



Aarti Drugs Limited

Manufacturers of : Bulk Drugs & Chemicals

Corporate Office : Mahendra Industrial Estate,
Ground Floor, Plot No. 109-D, Road No. 29,
Sion (East), Mumbai - 400 022. (India)
Tel .: 022-2407 2249 / 2401 9025 (30 Lines)
Fax.: 022-2407 3462 / 2407 0144
Email: admin@aartidrugs.com
website: www.aartidrugs.com
CIN No.:L37060MH1984PLC055433

Date: 19th March, 2019

To,
BSE Limited
Dy. General Manager
Corporate Relationship Department
P. J. Towers, Dalal Street
Mumbai- 400 001, Maharashtra
BSE CODE - 524348
BSE ID - AARTIDRUGS

To,
The Manager - Corporate Compliance
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051,
Maharashtra
NSE CODE - AARTIDRUGS

Sub: Filing of Public Announcement for Buyback of Fully Paid -up Equity Shares of Aarti Drugs Limited pursuant to the provisions of Regulation 7(i) of SEBI (Buyback of Securities) Regulations, 2018, as amended ("Buyback Regulation")

We inform you that the Public Announcement in connection with Buyback of Fully Paid - up Equity Shares of Aarti Drugs Limited dated March 18, 2019 has been published today i.e. 19th March, 2019 in the following newspapers:

- Financial Express (English Edition)
- Jansatta (Hindi Edition)
- Mumbai Lakshadeep (Marathi Edition)

Please find enclosed herewith newspaper clipping of Public Announcement published in above newspapers.

You are requested to take note of the above.

Thanking you,

Yours faithfully,
For Aarti Drugs Limited

V.S. Ranade
Vibhav S. Ranade
Company Secretary
ICSI M. No. A35284



Encl.: As above

Table with 5 columns: Date, Bonus, Amount, No. of Shares, Consideration. Total 123,873.

15. Manisha Rashesh Gogri

Table with 6 columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value, Issue/Acquisition Price, Consideration. Total 48,406.

16. Mirik Rajendra Gogri

Table with 6 columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value, Issue/Acquisition Price, Consideration. Total 6,31,506.

17. Prakash M. Patil HUF

Table with 6 columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value, Issue/Acquisition Price, Consideration. Total 41,873.

18. Prakash Moreshwar Patil

Table with 6 columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value, Issue/Acquisition Price, Consideration. Total 2,050,342.

Table with 6 columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value, Issue/Acquisition Price, Consideration. Total 2,050,342.

19. Priti P. Patil

Table with 6 columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value, Issue/Acquisition Price, Consideration. Total 2,050,342.

Table with 6 columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value, Issue/Acquisition Price, Consideration. Total 1,041,721.

20. Rajendra Vallabhaji Gogri

Table with 6 columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value, Issue/Acquisition Price, Consideration. Total 5,54,806.

21. Rashesh Chandrakant Gogri

Table with 6 columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value, Issue/Acquisition Price, Consideration. Total 9,92,422.

22. Renil Rajendra Gogri

Table with 6 columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value, Issue/Acquisition Price, Consideration. Total 6,28,144.

Contd..

Table 23: Aarti Life Science LLP (formerly known as Rupel Drugs LLP). Columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value (₹), Issue/Acquisition Price (₹), Consideration (₹). Rows include Bonus and Total for 28-03-2015.

Table 24: Seema Harshit Savta. Columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value (₹), Issue/Acquisition Price (₹), Consideration (₹). Rows list numerous Purchase and Bonus transactions from 25-09-1992 to 21-06-2010, totaling 2,89,007 shares.

Table 25: Uday M. Patil. Columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value (₹), Issue/Acquisition Price (₹), Consideration (₹). Rows list numerous Purchase transactions from 21-06-2010 to 27-03-2009, totaling 6,59,007 shares.

Table 26: Veena Harshit Savta. Columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value (₹), Issue/Acquisition Price (₹), Consideration (₹). Rows list numerous Purchase transactions from 31-03-1986 to 21-06-2010, totaling 3,11,000 shares.

Table 27: Aarti Industries Limited. Columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value (₹), Issue/Acquisition Price (₹), Consideration (₹). Rows list numerous Purchase transactions from 11-02-2014 to 20-11-2018, totaling 2,88,310 shares.

Table 28: Anushakti Enterprise Private Limited. Columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value (₹), Issue/Acquisition Price (₹), Consideration (₹). Rows list numerous Purchase transactions from 20-01-2000 to 24-05-2015, totaling 4,91,721 shares.

Table 29: Sofotech Enterprises Private Limited. Columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value (₹), Issue/Acquisition Price (₹), Consideration (₹). Rows list Gilt Received transactions from 27-03-2017 to 29-03-2017, totaling 5,89,500 shares.

Table 30: Sofotech Enterprises Private Limited. Columns: Date of Transaction, Nature of Transaction, No. of Equity Shares, Face Value (₹), Issue/Acquisition Price (₹), Consideration (₹). Rows list Gilt Received transactions from 21-03-2017 to 22-03-2017, totaling 4,00,000 shares.

- Note: 1. RCPL - Rashesh Chemical & Pharmaceuticals Limited; 2. MCPL - Manjarati Chemicals Private Limited; 3. RCIL - Rupel Chemical Industries Limited; 4. MPPL - Manjarati Plastisizer Private Limited; 5. Rupel Chemical Industries Limited, Rashesh Chemicals & Pharmaceuticals Limited, Manjarati Chemicals Private Limited, Manjarati Plastisizer Private Limited were amalgamated into Aarti Drugs Limited pursuant to scheme of amalgamation approved by the Hon'ble High Court at Bombay dated 17th day of May, 1996.

8. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT

- 8.1. The funds borrowed, if any, from banks and financial institutions or any other lenders will not be used for the Buyback;
8.2. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback Period;
8.3. The Company shall pay the consideration only by way of cash;
8.4. The Company shall not raise further capital for a period of one year from the closure of the Buyback Period, except in discharge of subsisting obligations;
8.5. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the Public Announcement for the Buyback is made;
8.6. The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
8.7. The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
8.8. The Company shall not buyback its Equity Shares from any person through a negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
8.9. The Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
8.10. The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback will not be more than twice the paid-up capital and free reserves after the Buyback; and
8.11. The Buyback shall be completed within a period of one year from the date of passing of the board resolution.

9. CONFIRMATIONS FROM THE BOARD

- The Board has confirmed that it has made full enquiry into the affairs and prospects of the Company and has formed the opinion that:
9.1. Immediately following the date of the Board Meeting there will be no ground on which the Company could be found unable to pay its debts.
9.2. As regards its prospects for the year immediately following the Board Meeting having regard to the Intentions of the Board with respect of the management of the Company's business during the year and to the amount and the character of the financial resources which in management view will be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
9.3. In forming our opinion for the above purpose, the Board have taken into account the liabilities of the Company as if the Company is being wound up under the provisions of the Companies Act, 1956 (to the extent not repealed) or Companies Act, 2013 (to the extent notified) or the Insolvency and Bankruptcy Code, 2016 (to the extent notified and in force) (including prospective and contingent liabilities).

10. REPORT OF AUDITOR

The report dated March 15, 2019 received from, Kirtane & Pandit LLP, Chartered Accountants (Firm Regn. No. 105215W/100057), the statutory auditors of the Company, addressed to the Board of Directors of the Company is reproduced as under:

Queried To, The Board of Directors Aarti Drugs Limited Mahendra Industrial Estate, Ground Floor, Plot No.109-D, Road No.29, Sion East, Mumbai - 400 022

Dear Sirs Statutory Auditor's Report in respect of proposed buyback of equity shares by Aarti Drugs Limited ("the Company") in terms of clause (xi) Schedule I of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (the "Buyback Regulations")

- 1. This report is issued in accordance with the terms of our engagement letter dated 12 March, 2019.
2. We, Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number 105215W/100057), the Statutory Auditors of Aarti Drugs Limited (the "Company"), have been informed by the Management of the Company that the Board of Directors of the Company has approved a proposed buy-back of equity shares of the Company at its meeting held on 15 March 2019, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended (the "Buyback Regulations").
3. The accompanying Statement of permissible Capital payment (including premium) ("Annexure A") as at 30 September, 2018 (hereinafter referred together as the "Statement") is prepared by the Management of the Company, and same is initiated by us for identification purposes only.

MANAGEMENT'S RESPONSIBILITY FOR THE STATEMENT

- 4. The Management of the Company is responsible for the preparation of the Statement in accordance with Section 68(2)(c) of the Act, including the computation of the amount of the permissible capital payment, preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes collecting, collating and validating data and designing implementing and monitoring of internal controls suitable for ensuring compliance with all applicable guidelines issued in connection with the proposed buyback of equity shares of the Company and to perform a reasonable assurance engagement on the Statement, which we have initiated for determination purposes only.
5. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting at which the proposal for buy-back was approved by the Board of Directors of the Company.

AUDITOR'S RESPONSIBILITY FOR THE STATEMENT

- 6. Pursuant to the requirements of the Act and Buyback Regulations, it is our responsibility to provide reasonable assurance on:
a) we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the period ended 30 September 2018;
b) the amounts used for computing the permissible capital payment as stated in Annexure A, have been properly determined considering the audited standalone and consolidated financial statements of the Company for the period ended 30 September 2018 and the computation is in accordance with Section 68(2)(c) of the Act;
c) Board of Directors of the Company in their meeting dated 15 March 2019 have formed the opinion as specified in clause (xi) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of Board meeting resolution dated 15 March 2019.
7. The standalone & consolidated financial statements referred to in paragraph 6 above, which we have considered for the purpose of this report, have been audited by us.

