

12th March, 2015

To,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sirs,

Sub.: Intimation about Winding up of the Company
Ref.: Scrip Code: 532917

Pursuant to Clause 36 of the Listing Agreement, we wish to inform you that liquidation proceedings has been initiated against the Company vide Order dated September 30, 2014 (*attached herewith*) passed by the Hon'ble Bombay High Court in Company Petition No. 172 of 2014 since the Company was unable to make payment of installments on February 25, 2015 in terms of the said Order.

The Company is in the process of taking necessary legal action before the appropriate court for setting aside the said Order.

We request you to take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Varun Industries Limited


Authorized Signatory

Encl.: a/a.

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 172 OF 2014

M/s. ACG Associated Capsules Pvt. Ltd. ...Petitioner

vs.

M/s. Varun Industries Ltd. ...Respondent

Ms. Apoorva Nikam, instructed by R.N. Shetty, for the Petitioner.
Mr. A. Davar, instructed by M/s. Agrud Partners, for the Respondent.

CORAM: S.J. KATHAWALLA, J.

DATE: 30th September, 2014.

P.C.

By a detailed order dated 25th September, 2014, the above Company Petition was admitted and the advertisement was dispensed with in view of the order dated 13th August, 2014, passed in Company Petition No. 540 of 2013. The Company Petition is taken up for hearing and final disposal and the following order is passed by consent:

1. The Company agrees and undertakes to pay an amount of Rs. 14,71,74,253.62 to the Petitioner in twenty instalments as follows:
 - (i) Rs. 78,15,239.84 by 25th February, 2015.
 - (ii) Rs. 78,63,856.27 by 25th March, 2015.
 - (iii) Rs. 77,74,102.85 by 25th April, 2015.
 - (iv) Rs. 77,47,924.77 by 25th May, 2015.
 - (v) Rs. 76,61,911.07 - by 25th June, 2015.

- (vi) Rs. 76,31,993.26 by 25th July, 2015.
- (vii) Rs. 75,74,027.51 by 25th August, 2015.
- (viii) Rs. 74,93,623.40 by 25th September, 2015.
- (ix) Rs. 74,58,096.00 by 25th October, 2015.
- (x) Rs. 73,81,431.62 by November, 2015.
- (xi) Rs. 73,42,164.49 by 25th December, 2015.
- (xii) Rs. 72,84,198.74 by 25th January, 2016.
- (xiii) Rs. 72,00,054.90 by 25th February, 2016.
- (xiv) Rs. 71,68,267.23 by 25th March, 2016.
- (xv) Rs. 71,00,952.16 by 25th April, 2016.
- (xvi) Rs. 70,52,335.73 by 25th May, 2016.
- (xvii) Rs. 69,88,760.38 by 25th June, 2016.
- (xviii) Rs. 69,36,404.22 by 25th July, 2016.
- (xix) Rs. 68,78,438/47 by 25th August, 2016.
- (xx) Rs. 68,20,470.72 by 25th September, 2016.

2. The Company through its Directors undertakes that until the entire payment is made, the Company shall not file any application before the BIFR and/or seek protection under the Bombay Relief Undertakings Act and that in the event of any default of the installments as above, the Company Petition shall revive without reference to this Court and stand allowed in terms of prayer clauses (a) and (b) which are reproduced hereunder:

“(a) That the Respondent Company, namely M/s. Varun

Industries Limited be wound up by an order and under the direction of this Hon'ble Court under the provisions of the Companies Act, 1956.

(b) That the Official Liquidator or such other fit and proper person as this Honourable Court may deem fit, be appointed as the Liquidator of the assets and affairs of the Respondent

Company, namely M/s.Varun Industries Limited, forthwith, with all necessary powers under the Companies Act, 1956.”

3. The Company through its Directors further undertakes that if for any reason and at any stage a Reference is registered before the BIFR under the SICA Act or the Company is declared as a relief undertaking under the Bombay Relief Undertaking Act, the Company shall not seek any protection qua the above amounts agreed to be paid by the Company to the Petitioner.

4. The Petitioner states that 8,85,000 shares pledged by the Company are in its possession and the same shall be returned to the Company upon receipt of the entire amount as agreed herein.

5. The above undertakings/statements are accepted. The Company Petition is accordingly disposed of.

(S.J. KATHAWALLA, J.)