



CIN: L24110GJ1984PLC007301

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

Website: - www.aarti-industries.com, Email: - investorrelations@aarti-industries.com

Telephone: - 0260-2400059, 2400366, Fax: - 0260-2401322

## Notice of Annual General Meeting

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Members of **AARTI INDUSTRIES LIMITED** will be held on Monday, the **21<sup>st</sup>** day of **September, 2020 at 11:00 a.m. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2020 together with the Reports of the Auditors and the Board of Directors' thereon.
2. To declare the final dividend @ 20% i.e. ₹ 1/- (Rupee One Only) per Equity Share for the financial year ended March 31, 2020.
3. To appoint a Director in place of Shri Kirit R. Mehta (DIN: 00051703), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Manoj M. Chheda (DIN:00022699), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Narendra Salvi (DIN:00299202), who was nominated and appointed by the Board of Directors as an Additional Director in the category of Executive Director of the Company with effect from April 01, 2020 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom, the appointment has been recommended by the Nomination and Remuneration Committee of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Executive Directors & Key Managerial Personnel be and are hereby severally authorised to do all acts and take all such steps as

may be necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, approval of the Company be and is hereby accorded to the appointment of Shri Narendra Salvi (DIN:00299202), as the Whole-time Director, designated as Executive Director of the Company, for a period of five years effective from April 01, 2020 to March 31, 2025 upon terms and conditions including remuneration payable to him as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Shri Narendra Salvi.

**RESOLVED FURTHER THAT** the remuneration payable to Shri Narendra Salvi, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Shri Narendra Salvi, Whole-time Director be entrusted with such powers to perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**RESOLVED FURTHER THAT** the Executive Directors & Key Managerial Personnel of the Company be and hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of sections 196, 197, 198 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the recommendation of nomination and remuneration committee of the Board, and subject to other approvals, if any, the consent of the Company be and is hereby given on revision in the terms of appointment (Remuneration and Tenure) of executive directors shown hereunder with effect from April 1, 2020

Name of Directors	Remuneration (₹ in Lakhs)	Terms of Office Valid until
Shri Rajendra V. Gogri (CMD)	84.00	June 30, 2022
Shri Rashesh C. Gogri (VC & MD)	84.00	June 08, 2022
Shri Parimal H. Desai (WTD)	72.00	February 09, 2026
Shri Manoj M. Chheda (WTD)	72.00	November 24, 2023
Smt. Hetal Gogri Gala (WTD)	72.00	October 31, 2021
Shri Kirit R. Mehta (WTD)	51.00	September 17, 2025
Shri Renil R. Gogri (WTD)	61.00	August 15, 2022
Shri Narendra Salvi (WTD)	72.00	March 31, 2025

© Figures are exclusive of cost of perquisites; contribution to provident fund, superannuation fund, driver's salary, and taxable value of Car perquisite.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorised to determine the manner in which Commission, up to 3% of the Net Profit as calculated in accordance with the provisions of section 198 of the Companies Act, 2013, that can be paid cumulatively to all the Executive Directors in addition to Salary and Perquisites payable to them.

**RESOLVED FURTHER THAT** except the change as stated hereinabove, other terms & conditions of the principal agreement with them shall remain unchanged.

**RESOLVED FURTHER THAT** the Key Managerial Personnel be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 5,00,000/- (Rupees Five Lakh only) per annum plus Tax as applicable and reimbursement of out of pocket expenses to be paid to Smt. Ketki D. Visariya, Cost Accountant (Membership Number 16028), being the Cost Auditor appointed by the Board of Directors of the Company to conduct audit of the cost records and related books maintained by the Company in respect of Organic and Inorganic Chemicals, Bulk Drugs and Fertilizers for the Financial Year 2020-21 be and hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Executive Directors & Key Managerial Personnel be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members be and is hereby accorded to reclassify the following person(s) (hereinafter individually and jointly referred to as the ‘applicants’) from “Promoter and Promoter Group” category to “Public” category –

Name(s) of Shareholders seeking reclassification from ‘Promoter/ Promoter Group’ to ‘Public’				
Sr. No.	First Holder	Second Holder	Number of Shares Held at the time of intimation for re- classification	% Total Shares Held
1	Dilip Tejshi Dedhia	Nimesh Dilip Dedhia	92,000	0.05
2	Bhavesh B Mehta	-	3,43,280	0.20
3	Bhavesh Bachubhai Mehta	Alka Bhavesh Mehta	1,71,512	0.10
<b>Total</b>			<b>6,06,792</b>	<b>0.35</b>

**RESOLVED FURTHER THAT** Shri Rajendra V. Gogri, Chairman and Managing Director, Shri Rashesh C. Gogri, Vice Chairman and Managing Director and Shri Raj Sarraf, Company Secretary of the Company, be and are hereby severally authorised to intimate, and make necessary

application to the stock exchanges within the permitted time, and to do all such acts and deeds as may be necessary to give effect to this resolution.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, or any other law for the time being in force, as amended from time to time, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee constituted or to be constituted to exercise the powers including its powers conferred under this resolution) to create such mortgage, pledge, charge, Lien, hypothecation, encumbrances and / or other security interest, transfer, sell and/or otherwise dispose of all or any part of the immovable /moveable properties/ undertaking of the Company wherever situated, present and future, and in such manner as the Board may deem fit, in favour of any person including but not limited to Banks / financial institution, other investing agencies and trustees for holders of debentures / bonds/ other instruments to secure borrowings of the Company (or any of the subsidiary or associate or group companies of the Company) availed / to be availed by the Company (or by any of the subsidiary or associate or group companies of the Company) or obtaining any other financial assistance together with interest, costs, charges, expenses and any other monies payable by the Company up to a sum not exceeding ₹3,500 Crores/- (Rupees Three Thousand Five Hundred Crores only) in aggregate at any point of time.

**RESOLVED FURTHER THAT** the Executive Directors & Key Managerial Personnel be and are hereby severally authorized to arrange and finalise the terms and conditions of all such monies to be borrowed from time to time and to do all such acts, matter, deeds and things as may be necessary or expedient for implementing and for giving effect to the above resolution in the best interest of the Company.

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

By order of the Board

Sd/-  
**Raj Sarraf**  
Company Secretary  
ICSI M. NO. A15526

Date : May 25, 2020

**Notice:**

1. In view of the restrictions placed due to Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') allowed to hold the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 37th AGM shall be the Registered Office of the Company.
2. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) attending the meeting through VC / OAVM are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorisation etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutiniser by email through its registered email address to sunil@sunildedhia.com with a copy marked to evoting@nsdl.co.in.
4. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made within Statutory time line of 30 days as under :
  - a) To all beneficial owners in respect of shares held in dematerialised form as per the data made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on **Friday, September 11, 2020**.
  - b) To all Members in respect of shares held in Physical Form as per the Register of Members of the Company on the close of business hours on **Friday, September 11, 2020**.
5. The Company has transferred unclaimed amounts of Final Dividend, for the year 2010-11 and 1st Interim Dividend for the year 2011-12 and 2nd Interim Dividend 2011-12 to the Investor Education and Protection Fund as required under Sections 124 and 125 of the Companies Act, 2013.
6. The Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the 36th Annual General Meeting (AGM) held on Monday September 16, 2019, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company viz. [www.aarti-industries.com](http://www.aarti-industries.com).
7. The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more in the name of Demat Account of the Investor Education and Protection Fund (IEPF) Authority. The Company has communicated individually, to the concerned shareholders whose shares are liable to be transferred to the Demat Account of IEPF Authority under the said rules and also notice for the same was published in Financial Express in (English) edition and (Gujarati) edition published from Ahmedabad for taking appropriate action(s). The Company has uploaded full details of such shareholders and shares due for transfer to Demat Account of IEPF Authority on its website at [www.aarti-industries.com](http://www.aarti-industries.com) under "Investors Section".
8. Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time ('IEPF Rules'), which inter alia requires the Company to transfer the equity shares, on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to IEPF. The said Shares, once transferred to IEPF can be claimed after following due procedure prescribed under the IEPF Rules.
9. The Company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the M/s. Link Intime India Private Limited sending an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or to the Company at [investorrelations@aarti-industries.com](mailto:investorrelations@aarti-industries.com).
10. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except

in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. With the proposed change coming into effect from April 1, 2019, Equity Shares of the Company eligible for transfer only in Dematerialised form. Therefore, the Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly.

11. In terms of Section 72 of the Companies Act, 2013, Nomination facility is made available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to RTA of the Company, M/s. Link Intime India Private Limited, Plot Nos. 801, 801/23, G.I.D.C. Estate, Phase - III, Vapi, Dist. Valsad, Gujarat – 396195.
12. Members holding shares in physical form are requested to inform the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited (RTA), immediately of any change in their address and bank details. Members holding shares in dematerialised form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the Members.
13. Members holding shares in dematerialised form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code) and Permanent Account Number (PAN) with their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA as the same is mandated by the Securities and Exchange Board of India.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.aarti-industries.com](http://www.aarti-industries.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
15. Since the AGM will be held through VC / OAVM, the Route Map does not form part of the Notice. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business at item nos. 5 to 10 above is annexed hereto and forms part of the Notice.
16. All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during 11:00 AM to 1:00 PM and through electronic means. Members can request the same by sending an email to [investorrelations@aarti-industries.com](mailto:investorrelations@aarti-industries.com) till the date of the AGM.
17. Members seeking any information with regards to accounts or any matters to be placed at the AGM, are requested to write to the Company in advance through email at [investorrelations@aarti-industries.com](mailto:investorrelations@aarti-industries.com). The same will be replied by the Company suitably.

#### 18. Voting through Electronic Means :

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

The Members, whose names appear in the Register of Members /list of Beneficial Owners as on **Monday, September 14, 2020** are entitled to vote on the Resolutions, set forth in this Notice. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the 'cut-off date' of **Monday, September 14, 2020**.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e. **Monday, September 14, 2020** may obtain the login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

CS Sunil M. Dedhia, Practicing Company Secretary (ICSI M. No. F3483) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote

e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within forty eight hours of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.

The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

#### I. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

**The remote e-voting period begins on Friday, September 18, 2020 at 9:00 a.m. (IST) and ends on Sunday, September 20, 2020 at 5:00 p.m.(IST).** Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

**The instructions for shareholders voting electronically are as under:**

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

##### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on

e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).

- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical

User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

2. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or or can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Further, please find below details of NSDL officials for queries.

Mr. Amit Vishal, Senior Manager, NSDL, 022-2499 4360 or email at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)

Ms. Pallavi Mhatre, Manager, NSDL, 022-2499 4545 or email at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

**II. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be able to attend the AGM through VC / OAVM at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Members are encouraged to join the AGM through Laptops for better experience.
4. Members connecting from mobile devices or tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990. Further, please find below details of NSDL officials for queries. Mr. Amit Vishal, Senior Manager, NSDL, 022-2499 4360 or email at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / Ms. Pallavi Mhatre, Manager, NSDL, 022-2499 4545 or email at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in).
7. Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request from their registered email ID mentioning their name, demat account number/ folio number, PAN, mobile number at [investorrelations@aarti-industries.com](mailto:investorrelations@aarti-industries.com) at least 5 days before the date of AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Members can raise questions at the AGM through a chat box and they are requested to frame their questions precisely. Once the Member clicks the link for VC/OAVM in shareholder/members login where the EVEN of Company will be displayed, Members will be able to view AGM VC/OAVM proceedings along with the chat box. The questions raised by the Members will be replied by the Company suitably.

### III. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorrelations@aarti-industries.com](mailto:investorrelations@aarti-industries.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorrelations@aarti-industries.com](mailto:investorrelations@aarti-industries.com).
3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

#### Registered Office:

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

By order of the Board

Sd/-

**Raj Sarraf**

Company Secretary  
ICSI M. NO. A15526

Date : May 25, 2020



## Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### ITEM NOS. 5 & 6

The Board in its meeting held on February 12, 2020, on the recommendation of the Nomination and Remuneration Committee had appointed Shri Narendra Salvi as an Additional Director and also as Whole – Time Director, designated as Executive Director of the Company effective from April 01, 2020.

Pursuant to the provisions of Section 161 of the Act, Shri Narendra Salvi shall hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as a Director of the Company.

Shri Narendra Salvi is a Master of Science (Organic Chemistry) with over 33 years of Experience. He has been associated with the Company since January, 2001 and is presently responsible for Quality System, Projects and Operations of Pharma Division of the Company. He is also a member of 'Risk Management Committee of the Company and holds Directorship in Aarti Pharmachem Limited, a wholly owned Subsidiary of Aarti Industries Limited.

The Nomination and Remuneration Committee and the Board has considered and approved the appointment of Shri Narendra Salvi and recommends his appointment as Director & Whole-time Director of the Company for a term of 5 years effective from April 01, 2020.

Shri Narendra Salvi shall be entitled for a remuneration of ₹ 72 Lakhs per annum and share in the overall Commission payable to the Executive Directors as decided by the Nomination and Remuneration Committee of the Board within 3% of the Net Profit. The office of Shri Narendra Salvi shall be liable to retire by rotation.

Your Directors recommend the said Resolution for your approval as an Ordinary Resolution.

Except for Shri Narendra Salvi, None of the Directors, Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the said resolution.

### ITEM NO. 7

The Nomination and Remuneration Committee of the Board in its meeting held on May 23, 2020, has evaluated performance of the executive directors and in accordance with Company's performance and Industry norms, recommended revision

in the terms of appointment (Remuneration and Tenure) as stated in the table below:

Name of Directors	Remuneration (₹ in Lakhs)	Terms of Office Valid until
Shri Rajendra V. Gogri (CMD)	84.00	June 30, 2022
Shri Rashesh C. Gogri (VC & MD)	84.00	June 08, 2022
Shri Parimal H. Desai (WTD)	72.00	February 09, 2026
Shri Manoj M. Chheda (WTD)	72.00	November 24, 2023
Smt. Hetal Gogri Gala (WTD)	72.00	October 31, 2021
Shri Kirit R. Mehta (WTD)	51.00	September 17, 2025
Shri Renil R. Gogri (WTD)	61.00	August 15, 2022
Shri Narendra Salvi (WTD)	72.00	March 31, 2025

® Figures are exclusive of cost of perquisites; contribution to provident fund, superannuation fund, driver's salary, and taxable value of Car perquisite.

The respective Agreements made with each one of them as approved /amended from time to time shall stand amended and construed accordingly. All other terms and conditions remain unchanged.

The Principal and Supplemental Agreement(s) are available for inspection at the registered office of the Company on any working day between 11:00 a.m. to 1:00 p.m. up to the date of Annual General Meeting.

In line with the regulatory requirements, subject to approval of the members, revised remuneration shall be effective from April 1, 2020.

Your Directors recommend the said Resolution for your approval as an Ordinary Resolution.

None of the Directors other than Executive Directors and their relatives, and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

### ITEM NO. 8

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, a proposal for appointment of Cost Auditor to audit the Cost records for the financial year 2020-21 was recommended by the Audit Committee to the Board. The Board thereby re-appointed Smt. Ketki Damji Visariya (Membership Number 16028) Cost Accountant, as Cost Auditor at the Board Meeting held on May 25, 2020 at a remuneration of ₹ 5,00,000/- per

annum plus taxes as applicable. Smt. Ketki Damji Visariya has confirmed of her eligibility for appointment as Cost Auditor..

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders. Your Directors recommend the said resolution for your approval as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in anyway concerned or interested, financially or otherwise, in the said resolution.

#### Item No. 9

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations, 2015"), as amended from time to time, has provided a regulatory mechanism for re-classification of Promoters as Public Shareholder subject to fulfilment of conditions provided therein.

The Company had received a letter from the all the applicants mentioned in the resolution requesting re-classification from the category of "Promoters / Promoter Group" to "Public Category":

In view of application received from the applicants mentioned in the resolution and in consideration with the proper compliance of Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at its meeting held on May 25, 2020, has considered and approved the application of re-classification from Promoter / Promoter Group Category subject to approval by the members, Stock Exchange or any other regulatory body as may require.

The applicants have confirmed that they comply with the requirements of Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015 as below -

- i) They, together do not hold more than ten percent of the total Voting Rights in the Company;
- ii) They do not exercise control over the affairs of the Company directly or indirectly;
- iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) They do not represent on the board of directors (including not having a nominee director) of the Company;

- v) They do not act as a key managerial person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, applicants have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A(4) of the SEBI Listing Regulations, 2015

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% shareholding and the proposed reclassification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your Directors recommend the passing of the Resolution as an Ordinary Resolution.

None of the Directors /Key Managerial Personnel or relatives of any of the Directors/ Key Managerial Personnel of your Company are in any way concerned or interested in the resolutions set out in the notice. Your Directors recommend the resolutions set out in the notice for your approval.

#### Item No. 10

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 the power to create mortgage, pledge, charge, Lien, hypothecation, encumbrances and / or other security interest, transfer, sell and/or otherwise dispose of all or any part of the immoveable /moveable properties of the Company/ whole or substantially the whole of the undertaking of the company wherever situated, present and future can be exercised by the Board of Directors with the consent of the company by a Special Resolution.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company (or any of the subsidiary or associate or group companies of the Company) may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to create pledge, charge, Lien, hypothecation, encumbrances and / or other security interest, transfer, sell and/or otherwise dispose of all or any part of the immoveable /moveable properties of the Company/ whole or substantially the whole of the undertaking. Accordingly, the consent of the Members is sought by way of Special Resolution

to authorise the Board of Directors to create pledge, charge, Lein, hypothecation, encumbrances and / or other security interest, transfer, sell and/or otherwise dispose of all or any part of the immovable /moveable properties of the Company/ whole or substantially the whole of the undertaking.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

Your Directors recommend the passing of the Resolution as Special Resolution.

**Registered Office:**

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

By order of the Board

Sd/-

**Raj Sarraf**

Company Secretary  
ICSI M. NO. A15526

Date : May 25, 2020

**Brief resume of Directors seeking appointment/re-appointment are as under:**

<b>PARTICULARS</b>	<b>KIRIT MEHTA</b>	<b>MANOJ CHHEDA</b>	<b>NARENDRA SALVI</b>
<b>Date of Birth and Age</b>	August 2, 1948 (69 years)	October 23, 1962 (57 years)	August 16, 1964 (56 years)
<b>Appointed on</b>	September 18, 2000	November 25, 1993	April 1, 2020
<b>Qualifications</b>	B.Com	B.Com	M.Sc.
<b>Experience and Expertise in Specific functional areas</b>	He has been a Whole-time Director of the Company since September, 2000. He has over 32 years of experience in the Chemical industry	He has been a Whole - time Director of the Company since November, 1993. He has wide experience of close to 30 years in purchase and marketing of Chemicals.	He has an experience of 33 years and is associated with the Company since January 2001. He is presently responsible for Quality System, Projects and Operations of the Pharma Division.
<b>Directorships held in Public Companies other than Aarti Industries Limited</b>	- Sarigam Waste and Effluent Management Company Limited - Innovative Envirocare Jhagadia Limited	Aarti Corporate Services Limited	Aarti Pharmachem Limited
<b>No. of Shares held in the Company as on March 31, 2020</b>	63,822	18,54,426	36,308

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the corporate governance report which is a part of this Annual Report.