



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-30/2015/145

Date : 20th February, 2015.

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

BSE CODE -524208

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

Dear Sir,

Sub : Result of Postal ballot and E-voting.

Company proposed to seek the approval of the shareholders of the Company by Postal Ballot and e-voting as per section 110 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement executed by the Company with the Bombay Stock exchange Limited and the National Stock Exchange Limited and Circular number CIR/CFD/DIL/2013 dated February 4, 2013 read with the Circular Number CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities and Exchange Board of India ("**SEBI Circulars**").

Voting by postal ballot and E-voting was sought to be initiated for seeking approval from the public shareholders to the proposed scheme of Amalgamation under Sections 391 to 394 read with Sections 100 to 104 and other applicable provisions of the Companies Act, 1956 of Gogri & Sons Investments Private Limited And Alchemie Leasing And Financing Private Limited And Anushakti Holdings Limited And Anushakti Chemical And Drugs Limited with Aarti Industries Limited and their Respective Shareholders and Creditors ("**the scheme**"), particulars of which were given in the Postal ballot Notice posted to the members.

(Signature)



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Further note that special resolution for approval under Section 100 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 for 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 the Scheme was also sought from all the shareholders of the company, particulars of which were given in Postal ballot Notice posted to the members.

The Board of Directors in compliance with Rule 22 (5) of the Rules appointed Shri Sunil. M. Dedhia , Practising Company Secretary, as a scrutinizer, for conducting the said Postal Ballot and E-voting process in a fair and transparent manner. The scrutinizer has submitted his report dated 20th February, 2015 to the Chairman.

On the basis of the report received from scrutinizer, the Chairman today i.e. 20th February, 2015 declared that the Scheme has been approved as the Votes cast by public shareholders in favor of the proposal are more than the number of votes cast against it and Special resolution for reduction of capital is also approved with requisite majority.

Please find enclosed herewith the details of voting results of the Postal Ballot pursuant to Clause 35A and Clause 35B of Listing Agreement.

We would also like to draw your kind attention to our earlier letter dated 13th February, 2015 intimating the Voting results as per Clause 35A of the Equity Listing Agreement with the Stock Exchanges of the Court Convened Meeting of the Company Convened by the order of the Court Hon'ble High Court of Judicature at Ahmedabad held on 13th February, 2015 whereby the shareholders had unanimously approved the proposed scheme of Amalgamation and Special resolution for reduction of capital by cancellation of equity shares of Rs 5/- each fully paid up of the Company as a part of Scheme.

Accordingly, we hereby state that the subject scheme of Amalgamation has been approved in accordance with Section 391 and 394 read with Section 100 to 104 and other applicable provisions of the Companies Act, 1956 and SEBI circulars No,CIR/CFD/DIL/2013 dated February 4, 2013 and circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 and Special Resolution for reduction of capital is also approved with requisite majority in accordance with Clause 35B of Listing Agreement.



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The Copy of Scrutinizer's report is enclosed herewith for your reference.

You are requested to kindly take the same on record.

Thanking You,

FOR AARTI INDUSTRIES LIMITED

MONA PATEL

COMPANY SECRETARY

Encl: as above.

Details of Voting results of the Postal Ballot & E -Voting pursuant to Clause 35A and 35B of the Listing Agreement

DETAILS OF AGENDA:

Sr. No.	Agenda	Resolution type (Ordinary/Special)	Mode of voting (Show of hands/ poll/postal ballot/ E- voting)
1	To Consider and Approve Scheme of Amalgamation and Arrangement under Sections 391 to 394 read with Section 100 and other applicable provisions of the Companies Act, 1956 of Gogri & Sons Investments Private Limited And Alchemie Leasing And Financing Private Limited And Anushakti Holdings Limited And Anushakti Chemical And Drugs Limited (the Transferor Company) with Aarti Industries Limited (the Transferee Company)	Ordinary Resolution	Postal-Ballot/ E-voting The Resolution was passed with requisite majority.
2	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 as a part of the Scheme.	Special Resolution	Postal-Ballot/ E-voting The Resolution was passed with requisite majority.

(Signature)

DETAILS OF RESULT OF THE SAID RESOLUTION:

Resolution 1 - As an Ordinary Resolution by Public Shareholders only :

Approval 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 ("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)

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= (2)/ (1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/ (2)] *100
Promoter and Promoter Group	52984019	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public - Institutional holders	10588660	10115139	95.53	10115139	0	100.00	0.00
Public- Others	25019008	2257664	9.02	2250989	6675	99.70	0.30
Total	88591687	12372803	13.97	12366128	6675	99.95	0.05

The resolution accordingly stand passed with requisite majority i.e. **Ordinary Resolution** by public shareholders only.



RESOLUTION 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 as a part of the Scheme.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] *100	% of Votes against on votes polled (7)= [(5)/ (2)] *100
Promoter and Promoter Group	52984019	43489572	82.08	43377172	112400	99.74	0.26
Public - Institutional holders	10588660	10115139	95.53	10115139	0	100.00	0.00
Public- Others	25019008	2255019	9.01	2249744	5275	99.77	0.23
Total	88591687	55859730	63.05	55742055	117675	99.79	0.21

The resolution accordingly stand passed as **Special Resolution** by all the shareholders.

FOR AARTI INDUSTRIES LIMITED



MONA PATEL

COMPANY SECRETARY

CS Sunil M. Dedhia
B. Com., A.C.A., F.C.S.

Sunil M. Dedhia & Co.
Company Secretaries
402, KamlaDevi Apartment,
N.M.Kale Marg, Agar Bazar,
Dadar(W), Mumbai 400 028
Phone : 24306166
Cell : 98217 59793
E-mail : sunil@sunildedhia.com

SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement).

Mr. Rajendra V. Gogri, Chairman,
The Board of Directors
Aarti Industries Limited
Plot No. 801, 801/23,
GIDC Estate Phase III, Vapi,
Gujarat – 396195

Sub: Scrutinizer's Report on Postal Ballot and E-Voting Process

Dear Sir(s),

The Board of Directors has appointed me as the Scrutinizer for conducting the postal ballot voting process and E-voting process for

- (i) approval of the Scheme of Amalgamation between 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') by public shareholders in accordance with the SEBI Circulars Nos. CIR/CFD/DIU5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIU8/2013 dated May 21, 2013; and

Sunil Dedhia's



(ii) reduction of issued, subscribed and paid-up equity share capital of the Company to be effected the extent of:

(a) 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

(b) 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 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.

I submit my report as under:

1. The Company completed the dispatch of postal ballot forms on January 17, 2015 to its Members whose name(s) appeared on the Register of Members / List of beneficiaries as on 9th January, 2015.
2. Postal Ballot has been conducted in compliance with the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014. The Company has also provided e-voting facility as an alternative to its members offered by NSDL (National Securities Depository Limited) in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014.
3. The e-voting commenced from 20th January, 2015 (9.00 a.m.) and ended on 19th February, 2015 (6.00 p.m.).

Sunil Dedhia



4. The particulars of all postal /electronic ballot forms received from the Members have been entered in a separate Register maintained for the purpose.
5. I have downloaded the data of e-voting after the E-voting module was disabled by the National Securities Depository Limited (NSSL) on 19th February, 2015 at 6.00 p.m.
6. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's Login on the NSDL e-voting website.
7. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
8. The ballot boxes were opened on 19th February, 2015 at 6.00 pm presence of two (2) witnesses not in the employment of the Company.
9. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched I confirmed with the Register of Members of the company Illst of beneficiaries as on 9th January, 2015. .
10. The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution. of shareholders were matched with the Register of Members of the company as on 9th January, 2015.
11. All postal ballot forms and e-votes Forms received up to 6.00 pm on Thursday 19th February, 2015, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
12. Envelopes containing postal ballot forms returned from postal authorities for various reasons undelivered aggregated to 251.
13. I did not find any defaced or mutilated ballot paper.

Sunil Dedhia



14. A Summary of the postal ballot and e-votes forms received is given below:

Resolution-1: Approval of the Scheme of Amalgamation

Particulars	No. of Postal Ballot Forms /e-voting options	No. of shares Voted	% of Shares Voted to the total shares representing valid votes
1. Total postal ballot forms received * 3060 shares voted less than actually held	154	517420*	
2. Total e-voting options received	221	55345055	
Total (1+2)	375	55862475	-
Less: Invalid postal Ballot Forms	12	2860	-
Less:			
1. Postal ballots received from Promoters	NIL	NIL	-
2. E-voting options received by Promoters	NIL	NIL	-
1. Net valid postal Ballot forms from public shareholders (As per register) * 3060 shares vote less	142	517420	
2. Net E-voting options from public shareholders.	179	11855383	
Total (1+2)	321	12372803	100%
1. Postal ballot forms with assent for the resolution. by public shareholders	138	517184	
2. E-voting Options with assent for by public shareholders the resolution.	169	11848944	
Total (1+2)	307	12366128	99.95%
1. Postal ballot forms with dissent for the resolution by public shareholders	4	236	
2. E-voting Options with dissent for the resolution by public shareholders	10	6439	
Total (1+2)	14	6675	0.05%
Postal ballot forms with not voted for / against the Resolution by public shareholders.	NIL	NIL	NIL
E-voting option abstained from voting	42	43489672	-

Sunil Dedhia

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The Resolution accordingly stand passed with requisite majority i.e. ordinary resolution by public shareholders only.

Resolution-2: Reduction of capital in terms of the Scheme

Particulars	No. of Postal Ballot Forms /e-voting options	No. of shares Voted	% of Shares Voted to the total shares representing valid votes
1. Total postal ballot forms received * 5435 shares voted less than actually held	154	515045*	
2. Total e-voting options received	221	55345055	
Total (1+2)	375	55860100	-
Less: Invalid postal Ballot Forms	12	2860	-
1. Net valid postal Ballot forms (As per register)	136	515045	
2. Net E-voting options.	218	55344685	
Total (1+2)	354	55859730	100%
1. Postal ballot forms with assent for the resolution.	130	513544	
2. E-voting Options with assent for the resolution.	207	55228511	
Total (1+2)	337	55742055	99.79%
1. Postal ballot forms with dissent for the resolution	6	1501	
2. E-voting Options with dissent for the resolution	11	116174	
Total (1+2)	17	117675	0.21%
Postal ballot forms with not voted for / against the Resolution.	6	2475	-
E-voting option abstained from voting	3	370	-

Sunil Dedhia

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The Resolution accordingly stand passed as special resolution by all the shareholders.

15. I have handed over the postal ballot forms and other related papers / Registers and records for safe custody to CS (Mrs.) Mona Patel, Company Secretary & Compliance Officer of the Company who is authorised by the Board to supervise the postal Ballot process and E-voting process.
16. You may accordingly declare the result of voting by postal Ballot and E-voting.

For SUNIL M. DEDHIA & CO.

Company Secretaries

Sunil Dedhia

Sunil M. Dedhia
Proprietor



FCS 3483 C. P. No. 2031

Mumbai, Dated 20th February, 2015