till the date of the Scheme being approved by the Board of Directors of ALFPL, there has been no change in the authorized, issued, subscribed and paid-up capital of ALFPL.

3.3 The share capital of AHL as on 31st March, 2014 is as follows:

Particulars	Amount in Rupees (Rs.)
Authorised capital	
2,00,00,000 Equity Shares of Rs. 10/- each	20,00,00,000
Issued, subscribed and paid-up capital	
1,80,56,000 Equity Shares of Rs. 10/- each	18,05,60,000

Subsequent to the above balance sheet date and till the date of the Scheme being approved by the Board of Directors of AHL, there has been no change in the authorized, issued, subscribed and paid-up capital of AHL.

3.4 The share capital of ACDL as on 31st March, 2014 is as follows:

Particulars	Amount in Rupees (Rs.)
Authorised capital	
6,32,30,320 Equity Shares of Rs. 5/- each	31,61,51,600
Issued, subscribed and paid-up capital	
3,13,15,160 Equity Shares of Rs. 5/- each	15,65,75,800

Subsequent to the above balance sheet date and till the date of the Scheme being approved by the Board of Directors of ACDL, there has been no change in the authorized, issued, subscribed and paid-up capital of ACDL.

3.5 The share capital of AIL as on March 31, 2014 is as follows:

Particulars	Amount in Rupees (Rs.)
Authorised capital	
12,50,00,000 Equity Shares of Rs. 5/- each	62,50,00,000
Issued, subscribed and paid-up capital	
8,85,91,687 Equity Shares of Rs. 5/- each	44,29,58,435

Subsequent to the above balance sheet date and till the date of the Scheme being approved by the Board of Directors of AIL, there has been no change in the authorized, issued, subscribed and paid-up capital of AIL.

PART II

AMALGAMATION OF GSIPL, ALFPL, AHL, ACDL WITH AIL

4. RATIONALE FOR THE SCHEME

It is proposed to amalgamate GSIPL, ALFPL, AHL, ACDL i.e. the Transferor Companies into AIL by this Scheme, as a result of which the promoter shareholders of the Transferor Companies, who are *inter alia* also the promoters of AIL shall directly hold shares in AIL and the following benefits shall, *inter alia*, accrue to the Companies and to the respective shareholders and stakeholders of the Companies:

- (a) The merger will result in the promoter group of AIL directly holding shares in AIL, which will lead not only to simplification of the shareholding structure and reduction of shareholding tiers but also demonstrate the promoter group's direct commitment to and engagement with AIL.
- (b) There will be a positive impact on earnings per share of AIL to the extent that no equity shares would be issued by AIL in consideration of this Scheme to the extent of proportionate shareholding of AIL in the equity shares of AHL (i.e. approximately 49%) and ACDL (i.e. approximately 49.59%). Further, consequent reduction of capital of AIL would result in increased shareholders value in the long term.
- (c) The merger of the Transferor Companies with AIL will result in an increase in the public float of AIL, which will form part of public shareholding and not that of promoter group. That will in turn increase the trading stock of the shares of AIL.
- (d) Increase in the public float and trading stock of the shares of AIL will positively impact the liquidity of the shares of AIL.

5. TRANSFER AND VESTING

- 5.1 With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and whole of the undertaking(s) of the Transferor Companies including all the properties and assets, present or future or contingent or of whatsoever nature, if any, shall under the provisions of Section 391 and 394 of the Act and pursuant to the order of the High Court sanctioning this Scheme and without any further act or deed be transferred and/or deemed to be transferred to and vested with AIL so as to become the properties of AIL.
- 5.2 With effect from the Appointed Date and upon the Scheme becoming effective, all debts, liabilities, obligations, charges, liens, mortgages, contingent liabilities, taxes and duties of the Transferor Companies and other obligations of whatsoever nature, if any, shall under the provisions of Section 391 and 394 of the Act and pursuant to the order of the High Court sanctioning this Scheme and without any further act, instrument or deed be transferred or be deemed to be transferred to and vest in and be assumed by AIL so as to become the debts, liabilities, contingent liabilities, duties and obligations of AIL on the same terms and conditions as were applicable to the Transferor Companies.
- 5.3 Further, this clause of the Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under tax laws, including Section 2(1B) of the Income-tax Act, 1961 or any statutory modification(s), re-enactment(s) or amendment(s) thereof for the time being in force. If any term(s) or provision(s) of the Scheme is/are inconsistent with the provisions of Section 2(1B) of the Income tax Act, 1961, the provisions of Section 2(1B) of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modifications will, however, not affect the other clauses of the Scheme.
- 5.4 With effect from the Appointed Date and upon the Scheme becoming effective, subject to applicable law, any statutory licenses, permissions, approvals, registration and/or consents, if any, held by the Transferor Companies shall stand vested in AIL (save and except as otherwise specified in this Scheme) without any further acts, deeds, matters or things and shall be appropriately registered with the statutory authorities concerned in favour of the AIL. The benefit of all statutory and regulatory licenses, permissions, approvals, registration of the Transferor Companies shall vest in and become available to the AIL pursuant to the Scheme. Provided that any statutory

licenses, permissions, approvals, registration and/or consents held by the Transferor Companies that are not required by AIL will, if required by applicable laws, be cancelled or surrendered by the Transferor Companies and/or AIL.

6. CONSIDERATION

6.1 Upon the Scheme becoming effective and consequent amalgamation of the Transferor Companies with AIL in terms of this Scheme, AIL shall, subject to the provisions of sub-clause 6.2, without any application or deed, issue and allot equity shares, credited as fully paid up, in consideration of this Scheme, to the extent indicated below, to the members of the Transferor Companies holding fully paid-up equity shares of the Transferor Companies and whose names appear in the Register of Members of the Transferor Companies on the Record Date, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferor Companies and/or AIL in the following proportions:

- (i) 58,33,773 fully paid up equity shares of Rs. 5/- each of AIL shall be issued and allotted as are held by GSIPL in AIL on 1st April, 2014 i.e. 58,33,773 fully paid up equity shares of Rs. 5/- each to all the equity shareholders of GSIPL collectively, in proportion to the number of equity shares held by them in GSIPL;
- (ii) 51,84,098 fully paid up equity shares of Rs. 5/- each of AIL shall be issued and allotted as are held by ALFPL in AIL on 1st April, 2014 i.e. 51,84,098 fully paid up equity shares of Rs. 5/- each to all the equity shareholders of ALFPL collectively, in proportion to the number of equity shares held by them in ALFPL;
- (iii) 35,81,743 fully paid up equity shares of Rs. 5/- each of AIL shall be issued and allotted in consideration of this Scheme, upon cancellation of 70,22,301 fully paid up equity shares of Rs. 5/- each of AIL held by AHL in AIL on 1st April, 2014 to all the equity shareholders (other than AIL) of AHL collectively, in proportion to the number of equity shares held by them in AHL (i.e. approximately 49%);
- (iv) 18,12,009 fully paid up equity shares of Rs. 5/- each of AIL shall be issued and allotted in consideration of this Scheme, upon cancellation of 35,94,530 fully paid up equity shares of Rs. 5/- each of AIL held by ACDL in AIL on 1st April, 2014 to all the equity shareholders (other than AIL) of ACDL collectively, in proportion to the number of equity shares held by them in ACDL (i.e. approximately 49.59%);
- (v) In the event the Transferor Companies hold more than 2,16,34,702 fully paid up equity shares of Rs. 5/- each held in AIL in aggregate as on 1st April, 2014, without incurring any additional liability, such additional number of equity shares of AIL, if any, shall be issued and allotted in consideration of this Scheme, as may be held by the Transferor Companies in AIL, upon cancellation thereof, in addition to 2,16,34,702 equity Shares held by the Transferor Companies in AIL in aggregate on 1st April, 2014, excluding such number of additional equity shares of AIL as are held by AHL and ACDL to the extent of proportionate shareholding of AIL in the equity shares of AHL (i.e. approximately 49%) and ACDL (i.e. approximately 49.59%) to all the equity shareholders (other than AIL) of the respective Transferor Companies collectively, in proportion to the number of equity shares held by them in the respective Transferor Companies;

(New equity shares to be issued as above are hereinafter referred to as "New Equity Shares")

It is clarified that any positive net assets of the Transferor Companies as on the Appointed Date including all taxes paid and/or refunds/credits/claims receivable by the Transferor Companies, net of any adjustment(s) of any demand or liability thereof, if any, in respect of period prior to the Appointed Date, other than the investment in the AIL Shares, will not affect/alter the share exchange ratio as provided above and shall be treated as the asset or refunds/credit/claims, as the case may be, of the Transferee Company.

- 6.2 No equity shares would be issued by AIL in consideration of this Scheme upon cancellation of equity shares of Rs. 5/- each of AIL held by AHL and ACDL to the extent of proportionate shareholding of AIL in the equity shares of AHL (i.e. approximately 49%) and ACDL (i.e. approximately 49.59%).
- 6.3 The new Equity Shares issued and allotted pursuant to the sub-clause 6.1 would be deemed to be issued and allotted from the Appointed Date for all purposes.
- 6.4 The New Equity Shares to be issued to the members of the Transferor Companies as per sub-clause 6.1 shall be subject to the Memorandum of Association and Articles of Association of AIL. The New Equity Shares shall rank *pari-passu* in all respects, including dividend, with the existing equity shares of AIL.

- 6.5 In respect of fractional entitlement to a shareholder, the same shall be rounded to the nearest integer.
- 6.6 Upon New Equity Shares being issued and allotted by AIL to the members of the Transferor Companies in accordance with sub-clause 6.1 above, the investment held by the Transferor Companies in the equity share capital of AIL i.e. AIL Shares shall, without any further application, act, instrument or deed stand cancelled.
- 6.7 The shares or the share certificates, if any, in relation to the equity shares held by the Transferor Companies in AIL shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect, and the shares held by the Transferor Companies in dematerialized form shall be extinguished, on and from such issue and allotment of New Equity shares.
- 6.8 The New Equity Shares to be issued by AIL shall be issued in dematerialized form by AIL. The members of the Transferor Companies shall be required to have an account with a depository participant and shall be required to provide details thereof to AIL as may be required.
- 6.9 The New Equity Shares of AIL shall be listed and/or admitted to trading on the National Stock Exchange of India Limited and the BSE Limited and on such other stock exchanges on which the existing equity shares of AIL are Listed at that time ("Stock Exchanges"). AIL shall enter into such arrangements and give such confirmations and/or undertakings as may be, necessary in accordance with the applicable laws or regulations for complying with the formalities of the Stock Exchanges. On such formalities being fulfilled the Stock Exchanges shall list and/or admit the New Equity Shares for purpose of trading.
- 6.10 AIL shall, if and to the extent required, apply for and obtain any approvals from concerned regulatory authorities for the issue and allotment by AIL of New Equity Shares to the members of the Transferor Companies in terms of and under the Scheme.
- 6.11 The issue and allotment of New Equity Shares to the members of the Transferor Companies pursuant to the sub-clause 6.1 above is an integral part of this Scheme.
- 6.12 The approval of this Scheme by the members of the Transferor Companies shall be deemed to be due compliance with the applicable provisions of the Act including Section 62(1)(c) of the Companies Act, 2013, if applicable, for the issue and allotment of New Equity Shares by AIL to the members of the Transferor Companies, as provided in the Scheme and for this purpose no separate resolution under applicable provisions of the Act shall be required to be passed by the shareholders of the Transferee Company.

7. CANCELLATION OF EQUITY SHARES OF AIL HELD BY THE TRANSFEROR COMPANIES

- 7.1 On the Scheme becoming effective and with effect from the Appointed Date, the investment held by the Transferor Companies in the equity share capital of AIL shall stand cancelled. Accordingly, the share capital of AIL shall stand reduced to the extent of face value of shares held by the Transferor Companies in AIL and so cancelled.
- 7.2 Such reduction of share capital of AIL as provided in Sub-clause 7.1 above shall be effected as an integral part of the Scheme and the Orders of the Court sanctioning the Scheme shall be deemed to be an Order under Section 102 of the Companies Act, 1956 and provisions, of the Companies Act, 2013, if applicable, confirming such reduction of share capital of AIL and no separate sanction under the Sections 100 to 103 and other applicable provisions of the Act will be necessary. AIL shall not be required to add the words "and reduced" as a suffix to its name consequent upon such reduction.

8. MERGING OF AUTHORISED SHARE CAPITAL

- 8.1 Upon the Scheme coming into effect, the authorised share capital of all the Transferor Companies of Rs. 52,57,51,600/- (Rupees Fifty two crore fifty seven lakh fifty one thousand six hundred only) shall stand combined/consolidated with the authorised share capital of AIL and the authorised share capital of AIL shall, without any further act, deed or action, stand increased, post amalgamation, to Rs. 115,07,51,600/- (Rupees One hundred fifteen crore seven lakh fifty one thousand six hundred only) and such increased authorised share capital be divided into 23,01,50,320 equity shares of Rs. 5/- (Rupees Five only) each.

- 8.2 Clause V of the Memorandum of Association of AIL shall be amended by deleting the clause and replacing it by the following:

“The Authorised share capital of the Company is Rs. 115,07,51,600/- (Rupees One hundred fifteen crore seven lakh fifty one thousand six hundred only) divided into 23,01,50,320 equity shares of Rs. 5/- (Rupees Five only) each. Any shares of the original or increased capital may, from time to time be issued with such terms, conditions, restrictions and guarantees, or any rights of preference whether in respect of dividend or of repayment of capital or both or any other special privileges or advantage over any shares previously issued or then about to be issued, or with deferred or qualified rights to any provisions or conditions and with any special rights or limited rights, or without any rights of voting and generally on such terms as the Company may from time to time determine. The rights of the holders of any class of shares, for the time being forming part of the capital of the Company, may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three fourths of the issued shares of the class or with the sanction of a special Resolution passed at a separate meeting of the holders of those shares.”

- 8.3 It is hereby clarified that this increase in authorised share capital of AIL shall be effected as an integral part of this Scheme without any further act or deed on the part of AIL and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment. AIL shall not be obliged to follow the procedure or filing as required under Section 13, 61 or any other applicable provisions of the Companies Act, 2013. It is further clarified that no registration fee and stamp duty shall be payable by AIL on account of this amendment or merging of authorised share capital.

9. CONDUCT OF BUSINESS TILL THE EFFECTIVE DATE

- 9.1 With effect from the Appointed Date and up to and including the Effective Date, the Transferor Companies shall carry on its business with utmost prudence for and on behalf of and in trust of AIL.
- 9.2 With effect from the Appointed Date and up to and including the Effective Date, the Transferor Companies shall not sell, transfer or alienate, charge, mortgage or encumber or otherwise deal with or dispose of any of its undertaking(s) or any part thereof save and except in each case:
- (a) if the same is in the ordinary course of business of the Transferor Companies as carried on by the Transferor Companies as on the date of filing this Scheme with the High Court; or
 - (b) if the same is expressly permitted by this Scheme; or
 - (c) if the prior written consent of the Board of Directors of AIL has been obtained.

Notwithstanding the above, the Transferor Companies will not, in any event, transfer or otherwise dispose of or create any form of encumbrance in any manner over the equity shares held by the Transferor Companies in AIL.

- 9.3 Upon the Scheme becoming effective, all the contracts or arrangements, if any, entered into by the Transferor Companies with its shareholders relating to the operations and management of the Transferor Companies, if any, shall be deemed to be terminated qua the Transferor Companies and all the rights and obligations of the shareholders of the Transferor Companies qua Transferor Companies under such shareholders or other contracts or arrangement and any obligations of the Transferor Companies towards its shareholders shall get extinguished.

For the avoidance of doubts, it is clarified that there are no outstanding claims or liabilities owed against any of the Transferor Companies by any of its respective shareholders, in relation to the aforementioned shareholders agreements or other contracts or arrangements with its shareholders, if any.

- 9.4 Subject to sub-clause 9.5 of this Scheme, any income and other available cash (including money market or mutual fund investments, fixed deposits with banks etc., if any) of the Transferor Companies shall be utilized in accordance with clause 10 of this Scheme.
- 9.5 Any income, profits or other funds of the Transferor Companies will first be utilized to meet any current or expected liabilities of the Transferor Companies, including any tax liabilities, if any, before they are utilized for other purposes, including but not limited to, utilization in accordance with clause 10 of this Scheme.

- 9.6 Save and except as otherwise specified in this Scheme, any income or profit accruing or arising to the Transferor Companies or expenditure or losses arising or incurred or suffered by the Transferor Companies pertaining to the businesses and undertaking(s) of the Transferor Companies from the Appointed Date till the Effective Date shall for all purposes be treated as the income or profits or losses or expenditures as the case may be of AIL. All Taxes (including Income Tax, Service Tax, Value Added Tax etc.) or liabilities paid or payable by the Transferor Companies in respect of the operations and/or the profits of the business before the Appointed Date shall be on account of the Transferor Companies and/or promoter shareholders of the Transferor Companies only. All Taxes (including Income Tax, Service Tax, Value Added Tax etc.), paid or payable, whether by way of deduction at source, advance tax or otherwise, by the Transferor Companies, in respect of the profits or activities or operations of business after the Appointed Date, the same shall be deemed to be paid or payable on behalf of AIL and shall, in all proceedings, be dealt with accordingly.
- 9.7 With effect from the Appointed Date and upto and including the Effective Date, in the event AIL distributes dividend (including interim dividend) or issues bonus shares or offers rights shares to its shareholders, the Transferor Companies shall be entitled to receive such dividend and bonus shares, and subscribe to such rights shares offered by AIL subject to sub-clause 6.2 of this Scheme.

10. DIVIDEND/ACQUISITION OF ADDITIONAL SHARES OF AIL

- 10.1 Until the Effective Date, the Transferor Companies may utilize its income/available cash, if any, for the following purposes:
- (a) for declaration or payment of dividend, whether interim or final, to its shareholders; and/or
 - (b) for further acquisition of equity shares of AIL, including by way of purchases on floor of Stock Exchanges; and/or
 - (c) for meeting its expenses or liabilities in the ordinary course of business or for the purposes specified in the Scheme.
- 10.2 Until the Effective Date, the holders of shares of the respective Transferor Companies shall, save as expressly provided otherwise in the Scheme, continue to enjoy their existing rights under the Articles of Association of the respective Transferor Companies including the right to receive dividends.
- 10.3 It is clarified that the aforesaid provisions in respect of declaration of dividends and/or further acquisition of equity shares of AIL, including by way of purchases on floor of Stock Exchanges are enabling provisions only and shall not be deemed to confer any right on any member of the Transferor Companies to demand or claim dividend which, subject to the provisions of the Act, shall be entirely at the discretion of the Board of Directors of the Transferor Companies.
- 10.4 It is clarified that upon amalgamation of the Transferor Companies with AIL in terms of this Scheme, AIL will issue and allot such additional number of equity shares of AIL to the equity shareholders (other than AIL) of the Transferor Companies as on the Record Date in accordance with sub-clause 6.1 of the Scheme, in lieu of the additional equity shares of AIL, if any, acquired by the Transferor Companies in accordance with sub-clause 10.1 of the Scheme. Further, such additional shares of AIL, if any, acquired by the Transferor Companies in accordance with sub-clause 10.1 of the Scheme shall also stand cancelled upon amalgamation of the Transferor Companies with AIL in accordance with the sub-clause 7.1 of the Scheme and issuance of New Equity Shares by AIL to the equity shareholders (other than AIL) of the Transferor Companies as on the Record Date, in accordance with the sub-clause 6.1 of the Scheme.

11. EMPLOYEES

Upon the Scheme becoming effective, all staff, workmen and permanent employees of the Transferor Companies, if any, who are in service on the Effective Date shall be deemed to have become staff, workmen and employees (as the case may be) of AIL with effect from the Appointed Date without any break or interruption in their service, on same terms and conditions on which they are engaged as on the Effective Date and the terms and conditions of their employment with AIL shall in no event be less favourable than those applicable to them with reference to the Transferor Companies on the Effective Date.

12. CONTRACTS, DEEDS, RESOLUTIONS ETC.

Subject to other provisions contained in this Scheme all contracts, deeds, understandings, bonds, guarantees, agreements, instruments and writings and benefits of whatsoever nature, if any, to which the Transferor Companies are parties and subsisting or having effect on the Effective Date, shall remain in full force and effect against or in favour of AIL and may be enforced by or against AIL as fully and effectually as if, instead of the Transferor Companies, AIL had been a party thereto.

13. LEGAL PROCEEDINGS

13.1 If any suit, appeal or other proceedings of whatsoever nature by or against the Transferor Companies are pending, the same shall not abate or be discontinued or be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with AIL or anything contained in this Scheme, but the said suit, appeal, or other legal proceedings, as the case maybe, may be continued, prosecuted and enforced, as the case may be, by or against AIL and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Companies, as if this Scheme has not been made. In the event that the legal proceedings referred to herein require the Transferor Companies and/or AIL to be jointly treated as parties thereto, AIL shall be added as party to such proceedings.

13.2 On and from the Effective Date, AIL may, if required, initiate any legal proceedings in relation to the rights, title, interest, obligations or liabilities or any nature whatsoever, whether under contract or law or otherwise, of the Transferor Companies and to the same extent as would or might have been initiated by the Transferor Companies.

14. ACCOUNTING TREATMENT

14.1 The Transferee Company shall abide by the Accounting Standard (AS) - 14 issued by The Institute of Chartered Accountants of India and/or as prescribed and applicable under the Act.

14.2 All assets and liabilities recorded in the books of the Transferor Companies shall be recorded by the Transferee Company at their respective book values as appearing in the books of the Transferor Companies on the Appointed Date using the pooling of interest method.

14.3 The equity shares of the Transferee Company held by the Transferor Companies shall get cancelled in accordance with sub-clause 7.1 of the Scheme and as a result the equivalent share capital of the Transferee Company and the book value of investments held by the Transferor Companies in the Transferee Company recorded as per sub-clause 14.2 above shall stand cancelled.

14.4 The face value of New Equity Shares issued by the Transferee Company pursuant to sub-clause 6.1 shall be credited to the share capital account of the Transferee Company.

14.5 The difference between the value of net assets of the Transferor Companies transferred to AIL and recorded as per sub-clause 14.2 above, and the consideration issued by AIL (pursuant to sub-clause 6.1 above) shall be adjusted in reserves as per AS 14.

14.6 The difference (if any) between the book value of investments held by the Transferor Companies in the equity share capital of AIL cancelled pursuant to sub-clause 14.3 above and the face value of corresponding equity share capital of AIL shall be first adjusted against the permissible Capital Reserve(s) of the combined entity and the balance (if any) shall be adjusted against all other reserves as deemed appropriate by the management of the Transferee Company subject to sub-clause 14.1 above.

15. INDEMNITY BY SHAREHOLDERS OF THE TRANSFEROR COMPANIES

The shareholders of the Transferor Companies shall indemnify and hold harmless AIL and its directors, officers, representatives, partners, employees and agents (collectively, the "Indemnified Persons") for losses, Liabilities, costs, charges, expenses (whether or not resulting from third party claims), including those paid or suffered pursuant to any actions, proceedings, claims and including interests and penalties discharged by the Indemnified Persons which may devolve on Indemnified Persons on account of amalgamation of the Transferor Companies into AIL but would not have been payable by such Indemnified Persons otherwise, in the form and manner as may be agreed amongst AIL and the promoter shareholders of the Transferor Companies pro-rata and in the proportion of their respective shareholding in the Transferor Companies.

16. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the assets, liabilities and obligations appertaining/relating to the Transferor Companies, pursuant to this Scheme, and the continuance of the proceedings by or against AIL, under clause 13 hereof shall not affect any transactions of proceedings already completed by the Transferor Companies, on and after the Appointed Date to the end and intent that AIL accepts all acts, deeds, matters and things done and executed by and/or on behalf of the Transferor Companies, as acts, deeds and things done and executed by and on behalf of AIL.

17. DISSOLUTION OF THE TRANSFEROR COMPANIES

On the Scheme becoming effective, the Transferor Companies shall be dissolved without being wound up on such terms and conditions as the Court may direct or determine.

PART III GENERAL TERMS AND CONDITIONS

18. APPLICATION TO THE HIGH COURT

The Transferor Companies and the Transferee Company shall, with all reasonable dispatch, make applications petitions to the High Court of Judicature of Bombay and/or High Court of Gujarat at Ahmedabad and/or any other appropriate/competent authority for sanctioning the Scheme under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions, if any, of the Act, for an order or orders thereof for carrying the Scheme into effect and for dissolution of the Transferor Companies.

19. MODIFICATIONS/AMENDMENTS TO THE SCHEME

19.1 The Transferor Companies and the Transferee Company by their respective Board of Directors (the "Board"), which term shall include any duly constituted committee thereof), may assent to/make and/or consent to any modifications/amendments to the Scheme or to any conditions or limitations that the High Court and/or any other authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board). The Transferor Companies and the Transferee Company by their respective Board be and are hereby authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions of law or otherwise whether by reason of any directive or orders of any other authorities or otherwise however arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

19.2 The term 'any other authority' referred to in sub-clause 19.1 above, shall specifically include the Stock Exchanges with which the shares of the Transferee Company are listed and with which the Transferee Company shall file a copy of the Scheme under sub-clause (f) of Clause 24 of the Listing Agreement of the respective Stock Exchanges.

19.3 If any part of this Scheme hereof is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any of the Companies or their respective shareholders or creditors, in which case the Scheme will be modified to such extent, as will best preserve for the them the benefits and obligations of the Scheme, including but not limited to such part.

19.4 In the event that any conditions imposed by the Court or any other authority are found unacceptable for any reason whatsoever by all or any of the Companies, then all or any of such Companies shall be entitled to withdraw from this Scheme in which event no rights and liabilities whatsoever shall accrue to or be incurred inter se to or by the companies or any of them.

20. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

- 20.1 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Transferor Companies and the Transferee Company, in terms with the applicable provisions of the Act and guidelines issued by SEBI, as amended and updated from time to time, and, as may be considered necessary to give effect to Scheme and/or as may be directed by the High Court or any other appropriate authority as may be applicable except to the extent as may be waived by the Court and or any other competent authority as may be applicable. It is hereby clarified that the Transferee Company will provide for voting by public shareholders through postal ballot and e-voting and that the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
- 20.2 The sanction of this Scheme by the High Court or any other appropriate authority under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions, if any, of the Act in favour of the Transferor Companies and the Transferee Company.
- 20.3 Certified or authenticated copy of the orders of the High Court sanctioning the Scheme being filed with the Registrar of Companies by the Transferor Companies and the Transferee Company.
- 20.4 The requisite, consent, approval or permission of statutory or regulatory authorities, if any, which by law may be necessary for the implementation of this Scheme, being obtained, including approvals as may be required from any other authority as referred in Sub-clause 19.2 above.

21. EFFECT OF NON RECEIPT OF APPROVALS

In the event any of the said sanctions and approvals referred to in clause 21 not being obtained and/or the Scheme not being sanctioned by the High Court or such other appropriate authority, if any, this Scheme shall stand revoked, cancelled and be no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as if specifically provided in the Scheme or as may otherwise arise in law and agreed between some or all of the respective parties to this Scheme.

22. COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any, arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne and paid by the Transferor Companies. In case the amount of costs, charges and taxes is in excess of the cash available with the Transferor Companies, such excess amount shall be borne by the promoter shareholders of the Transferor Companies pro-rata and in the proportion of their respective shareholding in the respective Transferor Companies. No costs, charges, taxes pertaining to the Scheme shall be borne by AIL.

23. DIFFERENCES

In case any doubt or difference or issue (in relation to the Scheme) arises between the Transferor Companies and AIL, any of their shareholders, creditors, employees or persons, entitled to or claiming any right to any New Equity Shares in AIL or as to the interpretation of any term of the Scheme or implementation of this Scheme, after the Scheme becomes effective, then the Board of Directors of AIL shall resolve all such disputes and its decision shall be final and binding on all concerned.



STRICTLY PRIVATE & CONFIDENTIAL

May 30, 2014

To,

The Board of Directors
Aarti Industries Limited
Plot Nos. 801, 801/23,
GIDC Estate, Phase III,
Vapi – 396 195,
Dist. Valsad,
Gujarat

The Board of Directors
Gogri & Sons Investments Private Limited
6th Antariksha Murar Road,
Mulund,
Mumbai – 400 080

The Board of Directors
Alchemie Leasing & Financing Private Limited
6th Antariksha Murar Road,
Mulund,
Mumbai – 400 080

The Board of Directors
Anushakti Holdings Limited
Gala No. 202,
Udyog Kshetra Industrial Premises
Cooperative Society Limited,
P.No.71, Nahur,
LBS Marg, Mulund (W),
Mumbai – 400 080

The Board of Directors
Anushakti Chemicals & Drugs Limited
6 Udyog Kshetra,
Mulund Goregaon Link Road,
Mulund West,
Mumbai – 400 080

Sub: Fairness Opinion in connection with the proposed amalgamation of Alchemie Leasing & Financing Private Limited, Gogri & Sons Investments Private Limited, Anushakti Holdings Limited and Anushakti Chemicals & Drugs Limited with Aarti Industries Limited under a Scheme of Amalgamation.

Dear Sir(s),

We refer to our discussion wherein the management of Aarti Industries Limited (hereinafter referred to as "AIL" or 'Company') has requested Fortress Capital Management Services Private Limited ('us') to give a fairness opinion in connection with the proposed amalgamation of Alchemie Leasing & Financing Private Limited (ALFPL), Gogri & Sons Investments Private Limited (GSIPL), Anushakti Holdings Limited (AHL) and Anushakti Chemicals & Drugs Limited (ACDL) (hereinafter together referred to as "companies") with Aarti Industries Limited under a Scheme of Amalgamation.

1. BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT

- 1.1 Aarti Industries Limited** (hereinafter referred to as "AIL" or 'Company') is engaged in the business of manufacturing, buying, selling and exporting of chemicals covering

Page 1 of 5

FORTRESS CAPITAL MANAGEMENT SERVICES PVT. LTD.

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Organic and Inorganic chemicals, Agro Chemicals, Bulk Pharmaceuticals and Speciality Chemicals.

The shares of AIL are listed on National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

- 1.2 **Alchemie Leasing & Financing Private Limited** is a private limited company registered with the Reserve Bank of India as a non-deposit taking non-banking financial company. ALFPL is a promoter group company of AIL. Presently, ALFPL is engaged in the business of acquiring and holding investments in the shares of AIL for the purposes other than trading of such securities.
- 1.3 **Gogri & Sons Investments Private Limited** is a private limited company registered with the Reserve Bank of India as a non-deposit taking non-banking financial company. GSIPL is a promoter group company of AIL. Presently, GSIPL is engaged in the business of acquiring and holding investments in the shares of AIL for the purposes other than trading of such securities.
- 1.4 **Anushakti Holdings Limited** is a public limited company and was incorporated on August 21, 2002 as a Private Limited Company under the name of Anushakti Chemicals and Drugs Private Limited. AHL was, later on, converted into Public Limited Company under the applicable provisions of the Companies Act, 1956 and consequently name was changed to Anushakti Chemicals and Drugs Limited on July 28, 2004. The name to AHL was changed with effect from August 30, 2011. AHL is an associate of and a promoter group company in AIL. AHL has been engaged in the business of manufacturing of Chloro Benzene and Nitro Chloro Benzene and had also invested in realty related projects.
- 1.5 **Anushakti Chemicals & Drugs Limited** is a public limited company and was incorporated on August 25, 1992 under the name of Alchemie Drugs Private Limited which was converted into Public Company on August 13, 1994. The name ACDL came into effect from November 11, 2011. ACDL is an associate of and a promoter group company in AIL. ACDL had been engaged in manufacturing of various Chemicals with manufacturing units at Bhachau in the State of Gujarat, Tarapur and Dombivli in the State of Maharashtra.
- 1.6 We have been informed that the Board of Directors of the Company is considering a proposal for amalgamation of ALFPL, GSIPL, AHL and ACDL with AIL with effect from appointed Effective Date.
- 1.7 As per the Scheme of Amalgamation we understand that in order to simplify the shareholding structure of AIL and reduce shareholding tiers for the promoters of AIL, it is proposed that ALFPL, GSIPL, AHL and ACDL will amalgamate with AIL in accordance with the provisions of Sections 391 to 394 read with sections 100 to 103 of the Companies Act.

Page 2 of 5



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- 1.8 We also understand that no equity shares would be issued by AIL to the extent of proportionate shareholding of AIL in the equity shares of AHL and ACDL and the same will stand cancelled.
- 1.9 We have also been informed that as of the Effective Date, ALFPL, GSIPL, AHL and ACDL will not have any Net Assets on its books other than the AIL Shares. The Net Assets (other than investments in the AIL Shares) of ALFPL, GSIPL, AHL and ACDL prior to the Effective Date will be utilized to meet the costs, fees and expenses in relation to the proposed merger and/or payment of any dividend and/or for further acquisition of equity shares of AIL, including by way of purchases on floor of Stock Exchanges.
- 1.10 The Shareholders of ALFPL, GSIPL, AHL and ACDL will continue to remain the ultimate owners of AIL in the same ratio as before the amalgamation
- 1.11 In this regard., M/s SSPA & Co. Chartered Accountants (hereinafter defined as "Valuer"), was appointed by AIL to issue a report in connection with the proposed amalgamation of ALFPL, GSIPL, AHL and ACDL with AIL.
- 1.12 Accordingly, AIL has appointed us to give a fairness opinion in connection with the proposed amalgamation of ALFPL, GSIPL, AHL and ACDL with AIL under the Scheme of Amalgamation.
- 1.13 The information contained in our report herein is confidential. It is intended only for the sole use of captioned purpose including for obtaining the requisite statutory approvals.

2. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

- (a) Audited Balance Sheet of ALFPL, GSIPL, AHL and ACDL as on March 31, 2014.
- (b) Draft Scheme of Amalgamation under section 391 to 394 read with Sections 100 to 103 and other applicable provisions of the Companies Act, 1956.
- (c) Report dated May 30, 2014 issued by Valuer.
- (d) Such other information and explanations as we required and which have been provided by the management of ALFPL, GSIPL, AHL, ACDL, AIL and Valuer.

3. EXCLUSIONS AND LIMITATIONS

- 3.1 Our conclusion is based on the information furnished to us being complete and accurate in all material respects. We have relied upon the historical financials and the information and representations furnished to us without carrying out any audit or other tests to verify its accuracy with limited independent appraisal.
- 3.2 We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies.





- 3.3 Our work does not constitute verification of historical financials or including the working results of the companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.
- 3.4 Our opinion is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the Scheme or any matter related therein.
- 3.5 Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this Opinion shall be limited to amount of fees received for rendering this Opinion as per out engagement with AIL.
- 3.6 Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.
- 3.7 We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.
- 3.8 We do not express any opinion as to the price at which shares of the resulting company may trade at any time, including subsequent to the date of this opinion.
- 3.9 This certificate has been issued for the sole purpose to facilitate the companies to comply with clause 24(f) and 24(h) of the Listing Agreement and SEBI Circular No CIR/CFD/DIL/5/2013 dated 4 February 2013 and CIR/CFD/DIL/8/2013 dated 21 May 2013 and it shall not be valid for any other purpose.

4. CONCLUSION

On the basis of the foregoing, the following exchange ratio recommended by the Valuer is fair:

- a) 51,84,098 equity shares of AIL (face value of INR 5 each) to be issued and allotted to the equity share holders of ALFPL in proportion of their holdings in ALFPL;
- b) 58,33,773 equity shares of AIL (face value of INR 5 each) to be issued and allotted to the equity share holders of GSIPL in proportion of their holdings in GISPL;
- c) 35,81,743 equity shares of AIL (face value of INR 5 each) to be issued and allotted to the equity share holders of AHL (other than AIL) in proportion of their holdings in AHL; and
- d) 18,12,009 equity shares of AIL (face value of INR 5 each) to be issued and allotted to the equity share holders of ACDL (other than AIL) in proportion of their holdings in ACDL.

Page 4 of 5



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Further In case ALFPL, GSIPL, AHL and ACDL acquires additional shares of AIL before the Effective Date without incurring additional liability following percentage of such additional shares acquired would be issued and allotted to the equity share holders of ALFPL, GSIPL, AHL (other than AIL) and ACDL (other than AIL), in proportion of their holdings in ALFPL, GSIPL, AHL and ACDL.

Name of the Company	%
ALFPL	100%
GSIPL	100%
AHL	51.00526%
ACDL	50.41017%

Thanking you,

Yours faithfully,

For Fortress Capital Management Services Pvt. Ltd.

[Handwritten Signature]

Authorized Signatory

Place: Mumbai

SEBI Registration No.: INM000011146



Page 5 of 5

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AARTI INDUSTRIES LIMITED

CIN: L24110GJ1984PLC007301

Regd. Office: Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195

Tel.: 91-22-6797 6666 Fax: 91-22-2590 4806

Email: investorrelations@aartigroup.com • Website: www.aartigroup.com

Date: 01/09/2014

COMPLAINT REPORT

Part A

Sr. No.	Particulars	Number
1.	Number of Complaints received directly	Nil
2.	Number of Complaints forwarded by stock exchange	Nil
3.	Total Number of Complaints Comments received (1-2)	Nil
4.	Number of Complaints received	Nil
5.	Number of Complaints pending	Nil

Part B

Sr. No.	Name of the Complainant	Date of Complaint	Status (Resolved/Pending)
1.	–	–	–
2.	–	–	–

For Aarti Industries Ltd.

Sd/-

Rajendra V. Gogri

Chairman and Managing Director

Notes:

- 1) The Company has not received any complaints with respect to the draft Scheme.
- 2) The above report was filled by the Company with the Stock Exchanges on 1st September, 2014.

Ref: NSE/LIST/3626

November 17, 2014

The Company Secretary,
Aarti Industries Limited
222, Udyog Kshetra
L.B.S. Marg
Mulund-Goregaon Link Rd, Mulund(W)
Mumbai - 400080

Kind Attn: Ms. Mona Patel

Dear Madam,

Sub.: Observation letter for Draft Scheme of Amalgamation between Gogri & Sons Investments Private Limited and Alchemie Leasing & Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemical & Drugs Limited and Aarti Industries Limited and Their Respective Shareholders

This has reference to Draft Scheme of Amalgamation between Gogri & Sons Investments Private Limited and Alchemie Leasing & Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemical & Drugs Limited and Aarti Industries Limited and Their Respective Shareholders submitted to NSE vide your letter dated August 04, 2014.

Based on our letter reference no Ref: NSE/LIST/249951-A submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013. SEBI has vide letter dated November 12, 2014 has given following comments on the draft scheme of Arrangement:

- a) Additional information submitted by the company, AIL, after filing the scheme with the stock exchange viz. (i) Revised draft scheme of arrangement (ii) Revised shareholding pattern of GSIPL, ALFPL, AHL and ACDL (iii) Revised Pre Scheme shareholding pattern and Post scheme shareholding pattern of AIL submitted vide email dated October 04, 2014 is displayed from the date of receipt of this letter on the website of the listed company.
- b) The company shall duly comply with various provisions of the Circulars.

Accordingly, we do hereby convey our 'No-Objection' with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the Scheme with the Hon'ble High Court.

However, the Exchange reserves its right to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.



The validity of this "Observation Letter" shall be six months from November 17, 2014, within which the scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013.

Yours faithfully,
For National Stock Exchange of India Limited

Kamlesh Patel
Manager

This Document is Digitally Signed



Signer : Patel Kamlesh
Date: Mon, Nov 17, 2014 16:44:20 IST
Location: NSE

DCS/AMAL/JS/24(f)/206/2014-15

November 14, 2014

The Company Secretary
Aarti Industries Ltd
Plot Nos. 801, 801/23,
GIDC Estate, Phase III,
Vapi – 396 195
Gujarat.

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Amalgamation between Gogri & Sons Investments Pvt Ltd & Alchemie Leasing & Financing Pvt Limited & Anushakti Holdings Limited & Anushakti Chemicals & Drugs Limited with Aarti Industries Ltd.

We are in receipt of Scheme of Amalgamation between Gogri & Sons Investments Pvt Ltd & Alchemie Leasing & Financing Pvt Limited & Anushakti Holdings Limited & Anushakti Chemicals & Drugs Limited with Aarti Industries Ltd.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated November 12, 2014, 2014 given the following comment(s) on the draft scheme of arrangement:

- *Company to ensure that additional information, submitted by the Company, AIL, after filing the scheme with the stock exchange viz. (i) Revised Draft Scheme of Arrangement (ii) Revised share holding pattern including of GSIPL, ALFPL, AHL & ACDL (iii) Revised Pre shareholding pattern & Post shareholding pattern of AIL submitted vide email dated October 04, 2014 is displayed from the date of receipt of this letter on the websites of the listed company.*
- *The company shall duly comply with various provisions of the Circulars.*

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

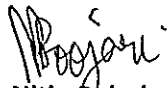
Further, you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit; and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

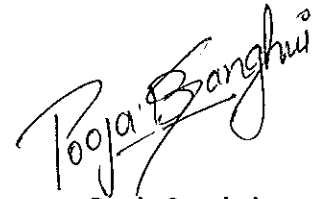
The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Status of compliance with the Observation Letter/s of the stock exchanges;
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of this Circular.

Yours faithfully,


Nitin Rujari
Manager


Pooja Sanghvi
Asst. Manager

**IN THE HIGH COURT OF GUJARAT AT AHMEDABAD
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. 329 OF 2014**

In the matter of the Companies Act, 1956;
AND
In the matter of Sections 391 to 394 read with Sections 100 to 103 of
the Companies Act, 1956;
AND
In the matter of Scheme of Amalgamation
BETWEEN
Gogri & Sons Investments Private Limited
AND
Alchemie Leasing And Financing Private Limited
AND
Anushakti Holdings Limited
AND
Anushakti Chemicals And Drugs Limited
(the Transferor Companies)
WITH
Aarti Industries Limited (the Transferee Company)
and their respective Shareholders

Aarti Industries Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office at Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195.

} Applicant Company
[**Transferee Company**]

PROXY FORM

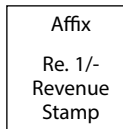
I/We _____, the undersigned, being the Equity Shareholder of Aarti Industries Limited, the Applicant Company do hereby appoint Mr./Ms. _____ of _____ and failing him/her _____ of _____ as my/our proxy, to act for me/us at the meeting of the Equity Shareholders to be held at Registered Office at Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195 on Friday, 13th day of February, 2015 at 10.30 a.m. for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation between Gogri & Sons Investments Private Limited and Alchemie Leasing and Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemicals and Drugs Limited (the Transferor Companies) with Aarti Industries Limited (the Transferee Company) and their respective shareholders (hereinafter referred to as the "Scheme") and at such meeting, and any adjournment /adjournments thereof, to vote, for me/us and in my/our name(s) _____ (herein, if 'for' insert 'FOR' if 'against' insert 'AGAINST' and in the later case strike out the words "either with or without modifications" after the word "Amalgamation") the said Scheme of Amalgamation either with or without modification(s)*, as my/our proxy may approve.

*Strike out what is not necessary

Dated this _____ day of _____, 2015

Name _____

Address _____



Signature <<across the stamp>>

(For Demat holding) : DP ID. _____ Client ID. _____

(For Physical holding) : Folio No. _____

No. of Shares held: _____

Signatures of Sole / First Holder

Second Holder

Third Holder

Signature of Proxy Holder : _____

Notes:

- (1) Proxy need not be a member.
- (2) Alterations, if any, made in the Form of Proxy must be initialled.
- (3) Proxy must be deposited at the Registered Office of the Applicant Company, not later than 48 hours before the time fixed for the aforesaid meeting.
- (4) In case of multiple proxies, the proxy later in time shall be accepted.



AARTI INDUSTRIES LIMITED

CIN: L24110GJ1984PLC007301

Regd. Office: Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195

Tel.: 91-22-6797 6666 Fax: 91-22-2590 4806

Email: investorrelations@aartigroup.com • Website: www.aartigroup.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

JOINT SHAREHOLDERS MAY OBTAIN ADDITIONAL ATTENDANCE SLIP AT THE VENUE OF THE MEETING

I/We hereby record my/our presence at the meeting of the Equity Shareholders of the Company, convened pursuant to the Order dated 24th day of December, 2014 of the Hon'ble High Court of Gujarat at Ahmedabad at Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396195 on Friday the 13th day of February 2015 at 10.30 a.m.

Name and Address of Equity Shareholder: _____
(IN BLOCK LETTERS):

Signature : _____

Reg. Folio No. : _____

Client ID # : _____

D.P. I.D. # : _____

No. of Equity Shares : _____

(Applicable for shareholders holding shares in dematerialized form)

Name of the Proxy holders/Authorised Representative*: _____
(IN BLOCK LETTERS)

Signature: _____

*(To be filled in by the Proxy in case he/she attends instead of the equity shareholder)

Notes :

1. Members/Proxy holder attending the Meeting are requested to complete and bring the Attendance Slip and hand it over at the entrance of the meeting venue duly signed.
2. Member/Proxy holder are also requested to bring his/her copy of the Notice for reference at the meeting.



Aarti Industries Ltd.

AARTI INDUSTRIES LIMITED

CIN: L24110GJ1984PLC007301

Regd. Office: Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi, Dist. Valsad, Gujarat 396 195

Tel.: 91-22-6797 6666 Fax: 91-22-2590 4806

Email: investorrelations@aartigroup.com • Website:www.aartigroup.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before exercising your vote)

Serial No.

- Name & Registered address of the :
Sole/First name of the Shareholder
(In BLOCK LETTERS)
- Name(s) of the joint Shareholder(s), if any, :
(In BLOCK LETTERS)
- Registered Folio No./DP ID No./ :
Client ID No.*
- Number of Share(s) held :
- I/We hereby exercise my/our vote in respect of the Resolution(s) set out in the Postal Ballot Notice dated 12th January, 2015 as set out below to be passed by means of Postal Ballot by sending my/our assent/dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of Equity Share(s)	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	As an Ordinary Resolution by Public Shareholders only : Scheme of Amalgamation between Gogri & Sons Investments Private Limited and Alchemie Leasing and Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemicals and Drugs Limited (the Transferor Companies) with Aarti Industries Limited (the Transferee Company) and their respective shareholders ("the Scheme") (under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013)			
2.	As a Special Resolution Approval under Section 100 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013) of reduction of capital by cancellation of equity shares of Rs. 5/- each fully paid up of the Company in terms of and in consideration of and as an integral part of the Scheme mentioned herein above.			

Place: _____

Date: _____

Contact No. _____

E-mail ID: _____

SIGNATURE OF SHAREHOLDER

Note: Kindly read the instructions printed behind the form before exercising your vote and return duly completed Postal Ballot Form to the Scrutinizer.



Please find below User ID and Password for e-voting:

EVEN (E-Voting Event Number)	User ID	Password

INSTRUCTIONS

Process and manner for members opting for voting using the physical Postal Ballot Form are as under:

1. Please complete the Postal Ballot Form in all respects and send it duly signed to the Scrutinizer, CS Sunil M. Dedhia, Practising Company Secretary, in the attached self-addressed postage prepaid envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed postage prepaid envelope bears the name of the Scrutinizer appointed by the Board and the Postal Address of the registered office of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (6.00 p.m.) on 19th February, 2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 19th February, 2015 providing sufficient time for postal transit.
5. The voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 9th January, 2015.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every Registered Folio / client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. A Shareholder need not use all the votes nor does he need to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be published in the newspapers and displayed at the registered office of the Company and also communicated to the stock exchanges and shall also be posted on the website of the Company www.aartigroup.com.
14. The Applicant Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

Notes:

1. Members are requested to refer to the Postal Ballot Notice and Notes thereto for detailed instructions with respect to E-Voting.
2. The Scrutinizer will collate the votes downloaded from e-voting system and votes received through Postal Ballot to declare the final results for the resolutions placed for voting by the Company.
3. Each member can opt for only one mode for voting i.e. either by physical ballot form or through e-voting. If you opt for e-voting, then please do not vote by physical ballot form and vice versa. Member(s) who cast their vote via both modes i.e. physical ballot form as well as e-voting, then voting done through a valid physical ballot form shall prevail and e-voting of that member shall be treated as invalid.