



## VADILAL CHEMICALS LIMITED

Regd. Office: 503-504, Aditya Building, Nr. Sardar Patel Seva Samaj, Mithakhali, Navrangpura, Ahmedabad-380006  
Ph.: +91 079 30086937/38/39, Fax : +91 079 30086940 Email: info@vadilalgases.co.in  
Website : www.vadilalgases.co.in, CIN : L24231GJ1991PLC015390

### Notice pursuant to Section 110 of the Companies Act, 2013

**Notice is hereby given to all the Members of Vadilal Chemicals Limited for passing the following Resolutions through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of Companies (Management and Administration) Rules 2014 (including any statutory modifications or re-enactment thereof for the time being in force).**

Members desiring to exercise their vote by postal ballot are requested to carefully read the Instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on Monday, 17th August, 2015 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

In compliance with Clause 35B of the Equity Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of e-voting facility to all the Shareholders of the Company ("E-Voting").

Members desiring to opt for e voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Board of Directors at its meeting held on 26th June, 2015 has appointed CS Manoj Hurkat of M/s. Manoj Hurkat & Associates, Company Secretaries, Ahmedabad, as the Scrutinizer to receive and scrutinize the completed Ballot Papers from the Members. The Postal Ballot Form and the self-addressed business reply envelope are enclosed herewith for use of the Members.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e voting). The results shall be declared on Wednesday, 19th August, 2015 at 6.00 p.m. at the registered office of the company at 503-504, Aditya Building, Nr. Sardar Patel Seva Samaj, Mithakhali, Navrangpura, Ahmedabad-380006 and communicated to the Stock Exchanges, CDSL and would also be displayed on the Company's website at [www.vadilalgases.co.in](http://www.vadilalgases.co.in).

In the event the following resolutions are assented to by requisite majority of Members by means of Postal Ballot, the date of declaration of result shall be deemed to be the date of passing of the said resolutions.

**1. Sale / Transfer / Dispose off the assets of the Company situated at 18/A, APIIC Industrial Estate, Patancheru, Dis.: Medak, in the State of Andhra Pradesh.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and subject to such approvals and sanctions as may be required, the consent of the members of the Company, be and is hereby accorded to the Board of Directors to sell/transfer/dispose off in any manner whatsoever the "assets" of the Company comprising of all the immovable and movable properties situated at 18/A, APIIC Industrial Estate, Patancheru, Dist.: Medak, in the State of Andhra Pradesh, in whole or in parts (hereinafter referred to as "the assets" or "the said assets"), to such person, for such consideration and on such terms and conditions and in such manner, as may be decided by the Board, in the best interest of the Company, with power to the Board to finalise the terms and conditions including price/consideration of the said sale/transfer/disposal and to finalise the means, methods and modes in respect thereof, to accept any alteration or modification in the terms and conditions for selling/transferring or disposal of the said assets and to sign, execute and register all necessary documents including agreements, deeds of assignment/conveyance and other documents, for effecting the said sale/transfer/disposal and to appear before such authorities as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient in their discretion for completion of the said sale/transfer/disposal of the said assets and for matters connected therewith or incidental thereto."

**2. Sale / Transfer / Dispose off the assets of the Company situated at D-397, TTC Industrial Estate, MIDC Estate, Turbhe, Navi Mumbai, in the State of Maharashtra.**

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

**Resolution :**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and subject to such approvals and sanctions as may be required, the consent of the members of the Company, be and is hereby accorded to the Board of Directors to sell/ transfer/ dispose off in any manner whatsoever the “assets” of the Company comprising of all the immovable and movable properties, situated at D-397, TTC Industrial Estate, MIDC Estate, Turbhe, Navi Mumbai, in the State of Maharashtra, in whole or in parts (hereinafter referred to as “the assets” or “the said assets”), to such person, for such consideration and on such terms and conditions and in such manner, as may be decided by the Board, in the best interest of the Company, with power to the Board to finalise the terms and conditions including price/consideration of the said sale/ transfer/disposal and to finalise the means, methods and modes in respect thereof, to accept any alteration or modification in the terms and conditions for selling/transferring/disposal of the said assets and to sign, execute and register all necessary documents including agreements, deeds of assignment/conveyance and other documents, for effecting the said sale/transfer/disposal and to appear before such authorities as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient in their discretion for completion of the said sale/ transfer/disposal of the said assets and for matters connected therewith or incidental thereto.”

**3. Sale / Transfer / Dispose off the assets of the Company situated at 50/3, GIDC Estate, Nandeshri, Baroda, in the State of Gujarat.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and subject to such approvals and sanctions as may be required, the consent of the members of the Company, be and is hereby accorded to the Board of Directors to sell/transfer or dispose off in any manner whatsoever the “assets” of the Company comprising of all the immovable and movable properties, situated at 50/3, GIDC Estate, Nandeshri, Baroda, in the State of Gujarat in whole or in parts (hereinafter referred to as “the assets” or “the said assets”), to such person, for such consideration and on such terms and conditions and in such manner, as may be decided by the Board, in the best interest of the Company, with power to the Board to finalise the terms and conditions including price/consideration of the said sale/transfer/disposal off and to finalise the means, methods and modes in respect thereof, to accept any alteration or modification in the terms and conditions for selling/transferring/disposal of the said assets and to sign, execute and register all necessary documents including agreements, deeds of assignment/conveyance and other documents, for effecting the said sale/transfer/disposal of and to appear before such authorities as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient in their discretion for completion of the said sale/ transfer/ disposal of the said assets and for matters connected therewith or incidental thereto.”

**4. Sale / Transfer / Dispose off the assets of the Company situated at Survey No. 167/2, Sikka Gram Panchayat, Jamnagar, in the State of Gujarat.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and subject to such approvals and sanctions as may be required, the consent of the members of the Company, be and is hereby accorded to the Board of Directors to sell/ transfer/ dispose off in any manner whatsoever the “assets” of the Company comprising of all the immovable and other properties, situated at Survey No. 167/2, Sikka Gram Panchayat, Jamnagar, in the State of Gujarat in whole or in parts (hereinafter referred to as “the assets “ or “the said assets”), to such person, for such consideration and on such terms and conditions and in such manner, as may be decided by the Board, in the best interest of the Company, with power to the Board to finalise the terms and conditions including price/consideration of the said sale/transfer/disposal off and to finalise the means, methods and modes in respect thereof, to accept any alteration or modification in the terms and conditions for selling/transferring/ disposal of the said assets and to sign, execute and register all necessary documents including agreements, deeds of assignment/conveyance and other documents, for effecting the said sale/transfer/ disposal of and to appear before such authorities as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient in their discretion for completion of the said sale/ transfer/disposal of the said assets and for matters connected therewith or incidental thereto.”

**5. Sale / Transfer / Dispose off the assets of the Company situated at 505-508, ‘Aditya’, 5th Floor, Near Sardar Patel Seva Samaj, Mithakhali Six Roads, Navrangpura, Ahmedabad in the State of Gujarat.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and subject to such approvals and sanctions as may be required, the consent of the members of the Company, be and is hereby accorded to the Board of Directors to sell/ transfer/ dispose off in any manner whatsoever the “assets” of the Company comprising of all the immovable and movable properties, situated at 505-508, ‘Aditya’, 5th Floor, Near Sardar Patel Seva Samaj, Mithakhali Six Roads, Navrangpura, Ahmedabad, in the State of Gujarat, in whole or in parts (hereinafter referred to as “the assets” or “the said assets”), to such person, for such consideration and on such terms and conditions and in such manner, as may be decided by the Board, in the best interest of the Company, with power to the Board to finalise the terms and conditions including price/consideration of the said sale/transfer/ disposal of and to finalise the means, methods and modes in respect thereof, to accept any alteration or modification in the terms and conditions for selling/ transferring/disposal of the said assets and to sign, execute and register all necessary documents including agreements, deeds of assignment/conveyance and other documents, for effecting the said sale/transfer/disposal of and to appear before such authorities as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient in their discretion for completion of the said sale/ transfer/disposal of the said assets and for matters connected therewith or incidental thereto.”

**Notes :**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the proposal is annexed hereto and forms part of this notice.
2. A copy of this notice has been placed on the website of the Company [www.vadilalgases.co.in](http://www.vadilalgases.co.in) and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
3. The postal ballot form and the self addressed business reply envelope are enclosed for use of members.
4. The notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, 3rd July, 2015.
5. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If members are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The Company has appointed CS Manoj Hurkat of M/s. Manoj Hurkat & Associates, Company Secretaries, Ahmedabad as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be displayed at the Registered Office of the Company. The results of the postal ballot will also be posted on the Company’s website [www.vadilalgases.co.in](http://www.vadilalgases.co.in) besides communicating to the stock exchanges on which the shares of the Company are listed.
7. Members are requested to read carefully the instructions printed on the postal ballot form, return the form duly completed in the attached self-addressed pre-paid envelope, so as to ensure that votes reach the Scrutinizer on or before 5.00 P.M. on Monday, 17th August, 2015 (“**Last Date**”). The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
8. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e voting). The results shall be declared on Wednesday, 19th August, 2015 at 6.00 p.m. at the registered office of the company at 503-504, Aditya Building, Nr. Sardar Patel Seva Samaj, Mithakhali, Navrangpura, Ahmedabad-380006 and communicated to the Stock Exchanges, and CDSL would also be displayed on the Company’s website at [www.vadilalgases.co.in](http://www.vadilalgases.co.in).
9. The documents referred to in this notice and explanatory statement are open for inspection by the Members on any working day except Saturdays between 2.00 p.m. to 4.00 p.m. at the registered office of the Company at 503-504, Aditya Building, Nr. Sardar Patel Seva Samaj, Mithakhali, Navrangpura, Ahmedabad-380006.
10. The Scrutinizer’s decision on the validity of the postal ballot shall be final and binding.
11. Please note that any postal ballot form(s) received after the Last Date (i.e. Monday, 17th August, 2015) will be treated as not having been received.
12. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Ahmedabad, Gujarat.

13. In compliance with Clause 35B of the Equity Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of e-voting facility to all the Shareholders of the Company (“E-Voting”).

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

- (i) The voting period begins at 9.00 a.m. on Saturday, 18th July, 2015 and ends at 5.00 p.m. on Monday, 17th August, 2015. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 3rd July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Now select the “VADILAL CHEMICALS LIMITED” from the drop down menu and click on “SUBMIT”.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number i.e. Ballot Serial number is printed on Postal Ballot Form.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number i.e. Ballot Serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of VADILAL CHEMICALS LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **EXPLANATORY STATEMENT UNDER SECTIONS 102 OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 1 TO 5**

The assets of the Company comprising plant/land/office, mentioned in Item Nos. 1 to 5 of the accompanying notice and mentioned hereunder are idle and either no revenue generation activity is carried on at such assets or the revenue generated from the said assets are very insignificant.

Further, the Company is required to generate funds to reduce its debt burden and the overhead expenses being incurred on the aforesaid assets and to deploy funds in more profitable usage and to improve margin by selling of the aforesaid assets situated at the aforesaid places.

It was therefore decided by the Board of Directors of the Company at its meeting held on 13<sup>th</sup> March, 2015, to sell/transfer/ dispose off the following assets of the Company, at such price and consideration, as the Board may think fit, in the best interest of the Company, considering the market price of the assets and other relevant factors, subject to approval of the Members:

<b>Sr. No.</b>	<b>Assets</b>	<b>Current Activity Status</b>
1	Plant situated at 18/A, APIIC Industrial Estate, Patancheru, Andhra Pradesh	This plant is closed since 2011 and no revenue generation activity is carried on at the said plant. Hence, it is prudent to sell the said plant.
2	Plant situated at D-397, MIDC Estate (TTC) , Navi Mumbai, Maharashtra	Presently, only Trading activity of High Pressure (HP) Gas has been carried out at such plant. The total turnover of the Navi Mumbai Unit during the whole financial year – 2014-2015 is Rs. 10.11 lacs approx., which is very insignificant part of the total turnover of the Company during the said period. In view of the same, it is proposed to sell /transfer/dispose of the said plant.
3	Plant situated at 50/3, GIDC Estate, Nandeshri, Baroda, Gujarat.	This plant is closed since 1998 and no revenue generation activity is carried on at the said plant. Hence, it is prudent to sell the said plant.
4	Open Land situated at Survey No. 167/2, Sikka Gram Panchayat, Jamnagar(Collector)	This is open Land which is idle since 1996. No revenue generation activity is carried out. Hence it is advisable to sell that land.
5	Office situated at 505 to 508 of Aditya Building, Nr. Sardar Patel Seva Samaj Hall, Mithakhali, Ahmedabad – 380 009.	Presently, these offices have been given on lease. The Company has received lease rent of Rs. 8.57 lakhs in respect of those offices No. 505 and 506 and Rs. 8.76 lakhs in respect of office No. 507 and 508 during the year-2014-2015.



The Company has also appointed Mr. Hasmukh C. Patel, Government Approved Valuer, for making valuation of aforesaid assets of the Company. Mr. Hasmukh C. Patel has given Valuation Reports giving valuation of the said assets of the Company, as under :

Sr. No.	Assets	Valuation (Fair Market Value) (Amount in Rs.)
1	Plant situated at 18/A, APIIC Industrial Estate, Patancheru, Dist. Medak, in the State of Andhra Pradesh	2,61,54,000.00
2	Plant situated at D-397, MIDC Estate (TTC) , Navi Mumbai, Maharashtra	16,31,21,200.00
3	Plant situated at 50/3, GIDC Estate, Nandeshri, Baroda, Gujarat.	4,07,42,285.00
4	Open Land situated at Survey No. 167/2, Sikka Gram Panchayat, Jamnagar(Collector), in the state of Gujarat	2,00,00,000.00
5	Office situated at 505 to 508 of Aditya Building, Nr. Sardar Patel Seva Samaj Hall, Mithakhali, Ahmedabad – 380 009, in the state of Gujarat	1,87,55,000.00
	<b>Total :</b>	<b>26,87,72,485.00</b>

Pursuant to such sale/ transfer or disposal off the said assets of the Company, profitability of the Company will be increased significantly, as there will be savings in the expenses being incurred on the aforesaid assets and the funds generated from the sale/transfer/disposal off the aforesaid assets can be utilized in more profitable manner.

The consideration received from sale/transfer/ disposal off of the Assets of the Company, will be utilized by the Company in the following manner :

1. Repayment of outstanding amount of debts, as under :

Name of the party	Outstanding amount as on 30-05-2015 (Rs.)
Daimler Financial Services (I) Pvt. Ltd.	18,30,485
HDB Financial Services Ltd.	36,97,988
ICICI Bank Ltd.	1,36,87,400
Veronica Constructions Pvt. Ltd.	9,39,42,670
<b>Total:</b>	<b>11,31,58,543</b>

2. Investment in Capital expenditure :

After making repayment to the aforesaid debts, the Company proposes to incur capital expenditure not exceeding Rs. 2,26,47,300/- for the purpose of expansion of its plants situated at the following locations :

- Plot No. 2504, Phase IV, GIDC, Vatva, Ahmedabad, Gujarat
- 40 Shed Area, Plot No. 799, GIDC, Estate, Vapi, Dist : Valsad, Gujarat.
- Plot No. 615, GIDC Estate, PANOLI, Dist : Bharuch, Gujarat

3. Surplus funds will be invested in Fixed Deposit with Banks or Government Securities or any other mode until they are utilized in future in more profitable project, as and when required by the Company.

Since, the proposal would amount to sale or otherwise disposal of the assets of the Company, in terms of Section 180(1)(a) of the Companies Act, 2013 and Rules made thereunder, the consent of members is sought to expedite the disposal of the assets, as the Board of Directors may deem fit, in the best interest of the Company.

In this regard, Vortex Ice-cream Private Limited and others, who are Members of the Company, have filed a petition dated 18<sup>th</sup> April, 2015 against the Company and the various Directors, before the Company Law Board, Mumbai bench under Section 397 and 398 of the Companies Act, 1956 alleging acts of oppression and mismanagement.

After hearing both the parties, the Company Law Board, Mumbai Bench passed an Order dated 11<sup>th</sup> May, 2015, to the effect that the sale/transfer/ disposal off the aforesaid assets of the Company will be made under supervision of an Independent observer. The Company Law Board has further directed that if the Company gets a prospective buyer in respect of the said Assets, Vortex Ice-cream Private Limited and other petitioners to the aforesaid petition will be given an opportunity to match the offer of the prospective buyer within 30 days thereof and the assets of the Company shall be sold to the persons offering best price.

The Board of Directors in their meeting held on 26<sup>th</sup> June, 2015 has, inter alia, further decided that the aforesaid assets would be sold preferably in phases and/or in such other mode/manner which is in the best interest of the Company.

Your Directors recommend the resolution for the approval of the Members by Postal Ballot as per Item No. 1 to 5 of the accompanying Notice to be passed as Special Resolutions.

The following papers/documents connected with the Special business are available for inspection by any Member on any working day except Saturdays between 2.00 p.m. to 4.00 p.m. at the registered office of the Company:

- i. Paper book of Company Petition No. 34 of 2015 filed by Vortex Ice-cream and Others against Vadilal Chemicals Limited and others;
- ii. Orders of the Company Law Board dated 23-04-2015 and 11-05-2015;
- iii. Valuation Report of Mr. Hasmukh C. Patel, Government approved Valuer;
- iv. Statement of overhead expenses being incurred by the Company during the year – 2014-15, on the Assets mentioned in Item No. 1 to 5 duly certified by M/s R.B. Tanna & Co., Chartered Accountants, Ahmedabad;
- v. Certificate dated 22nd June, 2015 of M/s R.B. Tanna & Co., Chartered Accountants, Ahmedabad related to outstanding amount of debt of the Company as on 30-05-2015; and
- vi. Certificate dated 22nd June, 2015 of M/s R.B. Tanna & Co., Chartered Accountants, Ahmedabad related to Capital Expenditure to be incurred by the Company.

Mr. Rajesh R. Gandhi, Chairman and Managing Director, Mr. Devanshu L. Gandhi, Managing Director and their relatives are considered as concerned or interested in the resolutions set out in Item Nos. 1 to 5, to the extent the consideration received from sale/transfer/disposal of the said assets be utilized for repayment of outstanding debts to Veronica Constructions Private Limited, being a Private Company in which their relatives are Members.

Mrs. Devalben D. Gandhi and Mr. Kalpit R. Gandhi, Directors and their relatives are considered as concerned or interested in the resolutions set out in Item No. 1 to 5, to the extent the consideration received from sale/transfer/disposal of the said assets be utilized for repayment of outstanding debts to Veronica Constructions Private Limited, being a Private Company in which they are Members.

Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolutions set out in Item No. 1 to 5, except to the extent of their respective shareholding in the Company.

Mrs. Devalben D. Gandhi, Director of the Company is holding 15.40% shares of Veronica Constructions Private Limited. Mr. Kalpit R. Gandhi, Director of the Company is holding 15.00% shares in Veronica Constructions Private Limited. Except the above, none of the other Promoters, Directors and Key Managerial Personnel of the Company is holding more than 2% shares in Veronica Constructions Private Limited.

**Registered Office :**

503-504, Aditya Building,  
Nr. Sardar Patel Seva Samaj,  
Mithakhali, Navrangpura, Ahmedabad-380 006.

**By Order of the Board  
For VADILAL CHEMICALS LIMITED**

Date : 26th June, 2015  
Place : Ahmedabad

**Sd/-  
RAJESH R. GANDHI  
Chairman & Managing Director**