

GEARING
UP FOR
**SUSTAINED
GROWTH**



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Forward-Looking Statements

This Report and other statements - written and oral - that we periodically make, may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



To get this report online and for any other information, log on to:
www.aarti-surfactants.com

Corporate Information

Board of Directors

Mr. Mulesh Manilal Savla
Mr. Chandrakant Vallabhaji Gogri
Mr. Nikhil Parimal Desai
Mr. Santosh Madhaorao Kakade
Mr. Dattaray Sidram Galpalli
Ms. Misha Bharat Gala

Company Secretary

Mr. Prashant Balasaheb Gaikwad

Auditors

M/s Gokhale & Sathe,
Chartered Accountants

Registrar & Transfer Agent

M/s. Link Intime India Private Limited
C 101, 247 Park,
L. B. S. Marg,
Vikhroli (West), Mumbai,
Maharashtra – 400 083.
Tel No: +91 22 49186000
Fax: +91 22 49186060

Banker

SVC Co-operative Bank Limited

Registered Office

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

Corporate Office

Unit 202, Plot 71, Udyog Kshetra,
2nd Floor, Mulund-Goregaon Link Road,
Mulund West,
Mumbai - 400 080
Visit us at www.aarti-surfactants.com

Corporate Identity Number

U24100GJ2018PLC102891

GEARING UP FOR **SUSTAINED GROWTH**

As one of the leading producers of surfactants serving the home and personal care segment, we are single-mindedly sharpening ourselves through persistent innovation. We are moving up the value chain by expanding our portfolio with highly differentiated and high margin products to widen the value-add in everything we produce.

With this, we aim to sustain a business growing in size and complexity with continuous perseverance and to prepare ourselves towards a higher growth trajectory. We are also building on our core strengths of an efficient and cost effective supply chain with continuous commitment to better our productivity across the portfolio.



From this vantage point, we are gearing up for sustained growth by drawing strength from our wide product portfolio and right chemistry, and by serving our customers responsibly. We also remain well-positioned to capture the growing market opportunities to fulfil steady value creation for all the stakeholders.

Towards Sustained Growth

We are one of the leading producers of ionic and non-ionic surfactants and specialty products, serving Home & Personal Care, Industrial Applications, Agro and Oil industries in India and overseas and meeting the ever-changing market dynamics.



We manufacture over 30 innovative and eco-friendly surfactants that are processed with high quality materials and state-of-the-art technologies at our plants at Pithampur (Madhya Pradesh) and Silvassa. We also create custom surfactants and formulated blends to meet unique demands and timely needs of the customers.



Our Vision

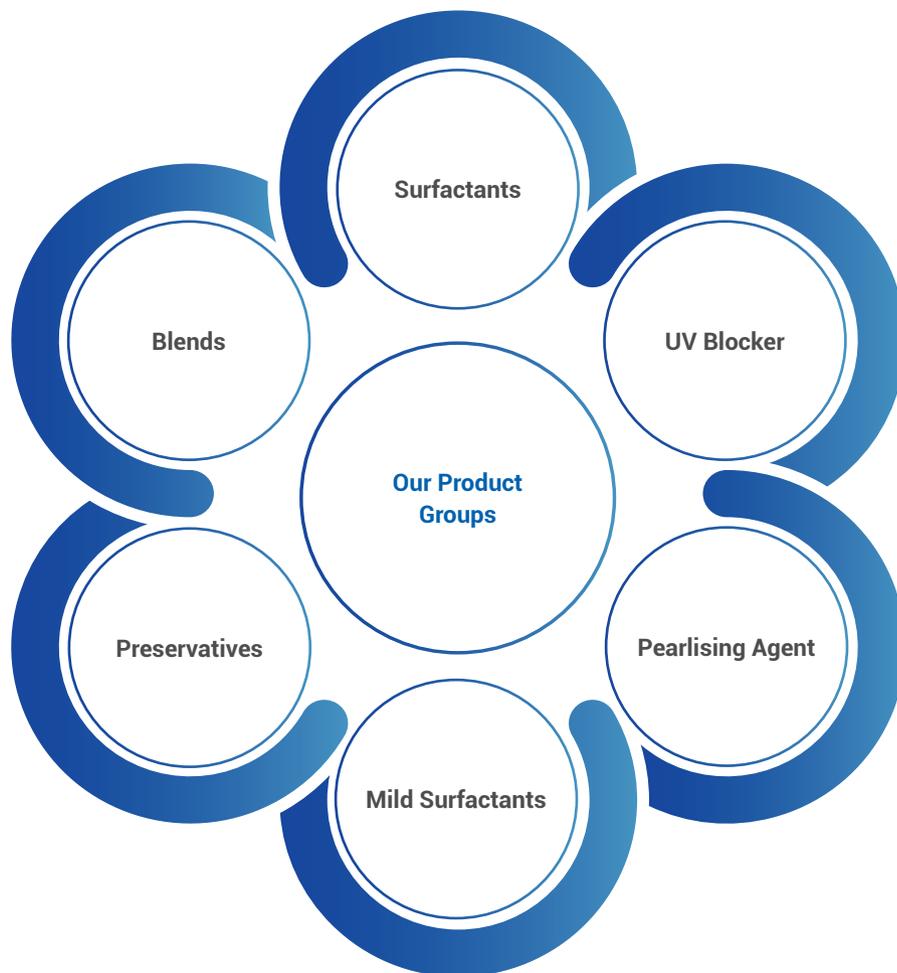
To become the Global Partner of Choice for all leading FMCG companies for Surfactants and Specialty Products.



Our Mission

We aim to be a dependable source of quality surfactants for the home care, personal care, oral care, oil & gas, agro and other industries. We strive to develop trustworthy relationships with our customers, employees, and stakeholders for sustainable growth in the global market. We also strive to be ahead in the market by providing competitive prices with consistent quality and timely deliveries.

A Diversified Product Portfolio



Industries We Serve



Our Distribution Network

We have established an effective global distribution network, utilising qualified distributors to serve targeted more than 40 countries across the globe.

Our Commitment

With dedicated marketing, sales and technical personnel, we are committed to provide excellent products and services to our distributors and industries worldwide.

Key Certifications

Surfactant Products



Message to Our Shareholders



We are leveraging the growing HPC market globally. The domestic market is growing due to the increasing disposable incomes in India and rising buying power. In addition to this, rising GDP in China, rebound in US market and growth spurts in other South East Asian countries is also driving growth for surfactants globally.

Our Valued Shareholders,

It is with great passion and enthusiasm that I present to you our first Annual Report of Aarti Surfactants Limited. Even as the year was marked with challenges, we surged forward and consolidated the momentum. We look ahead with confidence and optimism – with the right product, right strategy and right business model.

As you all are aware, Aarti Surfactants Limited has been a result of the demerger of Home and Personal Care division of Aarti Industries Limited. The demerger allows the management of the Company to focus and adopt relevant strategies necessary for the turning around, and promoting growth and expansion of the Home and Personal Care Business. Further, Operational efficiencies could be achieved and the financial resources can be conveniently raised in

accordance with the requirement of the business, leading to optimum utilisation of resources towards expansion and growth of business of the Company. The demerger process, which began in June 2018, received final approval in June 2019. The shareholders of Aarti Industries have been allotted one equity or redeemable preference share of Aarti Surfactants for every 10 shares held in Aarti Industries Limited.

What Makes Aarti Surfactants Limited Unique

We take pride in being one of the leading producers of ionic and non-ionic surfactants and specialty products, serving the Home and Personal Care (HPC) industry. We offer a broad range of surfactants and specialty products to FMCG companies in order to meet the ever-changing market dynamics. True to our vision, we aim to serve our customers responsibly, efficiently and with good science.

Serving a Growing Addressable Market

We are leveraging the growing HPC market globally. The domestic market is growing due to the increasing disposable incomes in India and rising buying power. In addition to this, rising GDP in China, rebound in US market and growth spurts in other South East Asian countries is also driving growth for surfactants globally. In India, the rising per capita income is catalysing consumption of hygiene and personal care products. Increasing consumption is driving the demand, and a surge in buying power of India's middle-class segment is leading to people becoming more discerning and indulgent. The rural populace, too, is contributing to the rise in HPC market, with an improvement in linkages with cities by roads and telecommunication.

Tapping the Right Chemistry

At Aarti Surfactants Limited, we have been provided with the “strategic supplier” status by various MNCs due to our wider portfolio, cost competitiveness and ability to consistently supply products, besides also serving the smaller players. We supply our products to several companies including Unilever, Dabur, and 3M, among others. We supply ionic and non-ionic surfactants and specialty products, including concentrates for shampoo, hand wash, dish wash and oral care. Apart from India, we also serve a few high-growth markets of US and Europe, besides also taking advantage of the inadvertent growth spurts in several South East Asian countries.

Serving Customers Responsibly

Our state-of-the-art manufacturing facilities at Pithampur (Madhya Pradesh) and Silvassa (Union Territory) have received quality certifications and accreditations. With the right chemistry, we make products in a way that leads to improved yields, better product efficiencies and cost effectiveness.

Guided by Innovation and Sustainability

There is a subtle industry shift towards natural ingredients. Preservative-free and bio-degradable products made from milder surfactants are fast gaining traction. Amidst this scenario, we are constantly leveraging our domain expertise in developing high-value and high-margin mild surfactants.

We continue to capitalise on the growing awareness among consumers regarding the benefits of organic personal care products. A focus

on synchronising innovation and sustainability helps us accelerate growth and deliver further value. We are constantly leveraging our capabilities in innovative and technology to manufacture value-added products to difficult-to-serve markets, particularly in exports. This leads us towards improved profitability and helps us maintain focus on commercialising a new product pipeline.

Another key differentiator is our efficiencies in supply chain network and the way we service our customers. Agility and price flexibility are a few of our key competitive advantages. Being competitively priced and the use of right data enables us to engage into “smart purchasing” of raw materials from our suppliers. The ripple effect of this is year-on-year improvement in price flexibility.

Gearing Up for Sustained Growth

Post our demerger, we have mandated a strategy of capturing sustained and profitable growth by way of operational excellence and by setting a culture focussed on performance. With a unique product portfolio, presence in high growth markets, strong customer and supplier relationships and an efficient supply chain, we are well-positioned and geared up for sustained growth.

Future Outlook

We also remain committed to profitable growth through continuous improvement, operational excellence and innovation. With a high growth rate and margins better than conventional surfactants, the specialty surfactants segment presents an attractive

opportunity. An experienced workforce, wide product portfolio and a diverse customer base gives us further confidence to create higher value for our stakeholders. Moving ahead, we will leverage our experience and expertise to produce safer, better, more effective and value-added products, reflecting our greater quality.

Conclusion

I would like to thank all our stakeholders for their support to the Company and for placing trust in us. We are committed to growth and profitability and look forward to achieving new milestones.

Regards,

Mr. Nikhil Parimal Desai

Managing Director

Board of Directors



Mr. Nikhil Parimal Desai
Executive Director



Mr. Chandrakant Vallabhaji Gogri
Non-Executive Director



Mr. Mulesh Manilal Savla
Independent Director



Mr. Santosh Madhaorao Kakade
Executive Director



Mr. Dattatray Sidram Galpalli
Non-Executive Director



Ms. Misha Bharat Gala
Independent Director

Management Discussion & Analysis

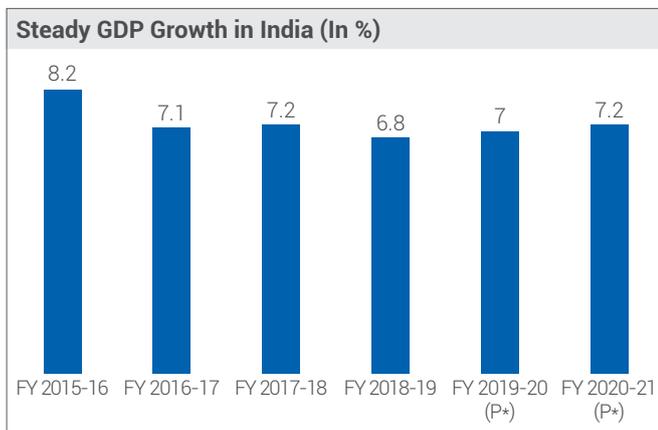
INDIA ECONOMIC OVERVIEW

The Indian economy clocked a Gross Domestic Product (GDP) growth of 6.8% in FY 2018-19, as against 7.2% in FY 2017-18, as per the data received from the Central Statistics Office (CSO), India. This is at a time when the world economy is buffeted by global headwinds and trade slowdown. With global environment in high flux, India remains well poised to remain at the top of the growth ladder.

In India, growth softened primarily due to subdued consumption and investment, tight liquidity environment, volatile oil prices and heightened trade wars between major global economies. Despite the above factors, India continues to be the world's fastest-growing major economy. India's Prime Minister Shri Narendra Modi aims for a USD 5 trillion economy by 2024.

The nation's ranking in the World Bank's Ease of Doing Business Report improved 23 notches in 2018 to 77 from 100 in the previous year. This can be attributed to an array of structural reforms enforced by the Government including the Goods & Services Tax (GST), Insolvency and Bankruptcy Code (IBC), bank recapitalisation package, and FDI liberalisation, among others, that have translated into remarkable progress.

Going forward, India's GDP growth is expected to bounce back to 7% in FY 2019-20 and 7.2% in FY 2020-21, as per the estimates from the International Monetary Fund (IMF). Key triggers for this growth are – an expansionary monetary policy, normal monsoon, credit growth recovery, increased agriculture and infrastructure spending and continued stimulus measures by the government to boost the economy.



Source: CSO; Projections for FY 2019-20 and FY 2020-21 are by International Monetary Fund

*Projected

INDUSTRY OVERVIEW

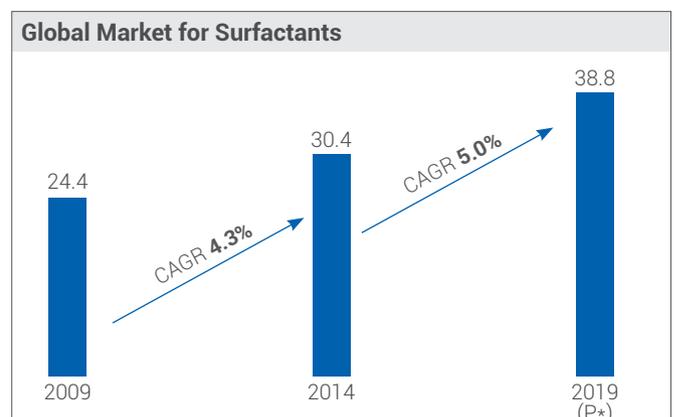
Surfactants Market - Global

The global surfactants market, which stood at USD 30.4 billion in 2014, is estimated to have grown by a CAGR of 5.0% between 2014-19 to reach USD 38.8 billion in 2019. Continuous development in end-user industries such as household care and personal care in the developed and developing economies is supporting market growth.

Surfactants are mostly used ubiquitously as basic cleaning agents in consumer products such as detergents for washing clothes, dishes, floors, as well as shampoos, body washes and toothpastes. Home and Personal Care represents the largest end-user consumer for surfactants, consuming 80% of the surfactants produced globally. Body care, cosmetics and industrial cleaning are the other major uses of surfactants. An ever-increasing demand for personal care products such as hair care, skin care, and baby care, coupled with home and laundry care products is propelling growth of the global home and personal care segment.

Demand for Bio-Surfactants

In addition, the market is witnessing a shifting preference towards bio-surfactants, which are natural, preservative-free and milder surfactants. These are biodegradable and responsibly sourced, owing to rising environmental consciousness. This has led to an increased demand for eco-friendly and sustainable surfactants, thereby presenting ample opportunities to surfactant manufacturers, especially from European and North American regions. Asia-Pacific, particularly the South-East Asian countries, are driving market growth. This has been led by increasing economic growth and incomes; burgeoning population; growth spurts in Vietnam, Indonesia and Malaysia; and rapid industrialisation in emerging economies of India, China, Japan and South Korea.



Source: Markets and Markets, Avendus Analysis

*Projected

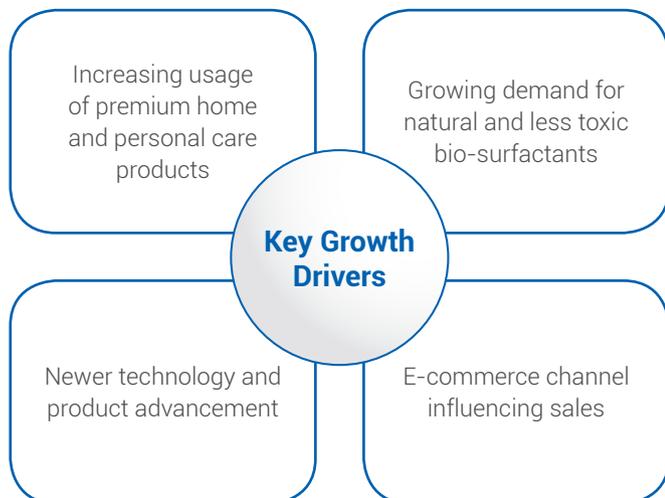
Surfactants Market - India

The domestic specialty surfactants market is witnessing an impressive growth, mainly due to the growing population and surge in application of home and personal care products. The Indian market for surfactants, which was estimated at USD 2.6 billion in 2014 (8.5% of the global market), is expected to have grown by a CAGR of 13% between 2014-19, more than twice the global rate to have reached USD 4.8 billion by 2019. Demand for surfactants in India is expected to grow at more than twice the global rate.

Rising disposable incomes, increased buying power, fast increasing consumerism, changing consumer preferences and growing adoption of new-age surfactants and bio-surfactants is fuelling consumption growth. Moreover, premiumisation is gaining traction in the market, with customers gradually switching to premium brands.

A steady growth projected in India's FMCG space, including rural markets, is also fuelling demand for home and personal care products. According to ASSOCHAM, India's beauty, cosmetics and grooming market is expected to touch USD 20 billion by FY 2025. Increasing awareness about appearance and the desire to look and feel better, along with emergence of a young, aspirational populace and growing purchasing power, is largely driving sales of personal care products, thereby allowing deeper penetration of mild surfactants-based products.

On the other hand, health and hygiene remains a key booster for home care products. Government's 'Swachh Bharat Abhiyan' campaign has also contributed to creating greater awareness about hygiene and cleanliness across all segments of the society. This has propelled demand for personal hygiene and home cleaning products such as premium powder detergents, liquid detergents, dish washers, home care wipes and sanitisers.



COMPANY OVERVIEW

Aarti Surfactants Limited (hereafter referred to as your Company) is a leading producer of ionic and non-ionic and specialty surfactants with a global footprint. Your Company primarily caters to the Home and Personal Care (HPC) industry with a wide range of innovative and high-quality products. (Non-ionic surfactants are those that can be used with high salinity or hard water, and are compatible with other types, and are excellent candidates for complex mixtures with low toxicity levels.)

Your Company produces customised and eco-friendly surfactants, processed with high-quality materials which find application in varied industries, including home care, personal care, hair care, and others.

Key Strengths

Product Portfolio

Your Company has a comprehensive portfolio of over 30 products, serving a wide range of industries. Your Company is also a leading exporter supplying its high-quality products to several countries across the world with a major presence in North America, South America, South-East Asia and Europe.

Manufacturing Capabilities

Your Company owns two state-of-the-art manufacturing units. It owns a Sulfonation Unit at Pithampur in the state of Madhya Pradesh, with the capabilities to manufacture Sulfonated Compounds on an active basis. With manufacturing sites located in the western parts of India, your Company has locational and logistical advantages on account of its proximity to major ports and FMCG companies in India. Your Company has another manufacturing unit at Silvassa. Both the plants are equipped with advanced machinery and superior technologies. This enables your Company to manufacture niche and value-added products.

Efficient Supply Chain

Your Company is an agile and flexible industry player, providing faster services and high-quality products. An efficient supply chain enables your Company to acquire optimally priced raw materials. In addition, continuous usage of data and personal visits by the sales personnel leads to "smart purchasing" and "bulk purchasing" of raw materials to manufacture the surfactants, resulting in better yields and competitive pricing. Your Company is, thus, able to achieve price flexibility, while keeping its margins intact. The move also enables your Company to build healthy relationships with its suppliers globally.

OUTLOOK

Innovation and sustainability form the cornerstone of your Company's operations. Your Company serves a large number of customers and industries worldwide responsibly, efficiently and with good science, while staying focussed on quality and timely deliveries. With fast-changing market dynamics, adoption of advanced technologies and increased R&D activities to manufacture premium products, enhanced process efficiencies and niche applications will offer a distinct edge to your Company. Your Company is committed to profitable growth by optimising its production capabilities, evolving its product portfolio, exploring newer and higher growth markets. It remains focussed on improved efficiencies, cost optimisation and better yields to result in better profitability. It is also in the process of producing high-margin export-oriented products to meet the unique customer demands.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company enjoyed excellent relationship with workers and staff during the period under review. The Company care for their people, customers, suppliers, and community which reflects in company's policy, programmes, and development efforts. Your Company is committed to build and strengthen our human capital by defining policies that support their growth, goals, and help them achieve excellence. As on March 31, 2019 the Company had 307 employees at its manufacturing plants and administrative office.

RISKS AND CONCERNS

Economic turbulence, downtrend in economies, US-China trade war, tighter financial conditions, and worsening market sentiments has been increasing the risk and probability of another global recession. Raw material pricing, commodities and currency fluctuations also pose key risks.

However, your Company has set appropriate structures in place to monitor and manage inherent business risks proactively. There are appropriate checks and balances in place and effective mitigation strategies and aims to minimise the adverse impact of these risks on operations. Our diversified customer base helps us mitigate our risks with appropriate solutions and risk transfer. It also provides us with stability in case of different economic scenarios. Most of these risks are effectively managed by your Company's capable team.

INTERNAL CONTROLS & THEIR ADEQUACY

Your Company has adequate internal controls in place to ensure adherence to the applicable laws and regulations, accurate reporting of transactions and safeguarding of assets. Your Company's internal team closely oversee the business operations and ensure the effectiveness of internal financial controls. Timely and adequate measures are, thereafter, undertaken by the management for smooth and orderly conduct of business.

CAUTIONARY STATEMENT

We may, from time to time, make additional written and oral forward-looking statements, including statements contained in our Company's filings and reports to shareholders. We do not undertake to update any forward-looking statements that may be made from time to time by or on behalf of us. All information contained in this presentation has been prepared solely by us and we do not accept any liability whatsoever for any loss, howsoever, arising from any use or reliance on this Annual Report or its contents or otherwise arising in connection therewith.

Directors' Report

To

The Members

Aarti Surfactants Limited

(Formerly known as Arti Surfactants Limited)

Your Directors are pleased to present this 1st Annual Report and the Audited Statement of Accounts for the period ended March 31, 2019.

Background

Your Directors are pleased to inform that the Company was incorporated on June 18, 2018 by Aarti Industries Limited for the purpose of absorption of the Home and Personal Care Undertaking of Aarti Industries Limited and subsequent listing of securities of the Company on BSE Limited and National Stock Exchange Limited. Directors are pleased to inform that the said absorption was done by way of Composite Scheme of Arrangement Between Aarti Industries Limited and Aarti Surfactants Limited which was approved by National Company Law Tribunal on June 10, 2019 and the scheme became effective from appointed date April 01, 2018.

Financials Highlights of the Company

| Particulars | (₹ In Lacs) | |
|---|--------------------------------------|--|
| | For the Year Ended March 31, 2019 | |
| Revenue from Operations | 31054.90 | |
| Other Income | 6.82 | |
| Total Income | 31061.72 | |
| EBIDTA | 523.15 | |
| Depreciation and Amortisation | 879.73 | |
| Profit/(Loss) before Finance Costs (EBIT) | (356.58) | |
| Finance Costs | 241.60 | |
| Profit/(Loss) before Tax | (598.18) | |
| Income Tax/Deferred Tax | 49.76 | |
| Net Loss for the period After Tax | 647.94 | |

Financial Performance

Your Company reported Gross Total Income of ₹ 31,054.90 lakhs for FY 2018-19 and Earnings Before Interest Depreciation and Taxes (EBIDTA) of ₹ 523.15 Lakhs.

During the year, your Company enhanced capacities in both the Plant and invested about ₹ 2,825 Lakhs.

Change in Nature of Business, If Any

The Company was newly incorporated by Aarti Industries Limited for the proposed demerger and absorption of its Home and Personal Care Undertaking. Consequently, there was no change in nature of business of the Company as such.

Dividend

During the period under review, there being no profits, no dividend has been recommended for the period ending March 31, 2019 by the Board.

Transfer to Reserves

No amount transferred to Reserves except in terms of accounting treatment provided in the composite scheme of Arrangement between Aarti Industries Limited and Aarti Surfactants Limited and Nascent Chemical Industries Limited and their respective shareholders.

Share Capital

During the period under review there was no change in Share Capital of the Company. However, pursuant to the composite scheme of Arrangement becoming effective on June 24, 2019, an option would be given to the shareholders of Aarti Industries Limited as on July 04, 2019 either to subscribe for equity shares or Preference shares. Post exercise of option by the shareholders of Aarti Industries Limited, the Company would issue and allot 1 (one) Equity Share/ Redeemable Preference share for every 10 (Ten) equity shares held in Aarti Industries Limited in terms of the said Scheme. Upon allotment, pre-scheme paid up capital entirely held by Aarti Industries Limited shall stand reduced, cancelled and extinguished in terms of the said Scheme.

Corporate Social Responsibility

Your Company does not fall in the criteria mentioned under Section 135 of the Companies Act, 2013, for applicability of the provisions of Corporate Social Responsibility. Hence, your Company is not required to constitute CSR Committee and to comply with other provisions of Section 135 of the Companies

Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

Material developments in human resources / industrial relations front, including number of people employed.

The Company enjoyed excellent relationship with workers and staff during the year under review. The Company care for their people, Customers, suppliers, and community which reflects in company's policy, programs and development efforts. Your Company is committed to build and strengthen our human capital by defining policies that support their growth, goals, and help them achieve excellence. As on March 31, 2019 the Company had 307 permanent employees at its manufacturing plants and administrative office.

Personnel

The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not being sent as the Company has no such employee who falls under the criteria specified in the said Rules.

Material changes and commitment if any affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate and the date of the report.

Composite Scheme of Arrangement of demerger of Home & Personal Care undertaking of Aarti Industries Limited (AIL) into the Company was approved by the Honorable National Company Law Tribunal (NCLT), Ahmedabad Bench vide its order dated 10th June 2019 and this Scheme became effective from the appointed date of 1st April 2018. Equity and Redeemable preference shares would be issued based on options exercised by the shareholders of Aarti Industries Limited in terms of the said Scheme. There are no other material changes and commitment affecting the financial position of the company occurred between the end of the Financial Year to which this financial statements relate and the date of the report.

Meetings

The Board met five times during the period from June 18, 2018 to March 31, 2019 viz. on June 20, 2018, June 28, 2018, September 29, 2018, December 24, 2018 and February 15, 2019.

Risk Management

The Company implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to ensure that a robust system on risk controls and mitigation is in place. Senior management periodically reviews this risk management framework to keep update and address emerging challenges.

Internal control systems and their adequacy

Your Company's internal control systems commensurate with the nature and size of its business operations. Your Company has adequate internal financial controls in place to ensure safeguarding of its assets, prevention of frauds and errors, protection against loss from unauthorized use or disposition and the transactions are authorised, recorded and reported diligently in the Financial Statements.

Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review is presented in a separate section forming part of the Annual Report.

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. That in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year and of the profit and loss of the company for that period;
- c. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That Directors' have prepared the annual accounts on a going concern basis;
- e. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Contracts and Arrangements with Related Parties

Details of related party transactions are given in Note 30 to the Financial Statement. All related party transactions as per Section 188 of the Companies Act, 2013 made by the Company during the period under review were in the ordinary course of business and on arm's length basis. There being no material related party transactions, Form AOC 2 does not apply.

Annual Return

The details forming part of the extract of Annual Return in the Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in the report as Annexure- A and forms an integral part of the report.

Deposits

The Company did not have any deposits at the beginning of the year under review. The Company has neither accepted nor renewed any deposits during the year under review. The Company does not have any deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

Particulars of loans, guarantees or investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the financial statements.

Subsidiary, Joint Ventures And Associate Companies

Your Company has neither any Subsidiary nor Joint Venture nor Associate Company.

Directors / Key Managerial Personnel (KMP)

Mr. Chandrakant V. Gogri, Mr. Nikhil Parimal Desai and Mr. Dattatray Sidram Galpalli are First Directors of the Company w.e.f. June 18, 2018 are proposed for appointment as director by the Company at ensuing Annual General Meeting.

Significant and material orders passed by the regulators or courts

Composite Scheme of Arrangement of demerger of Home & Personal Care undertaking of Aarti Industries Limited(AIL) into the Company was approved by the Honorable National Company Law Tribunal (NCLT), Ahmedabad Bench vide its order dated 10th June 2019 and this Scheme became effective from the appointed date of 1st April 2018. There are no other significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

Environmental, Safety and Health

Your Company is committed to ensure a sound Safety, Health and Environment (SHE) performance related to its activities, products and services. Your Company had been continuously taking various steps to develop and adopt Safer Process technologies and unit operations.

Statutory Auditors

M/s Gokhale & Sathe (Firm Registration No: 103264W), Chartered Accountants, First Auditors have given their consent and confirmed their eligibility and availability for appointment for a term of 5 (Five) years from the conclusion of ensuing 1st Annual General Meeting to the conclusion of 6th Annual General Meeting. The Board of Directors, therefore, recommends their appointment and fixation of remuneration by the Shareholders.

Auditors' Report

There are no qualification, reservation or adverse remark or disclaimer made by the Auditor in their report

Number of cases filed, if any, and their disposal under section 22 of the sexual harassment of women at work place (prevention, prohibition and redressal) act, 2013

Your Company has Zero tolerance towards any action on the part of any one which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women working with the Company. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules 2014, information on conservation of energy, technology absorption, foreign exchange earnings and out-go is given as below.

1 Conservation for Energy

| | |
|--|--|
| a) The Steps Taken or Impact on Conservation of Energy; | Implementation of Steam Recovery from waste treat of Process of Sulphonation is under process. |
| b) the steps taken by the company for utilising alternate sources of energy; | - |
| c) the capital investment on energy conservation equipment | Estimated Capital Investment of ₹ 50 Lakhs is provided for the same. |

2 Technology absorption

| | |
|--|--|
| a) the efforts made towards technology absorption | Continuous efforts are going on in plant to improve product quality and process yield. In the Batch Process efforts are made to reduce the batch time. |
| b) the benefits derived as a result of above efforts | Improved Product Quality and Productivity. |
| c) Information regarding technology imported during the last 3 years | Nil |

3. Expenditure Incurred on Research and Development Expenditure

Nil

4. Total foreign exchange earnings and outgo

The Foreign Exchange Earnings and outgo were ₹ 3,357.71 Lakhs and ₹ 14,199.63 Lakhs respectively

Compliance with Secretarial Standards on Board and General Meetings

Your Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)

Reporting of Frauds by Auditors

During the year under review, neither the Statutory Auditors, Secretarial Auditor nor the Cost Auditors has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which needs to be mentioned in the Board's Report.

Acknowledgement

The Board of Directors places on record its sincere appreciation for the dedicated services rendered by the employees of the Company at all levels and the constructive co-operation

extended by them. Your Directors would like to express their grateful appreciation for the assistance and support by all Shareholders, Government Authorities, Auditors, financial institutions, Customers, employees, suppliers, other business associates and various other stakeholders.

For and on behalf of the Board

Sd/-

Chandrakant Vallabhaji Gogri

Director

Sd/-

Nikhil Parimal Desai

Managing Director

Place: Mumbai

Date: July 08, 2019

Annexure 'A'

Form No. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details:

| | |
|--|--|
| i) CIN:- | U24100GJ2018PLC102891 |
| ii) Registration Date | June 18, 2018 |
| iii) Name of the Company | Aarti Surfactants Limited |
| iv) Category / Sub-Category of the Company | Public Company; Ltd. by Shares / Non - Govt. Company |
| v) Address of the Registered office and contact details | 801, 801/23, GIDC Estate, Phase III, Vapi, Valsad, Gujarat - 396195 Telephone:- 022-67976666 Email:- investors@aarti-surfactants.com |
| vi) Whether listed company | No |
| vii) Name, Address and Contact details of Registrar and Transfer Agent, if any | Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. Tel : 022 – 4918 6000 Fax : 022 – 4918 6060 e-mail: rnt.helpdesk@linkintime.co.in website : www.linkintime.co.in |

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1 | Producers of ionic and non-ionic surfactants and specialty products, serving Home & Personal Care, Industrial Applications, Agro and Oil industries. | 20,233 | 100% |

III. Particulars of Holding, Subsidiary and Associate Companies

| Sr. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1 | N.A. | N.A. | N.A. | N.A. | N.A. |

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held (As on June 18, 2019) | | | | No. of Shares held at the end of the year (As on March 31, 2019)* | | | | % Change during the year |
|---|---|--------------|----------|-------------------|--|--------------|----------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Central Govt | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) State Govt(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Bodies Corp. | 0 | 50000 | 0 | 100.00 | 0 | 50000 | 0 | 100.00 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) Any Other... | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (A) (1):- | 0 | 50000 | 0 | 100.00 | 0 | 50000 | 0 | 100.00 | 0 |
| (2) Foreign | | | | | | | | | |
| a) NRIs - Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Other – Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Bodies Corp. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Banks /FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Any Other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (A) (2):- | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Total shareholding of Promoter (A) = (A)(1) + (A)(2) | 0 | 50000 | 0 | 100.00 | 0 | 50000 | 0 | 100.00 | 0 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Banks /FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) State Govt.(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| g) FIs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i) Other (Specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (B)(1):- | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| ii) Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakh | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Others (specify) | | | | | | | | | |
| (i) Non Resident Indians | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (ii) Trusts | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (B)(2):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Grand Total (A+B+C) | 0 | 50000 | 0 | 100.00 | 0 | 50000 | 0 | 100.00 | 0 |

* Note - Upon new issue of securities to the shareholders of Aarti Industries Limited pursuant to the composite scheme of arrangement between Aarti Industries Limited and Company, the entire pre - share capital held by Aarti Industries Limited in the Company shall stand reduced, cancelled and extinguished.

ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding as on June 18, 2018 | | | Share holding at the end of the year (As on March 31, 2019)* | | | % change in share holding during the year |
|--------------|---|----------------------------------|----------------------------------|--|--|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Aarti Industries Limited | 49994 | 99.99 | - | 49994 | 99.99 | - | 0.00 |
| 2 | Chandrakant Vallabhaji Gogri (Nominee Of Aarti Industries Limited) | 1 | | | 1 | | - | 0.00 |
| 3 | Nikhil Parimal Desai (Nominee Of Aarti Industries Limited) | 1 | | | 1 | | - | 0.00 |
| 4 | Dattatray Sidram Galpalli (Nominee Of Aarti Industries Limited) | 1 | 0.01 | | 1 | 0.01 | - | 0.00 |
| 5 | Rashesh Chandrakant Gogri (Nominee Of Aarti Industries Limited) | 1 | | | 1 | | - | 0.00 |
| 6 | Parimal Hasmukhlal Desai (Nominee Of Aarti Industries Limited) | 1 | | | 1 | | - | 0.00 |
| 7 | Hetal Gogri Gala (Nominee Of Aarti Industries Limited) | 1 | | | 1 | | - | 0.00 |
| Total | | 50000 | 100.00 | - | 50000 | 100.00 | - | 0.00 |

* Note - Upon new issue of securities to the shareholders of Aarti Industries Limited pursuant to the composite scheme of arrangement between Aarti Industries Limited and Company, the entire pre - share capital held by Aarti Industries Limited in the Company shall stand reduced, cancelled and extinguished.

iii) Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No. | Name | Shareholding as on June 18, 2018 | | Date | Increase/ Decrease In shareholding | Reason | Cumulative Shareholding during the year | |
|-----------|------|----------------------------------|----------------------------------|------|------------------------------------|--------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| No Change | | | | | | | | |

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding as on June 18, 2018 | | Date | Increase/Decrease In shareholding | Reason | Cumulative Shareholding during the year | |
|----------------|-------------------------------------|----------------------------------|----------------------------------|------|-----------------------------------|--------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| Not Applicable | | | | | | | | |

v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | For Each of the Directors and KMP | Shareholding as on June 18, 2018 | | Date | Increase/Decrease In shareholding | Reason | Cumulative Shareholding during the year | |
|---------|--|----------------------------------|----------------------------------|------|-----------------------------------|--------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1 | Chandrakant Val-labhaji Gogri (Nominee Of Aarti Industries Limited) | 1 | 0.0002 | - | - | - | 1 | 0.0002 |
| 2 | Nikhil Parimal Desai (Nominee Of Aarti Industries Limited) | 1 | 0.0002 | - | - | - | 1 | 0.0002 |
| 3 | Dattatray Sidram Galpalli (Nominee Of Aarti Industries Limited) | 1 | 0.0002 | - | - | - | 1 | 0.0002 |

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| (₹ in Crore) | | | | |
|--|----------------------------------|-----------------|----------|--------------------|
| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| Indebtedness at the time of Incorporation i.e June 18, 2018 | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |
| Change in Indebtedness during the financial year | | | | |
| Addition | 30.00 | 66.65 | - | 96.65 |
| Reduction | - | - | - | - |
| Net Change | 30.00 | 66.65 | - | 96.65 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 30.00 | 66.65 | - | 96.65 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 30.00 | 66.65 | - | 96.65 |

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in lakhs)

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | | | | | Total Amount |
|---------|---|-------------------------|---|---|---|---|---|---|--------------|
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - | - | - | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - | - | - | - | - | - |
| 2. | Stock Option | - | - | - | - | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - | - | - | - | - |
| 4. | Commission - as % of profit - others, specify... | - | - | - | - | - | - | - | - |
| 5. | Others, please specify | - | - | - | - | - | - | - | - |
| | Total (A) | | | | | | | | |
| | Ceiling as per the Act | N.A. (being in loss) | | | | | | | |

B. Remuneration to other directors:

(₹ in lakhs)

| Sl. No. | Particulars of Remuneration | Name of the Director | | | | | | | Total |
|---------|--|----------------------|---|---|---|---|---|---|--------------|
| 1. | Independent Directors | - | - | - | - | - | - | - | - |
| | Fee for attending board / committee meetings | - | - | - | - | - | - | - | - |
| | Commission | - | - | - | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - | - | - | - |
| | Total (1) | - | - | - | - | - | - | - | - |
| 2 | Other Non-Executive Directors* | Nikhil Parimal Desai | - | - | - | - | - | - | - |
| | Fee for attending board / committee meetings | - | - | - | - | - | - | - | - |
| | Commission | - | - | - | - | - | - | - | - |
| | Others | - | - | - | - | - | - | - | - |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961. | 43.80 | - | - | - | - | - | - | 43.80 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 2.25 | - | - | - | - | - | - | 2.25 |
| | Total (2) | 46.05 | - | - | - | - | - | - | 46.05 |
| | Total Managerial Remuneration (B)=(1+2) | 46.05 | - | - | - | - | - | - | 46.05 |
| | Overall Ceiling as per the Act | N.A. (being in loss) | | | | | | | |

* **Note** - Mr. Nikhil Parimal Desai was Holding office of Profit in Aarti Industries Limited as General Manager - Business Development and Shareholders of Aarti Industries Limited in its Annual General Meeting held on 21st day of September, 2018 approved remuneration maximum upto ₹ 50 lakhs per annum.

C. Remuneration to Key Managerial Personnel Other Than Md/Manager/WTD

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | Total |
|--------------|---|--------------------------|-----|-------|
| | | Company Secretary | CFO | |
| 1 | Gross salary | - | - | - |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | | |
| 2. | Stock Option | - | - | - |
| 3. | Sweat Equity | - | - | - |
| 4. | Commission | | | |
| | - as % of profit | - | - | - |
| | - others, specify | - | - | - |
| 5. | Others, please specify | - | - | - |
| Total | | - | - | - |

VII. Penalties / Punishment/ Compounding of Offences:

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|--|-------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | -- | - | - | - |
| B. DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

For and on behalf of the Board of Directors of
Aarti Surfactants Limited

sd/-
Chandrakant Vallabhaji Gogri
Director
DIN: 00005048

sd/-
Nikhil Parimal Desai
Managing Director
DIN: 01660649

Date : July 08, 2019
Place: Mumbai

Financial Statements

Independent Auditors' Report

**To the Members of
Aarti Surfactants Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Aarti Surfactants Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2019, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

We draw attention to note no B "Explanatory Note on the Composite Scheme of Arrangement under Corporate Information and Significant Accounting Policies to financial statements which provide details of the Composite Scheme of Arrangement with

respect to demerger of Home and Personal Care Undertaking of Aarti Industries Limited ("Demerged Company") with the Company. The said scheme was approved by Hon'ble NCLT Ahmedabad vide its order dated June 10, 2019 and the scheme comes into effect from April 1, 2018 (Appointed Date).

As per scheme, all assets and liabilities related to Home and Personal Care Undertaking are deemed to be transferred from Demerged Company to the Company w.e.f Appointed Date. Similarly, as per scheme, all profits/incomes or expenditures/losses arising/incurred by Demerged Company with respect to this undertaking shall be deemed to accrued as that of the Company w.e.f Appointed Date.

The financial statements of the Company have been prepared/drawn from financial information for FY 2019 provided by Demerged Company with respect to Home and Personal Care Undertaking and giving effect to above sanctioned composite scheme of arrangement.

Our opinion is not modified in respect of this matters

Information other than the financial statements and auditor's report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information included in the Annual Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Managements' Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and

fair view of the financial position, financial performance and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit concluded in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As a part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a matter that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We communicate with those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as on March 31, 2019 which would have an impact on its financial position (Refer note no 26 to the financial statements)
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For **Gokhale & Sathe**

Chartered Accountants

Firm Registration Number: 103264W

CA Tejas J. Parikh

Partner

Place: Mumbai

Date: July 8, 2019

Membership Number: 123215

UDIN: - 19123215AAAABZ7502

Annexure “A” to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Aarti Surfactants Limited of even date)

- i. In respect of the Company's fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has phased programme of physical verification of fixed assets by which all fixed assets are verified over a period of three years. In our opinion, periodicity of physical verification is reasonable having regard to the size of the Company and nature of the assets. We have been informed that no material discrepancy was noted on such physical verification.
 - c. According to the information and explanations given to us and on the basis of examination of the records of the Company, title deeds of immovable properties are in the name of Demerged Company. According to explanation obtained from management, in view of demerger through court scheme, leasehold rights are deemed to be transferred to the Company and procedure for transferring in the name of the Company is in progress.
- ii. The stock of inventory has been physically verified during the year by the Management at reasonable intervals, except stock lying with third parties. In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. The discrepancies noticed on physical verification of stocks as compared to book records were not material. However, the same have been dealt with the books of account.
- iii. According to the information and explanations given to us, the Company has not granted unsecured loans to parties/entities covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments, and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year.
- vi. The Company has maintained cost records as required under sub section (1) of Section 148 of the Companies Act, 2013. However, we have not carried out a detailed examination of such records.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they become payable.
 - c. There are no dues of Income Tax, Sales Tax, Service Tax, GST and Value Added Tax which have not been deposited as at March 31, 2019 on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues for loan taken from financial institutions or banks.
- ix. In our opinion and according to the information and explanation given to us, the terms loans raised during the year were applied for the purpose for which loans were obtained. The Company did not raise any money by way of term loans, public offer or further public offer (including debt instruments) during the year.
- x. To the best our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company is in process for obtaining necessary approvals in accordance with the

- provisions of section 197 of the Companies Act read with Schedule V of the Act for managerial remuneration paid in this financial year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transaction with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Gokhale & Sathe**

Chartered Accountants

Firm Registration Number: 103264W

CA Tejas J. Parikh

Partner

Place: Mumbai

Date: July 8, 2019

Membership Number: 123215

UDIN: - 19123215AAAABZ7502

Annexure “B” to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Arti Surfactants Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Aarti Surfactants Limited ("the Company") as on March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisation of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Gokhale & Sathe**
Chartered Accountants
Firm Registration Number: 103264W

CA Tejas J. Parikh

Partner

Place: Mumbai
Date: July 8, 2019

Membership Number: 123215
UDIN: - 19123215AAAABZ7502

Balance Sheet

as at March 31, 2019

(₹ in Lakhs)

| Particulars | Note No. | As at March 31, 2019 |
|--|----------|----------------------|
| A ASSETS | | |
| 1 Non-Current Assets | | |
| (a) Property, Plant and Equipment | 1 | 13,787.41 |
| (b) Capital Work-in-Progress | 1 | 447.01 |
| (c) Financial Assets | | |
| Investments | 2 | 3,149.67 |
| (d) Other Non-Current Assets | 3 | 105.90 |
| Total Non-Current Assets | | 17,489.99 |
| 2 Current Assets | | |
| (a) Inventories | 4 | 5,269.90 |
| (b) Financial Assets | | |
| (i) Trade Receivables | 5 | 3,056.23 |
| (ii) Cash and Cash Equivalents | 6 | 2.01 |
| (iv) Other Financial Assets | 7 | 21.63 |
| (c) Other Current Assets | 8 | 2,152.61 |
| Total Current Assets | | 10,502.38 |
| TOTAL ASSETS | | 27,992.37 |
| B EQUITY AND LIABILITIES | | |
| 1 EQUITY | | |
| (a) Equity Share Capital - Pending cancellation | 9 | 5.00 |
| (b) Share Capital pending allotment upon scheme of arrangement | 9 | 866.69 |
| (c) Other Equity | 10 | 12,725.03 |
| Total Equity | | 13,596.72 |
| 3 LIABILITIES | | |
| Non-Current Liabilities | | |
| (a) Financial Liabilities | | |
| Borrowings | 11 | 3,000.00 |
| (b) Deferred Tax Liabilities (Net) | 12 | 727.69 |
| Total Non-Current Liabilities | | 3,727.69 |
| Current Liabilities | | |
| (a) Financial Liabilities | | |
| (i) Borrowings | 13 | 6,665.29 |
| (ii) Trade Payables Due to | | |
| - Micro and Small Enterprises | | - |
| - Other Than Micro and Small Enterprises | | 3,844.91 |
| (b) Other Current Liabilities | 14 | 8.92 |
| (c) Provisions | 15 | 148.84 |
| Total Current Liabilities | | 10,667.96 |
| Total Liabilities | | 14,395.65 |
| TOTAL EQUITY AND LIABILITIES | | 27,992.37 |
| Significant Accounting Policies | | |
| Accompanying Notes to the Financial Statements | 1-33 | |

As per our report of even date
For **Gokhale and Sathe**
Chartered Accountants
Firm Registration Number: 103264W

For and on behalf of the Board
For **Aarti Surfactants Limited**

Partner
Tejas Parikh
M. No. 123215

sd/-
Chandrakant Gogri
Director

sd/-
Nikhil Desai
Managing Director

Place: Mumbai
Date: July 8, 2019

Statement of Profit and Loss

for the year ended March 31, 2019

| | | (₹ in Lakhs) | |
|---|----------|-----------------------------------|--|
| Particulars | Note No. | For the Year Ended March 31, 2019 | |
| I Revenue from Operations | 16 | 31,054.90 | |
| II Other Income | 17 | 6.82 | |
| III Total Income (I+II) | | 31,061.72 | |
| IV EXPENSES | | | |
| (a) Cost of Materials Consumed | 18 | 27,490.01 | |
| (b) Changes in inventories of finished goods, Stock-in-Trade and work-in-progress | 19 | -1,584.23 | |
| (c) Employee Benefits Expense | 20 | 1,139.83 | |
| (d) Finance Costs | 21 | 241.60 | |
| (e) Depreciation / Amortisation Expenses | 1 | 879.73 | |
| (f) Other Expenses | 22 | 3,492.96 | |
| Total Expenses (IV) | | 31,659.90 | |
| V Loss before Exceptional Items and Tax (III-IV) | | -598.18 | |
| VI Exceptional Items | | - | |
| VII Profit/(Loss) before Tax (V-VI) | | -598.18 | |
| VIII TAX EXPENSES | | | |
| (a) Current Tax | | - | |
| (b) Deferred Tax | | 49.76 | |
| Total Tax Expenses | | 49.76 | |
| IX Net Loss for the period After Tax (VII-VIII) | | -647.94 | |
| X OTHER COMPREHENSIVE INCOME | | | |
| a. Items that will not be reclassified to Statement of Profit and Loss | | | |
| - Fair Value of Investment (Net of Tax) | | 661.21 | |
| b. Items that will be reclassified to Statement of Profit and Loss | | - | |
| XI TOTAL COMPREHENSIVE INCOME FOR THE YEAR (IX+X) | | 13.27 | |
| XII Earnings Per Equity Share of Face Value ₹ 10 Each (EPS) (in ₹) | 24 | | |
| Basic | | N. A. | |
| Diluted | | -7.48 | |
| Significant Accounting Policies | | | |
| Accompanying Notes to the Financial Statements | 1-33 | | |

As per our report of even date
For **Gokhale and Sathe**
Chartered Accountants
Firm Registration Number: 103264W

For and on behalf of the Board
For **Aarti Surfactants Limited**

Partner
Tejas Parikh
M. No. 123215

sd/-
Chandrakant Gogri
Director

sd/-
Nikhil Desai
Managing Director

Place: Mumbai
Date: July 8, 2019

Cash Flow Statement

for the year ended March 31, 2019

(₹ in Lakhs)

| Sr. Particulars No. | For the Year Ended March 31, 2019 |
|--|--------------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | |
| Net loss before Tax as per Statement of Profit and Loss | (598.18) |
| Adjusted for: | |
| - Finance Costs | 241.60 |
| - Depreciation | 879.73 |
| Operating Profit before Working Capital Changes | 523.15 |
| Adjusted for: | |
| - Trade and Other Receivables | 151.49 |
| - Inventories | (285.78) |
| - Trade Payables and Other Current Liabilities | (1,653.67) |
| Cash Generated from Operations | (1,264.81) |
| Taxes Paid (Net) | (2.99) |
| Net Cash Flow used in Operating Activities | (1,267.80) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | |
| Addition to Property, Plant and Equipment and Capital Work In Progress | (2,825.25) |
| Net Cash Flow used in Investing Activities | (2,825.25) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | |
| Proceeds from Borrowings - Non Current | 3,000.00 |
| Borrowing - Current (Net) | 1,334.74 |
| Finance Costs | (241.60) |
| Net Cash Flow from Financing Activities | 4,093.14 |
| Net Increase/(Decrease) in Cash and Cash Equivalents | 0.09 |
| Opening Balance of Cash Equivalents | 1.92 |
| Closing Balance of Cash and Cash Equivalents | 2.01 |

Change in liability arising from financing activities

(₹ in Lakhs)

| Particulars | As at April 1, 2018 | Transferred On Account of Scheme of Arrangement | Cash Flow | As at |
|----------------------------|------------------------|--|-----------------|-----------------|
| | | | | March 31, 2019 |
| a. Borrowing - Non-Current | - | - | 3,000.00 | 3,000.00 |
| b. Borrowing - Current | - | 6,665.29 | - | 6,665.29 |
| Total | - | 6,665.29 | 3,000.00 | 9,665.29 |

As per our report of even date
For **Gokhale and Sathé**
Chartered Accountants
Firm Registration Number: 103264W

For and on behalf of the Board
For **Aarti Surfactants Limited**

Partner
Tejas Parikh
M. No. 123215

sd/-
Chandrakant Gogri
Director

sd/-
Nikhil Desai
Managing Director

Place: Mumbai
Date: July 8, 2019

Statement of Changes in Equity

for the year ended March 31, 2019

A. Equity Share Capital

(₹ in Lakhs)

| Balance at the beginning of the reporting period i.e. April 1, 2018 | Change in Equity Share Capital during the year 2018-19 | Balance at the end of the reporting period i.e. March 31, 2019 |
|---|--|--|
| - | 5.00 | 5.00 |

B. Other Equity

(₹ in Lakhs)

| Particulars | Reserves Pending Allocation on Account of Pending share Issue | Other Comprehensive Income | Total |
|--|---|----------------------------|------------------|
| Balance at the beginning of the reporting period i.e. April 1, 2018 | - | - | - |
| Transferred On Account of Scheme of Arrangement | 10,367.79 | 2,449.78 | 12,817.57 |
| Total Comprehensive Income for the year | -647.94 | 661.21 | 13.27 |
| Effect of Increase in Share Entitlement due to Increase in share Capital after QIP issue | -52.14 | - | -52.14 |
| Effect of Gratuity Provision to be maintained as per NCLT order | -53.69 | - | -53.69 |
| Balance at the end of the reporting period i.e. March 31, 2019 | 9,614.03 | 3,110.99 | 12,725.03 |

As per our report of even date
For **Gokhale and Sathé**
Chartered Accountants
Firm Registration Number: 103264W

For and on behalf of the Board
For **Aarti Surfactants Limited**

Partner
Tejas Parikh
M. No. 123215

sd/-
Chandrakant Gogri
Director

sd/-
Nikhil Desai
Managing Director

Place: Mumbai
Date: July 8, 2019

Corporate Information and Significant Accounting Policies:

A. Corporate Information

Aarti Surfactants Limited ("the Company") has been newly incorporated by Aarti Industries Limited for demerger and absorption of the Home and Personal Care Business of The Company.

The Honourable NCLT - Ahmedabad Bench has approved the scheme of arrangement between Aarti Industries Limited, Aarti Surfactants Limited and their shareholders on 10th of June, 2019; pursuant to which, the Home and Personal Care Division of Aarti Industries Limited is transferred to Aarti Surfactants Limited from Appointment Date (i.e. with effect from April 1, 2018).

The company's product portfolio includes surfactants, mild surfactants, rheology modifiers, pearling agents, UV filters, syndet and soap bases, and active ingredients, as well as conditioning agents, blends, proteins, and quats. It serves skin care, oral, hair, cosmetics, bath and shower, sun care, fabric/laundry care, dishwashing, toilet care, and surface care segments.

Manufacturing Units of the Company are located at Pithampur in the state of Madhya Pradesh and Silvassa in the Union Territory of Dadra and Nagar Haveli.

B. Explanatory Note on the Composite Scheme of Arrangement

The Scheme of Arrangement under sections 391 to 394 of the Companies Act, 1956 read with section 230 to 232 Companies Act, 2013 (the Scheme) between the Company and Aarti Industries Limited (the Demerged Company) and their respective shareholders and the creditors of the two companies for demerger of Home and Personal Care Undertaking as a going concern into the Aarti Surfactants Limited on the Appointed Date at the opening of business hours on April 1, 2018, has been sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide its Order dated June 10, 2019.

Certified copies of the order of the Hon'ble National Company Law Tribunal have been filed with the Registrar of Companies at Vapi, Gujarat on June 24, 2019 and the scheme has become effective from June 24, 2019.

The Scheme has accordingly been given effect to in the accounts effective from the Appointed Date being opening of business hours on April 1, 2018.

"Pursuant to the Scheme of Arrangement, Aarti Surfactant Limited has to issue to Equity Shareholder of Aarti Industries Limited,

For every 10 equity shares held in Aarti Industries Limited

- (a) 1 Equity Shares of Aarti Surfactants Limited; or
- (b) 1 Redeemable Preference Share of Aarti Surfactants Limited."

Holders of equity shares of Aarti Industries Limited have an option to subscribe either Equity or Redeemable Preference shares as above.

Pursuant to the Scheme, the excess of ₹ 13,635.57 Lakhs of the assets over liabilities of Home and Personal Care Division of Aarti Industries Limited has been transferred and vested into the Company at the values appearing in the books of the Demerged Company, Aarti Industries Limited as on opening of business hours on April 1, 2018. The particulars of assets and liabilities transferred are as follows:

| Particular | Amount (₹ In Lakhs) |
|--|------------------------|
| Property, Plant and Equipment | 12,288.90 |
| Investments | 2,488.46 |
| Other Non Current Assets | 140.61 |
| Trade Receivable | 3,509.10 |
| Inventories | 4,984.12 |
| Other Current Assets | 1,837.06 |
| Total | 25,248.26 |
| Working capital Borrowing | 5,278.43 |
| Other current liabilities | 5,656.33 |
| Deferred Tax Liability | 677.93 |
| Total | 11,612.68 |
| Excess of assets over liabilities | 13,635.57 |

Pursuant to the Scheme, the surplus of the assets over liabilities, after adjusting for issuance of new share capital and cancellation of existing share capital has to be credited to the Free Reserves of The Company.

Demerged Company is deemed to have been carrying on all business activities relating to the demerged undertaking with effect from opening of business hours on April 1, 2018 and on account of and in trust of the Company. All profits or losses, income and expenses accruing or arising or incurred after opening of business hours on April 1,

2018 relating to the said undertaking shall get vested to the Company.

Ind AS 103 - Business Combination requires that acquirer shall record all assets and liabilities acquired under business combinations at Fair Value. Ind AS are applicable to Demerged Company Aarti Industries Limited and hence assets and liabilities were already at Fair Value in the books of Demerged Company at the time of Demerger. Accordingly, the management has considered these book values as fair value for the purpose of recording of assets and liabilities in the books of the Company. The same is also in accordance with the Scheme of Arrangement approved by NCLT.

All other assets are classified as non-current."

"A liability is considered as Current, when -

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current"

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

C. Significant Accounting Policies

C.1 Basis of Preparation and Presentation

"The financial statements of the Company have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- a. Certain financial assets and liabilities; and
- b. Defined benefit plans."

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ("Ind AS"), including the rules notified under the relevant provisions of the Companies Act, 2013.

Company's Financial Statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest Lakhs (₹ 00,000), except when otherwise indicated.

C.2 Summary of Significant Accounting Policies

(a) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

"An asset is treated as Current when it is -

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

(b) Property, Plant and Equipment (PPE)

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. In case of land the Company has availed fair value as deemed cost on the date of transition to Ind AS.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

(c) Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other

general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

(d) Valuation of Inventories

Inventories are valued at Cost or Net Realizable Value whichever is lower.

Inventories have been valued on the following basis:

- a. Raw Materials, Packing Material, Stores and Spares - At cost on Weighted Average basis.
- b. Work-in-Process - At cost plus appropriate allocation of overheads.
- c. Finished Goods - At cost plus appropriate allocation of overheads or net realizable value, whichever is lower.

(e) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, other short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and Cash Equivalents consist of balances with banks which are unrestricted for withdrawals and usages.

(f) Revenue Recognition

Ind AS 115 is effective from 1st April 2018 and it replaces Ind AS 18. It applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. It also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

Revenue from contract with customer

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably

measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government

- (i) Sale of goods: Revenue from sale of goods is recognized on dispatch (in respect of exports on the date of the bill of lading or airway bill) which coincides with transfer of significant risks and rewards to customer and is net of trade discounts, sales returns, where applicable and recognized based on the terms of the agreements entered into with the customers.
- (ii) Interest Income: Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principle outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- (iii) Dividend income: Revenue is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.
- (iv) Export benefits: Export incentives are recognized as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.
- (i) Subsidy received: Industrial Promotion State Incentive Is recognised when claim in respect of Entitlement is made & admitted after close of yearly Sales Tax Assessment.

(g) Depreciation/Amortisation

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II;

| Sr. No. | Particulars | Depreciation or Amortisation |
|---------|------------------------|--|
| 1 | Leasehold Land | Over the remaining tenure of lease |
| 2 | Building | Over a period of 19 years |
| 3 | Plant & Machinery | Over its useful life as technically assessed, i.e. over a period of 9 - 19 years, based on the type of Equipment's |
| 4 | Furniture and Fixtures | Over a period of 10 years |
| 5 | Vehicles | Over a period of 7 years |

(h) Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of net selling price of an assets or its value in use. Value in use is present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

(i) Foreign Currency Transactions

Foreign currency transactions are accounted at the rates prevailing on the date of the transaction. The exchange rate differences arising out of such transactions are appropriately dealt in the financial statements in accordance with the applicables accounting standards.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

(j) Operating Leases

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

(k) Finance Costs

Borrowing Costs other than those directly attributable to Qualifying Assets are recognised as expenses in profit or loss in the period in which they are incurred.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of the asset.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on

qualifying assets is deducted from the borrowing costs eligible for capitalisation.

(l) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, considering the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities may arise from litigation, taxation and other claims against the Company. Where it is management's assessment that the outcome is uncertain or cannot be reliably quantified, the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote such contingent liabilities are disclosed in the notes but are not provided for in the financial statements.

Contingent assets are not recognised but are disclosed in the notes where an inflow of economic benefits is probable.

(m) Employee Benefits

Short-term Benefits

Short term employee benefits including accumulating compensated absences are recognised at an undiscounted amount in the Statement of Profit and Loss for the year in which the related services are rendered.

Long-term Benefits

Other long-term employee benefits comprise of leave encashment and are provided for based on the

independent actuarial valuation. The classification between current and non-current liabilities are based on actuarial valuation. The actuarial valuation is done as per the projected unit credit method as at the reporting date.

Post-retirement Benefits

Defined Contribution Plans

Retirement Benefits in the form of Provident Fund and Superannuation Fund which are defined contribution schemes are charged to the statement of profit and loss for the period in which the contributions to the respective funds accrue as per relevant statutes.

Defined Benefit Plans

The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @ 15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The gratuity liability amount is contributed by the Company to the gratuity fund maintained with Life Insurance Corporation of India, exclusively for gratuity payment to the employees.

The liability in respect of gratuity and other post-employment benefits is calculated using Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurements of Defined Benefit Plans in respect of post-employment are charged to the Other Comprehensive Income.

(n) Taxes on Income

Income tax expense comprises of current tax expense and deferred tax expenses.

Current and deferred taxes are recognized in Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current income tax:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax

Act of the respective jurisdiction. The current tax is calculated using tax rates that have been enacted or substantively enacted, at the reporting date.

Deferred tax

Deferred tax is recognized using the Balance Sheet approach on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled.

Minimum Alternate Tax (MAT) :

MAT credit is recognised as an asset only when and to the extent it is reasonably certain that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(o) Financial Instruments

Financial Assets

I Initial recognition and measurement

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at Fair Value Through Profit or Loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

II Subsequent Measurement

- (i) Financial assets measured at Amortised Cost (AC)

A financial asset is measured at Amortised Cost, if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A financial asset is measured at FVTOCI, if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets measured at Fair Value Through Profit or Loss (FVTPL)

A financial assets, which are not classified in any of the above categories are measured at FVTPL.

III Equity Investments

All equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

IV Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses, 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial

instrument that are possible within 12 months after the reporting date); or

- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For Trade Receivables, the Company applies 'simplified approach', which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date, these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk, full lifetime ECL is used.

Financial Liabilities

I Initial Recognition and Measurement

All financial liabilities are recognised at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

II Subsequent Measurement

Financial liabilities are carried at amortised cost using the effective interest method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short maturity of these instruments.

Derecognition of Financial Instruments

The Company derecognises a financial asset, when the contractual rights to the cash flows from the financial asset expires, or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Company's Balance Sheet, when the obligation specified in the contract is discharged or cancelled or expires.

Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

D. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in subsequent financial years.

I Depreciation/Amortisation and useful lives of Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/

amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and taking into account anticipated technological changes. The depreciation/amortisation for future periods is revised if there are significant changes from previous estimates.

II Recoverability of Trade Receivables

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

III Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Notes Forming Part of Financial Statements

1 Property, Plant and Equipment

(₹ in Lakhs)

| Particulars | GROSS BLOCK | | | | DEPRECIATION | | | NET BLOCK | | | |
|------------------------------------|-----------------------------|--|------------------------|------------------------|------------------------------|-----------------------------|--|----------------------------------|------------------------|------------------------------|------------------------------|
| | Balance as at April 1, 2018 | Addition on Account of Scheme of Arrangement | Additions/ Adjustments | Deduction/ Adjustments | Balance as at March 31, 2019 | Balance as at April 1, 2018 | Addition on Account of Scheme of Arrangement | Depreciation charge for the year | Deduction/ Adjustments | Balance as at March 31, 2019 | Balance as at March 31, 2018 |
| I Tangible Assets | | | | | | | | | | | |
| Freehold Land | - | 47.62 | - | - | 47.62 | - | - | - | - | - | 47.62 |
| Leasehold Land | - | 150.20 | 27.64 | - | 177.83 | - | 36.18 | 5.72 | - | 41.90 | 135.94 |
| Buildings | - | 1,860.41 | 167.13 | - | 2,027.54 | - | 393.49 | 104.26 | - | 497.75 | 1,529.79 |
| Plant and Machinery | - | 13,786.71 | 3,392.27 | 3.65 | 17,175.33 | - | 4,436.51 | 752.08 | 0.62 | 5,187.97 | 11,987.36 |
| Furniture and Fixtures | - | 102.95 | 13.08 | - | 116.03 | - | 84.74 | 5.88 | - | 90.62 | 25.41 |
| Vehicles | - | 59.06 | 66.50 | - | 125.56 | - | 52.47 | 11.80 | - | 64.27 | 61.29 |
| Total | - | 16,006.95 | 3,666.61 | 3.65 | 19,669.91 | - | 5,003.39 | 879.73 | 0.62 | 5,882.50 | 13,787.41 |
| Previous Year | - | - | - | - | - | - | - | - | - | - | - |
| II Capital Work-in-Progress | | | | | | | | | | | |
| | - | - | - | - | - | - | - | - | - | - | 447.01 |

NOTES -

- Pursuant to the Scheme of Arrangement between Aarti Industries Limited and their shareholders, the demerged Home and personal Care segment of Aarti Industries Limited is being transferred to Aarti surfactants Limited with effect from 1st of April 2018, being the Appointed Date. Property, Plant and Equipment transferred to Aarti Surfactants Limited are shown as addition during the year on account of scheme of Arrangement.
- Ind AS 103 - Business Combination requires that acquirer shall record all assets and liabilities acquired under business combinations at Fair Value. Ind AS are applicable to Demerged Company Aarti Industries Limited and hence assets and liabilities were already at Fair Value in the books of Demerged Company at the time of Demerger. Accordingly, the management has considered these book values as fair value for the purpose of recording of assets and liabilities in the books of the Company. The same is also in accordance with the Scheme of Arrangement approved by NCLT.
- Entire moveable and immovable assets of the Company are given as a security for the working capital and term loan obtained from SVC Co-opt Bank Limited.

2 Investments - Non Current

(₹ in Lakhs)

| Particulars | Number of Units/Shares (all fully paid up) | | | | As at March 31, 2019 |
|--|--|----------------|----------|-----------------|-------------------------|
| | Opening Balance | Acquisition | Disposal | Closing Balance | |
| Investments measured at Fair Value through Other Comprehensive Income In Quoted Equity Shares | | | | | |
| Aarti Drugs Ltd. | - | 491,790 | - | 491,790 | 3,149.67 |
| Total | - | 491,790 | - | 491,790 | 3,149.67 |

- 4,91,790 number of Equity Shares of Aarti Drugs Limited transferred pursuant to the Scheme of Arrangement approved by NCLT to Aarti Surfactants Limited are shown as addition during the year.
- Change in Fair value of Investment during the year is recognised in Other Comprehensive Income (OCI) during the period.

3 Other Non-Current Assets

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|---------------------------------------|-------------------------|
| Deposits | 102.91 |
| Income Tax Assets (Net of Provisions) | 2.99 |
| Total | 105.90 |

4 Inventories

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| Raw Materials and Components (incl In-transit stock) | 2,063.94 |
| Work-in-progress Finished Goods | 143.28 |
| Finished Goods (incl In-transit stock) | 2,935.79 |
| Stores and spares | 78.96 |
| Fuel (incl In-transit stock) | 23.41 |
| Packing Materials | 24.53 |
| Total | 5,269.90 |

5 Trade Receivables (Unsecured and Considered Good)

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|-------------------|-------------------------|
| Trade Receivables | 3,056.23 |
| Total | 3,056.23 |

6 Cash and Cash Equivalents

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|---------------------|-------------------------|
| Cash on Hand | 0.84 |
| Balances with Banks | 1.17 |
| Total | 2.01 |

7 Other Financial Assets

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--------------------|-------------------------|
| Loans to Employees | 21.63 |
| Total | 21.63 |

8 Other Current Assets

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|---|-------------------------|
| Balance with Customs, Central Excise, GST and State Authorities | 2,149.95 |
| Prepaid Expenses | 2.66 |
| Total | 2,152.61 |

9 Share Capital

9.1 Authorised Share Capital

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|---|-------------------------|
| 81,30,000 Equity Shares of ₹ 10 each | 813.00 |
| 81,30,000 Redeemable Preference Shares of ₹ 10 each | 813.00 |

9.2 Issued, Subscribed and Paid-up

a. Share Capital Pending Cancellation upon Scheme of Arrangement:

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|-----------------------------------|-------------------------|
| 50,000 Equity Shares of ₹ 10 each | 5.00 |

b. Share Capital Pending Allotment upon Scheme of Arrangement:

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|-----------------------------------|-------------------------|
| Share Capital - Pending Allotment | 866.69 |
| Total | 866.69 |

- Pursuant to the Scheme of Arrangement approved by NCLT, Aarti Surfactants Limited will issue to the Equity Shareholders of Aarti Industries Limited -
 - For every 10 equity shares Held in Aarti Industries Limited
 - (a) 1 Equity Shares of the Aarti Surfactants Limited; or
 - (b) 1 Redeemable Preference Share of the Aarti Surfactants Limited.
- Holders of equity shares of Aarti Industries Limited have the option to subscribe either Equity or Redeemable Preference shares as mentioned above.
- The Honourable National Company Law Tribunal Ahmedabad Bench has approved the scheme of Arrangement on 10th of June 2019. Pending allotment of share as at Balance sheet Date, Share capital of ₹ 866.69 Lakhs as approved Under Scheme of Arrangement is shown as Share capital pending for Allotment.

9.3 Share Capital Pending Cancellation

- Aarti Surfactants Limited has been newly incorporated by Aarti Industries Limited for demerger and absorption of the Home and personal care division of AIL with initial share capital of ₹ 5 Lakhs. As per the order of NCLT, upon scheme becoming effective, original share capital of ₹ 5 Lakhs stands automatically cancelled and reinstated to ₹ 866.69 Lakhs by payment of applicable stamp duty and compliance of ROC formalities. As at Balance Sheet date, ROC formalities with respect to increase in authorised share capital, allotment of share capital and cancellation of existing share capital were pending and hence, the share capital of ₹ 5 Lakhs, existing on the balance sheet date is shown as 'Share Capital Pending Cancellation'.

10 Other Equity

a. Reserves Pending Allocation

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| As per last Balance Sheet | - |
| Add: Balance transferred on account of scheme of arrangement | 10,367.79 |
| Less: Effect of Increase in Share Entitlement due to Increase in share Capital after QIP issue | -52.14 |
| Less: Effect of Gratuity Provision to be maintained as per the order of arrangement | -53.69 |
| Less: Loss for the year | -647.94 |
| Closing Balance | 9,614.03 |

b. Other Comprehensive Income

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| As per last Balance Sheet | - |
| Add: Balance transferred on account of scheme of arrangement | 2,449.78 |
| Add: Movement in OCI (Net) During the Year | 661.21 |
| Closing Balance | 3,110.99 |
| Total | 12,725.03 |

10.1 Pursuant to the scheme of arrangement approved by NCLT, Ahmedabad Bench, holder of Equity Shares of Aarti Industries limited have an option either to apply for Equity or Redeemable Preference Shares (redeemable at premium). As at balance sheet date, allotment of share capital is pending and hence free reserves transferred under the Scheme of Arrangement are shown as 'Reserves Pending Allocation' between Profit and Loss, Securities Premium and Borrowing Cost.

11 Borrowings - Non Current

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| Secured - At Amortised Cost | |
| Term loans from Banks/Financial Institutions | 3,000.00 |
| Total | 3,000.00 |

11.1 Rupee term loan from Bank aggregating to ₹ 3,000 Lakhs is secured by first charge on all movable and immovable assets of the Company, including current assets.

11.2 Repayment Terms

(₹ in Lakhs)

| Repayment Tenor | As at March 31, 2019 |
|-----------------|-------------------------|
| 1-2 Years | 300.00 |
| 2-3 Years | 1,200.00 |
| 3-4 Years | 1,200.00 |
| Beyond 4 Years | 300.00 |

12 Deferred Tax Liability (Net)

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| At the start of the year | - |
| Transferred Pursuant to Scheme of Arrangement (Depreciation) | 677.93 |
| Charge/(credit) to the Statement of Profit and Loss | 49.76 |
| At the end of the year | 727.69 |

12.1 Components of Deferred Tax Liability/(Asset)

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| Deferred tax liabilities/(assets) in relation to: | |
| Property, Plant and Equipment | 999.52 |
| Carried Forward Tax Losses | -271.83 |
| Total | 727.69 |

13 Borrowings - Current

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| Unsecured - At Amortised Cost | |
| Working Capital Loan | 6,639.47 |
| Interest Accrued but not due on Term Loan from Banks | 25.82 |
| Total | 6,665.29 |

13.1 Pursuant to the Scheme of Arrangement, common working capital borrowing is allocated to Aarti Surfactants Limited in the ratio of value of Assets transferred in the scheme of arrangement to the total assets of Aarti Industries Limited prior to demerger.

14 Other Current Liabilities

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|---------------------------------|-------------------------|
| Other Payables (Statutory Dues) | 8.92 |
| Total | 8.92 |

15 Provisions - Current

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|---------------------------------|-------------------------|
| Provision for Employee Benefits | 145.69 |
| Other Provisions | 3.14 |
| Total | 148.84 |

16 Revenue from Operations

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| Sale of Products | |
| Local Sale | 27,391.53 |
| Export sale | 3,476.93 |
| | 30,868.46 |
| Other Operating Revenues (Refer Note No. 16.1) | 186.44 |
| Total | 31,054.90 |

16.1 Other Operating Revenues

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|---|-------------------------|
| Export Benefits/Incentives Received | 0.55 |
| Scrap Sales | 46.61 |
| M. P. Industry Promotion Incentive (VAT refund) | 139.28 |
| Total | 186.44 |

17 Other Income

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|-------------------------------------|-------------------------|
| Dividend Received | 4.92 |
| Profit on Sale of Assets/Investment | 1.57 |
| Other Income | 0.33 |
| Total | 6.82 |

18 Cost of Material Consumed

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|------------------|-------------------------|
| Raw Material | 25,905.82 |
| Packing Material | 545.32 |
| Fuel | 597.66 |
| Stores & Spares | 441.21 |
| Total | 27,490.01 |

19 Changes in inventories of finished goods, Stock-in-Trade and work-in-progress

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--------------------------------------|-------------------------|
| Inventories (at close) | |
| Finished Goods | 1,437.78 |
| Work-in-Progress | 57.06 |
| | 1,494.84 |
| Inventories (at commencement) | |
| Finished Goods | 2,935.79 |
| Work-in-Progress | 143.28 |
| | 3,079.07 |
| Total | -1,584.23 |

20 Employee Benefits

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|------------------------------------|-------------------------|
| Salaries, Wages & Bonus | 1,121.80 |
| Contribution to PF and other Funds | 18.03 |
| Total | 1,139.83 |

20.1 As per Indian Accounting Standard 19 - "Employee Benefits", the disclosures as defined are given below

(₹ in Lakhs)

| Particulars | Gratuity (funded) 2018-19 |
|--|------------------------------|
| a. Reconciliation of Opening and Closing balances of Defined Benefit Obligation | |
| Defined Benefit Obligation at beginning of the Year | - |
| Transferred Pursuant to Scheme of Arrangement | 52.13 |
| Current Service Cost | 14.60 |
| Interest Cost | 3.91 |
| Past Service Cost | - |
| Liability Transferred In/ Acquisitions | - |
| (Liability Transferred Out/ Divestments) | - |
| (Gains)/ Losses on Curtailment | - |
| (Liabilities Extinguished on Settlement) | - |
| (Benefit Paid Directly by the Employer) | - |
| (Benefit Paid From the Fund) | - |
| The Effect Of Changes in Foreign Exchange Rates | - |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions | 0.28 |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions | -2.30 |
| Actuarial (Gains)/Losses on Obligations - Due to Experience | 1.03 |
| Defined Benefit Obligation at year end | 69.65 |

(₹ in Lakhs)

| Particulars | Gratuity (funded) 2018-19 |
|--|------------------------------|
| b. Reconciliation of opening and closing balances fair value of plan assets | |
| Fair value of plan assets at beginning of the year | - |
| Transferred Pursuant to Scheme of Arrangement | 52.13 |
| Interest Income | 3.91 |
| Contributions by the Employer | 14.60 |
| Expected Contributions by the Employees | - |
| Assets Transferred In/Acquisitions | - |
| (Assets Transferred Out/ Divestments) | - |
| (Benefit Paid from the Fund) | - |
| (Assets Distributed on Settlements) | - |
| Effects of Asset Ceiling | - |
| The Effect of Changes In Foreign Exchange Rates | - |
| Return on Plan Assets, Excluding Interest Income | -0.99 |
| Fair Value of Plan Assets at the End of the Period | 69.65 |
| c. Reconciliation of fair value of assets and obligations | |
| Fair value of plan assets | 69.65 |
| Present value of obligation | -69.65 |
| Amount Recognised in Balance Sheet | - |
| d. Expenses recognised during the year | |
| Current Service Cost | 14.60 |
| Interest Cost | 3.91 |
| Interest Income | -3.91 |
| Expected return on plan assets | 0.99 |
| Actuarial(gain)/ loss | -0.99 |
| Net Cost | 14.60 |
| e. Investment Details | 100% Invested |
| L.I.C Group Gratuity (Cash Accumulation) Policy | with L.I.C. |
| f. Actuarial assumptions | 2006-08 |
| Mortality Table (L.I.C.) | (Ultimate) |
| Discount rate (per annum) | 7.50% |
| Expected rate of return on plan assets (per annum) | 7.50% |
| Rate of escalation in Salary (per annum) | 7.00% |

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion, other relevant factor's including supply and demand in the employment market. The above information is certified by the actuary.

Leave Encashment liability amounting to ₹ 35.96 Lakhs has been provided in the Books of Accounts.

21 Finance Cost

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|-----------------------|-------------------------|
| Interest Expense | 207.02 |
| Other Borrowing Costs | 34.58 |
| Total | 241.60 |

22 Other Expenses

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| Manufacturing Expenses | |
| Freight, Cartage & Transport | 535.64 |
| Power | 1,020.85 |
| Water Charges | 48.95 |
| Processing Charges | 266.51 |
| Labour/Helper Charges, Security Services | 440.24 |
| Effluent Treatment Cost | 30.21 |
| Other Manufacturing Expenses | 99.43 |
| Repairs & Maintenance | 300.30 |
| Insurance Charges | 14.63 |
| Factory Administrative Expenses | 172.88 |
| Sub-Total (A) | 2,929.65 |
| Office Administrative Expenses | |
| Rent, Rates and Taxes | 8.05 |
| Travelling and Conveyance | 29.87 |
| Auditor's Remuneration | 2.41 |
| Legal & Professional Charges | 0.66 |
| Postage, Telegraph & Telephone | 0.67 |
| Printing & Stationery Expenses | 0.01 |
| Other Administrative Expenses | 8.34 |
| Sub-Total (B) | 50.00 |
| Selling and Distribution Expenses | |
| Advertisement & Sales Promotion | 40.47 |
| Export Freight Expenses | 100.78 |
| Freight and Forwarding Expenses | 350.55 |
| Commission on Sales | 21.02 |
| Export Insurance Charges | - |
| Sample Testing & Analysis Charges | 0.44 |
| Sub-Total (C) | 513.26 |
| Non-Operating Expenses | |
| Donations and CSR Expenses | 0.05 |
| Sub-Total (D) | 0.05 |
| Total (A+B+C+D) | 3,492.96 |

23 Additional information pursuant to the provisions of part II of Schedule III to the Companies Act, 2013

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|---|-------------------------|
| A. Details of Raw Material Consumption : | |
| Lauryl Alcohol | 11,286.05 |
| Alpha olefin | 5,983.70 |
| Caustic soda lye | 1,802.41 |
| Di methyl lauryl amine | 1,260.98 |
| Coconut Fatty Acid / HCFA | 722.42 |
| Sulphur | 548.91 |
| Dimethylaminopropylamin | 467.30 |
| Others | 3,834.05 |
| Total | 25,905.82 |

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|---|-------------------------|
| B. Sales of Products : | |
| Home & Personal Care Chemicals | 30,868.46 |
| Total | 30,868.46 |
| C. Value and percentage of Raw Materials and Stores and Spares consumed: | |
| Raw Material | |
| Indigenous | 12,142.29 |
| Imported | 13,763.53 |
| Total | 25,905.82 |
| Stores and Spares | |
| Indigenous | 441.21 |
| Imported | - |
| Total | 441.21 |
| Fuel | |
| Indigenous | 597.66 |
| Imported | - |
| Total | 597.66 |
| D. C. I. F. Value of Imports | |
| Capital Goods | 178.29 |
| Raw Materials | 13,763.53 |
| Stores and Spares | - |
| Fuel | - |
| Total | 13,941.82 |
| E. Expenditure in Foreign Currency | |
| Commission on Export Sales | 13.74 |
| Import of Goods for Resale | - |
| Other Expenses | 244.07 |
| Total | 257.81 |
| F. Earnings in Foreign Currency | |
| F.O.B. Value of Export Sales | 3,357.71 |
| Total | 3,357.71 |

24 Earning Per Share (EPS)

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| Face Value Per Equity Share (in ₹) | 10 |
| Basic Earnings Per Share (in ₹) | N. A. |
| Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs) | -647.94 |
| Weighted Average Number of Equity Shares used as denominator for calculating Basic EPS (in Lakhs) | N. A. |
| Diluted Earnings Per Share (in ₹) | -7.48 |

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs) | -647.94 |
| Weighted Average Number of Equity Shares used as denominator for calculating Diluted EPS (in Lakhs) | 86.67 |
| Reconciliation of weighted average number of equity shares outstanding | |
| Weighted Average Number of Equity Shares used as denominator for calculating Basic EPS (in Lakhs) | 0.50 |
| Total weighted average potential equity shares (in Lakhs) | 86.17 |
| Weighted Average Number of Equity Shares used as denominator for calculating Diluted EPS (in Lakhs) | 86.67 |

24.1 Pursuant to the scheme of arrangement, the company has to issue Equity shares / Redeemable preference shares to the holders of equity of Aarti Industries Limited. Equity Share holders of Aarti Industries Limited have the option to either apply to Equity or Redeemable Preference share of the Company.

24.2 As per the Scheme of Arrangement, upon the scheme becoming effective, existing share capital of ₹ 5 Lakhs stands automatically cancelled and reinstated to ₹ 866.69 Lakhs to be allotted as fresh equity shares or preference shares at the option of shareholders of the Demerged Company. As at the Balance Sheet date, the allotment of share capital was pending as the shareholders were yet to exercise the option. Accordingly, exact number of equity shares (opted by the shareholders of Demerged Company were not known as on that date). Accordingly, in absence of exact number of equity shares as on balance sheet date, basic EPS could not be calculated.

24.3 As per Ind AS 33 - Earning Per Share, for the purpose of calculation of 'Diluted Earning Per Share', the weighted average number of ordinary shares outstanding shall be increased by the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares. Accordingly, for calculation of Diluted Earning Per Share, it is assumed that all shareholders of the Demerged Company will opt for Equity Shares and hence, total 86,66,665 number of ordinary equity shares (pending allotment) are considered for the calculation of Diluted EPS.

25 Payment to Auditors

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| a. Statutory Audit Fees | 235.00 |
| b. Certification and Consultation Fees | 59.00 |
| Total | 294.00 |

26 Contingent Liabilities and Commitments

(₹ in Lakhs)

| Particulars | As at March 31, 2019 |
|--|-------------------------|
| Contingent Liabilities | |
| - Claims against the company not acknowledged as Debt - Unpaid | 191.82 |
| - Claims against the company not acknowledged as Debt - Paid (under dispute) | 225.32 |
| Total | 417.14 |

27 There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006, to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

28 In the opinion of the Board, except as otherwise stated, the Current Assets and Loans and Advances have a value on realisation at least equal to amounts at which they are stated in the Balance Sheet.

29 Segment Information

The operating segments have been reported in a manner consistent with the internal reporting provided to the Board of Directors, who are the Chief Operating Decision Makers. They are responsible for allocating resources and assessing the performance of operating segments. Accordingly, the reportable segment is only one segment i.e. Home and personal care ingredients.

Information about major customers

Ind AS 108 Segment Reporting Requires Disclosure of reliance on its Major customers if Revenue from transactions with single external customer amount to 10 per cent or more of an company's total Revenue. Company's total Revenue of ₹ 31,055 Lakhs for financial Year 2018-19 Includes sales of ₹ 16,036/- to Two Large Customer with whole company is having long standing Relationship.

30 Related Party Disclosures

As per Ind AS 24, the disclosures of transactions with the Related Parties are given below:

30.1 List of Related Parties where control exists and also other Related Parties with whom transactions have taken place and relationships:

| Sr. No. | Name of the Related Party | Relationship |
|---------|------------------------------|--------------|
| 1 | Chandrakant Vallabhaji Gogri | Director |
| 2 | Nikhil Parimal Desai | Director |
| 3 | Dattatray Sidram Galpalli | Director |

30.2 Transactions during the year with Related Parties

| | | (₹ in Lakhs) |
|---------|---------------------------|-------------------|
| Sr. No. | Name of the Related Party | Remuneration Paid |
| 1 | Nikhil Parimal Desai | 43.79 |

31 Capital Management

The Company's objectives for managing capital is to safeguard continuity and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company's overall strategy remains unchanged from previous year.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation, and other non - current/current borrowings. The Company's policy is to use current and non - current borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the net debt to equity ratio.

The Company believes that it will able to meet all its current liabilities and interest obligation on timely manner.

31.1 The Net Gearing Ratio at the end of the reporting period was as follows -

| | | (₹ in Lakhs) |
|--|--|-------------------------|
| Particulars | | As at March 31, 2019 |
| Gross Debt | | 9,665.29 |
| Cash and Marketable Securities | | 3,151.68 |
| Net Debt (A) | | 6,513.61 |
| Total Equity (As per Balance Sheet) (B) | | 13,596.72 |
| Net Gearing Ratio (A/B) | | 0.48 |

32 Financial Instruments

A. Fair Value Measurement Hierarchy

(₹ in Lakhs)

| Particulars | As at March 31, 2019 | | | |
|------------------------------|----------------------|---------------------|---------|---------|
| | Carrying Amount | Level of Input Used | | |
| | | Level 1 | Level 2 | Level 3 |
| Financial Assets | | | | |
| At Amortised Cost | | | | |
| Trade Receivables | 3,056.23 | - | - | - |
| Cash and Cash Equivalents | 2.01 | - | - | - |
| Loans | 21.63 | - | - | - |
| At FVTOCI | | | | |
| Investments | 3,149.67 | 3,149.67 | - | - |
| Financial Liabilities | | | | |
| At Amortised Cost | | | | |
| Borrowings - Non Current | 3,000.00 | - | - | - |
| Borrowings - Current | 6,665.29 | - | - | - |
| Trade Payables | 3,844.91 | - | - | - |

The financial instruments are categorised into three levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Input other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3: Inputs based on unobservable market data.

B. Financial Risk Management

The Company's principal financial liabilities comprise Borrowing, trade payable and other unsecured Lendings. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets includes Customer Receivable, Investment and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, market risk and liquidity risk. The Company's senior management oversees the management of these risks.

a. Market Risk

(i) Foreign currency risk

The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities in exports and imports which is majorly in US dollars.

Hence, to combat the foreign currency exposure, the Company follows a policy wherein the net sales/import are hedged by forward Contract. In case of Long term Contract with Large Customer, Currency Fluctuation is to Customer Account.

(ii) Commodity Price Risk

The Company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices and freight costs. In case of Long term Contract with Large Customers, price variation in key raw Material is to Customer Account.

b. Credit Risk

The company is exposed to credit risk from its operating activities (primarily for trade receivables).

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due causing financial loss to the company. Credit risk arises from company's activities in investments, dealing in derivatives and outstanding receivables from customers.

The company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. Sales made to Export customers are Secured with ECGC.

To manage the credit risk, the Company follows a adequate credit control policy and also has an external credit insurance cover with ECGC policy for Export Outstanding. Thus, the requirement of assessing the impairment loss on trade receivables does not arise, since the collectability risk is mitigated.

c. Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities such as trade payables and other financial liabilities.

The Company's corporate treasury department is responsible for liquidity and funding as well as settlement. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of non-derivative financial liabilities as on March 31, 2019

| | (₹ in Lakhs) | | | |
|--------------------------|--------------------|------------------------------|-----------------------|------------------|
| Particulars | Upto 1 year | Between 1 and 5 years | Beyond 5 years | Total |
| Borrowings - Non Current | - | 3,000.00 | - | 3,000.00 |
| Borrowings - Current | 6,665.29 | - | - | 6,665.29 |
| Trade Payables | 3,844.91 | - | - | 3,844.91 |
| Total | 10,510.20 | 3,000.00 | - | 13,510.20 |

33 Recent Accounting Pronouncements

Standards Issued but not yet Effective

In March 2019, The Ministry of Corporate Affairs issued the Companies (Indian Accounting standards) Amendment rules, 2019, notifying Ind AS 116, Leases and consequential amendments to various Ind ASs. The amendments are effective from accounting periods beginning from April 1 2019.

Ind AS 116 Leases

The Company is required to adopt Ind AS 116, Leases from 1 April 2019. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, Leases. Company is currently evaluating the impact of Ind AS 116 on its financial statements.

Key Amendments to Other Indian Accounting Standards

Ind AS 112 Income Taxes

Recognition of income tax consequences of dividends

It is clarified that the income tax consequences of distribution of profits (i.e. dividends), should be recognised when a liability to pay dividend is recognised. The income tax consequences should be recognised in the Statement of profit and loss, other comprehensive income or equity according to where the past transactions or events that generated distributable profits were originally recognised. The Company is currently assessing the impact of application of this amendment on the Company's financial statements.

Ind AS 19 Employee Benefits

Clarifies that when a plan amendment, curtailment or settlement occurs

The updated actuarial assumptions used in remeasuring the plan are applied to determine the current service cost and net interest for the remainder of the annual reporting period and the effect of the asset ceiling is disregarded when calculating the gain or loss on any settlement of the plan and is dealt with separately in OCI. The Company is currently assessing the impact of application of this amendment on the Company's financial statements.

Ind AS 109 Financial Instruments

Prepayment Features with Negative Compensation

It allows particular financial assets with prepayment features that may result in negative compensation - e.g. the lender receives less than the par amount and accrued interest and effectively compensates the borrower for the borrower's early termination of the contract - to be measured at amortised cost or at FVOCI (subject to the business model assessment). Before the amendments, these instruments were measured at FVTPL because the SPPI criterion would not be met when the party that chooses to terminate the contract early may receive compensation for doing so.

The amendments clarify that irrespective of the event or circumstance that causes the early termination of the contract, either party may pay or receive reasonable compensation for that early termination. The amendments remove the requirement for the compensation to be 'additional'. Accordingly, a prepayment amount that is less than the unpaid amounts of principal and interest (or less than the contractual par amount plus accrued interest) may meet the SPPI criterion if it is determined to include reasonable compensation for early termination.

The Company is currently assessing the impact of application of this amendment on the Company's financial statements.

As per our report of even date
For **Gokhale and Sathé**
Chartered Accountants
Firm Registration Number: 103264W

Partner
Tejas Parikh
M. No. 123215

Place: Mumbai
Date: July 8, 2019

For and on behalf of the Board
For **Aarti Surfactants Limited**

sd/-
Chandrakant Gogri
Director

sd/-
Nikhil Desai
Managing Director

Notice

To
The Members
Aarti Surfactants Limited
(Formerly known as Arti Surfactants Limited)

Notice is hereby given that the 1st Annual General Meeting of members of **Aarti Surfactants Limited ('Company')** will be held on Monday, October 21, 2019 at 11:00 a.m. at Plot Nos. 806, 807 GIDC Estate, Phase III, Vapi, Valsad, Gujarat - 396195, India, to transact the following businesses :

Ordinary Business

1. To receive, consider and adopt the Financial Statements including Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the period ended on that date along with Directors' and Auditors' Report thereon.
2. **Appointment of Statutory Auditors**

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 section 139, 141, 142 of Companies Act, 2013 and other applicable provisions, if any, for the time being in force M/s Gokhale & Sathe (Firm Registration No : 103264W), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Sixth Annual General Meeting on such remuneration and terms and conditions as set out in the explanatory statement to this notice."

Special Business

3. **Appointment of Mr. Chandrakant Vallabhaji Gogri as Non – Executive Director**

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

"RESOLVED THAT pursuant to Section 152 of Companies Act, 2013, Mr. Chandrakant Vallabhaji Gogri [DIN: 00005048]who is named as First Director in Article 58 of Articles of Association and in respect of whom Company

has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and hereby appointed as Non – Executive Director of the Company, liable to retire by rotation.

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."

4. **Appointment of Mr. Dattatray Sidram Galpalli as Non – Executive Director**

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

"RESOLVED THAT pursuant to Section 152 of Companies Act, 2013 Mr. Dattatray Sidram Galpalli [DIN: 01853463] who is named as First Director in Article 58 of Articles of Association and in respect of whom Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and hereby appointed as Non – Executive Director of the Company, liable to retire by rotation.

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."

5. **Appointment of Mr. Mulesh Manilal Savla as Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies

Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mulesh Manilal Savla (DIN: 07474847), Additional Director of the Company, who is eligible for appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a period of five year w.e.f. June 13, 2019.

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. Appointment of Ms. Misha Bharat Gala as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Misha Bharat Gala (DIN : 08523865), Additional Director of the Company, who is eligible for appointment and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a period of five year w.e.f. August 20, 2019.

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."

7. Appointment of Mr. Nikhil Parimal Desai as Director

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

"RESOLVED THAT pursuant to Section 152 of Companies Act, 2013 Mr. Nikhil Parimal Desai (DIN: 01660649) who is named as First Director in Article 58 of Articles of Association and in respect of whom Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and hereby appointed as 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."

8. Appointment of Mr. Nikhil Parimal Desai as Managing Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution** :

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 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 Mr. Nikhil Parimal Desai (DIN: 01660649), as the Managing Director of the Company, for a period of three years effective from August 20, 2019 to August 19, 2022 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 Mr. Nikhil Parimal Desai.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Nikhil Parimal Desai, the remuneration by way of salary, perquisites and other allowances as set out in explanatory statement be paid to him as minimum remuneration subject to the provisions of Schedule V of the Act, (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time); without any further approval of the Members.

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. Appointment of Mr. Santosh Kakade as Director

To consider and if thought fit, pass 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), Mr. Santosh Kakade (DIN: 08505234), who was appointed by the Board of Directors as an Additional Director in the category of Executive Director of the Company with effect from August 20, 2019 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 Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director 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."

10. Appointment of Mr. Santosh Kakade as Whole – time Director

To consider and, if thought fit, to pass the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 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 Mr. Santosh Kakade (DIN:08505234), as the Whole – time Director, designated as Executive Director of the Company, for a period of three years effective from August 20, 2019 to August 19, 2022 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 Mr. Santosh Kakade.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Santosh Kakade, the remuneration by way of salary, perquisites and other allowances as set out in explanatory statement be paid to him as minimum remuneration subject to the provisions of Schedule V of the Act, (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time); without any further approval of the Members.

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."

11. Increase of authorised share capital and consequent alteration to capital clause of the Memorandum of Association of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Authorised Share Capital of the Company be increased from ₹ 16,26,00,000/- (Rupees Sixteen Crore Twenty Six Lac only) divided into 81,30,000 (Eighty One Lac Thirty Thousand) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 81,30,000 (Eighty One Lac Thirty Thousand) Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 40,00,00,000/- (Rupees Forty Crore only) by creation of additional 2,37,40,000 (Two Crore Thirty Seven Lac Forty Thousand) equity shares of ₹10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following new Clause V:

"The Authorised Share Capital of the Company is ₹ 40,00,00,000/- (Rupees Forty Crore only) consisting of 3,18,70,000 (Three Crore Eighteen Lac Seventy Thousand) equity shares of ₹ 10/- (Rupees Ten only) each and 81,30,000 (Eighty One Lac Thirty Thousand) Preference Shares of ₹ 10/- (Rupees Ten Only) each."

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.

12. Approval for raising of funds by way of issue of securities by way of public and/or private placement, through Qualified Institutional Placement (QIP)/ Rights Issue or through any other permissible mode under applicable laws and/or combination thereof.

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

"RESOLVED THAT in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force (the "Companies Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the Foreign Exchange Management Act 1999, including any amendments, statutory modification(s) and/or re-enactment thereof (the "FEMA"), the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, including any amendments, statutory modification(s) and/or re-enactment thereof, the Consolidated FDI Policy issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time (the "FDI Policy"), the relevant regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including any amendment, modification, variation or re-enactment thereof (the "ICDR Regulations"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (the "FCCB Scheme"), the Depository Receipts Scheme, 2014 (the "GDR Scheme"), the applicable listing agreement(s) entered/ to be entered into by the Company with the stock exchange(s) where the equity shares of the Company of the face value of Re. 10 /- each (the "Equity Shares") are listed or shall be listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the extent applicable, and all other applicable statutes, clarifications, rules, regulations, circulars, notifications, guidelines, as may be applicable, as amended from time to time, issued by the Government of India (the "GoI"), Ministry of Corporate Affairs (the "MCA"), Reserve Bank of India (the "RBI"), BSE Limited and National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges") and/or any other regulatory/ statutory authorities in India or abroad from time to time, to the extent applicable and subject to all other approval(s),

consent(s), permission(s) and/or sanction(s) as may be required from any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time, including the GoI, MCA, RBI, SEBI and the Stock Exchanges (hereinafter singly or collectively referred to as the "Appropriate Authorities") as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (the "Board") (which term shall be deemed to include any committee constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), which the Board be and is hereby authorised to accept, if it thinks fit in the best interest of the Company, the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash at such price that may be decided by the Board or by the Committee set up in this regard) in terms of the applicable regulations and as permitted under the applicable law, in one or more tranches, with or without green shoe option to raise fund for an aggregate amount of up to ₹ 100,00,00,000 Crore (Rupees One Hundred Crore Only) to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (the "QIBs") as defined in the ICDR Regulations, by way of a public issue, preferential allotment, private placement or a rights issue, including a qualified institutions placement (the "QIP") in accordance with the applicable provisions of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate, by way of issue of equity shares or by way of issue of any instrument or security including fully/ partly convertible debentures, global depository receipts (the "GDRs"), American depository receipts (the "ADRs"), foreign currency convertible bonds (the "FCCBs"), or by way of a composite issue of nonconvertible debentures and warrants entitling the warrant holder(s) to apply for equity shares or any other eligible securities (instruments listed above collectively with the equity shares to be hereinafter referred to as the "Securities") or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including, resident or non-resident/ foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who are authorised to invest in Securities of the Company as per

extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively called the "Investors"), to all or any of them, jointly and/or severally through an offer/placement document and/or other letter or circular and/or on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/ or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be issued and allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates if any, as the Board or its Fund Raising Committee(the "Committee"), may in its absolute discretion decide, in each case, subject to the applicable laws."

"RESOLVED FURTHER THAT the relevant date for the purpose of pricing the Securities shall be the meeting in which the Board or Committee of Directors duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of members' approval in terms of the Companies Act, the ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines; in the event that convertible securities (as defined under the ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board or Committee decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or Committee of the Board of Directors"

"RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of the ICDR Regulations:

- a. the allotment of the Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of the resolution of the members of the Company or such other time as may be allowed under the ICDR Regulations;
- b. the Equity Shares (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- c. any issue of Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula prescribed under the ICDR Regulations (the "QIP Floor Price"). The Board may, however, in its absolute discretion, issue Equity Shares at such discount to the floor price as may be permitted under applicable regulations to the QIP Floor Price;
- d. the allotment to a single Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law; and
- e. the Securities shall not be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the ICDR Regulations"

"RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets and the Board and Committee, be and are hereby severally authorised, in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed."

"RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board and Committee be and are hereby severally authorised on behalf of the Company

to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

13. Ratification of remuneration of Cost Auditor for FY 2019-20

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies and confirms the remuneration of ₹ 85,000 (Rupees Eighty Five Thousand Only) per annum plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses payable to M/s. PHS & Associates, Cost

Accountants, (Regn. No. 101038) as the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020.

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."

14. Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing funds upto ₹ 125 crore.

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

"RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") to borrow any sum or sums of money/ies, from time to time, notwithstanding that money so borrowed together with the money/ies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company's bankers, including and not limited to working Capital Loans, in the ordinary course of business), and outstanding at any point of time, may exceed the aggregate of the paid-up share capital of the Company and its free reserves including Securities premium, that is to say, reserves not set apart for any specified purpose, provided that the total amount so borrowed by the Board shall not exceed ₹125 Crores (Rupees One Hundred Twenty Five Crores only).

RESOLVED FURTHER THAT the Board of 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

Place: Mumbai
Date: August 20, 2019

By order of the Board
Prashant B. Gaikwad
Company Secretary
ICSI. M. No. A46480

Notes:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. Further, a member holding more than 10% (ten percent), of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

The instrument of proxy, duly completed, should be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting. No proxy form shall be considered as valid if received after October 19, 2019 at 11:00 a.m

- 2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business at item nos. 3 to 14 above is annexed hereto and forms part of the Notice.
- 3) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 4) All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m., up to the date of the Annual General Meeting.
- 5) 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.
- 6) Members holding shares in dematerialized 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.

- 7) Queries on accounts may please be sent to the Company 10 days in advance of the Annual General Meeting so that the answers may be made available at the meeting.
- 8) 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 dematerialized form with the depositories. With the proposed change coming into effect from April 1, 2019, Equity Shares of the Company shall be eligible for transfer only in Dematerialized form. Therefore, the Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- 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 e-mail 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 e-mail addresses to the M/s. Link Intime India Private Limited sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Company at investors@aarti-surfactants.com.
- 9) The Copies of the 1st Annual Report is being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes. A member interested in receiving a physical copy may write to the Company in this regard. For members who have not registered their email addresses, physical copy of the 1st Annual Report is being sent by the permitted mode.
- 10) Members/Proxies are advised to bring the duly filled Attendance Slip in the format as enclosed herewith to attend the meeting.

11. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide a facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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.
4. Your User ID details are given below :

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.

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| 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, your 'initial password' is communicated to you on your postal address.

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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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

The e-voting period commences from 9.00 A.M on Friday, October 18, 2019 and ends on Sunday, October 20, 2019 at 5.00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of the Monday, October 14, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sunil@sunildedhia.com with a copy marked to evoting@nsdl.co.in.

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 to reset the password.

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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

(2) Voting at Annual General Meeting

The members who have not cast their vote by remote e-voting can exercise their voting rights at the Annual General Meeting. The Company will make arrangement of poll in this regards at the Annual General Meeting Venue.

OTHER INSTRUCTIONS

- i. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, October 14, 2019 are entitled to vote on the Resolutions, set forth in this Notice.
- ii. 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, October 14, 2019.
- iii. A member may participate in the meeting even after exercising his right to vote through remote e-voting.
- iv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date Monday, October 14, 2019 only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- v. 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.
- vi. The Scrutiniser shall, immediately after the conclusion of voting at Annual 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 48 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.

- vii. The results along with the Scrutinisers Report shall be placed on the website of the Company.
- viii. The Ministry of Corporate Affairs have vide its notification dated June 14, 2018 notified Companies (Significant Beneficial Owner) Rules, 2018 and vide its notification dated February 08, 2019 notified the Companies (Significant Beneficial Owners) Amendment Rules, 2019. Pursuant to the said notification, when an individual becomes a significant beneficial owner, or where his significant beneficial ownership undergoes any change, he/she shall file a declaration in Form BEN-1 to the Company, within thirty days of acquiring such significant

beneficial ownership or any change therein. For further more clarification, shareholders are advised to refer the rules at www.mca.gov.in

Registered Office:

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

Place: Mumbai

Date: August 20, 2019

By order of the Board

Prashant B. Gaiwad

Company Secretary

ICSI. M. No. A46480

Annexure to The Notice

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

ITEM NO. 2

M/s. Gokhale & Sathe were appointed First Auditors and hold office until the conclusion of 1st Annual General Meeting. M/s. Gokhale & Sathe are now proposed to be appointed as the Auditors as set out at Item No. 2 of the Notice.

Terms and Conditions of appointment of Auditors are as under:

Term of Appointment: 5(Five) years from the conclusion of 1st AGM till the conclusion of 6th Annual General Meeting.

Proposed Fees: Fixed remuneration for Statutory Audit ₹ 5,00,000 (Five Lacs) with annual increment at the rate as may be decided by the Board plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the statutory audit of the Company. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s. Gokhale & Sathe during their association with the Company as such. The proposed fees is also in line with the industry benchmarks.

Credentials of M/s Gokhale and Sathe :

M/s. Gokhale & Sathe is a Mumbai based Chartered Accountancy firm rendering a wide plethora of Assurance and Advisory Services. They have been active in the profession since 1983. As on date M/s. Gokhale & Sathe firm has 11 partners. Their Audit practice provides integrated audit services. They have worked with their clients to improve financial reporting processes and to comply with Accounting Standards, Audit Assurance Standards and the various provisions of applicable laws.

ITEM NO. 3

Mr. Chandrakant Vallabhaji Gogri (DIN 00005048) is named as first Director of Company in Article 58 of Articles of Association of the Company. Pursuant to Section 152 of Companies Act, 2013 every director shall be appointed by the Company in the General Meeting. The Company has received a Notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of a Director. Mr. Chandrakant Vallabhaji Gogri is B.E. (Chem), (UDCT, Mumbai), DBM. He started his career with job and later created a massive business empire of his own by mastering the alchemy of Success. He is the founder of Aarti Group of Industries. His experience in areas of encompassing Projects, Operations, Process Development, Local & International Marketing in the Chemical Industry is remarkable. He is the Chairman Emeritus of Speciality Chemical Leader Aarti Industries Limited. Shri Chandrakant V. Gogri has been awarded the prestigious

"DISTINGUISHED ALUMNUS AWARD" from UDCT (ICT) in the year 1995 for excellent performance as Entrepreneurs in Chemical Industry. Resume of Mr. Chandrakant Vallabhaji Gogri is given in the Brief Resume of Directors seeking Appointment. His appointment as Director would be of immense benefit to the Company.

Your Directors recommend the resolution for your approval as an Ordinary resolution. Except Shri. Chandrakant Vallabhaji Gogri, none of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

Mr. Dattatray Sidram Galpalli (DIN 01853463) is named as first Director of Company in Article 58 of Articles of Association of the Company. Pursuant to Section 152 of Companies Act, 2013 every director shall be appointed by the Company in the General Meeting. The Company has received a Notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of a Director. Mr. Dattatray Sidram Galpalli is a B. Sc. Tech (Dyes & Intermediates) from UDCT (now ICT) having a rich Experience of working since last 38 years in various Chemical Industries producing specialty chemicals & intermediates for Agrochemicals, Pharmaceuticals, pigments and dyes. He has also worked with over 100 unit processes & unit operations involving large continuous & Batch Plant. He has carried out various expansion projects leading to improvements in productivity, Safety health & environment and Energy efficiency etc. He has expertise in Trouble shooting, Debottlenecking & Isomers separation technology. He has developed processes for converting waste products in to value added products facilitating cost efficiency and Waste Management Mechanism. Brief Resume of Mr. Dattatray Sidram Galpalli is given in the Brief Resume of Directors seeking Appointment. His appointment as Director would be of immense benefit to the Company.

Your Directors recommend the resolution for your approval as an Ordinary resolution. Except Mr. Dattatray Sidram Galpalli, none of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5

Mr. Mulesh Manilal Savla was appointed as an Additional Director the Company with effect from June 13, 2019 in the category of Independent Director. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Mulesh Manilal Savla holds office of Director upto the date of this Annual General Meeting. His continued association with the Company as a Director would be of a great advantage.

Mr. Mulesh Manilal Savla is a practicing Chartered Accountant and a Partner in Shah & Savla LLP, Chartered Accountant Firm.

He has vast experience of more than 30 years in Taxation, Accounts and Finance, structuring- restructuring of entities. Resume of Shri. Mulesh M. Savla is given in brief resume of Directors seeking Appointment.

Pursuant to Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and any SEBI order he has not been debarred from holding office of Directors. Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by him that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

Copy of the letter for appointment proposed to be issued to Mr. Mulesh Manilal Savla as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days between 11:00 a.m. to 1:00 p.m., up to the date of the Annual General Meeting.

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

None of the Directors other than Mr. Mulesh Manilal Savla and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Mr. Mulesh Manilal Savla may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 6

Ms. Misha Bharat Gala was appointed as an Additional Director of the Company with effect from August 20, 2019 in the category of Independent Director. Pursuant to the provisions of Section 161 of the Companies Act, 2013. Ms. Misha Bharat Gala holds office of Director upto the date of this Annual General Meeting. Her continued association with the Company as a Director would be of a great advantage.

Ms. Misha Bharat Gala is a Chartered Accountant by profession. Currently she is employed with leading financial Institution since last 2 years. During her career span as Chartered Accountant she has worked with leading multinationals. Resume of Ms. Misha Bharat Gala is given in Brief Resume of Directors seeking Appointment.

Pursuant to Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations 2015 and any SEBI order she has not been debarred from holding office of Directors. Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by Director that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of opinion that she fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

Copy of the letter for appointment proposed to be issued to Ms. Misha Bharat Gala as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days between 11:00 a.m. to 1:00 p.m., up to the date of the Annual General Meeting.

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

None of the Directors other than Ms. Misha Bharat Gala and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Ms. Misha Bharat Gala may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 7

Mr. Nikhil Parimal Desai is named as first Director of Company in Article 58 of Articles of Association of the Company. Pursuant to Section 152 of Companies Act, 2013 every director shall be appointed by the Company in the General Meeting. The Company has received a Notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of a Director. Mr. Nikhil Parimal Desai is a Master of Science in Telecommunications & Networking and holds a Business Management degree from USA. He has worked as IT Technical Lead, Project Manager, Technical Sales with various Companies in USA and has an experience of 10 years in the field of Information Technology Project Management, Technical Sales, Vendor Management, Team Building, Process Improvement, Business Strategy, Change Management etc. Brief Resume of Mr. Nikhil Parimal Desai is given in the Brief Resume of Directors seeking Appointment. His appointment as Director would be of immense benefit to the Company.

Your Directors recommend the resolution for your approval as an Ordinary resolution.

Except Mr. Nikhil Parimal Desai, none of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 8

The Board of Directors in its Meeting held on August 20, 2019, appointed Mr. Nikhil Parimal Desai, as Managing Director of the Company for a period of three years effective from August 20, 2019 on the terms and conditions including remuneration as set out in the draft agreement to be entered into by the Company with Mr. Nikhil Parimal Desai subject to approval of the members at General Meeting. Mr. Nikhil Parimal Desai shall, subject to the superintendence, control and direction of the Board of Directors, be responsible for the management of the affairs of the Company.

It is thus proposed to seek members' approvals for his appointment as Managing Director and for the appointment and remuneration payable to Mr. Nikhil Parimal Desai as the Managing Director of the Company, in terms of the applicable provisions of the Act. The brief resume, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in this Notice as **Annexure - A.**

The terms and conditions set out in the draft agreement to be entered into by the Company with Mr. Nikhil Parimal Desai inter – alia contains the following :

1. Period of Agreement : 20.08.2019 to 19.08.2022
2. a) Remuneration:

| | (Amount in Per Annum) |
|----------------------|-----------------------|
| Basic Salary | ₹ 18,40,200 |
| Other Allowance | ₹ 18,02,904 |
| House Rent Allowance | ₹ 7,36,080 |
| Total | ₹ 43,79,184 |

The Nomination and Remuneration Committee and Board be and are hereby authorised to increase remuneration subject to maximum of ₹ 50,00,000 per annum.

- b) In addition to Remuneration Mr. Nikhil Parimal Desai, Managing director shall be entitled to the following perquisites / allowances:

Reimbursement of medical expenses and medical insurance premiums for self and family; leave travel allowance, fees of clubs, telephone and internet facilities at residence and mobile phone facility, personal accident insurance, bonus, ex-gratia incentives, assignment of key man or other insurance policies obtained by the Company, contribution to National Pension Scheme and such other perquisites and special allowances as may be determined by the Board of Directors from time to time.

- c) As may be determined by the Board from time to time, Mr. Nikhil Parimal Desai, Managing Director shall be entitled to following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein.

- i. Contribution to Provident Fund, Contributions to Superannuation fund or Annuity fund as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure
- iv. Provision of car for business of the Company and telephone at residence shall not be treated as perquisites. Use of car for personal purpose and personal long distance calls on telephone shall be billed by the Company.

Explanation: For the purpose of this agreement "family" means the spouse, the dependent children and dependent parents of the Managing Director.

- v. The perquisites and allowances together with the Remuneration payable as aforesaid shall be restricted to and be subject to the applicable overall maximum ceiling limit set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.

3. The Managing Director shall be entitled to annual privilege leave on full salary for a period of thirty days and shall be entitled to accumulate such leave. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
4. No sitting fee shall be payable to him for attending the Meetings of the Board of Directors or Committee thereof.
5. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party 180 days notice in writing in that behalf without the necessity of showing any cause and on the expiry of the period of such notice this Agreement shall stand determined and the Managing Director shall cease to be the Managing Director of the Company. Provided that the aforesaid notice may be waived mutually.
6. The said appointment/agreement including the remuneration payable to him is subject to the approval of

the Company and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/approved as aforesaid.

7. The Board Directors will have authority to alter and vary the terms and conditions of the said appointment including remuneration as it may deemed fit and as be acceptable to the Managing Director subject to the same not exceeding the Limits specified under schedule V of the Companies Act 2013 or any statutory modification or re-enactment thereof.

The other terms and conditions of the agreements are such as are customarily contained in agreements of similar nature. Draft agreement is open for inspection by members of the Company at the registered office of the Company on all working day between 11 a.m. to 1 p.m. up to the date of the AGM.

The remuneration specified shall continue to be paid to Mr. Nikhil Parimal Desai as and by way of Minimum Remuneration as per the provisions of Schedule V of the Companies Act, 2013 in case of loss or inadequacy of profit during the relevant period of tenure of his office.

A statement pursuant to the Provisions of Part II Section II (B) (iv) of Schedule V of the Companies Act, 2013 in respect of Mr. Nikhil Parimal Desai is attached as **Annexure – B** to the Notice.

Your Directors recommend the said resolution for your approval as Special Resolution.

Mr. Nikhil Parimal Desai is interested in the resolution set out at Item No. 8 of the Notice. The relatives of Mr. Nikhil Parimal Desai may be deemed to be interested in the said resolution to the extent of their respective shareholding, if any, in the Company.

Save and except the above, none of the other 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

Mr. Santosh Kakade (DIN: 08505234) was appointed as an Additional Director in the category of Executive Director of the Company with effect from August 20, 2019. In terms of Section 161(1) of the Companies Act, 2013, Mr. Santosh Kakade, holds office as such upto the date of ensuing Annual General Meeting. The Company has received a Notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of a Director. Mr. Santosh Kakade is a BE (Electrical) and has rich experience in Managing the Continuous Sulphonation process Plant. Brief Resume of Mr. Santosh Kakade is given in the Brief Resume of Directors seeking Appointment. His appointment as Director would be of immense benefit to the Company.

Your Directors recommend the resolution for your approval as an Ordinary resolution.

Except Mr. Santosh Kakade, none of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 10

The Board of Directors in its Meeting held on August 20, 2019, appointed Mr. Santosh Kakade, as an additional Director and also as the Whole – time Director, designated as Executive Director of the Company, for a period of three years effective from August 20, 2019 to August 19, 2022 on the terms and conditions including remuneration as set out in the draft agreement to be entered into by the Company with Mr. Santosh Kakade subject to approval of the members at General Meeting. In terms of Section 161(1) of the Companies Act, 2013, he holds office up to the date of this Annual General Meeting.

It is thus proposed to seek members' approval for the appointment of and remuneration payable to Mr. Santosh Kakade as a Whole - time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act. The brief resume, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in this Notice as **Annexure - 'A'**.

The terms and conditions set out in the draft agreement to be entered into by the Company with Mr. Santosh Kakade inter – alia contains the following -

1. Period of Agreement : 20.08.2019 to 19.08.2022
2. a) Remuneration:

| | (Amount in Per Annum) |
|----------------------|-----------------------|
| Basic Salary | ₹ 9,00,000 |
| Aarti Allowance | ₹ 8,02,800 |
| Conveyance Allowance | ₹ 19,200 |
| House Rent Allowance | ₹ 3,60,000 |
| Total | ₹ 20,82,000 |

The Nomination and Remuneration Committee and Board be and are hereby authorised to increase remuneration subject to maximum of ₹ 25,00,000 per annum.

- b) In addition to remuneration Mr. Santosh Kakade, Whole - time director designated as Executive Director shall be entitled to the following perquisites / allowances:

Reimbursement of medical expenses and medical insurance premiums for self and family; leave travel allowance, fees of clubs, telephone and internet facilities at residence and mobile phone facility, personal accident insurance, bonus, ex-gratia incentives, assignment of key man or other insurance policies obtained by the Company, contribution to National Pension Scheme and such other perquisites and special allowances as may be determined by the Board of Directors from time to time.

c) Whole-time Director shall also be entitled to following perquisites as may be determined by the Board of Directors from time to time which shall not be included in the computation of the ceiling on remuneration specified herein:

- i. Contribution to Provident Fund, Contributions to Superannuation fund or Annuity fund as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure
- iv. Provision of car for business of the Company and telephone at residence shall not be treated as perquisites. Use of car for personal purpose and personal long distance calls on telephone shall be billed by the Company.

Explanation: For the purpose of this agreement "family" means the spouse, the dependent children and dependent parents of the Whole – time Director.

- d) The perquisites and allowances together with the Remuneration payable as aforesaid shall be restricted to and be subject to the applicable overall maximum ceiling limit set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.
3. Mr. Santosh Kakade, Whole - time Director designated as Executive Director shall be entitled to annual privilege leave on full salary for a period of thirty days and shall be entitled to accumulate such leave. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
4. No sitting fee shall be payable to him for attending the Meetings of the Board of Directors or Committee thereof.

5. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party 180 days notice in writing in that behalf without the necessity of showing any cause and on the expiry of the period of such notice this Agreement shall stand determined and the Whole – time Director shall cease to be the Whole – time Director of the Company. Provided that the aforesaid notice may be waived mutually.
6. The said appointment/agreement including the remuneration payable to him is subject to the approval of the Company and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/approved as aforesaid.
7. The Board Directors will have authority to alter and vary the terms and conditions of the said appointment including remuneration as it may deemed fit and as be acceptable to the Whole - Time Director subject to the same not exceeding the Limits specified under schedule V of the Companies Act 2013 or any statutory modification or re-enactment thereof.

The other terms and conditions of the agreements are such as are customarily contained in agreements of similar nature. Draft agreement is open for inspection by members of the Company at the registered office of the Company on any working day between 11 a.m. to 1 p.m. up to the date of the AGM.

The remuneration specified shall continue to be paid to Mr. Santosh Kakade as and by way of Minimum Remuneration as per the provisions of Schedule V of the Companies Act, 2013 in case of loss or inadequacy of profit during the relevant period of tenure of his office.

A statement pursuant to the Provisions of Part II Section II (B) (iv) of Schedule V of the Companies Act, 2013 in respect of Mr. Santosh Kakade is attached as **Annexure – B** to this Notice.

Your Directors recommend the said resolution for your approval as Special Resolution.

Mr. Santosh Kakade is interested in the resolution set out at Item No. 10 of the Notice. The relatives of Mr. Santosh Kakade may be deemed to be interested in the said resolution to the extent of their respective shareholding, if any, in the Company.

Save and except the above, none of the other 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. 11

Pursuant to Article 34 of Articles of Association of the Company, the Company may, from time to time, by an ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. Currently the Authorised share capital of the Company is ₹ 16,26,00,000/- (Rupees Sixteen Crore Twenty Six Lac Only) divided into 81,30,000 (Eighty One Lac Thirty Thousand) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 81,30,000 (Eighty One Lac Thirty Thousand) Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each.

With a view to facilitate raising funds by issue of further shares, it is proposed to increase the authorised share capital from the existing limit of ₹ 16,26,00,000/- (Rupees Sixteen Crore Twenty Six Lac Only) divided into 81,30,000 (Eighty One Lac Thirty Thousand) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 81,30,000 (Eighty One Lacs Thirty Thousand) Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 40,00,00,000/- (Rupees Forty Crore only) divided into 3,18,70,000 (Three Crore Eighteen Lac Seventy Thousand) equity shares of ₹ 10/- (Rupees Ten only) each and 81,30,000 (Eighty One Lac Thirty Thousand) Preference Shares of ₹ 10/- (Rupees Ten Only) each.

The Resolution set out at Item Nos. 11 seeks to increase the Authorised Share Capital of the Company as aforesaid and to approve consequent alteration of capital clause V of the Memorandum of Association of the Company.

The proposal requires the consent of the members in view of the relevant provisions of the Companies act, 2013 mentioned in the resolution.

A copy of the Memorandum and Articles of Association of the Company is available at the Registered Office of the Company for inspection during the office hours till the conclusion of the General Meeting.

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

None of the directors, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financial or otherwise, in the resolution

ITEM NO. 12

Pursuant to Sections 23, 41, 42, 62, 71 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), approval of members is required to be obtained by a Special Resolution for making any further issue of Equity Shares or any other Securities to any person(s).

With a view to augment long terms funds which may be required for growth opportunities in the existing operations, various products under development and other corporate requirements, the Board of Directors may propose to raise funds up to an aggregate amount of ₹ 100,00,00,000/- (Rupees One Hundred Crore Only) by way of issue of Equity Shares or by any other instrument or security including fully/partly convertible debentures, global depository receipts (the "GDRs"), American depository receipts (the "ADRs"), foreign currency convertible bonds (the "FCCBs"), or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares or any other eligible securities and/or any combination thereof (the "Securities") through qualified institutions placement (the "QIP") to qualified institutional buyers (the "QIBs") as defined in ICDR Regulations or private placement or preferential issue or public issue or Right Issue or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law. The issue of Securities may be consummated in one or more tranches at such time or times at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable guidelines, notifications, rules and regulations as amended.

The proposed Special Resolution is an enabling resolution and therefore the proposal seeks to confer upon the Board (including a committee thereof) the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the nature of securities to be issued, exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or a committee thereof, considering prevailing market conditions, practices and in accordance with the applicable provisions of law. Accordingly, the Board (including a committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company in the best interest of the Company.

The relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board or Committee of Directors duly authorised by the Board decides to open the issue of such Securities, subsequent to the receipt of members' approval, in terms applicable law. In the event that convertible

securities (as defined under the ICDR Regulations) are issued, the relevant date for the purpose of pricing of such Securities shall be either the date of the meeting in which the Board or Committee of the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or Committee of Directors duly authorised by the Board.

Further, in the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 12 months from passing the Special Resolution by the Members.

The Securities allotted as above would be listed on Stock Exchanges where shares of the Company are listed or shall be listed. The offer/issue/allotment would be subject to the regulatory approvals, if any. The conversion of Securities, if any, held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap, if any, and the applicable foreign exchange regulations. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Listing Regulations.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer capital that may be held by them and shareholding pattern of the company are not provided. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company

Accordingly, the Board of Directors recommends passing of draft Resolution set out in the accompanying notice as a special resolution in terms of applicable provisions of the Companies Act, 2013 and other applicable laws and regulations.

Documents referred to in draft resolution and the explanatory Statement are open for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

Your Directors recommend the proposal for your approval as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution except to the extent of securities that may be offered to any of them or entities controlled by any of them.

ITEM NO. 13

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 2019-20 was considered by the Board in its meeting held on August 20, 2019. The Board thereby appointed M/s PHS & Associates, (Membership Number 101038) Cost Accountant, as Cost Auditor at a remuneration of ₹ 85,000/- plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses taxes as applicable.

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. 14

Pursuant to Section 180 of the Companies Act, 2013 prior consent of the Company is required by way of a special resolution to borrow funds, apart from temporary loans obtained from the company's bankers in the ordinary course of business, exceeding aggregate of the paid up share capital and free reserves including Securities Premium Account of the Company. With a view to augment long term funds which may be required for growth opportunities in the existing operations, various products under development and other corporate requirement it is, therefore, proposed to obtain consent of the members by way of a Special Resolution under Section 180 and other applicable provisions of the Companies Act, 2013, to increase the borrowing powers of the Board of Directors as set out in the draft resolution proposed at Item No. 14 of the accompanying Notice to ₹ 125 Crores (Rupees One Hundred and Twenty Five Crores only).

Your Board thus recommend the said resolution for your approval as a Special Resolution.

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

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

By order of the Board
Prashant B. Gaikwad
Company Secretary
ICSI. M. No. A46480

Place: Mumbai
Date: August 20, 2019

Annexure A

Brief resumes of Directors seeking appointment are as under:

| Particulars | Mr. Chandrakant V. Gogri (DIN : 00005048) | Mr. Dattatray Sidram Galpalli (DIN : 01853463) |
|---|---|---|
| Date of birth and age | 16.08.1946 (73 Years) | 20.09.1959 (59 years) |
| Appointed on | 18.06.2018 | 18.06.2018 |
| Qualifications | B.E. (Chem), (UDCT, Mumbai), DBM. | B SC Tech (Dyes & Intermediates) from UDCT (now ICT) |
| Experience and expertise in specific functional areas | He started his career with job and later created a massive business empire of his own by mastering the alchemy of Success. He is the founder of Aarti Group of Industries. His experience in areas of encompassing Projects, Operations, Process Development, Local & International Marketing in the Chemical Industry is remarkable. He is the Chairman Emeritus of Speciality Chemical Leader Aarti Industries Limited. Mr. Chandrakant V. Gogri has been awarded the prestigious "DISTINGUISHED ALUMNUS AWARD" from UDCT (ICT) in the year 1995 for excellent performance as Entrepreneurs in Chemical Industry. | Shri. Dattatray Sidram Galpalli is a B. Sc. Tech (Dyes & Intermediates) from UDCT (now ICT) having a rich Experience of working since last 38 years in various Chemical Industries producing specialty chemicals & intermediates for Agrochemicals, Pharmaceuticals, pigments and dyes. He has also worked with over 100 unit processes & unit operations involving large continuous & Batch Plant. He has carried out various expansion projects leading to improvements in productivity, Safety health & environment and Energy efficiency etc. He has expertise in Trouble shooting, Debottlenecking & Isomers separation technology. He has developed processes for converting waste products in to value added products facilitating cost efficiency and Waste Management Mechanism. |
| Disclosure of Relationships between Director Inter-se | None | None |
| Name(s) of other listed entities in which the person holds the directorship and the membership of Committees of the Board | None | Valiant Organics Limited. He is neither Chairman nor Member in any of the Committees in Valiant Organics Limited. |
| No. of shares held in the Company | 85302 Equity Shares | Nil |

| Particulars | Mr. Mulesh Manilal Savla (DIN : 07474847) | Ms. Misha Gala (DIN : 08523865) |
|---|---|---|
| Date of birth and age | 12.11.1964 (54 years) | 06.04.1990 (29 years) |
| Appointed on | 13.06.2019 | 20.08.2019 |
| Qualifications | Chartered Accountant | Chartered Accountant |
| Experience and expertise in specific functional areas | He is a practicing Chartered Accountant and a Partner in Shah & Savla LLP, Chartered Accountant Firm. He has vast experience of more than 30 years in Taxation, Accounts and Finance, structuring - restructuring of entities | She is a Chartered Accountant by profession. Currently she is employed with leading financial Institution since last 2 years. During her career span as Chartered Accountant she has worked with leading multinationals in the Finance Field. |
| Disclosure of Relationships between Director Inter-se | None | None |

| Particulars | Mr. Mulesh Manilal Savla (DIN : 07474847) | Ms. Misha Gala (DIN : 08523865) |
|---|--|--|
| Name(s) of other listed entities in which the person holds the directorship and the membership of Committees of the Board | <u>Valiant Organics Limited</u> Stakeholder Relationship Committee – Chairman Audit Committee – Member Nomination and Remuneration Committee – Chairman | None |
| No. of shares held in the Company | 9571 Equity Shares and 30 Preference Shares are held in the capacity of trustee pursuant to Composite scheme of Arrangement between Aarti Industries Limited, Aarti Surfactants Limited and Nascent Chemical Industries Limited. | Nil |

| Particulars | Mr. Santosh Kakade (DIN : 08505234) | Mr. Nikhil Parimal Desai (DIN : 01660649) |
|---|---|---|
| Date of birth and age | 05.02.1971 (59 years) | 19.05.1978 (41 Years) |
| Appointed on | 20.08.2019 | 18.06.2018 |
| Qualifications | BE (Electrical) | Master of Science in Telecommunications & Networking and holds a Business Management degree from USA. |
| Experience and expertise in specific functional areas | He has rich experience in Managing the Continuous Sulphonation process Plant. Before joining Aarti Group he has worked with M/s RSPL Limited for 14 years and M/s Krupa Industries Limited for 9 Years. | He has worked as IT Technical Lead, Project Manager, Technical Sales with various Companies in USA and has an experience of 10 years in the field of Information Technology Project Management, Technical Sales, Vendor Management, Team Building, Process Improvement, Business Strategy, Change Management etc. |
| Disclosure of Relationships between Director Inter-se | None | None |
| Name(s) of other listed entities in which the person holds the directorship and the membership of Committees of the Board | None | None |
| No. of shares held in the Company | Nil | 78101 Preference Shares |

Annexure B

STATEMENT PURSUANT TO THE PROVISIONS OF PART II SECTION II (B) (iv) OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT TO ITEM NOS. 8 & 10 OF THE NOTICE.

I. General Information:

(1) Nature of Industry:

The Company is engaged in the manufacture of Home and Personal care products. The Company was newly incorporated by Aarti Industries Limited for the absorption of the Home and Personal Care Undertaking of Aarti Industries Limited in terms of Composite Scheme of Arrangement between Aarti Industries Limited, Aarti Surfactants Limited and Nascent Chemical Industries Limited which became effective from June 24, 2019.

(2) Date or expected date of commencement of commercial production :

Not Applicable. Pursuant to the approval of Composite Scheme of Arrangement between Aarti Industries Limited, Aarti Surfactants Limited and Nascent Chemical Industries Limited, the Home and Personal Care Undertaking of Aarti Industries Limited got absorbed into the Company on a going concern basis. The said Scheme was approved by NCLT Ahmedabad vide its order dated June 10, 2019. Appointed date for the said Scheme was April 01, 2018.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus :

Not Applicable.

(4) Financial performance based on given indicators :

| (₹ in lakhs) | |
|-----------------|-----------------------------------|
| Particulars | For the Year ended March 31, 2019 |
| Total Revenue | 3,1054.90 |
| Profit / (Loss) | (356.58) |
| Asset | 27,992 |
| Liability | 14,396 |

(5) Foreign Investments or Collaborations, if any:

N.A.

II. Information About The Appointee(S) :

A) Mr. Nikhil Parimal Desai

(1) Background details:

Mr. Nikhil Parimal Desai is a Master of Science in Telecommunications & Networking and holds a Business Management degree from USA. He has worked as IT Technical Lead, Project Manager, Technical Sales with various Companies in USA and has an experience of 10 years in the field of Information Technology Project Management, Technical Sales, Vendor Management, Team Building, Process Improvement, Business Strategy, Change Management etc.

(2) Past remuneration

Mr. Nikhil Parimal Desai, was holding an Office of Profit in Aarti Industries Limited. The Remuneration paid to him in the financial year 2018 - 19 was as under:

| Details | Amount in ₹ |
|----------------------|------------------|
| Basic Salary | 18,40,200 |
| House Rent Allowance | 7,36,080 |
| Other Allowance | 18,02,904 |
| PF Contribution | 2,20,824 |
| Total | 46,00,008 |

(3) Job profile and his suitability

Mr. Nikhil Parimal Desai Managing Director shall be responsible for day to day management of the Company. The Board is of the opinion that Mr. Nikhil Parimal Desai has the requisite qualifications, expertise and experience for the job he is holding.

(4) Remuneration proposed

The remuneration proposed to be paid during the period from August 20, 2019 to August 19, 2022 is detailed hereinabove under explanatory statement.

- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

The proposed remuneration is comparable and competitive, considering the industry, size of the company, the managerial position and the credentials of the Managing Director.

- (6) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any

Other than receiving remuneration, Mr. Nikhil Parimal Desai has no pecuniary relationship with the Company. He holds 78,101 Redeemable Preference Shares in the Company.

B) Mr. Santosh Kakade

- (1) Background details:

Mr. Santosh Kakade is a BE (Electrical) and has rich experience in Managing the Continuous Sulphonation process Plant. Before joining Aarti Group he has worked with M/s RSPL Limited for 14 years and M/s Krupa Industries Limited for 9 Years.

- (2) Past remuneration

Mr. Santosh Kakade started working with Aarti Group as General Manager Operations and was in charge of Home and Personal Care division of the Company since March, 2018. The Remuneration paid to him in financial year 2018 -19 is as below:

| Details | Amount in ₹ |
|----------------------|------------------|
| Basic Salary | 7,78,000 |
| House Rent Allowance | 3,11,200 |
| Other Allowance | 14,000 |
| Special Allowance | 6,83,460 |
| Conveyance | 19,147 |
| PF Contribution | 93,360 |
| Total | 18,99,167 |

- (3) Job profile and his suitability

Mr. Santosh Kakade shall be responsible for day to day management of the manufacturing units of the Company. The Board is of the opinion that Mr. Santosh Kakade has the requisite qualifications, expertise and experience for the job he is holding.

- (4) Remuneration proposed

The remuneration proposed to be paid during the period from August 20, 2019 to August 19, 2022 is detailed hereinabove under explanatory statement.

- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The proposed remuneration is comparable and competitive, considering the industry, size of the company, the position and the credentials of Mr. Santosh Kakade.

- (6) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any

Other than receiving remuneration, Mr. Santosh Kakade has no pecuniary relationship with the Company.

III. Other Information (Management to Provide the same)

- (1) Reason for Loss or Inadequate Profits :

- I. Highly Competitive Market
- II. Stabilisation cost for few products
- III. Expenses involved in Development of New Products

- (2) Steps taken or proposed to be taken for improvements

Your Company is developing new products and capacity expansion is planned to improve market share and also profitability. Further several products are developed in R & D which will also help to improve profitability.

- (3) Expected increase in productivity and profits in measurable terms:

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

Registered Office:

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

Place: Mumbai
Date: August 20, 2019

By order of the Board
Prashant B. Gaiwad
Company Secretary
ICSI. M. No. A46480

Route Map to the Venue of Annual General Meeting



Notes

A series of horizontal dotted lines for writing notes.



CIN : U24100GJ2018PLC102891
 Regd. Off.: 801, 801/23, GIDC Estate, Phase III, Vapi, Valsad GJ 396195

1st Annual General Meeting - Monday, October 21, 2019

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail ID:

Folio No./ Client Id: DP ID:

| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|

I/We, being the member(s) of shares of the above named company, hereby appoint:

1. Name:

Address:

E-mail Id: Signature:or failing him/her;

2. Name:

Address:

E-mail Id: Signature:or failing him/her;

3. Name:

Address:

E-mail Id: Signature:or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Annual General Meeting of the Company, to be held on the Monday, October 21, 2019 at 11:00 a.m. at Plot Nos. 806, 807, GIDC Estate, Phase III, Vapi-396 195, Dist. Valsad, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below



| Sr. No | Resolution | Optional* | |
|--------------------------|--|-----------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | Adoption of Financial Statements for the year ended March 31, 2019 | | |
| 2. | Appointment of Statutory Auditors | | |
| Special Business | | | |
| 3. | Appointment of Mr. Chandrakant Vallabhaji Gogri as Non – Executive Director | | |
| 4. | Appointment of Mr. Dattatray Sidram Galpalli as Non – Executive Director | | |
| 5. | Appointment of Mr. Mulesh Manilal Savla as Independent Director | | |
| 6. | Appointment of Ms. Misha Bharat Gala as Independent Director | | |
| 7. | Appointment of Mr. Nikhil Parimal Desai as Director | | |
| 8. | Appointment of Mr. Nikhil Parimal Desai as Managing Director | | |
| 9. | Appointment of Mr. Santosh Kakade as Director | | |
| 10. | Appointment of Mr. Santosh Kakade as Whole – time Director | | |
| 11. | Increase of authorised share capital and consequent alteration to capital clause of the Memorandum of Association of the Company | | |
| 12. | Approval for raising of funds by way of issue of securities by way of public and/or private placement, through Qualified Institutional Placement (QIP)/ Rights Issue or through any other permissible mode under applicable laws and/or combination thereof. | | |
| 13. | Ratification of Remuneration of cost auditor | | |
| 14. | Increase in borrowing limit upto ₹ 125 crores | | |

Signed this: day of 2019

Signature of Proxy holder(s): Signature of shareholder:

Notes :-

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
 - A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- * It is optional to put a '√' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate



**AARTI
SURFACTANTS
LIMITED**

CIN : U24100GJ2018PLC102891

Regd. Off.: 801, 801/23, GIDC Estate, Phase III, Vapi - 396 195 , Dist. Valsad, Gujarat

ATTENDANCE SLIP

1st Annual General Meeting - Monday, October 21, 2019

Shareholder Name:

Sr. No:

Address:

Folio No./Client ID, DP:

No. of Shares:

I/we hereby record my/our presence at the 1st Annual General Meeting of the Company at Plot Nos. 806, 807, GIDC Estate, Phase III, Vapi - 396 195, Dist. Valsad, Gujarat on Monday, October 21, 2019 at 11:00 a.m.

Member's/Proxy's name in Block Letters
Signature

Member's/Proxy's

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.



**AARTI
SURFACTANTS
LIMITED**

CIN : U24100GJ2018PLC102891

Regd. Off.: 801, 801/23, GIDC Estate, Phase III, Vapi - 396 195 , Dist. Valsad, Gujarat

Electronic Voting Particulars

| Even (E-Voting Event Number) | User Id | Password / Pin |
|-------------------------------------|----------------|-----------------------|
| 112499 | | |

Note: Please read instructions given at Note no. 11 of the Notice of the 1st Annual General Meeting carefully before voting electronically



AARTI SURFACTANTS LIMITED

Registered Address:

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

Corporate/HO Address:

Unit 202, Plot 71, Udyog Kshetra, 2nd
Floor, Mulund-Goregaon Link Road,
Mulund West, Mumbai - 400 080

CIN : U24100GJ2018PLC102891