



VALIANT ORGANICS LIMITED

Registered Office: 109, Udyog Kshetra, 1st Floor, Mulund- Goregaon Link Road,
Mulund - (West), Mumbai – 400080.

Tel No: 91-22-2591 3767/ 6, 91-22-6797 6640 / 5 **Fax No:** 91-22-2591 3765

CIN: L24230MH2005PLC151348 **E-mail:** info@valiantorganics.com **Website:** www.valiantorgincs.com

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF VALIANT ORGANICS LIMITED CONVENED PURSUANT
TO THE ORDER DATED OCTOBER 12, 2018 OF THE HON'BLE NCLT, MUMBAI BENCH

MEETING

Day	Thursday
Date	November 22, 2018
Time	12.30 P.M
Venue	Prasad Food Divine, Mulund-Goregaon Link Road, Opposite D-Mart, Mulund (West), Mumbai- 400 080

POSTAL BALLOT AND E-VOTING

Commencing on	Tuesday, October 23, 2018
Ending on	Wednesday, November 21, 2018

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY SCHEME APPLICATION NO. 1120 OF 2018

FORM NO. CAA 2 [Pursuant to Section 230(3) and Rule 6]

VALIANT ORGANICS LIMITED..... APPLICANT COMPANY

NOTICE CONVENING THE MEETING (INCLUDING NOTICE OF POSTAL BALLOT AND E-VOTING PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FURTHER READ WITH REGULATION 44 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LODR REGULATIONS”) AND READ WITH SEBI Circular NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017) OF THE EQUITY SHAREHOLDERS OF

THE APPLICANT COMPANY

To,

The Equity Shareholders of Valiant Organics Limited (the “**Applicant Company**”)

Notice is hereby given that by a final order dated October 12, 2018 (the “Order”), the Mumbai Bench of the National Company Law Tribunal (“NCLT”/ “The Tribunal”) has directed a meeting to be held of Equity Shareholders of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modification, the arrangement (i.e. Scheme of Merger by absorption) embodied in the Scheme of Merger by absorption of Amarjyot Chemical Limited, the Transferor Company with Valiant Organics Limited, the Transferee Company and their respective shareholders and creditors (‘the Scheme’).

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the Equity Shareholders of the Applicant Company will be held at Prasad Food Divine, Mulund- Goregaon Link Road, Opposite D-Mart, Mulund - West, Mumbai – 400080, on Thursday, November 22, 2018 , at 12.30 p.m. at which time and place the Equity Shareholders are requested to attend, to consider and, if thought fit, approve with or without modification(s), the following Resolution with requisite majority.

“RESOLVED THAT pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 the rules, regulations, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letters issued by the BSE Limited dated July 13, 2018 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (herein after referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board) or any other person authorised by it to exercise its powers including the powers conferred by this Resolution, the arrangement embodied in the Scheme of Merger by absorption of Amarjyot Chemical Limited, the Transferor Company with Valiant Organics Limited, the Transferee Company and their respective shareholders and creditors (‘the Scheme’) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the merger embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the merger embodied in the Scheme or by any authorities under law, or as maybe required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Copies of the Scheme and the Explanatory Statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 and the Form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company as aforesaid and / or at the office of its Advocates, M/s Rajesh Shah & Co., 16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Fort, Mumbai – 400 001.

Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form, duly signed or authorized by the said person, are deposited at the Registered Office of the Company at 109, Udyog Kshetra, 1st Floor, Mulund Goregaon Link Road, Mulund – (West), Mumbai - 400080 not later than 48 hours before the time fixed for the aforesaid meeting.

In addition to the Court Convened Meeting, the Company also seeks the approval of its public equity shareholders to the Scheme by way of postal ballot and e-voting pursuant to applicable provisions of the Act read with the Rules (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of SEBI LODR Regulations and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and under relevant provisions of applicable laws. In terms of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Transferee Company in favour of the proposal are more than the valid votes cast by the Public Shareholders against the proposal.

The Tribunal has appointed Mr. Hemchand L. Gala, Chairman and Managing Director of the Applicant Company and in his absence, Mr. Arvind K. Chheda, Director of the Applicant Company as Chairman of the said meeting. The above-mentioned Scheme, if approved at the meeting, will be subject to the subsequent approval of said the Tribunal.

In accordance with the applicable regulatory provisions, as an alternative to casting of votes on Poll at the meeting, the Company has provided the Equity Shareholders with the facility for casting their votes either by way of Postal Ballot or by way of remote e-voting using facility offered by Central Depository Services Limited. The Voting rights of Equity Shareholders shall be in proportion to their Equity Shareholding in the Company as on the Cut-off date of close of business on Friday, October 12, 2018 (“Cut-off Date”). The shareholders may refer to the Notes to this notice for further details on Postal Ballot and E-voting.

It is clarified that casting of votes by postal ballot or remote e-voting does not disentitle a Shareholder as on the Cut-off Date from attending the meeting. It is further clarified that the Proxies can only vote on Poll at the meeting and not through any other mode.

Sd/-

Hemchand L. Gala

Chairperson appointed for the Meeting

Mumbai,

October 15, 2018

DIN: 01587225

NOTES:

1. This Notice is being sent to the Equity Shareholders whose name appear in the Register of Members / Record of Depositories as at the close of business on Friday, October 12, 2018, by email to the Equity Shareholders whose email address is registered with the Company/ Depository Participants(s) for communication and in physical mode to other shareholders at their registered address. This Notice may also be accessed on the Applicant Company’s Website www.valiantorganics.com and of CDSL at www.evotingindia.com.
2. An Equity Shareholder of the Applicant Company is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Applicant Company. The Proxy Form duly completed should, however, be deposited at the Registered Office of the Applicant Company not less than 48 hours before the commencement of the Meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and/or holding in aggregate not more than 10% of the total share capital of the Applicant Company. In case a proxy is proposed to be appointed by the Equity Shareholder(s) holding more than 10% of the total share capital of the Applicant Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. All alterations made in the proxy form should be initialled.
4. Corporate Members are requested to send to the Registered Office of the Company not later than 48 Hours before the meeting a certified true copy of the Power of Attorney or Resolution passed by the Board of Directors or other governing body of such body corporate authorizing their representative to attend and vote at the Meeting.
5. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company in respect of such joint holding will be entitled to vote.
6. Equity Shareholders are requested to hand over the enclosed Attendance Slip, duly filled and signed in accordance with their specimen signature(s) registered with the Applicant Company for admission to the meeting hall. Equity Shareholders who hold shares in dematerialized form are requested to bring in their Client ID and DP ID numbers for identification.

7. In compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3) (xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India, the Applicant Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Applicant Company to the Scheme shall be carried out through (i) postal ballot or e-voting and (ii) electronic voting system (through tablet/ computer) or ballot or polling paper at the venue of the meeting to be held on.
8. The Member(s) can opt only for one mode of voting. If a Member has opted for E-voting, then he/she should not vote by Postal Ballot and vice-versa. However, in case Members cast their vote both via Postal Ballot and E-voting, then voting through E-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
9. It is clarified that votes may be cast by the Equity Shareholders either by Postal Ballot or E-voting and casting of votes by Postal Ballot or e-voting does not disentitle them from attending at the Meeting. Any Equity Shareholder who exercises his right to vote through Postal Ballot or E-voting shall not be allowed to vote on Poll again at the Meeting.
10. The Equity Shareholders whose names appears on the Register of Members / Record of Depositories as at the close of business on Friday, October 12, 2018 will be considered for the purpose of voting and the voting rights shall be reckoned based on their equity shareholding as on Friday, October 12, 2018.
11. The Voting period for Postal Ballot and E-voting shall commence on and from Tuesday, October 23, 2018, at 9.00 a.m. and end on Wednesday, November 21, 2018 at 5.00 p.m.
12. The Equity Shareholders desiring to exercise their vote by Postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer so as to reach not later than Wednesday, November 21, 2018 at the registered office of the Applicant Company.
13. As directed by the Tribunal, Mr. Sunil M. Dedhia, Practising Company Secretary (Membership No. F3483) shall act as Scrutinizer to scrutinize votes cast either electronically or on Postal Ballot or on Poll at the Meeting and submit a report on votes cast to the Chairman of the Meeting within 48 hours from the conclusion of the meeting.
14. The result of the voting shall be announced by the Chairman, upon receipt of Scrutinizer's report and same shall be displayed on the website of the Company www.valiantorganics.com besides being sent to BSE Limited on the said date.
15. All the relevant documents referred to in the Explanatory Statement will be open for inspection at the Registered Office between 11.00 a.m. and 2.00 p.m. on all days excluding Saturdays, Sundays and Public Holidays, till the date of the meeting.
16. Instructions and process for E-voting is as under:

In compliance with provisions of Section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant Company has provided to its equity shareholders (which include Public Shareholders) facility to exercise their right to vote on the resolution proposed to be considered at the meeting by electronic means and the business may be transacted through e-voting services. The procedure and instructions for equity shareholders for voting electronically are as under:

- (i) The voting period begins on Tuesday, October 23, 2018 at 9.00 a.m. and end on Wednesday, November 21, 2018 at 5.00 p.m. During this period shareholders' of the Applicant Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, October 12, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN Field. 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Applicant 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(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 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.
- 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 linked in the login should be mailed to 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Tuesday, October 23, 2018 at 9.00 a.m. and ends on Wednesday, November 21, 2018 at 5.00 p.m. During this period shareholders’ of the Applicant Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, October 12, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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 under help section or write an email to helpdesk.e-voting@cdslindia.com.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, AT MUMBAI
IN THE MATTER OF THE COMPANIES ACT, 2013**

And

**In the matter of
AMARJYOT CHEMICAL LIMITED
(‘the Transferor Company’)**

With

**VALIANT ORGANICS LIMITED
(‘the Transferee Company’)**

And

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**In the matter of Section 230 read with Section 232 of the Companies Act, 2013 and other applicable provisions of the
Companies Act, 2013**

M/s. Valiant Organics Limited...the Transferee Company / the Company

**EXPLANATORY STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH SECTION 102 OF
THE COMPANIES ACT, 2013 FOR THE MEETING OF EQUITY SHAREHOLDERS OF VALIANT ORGANICS LIMITED
CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL.**

In this statement, Amarjyot Chemical Limited is herein after referred to as ‘the Transferor Company’ and Valiant Organics Limited is herein after referred to as ‘the Transferee Company’. The other definitions contained in the Scheme will apply to this Explanatory Statement also. The following statement as required under Section 230(3) of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 sets forth the details of the proposed Scheme, its effects and, in particular any material interests of the Directors in their capacity as members.

1. Pursuant to an Order dated October 12, 2018 passed by the National Company Law Tribunal Bench at Mumbai in the Company Scheme Application No. 1120 of 2018 referred to herein above, a meeting of the Equity Shareholders of Valiant Organics Limited is being convened and held at Prasad Food Divine, Mulund-Goregaon Link Road, Opposite D-Mart, Mulund (West), Mumbai- 400 080 on Thursday, November 22, 2018 at 12:30 p.m. for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Scheme of merger by absorption of Amarjyot Chemical Limited, the Transferor Company with Valiant Organics Limited, Transferee Company and their respective shareholders and creditors (‘the Scheme’).
2. The draft Scheme was placed before the Board of Directors of the Transferor Company and the Transferee Company at their respective meetings held on Sunday, March 25, 2018 and was approved by the board.
3. Based on the evaluations, the Board of Directors of the Transferor Company and the Transferee Company have come to the conclusion that the Scheme is in the best interest of the Company and its shareholders and creditors.
4. A copy of the Scheme as approved by the Board of Directors of the respective companies is enclosed herewith.
5. **BACKGROUND OF THE COMPANIES INVOLVED IN THE SCHEME IS AS UNDER:**

A. AMARJYOT CHEMICAL LIMITED (‘the Transferor Company / Amarjyot’)

- a. The Transferor Company was incorporated on May 31, 1978 under the Companies Act, 1956 under the name Hemraj Industrial Chemicals Private Limited. The name was later changed to Nova Organics Private Limited effective from December 16, 1996. The name was then further changed to Amarjyot Chemical Private Limited with effect from November 17, 2000. Amarjyot was later converted into public limited company under the applicable provisions of the Companies Act, 2013 and, consequently, the name was changed to Amarjyot Chemical Limited with effect from June 18, 2015. The Corporate Identification Number is U24110MH1978PLC020373 and the Permanent Account Number of the Transferor Company is AABCN1585F.

- b. The Registered Office of the Transferor Company is situated at A-301, Kaustubh Park, Near Bhagwati Hospital, Mandapeshwar Road Borivali - (West), Mumbai - 400 103.
- c. The e-mail id for the Transferor Company is csteam@aartigroup.com.
- d. The details of the Authorised, Issued, Subscribed and Paid-up share capital of The Transferor Company as on March 31, 2018 are as under:

Particulars	Rupees
Authorized Share Capital	
1,21,00,000 Equity shares of Rs. 10/- each	12,10,00,000
40,000 Compulsorily Redeemable Non-cumulative Preference Shares of Rs.100/- each	40,00,000
Total	12,50,00,000
Issued, subscribed and paid-up Share Capital	
87,44,380 Equity shares of Rs. 10/- each fully paid up	8,74,43,800
39,400 Compulsorily Redeemable Non-cumulative Preference Shares of Rs.100/- each fully paid up	39,40,000
Total	9,13,83,800

- e. There has been no change in the capital structure of the Transferor Company subsequent to March 31, 2018. The Equity Shares of the Transferor Company are not listed on any of the stock exchanges.
- f. The objects for which the Transferor Company has been established are set out in its Memorandum of Association. The main objects of the Transferor Company are set out hereunder:
“To carry on the business as manufactures of and importers, exporters, Buyers, Sellers and Dealers in Chemicals and Chemical Products, Bon acid, Di- Phenyl Oxide, Aniside, Dyestuffs Intermediates, Pharmaceutical Intermediates, Organic and Inorganic Chemicals, Varnishes, Plastic Chemicals, Industrial Solvents and Minerals, Photographical, Petrochemicals, Heavy Chemicals and allied products.”
- g. Except as stated in point 5(A)(a) above, there has been no change in the name of the company, registered office and objects of the Transferor Company during the last five years.
- h. Name and Address of the Directors of the Transferor Company:

Name	Address	Designation	Shares held in the Transferor Company
Mr. Nipun Bhatt	A-301, Kaustubh Park, Near Bhagwati Hospital Mandapeshwar Rd, Borivali (West), Mumbai - 400 103	Director	2,11,550
Mr. Dinesh Shah	13, Golden Tulip Society Ltd., Ambavadi, Ahmedabad- 380 015	Wholetime Director	65,500
Mr. Bhavesh Sheth	228/9, Parekh Building, Sion- (East), Mumbai- 400 022	Wholetime Director	2,16,975
Mr. Bijal Modi	901, Happy Exotica, Behind V.R. Mall, Rundh Magdalla. Surat -395 007	Managing Director	4,07,075
Mr. Nikhil Desai	A/1403/1404 Runwal Heights, Nirmal Lifestyle, Mulund - (West), Mumbai – 400 080	Director	3,25,425
Mr. Tukaram Surve	E-807, Raj Residency-II, NR. Patel Samaj Wadi, Valsad, Vapi -396 195	Director	Nil
Mr. Mulesh Savla	604, Kavita, R.B. Mehta Marg, Ghatkopar- (East), Mumbai - 400 077	Independent Director	Nil
Mr. Dhirajlal Gala	1305/6, Dhavalgiri, Neelkanth Vihar, Kurla Terminus Pipeline Road, Ghatkopar - (East), Mumbai - 400 077	Independent Director	Nil

B. VALIANT ORGANICS LIMITED ('the Transferee Company / Valiant'):

- a. The Transferee Company was incorporated on February 16, 2005 under the Companies Act, 1956 under the name of Valiant Organics Private Limited. Valiant was later converted into public limited company under the applicable provisions of the Companies Act, 2013 and, consequently, the name was changed to Valiant Organics Limited effective July 31, 2015. The Corporate Identification Number is L24230MH2005PLC151348. Permanent Account Number of the Transferee Company is AACCV0024A.
- b. The Registered Office of the Transferee Company is situated at 109, Udyog Kshetra, 1st Floor, Mulund Goregaon link road, Mulund - (West), Mumbai - 400 080.
- c. The e-mail id for the Transferee Company is info@valiantorganics.com.
- d. The details of the issued, subscribed and paid-up share capital of the Transferee Company as on March 31, 2018 are as under:

Particulars	Rupees
Authorised Capital	
1,05,00,000 Equity Shares of face value of Rs. 10/- each	10,50,00,000
Total	10,50,00,000
Issued, Subscribed and Paid-up	
58,64,350 Equity Shares of face value of Rs. 10/- each fully paid-up	5,86,43,500
Total	5,86,43,500

- e. Subsequent to the above date there is no change in the issued, subscribed and paid-up share capital of the Transferee Company.
- f. The shares of the Transferee Company are listed on SME platform of BSE Limited.
- g. The objects for which the Transferee Company has been established are set out in its Memorandum of Association. The main objects of the Transferee Company are set out hereunder:

“To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, suppliers, stockiest, agents, merchants, distributors of and dealers in all kinds of chemicals, drugs, medicines, pharmaceuticals, cosmetics, toilet goods, detergents, soaps, perfumes, paints, pigments, alkalis, acids, formulations, drug intermediates, dyes and dye intermediates, agrochemicals, fertilizers and other chemical preparation.”

There has been no change in the registered office and objects of the Transferee Company during the last five years. The Company have been converted from Private to Public Limited and subsequent name of the Company have been changed from Valiant Organics Private Limited to Valiant Organics Limited as per certificate issued by Ministry of Corporate Affairs dated July 31, 2015.

- h. Name and Address of the Directors of the Transferee Company:

Name	Address	Designation	Shares held in the Transferee Company
Mr. Mahesh Savadia	402, Manav Mandir, Jain Mandir Road, Sarvodaya Nagar, Mulund - (West), Mumbai - 400 080	Whole-time Director	2,70,476
Mr. Arvind Chheda	A-8, Mahesh Apt, B.M.Bhargava Marg, Santacruz -(West), Mumbai - 400 054	CFO(KMP)/ Whole-time Director	4,27,738
Mr. Hemchand Gala	Flat No 38, 3rd Floor, Amrit Apartments, Firoz Shah Mehta Road, Opp. Sabri Hotel, Santacruz Mumbai - 400054	CEO(KMP)/ Managing Director	74,928
Mr. Dattatray Galpalli	B-301, Rajhansh Complex, Charwada Road, GIDC Vapi, 396 195	Director	1,950

Mr. Velji Gogri	F-703, Ashok Nagar, L.T.Road, Vazira Naka, Borivali West , Mumbai 400 092	Independent Director	Nil
Mr. Vishnu Sawant	Govt. Employee Shanti Co-Op.Society.Plot No1514/H,E Block , RoomNo.403, Chanod GIDC, Vapi - 396 195	Whole-time Director	Nil
Mr. Mahek Chheda	201, Dunhill Villa, Beasant Street, Santacruz West, Mumbai - 400 054	Whole-time Director	33,600
Ms. Jeenal Savla	401, Dwarkesh Apt, Subhash Lane, Opp. Mayur, Kandivali, Mumbai - 400 067	Independent Director	Nil
Mr. Dhirajlal Gala	1305/6, Dhaval Giri, Neelkanth Vihar, Kurla Terminus, Pipeline Road, Ghatkopar East, Mumbai - 400 077	Independent Director	Nil

6. RATIONALE OF THE SCHEME

The Merger of the Transferor Company with the Transferee Company would inter alia have the following benefits:

- Amarjyot and Valiant both are engaged in the business of manufacturing, buying, selling and exporting of chemicals. Amarjyot is engaged in business of manufacturing and sale of chemicals. Valiant is mainly engaged in business of manufacturing and marketing of different types of chlorophenol which has several applications mainly into agro-chemical industry and dyes and dyes intermediates.
- The Scheme will lead to consolidation of business and assets, synergy of operations and networks of both the Companies. This will help achieve better and more efficient utilization of available resources, benefits of internal economies, diversification to mitigate risks and improving organizational efficiencies.

7. SALIENT FEATURES OF THE SCHEME:

Salient features of the scheme are set out as below:

- The Scheme provides for merger of entire undertakings of the Transferor Company with the Transferee Company as a going concern with effect from the Appointed Date which is 1 October, 2017.
- Upon the Scheme becoming effective and in consideration for the merger of the Transferor Company in the Transferee Company, the Transferee Company shall without any further application or deed, issue and allot shares, credited as fully paid-up, to the extent indicated below, to the members of Transferor Company, whose names appear in the Register of Members of the Transferor Company, on the Record Date as may be fixed by the Board of Directors of Transferee Company, in the following manner:
 - 72 (Seventy Two) fully paid Equity Shares of Rs. 10/- each of the Transferee Company and 21 (Twenty One) Optionally Convertible Preference Shares (“OCPS”) of Rs. 10/- of the Transferee Company fully paid up, shall be issued and allotted for every 100 (One Hundred) Equity Shares of Rs. 10/- each held in the Transferor Company; and
 - 1 (one) Redeemable Non-cumulative Preference share (“RNPS”) of Rs.100/- each of the Transferee Company shall be issued and allotted for every Compulsorily Redeemable Non-cumulative Preference share of Rs.100/- each held in the Transferor Company.
- The Scheme is specifically conditional upon and subject to inter alia to the requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Transferor Company and the Transferee Company as may be directed by the Court/NCLT and Sanction of the Court /NCLT under the applicable provisions of the Act being obtained.
- The Scheme shall be effective from the ‘Effective Date’ being the latter of the dates on which certified copies of the order(s) sanctioning the Scheme passed by the competent authority are filed with the Registrars of Companies, Ministry of Corporate Affairs, Government of India.
- The Scheme provides for:
 - transfer and vesting of entire undertakings of the Transferor Company to the Transferee Company;

- ii. transfer of contracts, deeds, bonds, agreements, arrangements, assurances and other instruments of whatsoever nature of the Transferor Company to the Transferee Company;
- iii. transfer of all debts, liabilities, duties, and obligations of Transferor Company to the Transferee Company;
- iv. transfer of all legal proceedings by or against the Transferor Company to the Transferee Company;
- v. transfer of all employees of the Transferor Company to the Transferee Company without any break or interruption in service for the purpose of calculating retirement benefits and on the terms and conditions not less favourable than those subsisting immediately before the Effective Date;
- vi. the increase in authorized capital of the Transferee Company by consolidation of authorized capital of Transferor Company with that of the Transferee Company;
- vii. the dissolution of the Transferor Company without winding up; and
- viii. all costs, charges and expenses of the Transferor Company and the Transferee Company in relation to or in connection with this Scheme shall be borne and paid solely by the Transferee Company.

Note: The shareholders are requested to read the entire text of the Scheme attached herewith to get better acquainted with the provisions thereof. What is stated hereinabove are brief salient features.

8. SUMMARY OF VALUATION REPORTS AND FAIRNESS OPINIONS

In accordance with SEBI Circular bearing Ref. No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, based on recommendations of the Audit Committee and after taking on record the Valuation report dated March 25, 2018 issued by N.M. Raiji & Co., Chartered Accountants, an Independent Valuer and Fairness Opinion dated 25 March 2018 issued in connection with the said Valuation report, by Master Capital Services Limited, Category I Merchant Banker registered with SEBI, the Board of Directors of the Applicant Company has approved the Scheme and the Share exchange ratio as recommended by the Independent Valuer. Copies of the Valuation Report and Fairness Opinion are attached to this Notice.

The Board of Directors of the Transferee Company comprised of then Directors viz. Mr. Hemchand Gala, Mr. Arvind Chheda, Mr. Vishnu Sawant, Mr. Mahek Chheda, Mr. Mahesh Savadia, Mr. Dattatray Galpalli, Smt. Jeenal Savla, Mr. Dhirajlal Gala and Mr. Velji Gogri had at the meeting held on 25 March 2018 unanimously approved the Scheme. The Board of Directors of the Transferor Company viz. Mr. Nipun Bhatt, Mr. Dinesh Shah, Mr. Bhavesh Sheth, Mr. Bijal Modi, Mr. Nikhil Desai, Mr. Tukaram Surve, Mr. Mulesh Savla and Mr. Dhirajlal Gala had at the meeting held on 25 March 2018 unanimously approved the Scheme. The Equity shares of the Transferee Company are listed on the SME platform of BSE Limited. The Transferee Company has received in terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Observation Letter dated 13 July, 2018 from BSE Limited conveying No Objection for filing the Scheme with National Company Law Tribunal. Copy of the Observation Letter is attached to this Notice.

The Statutory Auditors of the Company, M/s. Madan Dedhia & Associates, Chartered Accountants have vide their certificate dated March 25, 2018 confirmed that the accounting treatment proposed in the Scheme is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

The copy of the Scheme has been filed by the companies concerned with the Registrar of Companies, Maharashtra, Mumbai. The total amount due to the unsecured creditors of the Transferor Company as on June 30, 2018 is Rs. 78,96,51,406/- and the total amount due to the unsecured creditors of the Transferee Company as on June 30, 2018 is Rs. 29,14,18,814/-. The total amount due to the secured creditors of the Transferor Company as on June 30, 2018 is Rs. 192275992/- and the total amount due to secured creditors of the Transferee Company as on June 30, 2018 is Rs. 7,18,81,988/-.

Effect of the Scheme on various parties as considered by the Board of respective Companies while approving the Scheme is under:

- a. Creditors: The rights and interest of the creditors of the Companies involved in the Scheme will not be prejudicially affected by the Scheme as (i) no sacrifice or waiver is, at all, called from them nor are their rights sought to be modified in any manner; and (ii) post Scheme the Transferee Company shall meet respective liabilities vested on it as they arise in the ordinary course of business. As far as the rights of the unsecured creditors of the Transferor Company are concerned, they will not be affected adversely with the proposed Scheme as, post merger, the assets of the Transferee Company will be far in excess of the liabilities and sufficient to discharge the liabilities.

- b. Employees: The rights and interests of the employees involved in the Scheme will not be prejudicially affected by the Scheme as all the permanent employees of the Transferor Company who are in service on the date immediately preceding the Effective Date shall, on and from the Effective Date be deemed to be employees of the Transferee Company, without any break or interruption in service for the purpose of calculating retirement benefits and on the terms and conditions not less favourable than those subsisting immediately preceding the Effective Date. Services of the employees of the Transferor Company shall be taken into account from the date of their appointment with the Transferor Company for the purposes of all retirement benefits and all other entitlements for which they may be eligible. No rights of employees of the Transferee Company are being affected and their services shall continue on the same terms and conditions on which they are engaged.
- c. Public Deposits / Debentures: Both the Companies have no outstanding towards any public deposits / Debentures and therefore, the effect of the Scheme on any such public deposits holders or Debenture holders does not arise. Even otherwise, under the Scheme, there is no arrangement with Creditors (assuming there may be any Creditors henceforth) of either of the Companies involved.
- d. Directors & Key Managerial Personnel:
 - i. Transferor Company: Upon the Scheme becoming effective, the Directors /KMPs of the Transferor Company shall cease to be its Directors / KMPs as the Transferor Company shall stand dissolved without winding up.
 - ii. Transferee Company: There is no effect of the Scheme on the Key Managerial Personnel and/or the Directors of the Transferee Company.
- e. Promoter & Non-Promoter Shareholders: The rights and interests of the Promoters and Non-Promoter Shareholders of Companies involved in the Scheme will not be prejudicially affected by the Scheme. The effect of the Scheme on the Promoter and Non-Promoter Shareholders of respective companies are as under:
 - i. Transferor Company: Under the Scheme, an arrangement is sought to be entered into between the Transferor Company and its equity shareholders. Upon the Scheme becoming effective, the (a) equity shareholders (Promoter shareholders or non-promoter shareholders) of Transferor Company, shall become the equity shareholders and preference shareholders of the Transferee Company; and (b) the preference shareholders of the Transferor Company shall become the preference shareholders of the Transferee Company, based on the share exchange ratio as stipulated in the Scheme and shall cease to be equity and preference shareholders of the Transferor Company as it will stand dissolved without winding up. Upon the Scheme becoming effective and on allotment of New Shares (as defined in the Scheme) by the Transferee Company, the shares held in the Transferor Company shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled.
 - ii. Transferee Company: Under the Scheme, an arrangement is sought to be entered into between the Transferee Company and its equity shareholders. Upon the Scheme becoming effective, the Transferee Company shall allot equity shares and preference shares, based on the share exchange ratio and in the manner stipulated in the Scheme, to the equity and preference shareholders of the Transferor Company.

The Directors or KMPs or their relatives of the respective companies do not have any interest in the except to the extent of the equity shares, if any, held by them in any of Companies involved in the Scheme. Save as aforesaid, none of the Directors, key managerial personnel and/or relatives of respective companies is/are concerned or interested, financially or otherwise, in the proposed Scheme. Save as aforesaid, none of the Directors of respective companies have any material interest in the Scheme.

Details of equity shares held by the Directors, Key Managerial Personnel (KMP) of Companies involved in the Scheme and their Relatives either singly or jointly in as a first holder as on October 12, 2018 (i.e. the latest practicable date preceding the date of this notice) are as follows:

a. Transferor Company

Name of Directors and KMP and their Relatives of Amarjyot	Number of Equity Shares held in			
	Amarjyot		Valiant	
	No. of Shares held	%	No. of Shares held	%
Directors including Executive Directors				
Nipun H. Bhatt	2,11,550	2.42	44,483	0.76
Dinesh S. Shah	65,500	0.75	Nil	Nil
Bhaves D. Sheth	2,16,975	2.48	600	0.01
Bijal D. Modi	4,07,075	4.66	Nil	Nil
Nikhil P. Desai	3,25,425	3.72	600	0.01
Tukaram P. Surve	Nil	Nil	Nil	Nil
Mulesh M. Savla	Nil	Nil	Nil	Nil
Dhirajlal D. Gala	Nil	Nil	Nil	Nil
KMP Other than Executive Directors				
Rushikesh V. Deole (CS)	Nil	Nil	Nil	Nil
Directors'/KMPs' Relatives				
Bhartiben Dinesh Shah	16,933	0.19	Nil	Nil
Siddharth Dinesh Shah	16,930	0.19	Nil	Nil
Pankaj Seventilal Shah	48,808	0.56	Nil	Nil
Pranav Dinesh Shah	7,695	0.09	Nil	Nil
Seventilal Popatlal shah	6,065	0.07	Nil	Nil
Parimal Hasmukhlal Desai	Nil	Nil	1,200	0.02
Manas Nikhil Desai	9,235	0.11	77,891	1.33
Tarla Parimal Desai	9,49,833	10.86	1,56,198	2.66
Shivani Nikhil Desai	9,235	0.11	Nil	Nil
Nisha Nikhil Desai	15,393	0.18	Nil	Nil
Maya M. Savla	Nil	Nil	6,900	0.12
Sheetal Dhiraj Gala	Nil	Nil	1,050	0.02
Neerav D. Gala	Nil	Nil	150	0.00
Dinesh S. Shah (HUF)	38,478	0.44	Nil	Nil
Shaily Hareesh Chheda	Nil	Nil	150	0.00

b. Transferee Company

Name of Directors and KMP and their Relatives of Valiant	Number of Equity Shares held in			
	Amarjyot		Valiant	
	No. of Shares held	%	No. of Shares held	%
Directors including Executive Directors				
Hemchand L Gala (CEO)	Nil	Nil	74,928	1.28
Arvind K Chheda (CFO)	Nil	Nil	4,27,738	7.29
Vishnu J Sawant	Nil	Nil	Nil	Nil
Mahesh M Savadia	Nil	Nil	2,70,476	4.61
Jeenal K Savla	Nil	Nil	Nil	Nil
Dhirajlal D Gala	Nil	Nil	Nil	Nil
Velji K Gogri	Nil	Nil	Nil	Nil
Mahek M Chheda	Nil	Nil	33,600	0.57
Dattatray S Galpalli	Nil	Nil	1,950	0.03
KMP Other than Executive Directors				
Vyoma M Vyas (CS)	Nil	Nil	Nil	Nil

Directors'/KMPs' Relatives				
Vicky H Gala	Nil	Nil	2,86,930	4.89
Dhanvanti H Gala	Nil	Nil	74,970	1.28
Payal M Savadia	Nil	Nil	86,122	1.47
Nemin M Savaida	Nil	Nil	30,113	0.51
Harsha M Savdia	Nil	Nil	2,36,367	4.03
Kenil N Savla	Nil	Nil	900	0.02
Kenil Nemchand Savla (HUF)	Nil	Nil	900	0.02
Mahendra R Sangoi	Nil	Nil	3,000	0.05
Neerav D Gala	Nil	Nil	150	0.00
Sheetal D Gala	Nil	Nil	1,050	0.02
Meena M Chheda	Nil	Nil	2,91,226	4.97
Manoj M Chheda	Nil	Nil	1,02,905	1.75
Shaily Hareesh Chheda	Nil	Nil	150	0.00

The name and address of the Promoters of the Transferor Company including their equity shareholding in the Companies as on October 12, 2018 (i.e. the latest practicable date preceding the date of this notice) are as under:

Sr. No.	Name and address of Promoters and promoter Group	Amarjyot		Valiant	
		No. of Shares held	%	No. of Shares held	%
Promoters					
1.	Alchemie Finserv Pvt. Ltd. 203, Udyog Kshetra, 2nd Floor, L.B.S. Marg, Mulund Goregaon Link Road, Mulund (W) Mumbai 400 080	19,563	0.22	Nil	Nil
2.	Alchemie Financial Service Ltd 205, Udyog Kshetra, 2nd Floor, L. B. S. Marg, Mulund (W), Mumbai 400 080	30,783	0.35	Nil	Nil
3.	Valiant Organics Limited (Formerly held by Abhilasha Tex-chem Limited) 109 Udyog Kshetra 1st Floor Mulund Goregaon Link Road Mulund (W) Mumbai 400080	15,393	0.18	N.A	N.A
4.	Aarti Corporate Services Ltd. Udyog Kshetra, 2nd Floor, Mulund-Goregaon Link Road, L. B. S. Marg, Mulund (W), Mumbai 400 080	56,258	0.64	N.A	N.A
5.	Aakansha Pharmachem LLP Udyog Kshetra, 2nd Floor, L.B.S. Marg, Mulund-Goregaon Link Road, Mulund (W), Mumbai 400 080	2,875	0.03	N.A	N.A
6.	Dilesh Roadlines Pvt. Ltd. Blue Bell, 202, Devi Dayal Road, BPS Compound, Mulund (W) Mumbai 400 080	15,42,758	17.64	N.A	N.A
7.	DRL Cargo Carrier Private Limited Flat No. 202, Blue Bell Apt., BPS Compound, Devi Dayal Road, Mulund (W), Mumbai 400 080	70,800	0.81	N.A	N.A
8.	Arti R. Gogri 2401,RichmondCliff Avenue, Hiranandani Gardens, Mumbai - 400 076	9,81,275	11.22	5,22,721	8.91
9.	Manisha R. Gogri 1802,Richmond Cliff Avenue, Hiranandani Gardens, Mumbai - 400 076	4,14,438	4.74	7,09,129	12.09
10.	Jaya C. Gogri Richmond Cliff Avenue, Hiranandani Gardens, Mumbai - 400 076	12,24,401	14.00	3,23,900	5.53
11.	Chandrakant V. Gogri 1801,Richmond Cliff Avenue, Hiranandani Gardens, Mumbai - 400 076	62,288	0.71	600	0.01

The name and address of the Promoters of the Transferee Company including their equity shareholding in both the Companies as on October 12, 2018 (i.e. the latest practicable date preceding the date of this notice) are as under:

Sr. No.	Name and address of Promoters and promoter Group	Amarjyot		Valiant	
		No. of Shares held	%	No. of Shares held	%
Promoters					
1.	Hemchand Gala Flat No 38, 3rd Floor, Amrit Apt, Firoz Shah Mehta Road, Santacruz (W), Mumbai – 400 054	Nil	Nil	74,928	1.28
2.	Arvind Chheda A-8, Mahesh Apt, B.M Bhargava Marg, Santacruz (W), Mumbai - 400 054	Nil	Nil	4,27,738	7.29
3.	Vicky Gala 3-B, Amrit, P.M Road, Santacruz (W), Mumbai – 400 054	Nil	Nil	2,86,930	4.89
4.	Arti Gogri 2401,RichmondCliff Avenue, Hiranandani Gardens, Mumbai - 400 076	9,81,275	11.22	5,22,721	8.91
5.	Manisha Gogri 1802,Richmond Cliff Avenue, Hiranandani Gardens, Mumbai - 400 076	4,14,438	4.74	7,09,129	12.09

Promoter Group					
6.	Dhanvanti Gala 3-B, Amrit, 3rd Floor, P.M Road, Santacruz (W), Mumbai – 400 054	Nil	Nil	74,970	1.28
7.	Jaya C Gogri 1801,Richmond Cliff Avenue, Hiranandani Gardens, Mumbai - 400 076	12,24,401	14.00	3,23,900	5.52
8.	Chandrakant V Gogri 1801, Richmond Cliff Avenue, Hiranandani Gardens, Mumbai - 400 076	62,288	0.71	600	0.01
9.	Hetal Gogri Gala 552-B, Gopal Sadan, Block No.801, 8th Floor, Jame Jamshed Road,Matunga (East) Mumbai – 400 019	Nil	Nil	300	0.01
10.	Rashesh C Gogri 1802, Richmond Cliff Avenue, Hiranandani Gardens, Mumbai - 400 076	Nil	Nil	300	0.01
11.	Mirik Rajendra Gogri 2402 Richmond, Cliff Avenue, Near Forest Club Hiranandani Gardens, Powai Mumbai - 400 076	Nil	Nil	2,58,967	4.42
12.	Pooja Renil Gogri 2402 Richmond, Cliff Avenue, Near Forest Club Hiranandani Gardens, Powai Mumbai - 400 076	Nil	Nil	28,667	0.49

Pre-merger shareholding pattern of the Transferor Company as at October 12, 2018 is as follows:

(a) Capital Structure		
Particulars	Pre-merger	
	No. of Shares	Amount in Rs.
Authorised Share Capital		
Equity Shares of Rs.10/- each	1,21,00,000	12,10,00,000
Preference Shares of Rs. 100/- each	40,000	40,00,000
Total		12,50,00,000
Issued, Subscribed and Paid-up Share Capital		
Equity Shares of Rs.10/- each fully paid up	87,44,380	8,74,43,800
Preference Shares of Rs. 100/- each	39,400	39,40,000
Total		9,13,83,800

(b) Shareholding Pattern			
Sr. No.	Description	Pre-merger as on October 12, 2018	
		No. of Shares	% of Equity Capital
A	Promoter and Promoter Group		
(1)	Indian		
(a)	Individuals/ Hindu Undivided Family	26,82,402	30.68
(b)	Bodies Corporate	17,38,430	19.88
	Sub-total A(1)	44,20,832	50.56
A(2)	Foreign Promoters		
(a)	Bodies Corporate	-	-
	Sub-total A(2)	-	-
	Total A= A(1) +A(2)	44,20,832	50.56
B	Public Shareholding		
B(1)	Institutions		
(a)	Mutual Funds/UTI	-	-
	Sub-total B(1)	-	-
B(2)	Non - Institutions		
(a)	Individuals		
(i)	Individuals holding nominal share capital upto Rs. 2 lakh	1,11,282	1.27
(ii)	Individuals holding nominal share capital in excess of Rs. 2 lakh	42,12,266	48.17
	Sub-total B(2)	43,23,548	49.44
B(3)	Others	-	-
	Total B=B(1) +B(2)+B(3)	43,23,548	49.44
	Total A +B	87,44,380	100.00

The capital structure and shareholding pattern of the Transferee Company pre-merger based on Equity Shareholding pattern as at October 12, 2018 (i.e. the latest practicable date preceding the date of this notice) and Post-merger (expected assuming the continuing capital structure /shareholding) are as follows:

(a) Capital Structure				
Particulars	Pre-merger		Post-merger	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Authorised Share Capital				
Equity Shares of Rs.10/- each	1,05,00,000	10,50,00,000	2,06,00,000	20,60,00,000
Optionally Convertible Preference shares of Rs. 10/- each	--	--	20,00,000	2,00,00,000
Preference Shares of Rs. 100/-	--	--	40,000	40,00,000
Total Authorised Share Capital (In Rs.)		10,50,00,000		23,00,00,000
Issued, Subscribed and Paid-up Share Capital				
Equity Shares of Rs.10/- each fully paid up	58,64,350	5,86,43,500	1,39,82,306	13,98,23,060
Preference Shares of Rs. 100/-	--	--	39,400	39,40,000

Note: Post merger Issued, subscribed and paid-up share capital of the Transferee Company includes; (i) pre equity shares; (ii) equity shares allotted pursuant to Scheme and; (iii) equity shares allotted post conversion (assuming all Optionally Convertible Preference shares are converted into equity shares).

(b) Shareholding Pattern							
Sl. No.	Description	Pre-merger as on 12th October, 2018		Post-merger (post allotment of equity shares)		Post-merger (post allotment of equity shares and assuming conversion of all OCPS into equity shares)	
		No. of Shares	% of Equity Capital	No. of Shares	% of Equity Capital	No. of Shares	% of Equity Capital
A	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals/ Hindu Undivided Family	27,09,150	46.20	58,81,065	48.41	68,06,206	48.68
(b)	Bodies Corporate	-	-	-	-	-	-
	Sub-total A(1)	27,09,150	46.20	58,81,065	48.41	68,06,206	48.68
A(2)	Foreign Promoters						
(a)	Bodies Corporate	-	-	-	-	-	-
	Sub-total A(2)	-	-	-	-	-	-
	Total A= A(1) +A(2)	27,09,150	46.20	58,81,065	48.41	68,06,206	48.68
B	Public Shareholding						
B(1)	Institutions						
(a)	Mutual Funds/UTI	52,200	0.89	52,200	0.43	52,200	0.37
	Sub-total B(1)	52,200	0.89	52,200	0.43	52,200	0.37
B(2)	Non - Institutions						
(a)	Individuals						
(i)	Individuals holding nominal share capital upto Rs. 2 lakh	6,15,931	10.50	7,04,634	5.80	7,30,506	5.22
(ii)	Individuals holding nominal share capital in excess of Rs. 2 lakh	22,73,258	38.76	52,97,509	43.60	61,79,583	44.20
	Sub-total B(2)	28,89,189	49.27	60,02,143	49.40	69,10,089	49.42
B(3)	Others						
(a)	Bodies Corporate (Domestic)	1,41,394	2.41	1,41,394	1.16	1,41,394	1.01
(b)	Non-resident Indians – Non Repatriation	5,100	0.09	5,100	0.04	5,100	0.04
(c)	Non-resident Indians – Repatriation	8,100	0.14	8,100	0.07	8,100	0.06
(d)	Clearing members	59,217	1.01	59,217	0.49	59,217	0.42
	Sub-total B(3)	2,13,811	3.65	2,13,811	1.76	2,13,811	1.53
	Total B=B(1) +B(2)+B(3)	31,55,200	53.80	62,68,154	51.59	71,76,100	51.32
	Total A +B	58,64,350	100.00	1,21,49,219	100.00	1,39,82,306	100.00

In compliance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Board of Directors of the Transferee Company and the Transferor Company have in their separate meetings held on 25 March, 2018 adopted a report, inter alia explaining effect of the Scheme on shareholders, key managerial personnel, promoters and non-promoter shareholders amongst others. Copies of the Reports adopted by the respective Board of Directors of both the companies are attached to this Notice.

No investigation proceedings have been instituted or are pending under applicable provisions of the Companies Act, 2013 or erstwhile provisions of Companies Act, 1956 against the Transferee Company and the Transferor Company.

No winding up petition is pending and/or admitted against the Transferee Company and the Transferor Company.

On the Scheme being approved by requisite majority of Equity Shareholders of the respective Companies involved in the Scheme representing majority of persons representing three-fourths in value as per the requirement of Section 230 of the Companies Act, 2013, the Companies will seek the sanction of Hon'ble National Company Law Tribunal, Mumbai Bench, for the Scheme.

The audited accounts of the Transferee Company and the Transferor Company for the year ended 31 March, 2018 are attached to this Notice.

The following documents will be open for inspection by the Shareholders of the Applicant Company up to 1 (one) day prior to the date of the meeting at the registered office between 11:00 a.m. and 2:00 p.m. on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting:

- (ii) Copy of the Order dated October 12, 2018 of the NCLT at Mumbai passed in Company Application No. 1120 of 2018 inter alia directing the convening of the meeting of the shareholders of the both the Companies involved in the Scheme;
- (iii) Copy of Company Application No. 1120 of 2018 filed before NCLT;
- (iv) Copy of the Scheme;
- (v) Copy of the Memorandum and Articles of Association of both the Companies involved in the Scheme;
- (vi) Copy of the Annual Report of both the Companies involved in the Scheme for financial year ended March 31, 2018;
- (vii) Copy of the Valuation report dated 25 March, 2018 issued by M/s. N.M. Raiji & Co., Chartered Accountants, an independent valuer;
- (viii) Copy of the Fairness Opinions dated 25 March, 2018 issued by M/s. Master Capital Services Limited, Category I Merchant Banker registered with SEBI;
- (ix) Certificate dated 25 March, 2018 issued by the Statutory Auditor of the Company, M/s Madan Dedhia & Associates, Chartered Accountants, confirming that the accounting treatment prescribed in the Scheme is in compliance with the Accounting Standards;
- (x) Copy of the Complaints Report dated May 21, 2018 submitted by the Company to BSE Limited;
- (xi) Copy of Observation letters dated 13 July, 2018 issued by BSE Limited in connection with the Scheme.
- (xii) Copy of Audit Committee Report dated 25 March, 2018 of the Applicant Company;
- (xiii) Copy of the resolutions passed and extract of the minutes of the meetings held on dated 25 March, 2018, of the respective Board of Directors of the Transferee Company and the Transferor Company;
- (xiv) Copy of Form No. GNL-1 filed by the respective Companies with the Registrar of Companies along with related challans evidencing filing of the Scheme;
- (xv) Copy of the Reports dated 25 March, 2018 adopted by the Board of Directors of the Transferee Company and the Transferor Company pursuant to the provisions of Section 232(2)(c) of the Act.

The shareholders shall be entitled to obtain extracts from or making or obtaining the copies of the documents listed at Item Nos. (i), (iii) and (vi) above.

This statement may be treated as an Explanatory Statement under Sections 230 to 232 and 102 of the Companies Act, 2013. A copy of the Scheme, Explanatory Statement and Proxy Form may be obtained by the Shareholders, free of charge, from the Registered Office of the Company and / or at the office of its advocate M/s Rajesh Shah & Co., 16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Fort, Mumbai – 400 001 on a requisition being so made for the same by the shareholders of the Company.

Sd/-
Hemchand Lalji Gala
Chairperson appointed for the meeting
of the equity shareholders

Place: Mumbai

Date: October 15, 2018

SCHEME OF MERGER
BY
ABSORPTION
OF
AMARJYOT CHEMICAL LIMITED
WITH
VALIANT ORGANICS LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(A) PREAMBLE

The Scheme provides for the merger by absorption of Amarjyot Chemical Limited (“**Amarjyot**” or the “**Transferor Company**”) with Valiant Organics Limited (“**Valiant**” or the “**Transferee Company**”) pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) for the time being in force.

(B) DESCRIPTION OF COMPANIES

- (i) Amarjyot Chemical Limited is presently a public limited company incorporated on 31st May, 1978 under the Companies Act, 1956 under the name Hemraj Industrial Chemicals Private Limited. The name was later changed to Nova Organics Private Limited effective from 16th December, 1996. The name was then further changed to Amarjyot Chemical Private Limited with effect from 17th November, 2000. Amarjyot was later converted into public limited company under the applicable provisions of the Companies Act, 2013 and, consequently, the name was changed to Amarjyot Chemical Limited with effect from 18th June, 2015. Amarjyot is presently having its Registered Office at A-301, Kaustubh Park, Near Bhagwati Hospital, Mandapeshwar Road, Borivali, Mumbai- 400103.
- (ii) Valiant Organics Limited is presently a Public Limited Company incorporated on 16th February, 2005 under the Companies Act, 1956 under the name of Valiant Organics Private Limited. Valiant was later converted into public limited company under the applicable provisions of the Companies Act, 2013 and, consequently, the name was changed to Valiant Organics Limited effective 31st July, 2015. Equity shares of Valiant are listed on SME platform of BSE Limited. Valiant is presently having its Registered Office at 109, Udyog Kshetra, 1st Floor, Mulund Goregaon Link Road, Mulund (W), Mumbai 400080.

(C) RATIONALE FOR THE SCHEME

- (i) Amarjyot and Valiant both are engaged in the business of manufacturing, buying, selling and exporting of chemicals. Amarjyot is engaged in business of manufacturing and sale of chemicals. Valiant is mainly engaged in business of manufacturing and marketing of different types of chlorophenol which has several applications mainly into agro-chemical industry and dyes and dyes intermediates.
- (ii) This Scheme will lead to consolidation of business and assets, synergy of operations and networks of both the Companies. This will help achieve better and more efficient utilization of available resources, benefits of internal economies, diversification to mitigate risks and improving organizational efficiencies.

(D) PARTS OF THE SCHEME

The Scheme is divided into the following parts:

- (i) **PART I** deals with the definitions and share capital;
- (ii) **PART II** deals with merger by absorption of Amarjyot with Valiant;
- (iii) **PART III** deals with issue of shares by the Transferee Company;
- (iv) **PART IV** deals with accounting treatment;
- (v) **PART V** deals with general terms and conditions applicable to this Scheme.

PART I
DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme (as defined hereinafter), unless inconsistent with the subject or context, the expressions shall have the following meaning:

- (a) **“Act”** means the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereof for the time being in force) as are applicable from time to time;
- (b) **“Appointed Date”** means 1st October, 2017 or such other date as may be agreed by Valiant and Amarjyot and approved by the NCLT or such other competent authority as may be applicable;
- (c) **“NCLT”** means Mumbai Bench of the National Company Law Tribunal constituted under section 408 of the Companies Act 2013;
- (d) **“Employees”** means all the employees of the Transferor Company employed on the Effective Date;
- (e) **“Effective Date”** means on which the certified or authenticated copies of the Order(s) sanctioning this Scheme, passed by the NCLT, Mumbai Bench are filed with the Registrar of Companies.

Reference in the Scheme to the date of **“coming into effect of this Scheme”** or **“upon the Scheme becoming effective”** shall mean the Effective Date;

- (f) **“The Record Date”** means a date to be fixed by the Board of Directors or duly authorised Director or Committee of the Board of Directors of Valiant for the purpose of determining the members of Amarjyot to whom new shares shall be allotted pursuant to the Scheme;
- (g) **“Scheme” or “the Scheme” or “this Scheme”** means this scheme of amalgamation in its present form or with any modification(s) / amendment(s), if any, as may be approved, imposed or directed by NCLT or any other appropriate authority sanctioning this Scheme;
- (h) **“Transferee Company” or “Valiant”** means Valiant Organics Limited, a Public limited Company incorporated under the Companies Act, 1956 and having its Registered Office at 109, Udyog Kshetra, 1st Floor, Mulund Goregaon Link Road, Mulund (W), Mumbai 400080.
- (i) **“Transferor Company” or “Amarjyot”** means Amarjyot Chemical Limited, a Public Limited Company incorporated under the Companies Act, 1956 and having its Registered Office at A-301, Kaustubh Park, Near Bhagwati Hospital, Mandapeshwar Road, Borivali, Mumbai- 400103.
- (j) **“Undertakings”** means and shall include:
 - (i) all the undertakings, the entire business, all the assets and properties (whether movable or immovable and tangible or intangible) of the Transferor Company as on the Appointed Date;
 - (ii) all the debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date;
 - (iii) Without prejudice to the generality of sub-clauses(i) & (ii) above, the Undertakings of the Transferor Company shall include all the Transferor Company’s reserves, movable and immovable assets and properties, real, corporeal and incorporeal, in possession or reversion, present and contingent, including but not limited to land and buildings, leasehold rights, all fixed and movable plant and machinery, vehicles, fixed assets, capital work-in-progress, current assets, investments, if any, provisions, and all other assets (whether tangible or intangible) of whatsoever nature, authorized capital, investments, lease and hire purchase contracts, rights, powers, authorities, allotments, approvals, consents, letters of intent, industrial and other licenses, registrations, contracts, engagements, arrangements, rights, titles, interests, benefits, and advantages of any nature whatsoever and where so ever situate of, belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Company, including but not limited to all patents, trademarks, trade names, copyrights and other industrial rights and intellectual properties, technology, know-how, applications for copyrights, patents, trade names, trademarks or like and rights of any nature whatsoever, and licenses, registrations, assignments, grants in respect thereof, privileges, liberties, easements, contracts, advantages, benefits, goodwill, all quota rights, permits, approvals, authorisations, right to use and avail of telephones, telexes, facsimile and other communication facilities, connections, equipments and installations, utilities, water, electricity and electronic and all other services connections, of every kind, nature and descriptions whatsoever, reserves, provisions, funds, benefit of all agreements, arrangements, deposits, advances, recoverable and receivables and all other rights, interests, credits, claims and powers of every kind, nature and description of and belonging to or in ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by and arising to the Transferor Company whether in India or abroad.

- (k) “Preference Shares” means the Optionally Convertible Preference Shares and / or Redeemable Non-cumulative Preference Shares issued in terms of this Scheme;
- (l) All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as subscribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modifications or re-enactments thereof from time to time.

2. DATE WHEN THE SCHEME COMES INTO OPERATION

Though this Scheme shall become effective from the Effective Date, the provisions of this Scheme shall be applicable and come into operation from the Appointed Date.

3. SHARE CAPITAL

- (a) The share capital structure of **Valiant** as on 31st March, 2017 is as under:

Share Capital	Rupees
Authorized Share Capital	
40,00,000 Equity Shares of face value of Rs. 10/- each	4,00,00,000
Issued, subscribed and paid-up Share Capital	
36,40,320 Equity Shares of face value of Rs. 10/- each	3,64,03,200

Subsequent to 31st March, 2017, the share capital structure of Valiant has changed upon consolidation of authorized share capital and allotment of equity shares on 15th March, 2018 in terms of the Scheme of Amalgamation of Abhilasha Tex-chem Limited with Valiant sanctioned by the Hon’ble NCLT, Mumbai Bench. As on date of the Scheme being approved by the Board of Directors of Valiant, the share capital structure of Valiant is as under:

Share Capital	Rupees
Authorized Share Capital	
1,05,00,000 Equity Shares of face value of Rs. 10/- each	10,50,00,000
Issued, subscribed and paid-up Share Capital	
58,64,350 Equity Shares of face value of Rs. 10/- each	5,86,43,500

- (b) The share capital structure of **Amarjyot** as on 31st March, 2017 is as under:

Share Capital	Rupees
Authorized Share Capital	
32,60,000 Equity shares of Rs. 10/- each	3,26,00,000
Issued, subscribed and paid-up Share Capital	
32,55,180 Equity shares of Rs. 10/- each fully paid up	3,25,51,800

Subsequent to 31st March, 2017, the share capital structure of Amarjyot has changed upon consolidation of authorized share capital and allotment of equity shares on 21st September, 2017 in terms of the Scheme of Amalgamation of Dispo Dychem Private Limited with Amarjyot sanctioned by the Hon’ble NCLT, Mumbai and Ahmedabad Benches and further increase of authorized share capital approved by the shareholders of Amarjyot and allotment of Bonus Equity Shares on 15th November, 2017. As on date of the Scheme being approved by the Board of Directors of Amarjyot, the share capital structure of Amarjyot is as under:

Share Capital	Rupees
Authorized Share Capital	
1,21,00,000 Equity shares of Rs.10/- each	12,10,00,000
40,000 Preference shares of Rs.100/- each	40,00,000
Total	12,50,00,000
Issued, subscribed and paid-up Share Capital	
87,44,380 Equity shares of Rs. 10/- each fully paid up	8,74,43,800
39,400 Compulsorily Redeemable Non-cumulative Preference shares of Rs. 100/- each fully paid up	39,40,000
Total	9,13,83,800

PART II
MERGER OF AMARJYOT WITH VALIANT

4. MERGER OF THE TRANSFEROR COMPANY WITH THE TRANSFEREE COMPANY

- (a) With effect from the Appointed Date, the entire business and undertakings of Amarjyot shall, without any further act or deed, but subject to the existing charges, if any, affecting the same be transferred to and vested in and managed by and/or deemed to have been transferred to and vested in and managed by Valiant as a going concern pursuant to Sections 230 to 232 and other applicable/corresponding provisions of the Act for all the estate, rights, titles and interests of Amarjyot therein and on the Appointed Date Amarjyot shall be deemed to have been amalgamated with Valiant.
- (b) With effect from the Appointed Date, in respect of such of the assets of the Undertakings as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting and record all pursuant to this Scheme shall stand transferred and vested by Amarjyot to Valiant and shall become the property and an integral part of Valiant. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement, as appropriate to the property being vested and title to the property shall be deemed to have been transferred and vested accordingly. No stamp duty shall be payable on the transfer of such movable properties (including shares and other investments) upon its transfer and vesting in the Valiant.
- (c) Any and all movable properties of Amarjyot relating to the Undertakings, other than those referred to in sub-clause (b) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, shall without any further act, instrument or deed, be transferred and vested as the property of the Valiant.
- (d) In respect of such of the assets of the undertakings other than those referred to in sub-clause (b) above, the same shall, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred and vested in Valiant on the Appointed Date pursuant to the provisions of Sections 230 to 232 and other applicable/corresponding provisions of the Act. The mutation of the title to the immovable properties in favour of Valiant shall be made and duly recorded by the appropriate authorities pursuant to the sanction of the Scheme and the Scheme becoming effective in accordance with the terms hereof.
- (e) With effect from the Appointed Date, all debts, all liabilities, duties and obligations of Amarjyot along with any charge, mortgages encumbrance, lien or security, if any, thereon (hereinafter also referred to as **“the Liabilities”**) shall stand transferred or be deemed to be transferred, without further act, instrument or deed, to the Transferee Company, pursuant to the provisions of Sections 230 to 232 and other applicable/corresponding provisions of the Act so as to become the debts, liabilities, duties and obligations of Valiant and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this sub-clause;
- (f) The transfer and vesting as aforesaid shall be subject to subsisting charges, if any, in respect of any Undertaking of the Transferor Company.

PROVIDED always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility availed of by the Transferor Company and the Transferee Company shall not be obliged to create any further or additional security thereof after the Effective Date or otherwise.

- (g) Upon the coming into effect of this Scheme, any loans or other obligations due between Amarjyot and Valiant shall stand discharged and there shall be no liability in that behalf.
- (h) Valiant may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which Amarjyot may be party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. Valiant shall under the provisions of the Scheme be deemed to be authorised to execute any such writings on behalf of the Amarjyot and to implement or carry out all such formalities or compliances referred to above on the part of Amarjyot to be carried out or performed.

- (i) The transfer and vesting of the Undertakings and the liabilities of Amarjyot to Valiant under this Clause 4 and the continuance of the contracts or proceedings by or against Valiant/ the Transferee Company under Clauses 5 and 6 hereof shall not affect any transactions contracts or proceedings relating to the Undertakings and the liabilities already concluded or discharged by Amarjyot in the ordinary course of business on and after the Appointed date to the end and intent all such transactions, contracts or proceedings already concluded or discharged by Amarjyot are deemed to have been for and on account of Valiant.
- (j) All estates, assets, rights, registrations, title, interests and authorities accrued to and/or acquired by Amarjyot in relation to or in connection with the Undertakings after the Appointed Date and prior to the Effective Date shall have been/ deemed to have been accrued to and/or acquired for and on behalf of Valiant and shall, upon the coming into effect of this Scheme, pursuant to Sections 230 to 232 and other applicable/ corresponding provisions of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in Valiant to that extent and shall become the estates, assets, right, title, interests and authorities of Valiant.
- (k) Upon the coming into effect of this Scheme, all the benefits including under the Income Tax, Excise (including Modvat/ Cenvat), Sales Tax (including deferment of Sales Tax), Service tax input credits, if any, Goods and Service Tax (including input credits) or like etc. to which Amarjyot is entitled to in terms of the various statutes and/or Schemes and/or awards by judicial /quasi judicial bodies (such as Arbitration, Tribunal awards and the like) of Union and State Governments and Statutory authorities, shall be available to and vest in Valiant.
- (l) This Scheme has been drawn up inter alia to comply with the conditions relating to “amalgamation” as specified under Section 2(1B) of the Income Tax Act, 1961. If any term or provision of the Scheme is found or interpreted to be inconsistent with the said provisions at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with conditions contained in Section 2(1B) of the Income Tax Act, 1961. Such modification shall however not affect other parts of the Scheme.

5. CONTRACT, DEEDS, BONDS AND OTHER INSTRUMENTS

- (a) Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements, insurance policies and other instruments of whatsoever nature to which Amarjyot is party or to the benefit of which Amarjyot may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favour of Valiant as the case may be and may be enforced as fully and effectually as if, instead of Amarjyot, Valiant had been a party or beneficiary thereto.
- (b) Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertakings occurs by virtue of this Scheme itself, Valiant may, at any time, after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Amarjyot is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. Valiant shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Amarjyot and to implement or carry out all formalities required on the part of the Amarjyot to give effect to the provisions of this Scheme.
- (c) With effect from the Appointed Date, any statutory licenses, permissions or approvals or consents held by Amarjyot required to carry on operations of Amarjyot shall stand vested in or transferred to Valiant without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of Valiant. The benefit of all statutory and regulatory permissions, approvals and consents, registration or other licenses, and consents shall vest in and become available to Valiant pursuant to the Scheme. Provided that any statutory licenses, permissions, approvals, registration and/or consents held by Amarjyot that are not required by Valiant will be surrendered for cancellation, if required by the applicable laws, by Amarjyot or Valiant.

6. LEGAL PROCEEDINGS

All legal proceedings including suits, writ petitions, actions and proceedings of whatsoever nature by or against the Amarjyot pending and/or arising on or before the Effective Date shall be continued and be enforced by or against Valiant in the manner and to the same extent as it would or might have been continued and enforced by or against the Amarjyot as if the Scheme had not been made. On and from the Effective Date, Valiant shall and may initiate any legal proceedings for and on behalf of Amarjyot.

7. INTER-PARTY TRANSACTIONS

Without prejudice to the provisions of Clauses 4 to 6, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes.

8. CONDUCT OF BUSINESS

With effect from the Appointed Date and up to and including the Effective Date:

- (a) Amarjyot shall carry on and be deemed to have carried on the business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the said undertakings, for and on account of and in trust for Valiant;
- (b) All profits or incomes accruing or arising to Amarjyot or expenditure or losses arising or incurred by Amarjyot shall for all purposes be treated as the profits or incomes or expenditure or losses of Valiant, as the case may be;
- (c) Amarjyot shall carry on their business activities with reasonable diligence, business prudence and shall not alienate charge, mortgage, encumber or otherwise deal with the undertaking or any part thereof, except in the ordinary course of business or without the prior consent of Valiant or pursuant to any pre-existing obligation undertaken by the Amarjyot prior to the Appointed Date.

Provided however that Amarjyot shall be entitled in the ordinary course of business in relation to its borrowings required in connection with its business and operations to borrow in the form of loans and further consent of Valiant shall not be required in this behalf;

- (d) Valiant shall be entitled, pending the sanction of the Scheme, to apply to any Government, Registrars and all other agencies, departments and authorities concerned as may be necessary under any law for such consents, approvals, sanctions and registration which Valiant may require to carry on the business of Amarjyot;
- (e) Amarjyot shall not vary the existing terms and conditions of employment of its employees except in the ordinary course of business;
- (f) Save as specifically provided in the Scheme, Amarjyot and Valiant shall not make any change in their capital structure in any manner, which may in any way affect the share exchange ratio prescribed hereunder, except by mutual consent of the respective Board of Directors of Amarjyot and Valiant;
- (g) Amarjyot shall not declare any dividend after the Appointed Date without the prior written consent of Valiant.

9. EMPLOYEES

- (a) All the Employees of Amarjyot in service on the date immediately preceding the Effective Date as are willing to join Valiant, shall be deemed to be employed in Valiant on such date without any break or interruption in service for the purpose of calculating retirement benefits and on the terms and conditions not less favourable than those subsisting with reference to Amarjyot as on the said date. The position, rank and designation of the Employees of Amarjyot would be decided by Valiant;
- (b) In so far as the Provident Fund, Gratuity Fund and, if applicable, Superannuation Fund or any other Special Funds or Trusts created or existing for the benefit of the Employees of Amarjyot are concerned, upon coming into effect of this Scheme, Valiant shall, stand substituted for Amarjyot for all purposes whatsoever related to the administration or operation of such Funds or Trusts or in relation to the obligation to make contributions to the said Funds or Trusts in accordance with provisions of such Funds or Trusts as per the terms provided in the respective Trust Deeds, to the end and intent that all the rights, duties, powers and obligations of Amarjyot in relation to such Funds or Trusts shall become those of Valiant. It is clarified that the services of the Employees of Amarjyot will be treated as having been continuous for the purpose of the aforesaid Funds or provisions.

10. SAVING OF CONCLUDED TRANSACTIONS

The transfer of assets and liabilities under Clause 4 above and the continuance of proceedings by or against the Transferor Company under Clause 6 above shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date till the Effective Date, to the end and intent that Transferee Company accepts and adopts all acts, deeds, and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of itself.

11. APPROVALS UNDER THE PROVISIONS OF THE ACT

- (a) Approval of this Scheme by the shareholders of Valiant shall be deemed to be due compliance of the provisions of Section 62 of the Companies Act, 2013 and other relevant and applicable provisions of the Act for the issue and allotment of Equity Shares issued by Valiant, as provided in this Scheme;
- (b) The approval of this Scheme by the shareholders of Amarjyot and Valiant under Sections 230 to 232 and other applicable/ corresponding provisions of the Act shall be deemed to have the approval under sections 13, 14 and other applicable provisions, if any, of the Act and any other consents and approvals required in this regard.
- (c) Upon coming into effect of this Scheme, the resolutions, if any, of the Transferor Company, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and, if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

12. INCREASE IN AUTHORISED SHARE CAPITAL OF VALIANT

Upon the coming into effect of this Scheme, the authorised share capital of Valiant shall stand increased from Rs.10,50,00,000 divided into 1,05,00,000 equity shares of Rs. 10/- each to Rs. 23,00,00,000 divided into 2,06,00,000 equity shares of Rs. 10/- each, 20,00,000 Optionally Convertible Preference shares of Rs. 10/- each and 40,000 Preference Shares of Rs. 100/- each and the existing capital clause V. (a) contained in the Memorandum of Association of Valiant shall, upon the coming into effect of this Scheme, be altered and substituted as follows:

‘V. (a) The Authorised Share Capital of the Company is Rs. 23,00,00,000/- (Rupees Twenty three crore Only) divided into 2,06,00,000 equity shares of Rs. 10/- each, 20,00,000 Optionally Convertible Preference shares of Rs. 10/- each and 40,000 Preference Shares of Rs. 100/- each.’.

It is hereby clarified that this increase in authorised share capital of Valiant shall be effected as an integral part of this Scheme without any further act or deed on the part of Valiant and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment. Valiant shall not be obliged to follow the procedure or filing as required under Section 13, 61 or any other applicable provisions of the Companies Act, 2013. It is further clarified that no registration fee and stamp duty shall be payable by Valiant on account of this amendment or merging of authorised share capital.

PART III

ISSUE OF SHARES BY THE TRANSFEREE COMPANY

13. ISSUE OF SHARES BY THE TRANSFEREE COMPANY

- (a) Upon Scheme becoming effective and in consideration for the merger of the Transferor Company in Valiant, Valiant shall without any further application or deed, issue and allot Equity shares, Preference shares, credited as fully paid up, to the extent indicated below, to the members of the Transferor Company whose names appear in the Register of Members of the Transferor Company as on the Record Date as may be fixed by the Board of Directors of Valiant or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title as may be recognized by the Board of Directors of Amarjyot and/or Valiant, as the case may be, in the following manner:
 - (i) ‘72 (Seventy Two) fully paid Equity Shares of Rs. 10/- each of Valiant and 21 (Twenty One) Optionally Convertible Preference Shares (“OCPS”) of Rs. 10/- of Valiant fully paid up shall be issued and allotted for every 100(One Hundred) Equity Shares of Rs. 10/- each held in Amarjyot.’;

- (ii) '1(one) Redeemable Non-cumulative Preference share ("RNPS") of Rs.100/- each of Valiant shall be issued and allotted for every Compulsorily Redeemable Non-cumulative Preference share of Rs.100/- each held in Amarjyot.'

(New Equity Shares and Preference Shares to be issued as above are hereinafter collectively referred to as "New Shares").

The key terms and conditions for the Optionally Convertible Preference Shares and Redeemable Non-cumulative Preference Shares to be issued pursuant to above clause are specified in Schedule I and II respectively hereto.

Provided that Equity and Preference Shares of Amarjyot, if any, held by Valiant on the Record Date shall be cancelled and shall be deemed to have been cancelled without any further act or deed, and no shares of Valiant are required to be issued in lieu thereof.

- (b) For the purpose of allotment of Equity and Preference Shares to the members of the Transferor Company as per Clause 13(a), fractional entitlements, if any, shall be rounded off to the nearest integer and there shall be no further obligation in that behalf.
- (c) The Equity Shares and Preference Shares to be issued to the members of the Transferor Company as above shall be subject to the Memorandum and Articles of Association of Valiant and shall rank *paripassu* with the existing equity shares and Preference Shares, if any, of Valiant in all respect including dividends, bonus and rights entitlements.
- (d) In the event of there being any pending share transfer, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of Directors or any Committee thereof of Valiant shall be empowered even subsequent to the effective date to effectuate such transfer as if such changes in the Registered holders were operative from the effective date, in order to remove any difficulties arising to the transfer of shares after the Scheme becomes effective.
- (e) The New Shares to be issued by Valiant to the members of the Transferor Company pursuant to Clause 13(a) of the Scheme in respect of any shares in the Transferor Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise pending allotment or settlement of dispute, by order of court or otherwise, be held in abeyance by Valiant.
- (f) Upon the Scheme becoming effective and on allotment of New Shares by Valiant, the share certificates representing shares held in the Transferor Company shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled.
- (g) The New Shares to be issued by Valiant shall be issued in dematerialized form by Valiant. The members of Amarjyot shall be required to have an account with a depository participant and shall be required to provide details thereof to Valiant as may be required.
- (h) The New Equity Shares and OCPS of Valiant shall be listed and/ or admitted to trading on the SME platform of BSE Limited ("**BSE**"). Valiant shall enter into such arrangements and give such confirmations and/or undertakings as may be, necessary in accordance with the applicable laws or regulations for complying with the formalities of BSE. On such formalities being fulfilled BSE shall list and/or admit the New Equity Shares and OCPS for purpose of trading.
- (i) Valiant shall, if and to the extent required, apply for and obtain any approvals from concerned regulatory authorities for the issue and allotment by Valiant of New Shares to the members of Amarjyot in terms of and under the Scheme.
- (j) The issue and allotment of New Shares to the members of the Transferor Companies pursuant to the sub-clause 13(a) above is an integral part of this Scheme.
- (k) The approval of this Scheme by the members of Valiant shall be deemed to be due compliance with the applicable provisions of the Act including Section 62 and Section 55 of the Companies Act, 2013, if applicable, for the issue and allotment of new shares by Valiant to the members of Amarjyot, as provided in the Scheme and, for this purpose, no separate resolution under applicable provisions of the Act shall be required to be passed by the shareholders of Valiant.

PART IV
ACCOUNTING TREATMENT

14. ACCOUNTING TREATMENT

Upon the Scheme becoming effective and with effect from the Appointed Date, the Transferee Company shall account for the merger as per the “Purchase Method” prescribed under Accounting Standard 14 (AS 14) i.e. ‘Accounting for Amalgamations’ governed by the Companies (Accounting Standards) Rules, 2006 and other applicable accounting standards prescribed under the Act as under:

- (a) The Transferee Company shall record all the assets and liabilities transferred to and vested in the Transferee Company, at their respective book values as appearing in the books of the Transferor Company on the day immediately preceding the Appointed Date.
- (b) Inter-company balances and investments, if any, shall stand cancelled and there shall be no further obligation/outstanding in that behalf.
- (c) Valiant shall credit the aggregate face value of the Equity Shares, and Preference Shares issued and allotted pursuant to Clause 13 (a) to Equity Share Capital Account and Preference Share Capital Account respectively in its books of accounts.
- (d) The difference (excess or deficit), between the net value of assets over aggregate of face value of the Equity and Preference Shares issued by Transferee Company to the shareholders of the Transferor Company pursuant to this Scheme and after giving effect to clause 14(b) above, be adjusted to Capital Reserve or Goodwill, as the case may be, in books of Transferee Company (“Net Assets Value” shall be computed as the value of assets less the value of liabilities of the Transferor Company transferred to and recorded in the books of the Transferee Company in terms of clause 14(a) of the Scheme)
- (e) If considered appropriate for the purpose of application of uniform accounting methods and policies between the Transferor Company and the Transferee Company, the Transferee Company may make suitable adjustments and reflect the effect thereof in the Capital Reserve or Goodwill, as the case may be.
- (f) In addition, the Transferee Company in consultation with the statutory auditor shall pass such accounting entries, as may be necessary, in connection with this Scheme, to comply with any of the applicable accounting standards and generally accepted accounting principles adopted in India.

PART V
GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME

15. APPLICATION TO NCLT

- (a) The Transferor Company and the Transferee Company shall, with all reasonable dispatch, make applications petitions to NCLT, Mumbai Bench and/or any other appropriate/competent authority for sanctioning the Scheme under Sections 230 to 232 and other applicable/corresponding provisions, if any, of the Act, for an order or orders thereof for carrying the Scheme into effect and, without any further act, deed, or instrument, for dissolution of the Transferor Company without winding-up in accordance with the provisions of the Act.
- (b) Any dispute arising out of this Scheme shall be subject to the jurisdiction of the NCLT, Mumbai Bench.

16. CONDITIONALITY OF THE SCHEME

The Scheme is and shall be conditional upon and subject to:

- (a) The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.
- (b) The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of Amarjyot and Valiant as may be directed by NCLT.
- (c) The sanction of the NCLT under Sections 230 to 232 or applicable / corresponding provisions of the Act in favour of Amarjyot and Valiant under the said provisions and to the necessary Order under Sections 230 to 232 or corresponding provisions of the Act being obtained.

- (d) The Scheme being approved by shareholders of the Transferee Company by way of postal ballot and e-voting in terms of para 9 of Annexure - I to the SEBI Circular No. CIR/CFD/CMD/16/2015 November 30, 2015 and provided that the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
- (e) Certified or authenticated copies of the Orders of the NCLT sanctioning the Scheme being filed with the Registrar of Companies, Ministry of Corporate Affairs, Government of India by Amarjyot and Valiant, if and as may be applicable.

17. DISSOLUTION OF THE TRANSFEROR COMPANY

Upon the Scheme becoming effective, Amarjyot shall stand dissolved without being wound up.

18. MODIFICATION / AMENDMENT TO THE SCHEME etc.

- (a) Subject to approval of the NCLT, the Transferor Company and the Transferee Company through their respective Board of Directors or any Director authorised in that behalf by the concerned Board of Directors (hereinafter referred to as “**the Delegates**”) may make or assent from time to time on behalf of all persons concerned to any modifications or amendments of the Scheme or of any conditions or limitations which the NCLT and/or any other authorities under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate as a result of subsequent events or otherwise by them. The Transferor Company and the Transferee Company through their respective Board of Directors or the Delegates are authorized to take all such steps as may be necessary, desirable or appropriate to resolve any doubts or difficulties or questions what so ever for carrying the Scheme into effect, whether by reason of any directive or order of any other authorities or otherwise, howsoever, arising out of or by virtue of the Scheme and/or any matter concerned or connected therewith.
- (b) In the event that any conditions imposed by the NCLT or any other authority are found unacceptable for any reason whatsoever by all or any of the Companies, then all or any of such Companies shall be entitled to withdraw from this Scheme in which event no rights and liabilities whatsoever shall accrue to or be incurred inter se to or by the companies or any of them.

19. EFFECT OF NON-RECEIPT OF APPROVALS/SANCTIONS

- (a) In the event of any of the said sanctions and approvals referred to in Clause 16 not being obtained and/or complied with and/or satisfied and /or this Scheme not being sanctioned by the NCLT, the Scheme shall stand revoked, cancelled and be of no effect and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person. In such a case, each Company shall bear its own costs, charges and expenses in connection with the Scheme unless otherwise mutually agreed.
- (b) Valiant and Amarjyot shall be at liberty to withdraw from this Scheme, in case any condition or alteration imposed by the NCLT is not on terms acceptable to them.

20. SEVERABILITY

If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the agreement of the Transferor Company and the Transferee Company, affect the validity or implementation of the other parts and/or provisions of the Scheme.

21. TAX FILINGS /COMPLIANCES

The Transferee Company shall be entitled to file/revise its income tax returns, TDS certificates, TDS returns, tax returns and other statutory returns, if required, and shall have the right to claim refunds, advance tax credits, credit of tax under Section 115JB of the Income Tax Act, 1961 (including statutory amendment or re-enactment thereof in force for the time being), credit of tax deducted at source, credit of foreign taxes paid/withheld, carry forward and set off losses, etc., if any, as may be required consequent to implementation of this Scheme.

22. MISCELLANEOUS

Till the event of this Scheme being effective, the Transferor Company and the Transferee Company shall continue to hold their respective Annual General Meeting and other meetings in accordance with the relevant laws and shall continue to comply with all their statutory obligations in the same manner, as if this scheme is not existing.

23. COSTS, CHARGES, ETC.

All costs, charges and expenses, including any taxes and duties of the Transferor Company and the Transferee Company respectively in relation to or in connection with this Scheme and incidental to the completion of merger of the Transferor Company in pursuance of this Scheme shall be borne and paid solely by the Transferee Company.

SCHEDULE I

TERMS AND CONDITIONS FOR ISSUE OF OPTIONALLY CONVERTIBLE PREFERENCE SHARES (OCPS)

Dividend Rate on OCPS	Zero Percent / Nil
Face Value of OCPS	Rs. 10/-
Listed	OCPS will listed on the Stock Exchange where the equity shares of the Transferee Company are listed viz. SME platform of BSE Limited
Tenure for conversion	Convertible at the option of the holder within 18 months from the date of trading approval from BSE Limited
Convertibility	1 (one) OCPS, convertible into 1 (one) equity share of the Transferee Company
Terms of Equity Share allotted on conversion	1) Equity Shares issued and allotted pursuant to Conversion will be listed on the Stock Exchange where the equity shares of the Transferee Company are listed viz. BSE Limited 2) The Equity shares issued and allotted by the Transferee Company in terms upon conversion shall rank <i>pari passu</i> in all respects including dividend with the existing Equity shares of the Transferee Company.
Redeemable Preference Shares	Non converted OPCS after the expiry of 18 months from the date of receipt of trading approval received from BSE Limited, will be converted into equivalent number of Redeemable Preference Shares (RPS)
Dividend Rate on RPS	Zero Percent / Nil
Tenure of RPS	7.5 Years i.e. 90 (Ninety Months) Months
Listing of RPS	The Redeemable Preference Shares (RPS) will be not be listed on any Stock Exchange
Redemption Terms of RPS	Redemption of Redeemable Preference Shares (RPS) would be done at a price to give 4% annualized return from the date of allotment of RPS on Face Value of Rs. 10/- (Rupees Ten) and premium of Rs. 802.70/- (Rupees Eight Hundred Two and Seventy Paise).
Redemption Option of RPS	The Transferee Company shall also have an option to redeem the RPS any time not before 66 (sixty six) months and not beyond 90 (ninety) months from the date of allotment of RPS.

SCHEDULE - II

TERMS & CONDITIONS OF REDEEMABLE NON-CUMULATIVE PREFERENCE SHARES (RNPS)

1	Dividend	Zero Percent / Nil
2	Face value	Rs. 100/- per Preference Share
3	Terms for redemption	To be redeemed on the exact terms as of existing Compulsorily Redeemable Non-cumulative Preference shares issued by Amarjyot except for the redemption period, period of issue in Amarjyot will be reduced.
4	Call Option	Valiant will have an option to redeem the RNPS at any time after the end of 6(Six) months from the date of allotment. If Valiant exercises its call option, it will pay the amount of the face value of the RNPS. In case Valiant exercises the call option, its liability to the RNPS shareholders shall stand extinguished from the date of dispatch of the cheques / pay order for the redemption amount.

STRICTLY PRIVATE & CONFIDENTIAL

March 25, 2018

To,
The Board of Directors
Valiant Organics Limited
109, Udyog Kshetra
Mulund Goregaon Link Road
Mulund (West)
Mumbai 400 080.

The Board of Directors
Amarjyot Chemical Limited
A-301, Kaustubh Park
Near Bhagwati Hospital
Borivali
Mumbai- 400103.

Re: Recommendation of Share Exchange Ratio for the purpose of proposed merger of
Amarjyot Chemical Limited with Valiant Organics Limited.

Dear Sir(s),

As per our discussions with the Management of Valiant Organics Limited and Amarjyot Chemical Limited (hereinafter collectively referred to as the "Management"), we have carried out the fair valuation of equity shares of Valiant Organics Limited (hereinafter referred to as "VOL" or "the Transferee Company") and Amarjyot Chemical Limited (hereinafter referred to as "ACL" or "the Transferor Company") to recommend the share exchange ratio for the proposed Scheme of Merger by absorption of ACL with VOL (hereinafter collectively referred to as "Companies").

1. PURPOSE OF VALUATION

- 1.1 We have been informed that, the managements of ACL and VOL are considering a proposal for merger by absorption of ACL with VOL, (hereinafter referred to as "Amalgamation" or "Merger") pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including statutory modifications or re-enactments thereof) for the time being in force, (hereinafter



referred to as "Scheme"). Subject to necessary approvals, the merger by absorption of ACL with VOL will be with effect from the Appointed Date of 1st October 2017. In consideration for the Merger,

- **For Equity Shareholders of ACL** - both Equity Shares and Optionally Convertible Preference Shares ('OCPS') of VOL would be issued. The OCPS will carry a coupon of 0% and will be convertible at the option of the holder into equivalent no. of equity share within 18 months from the date of receipt of trading approval from BSE Limited. In case the option holder does not exercise the option of conversion of OCPS the same will be converted into equivalent number of 0% Non-Cumulative Redeemable Preference Shares ('RPS') which will be redeemable in tranches, at the option of VOL, not before 66 months and not beyond 90 months from the date of allotment of RPS, at a price to give 4% annualized return on the face value and premium.
- **For Preference Shareholders of ACL** – The management of VOL has represented to us that VOL intends to discharge the consideration through issue of equivalent number preference shares of same face value and on the exact terms, except for the redemption period which will be reduced for the Preference Shareholders of ACL. Considering this, we have not carried out a valuation of the preference shares for both ACL and VOL.

1.2 In this connection, we, M/s. N. M. Raiji & Co., Chartered Accountants, have been appointed to carry out the relative valuation of Equity Shares of VOL and ACL and to recommend the share exchange ratio, having regard to the Securities and Exchange Board of India ("SEBI") Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, read with Circular No. CFD/DIL3/CIR/2017/26 dated March 23, 2017.



2. BRIEF BACKGROUND OF THE COMPANIES**2.1 VALIANT ORGANICS LIMITED (VOL)**

2.1.1 VALIANT ORGANICS LIMITED is a chemical manufacturing company, with a focus on manufacturing of Chlorophenol and Para NitroAniline, chemicals which has several applications, mainly in the agro-chemical industry, pharmaceutical industry, dyes industry, manufacturing of cosmetics and veterinary drugs.

2.1.2 VOL operates a single location manufacturing facility at Sarigam Industrial Estate.

2.1.3 This business was originally begun in the year 1984 as a partnership concern in the name of Valiant Chemical Corporation and was converted into a private limited company, i.e. Valiant Organics Limited in the year 2005. In 2015, VOL was further converted into a public limited company.

2.1.4 Equity shares of Valiant are listed on the SME platform of BSE Limited.

2.1.5 The Shareholding pattern of VOL as on March 23, 2018 is as under:

Shareholders	No. of Shares	%
Promoters	27,92,250	47.61
Public	30,72,100	52.39
Total	58,64,350	100.00

2.2 AMARJYOT CHEMICAL LIMITED (ACL)

2.2.1 AMARJYOT CHEMICAL LIMITED ("ACL") was incorporated in the year 1978. It is one of the leading manufacturers and suppliers of Specialty Chemicals. ACL is headed by first generation technocrats, having a vast experience in the Industry. Amarjyot's plants are located at Vapi, Jhagadia and Ahmedabad in Gujarat.

2.2.2 ACL has a long history of manufacturing and carries out Ammonolysis, Hydrogenation, Nitration, Sulphonation, Acetylation reactions at its units.

2.2.3 Amarjyot's products find use across multiple Industries.



2.2.4 Some of the Products of the company are as follows:

- **Dye Intermediates:** Para Nitro Aniline, Ortho Chloro Para Nitro Aniline, 6 Acetyl OAPSA, Ortho Anisidine, Para Anisidine and OT5SA.
- **Intermediates for Pigments:** 2 B Acid, 4 B Acid, 6 B Acid, ONAPSA.
- **Agro Intermediates:** N-IsoPropyl Para Chloro Aniline (IPPCA), Meta Chloro Aniline, Para Fluoro Aniline, 4-Fluoro-N-isoPropylAniline (F.I.Aniline).
- **Dyes:** Acid Dyes, Reactive Dyes, Direct Dyes

2.2.5 The Shareholding pattern of ACL as on March 23, 2018 is as under:

• **Equity Shares**

Shareholders	No.of Shares	%
Promoters	44,20,832	50.56
Non Promoters	43,23,548	49.44
Total	87,44,380	100.00

• **Preference Shares**

Shareholders	No.of Shares	%
Promoters	21,055	53.44
Non Promoters	18,345	46.56
Total	39,400	100.00

3. EXCLUSIONS AND LIMITATIONS

- 3.1 Our report is subject to the scope limitations detailed hereinafter. As such, the report is to be read in totality, and not in parts, and in conjunction with the relevant documents referred to herein.
- 3.2 No investigation of the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 3.3 Our work does not constitute an audit or certification of the historical financial statements / prospective results, including the working results of the Companies



referred to in this report, and should not be construed as such. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report and is as per the agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

- 3.4 A valuation of this nature involves consideration of various factors, including those impacted by prevailing market trends, in general, and industry trends, in particular. This report is issued on the understanding that the management of the Companies have drawn our attention to all the matters, which they are aware of, concerning the financial position of both the Companies and any other matter, which may have an impact on our opinion, on the fair value of the shares of the Companies including any significant changes that have taken place or are likely to take place in the financial position of the Companies, subsequent to the Appointed Date for the proposed merger. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- 3.5 In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Companies through broad inquiry, analysis and review, but have not carried out a due diligence or an audit of the information provided for the purpose of this engagement. Public information, estimates, industry and statistical information relied upon in this report have been obtained from sources considered by us to be reliable. However, we have not independently verified such information and make no representation as to the accuracy or completeness of such information from or provided by such sources. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Companies. We assume no responsibility for any errors in the above information furnished by the Companies and its consequential impact on the present exercise.
- 3.6 We have been provided with the estimates of future financial performance by the management of the Companies, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are



not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material.

- 3.7 Our report should not be construed as our opining or certifying the compliance of the proposed merger with the provisions of any law, including companies, taxation and capital market related laws, or as regards any legal implications or issues arising from such proposed merger.
- 3.8 This report is prepared only in connection with the proposed merger, exclusively for the use of the Companies and for submission to any regulatory/statutory authority, as may be required under any applicable law.
- 3.9 Any person/party intending to provide finance/invest in the shares/businesses of any of the Companies, shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 3.10 It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed merger, as aforesaid, can be done only with our prior permission in writing.
- 3.11 The fee for the engagement and this report is not contingent upon the results reported.
- 3.12 Neither N. M. Raiji & Co., nor its partners, managers, employees, nor any of their agents, make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All the aforesaid parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

4. SOURCES OF INFORMATION

For the purpose of the valuation exercise, we have relied upon the following sources of information provided by the management.

- (a) Memorandum and Articles of Association of the Companies;



- (b) Audited financial statements of VOL and ACL for the year ended March 31, 2016 and March 31, 2017;
- (c) Unaudited financial statements of VOL and ACL for the six months ended September 30, 2017;
- (d) Share capital details of the Companies as on March 31, 2017, September 30, 2017 and as on March 23, 2018;
- (e) Draft Scheme of merger by absorption, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013 (including statutory modifications or re-enactments thereto) for the time being in force;
- (f) Other relevant details regarding the Companies, such as their history, their promoters, past and present activities, other relevant information and data including information in the public domain; and
- (g) Such other information and explanations as we required and which have been provided by the management of the Companies. We have relied on the representations made to us by the management, including financial information, significant transactions and events occurring subsequent to the balance sheet date. We have assumed such representations to be reliable and our conclusions are dependent on such information being complete and accurate in all material respects.

5. VALUATION APPROACH

5.1 For the purpose of valuation, generally the following approaches are adopted:

- (a) the "Underlying Asset" approach;
- (b) the "Income" approach and
- (c) the "Market Price" approach;

6. SALIENT FEATURES OF THE PROPOSED SCHEME

6.1 The Scheme envisages merger of ACL with VOL.

6.2 The appointed date of the Scheme is 1st October, 2017. The 'Effective Date', as defined in the Scheme, is the date on which the certified copies of the Order of the NCLT, as defined in the Scheme, sanctioning the Scheme, is filed with the Registrar of Companies concerned.



- 6.3 The scheme envisages transfer of all the assets and liabilities, duties, obligations, contracts etc., of ACL to VOL, by way of merger, at their book values, with effect from the Appointed Date.
- 6.4 This Scheme will lead to consolidation of business and assets, synergy of operations and networks of both the Companies. This will help achieve better and more efficient utilization of available resources, benefits of internal economies, diversification in order to mitigate risks and improving organizational efficiencies.
- 6.5 In consideration, VOL will issue equity shares to the equity shareholders of ACL.

7. UNDERLYING ASSET APPROACH

- 7.1 The Underlying Asset Approach represents the value of the business, with reference to historical cost of assets owned and the attached liabilities on the valuation date.
- 7.2 The method of calculation of the share value, after ascertaining the net asset value on the basis of the book value, is generally considered as one of the accepted modes of valuation of shares. However, such value usually represents the support value of a going concern. The Underlying Asset approach represents the value, with reference to the historical cost of the assets owned by the Company and attached liabilities as at the valuation date. Under this method, the value is determined by dividing the net assets of the company by the number of shares.
- 7.3 Since the shares are valued on a "going concern" basis and an actual realization of the operating assets is not contemplated, we have considered it appropriate not to determine the realizable or replacement value of the assets. The operating assets have, therefore, been considered at their book values except for investments and surplus assets, which have been considered at their fair values.
- 7.4 However, since the companies are intended to be valued on 'going concern basis' and there are no intentions to dispose off the assets of the Companies, therefore the 'Underlying Asset' approach is not adopted for the present valuation exercise.
- 7.5 Considering the above and given the nature of business in which the companies are engaged, we have thought fit to use the "Income" approach and "Market Price" approach for the current valuation exercise.



8. INCOME APPROACH

8.1 Under the Income Approach, the equity shares of VOL and ACL have been valued as per the Discounted Cash Flow (DCF) method.

8.2 The Discounted Cash Flow Method (DCF) values the business of a company by discounting its free cash flows for the explicit forecasted period and the perpetuity value thereafter. Under this approach, below mentioned assumptions and steps have been taken:

8.2.1 We have been provided with the projections for the next five years and, thereafter, it has been assumed that the Companies will grow by 4.0% per annum for the perpetuity period;

8.2.2 As depreciation is non-cash charge, they have been added back to the estimated profits after tax;

8.2.3 Interest (after tax) has also been added to the estimated profit after tax;

8.2.4 Fund requirements for incremental working capital have been estimated and reduced from the cash earnings of the respective years;

8.2.5 Capital Expenditure for expansion is taken, as estimated by the management. For normal replacement of assets, estimated additional capital expenditure has been taken for the perpetuity period;

8.2.6 Cash flows for the explicit period are arrived at after considering the outflow of income tax;

8.2.7 The discounting factor to ascertain the present value of future cash flows has been arrived at by determining the Weighted Average Cost of Capital ('WACC') to the Company. The WACC is calculated using the Capital Asset Pricing Model ('CAPM'), where we have considered the risk free rate of return, beta and market return. We have assumed a risk free rate of 7.25%, market return of 14.0% and beta of 0.77 for VOL and 1.02 for ACL. We have also considered



additional risk premium of 1.0% for ACL on account of business risk and capital risk. The long term debt : equity ratio considered for ACL is 1:3 and that for VOL at 0:1. Accordingly, the WACC arrived at is 12.0% for VOL and 12.3% for ACL.

8.2.8 There are no contingent liabilities which will adversely impact the valuation of the Company; and

8.2.9 The perpetuity value and the discounted cash flow for the explicit period have been aggregated to arrive at the Enterprise Value.

8.2.10 From the Enterprise value so arrived, the Cash & Bank Balance as at 30th September 2017 has been added and the Debt position has been reduced to arrive at the equity value of the Companies.

8.2.11 The equity value so arrived at is divided by the outstanding equity shares to arrive at the value per share.

8.2.12 For arriving at the equity value per share of VOL under this approach, we have added the fair market value (net of applicable taxes) of surplus assets (land, building and plant & machinery) and non-current investments. The fair market value (net of applicable taxes) surplus assets (land, building and plant & machinery) is INR 589.3 lakhs and investments is INR 3,121.2 lakhs.

8.3 MARKET PRICE APPROACH

8.3.1 The market price of an equity share, as quoted on a stock exchange, is normally considered as the value of the equity shares of that company, where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

8.3.2 The equity shares of VOL are listed on the BSE SME platform. The shares are 'frequently traded' (in terms of Regulation 71A of SEBI Issue of Capital and Disclosure requirements (ICDR) Regulations) on the BSE SME stock exchange. Thus, under Market Price Method, in line with SEBI ICDR regulation 76(1) read



with Circular No. CFD/DIL3/CIR/2017/21 dated 10.3.2017 and Circular No. CFD/DIL3/CIR/2017/26 dated 23.3.2017, the volume weighted average price of equity shares of VOL during the two weeks preceding the date of the board meeting being higher (at INR 812.75) than the volume weighted average price during the 26 weeks preceding the date of the board meeting (INR 661.59), the value of INR 812.75 per share has been considered.

Note: Since the Board Meeting is held on March 25, 2018 (Sunday), we have considered relevant date to be March 23, 2018 (Friday) in terms of Regulation 71 of SEBI ICDR regulation, that if the relevant date falls on weekends / holiday, the day preceding the weekend / holiday will be reckoned to be the Relevant Date

8.3.3 Since the equity shares of ACL are not listed on any of the stock exchanges, the market value approach cannot be adopted for valuation of the shares of ACL.

9. RECOMMENDATION OF FAIR EXCHANGE RATIO

9.1 The fair basis of merger of the undertaking would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different values have been arrived at under each of the above approaches, for the purposes of recommending a share exchange ratio, it is necessary to arrive at a single value for the shares of each company. It is, however, important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of each company. Our exercise is to work out the relative value of shares of the Companies to facilitate the determination of an exchange ratio.

Considering the fact that, after the amalgamation, the business of the Companies is intended to be continued on a "going concern" basis, in order to arrive at the relative values of the Companies, we have considered it appropriate to adopt the "Income Approach" and "Market Price Approach" for the valuation of VOL and ACL.

9.2 To arrive at relative value of VOL, we considered it appropriate to give equal weights to the value determined as per DCF method and the Market price method. However, we found that the resulting value of each equity share of VOL was less than the price arrived at pursuant to SEBI ICDR regulation 76(1) read with Circular No. CFD/DIL3/CIR/2017/21 dated 10.3.2017 and Circular No. CFD/DIL3/CIR/2017/26 dated



23.3.2017. Hence, value per equity share of INR 812.75 arrived as per Market price method, has been adopted as value of each equity share of VOL.

- 9.3 To arrive at relative value of ACL, we have considered it appropriate to determine value as per DCF method. Since the shares of the company are not listed on any stock exchange, the Market Price Method cannot be considered.
- 9.4 The share exchange ratio has been arrived at on the basis of a relative valuation of the shares of the Companies based on the methodology explained herein above and various qualitative factors relevant to each company and the business dynamics and growth potential of the businesses of the Companies, having regard to the information base, management representations and perceptions, key underlying assumptions and limitations.
- 9.5 In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of the balance sheet but which will strongly influence the worth of the share.
- 9.6 In the light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion, the following is the fair value of Equity shares:

Valuation Approach	ACL		VOL	
	Value per Share (INR)	Weights	Value per Share (INR)	Weights
Asset Approach	83.4	0	139.2	0
Income Approach	755.9	1	806.8	0
Market Approach	Not Applicable	0	812.7	1
Relative Value per Share	755.9		812.7	
Share Exchange Ratio	0.93			

* Note: As mentioned earlier, we have not adopted the 'Underlying Asset' approach for ACL & VOL, 'Income' approach for VOL and 'Market' approach in case of ACL as its equity shares are not listed on any stock exchange, in the present valuation exercise. However, we have computed the value per share as per 'Underlying Asset' for VOL & ACL and 'Income' approach for VOL, for information purpose only, as required by BSE Limited vide their circular No. LIST/COMP/02/2017-18 dated May 29, 2017.



Accordingly, in the event of merger of ACL into VOL, the shares to be issued to the shareholders of ACL as consideration in the proportion of their shareholding in ACL would be:

For Equity Shareholders:

72 (seventy two) Equity Shares of VOL of face value INR 10/- each and 21 OCPS of face value INR 10/- each, for every 100 equity shares of ACL of INR 10/- each. Shareholders holding less than 100 equity shares of ACL will be issued proportionate shares of VOL based on above mentioned share exchange ratio.

For Preference Shareholders:

As mentioned above

1 (One) Redeemable Preference Share of VOL of face value INR 100/- each, for every
1 (One) Redeemable Preference Share of ACL of face value INR 100/- each.

For N. M. Raiji & Co.
Chartered Accountants
Firm's Regn. No.: 108296W



(Vinay D. Balse)
Partner
Membership No.: 39434

Place: Mumbai



STRICTLY PRIVATE & CONFIDENTIAL

March 25, 2018
The Board of Directors

Valiant Organics Limited
109, Udyog Kshetra
Mulund Goregaon Link Road
Mulund (West), Mumbai 400 080.

Dear Sirs,

Sub.: Fairness Opinion Certificate on the report on recommendation of Share Exchange Ratio by N. M. Raiji & Co. (Chartered Accountants).

Re.: Scheme of Merger by absorption of Amarjyot Chemical Limited ("Amarjyot" or the "Transferor Company") with Valiant Organics Limited ("Valiant" or the "Transferee Company") and their respective shareholders and creditors ("Scheme").

This has reference to the request made by the management of Valiant Organics Limited in connection with fairness opinion on the report on recommendation of Share Exchange Ratio by N. M. & Co. (Chartered Accountants) (hereinafter referred to as "the Valuer") for issue of Equity Shares and Optionally Convertible Preference Shares ("OCPS") of the Valiant to the equity shareholders of Amarjyot, in connection with proposed merger of Amarjyot with Valiant.

1. PURPOSE OF SHARE EXCHANGE REPORT BY THE VALUER

1.1 The Board of Directors of Valiant has considered and approved the Scheme of Amalgamation at their meeting held on March 25, 2018 providing for merger of Amarjyot with Valiant. As consideration for the merger, Valiant would issue Equity Shares and OCPS to the equity shareholders of Amarjyot. The appointed date for the purpose of merger is October 1, 2017. Valiant holds 15,393 equity shares representing 0.18% of the total equity share capital of Amarjyot. The existing share capital of Amarjyot held by Valiant is proposed to be cancelled as part of the proposed merger.

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- 1.2 In this regard, N. M. Raiji & Co. (Chartered Accountants) was appointed by the Company to recommend a Share Exchange Ratio for the proposed merger.
- 1.3 The information contained herein and our report is confidential. It is intended only for the sole use of captioned purpose including for the purpose of obtaining requisite approvals as per regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations 2015") read with SEBI Circular CFD/DIL3/CIR/2017/21, dated March 10, 2017 and SEBI Circular CFD/DIL3/CIR/2018/2, dated January 2, 2018 ("SEBI Circular").

2. BRIEF BACKGROUND OF COMPANIES

2.1 Valiant Organics Limited

- 2.1.1 Valiant Organics Limited (hereinafter referred to as "Valiant") is a chemical manufacturing company, with a focus on manufacturing of Chlorophenol and Para Nitro Aniline, chemicals which has several applications, mainly in the agro-chemical industry, pharmaceutical industry, dyes industry, manufacturing of cosmetics and veterinary drugs.
- 2.1.2 Valiant operates a single location manufacturing facility at Sarigam Industrial Estate.
- 2.1.3 This business was originally begun in the year 1984 as a partnership concern in the name of Valiant Chemical Corporation and was converted into a private limited company, i.e. Valiant Organics Limited in the year 2005. In 2015, Valiant was further converted into a public limited company.
- 2.1.4 Equity shares of Valiant are listed on the SME platform of BSE Limited
- 2.1.5 The Shareholding pattern of Valiant as on March 23, 2018 is as under:

Shareholders	No. of Shares	%
Promoters	27,92,250	47.61
Public	30,72,100	52.39
Total	58,64,350	100.00



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2.2 Amarjyot Chemical Limited

2.2.1 Amarjyot Chemical Limited (hereinafter referred to as "Amarjyot") was incorporated in the year 1978. It is one of the leading manufacturers and suppliers of Specialty Chemicals. Amarjyot is headed by first generation technocrats, having a vast experience in the Industry. Amarjyot's plants are located at Vapi, Jhagadia and Ahmedabad in Gujarat.

2.2.2 Amarjyot is manufacturing and carries out Ammonolysis, Hydrogenation, Nitration, Sulphonation, Acetylation reactions at its units.

2.2.3 Amarjyot's products find use across multiple Industries.

2.2.4 Some of the Products of the company are as follows:

- Dye Intermediates: Para Nitro Aniline, Ortho Chloro Para Nitro Aniline, 6 Acetyl OAPSA, Ortho Anisidine, Para Anisidine and OT5SA.
- Intermediates for Pigments: 2 B Acid, 4 B Acid, 6 B Acid, ONAPSA.
- Agro Intermediates: N-IsoPropyl Para Chloro Aniline (IPPCA), Meta Chloro Aniline, Para Fluoro Aniline, 4-Fluoro-N-isoPropylAniline (F.I.Aniline).
- Dyes: Acid Dyes, Reactive Dyes, Direct Dyes

2.2.5 The Shareholding pattern of ACL as on March 23, 2018 is as under:

• Equity Shares

Shareholders	No.of Shares	%
Promoters	44,20,832	50.56
Non Promoters	43,23,548	49.44
Total	87,44,380	100.00

• Preference Shares

Shareholders	No.of Shares	%
Promoters	21,055	53.44
Non Promoters	18,345	46.56
Total	39,400	100.00



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3. SOURCES OF INFORMATION

For the purposes of fairness opinion, we have relied upon the following sources of information:

- (a) Draft Scheme of Merger by absorption u/s. 230 to 232 of the Companies Act, 2013
- (b) Certified Report on Recommendation of Share Exchange Ratio for the Merger of Amarjyot with Valiant dated March 25, 2018, issued by N. M. Raiji & Co (Chartered Accountants)
- (c) Certified Copy of Certificate of Incorporation and Memorandum and Articles of Association of Valiant and Amarjyot
- (d) Audited Financial Statements of Valiant and Amarjyot for the financial year ("FY") ended March 31, 2017.
- (e) Management certified Provisional Financial Statements of Amarjyot and Valiant for the 6 months period ended September 30, 2017 ('6ME Sep 17').
- (f) Financial Projections of Amarjyot and Valiant comprising of Balance Sheet and Statement of Profit and Loss for FY 2017-18 to FY 2022-23 as provided by the Management.
- (g) Discussions with the Management of Valiant and Amarjyot on various issues relevant for the valuation including the prospects and outlook for the industry, expected growth rate and other relevant information relating to future expected profitability of the business, etc.
- (h) Other relevant details regarding the Companies such as their history, their promoters, past and present activities, future plans and prospects, existing shareholding pattern and other relevant information and data as provided by the Management of Valiant and Amarjyot.
- (i) Other such information and explanations as were required and which have been provided by N. M. Raiji & Co (Chartered Accountants).
- (j) Information available in the public domain.

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4. EXCLUSIONS AND LIMITATIONS

- 4.1 Conclusions reached by us are dependent on the information provided to us being complete & accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. We have not performed any audit, review or examinations of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to the date of our certificate.
- 4.2 No investigation of the Companies' claim to title of assets has been made by us for the purpose of this exercise and the Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the account. Therefore, no responsibility is assumed for matters of a legal nature.
- 4.3 This certificate is prepared with a limited purpose / scope as identified / stated earlier and will be confidential being for use only to whom it is issued. It must not be copied, disclosed or circulated in any correspondence or discussions with any person, except to whom it is issued and to those who are involved in this transaction and for various approvals for this transaction.
- 4.4 Our opinion is not, nor should it be construed as our opining or certifying the compliance of proposed merger with the provision of any law including Companies, Taxation and other regulatory provisions or as regards any legal implications or issues arising thereon. Our opinion also does not address any matters otherwise than as expressly stated herein, including but not limited to matters such as corporate governance matters, shareholder rights or any other equitable considerations. We have also not opined on the fairness of

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any terms and conditions of the scheme other than the fairness, from financial point of view, of the Share Exchange Ratio.

- 4.5 We do not express any opinion as to the price at which shares of the Company may trade at any time, including subsequent to the date of this opinion. In rendering our opinion, we have assumed, that the scheme will be implemented on the terms described therein, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary Regulatory or third-party approvals for the Scheme, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on the Companies.
- 4.6 The Fairness Opinion is addressed only to the Board of Directors of Companies and is for the purpose of submission to the Stock Exchanges under the SEBI Circular. Further, the Fairness Opinion may be disclosed on the website of Companies and the Stock Exchanges and also be made part of the explanatory statement to be circulated the shareholders and/or creditors of the Company. The Fairness Opinion shall not otherwise be disclosed or referred to publicly or to any other third party without Master Capital's prior written consent. The Fairness Opinion should be read in totality and not in parts.
- 4.7 In no circumstances however, will Master Capital Services Limited or its directors, officers, employees and controlling persons of Master Capital accept any responsibility or liability including any pecuniary or financial liability to any third party.
- 4.8 Further, this Fairness Opinion should not be used or quoted for any purpose other than the purpose mentioned hereinabove. If this Fairness Opinion is used by any person other than to whom it is addressed or for any purpose other than the purpose stated hereinabove, then we will not be liable for any consequences thereof. Neither this Fairness Opinion nor its contents may be referred to or quoted to / by any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties.

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5. CONCLUSION

5.1 We have reviewed the approach used by the Valuer for recommending of Share Exchange Ratio for the merger.

5.2 On the basis of the foregoing points read with regulation 37 of the SEBI (LODR) Regulations, 2015 and in terms of SEBI Circular CFD/DIL3/CIR/2017/21, dated March 10, 2017 and SEBI Circular CFD/DIL3/CIR/2018/2, dated January 2, 2018 ("SEBI Circular"), we are of the opinion that the recommendation made by N. M. Rajji & Co. (Chartered Accountants) is fair & reasonable with regards to Exchange Ratio for merger of Amarjyot with Valiant which is as under:

- **For Equity Shareholders:**

72 (seventy two) Equity Shares of Valiant of face value INR 10/- each and 21 OCPS of face value INR 10/- each, for every 100 equity shares of Amarjyot of INR 10/- each. Shareholders holding less than 100 equity shares of Amarjyot will be issued proportionate shares of Valiant based on above mentioned share exchange ratio.

- **For Preference Shareholders:**

1 (One) Redeemable Preference Share of Valiant of face value INR 100/- each, for every 1 (One) Redeemable Preference Share of Amarjyot of face value INR 100/- each.

Thanking you,

Yours faithfully,

For Master Capital Services Limited



Name: Jagmohan Singh

Designation: Manager

Place: Chandigarh

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REPORT ADOPTED BY THE BOARD OF DIRECTORS OF AMARJYOT CHEMICAL LIMITED (TRANSFEROR COMPANY) AND VALIANT ORGANICS LIMITED (TRANSFeree COMPANY) AT ITS MEETING HELD ON MARCH 25, 2018 EXPLAINING EFFECT OF THE SCHEME OF MERGER BY ABSORPTION ON THE SHAREHOLDERS (INCLUDING PROMOTER & NONPROMOTER) & KEY MANAGERIAL PERSONNEL

1. The proposed Scheme of merger by absorption between Amarjyot Chemical Limited (“Amarjyot” or “Transferor Company”) with Valiant Organics Limited (“Valiant” or “Transferee Company”) and their respective shareholders and creditors (“the Scheme”) was approved by the Board of Directors of both the Companies at their separate meetings held on March 25, 2018. Subsequent to the said date, provisions of Section 230 to 232 of the Companies Act, 2013, inter alia, governing amalgamation of companies have become operative with effect from October 1, 2017. Provisions of Section 232(2)(c) of the said Act require the Directors to adopt a report explaining effect of the merger on its shareholders (including Promoter and non-promoter shareholders) and key managerial personnel(KMPs) laying out in particular the share exchange ratio and the same is required to be circulated to the equity shareholders.
2. This report of the Board is accordingly being made in pursuance to the requirement of Section 232(2)(c) of the Companies Act, 2013.
3. The following documents were placed before the Board:
 - (a) Proposed Scheme of Merger;
 - (b) Valuation Report dated March 25, 2018 of M/s. N.M. Raiji & Co, Independent Chartered Accountants;
 - (c) Fairness Opinion dated March 25, 2018 issued by Master Capital Services Limited, a Category I Merchant Banker registered with the Securities and Exchange Board of India
 - (d) Certificate dated March 25, 2018 issued by Statutory Auditor of the Company, M/s Madan Dedhia & Associates, Chartered Accountants, confirming that the accounting treatment prescribed in the Scheme is in compliance with the Accounting Standards;
 - (e) Report of the Audit Committee of the Board of Directors of Valiant dated March 25, 2018.
4. Effect of the Scheme on shareholders (promoter and non-promoter shareholders), employees and KMPs of Amarjyot and Valiant:
 - (a) **Promoter & Non-Promoter Shareholders:** The rights and interests of the Promoters and Non Promoter Shareholders (i.e. Equity and Preference Shareholders) of Companies involved in the Scheme will not be prejudicially affected by the Scheme. The effect of the Scheme on the Promoter and Non-Promoter Shareholders of respective companies are as under:
 - i. **Amarjyot:** Under the Scheme, an arrangement is sought to be entered into between the Transferor Company and its equity shareholders. Upon the Scheme becoming effective, the (a) equity shareholders (Promoter shareholders or non-promoter shareholders) of Transferor Company, shall become the equity shareholders and preference shareholders of the Transferee Company; and (b) the preference shareholders of the Transferor Company shall become the preference shareholders of the Transferee Company, based on the share exchange ratio as stipulated in the Scheme and shall cease to be equity and preference shareholders of the Transferor Company as it will stand dissolved without winding up. Upon the Scheme becoming effective and on allotment of New Shares (as defined in the Scheme) by the Transferee Company, the shares held in the Transferor Company shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled.
 - ii. **Valiant:** Under the Scheme, an arrangement is sought to be entered into between the Transferee Company and its equity shareholders. Upon the Scheme becoming effective, the Transferee Company shall allot equity shares and preference shares, based on the share exchange ratio and in the manner stipulated in the Scheme, to the equity and preference shareholders of the Transferee Company as under
 - ‘72 (Seventy Two) fully paid Equity Shares of Rs. 10/- each of Valiant and 21 (Twenty One) Optionally Convertible Preference Shares (“OCPS”) of Rs. 10/- of Valiant fully paid up shall be issued and allotted for every 100(One Hundred) Equity Shares of Rs. 10/- each held in Amarjyot.’;
 - ‘1(one) Redeemable Non-cumulative Preference share (“RNPS”) of Rs.100/- each of Valiant shall be issued and allotted for every Compulsorily Redeemable Non-cumulative Preference share of Rs.100/- each held in Amarjyot.’

(b) Employees:

- (i) **Amarjyot:** The rights and interests of the employees involved in the Scheme will not be prejudicially affected by the Scheme as all the permanent employees of the Transferor Company who are in service on the date immediately preceding the Effective Date shall, on and from the Effective Date be deemed to be employees of the Transferee Company, without any break or interruption in service for the purpose of calculating retirement benefits and on the terms and conditions not less favourable than those subsisting immediately preceding the Effective Date as per Clause 9 of the Scheme. Services of the employees of the Transferor Company shall be taken into account from the date of their appointment with the Transferor Company for the purposes of all retirement benefits and all other entitlements for which they may be eligible.
- (ii) **Valiant:** No rights of employees of the Transferee Company are being affected and their services shall continue on the same terms and conditions on which they are engaged.

(c) Directors/ Key Managerial Personnel:

- (i) **Amarjyot:** Upon the Scheme becoming effective, the Directors / KMPs of Amarjyot shall cease to be its Directors / KMPs as Amarjyot shall stand dissolved without winding up.
- (ii) **Valiant:** There is no effect of the Scheme on the Directors / Key Managerial Personnel of Valiant.

- (d) No special valuation difficulties were reported.

**By Order of the Board of
Valiant Organics Limited**

**By Order of the Board of
Amarjyot Chemical Limited**

Sd/-
Hemchand L. Gala
Chairman and Managing Director
DIN : 01587225

Sd/-
Bijal D. Modi
Managing Director
DIN : 00616848

DCS/AMAL/PB/R37/1212/2018-19

July 13, 2018

The Company Secretary,
Valiant Organics Ltd.
109, Udyog Kshetra,, 1st Floor,
Mulund Goregaon Link Road, Mulund - West,
Mumbai , Maharashtra ,400080

Sir,

Sub: Observation letter regarding the Draft Scheme of Merger by Absorption between Amarjyot Chemical Limited and Valiant Organics Limited.

We are in receipt of Draft Scheme of Merger by Absorption between Amarjyot Chemical Limited and Valiant Organics Limited and their respective shareholders and Creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated July 13, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

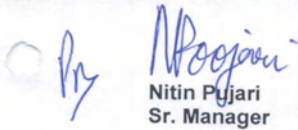
(2)

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Sr. Manager



Valiant Organics Limited

Regd. Off. : 109, Udyog Kshetra, 1st Floor, Mulund Goregaon Link Road, Mulund (W), Mumbai - 400 080.
Tel. : 91-22-2591 3767 / 6, 6797 6640 / 5 • Fax : 91-22-2591 3765 • E-mail : info@valiantorganics.com
Website : www.valiantorganics.com • CIN NO.: L24230MH2005PLC151348

Date: May 21, 2018

To,
Listing Department
BSE Limited
P J Towers, Dalal Street,
Fort, Mumbai - 400 001
BSE Scrip Code: 540145

Dear Sirs,

Sub: Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

Ref: Scheme of Merger by Absorption between Amarjyot Chemical Limited ("Transferor Company" or "ACL" or "Company") and Valiant Organics Limited ("Transferee Company" or "VOL") and their Respective Shareholders and Creditors (hereinafter referred to as "the Scheme").

We refer to the Scheme and In-principle application filed on April 19, 2018 under Regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("LODR Regulations"), please find below Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	1
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	1
4.	Number of complaints resolved	1
5.	Number of complaints pending	Nil

Part B

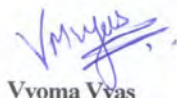
Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Tushaar Talwar	April 2, 2018	Resolved

We request you to take the above on record..

Thanking you,

Yours faithfully,

For Valiant Organics Limited


Vyoma Vyas

Company Secretary & Compliance Officer



Madan Dedhia
B. Com., F.C.A.

Dhaval Karania
B. Com., A.C.A.

Madan Dedhia & Associates
Chartered Accountants
Address
204, Chheda Bhavan, 98, Surat Street,
Masjid (E), Mumbai - 400 009.
Tel No.: 022 - 23487222
E-mail – camdassociate@gmail.com

Independent Auditor's Report

To the Members of
Valiant Organics Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Valiant Organics Limited** ("the Company") which comprise the balance sheet as at 31st March, 2018, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial

statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018 and its profit and its cash flows for the year ended on that date:

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 of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - 1) 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;
 - 2) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books

- 3) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- 4) In our opinion, the aforesaid financial statements comply with the Accounting Standards referred specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
- 5) On the basis of written representations received from the directors as on 31st March, 2018, and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2018, from being appointed as a director in terms of clause (g) of sub-section (1) of section 164(2) of the Companies Act, 2013.
- 6) On the basis of information and explanation of the Company provided to us, the internal financial control, framework the report of the internal auditors and in our opinion, the Company has adequate internal financial controls systems in place and the operating effectiveness of such controls.
- 7) 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, in our opinion and to the best of our information and according to the explanations given to us,
 - a. The company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - b. The company did not have any long term contracts including derivative contracts which were any material foreseeable losses.
 - c. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. Based on the audit procedures and the representations provided to us by the management, we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the management..

For **Madan Dedhia & Associates**
Chartered Accountants
Firm Reg. No. 113095W

Dhaval Karania
Partner
Membership No. 151890

Place: Mumbai
 Dated: May 28, 2018.

ANNEXURE - A ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2018, we report that:

- 1)
 - a. As informed to us the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. All the fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of the assets. No material discrepancies were noticed on such verification.
 - c. According to the information and explanation given to us, the title deeds of immovable properties of the Company are held in the name of the Company.
- 2) As explained to us, inventories have been physically verified during the year by the management at a reasonable intervals and in our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on physical verification of inventories as compared to the book records.
- 3) According to the information and explanations given to us the company has granted loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
 - a. In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the party listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company
 - b. In the case of loans granted to the party listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
 - c. There are no overdue amounts in respect of the loan granted to a party listed in the register maintained under Section 189 of the Act.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Act, in respect to the loans and investment made.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve bank of India and the provision of sections 73 to 76 any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regards to the deposits accepted from the public are not applicable.
- 6) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies

Act, 2013, and are of the opinion that prime facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same.

7)

- a. According to the information and explanations given to us and on the basis of the records of the company, amounts deducted / accrued in the books of the account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Goods & Service Tax, Value Added Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues have been regularly deposited during the year by the company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Value Added Tax, Goods & Service Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues were in arrears as at 31st March, 2018 for a period more than six months from the date they became payable.
- b. According to the information and explanations given to us, there are no dues of Income-tax, Sales-tax, Value Added Tax, Goods & Service Tax, Service Tax, Custom Duty, Excise Duty, Cess tax which have not been deposited on account of any dispute.

- 8) According to the information and explanations given to us, the Company has not defaulted in repayment of dues from any financial institutions, banks, government or debenture holders during the year.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year; Accordingly, para 3(ix) of the Order is not applicable.
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12) The Company is not a nidhi company. Accordingly clause (xii) of the order is not applicable to the company.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

16) According to the information and explanations given to us and based on our examination of the records, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Madan Dedhia & Associates**
Chartered Accountants
Firm Reg. No. 113095W

Dhaval Karania
Partner
Membership No. 151890

Place: Mumbai
Dated: May 28, 2018.

ANNEXURE - B REPORT ON INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Report on the Internal Financial Control 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 **Valiant Organics Limited** ("the Company") as of March 31, 2018 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 Company's management 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 ('ICAI'). 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 controls 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 judgment, 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 Company's internal financial controls system over financial reporting.

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 authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use,

or disposition of the company's assets that could have a material effect on the financial statements.

Inherent 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, 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, 2018, 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 **Madan Dedhia & Associates**
Chartered Accountants
Firm Reg. No. 113095W

Dhaval Karania
Partner
Membership No. 151890

Place: Mumbai
Dated: May 28, 2018.

BALANCE SHEET AS AT 31st MARCH, 2018.

(Amount in ₹)

Particulars	Note No.	As at 31-March-2018	As at 31-March-2017
I. EQUITY AND LIABILITIES			
(1) Shareholders Funds			
(a) Share Capital	1	5,86,43,500	3,64,03,200
(b) Share Suspense Account pending allotment upon Scheme of Amalgamation		-	2,22,40,300
(c) Reserves and Surplus	2	53,31,31,161	41,56,32,922
Sub - Total (A)		59,17,74,661	47,42,76,422
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	30,00,000	30,87,072
(b) Deferred Tax Liabilities (Net)	4	3,67,21,750	3,23,57,438
(c) Long Term Provisions	5	1,10,47,935	33,95,812
Sub - Total (B)		5,07,69,685	3,88,40,322
(3) Current Liabilities			
(a) Short-Term Borrowings	6	32,05,199	27,76,902
(b) Trade Payables	7	24,96,76,017	12,56,83,677
(c) Other Current Liabilities	8	1,18,77,563	30,43,966
(d) Short-Term Provisions	9	5,44,11,283	4,04,97,680
Sub - Total (C)		31,91,70,061	17,20,02,225
Total (A+B+C)		96,17,14,407	68,51,18,969
II.ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	10		
(i) Tangible Assets		30,63,77,724	26,42,35,761
(ii) Intangible Assets		-	-
(b) Non-Current Investments	11	7,10,12,977	6,64,61,225
(c) Long-Term Loans & Advances	12	87,39,846	1,30,73,307
Sub - Total (D)		38,61,30,547	34,37,70,293
(2) Current Assets			
(a) Inventories	13	7,09,44,617	9,37,44,753
(b) Trade Receivables	14	36,88,74,669	17,68,42,470
(c) Cash and Cash Equivalents	15	11,55,59,002	5,03,47,675
(d) Short-Term Loans and Advances	16	2,02,05,572	2,04,13,778
Sub - Total (E)		57,55,83,860	34,13,48,676
Total (D+E)		96,17,14,407	68,51,18,969
Notes to the accounts form integral part of accounts			

Previous Year's figures are regrouped / rearranged wherever required

As per our report of even date

For Madan Dedhia & Associates
Chartered Accountants
Firm Regn No. 113095W

For Valiant Organics Limited

Dhaval Karania
Partner
Membership No. 151890

Hemchand Gala
Chairman & Managing Director
DIN 01587225

Arvind Chheda
Whole Time Director & CFO
DIN 00299741

Place: Mumbai
Dated: 28th May, 2018

Vyoma Vyas
Company Secretary

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

	Particulars	Note No.	For the year ended 31-March-2018	For the year ended 31st March, 2017
I	Revenue from operations	17	1,20,64,46,823	73,38,76,852
II	Other Income	18	1,48,46,119	1,49,66,426
III	Total Revenue (I +II)		1,22,12,92,942	74,88,43,278
IV	Expenses:			
	Cost of materials consumed	19	76,99,82,132	42,16,19,775
	Trading Purchase		-	5,32,512
	Changes in inventories of Finished Goods, WIP & Stock-in-Trade	20	(2,63,44,075)	46,20,051
	Employee Benefit Expenses	21	4,77,50,261	3,25,37,860
	Financial Cost	22	46,90,918	25,46,998
	Depreciation and Amortization Expense	23	2,18,84,025	1,70,93,682
	Other Expenses	24	15,09,88,808	9,08,08,244
	Total Expenses (IV)		96,89,52,069	56,97,59,122
V	Profit before tax & extraordinary items (III - IV)		25,23,40,874	17,90,84,157
VI	Extraordinary Item (Prior Period Item)		-	-
VII	Profit before tax (V - VI)		25,23,40,874	17,90,84,157
VIII	Tax expense:			
	(1) Current tax		8,46,00,000	5,94,00,000
	(2) Short / (Excess) provision for tax of earlier year(s)		-	9,94,630
	(3) Deferred tax		43,64,312	24,89,813
IX	Profit/(Loss) for the period (VII - VIII)		16,33,76,562	11,61,99,714
X	Earning per equity share:	25		
	(1) Basic		27.86	19.81
	(2) Diluted		27.86	21.89
Notes to the accounts form integral part of accounts				

Previous Year's figures are regrouped / rearranged wherever required

As per our report of even date

For Madan Dedhia & Associates
Chartered Accountants
Firm Regn No. 113095W

For Valiant Organics Limited

Dhaval Karania
Partner
Membership No. 151890

Hemchand Gala
Chairman & Managing Director
DIN 01587225

Arvind Chheda
Whole Time Director & CFO
DIN 00299741

Place: Mumbai
Dated: 28th May, 2018

Vyoma Vyas
Company Secretary

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

1	SHARE CAPITAL	As at 31-March-2018	As at 31-March-2017
	Authorised Capital 1,05,00,000 (P.Y. 40,00,000) Equity Shares of ₹ 10/- each.	10,50,00,000	4,00,00,000
		10,50,00,000	4,00,00,000
i	Issued, Subscribed & Paid Up Equity Share Capital 58,64,350 (P.Y. 36,40,320) Equity Shares of ₹ 10/- each fully paid up	5,86,43,500	3,64,03,200
ii	Share suspense account pending allotment under the Scheme of Amalgamation of Abhilasha Tex-Chem Limited with the Company - Abhilasha Tex-Chem Limited	-	2,22,40,300
	Total in ₹	5,86,43,500	3,64,03,200

1.1 The reconciliation of number of shares outstanding is set out below

Particulars	Equity Shares Numbers	
	31.03.2018	31.03.2017
Shares outstanding at the beginning of the year	36,40,320	36,40,320
Add: Shares Issued during the year	22,24,030	-
Less: Shares bought back during the year	-	-
Shares outstanding at the end of the year	58,64,350	36,40,320

1.2 The details of Equity shareholders holding more than 5% shares

Name of Shareholder	As at March 2018		As at March 2017	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Arvind K. Chheda	4,27,738	7.29	4,27,738	11.75
Vicky H. Gala	2,86,930	4.89	2,86,930	7.88
Bhanumati M. Savla	4,25,030	7.25	4,18,130	11.49
Arti R. Gogri	5,48,521	9.35	4,45,938	12.25
Manisha R. Gogri	7,61,329	12.98	5,82,457	16.00
Meena M. Chheda	2,91,226	4.97	2,91,226	8.00
Jaya C. Gogri	3,29,300	5.62	-	-

1.3 The details of Equity Shares outstanding during last 5 years

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
No. of Equity Shares outstanding	58,64,350	36,40,320	36,40,320	3,64,032	3,64,032

1.4 22,24,030 Equity Shares (Previous year Nil) were issued to the Shareholders of Abhilasha Texchem Ltd. pursuant to its Merger with the Company.

1.5 Bonus Shares Issued during past five years

32,76,288 Equity shares of ₹10/- each issued as bonus shares in F.Y. 2015-16

1.6 Buy back of Shares during past five years

N.A.

1.7 Terms / Rights attached to Equity Shares

The Company has only one class of Shares referred to as Equity Shares having a par value of ₹ 10. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. the distribution will be in proportion to the number of equity shares held by the shareholder.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

2	RESERVE & SURPLUS	As at 31-March-2018	As at 31-March-2017
a	Capital Reserve		
	Opening Balance	14,36,01,636	-
	Add: Addition on Merger	-	14,36,01,636
	Less: Utilized for Issue of Bonus Shares	-	-
	Closing Balance (a)	14,36,01,636	14,36,01,636
	General Reserve		
	Opening Balance	2,18,64,678	1,02,44,707
	Add: Transfer from P&L A/c	1,63,37,656	1,16,19,971
	Less: Utilized for Issue of Bonus Shares	-	-
	Closing Balance (b)	3,82,02,334	2,18,64,678
	Profit & Loss Account		
	Opening Balance	25,01,66,608	18,08,77,879
	Addition		
	Net Profit / (Loss) for the year	16,33,76,561	11,61,99,714
	Deduction		
	Transfer to General Reserve	(1,63,37,656)	(1,16,19,971)
	Interim Dividend	(1,46,60,873)	-
	Proposed Final Dividend	(2,34,57,400)	(2,93,21,745)
	Tax on Proposed Dividend / Final Dividend	(77,60,049)	(59,69,268)
	Closing Balance (c)	35,13,27,191	25,01,66,608
	Total in ₹ (a + b + c)	53,31,31,161	41,56,32,922

3	LONG TERM BORROWINGS	As at 31-March-2018	As at 31-March-2017
I	Secured Borrowings		
	- Car Loan	-	87,072
II	Unsecured Borrowings		
	- Deposit Received	30,00,000	30,00,000
	Total in ₹	30,00,000	30,87,072

4	DEFERRED TAX LIABILITY	As at 31-March-2018	As at 31-March-2017
	Deferred Tax Liability		
	Opening Balance	3,23,57,438	2,97,66,423
	Add: On Fixed Assets	46,84,198	28,61,343
	Less: On Accrued benefit to Employees	(3,19,886)	(2,70,328)
	Total in ₹	3,67,21,750	3,23,57,438

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

5	LONG TERM PROVISIONS	As at 31-March-2018	As at 31-March-2017
i	Provision For Gratuity	24,64,796	12,69,683
ii	Provision For Taxation	85,83,139	21,26,129
	Total in ₹	1,10,47,935	33,95,812

6	SHORT TERM BORROWINGS	As at 31-March-2018	As at 31-March-2017
i	Secured		
	- Working Capital Loans From Banks	31,18,127	27,76,902
	- Car Loan	87,072	-
	Total in ₹	32,05,199	27,76,902

Note: Working Capital loan of ₹ 13,00,00,000/- (Previous Year ₹ 13,00,00,000) from Citi Bank is secured by exclusive charge on present and future stocks, book debts, fixed assets, hypothecation of stock and book debts of the respective activities and collateral security is provided by creating equitable mortgage of the properties held by the company. It is also personally guaranteed by the Directors of the company.

7	TRADE PAYABLES	As at 31-March-2018	As at 31-March-2017
	For Goods Purchased	22,38,04,540	11,39,45,294
	For Others	2,58,71,477	1,17,38,383
	Total in ₹	24,96,76,017	12,56,83,677

Note: In the absence of necessary information relating to registration status of supplier under the Micro, Small & Medium Enterprises Development Act, 2006 with company, the information required under the said Act could not be disclosed.

8	OTHER CURRENT LIABILITIES	As at 31-March-2018	As at 31-March-2017
i	Others		
	- Statutory Dues	14,27,396	7,12,641
	- Other Payable	1,04,50,167	23,31,325
	Total in ₹	1,18,77,563	30,43,966

9	SHORT TERM PROVISIONS	As at 31-March-2018	As at 31-March-2017
	Provision For Employees Benefit	61,02,476	52,06,667
	Proposed Dividend & Tax	4,83,08,807	3,52,91,013
	Total in ₹	5,44,11,283	4,04,97,680

SCHEDULE - 10 : FIXED ASSETS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

Sr. No.	ASSETS	RATE	GROSS BLOCK				DEPRECIATION				NET BLOCK	
			As on 01.04.2017	Addition for the year	Sale / Transfer	As on 31.03.2018	As on 01.04.2017	Deduction	For the period	As on 31.03.2018	As on 31.03.2018	As on 31.03.2017
1	Tangible Assets											
	Land	NIL	1,92,10,111	-	-	1,92,10,111	4,97,721	-	2,32,272	7,29,993	1,84,80,118	1,87,12,390
	Land Development	NIL	12,50,000	-	-	12,50,000	-	-	-	-	12,50,000	12,50,000
	Residential Plot	1.63%	13,73,400	-	-	13,73,400	2,51,844	-	22,386	2,74,230	10,99,170	11,21,556
	Building	3.34%	3,60,25,838	68,74,939	-	4,29,00,777	86,75,351	-	12,07,921	98,83,272	3,30,17,505	2,73,50,488
	Plant & Machinery	5.28%	32,94,73,236	5,60,33,320	24,48,000	38,30,58,556	12,49,51,998	6,91,752	1,85,44,901	14,28,05,147	24,02,53,408	20,45,21,238
	Electrification	9.50%	28,33,227	-	-	28,33,227	7,82,134	-	2,15,198	9,97,332	18,35,895	20,51,093
	Furniture & Fixtures	9.50%	6,58,917	12,09,879	-	18,68,796	3,33,816	-	1,07,650	4,41,466	14,27,331	3,25,102
	Vehicle	9.50%	1,18,97,374	-	-	1,18,97,374	37,82,064	-	11,01,677	48,83,741	70,13,633	81,15,310
	Office Equipment	19.00%	7,86,010	4,50,375	-	12,36,385	5,70,217	-	1,74,883	7,45,100	4,91,285	2,15,793
	Computer	31.67%	11,78,692	4,02,721	-	15,81,413	10,47,911	-	1,83,621	12,31,532	3,49,881	1,30,782
	Laboratory Equipments	9.50%	8,83,003	8,11,000	-	16,94,003	4,40,998	-	93,516	5,34,514	11,59,489	4,42,005
	Tangible Assets (1)		40,55,69,813	6,57,82,234	24,48,000	46,89,04,047	14,13,34,055	6,91,752	2,18,84,025	16,25,26,326	30,63,77,724	26,42,35,761
2	Capital WIP (2)											
			-	-	-	-	-	-	-	-	-	-
3	Intangible Assets											
	Goodwill		1,00,00,000	-	-	1,00,00,000	1,00,00,000	-	-	1,00,00,000	-	-
	Technical Knowhow		1,50,00,000	-	-	1,50,00,000	1,50,00,000	-	-	1,50,00,000	-	-
	Tangible Assets (3)		2,50,00,000	-	-	2,50,00,000	2,50,00,000	-	-	2,50,00,000	-	-
	Current Year (1 + 2 + 3)		43,05,69,813	6,57,82,234	24,48,000	49,39,04,047	16,63,34,055	6,91,752	2,18,84,025	18,75,26,326	30,63,77,724	26,42,35,761
	Previous Year		39,04,77,234	4,29,96,351	29,03,772	43,05,69,813	14,87,67,439	16,88,947	1,92,55,561	16,63,34,055	26,42,35,761	24,17,09,795

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

11	NON CURRENT INVESTMENTS	As at 31-March-2018	As at 31-March-2017
a	In Quoted Equity Shares	6,19,64,725	3,38,45,798
	Company		
	Aarti Industries Limited	1,95,82,360	1,95,82,360
	Aditya Birla Capital Limited	3,99,038	-
	Aegis Logistics Limited	-	2,74,388
	Automobile Corporation	7,00,536	-
	Axis Bank Limited	2,03,094	2,03,094
	Bhansali Engineering	56,57,651	3,04,304
	Bharat Forge Ltd	-	2,52,058
	Biocon Ltd	8,01,518	5,50,050
	Bodal Chemicals Ltd	3,54,086	3,30,830
	BSE Limited	11,01,466	-
	Cadila Healthcare Limited	3,93,875	3,93,875
	Clariant Chemical	1,42,969	-
	DCW Ltd	4,80,929	4,80,929
	EID Perry India Ltd	-	13,64,488
	Elantas Beck India	6,57,211	8,18,510
	Elgi Equipments Ltd	4,24,791	4,24,791
	Force Motors Limited	15,26,718	15,26,718
	Geojit Financial Service	3,13,352	-
	Ginni Filaments Ltd	-	67,953
	Gokaldas Exports Ltd.	-	6,09,967
	Grasim Industries Ltd.(Post Demerger)	28,45,702	-
	Gufic Biosciences Ltd	9,73,542	-
	Gujarat State Fertilizers & Chemicals Ltd	-	4,43,360
	HDFC Bank Limited	6,46,310	6,46,310
	HDFC Standard Life Insurance	26,46,372	-
	Himadri Speciality Chemicals Ltd	3,31,616	-
	ICICI Bank Limited	1,73,969	1,73,969
	Jayant Agro Organics	-	2,46,958
	JBF Industries	-	1,26,867
	JSW Energy Ltd	7,80,266	-
	Kakatiya Cement & Sugar	19,24,663	19,24,663
	Kansai Nerolac Paint	-	7,35,654
	KIOCL Limited	3,88,729	-
	Lopran Limited	3,82,715	-
	Kridhan Infra Limited	6,85,909	-
	LT Foods Ltd	4,32,081	-
	Mahanagar Gas Ltd	5,70,011	-
	Marathon Nxtgen Real	24,56,777	-
	Meghmani Organics Ltd	17,96,334	-
	MT Educare Ltd	2,21,841	2,21,841
	Nila Infrastructures	5,94,320	-
	Orchid Pharma Ltd	96,063	-

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

11	NON CURRENT INVESTMENTS	As at 31-March-2018	As at 31-March-2017
	Orient Refractories	4,84,022	-
	Poddar Pigments Ltd	-	2,48,661
	Rain Industries Ltd	15,62,970	-
	State Bank of India	16,23,247	-
	Sicagen India Ltd	10,30,994	-
	Sudarshan Chemical Industries	14,87,642	-
	Sundaram Finance Ltd	13,16,871	-
	Sundaram Finance Ltd (Holding)	85,697	-
	Sunflag Iron Steel	8,61,111	-
	TN & PL	-	3,49,151
	Torrent Pharmaceutical	7,34,760	7,34,760
	Ugar Sugar Works Ltd.	6,05,212	6,05,212
	Vardhaman Special	3,34,619	-
	Va Tech Wabag Ltd	2,74,100	2,04,079
	Visaka Industries Ltd	5,04,452	-
	Welspun India Ltd	3,72,216	-
b	In Unquoted Equity Shares of Companies (At Cost)	25,21,500	25,21,500
c	In Mutual Fund	-	3,00,93,927
d	In Residential Property	65,26,752	-
	Total in ₹	7,10,12,977	6,64,61,225

Note: Market Value of Investment in Quoted Equity Shares
As at 31st March, 2018 is ₹ 31,31,25,553/- (Previous Year 31st March, 2017 ₹ 19,39,01,815/-)

12	LONG TERM LOANS AND ADVANCES	As at 31-March-2018	As at 31-March-2017
a	Security Deposit	78,43,331	70,65,097
b	Loans and Advances		
	- To Related Parties	2,12,220	5,12,220
	- To Others	6,84,295	54,95,990
	Total in ₹	87,39,846	1,30,73,307

13	INVENTORIES	As at 31-March-2018	As at 31-March-2017
a	Raw Material	2,02,84,267	7,02,47,032
b	Work-in-Progress	1,72,59,155	66,31,599
c	Finished Goods	2,91,17,977	1,29,50,345
d	Stores & Spares	3,50,000	3,50,000
e	Packing Materials	26,02,767	22,70,747
f	Fuel & Coal	13,30,450	12,95,031
	Total in ₹	7,09,44,616	9,37,44,753

14	TRADE RECEIVABLES	As at 31-March-2018	As at 31-March-2017
a	Unsecured, Considered Good :		
	- Over Six Months	15,34,601	14,75,852
	- Others	36,73,40,068	17,53,66,618
	Total in ₹	36,88,74,669	17,68,42,470

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

15	CASH AND CASH EQUIVALENTS	As at 31-March-2018	As at 31-March-2017
a	Cash and Cash Equivalents		
	- Balances with Banks	10,43,81,801	4,63,27,549
	- Cash on hand	2,69,456	4,72,695
	Sub Total (A)	10,46,51,257	4,68,00,244
b	Other Bank Balances		
	- Bank Deposits (with maturity less than twelve months)	1,09,07,745	35,47,431
	Sub Total (B)	1,09,07,745	35,47,431
	Total in ₹ (A + B)	11,55,59,002	5,03,47,675

16	SHORT TERM LOANS AND ADVANCES	As at 31-March-2018	As at 31-March-2017
a	Security Deposit	25,25,000	27,25,000
b	Advance to		
	- Suppliers	67,29,960	63,51,401
	- Staff / Workers	7,03,600	8,42,600
c	Balance With Revenue Authorities (Indirect Taxes)	83,11,142	1,00,84,328
d	Prepaid Expenses	14,19,605	2,49,689
e	Interest Receivable	2,36,305	1,14,177
f	Other Receivables	2,79,960	46,583
	Total in ₹	2,02,05,572	2,04,13,778

17	REVENUE FROM OPERATION	For the year ended 31-March-2018	For the year ended 31-March-2017
a	Revenue from Operation		
	Revenue from Sale of Products (Gross)	1,32,40,63,393	77,00,87,521
	Less : Excise Duty	15,57,02,130	5,55,21,481
	Revenue from Sale of Products (Net)	1,16,83,61,263	71,45,66,040
b	Trading Sales	1,50,560	6,10,812
c	Conversion Charges Received	3,79,35,000	1,87,00,000
	Total in ₹	1,20,64,46,823	73,38,76,852

17.1	Manufactured, Trading & Jobwork Goods	For the year ended 31-March-2018	For the year ended 31-March-2017
a	Manufacturing Sales		
i	- PCP	43,95,66,769	33,37,75,073
ii	- 2,4 DCP	15,69,19,320	15,48,19,785
iii	- OCP	13,78,53,430	6,34,11,175
iv	- PNA	36,86,78,262	13,46,62,319
v	- Others	6,53,43,482	2,78,97,688
	Total Manufacturing Sales	1,16,83,61,263	71,45,66,040
b	Trading Sales	1,50,560	6,10,812
c	Conversion Charges Received	3,79,35,000	1,87,00,000
	Total in ₹	1,20,64,46,823	73,38,76,852

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

18	OTHER INCOME	For the year ended 31-March-2018	For the year ended 31-March-2017
a	Interest Income	10,12,681	4,10,941
b	Dividend Income	4,16,596	2,20,750
c	Net Gain on Foreign Currency Transaction	69,37,853	42,44,953
d	VAT Refund	9,17,470	13,18,604
e	Discount Received	3,94,156	2,95,715
f	Gain on Sale of Shares	35,86,372	18,95,907
g	Gain / (Loss) on Redemption Mutual Fund	12,96,167	4,07,090
h	Sale of Licence	-	16,72,467
i	Rent Received	-	45,00,000
j	Profit on Sale of Fixed Asstes	43,752	-
k	Miscellaneous Income	2,41,073	-
	Total in ₹	1,48,46,119	1,49,66,426

19	COST OF MATERIALS CONSUMED INCLUDING PACKING MATERIALS	For the year ended 31-March-2018	For the year ended 31-March-2017
a	Raw Material Consumption	61,95,68,609	34,46,25,756
b	Other Raw Materials	1,65,84,320	35,84,844
c	Packing Materials	2,41,14,412	1,37,42,772
d	Consumption of Power & Fuel	10,83,68,838	5,89,24,630
e	Stores & Spares	13,45,953	7,41,772
	Total in ₹	76,99,82,132	42,16,19,775

19.1	Value of Materials Consumed	For the year ended 31-March-2018	For the year ended 31-March-2017
	- Phenol	41,64,30,531	29,43,02,471
	- Liq. Chlorine	(1,94,06,629)	(1,54,91,741)
	- PNCB	20,96,51,362	6,18,50,717
	- Ammonia	1,28,93,345	39,64,309
	- Others	1,65,84,320	35,84,844
	Total in ₹	63,61,52,930	34,82,10,600

20	CHANGES IN INVENTORIES OF FINISHED GOODS, WIP & STOCK-IN- TRADE	As at 31-March-2018	As at 31-March-2017
	Inventories (At Close)		
a	Finished Goods / Stock-in Trade	2,91,17,977	1,29,50,345
b	Stock-in-Process	1,50,26,812	48,50,370
	(A)	4,41,44,789	1,78,00,715
	Inventories (At Commencement)		
a	Finished Goods / Stock-in Trade	1,29,50,344	1,76,62,479
b	Stock-in-Process	48,50,370	47,58,287
	(B)	1,78,00,714	2,24,20,766
	Total in ₹ (B - A)	(2,63,44,075)	46,20,051

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

21	EMPLOYEE BENEFIT EXPENSES	For the year ended 31-March-2018	For the year ended 31-March-2017
a	Directors Remuneration & Siting Fees	1,30,08,042	1,00,99,019
b	Salaries & Wages	2,75,08,506	1,97,31,035
c	Contribution to Provident & Other Funds	55,74,411	13,01,612
d	Staff Welfare Expenses	16,59,302	14,06,194
	Total in ₹	4,77,50,261	3,25,37,860

Disclosure pursuant to Accounting Standard – 15 (Revised) 'Employee benefits'

Defined Contribution Plans amounting to ₹18,10,041/- (P.Y. ₹13,01,602/-) towards Provident Fund is recognized as an expense & included in "Contribution to Provident and other funds" in the Profit and Loss Account. The figures for current as well as previous year include that of Abhilasha unit as well.

Defined benefits plan and short term employment benefits.

Gratuity (Defined benefits plan)

The Company has a defined benefit gratuity plan. Every employee who has completed five (5) years of service gets a gratuity on death or resignation or retirement at 15 days of Salary (last drawn salary) for each completed year of service. The gratuity has been provided on the basis of valuation provided by the actuary, since gratuity has not been funded, no information as to assets has been disclosed. Further liability at the close of the year has been charged to profit & loss account.

Leave Encashment (Short term employment benefits)

Payment of all accumulated leave balance has been made at the year end.

Gratuity is provided in the books on the basis of following assumptions :

Date of Valuation	As at 31/03/2018	As at 31/03/2017
Retirement age	58 years	58 years
Attrition Rate	2%	2%
Future Salary Rise	5%	5%
Rate of Discounting	7.83%	7.26%
Mortality Table	Indain Assured Lives Mortality 2006-08 Ultimate	

Particulars	As at 31/03/2018	As at 31/03/2017
Gratuity Payable as per Valuation	89,13,084	21,61,085
Less : Fund Value of Investment	(55,79,481)	-
Gratuity Provided in books	33,33,603	21,61,085

22	FINANCE COST	For the year ended 31-March-2018	For the year ended 31-March-2017
a	Interest	11,14,166	6,01,798
b	Other Borrowing Cost	35,76,752	19,45,200
	Total in ₹	46,90,918	25,46,998

23	DEPRECIATION AND AMORTISATION EXPENSES	For the year ended 31-March-2018	For the year ended 31-March-2017
	Depreciation	2,18,84,025	1,70,93,682
	Total in ₹	2,18,84,025	1,70,93,682

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

24	OTHER EXPENSES	For the year ended 31-March-2018	For the year ended 31-March-2017
A	Manufacturing Expenses		
	Freight Octroi & Cartage	2,44,83,717	2,10,97,947
	Pollution Control Expense	24,60,858	1,78,975
	CETP Expenses	1,13,15,272	74,49,440
	Repair & Maintenance		
	- Plant & Machinery	3,22,71,315	1,78,94,109
	- Building	7,29,208	6,48,000
	- Others	55,013	6,595
	Insurance Charges	10,00,296	7,00,671
	Labour Charges	2,81,03,340	1,44,40,443
	Laboratory Expenses	10,99,274	8,08,241
	Water Charges	21,36,880	12,60,877
	Security Charges	4,18,206	3,80,386
	Other Manufacturing Expenses	26,19,726	20,21,740
	Total A	10,66,93,105	6,68,87,424
B	Office and Administrative Expenses		
	Auditors Remuneration (Refer Note No.24.4)	4,78,325	3,24,150
	Professional & Consultancy Charges	52,67,501	33,32,599
	Postage Courier & Telephone Charges	2,52,836	1,85,250
	Printing & Stationary Charges	4,24,306	2,85,174
	Conveyance	4,88,769	2,60,334
	Vehicle Expenses	7,86,175	7,18,506
	Office Rent	9,73,040	3,73,600
	ROC Expenses	58,280	10,51,083
	Loss on Sale of Assets	-	17,443
	Other Administrative Expenses	15,65,826	16,70,509
	Total B	1,02,95,058	82,18,648
C	Selling and Distribution Expenses		
	Commission on Sales	16,35,581	4,82,779
	Clearing Charges	7,36,148	4,46,923
	Freight Outward	62,17,677	13,94,568
	Export Freight	1,64,73,213	64,85,173
	Export Expenses	32,68,340	25,06,851
	Membership Fees	1,42,941	2,14,763
	Discount on Sales	7,80,793	2,53,547
	Other Selling Expenses	5,92,952	6,81,516
	Total C	2,98,47,645	1,24,66,120
D	Non - Operating Expenses		
	Donation - CSR	41,02,000	31,50,000
	Donation	51,000	86,052
	Total D	41,53,000	32,36,052
	Total in ₹	15,09,88,808	9,08,08,244

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

24.1	VALUE OF STORES & SPARES CONSUMED	For the year ended 31-March-2018	For the year ended 31-March-2017
	Imported	-	-
	Indigenous	13,45,953	7,41,772
	TOTAL	13,45,953	7,41,772

24.2	Value of Materials / Packaging Materials Consumed	For the year ended 31-March-2018	For the year ended 31-March-2017
	Imported	21,86,95,506	13,14,39,495
	Indigenous	44,15,71,835	23,05,13,878
	TOTAL	66,02,67,341	36,19,53,373

24.3	VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF	For the year ended 31-March-2018	For the year ended 31-March-2017
	Raw Materials	17,48,54,379	16,01,57,136
	TOTAL	17,48,54,379	16,01,57,136

24.4	AUDITOR'S REMUNERATION	For the year ended 31-March-2018	For the year ended 31-March-2017
	Auditors Remuneration		
	- Statutory Audit Fees	3,15,000	2,31,250
	- Tax Audit	96,250	92,900
	- Certification Work	67,075	-
	TOTAL	4,78,325	3,24,150

24.5	EXPENDITURE IN FOREIGN CURRENCY	For the year ended 31-March-2018	For the year ended 31-March-2017
	Membership Fees	-	-
	Demurrage Charges	3,46,232	-
	TOTAL	3,46,232	-

24.6	EARNINGS IN FOREIGN CURRENCY	For the year ended 31-March-2018	For the year ended 31-March-2017
	FOB Value of Exports	28,61,86,289	20,48,12,000
	TOTAL	28,61,86,289	20,48,12,000

24.7	CONTINGENT LIABILITIES AND COMMITMENTS	For the year ended 31-March-2018	For the year ended 31-March-2017
	Contingent Liabilities		
	- Estimated Amount of contracts to be executed on capital accounts (net of advances)	53,67,011	5,24,556
	- Letters of Credit, Bank Guarantees & Bills discounted	97,07,89,305	3,19,26,879
	TOTAL	97,61,56,316	3,24,51,435

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2018.

(Amount in ₹)

25	EARNING PER SHARE (EPS)	For the year ended 31-March-2018	For the year ended 31-March-2017
	Net Profit available for Equity Shareholders	16,33,76,562	11,61,99,714
	Weighted Average No. of Equity Shares*	58,64,350	58,64,350
	Basic EPS	27.86	19.81
	Diluted EPS	27.86	21.89
	Nominal Value of Equity Share	10	10

* For calculation of EPS we have considered, 22,24,030 Equity shares allotted on 15th March, 2018 for merger of Abhilasha Tex-Chem Limited into the company from the Appointed date i.e 1st July, 2016

Previous Year's figures are regrouped / rearranged wherever required

As per our report of even date

For Madan Dedhia & Associates
Chartered Accountants
Firm Regn No. 113095W

For Valiant Organics Limited

Dhaval Karania
Partner
Membership No. 151890

Hemchand Gala
Chairman & Managing Director
DIN 01587225

Arvind Chheda
Whole Time Director & CFO
DIN 00299741

Place: Mumbai
Dated: 28th May, 2018

Vyoma Vyas
Company Secretary

Note No. 25 - SIGNIFICANT ACCOUNTING POLICIES:**A Basis of Preparation of Financial Statements**

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) under historical cost convention on an accrual basis in compliance with all material aspects of the Accounting Standards (AS) notified under the section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

B Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

C Revenue Recognition

- i Revenue is recognized to the extent that it is possible that economic benefits will flow to the Company and can be reliably measured.
- ii Revenue from sales of products is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales of goods are recorded net of trade discounts, rebates, sales tax, value added tax, and gross of Excise Duty.
- iii Interest income is recognised on time proportion basis taking into account the amount outstanding and the applicable interest rate.
- iv Dividend income is recognised when right to receive is established.

D Fixed Assets**Tangible Assets**

The fixed assets are stated at cost of acquisition, less accumulated depreciation and impairment loss, if any. Cost is inclusive of all expenditure of capital nature such as inward freight, duties & taxes (to the extent not recoverable), installation and commencing expenses and incidental expenses related to acquisition and costs to bring asset to its working condition. Adjustments arising if any from the exchange rate variations directly attributable to the assets are capitalised.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation / depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost which are directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

E Depreciation and Amortisation**Tangible Assets**

Depreciation on Fixed Assets is provided on Straight Line Method (SLM) method as per rates prescribed in Schedule II of the Companies Act, 2013, except in the respect of the following assets, where useful life of asset is different than those prescribed in Schedule II of the Act.

Particulars	Depreciation
Building (Useful life 28 years)	Over its useful life as assessed
Plant & Machinery (Useful life 18 years)	Over its useful life as assessed
Vehicle (Useful life 10 years)	Over its useful life as assessed
Leasehold Land	Over the period of lease term

F Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

G Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred.

H Investments

Current investments are valued at cost or market value whichever is less. Long term investments are stated at cost less provision for permanent diminution in value if any, of investments.

I Valuation of Inventories:

Inventories are valued at lower of Cost and Net Realizable Value after providing for obsolescence, if any.

Inventories have been valued on the following basis:

- i Raw Materials, Packing Material, Stores and Spares - At lower of cost and net realizable value.
- ii Work-in-Process - At lower of cost plus appropriate allocation of overheads and net realizable value.
- iii Finished Goods - At cost plus appropriate allocation of overheads or net realizable value, whichever is lower.

J Employee Benefits

Contributions to Provident Fund, which is defined contribution scheme, are charged to the Profit & Loss Account in the period in which the liability is incurred.

K Taxation

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

L Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Any income or expense arising on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Statement, except in the case of long term liabilities, where they relate to acquisition of the Fixed Assets, in which case they are adjusted to the carrying cost of such assets.

M Provisions, Contingent Liability and Contingent Assets

Provisions are recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates required to be settled the obligation at the Balance Sheet date.

Contingent liabilities are not disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements.

N Earnings Per Share

- i Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- ii For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders & the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

O Segment Reporting as per Accounting Standard - 17

i Business Segment as Primary Segment

The Company is considered to be a single segment Company engaged in Pharmaceuticals business, hence the disclosure requirement as per AS-17 'Business Segments as Primary' is not attracted.

ii Geographical Segments as Secondary Segments

Particulars

Segment Revenue	31st March, 2018	31st March, 2017
a) Exports	₹ 28,61,86,289	₹ 20,48,12,000
b) In India	₹ 92,02,60,534	₹ 52,90,64,852
Total	₹ 1,20,64,46,823	₹ 73,38,76,852

Note:

Segmental capital employed:

Fixed assets used in the Company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. The Company believes that currently it is not practicable to provide segment disclosures relating to total assets and liabilities.

26 Related Party Disclosure under Accounting Standard :

- I Following are the Subsidiaries of the Company as defined in para 3(a) of Accounting Standard - 18.
N.A.
- II Following are the Associates of the Company as defined in para 3(b) of the Accounting Standard - 18.
N.A.
- III Following are the Enterprises / Firms over which controlling Individuals / Key Management Personnel, of the Company along with their relatives, have significant influence as defined in para 3(e) of the Accounting Standard - 18.
N.A.
- IV Following are the individuals who with their relatives as defined in para 3(c) and 3(d) of the Accounting Standard - 18 own Directly / Indirectly 20% or more voting power in the Company or have significant influence or are Key Management Personnel.
 1. Arvind K. Chheda CFO / Wholetime Director
 2. Hemchand L. Gala CEO / Managing Director
 3. Vishnu J. Sawant Wholetime Director
 4. Mahek M. Chheda Wholetime Director
 5. Mahesh M. Savadia Wholetime Director

(A) Details relating to parties referred to in items I, II and III above.

(Amt. in ₹)

Sr. No.	Description of Trasaction	Year	Associated	Other Related Enterprises
1	Other Expenses	CY	-	1,28,88,042
		PY	-	1,00,44,019
2	Other Income	CY		45,472
		PY		80,954
3	Unsecured Loans Given/(Received Back)	CY	-	(3,00,000)
		PY	-	(3,00,000)
4	Unsecured Loans Taken/(Repaid)	CY	-	-
		PY	-	-
5	Outstanding items pertaining to the related parties	CY	-	2,12,220
	at the balance sheet date.: Receivable/(Payable)	PY	-	5,93,174

26 Related Party Disclosure under Accounting Standard :

- I Following are the Subsidiaries of the Company as defined in para 3(a) of Accounting Standard - 18.
N.A.
- II Following are the Ventures or the Investing Parties as defined in para 3(b) of the Accounting Standard - 18.
N.A.

III Following are the Enterprises / Firms over which controlling Individuals / Key Management Personnel, of the Company along with their relatives, have significant influence as defined in para 3(e) of the Accounting Standard - 18.

N.A.

IV Following are the individuals who with their relatives as defined in para 3(c) and 3(d) of the Accounting Standard - 18 own Directly / Indirectly 20% or more voting power in the Company or have significant influence or are Key Management Personnel.

1. Arvind K. Chheda CFO / Wholetime Director
2. Hemchand L. Gala CEO / Managing Director
3. Vishnu J. Sawant Wholetime Director
4. Mahek M. Chheda Wholetime Director
5. Mahesh M. Savadia Wholetime Director

(A) Details relating to parties referred to in items I, II and III above.

A = Associate K = Key Management Personnel

S = Significant Influence R = Relative of Key Management Personnel

(Amt. in ₹)

Sr. No.	Name of party	Relation ship	Expenses		Income		Loan				Balance Outstanding		Investment
			Interest	Other	Interest	Other	Taken	Repaid	Given	Recd Back	Payable	Receivable	
1	Arvind K Chheda	K	-	35,10,478	-	-	-	-	-	-	-	-	-
2	Hemchand L. Gala	K	-	57,75,238	-	-	-	-	-	-	-	-	-
3	Mahek M. Chheda	K	-	6,00,000	-	-	-	-	-	-	-	-	-
4	Vishnu J Sawant	K	-	14,50,000	45,472	-	-	-	-	3,00,000	-	2,12,220	-
5	Mahesh M. Savadia	K	-	15,52,326	-	-	-	-	-	-	-	-	-
	TOTAL		-	1,28,88,042	45,472	-	-	-	-	3,00,000	-	2,12,220	-

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

(Amount in ₹)

Particulars	For the year ended 31-March-2018	For the year ended 31st March, 2017
(A) Cash Flow from Operating Activities		
Net Profit Before Tax And Extra Ordinary Items	25,23,40,874	17,90,84,157
Adjustments for :		
Interest Paid	46,90,918	25,46,998
(Profit) / Loss on Sale of Asset	(43,752)	46,853
Depreciation	2,18,84,025	1,70,93,682
Interest Income	(10,12,681)	(4,10,941)
Gains on Sale / Redemption of Shares / Mutual Funds	(48,82,539)	(23,02,997)
Dividend Income	(4,16,596)	(2,20,750)
Operating Profit Before Working Capital Changes	27,25,60,250	19,58,37,002
Adjustments for Changes in Working Capital		
(Increase) / Decrease in Trade & Other Receivables	(18,74,90,535)	(19,03,50,161)
Increase / (Decrease) in Trade Payable & Other Provisions	14,79,34,653	22,14,10,872
(Increase) / Decrease in Inventories	2,28,00,136	(6,91,02,185)
Cash Generated from Operation	25,58,04,504	15,77,95,528
Less:		
Direct Taxes/Dividend Tax/Other Tax Paid	7,81,42,990	6,28,84,443
Cash Flow Before Extraordinary item	17,76,61,514	9,49,11,085
Add/(Less):		
Extraordinary items	-	-
Net Cash From Operating Activities (A)	17,76,61,514	9,49,11,085
(B) Cash Flow From Investing Activities		
Addition to Fixed Assets / CWIP	(6,40,25,986)	(4,01,74,028)
Interest Income	10,12,681	4,10,941
Gains on Sale / Redemption of Shares / Mutual Funds	48,82,539	23,02,997
Dividend Income	4,16,596	2,20,750
Increase in Investment	(45,51,752)	-
Net Cash from Investing Activities (B)	(6,22,65,923)	(3,72,39,340)
(C) Cash Flow From Financing Activities		
Proceeds / Repayment from Short Term Borrowings	4,28,297	(69,35,836)
Proceeds / Repayment from Long Term Borrowings	(87,072)	30,87,072
Proposed Dividend & Tax thereon	(4,58,78,322)	(3,52,91,013)
Interest Paid	(46,90,918)	(25,46,998)
Profit on Sale of Assets	43,752	(46,853)
Net Cash from /(Used) in Financing Activities (C)	(5,01,84,263)	(4,17,33,628)
Net Increase / (Decrease): in Cash and Cash Equivalents (A+B+C)	6,52,11,327	1,59,38,117
Opening Balance of Cash and Cash Equivalents	5,03,47,675	1,14,26,400
Add: Cash and Cash Equivalents of Merging Entity (Opening)	-	2,29,83,158
Closing Balance of Cash and Cash Equivalents	11,55,59,002	5,03,47,675

Previous Year's figures are regrouped / rearranged wherever required

As per our report of even date

For Madan Dedhia & Associates

Chartered Accountants

Firm Regn No. 113095W

Dhaval Karania

Partner

Membership No. 151890

Place: Mumbai

Dated: 28th May, 2018

For Valiant Organics Limited

Hemchand Gala

Chairman & Managing Director

DIN 01587225

Vyoma Vyas

Company Secretary

Arvind Chheda

Whole Time Director & CFO

DIN 00299741

Madan Dedhia
B. Com., F.C.A.

Dhaval Karania
B. Com., A.C.A.

Madan Dedhia & Associates
Chartered Accountants

Address:

204, Chheda Bhavan, 98, Surat Street,
Masjid (E), Mumbai - 400 009.
Tel No.: 022 – 23487222
E-mail – camdassociate@gmail.com

Independent Auditor's Report

**To the Members of
Amarjyot Chemical Limited**

Report on the Standalone IND AS Financial Statements

We have audited the accompanying standalone IND AS financial statements of **Amarjyot Chemical Limited** ("the Company") which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other comprehensive income), and the statement of cash flows and the statement of changes in equity for the year ended and a summary of significant accounting policies and other explanatory information (herein after referred to as "Standalone IND AS Financial Statements").

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone IND AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under Section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 standalone IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone IND AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone IND AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone IND AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone IND AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone IND AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone IND AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone IND AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone IND AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including IND AS, of the financial position of the Company as at 31st March, 2018, and its cash flows and the changes in equity for the year ended on that date.

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 of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report 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 account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone IND AS financial statements comply with the Accounting Standards referred specified under section 133 of the Act, read with rule issued thereunder;
 - e) On the basis of written representations received from the directors as on 31st March, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.
 - f) On the basis of information and explanation of the Company provided to us, the internal financial control, framework the report of the internal auditors and in our opinion, the Company has adequate internal financial controls systems in place and the operating effectiveness of such controls.

- 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, 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 on its financial position in its standalone IND AS financial statements;
 - ii. The company did not have any long term contracts including derivative contracts which were any material foreseeable losses;
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company;

For **Madan Dedhia & Associates**
Chartered Accountants
FRN 113095W

Dhaval Karania
Partner
Membership No. 151890

Place: Mumbai

Dated: 2nd July, 2018.

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2018, we report that:

- 1)
 - a. As informed to us the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. According to information and explanations given to us, the fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of the assets. No material discrepancies were noticed on such verification.
 - c. According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties of the Company are held in the name of the Company.
- 2) The inventories have been physically verified during the year by the management at reasonable intervals. 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. As explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records.
- 3) According to the information and explanations given to us the company has not granted loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with provision of Section 185 and 186 of the Act, with respect to the loans and investments made.
- 5) The Company has not accepted any deposits from the public.
- 6) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prime facie, the prescribed accounts and records have been made and maintained.
- 7) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of the accounts in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Profession Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues have been regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Value Added Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues were in arrears as at 31st March, 2018 for a period more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Income-tax, Sales-tax, Profession Tax, Service Tax, Custom Duty, Excise Duty, Cess tax which have not been deposited with the appropriate authorities on account of any dispute.

- 8) According to the information and explanations given to us, the Company has not defaulted in repayment of dues from any financial institutions, banks, government and debenture holders during the year.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year, Accordingly, para 3(ix) of the Order is not applicable.
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- 12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone IND AS financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made private placement of equity shares during the year.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Madan Dedhia & Associates**
Chartered Accountants
FRN 113095W

Dhaval Karania
Partner
Membership No. 151890

Place: Mumbai
Dated: 2nd July, 2018.

Amarjyot Chemical Limited

Balance Sheet as at 31 March 2018

Particulars	Note No.	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 1st April 2016 as per IND AS
I. ASSETS				
(1) Non-Current Assets				
(a) Property, Plant & Equipment	2	841,447,943	633,080,848	529,984,486
(b) Capital Work-in-Progress	2	5,386,723	97,224,646	18,763,682
(c) Intangible Assets	2	177,889,627	178,869,447	178,869,447
(d) Financial Assets				
(i) Non Current Investments	3	10,000,000	-	-
(ii) Long-Term Loans and Advances	4	53,519,754	56,994,587	42,564,804
Sub - Total (A)		1,088,244,047	966,169,528	770,182,419
(2) Current Assets				
(a) Inventories	5	320,949,777	190,805,246	105,858,478
(b) Financial Assets				
(i) Trade and Other Receivables	6	424,169,969	360,460,419	509,482,245
(ii) Cash and Cash Equivalents	7	22,964,467	8,658,094	24,292,619
(iii) Short-Term Loans and Advances	8	110,261,559	94,915,850	56,587,151
(c) Other Current Assets	9	-	-	8,097,934
Sub - Total (B)		878,345,772	654,839,609	704,318,427
Total (A+B)		1,966,589,819	1,621,009,137	1,474,500,846
II. EQUITY AND LIABILITIES				
Shareholders Funds				
(a) Share Capital	10	87,443,800	32,551,800	32,551,800
(b) Other Equity	11	828,087,230	640,283,533	490,160,179
Sub - Total (C)		915,531,030	672,835,333	522,711,979
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Long Term Borrowings	12	291,132,959	206,501,280	52,876,051
(b) Deferred Tax Liabilities (Net)	13	102,012,385	87,904,727	48,027,077
(c) Long Term Provisions	14	3,728,940	2,569,928	1,996,879
Sub - Total (D)		396,874,284	296,975,935	102,900,007
Current Liabilities				
(a) Financial Liabilities				
(i) Short Term Borrowings	15	23,342,721	263,782,373	361,375,581
(ii) Trade Payables	16	572,913,211	375,594,826	476,472,393
(b) Provisions and other liabilities	16(b)	57,928,573	11,820,670	11,040,886
Sub - Total (E)		654,184,505	651,197,869	848,888,860
Total (C+D+E)		1,966,589,819	1,621,009,137	1,474,500,846

Summary of Significant Accounting Policies and other Explanatory Information

As per our report of even date attached

For Madan Dedhia & Associates

Chartered Accountants
(Firm Regn No.113095W)

Sd/-

Dhaval Karania

Partner

Membership No. 151890

**For and on behalf of Board of Directors of
Amarjyot Chemical Limited**

Sd/-

Bijal Modi

Managing Director

DIN: 00616848

Sd/-

Nipun Bhatt

Director

DIN: 00090514

Sd/-

Rushikesh Deole

Company Secretary

Place : Mumbai

Date : 2nd July 2018

Place : Mumbai

Date : 2nd July 2018

Amarjyot Chemical Limited Statement of Profit and Loss for the year ended 31 March 2018				
Sr. No	Particulars	Note No.	For the year ended 31 March 2018	For the year ended 31 March 2017
I	Revenue from operations	17	2,573,770,832	1,873,588,078
II	Other Income	18	14,552,118	10,273,112
III	Total Revenue (I + II)		2,588,322,950	1,883,861,190
IV	Expenses:			
	Cost of material consumed	19	1,673,813,986	1,198,584,982
	Purchase of Stock-in-Trade	20	51,814,860	7,801,884
	Changes in inventories of finished goods, WIP and Stock-in-Trade	21	(98,688,366)	(46,778,980)
	Employee Benefit Expenses	22	81,899,969	65,771,714
	Financial Cost	23	38,330,160	38,423,808
	Depreciation and Amortization Expense	24	50,424,453	38,981,649
	Other Expenses	25	417,364,415	366,650,479
	Total Expenses (IV)		2,214,959,477	1,669,435,536
V	Profit for the year before tax (III - IV)		373,363,473	214,425,654
	Prior Period Expense		-	-
VII	Profit before tax (III - IV)		373,363,473	214,425,654
VI	Tax expense:			
	(1) Current tax		73,996,818	41,190,106
	(2) Mat Credit Utilised / (Entitlement)		26,000,000	(14,570,000)
	(3) Short / (Excess) provision for tax of earlier year(s)		-	(692,831)
	(4) Deferred tax	13	14,107,658	39,877,650
VII	Profit for the year after tax (V-VI)		259,258,997	148,620,729
VIII	Other Comprehensive Income:			
a)	(i) Items that will not be reclassified to profit or loss in subsequent year		9,343	(558,149)
	(ii) Income tax relating to items that will not be reclassified to profit & loss		(3,182)	190,106
IX	Other Comprehensive Income for the year, net of tax		6,161	(368,043)
	Total Comprehensive Surplus for the year (VII + IX)		259,265,158	148,252,686
	(Total of profit and other comprehensive income for the year)			
	Earnings per share	26		
	Basic and diluted (in Rs.)		29.65	16.95
Summary of Significant Accounting Policies and other Explanatory Information		2		
As per our report of even date attached				
For Madan Dedhia & Associates Chartered Accountants (Firm Regn No.113095W)		For and on behalf of Board of Directors of Amarjyot Chemical Limited		
Sd/- Dhaval Karania Partner Membership No. 151890		Sd/- Bijal Modi Managing Director DIN: 00616848		
		Sd/- Nipun Bhatt Director DIN: 00090514		
		Sd/- Rushkesh Deole Company Secretary		
Place : Mumbai Date : 2nd July 2018		Place : Mumbai Date : 2nd July 2018		

AMARJYOT CHEMICAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS

Note 1: Notes to the Financial Statements

1- Company overview, nature of entity's operations and its principal activities:

Amarjyot Chemical Limited ('the Company') is a public limited company incorporated and domiciled in India and has its registered office at A-301, Kaustubh Park Near Bhagwati Hospital, Mandapeshwar Road, Borivali, 400103, Maharashtra, India. The company is not listed on any Stock Exchange.

The Company is a manufacturer of wide range of basic bulk chemicals, dyes, pigment, pharmaceuticals & agrochemicals intermediates, rubber chemicals, specialty chemicals and Home care products

2- Significant accounting policies

i. Basis of accounting

The financial statements of the Company have been prepared and presented under the historical cost convention except for certain financial assets and liabilities measured at fair value and defined benefit plans where plan assets are measured at fair value. The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') and the rules notified under the relevant provisions of the said Act. The accounting policies have been applied consistently over all the periods presented in these financial statements.

Up to the year ended 31 March 2017, the Company has prepared its financial statements in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), which includes the accounting standards notified under section 133 of the Companies Act 2013, read together with rule 7 of the Companies (Accounts) Rules 2014 which collectively is referred to as "Previous GAAP".

These Financial Statements are the first financial Statements of the Company in accordance with IND AS. Detailed explanation on how the transition from previous GAAP to IND AS has affected the Company's Balance Sheet, financial performance and cash flows is given under Note 43.

ii. Revenue recognition

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

AMARJYOT CHEMICAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS

Sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and are recorded at the fair value of the consideration received or receivable, net of returns and allowances, trade and volume discounts.

Interest income in respect to all the Debt Instruments, financial guarantee's and deposits which are measured at cost or at fair value through other comprehensive income, is recorded using effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. Interest Income is included in Other Income in the statement of profit and loss.

iii. Inventories

Inventories are valued at lower of Cost and Net Realizable Value after providing for obsolescence, if any. Inventories have been valued on the following basis:

Raw Materials, Packing Material, Stores and Spares - At lower of cost and net realizable value.

Work-in-Process - At lower of cost plus appropriate allocation of overheads and net realizable value.

Finished Goods - At cost plus appropriate allocation of overheads or net realizable value, whichever is lower.

iv. Financial Instruments

A. Financial Assets

- **Initial recognition and measurements**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, 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.

- **Subsequent measurement**

A financial asset is measured at AC (Amortized 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 specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at FVTOCI (Financial assets at fair value through other comprehensive income) 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 specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset which is not classified in any of the above categories is measured at FVTPL (Financial assets at fair value through profit or loss).

- **Other equity investments**

All other 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'.

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 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 analyzed.

For other assets, the Company uses 12months 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.

B. Financial liabilities

- **Initial recognition and measurements**

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

- **Subsequent measurement**

Financial liabilities are carried at amortized 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 the short maturity of these instruments

C. De-recognition of financial instruments

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

v. Property, plant and equipment

Measurement

Items of property, plant and equipment are stated at historical cost net of accumulated depreciation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and costs directly attributable to bringing the asset to its working condition for the intended use.

On transition to IND AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016, measured as per the Previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Capital Work in progress

Capital work-in-progress comprises of cost incurred on property, plant and equipment not yet ready for their intended use at the Balance Sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Depreciation

Depreciation on tangible assets is provided on written down value method as per the useful life of the assets in the manner specified in Schedule II to the Companies Act, 2013.

Depreciation on assets acquired / sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from/ till the date of acquisition or sale.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is de-recognised.

vi. Impairment of property, plant and equipment

The carrying amount of items of property, plant and equipment are reviewed at each Balance Sheet date for any indication of impairment based on internal / external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value based on the weighted average cost of capital. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which the asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

vii. Foreign currency transactions and translations

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

AMARJYOT CHEMICAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expense in the year in which they arise.

viii. Employee benefits

a) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the year.

b) Post-employment benefits

Provident Fund

Government Employee Provident Fund, Government Employee Pension Fund Employee Deposit Linked Insurance, ESI and Superannuation Schemes and are charged to the Statement of Profit and Loss in the period in which the contributions are due.

Gratuity

The Company's gratuity benefit scheme is a defined benefit plan. The cost of obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each balance sheet date, using the Projected Unit Credit Method.

Actuarial gains and losses are recognized immediately in the Statement of profit and Loss. Re-measurement of defined benefit plans in respect of post-employment are charged to Other Comprehensive income.

Compensated absences

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond 12 months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method.

AMARJYOT CHEMICAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS

at the year-end. Actuarial losses / gains are immediately charged to Statement of Profit and Loss and are not deferred.

ix. Income taxes

The tax expense for the period comprises of current and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to the items recognized in the comprehensive income or in equity; in which case, the tax is also recognized in Other Comprehensive Income or Equity.

Current tax

Current income tax is measured based on the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 and Rules made thereunder.

Minimum Alternate Tax (MAT) is recognized and reviewed at each balance sheet date and carried as asset, only to the extent there is convincing evidence that the company will pay normal income tax during the subsequent period specified in the income tax Act, 1961.

Deferred taxation

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets on unabsorbed depreciation and losses carried forward are recognised only to the extent there is a virtual certainty of its realization.

x. Provisions and contingencies

Provision is recognized in the Balance Sheet when the Company has a present obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and reliable estimation can be made of the amount required to settle the obligation. Contingent liabilities arising from claims, litigation, assessment, fines, penalties etc. are disclosed when there is a possible obligation or a present obligation as a result of a past event where it is not probable that an outflow of economic benefits will be required to settle the obligation, and the amount can be reasonably estimated. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosures is made.

AMARJYOT CHEMICAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS

xi. Leases

Leases are classified as finance leases whenever the terms of lease, transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Company has evaluated all its existing leases as "Operating leases". Operating lease payments are recognized as expense in the Statement of Profit and Loss on a straight-line basis, which is representative of the time pattern of the user's benefit.

xii. Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments which have an original maturity of three months or less.

xiii. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the ordinary shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential ordinary shares.

xiv. Goodwill

Goodwill represents the excess of the consideration paid to acquire a business over underlying fair value of the identified assets acquired. Goodwill is carried at cost less accumulated impairment losses, if any. Goodwill is deemed to have an indefinite useful life and is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount. For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units (CGUs) that is expected to benefit from the synergies of the combination. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

xv. Borrowing Costs

Borrowing Costs that are directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the Asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the company incurs in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

xvi. Research and Developments

Revenue Expenditure on Research and Development is charged to the Profit and Loss Account for the year. Capital Expenditure on Research and Development is included as part of fixed assets and depreciation is provided on the same basis as for other fixed assets.

xvii. Key accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

A. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

B. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

C. Property, plant & equipment and Intangible assets

The Company has estimated the useful life, residual value and method of depreciation / amortization of property, plant & equipment and intangible assets based on its internal technical assessment.

D. Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies / claim / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

2 Property, plant and equipment

(Amount in Rs.)									
Description of Assets	Land	Factory Building	Plant & Machinery	Furniture & Fixture	Office Equipment	Computer	Vehicle	Total	
Gross block as at 1st April'2016	30,487,040	54,368,890	651,057,504	3,044,413	2,773,490	2,826,676	10,199,846	754,757,859	
Additions during the year 2016-17	3,135,348	17,089,938	117,113,358	2,367,064	1,073,661	1,149,277	212,250	142,140,896	
Deduction / adjustments for 2016-17	-	-	62,885	-	-	-	-	62,885	
Gross block as at 31st March'2017	33,622,388	71,458,828	768,107,977	5,411,477	3,847,151	3,975,953	10,412,096	896,835,870	
Additions during the year 2017-18	78,382,618	48,831,466	126,511,053	2,313,105	561,267	1,079,364	2,300,500	259,979,373	
Deduction / adjustments for the year							1,954,206	1,954,206	
Gross block as at 31st March 2018	112,005,006	120,290,294	894,619,030	7,724,582	4,408,418	5,055,317	10,758,390	1,154,861,037	
Depreciation upto 1st April'2016	1,203,722	10,243,836	204,528,960	788,122	1,180,364	1,881,932	4,946,437	224,773,373	
Depreciation for the year 2016-17	153,359	2,057,766	34,150,290	316,919	523,096	718,767	1,061,452	38,981,649	
Deduction / adjustments for 2016-17								-	
Depreciation upto 31st March 2017	1,357,081	12,301,602	238,679,250	1,105,041	1,703,460	2,600,699	6,007,889	263,755,022	
Depreciation for the year 2017-18	162,342	2,961,594	43,621,330	591,392	808,612	1,228,242	1,050,941	50,424,453	
Deduction / adjustments for the year					-		766,381	766,381	
Depreciation upto 31st March 2018	1,519,423	15,263,196	282,300,580	1,696,433	2,512,072	3,828,941	6,292,449	313,413,094	
Net Block as at 31st March 2018	110,485,583	105,027,098	612,318,450	6,028,149	1,896,346	1,226,376	4,465,941	841,447,943	
Net Block as at 31st March'2017	32,265,307	59,157,226	529,428,727	4,306,436	2,143,691	1,375,254	4,404,207	633,080,848	
Net Block as at 1st April'2016	29,283,318	44,125,054	446,528,544	2,256,291	1,593,126	944,744	5,253,409	529,984,486	

3 Capital work-in-progress

Description of Assets	Capital WIP As per Ind AS	Capital WIP As per IGAAP	Capital WIP Ind AS Adj
As at 1st April'2016	18,763,682	18,763,682	-
Additions during the year 2016-17	85,319,964	87,272,084	(1,952,120)
Capitalized in PPE in year 2016-17	(6,859,000)	(6,859,000)	-
As at 31st March'2017	97,224,646	99,176,766	(1,952,120)
Additions during the year 2017-18	19,865,710	19,412,769	342,818
Capitalised in PPE in year 2017-18	(111,703,633)	(111,703,633)	-
As at 31st March 2018	5,386,723	6,885,902	(1,609,302)

3 Intangible assets

Description of Assets	Goodwill As per Ind AS	Goodwill As per IGAAP	Goodwill Ind AS Adj
Gross block as at 1st April'2016	187,725,806	187,725,806	-
Additions during the year 2016-17	-	-	-
Deduction / adjustments for 2016-17	-	-	-
Gross block as at 31st March'2017	187,725,806	187,725,806	-
Additions during the year 2017-18	-	-	-
Deduction / adjustments for 2017-18	-	-	-
Gross block as at 31st March 2018	187,725,806	187,725,806	-
Depreciation upto 1st April'2016	-	8,856,359	-
Depreciation for the year 2016-17	-	25,448,579	(25,448,579)
Deduction / adjustments for 2016-17	-	-	-
Depreciation upto 31st March'2017	-	34,304,938	(25,448,579)
Depreciation for the year 2017-18	-	38,829,833	(38,829,833)
Deduction / adjustments for 2017-18	979,820	-	979,820
Depreciation upto 31st March 2018	(979,820)	73,134,771	(63,298,592)
Net Block as at 31st March 2018	177,889,627	114,591,035	63,298,592
Net Block as at 31st March'2017	178,869,447	153,420,868	25,448,579
Net Block as at 1st April'2016	178,869,447	178,869,447	-

Note:

The Company tests goodwill for impairment annually and provides for impairment if the carrying amount of goodwill exceeds its recoverable amount. The recoverable amount is determined based on “value in use” calculations which is calculated as the net present value of forecasted cash flows of cash generating unit (CGU) to which the goodwill is related.

(Amount in Rs.)

3	NON CURRENT INVESTMENTS	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
a)	Quoted Investments - Investments In Mutual Funds	-	-	-
b)	Unquoted Investments - In Unlisted Shares	-	-	-
c)	Investment in LLP	10,000,000		
	Total in Rs.	10,000,000	-	-

4	LONG TERM LOANS & ADVANCES	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
a)	<u>Security Deposit</u> - Unsecured, Considered Good :	11,731,358	13,990,300	10,582,227
b)	Advance Tax & TDS (Net of Provisions)	34,696,153	35,430,685	26,606,214
c)	- Advance to Suppliers	7,092,243	7,573,602	5,376,363
	Total in Rs.	53,519,754	56,994,587	42,564,804

5	INVENTORIES	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
a)	Raw Material	90,510,587	62,022,106	26,202,596
b)	Work-in-Progress	149,509,724	104,748,833	63,816,580
c)	Finished Goods	69,402,699	15,475,224	9,628,497
d)	Packing Materials	1,642,742	2,836,798	1,337,897
e)	Stores & Spares	8,206,058	4,386,892	4,595,922
f)	Fuel	1,677,967	1,282,347	234,137
g)	Others	-	53,046	42,849
	Total in Rs.	320,949,777	190,805,246	105,858,478

6	TRADE RECEIVABLES	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
l)	Unsecured, Considered Good :			
a	Over Six Months	47,833,688	40,846,657	55,930,077
	Less: Provision on Foreign Debtors	(10,460,353)	(10,460,353)	(10,460,353)
		37,373,335	30,386,304	45,469,724
b	Others	386,796,634	330,074,115	464,012,521
	Total in Rs.	424,169,969	360,460,419	509,482,245

(Amount in Rs.)

7	CASH & CASH EQUIVALENTS	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
	Balances with Banks	21,182,543	6,869,451	21,567,580
	Cash on hand	1,781,924	1,788,643	2,725,039
	Total in Rs.	22,964,467	8,658,094	24,292,619

8	SHORT TERM LOANS AND ADVANCES	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
a	Loans & Advances			
	Unsecured, Considered Good :	11,028,303	10,000,000	4,900,000
b	Others			
	<i>Advance Recoverable in cash or in kind or for value to be considered good</i>			
	- Security Deposits	-	100,000	601,271
	- Advance to Staff / Workers	2,302,817	1,694,526	1,423,807
	- Balance With Revenue Authorities (Indirect Taxes)	89,903,095	81,405,783	47,917,563
	- Prepaid Expenses	1,666,409	932,863	721,126
	- Interest receivable	3,613	491,775	526,125
	- Export Benefit Receivable	4,634,543	-	-
	- Other Receivable	722,779	290,903	497,259
	Total in Rs.	110,261,559	94,915,850	56,587,151

9	OTHER CURRENT ASSETS	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
	Advance Custom Duty Paid	-	-	351,424
	Other Receivables	-	-	7,746,510
	Total in Rs.	-	-	8,097,934

(Amount in Rs.)

10	SHARE CAPITAL	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
a	Authorised Capital 121,00,000 (P.Y. 32,60,000) Equity Shares of Rs. 10/- each.	121,000,000	32,600,000	32,600,000
		121,000,000	32,600,000	32,600,000
b	Issued, Subscribed and Fully Paid up Capital			
i	Equity Share Capital 87,44,380 (P.Y. 32,55,180) Equity Shares of Rs.10/-each	87,443,800	32,551,800	32,551,800
	Total in Rs.	87,443,800	32,551,800	32,551,800

a) **Reconciliation of number of shares**

Particulars	Equity Shares (In Nos.)		
	31 March 2018	31 March 2017	31 March 2016
Shares outstanding at the beginning of the year	3,255,180	3,255,180	651,036
Shares issued during the year	5,489,200	-	2,604,144
Shares bought-back during the year	-	-	-
Shares outstanding at the end of the year	8,744,380	3,255,180	3,255,180

b) **Rights, preferences and restrictions attached to shares**

Equity shares: The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors and approved by the shareholders in the Annual General Meeting is paid in Indian rupees. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) **The details of Equity Shareholders holding more than 5% shares**

Name Of Shareholder	As at 31st March, 2018		As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Tarla P. Desai	943,914	10.79	377,565	11.60	377,565	11.60
Aarti R. Gogri	981,276	11.22	392,510	12.06	392,510	12.06
Manisha R. Gogri	414,438	4.74	165,775	5.09	165,775	5.09
Jaya C. Gogri	700,338	8.01	280,135	8.61	280,135	8.61
Jaya C. Gogri & Rashes C. Gogri	524,063	5.99	209,625	6.44	209,625	6.44
Bhaves B. Mehta	512,563	5.86	205,025	6.30	205,025	6.30
Bijal Modi	407,075	4.66	162,830	5.00	162,830	5.00
Dilesh Roadlines Private Limited	1,542,759	17.64	549,040	16.87	549,040	16.87

d) **Aggregate number of shares allotted as fully paid up pursuant to contract without payment being received in cash during the period of five years immediately preceding the reporting date:**

Particulars	(Number of Shares)				
	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014
Equity Shares of Rs.10/- each fully paid up	5,489,200	-	2,604,144	-	-
Total	5,489,200	-	2,604,144	-	-

Note:

- 52,46,632 Bonus Shares of Nominal Value Rs.10/- were issued in FY 2017-18
- 2,42,568 shares were issued in September 2017 to Dispo Dychem Private Limited pursuant to the scheme of Amalgamation.
- 26,04,144 Bonus shares of FV 10/- were issues in FY 2015-16.

(Amount in Rs.)

11	Other Equity	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
a	Share Suspense Pending Allotment			
	Opening Balance	6,365,680	6,365,680	6,365,680
	Addition:	-	-	-
	Deduction:	6,365,680	-	-
	Closing Balance	-	6,365,680	6,365,680
b	Capital Redemption Reserve			
	Opening Balance	7,663,690	7,663,690	7,663,690
	Addition:	-	-	-
	Deduction:	-	-	-
	Closing Balance	7,663,690	7,663,690	7,663,690
c	Securities Premium Account			
	Opening Balance	81,329,461	81,329,461	34,964,353
	add : on merger	-	-	72,406,548
	Less : Issue of Bonus Shares	(52,466,320)	-	(26,041,440)
	Closing Balance	28,863,141	81,329,461	81,329,461
d	D.C.K. Subsidy	-	-	-
e	Surplus (Profit & Loss Account)			
	Opening Balance	521,702,990	384,314,574	253,293,689
	Addition:			
	Net Profit / (Loss) for the year	259,258,997	148,620,729	145,552,444
	Addition on Amalgamation	-	1,870,667	-
	Depreciation difference from WDV to SLM	-	-	40,373,703
	DCK Subsidy W/back	-	-	2,704,500
	Loans at amortized cost	-	-	23,881,578
	Deferred Tax	-	-	700,924
	Deduction:			
	Prior Period Items	-	-	(4,827,152)
	Investments W/off	-	-	(15,000)
	Provision on Foreign Debtors	-	-	(10,460,353)
	Interim Dividend / Proposed Dividend	(10,493,244)	-	(45,572,520)
	Tax on Interim Dividend / Proposed Dividend	(2,136,215)	-	(9,277,498)
	Transfer to General Reserve	(27,966,795)	(13,102,980)	(10,169,074)
	Inter Divisional effect of last year	-	-	(1,870,667)
	Closing Balance	740,365,734	521,702,990	384,314,574
	Other Comprehensive Income	(361,883)	(368,043)	-
f	General Reserve			
	Opening Balance	23,589,754	10,486,774	317,700
	Addition:			
	Transfer from P&L A/c	27,966,795	13,102,980	10,169,074
	Closing Balance	51,556,549	23,589,754	10,486,774
	Total in Rs.	828,087,230	640,283,533	490,160,179

(Amount in Rs.)

13	DEFERRED TAX LIABILITY	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
	Deferred Tax Liability			
	Opening	87,904,727	48,027,077	15,586,264
	Increase/ (Decrease) in defer tax liability	14,107,658	39,877,650	32,440,813
	Total in Rs.	102,012,385	87,904,727	48,027,077

(Amount in Rs.)

12	LONG TERM BORROWINGS	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
a	Secured loan			
	- Corporate Loans From Bank	128,950,821	148,997,880	368,957
b	Unsecured Loans			
	- From Related Parties	42,373,403	38,521,276	35,019,341
	- From Others	116,700,546	18,982,124	17,487,753
c	Redeemable Preference Shares	3,108,189	-	-
	Total in Rs.	291,132,959	206,501,280	52,876,051

Note: 39400 Compulsorily Redeemable Non Cumulative Preference Shares of Face Value Rs 100/- have been issued for acquiring Dispo Dychem Private Limited. The Preference shares are redeemable at the end of 36 months from the date of allotment. The preference shares have been allotted on 21st September 2017 and are redeemable at par.

Corporate Loan Rs 21,00,00,000/- (Previous Year Rs 15,00,00,000/-) from Axis Bank Limited are secured by way exclusive charge of hypothecation of entire current assets, immoveable and moveable fixed assets.

Rate of Interest of the above Corporate loan is 1 Year MCLR+1.85% and the same is repayable in 60 Monthly equal installments of Rs 35 lacs each

14	LONG TERM PROVISIONS	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
	Provision For Employees Benefit	3,728,940	2,569,928	1,996,879
	- Provision for Gratuity (Refer Note-38)	3,103,966	2,169,604	1,596,555
	- Provision for Leave Salary	624,974	400,324	400,324
	Total in Rs.	3,728,940	2,569,928	1,996,879

15	SHORT TERM BORROWINGS	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
a	Secured Loans			
	- From Banks (Cash Credit)	23,342,721	66,283,685	44,524,934
	- From Banks (Vehicle Loan)	-	-	167,760
b	Unsecured Loans			
	- Related Parties	-	78,385,557	72,639,336
	- Others	-	119,113,131	244,043,551
	Total in Rs.	23,342,721	263,782,373	361,375,581

16	TRADE PAYABLES	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
	Trade & Non-Trade Payables			
	- To Others	572,913,211	375,594,826	476,472,393
	Total in Rs.	572,913,211	375,594,826	476,472,393

In the absence of necessary information relating to the registration status of supplier under The Micro, Small & Medium Enterprises Development Act 2006 with the company, the information under the said Act could not be disclosed.

16(b)	PROVISIONS & OTHER LIABILITIES	As at 31st March 2018 as per IND AS	As at 31st March 2017 as per IND AS	As at 31st March 2016 as per IND AS
a	Provision For Employees Benefit	9,004,209	4,085,497	2,971,570
	- Provision for Gratuity (Refer Note- 38)	(59,187)	-	(442,881)
	- Provision for Leave Salary	70,426	-	47,009
	- Provision for Wages, Bonus & Ex-Gratia	8,992,970	-	3,367,442
b	Proposed Dividend	-	-	-
c	Tax on Proposed Dividend	-	-	-
d	Other Current liability			
	- Current maturity of long term debt	42,000,000	-	-
e	Others	6,924,364	7,735,173	8,069,316
	- Statutory Dues	2,698,174	5,897,619	6,741,900
	- Electricity & Other Payable	-	-	193,605
	- Advance from Debtors	-	341,640	558,653
	- Other Miscellaneous Provision	4,226,190	1,495,915	575,158
	Total in Rs.	57,928,573	11,820,670	11,040,886

Amarjyot Chemical Limited
Notes to Financial Statements for the year ended 31 March 2018

(Amount in Rs.)

17	REVENUE FROM OPERATION	For the year ended 31 March 2018	For the year ended 31 March 2017
a	Revenue from Sale of Products	2,141,156,134	1,619,184,506
	Less : Excise Duty	-	-
	Revenue from Sale of Products (Net)	2,141,156,134	1,619,184,506
b	Trading Sales	40,012,542	-
c	Sale of Services	392,602,156	254,403,572
	Total in Rs.	2,573,770,832	1,873,588,078

18	OTHER INCOME	For the year ended 31 March 2018	For the year ended 31 March 2017
a	Interest Income	3,515,077	1,619,305
b	Export Benefit	10,279,858	8,172,176
c	Exchange Gain	44,190	70,351
d	Other Misc Income	712,993	9,715
e	Profit on Sale of Assets	-	401,565
	Total in Rs.	14,552,118	10,273,112

19	COST OF MATERIALS INCLUDING PACKING MATERIALS CONSUMED	For the year ended 31 March 2018	For the year ended 31 March 2017
a	Raw Material Consumption	1,651,736,225	1,184,789,248
b	Packing Materials	22,077,761	13,795,734
	Total in Rs.	1,673,813,986	1,198,584,982

20	PURCHASE OF STOCK IN TRADE	For the year ended 31 March 2018	For the year ended 31 March 2017
a	Purchase	51,814,860	7,801,884
	Total in Rs.	51,814,860	7,801,884

21	CHANGE IN INVENTORIES OF FINISHED GOODS, WIP & STOCK-IN-TRADE	For the year ended 31 March 2018	For the year ended 31 March 2017
a	Finished Goods		
	- Closing Stock	69,402,699	15,475,224
	- Opening Stock	15,475,225	9,628,497
	(A)	53,927,474	5,846,727
b	Work -In- Progress		
	- Closing Stock	149,509,724	104,748,833
	- Opening Stock	104,748,832	63,816,580
	(B)	44,760,892	40,932,253
	Total in Rs.	98,688,366	46,778,980

22	EMPLOYEE BENEFIT EXPENSES	For the year ended 31 March 2018	For the year ended 31 March 2017
a	Salaries & Wages	67,344,674	52,576,400
b	Directors Remuneration	5,023,460	3,610,595
c	Contribution to Provident & Other Funds	3,081,617	3,130,753
d	Staff & Labour Welfare Expenses	6,450,218	6,453,966
	Total in Rs.	81,899,969	65,771,714

23	FINANCE COST	For the year ended 31 March 2018	For the year ended 31 March 2017
a	Interest bank loan & other borrowings	30,206,681	33,561,996
b	Bank Charges	677,625	279,319
c	Interest on Late Payment	1,208,008	179,084
d	Transaction cost on Capex loan	-	450,000
e	Interest on Unsecured Loan	4,000,137	3,911,742
f	Interest on CC	1,737,709	-
g	Transaction cost on WCDL loan	500,000	41,667
	Total in Rs.	38,330,160	38,423,808

24	DEPRECIATION & AMORTISATION EXPENSES	For the year ended 31 March 2018	For the year ended 31 March 2017
a	Depreciation (Refer Note- 2)	50,424,453	38,981,649
	Total in Rs.	50,424,453	38,981,649

25	OTHER EXPENSES	For the year ended 31 March 2018	For the year ended 31 March 2017
	Manufacturing Expenses		
	Consumption of Stores & Spare Parts	29,070,385	18,283,875
	Consumption of Power & Steam	157,008,073	93,531,277
	Freight Octroi & Cartage	14,701,098	13,888,599
	Repair & Maintenance		
	- Building	2,096,193	1,568,062
	- Plant & Machinery	22,929,369	12,845,485
	- Others	4,804,538	1,773,494
	Electrical Expenses	1,013,495	945,604
	Effluent Treatment Plant	22,224,891	17,089,671
	Insurance Charges	1,319,008	928,374
	Labour Charges	45,012,960	34,140,839
	Loading & Unloading Exp	10,988,932	3,160,294
	Purchase Vat Tax Expenses	741,906	3,129,164
	Excise Service Tax Expenses	60,521,522	136,066,505
	Safety & Security Charges	2,135,821	2,696,635
	Water & Drainage Charges	3,315,356	2,387,034
	Rent Rates & Taxes	2,328,783	1,641,138
	Other Manufacturing Expenses	3,142,494	1,915,285
	Total (A)	383,354,824	345,991,335
	Office & Administrative Expenses		
	Auditors Remuneration (Refer Note-30)		
	- For Statutory Audit	700,000	300,000
	- For Tax Audit	125,000	85,000
	- For Others	49,350	11,500
	Vehicle Expenses	1,298,616	1,163,685
	Legal & Professional Fees	7,466,852	3,382,311
	Printing & Stationary Charges	355,589	723,801
	Telephone, Courier & Postage Charges	919,492	604,075
	Other Office & Administrative Expenses	3,284,995	2,376,521
	Total (B)	14,199,894	8,646,893
	Selling & Distribution Expenses		
	Freight Outward	5,152,051	5,089,128
	Export Expenses	6,750,764	1,092,355
	Commission	1,088,718	707,924
	VAT Assessment Dues	-	482,815
	Other Selling & Distribution Expenses	3,173,902	1,539,029
	Total (C)	16,165,435	8,911,251
	Non Operating Expenses		
	Donation		
	- CSR Activity	3,130,000	3,101,000
	- Others	32,200	-
	Loss on Sale of Assets	482,062	-
	Total (D)	3,644,262	3,101,000
	Total in Rs. (A+B+C+D)	417,364,415	366,650,479

26 Earning per share

Particulars	For the year ended 31 March 2018	For the year ended 31st March, 2017
Net Profit available for Equity Shareholders as per statement of profit and loss	259,265,158	148,252,686
Weighted average number of equity shares for basic and Diluted EPS (in Numbers)*	8,744,380	8,744,380
Basic and Diluted Earning per share (Rs.)	29.65	16.95
Face Value Per Equity Share (Rs.)	10	10

* Including 2,42,568 Equity Shares issued on Merger of Dispo Dychem Private Limited into the Company from Appointed date i.e 1st January, 2016.

Previous years EPS is adjusted for Bonus Shares issued and allotted in January 2018

27 FOB Value of Export

Particulars	For the year ended 31 March 2018	For the year ended 31st March, 2017
FOB value of export	101,561,121	48,858,750

28 CIF Value of Import

Particulars	For the year ended 31 March 2018	For the year ended 31st March, 2017
CIF Value of Import		
- Raw Materials	35,006,133	19,112,751
- Capital Assets	1,820,441	-

29 Expenditure in Foreign Currency

Particulars	For the year ended 31 March 2018	For the year ended 31st March, 2017
Travelling expenses	-	-
Lodging and boarding expenses	-	-
Professional fees	-	-
Others	-	-
Total	-	-

30 Payment to auditors (on accrual basis and excluding service tax)

Particulars	For the year ended 31 March 2018	For the year ended 31st March, 2017
For Statutory Audit	700,000	300,000
For Tax Audit	125,000	85,000
For Others	49,350	11,500
Total	874,350	396,500

31 Dues to Micro, Small and Medium enterprises

Based on the information available with the Company, there are no dues payable as at the year end to micro, small and medium enterprises as defined in The Micro, Small & Medium Enterprises Development Act, 2006. Further, there is no interest paid/payable.

32 Unhedged foreign currency exposure

Particulars	As at 31 March 2018	As at 31 March 2017
Receivables in USD	600,782	60,000
Payables in USD	111,960	-

33 Contingent Liabilities and Commitments

Particulars	As at 31 March 2018	As at 31 March 2017
i) Contingent Liabilities	0	0
ii) Commitments	0	0
Total	0	0

34 Details of Raw Material Consumed

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
3:4 DCNB	245,561,080	229,299,199
PNCB	272,667,197	154,914,545
Ortho Nitro Anisole	522,632,800	295,662,569
Hydrogen Gas	115,348,151	65,986,123
ONCB	70,554,906	120,936,972
Ammonia	36,371,215	24,163,635
O.A.P.	35,589,702	33,559,868
Others	353,011,174	260,266,337
Total	1,651,736,225	1,184,789,248

35 Details of Sale of Product

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Para Nitro Aniline	392,544,065	214,120,287
Ortho Chloro Para Nitro Aniline	434,383,951	412,025,721
Ortho Anisidine	747,989,581	494,181,814
6 ACTYAL	95,112,565	95,725,435
OA Acetanilide	95,044,500	13,129,500
6 NAPSA	6,546,516	8,806,212
Conversion Charges	392,602,156	254,403,572
Others	409,547,498	381,195,537
Total	2,573,770,832	1,873,588,078

36 Details of Trading Purchase

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
OAVS Vinyl Sulfone	16,686,047	-
OAP	8,017,889	5,736,830
Coal	4,858,845	-
H Acid	3,170,496	-
J Acid	2,633,635	-
Others	16,447,948	2,065,054
Total	51,814,860	7,801,884

Amarjyot Chemical Limited

Notes to Financial Statements for the year ended 31 March 2018

37 Value and Percentage of Raw Materials and Stores and Spares Consumed

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Raw Material:		
Indigenous	1,673,813,986 100.00%	1,198,584,982 100.00%
Imported	- 0.00%	- 0.00%
Total	1,673,813,986 100%	1,198,584,982 100%
Stores and Spares:		
Indigenous	29,070,385 100.00%	18,283,875 100.00%
Imported	- 0.00%	- 0.00%
Total	29,070,385 100%	18,283,875 100%
Fuel:		
Indigenous	157,008,073 87.22%	93,531,277 83.70%
Imported	23,014,129 12.78%	18,217,609 16.30%
Total	180,022,202 100%	111,748,886 100%

38 Defined benefit plan-Gratuity (Defined benefit plan):

The company has a defined benefit gratuity plan. Every employee who has completed Five years of service gets a gratuity on death or retirement or resignation at 15 days of Salary (last drawn salary) for each completed year of service. The gratuity has been provided on the basis of valuation provided by the actuary.

Particulars	2017-18	2016-17
	Total	Total
Change in Obligation		
Opening Present Value of Accrued Gratuity	4,105,163	3,032,730
Current Service Cost	1,736,629	406,351
Actuarial (Gain)/ Loss on Obligation-Due to change in Financial Assumption	(138,195)	189,975
Actuarial (Gain)/ Loss on Obligation-Due to change in Experience	113,993	353,297
Interest Cost	312,081	243,317
Less :Benefits paid	(123,166)	(120,507)
Closing Present Value of Accrued Gratuity	6,006,505	4,105,163
Change in Plan Asset	2017-18	2016-17
	Total	Total
Opening Fund Balance	2,781,160	2,398,925
Interest Income	209,143	193,593
Return on the plan asset (excluding interest income)	(14,859)	(14,877)
Contribution by the Company	41,750	324,026
Less :Benefits paid	(55,468)	(120,507)
Closing Fund Balance	-	
Reconciliation of present value of obligation and the plan asset	-	
Closing Fund Balance	2,961,726	2,781,160
Closing present value of Accrued Gratuity		
Net Liability recognized in balance sheet		
Amount recognised in the Balance Sheet	2017-18	2016-17
	Total	Total
Present Value of Obligation at the end of the period	(6,006,505)	(4,105,163)
Fair value of Plan Assets at the end of the period	2,961,726	2,781,160
Net (Liability) / Asset recognized in the Balance Sheet	(3,044,779)	(1,324,003)

Amarjyot Chemical Limited
Notes to Financial Statements for the year ended 31 March 2018

Expenses recognized in the Statement of Profit & Loss	2017-18	2016-17
	Total	Total
Current Service Cost	1,736,629	406,351
Net Interest Cost	102,938	49,724
Expected Return on Plan Assets	-	-
Net Actual (Gain) / Loss recognized	-	-
Expenses recognized in the Statement of P & L	1,839,567	456,075
Expenses recognized in the other comprehensive income	2017-18	2016-17
	Total	Total
Net Actual (Gain) / Loss recognized	(24,202)	543,272
Return on the plan asset	14,859	14,877
Expenses recognized in the other comprehensive income	(9,343)	558,149
Net Interest Cost for the current period	2017-18	2016-17
	Total	Total
Interest Cost	312,081	243,317
(Interest Income)	(209,143)	(193,593)
Net Interest Cost for the current period	102,938	49,724
Movement in the Liability recognized in Balance Sheet	2017-18	2016-17
	Total	Total
Opening Net Liability	(1,324,003)	(633,805)
Expenses as above	(1,839,567)	(456,075)
Contribution paid	109,448	324,026
Other comprehensive income (OCI)	9,343	(558,149)
Closing Net Liability	(3,044,779)	(1,324,003)
Assumptions	2017-18	2016-17
	Total	Total
Retirement Age	60	60
Expected return on plan assets	7.52%	7.52%
Discounting rate	7.67%	7.62%
Salary escalation rate	6%	5%
Employee attrition rate	2%	2%
Mortality rate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Composition of Plan Assets	Partially Funded	Partially Funded

Leave Encashment:

Leave encashment liabilities amounting to Rs.695400(PY: Rs.447333) has been provided in the Books of Accounts

39 Related Party Transactions

I) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

(a) Party where control exists:

NA

(b) Other Related Parties with whom transactions have taken place during the year:

(i) Enterprises owned or significantly influenced by key management personnel or their relatives. NA

(ii)	Key Management Personnel & Relatives	Bijal D Modi	Director
		Bhaves D Seth	Director
		Nipun Bhat	Director
		Dinesh Shah	Director
		Nikhil P. Desai	Director
		Tukaram P. Surve	Director
		Mulesh M. Savla	Independent Director
		Dhirajlal D. Gala	Independent Director
		Pankaj Shah	Brother of Dinesh Shah
		Siddharth Shah	Son of Dinesh Shah
		Bhartiben D Shah	Wife of Dinesh Shah
		Dinesh Shah HUF	HUF of Dinesh Shah
		Pranav Dinesh Shah	Son of Dinesh Shah
		Savitaben S Shah	Mother of Dinesh Shah
		Sevantilal Popatlal Shah	Father of Dinesh Shah

II) Disclosure in respect of transactions with related parties during the year

Sr. No.	Nature of Transaction/Relationship/Major Parties	2017-18 (Rs.)		2016-17 (Rs.)	
		Amount	Amounts for major parties	Amount	Amounts for major parties
1	<u>Receiving of services from</u> Enterprises owned or significantly influenced by KMP or their relatives, including:	-	-	-	-
2	<u>Remuneration / Salary Paid to KMP & their Relative</u> Bijal D Modi Bhaves D Seth Dinesh Shah Pankaj Shah Siddharth Shah	6,643,460	4,123,460 180,000 900,000 720,000 720,000	3,091,204	2,911,204 180,000 - - -
3	<u>Loan Taken</u> Bijal D Modi			23,722	
4	<u>Interest Expense</u> Bijal D Modi	3,281		26,358	
5	<u>Purchase of Finished Goods & Assets</u>	NA			
6	<u>Rendering of services to</u>	NA			
7	<u>Sales of Finished Goods</u>	NA			
8	<u>Loan repayment</u> Bijal D Modi	243,373		-	-
Related Parties Accounts Payable/Receivable as on :		31.03.2018		31.03.2017	
1	<u>Loans & Advances Recoverable</u> Bijal D Modi Bhartiben D Shah Dinesh Shah Dinesh Shah HUF Pranav Dinesh Shah Pankaj S Shah Savitaben S Shah Sevantilal Popatlal Shah	46,349,000	- 4,300,000 13,125,000 12,500,000 63,000 9,800,000 735,000 5,826,000	46,592,373	243,373 4,300,000 13,125,000 12,500,000 63,000 9,800,000 735,000 5,826,000
2	<u>Investments</u>	NA			

40 Financial Risk Management Objectives And Policies

The company's principal financial liabilities comprises of short term borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade and other receivables, security deposits, investment in subsidiaries and cash and short-term deposits that derive directly from its operations. The company also enters into derivative contracts.

(a) Credit Risk

The company is exposed to credit risk as a result of the risk of counterparties defaulting on their obligations. Default by a counterparty may result in an impairment (non-repayment of an asset) or loss of liquidity (inability to draw down a credit facility). The company's exposure to credit risk primarily relates to trade receivables. The company monitors and limits its exposure to credit risk on a continuous basis. To manage this, the company periodically reviews the financial reliability of its customers, taking into account their financial condition, current economic trends and analysis of historical bad debts and ageing of trade receivables.

Trade receivables

Trade receivables represent the most significant exposure to credit risk and is managed by the company through policies, procedures and controls relating to customer credit risk management. Outstanding trade receivables are monitored at regular intervals. Impairment analysis is performed at each reporting date on individual customer basis.

	31-Mar-18	31-Mar-17	01-Apr-16
Trade and other receivables	424,169,969	360,460,419	509,482,245
Cash and cash equivalents	22,964,467	8,658,094	24,292,619

Impairment losses

Trade and other receivables (measured under life time excepted credit loss model)

	31-Mar-18	31-Mar-17	01-Apr-16
Opening balance	434,630,322	370,920,772	509,482,245
Provided during the year	(10,460,353)	(10,460,353)	-
Closing balance	424,169,969	360,460,419	509,482,245

Investments

Investments primarily includes investments in group entities and are subject to limited risk of changes in value of credit risk.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to cash. These are subject to insignificant risk of change in value or credit risk.

(b) Liquidity risk

The company aims to maintain continuous liquidity to ensure its independence and growth. Key to this is substantial and steady cash flow. The company is exposed to liquidity risk related to its ability to fund its obligations as and when they become due. The company monitors and manages its liquidity risk to ensure access to sufficient funds to meet operational and financial requirements. The company has access to credit facilities and monitors cash and bank balances on a regular basis. In relation to the company's liquidity risk, the company's policy is to ensure that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses.

Financing arrangements

The Company has access to following undrawn borrowing facilities at the end of the reporting period:

	31-Mar-18	31-Mar-17	01-Apr-16

Maturities of financial liabilities

The contractual undiscounted cash flows of financial liabilities are as follows:

As at 31 March 2018	Upto 1 year	Between 1 year and 5 years	Beyond 5 years
Trade payables	572,913,211	-	-
Other financial liabilities	65,342,721	291,132,959	-
Gross Debt	638,255,932	291,132,959	-
Cash	22,964,467	-	-
Marketable Securities	-	-	-
Net Debt	615,291,464	291,132,959	-
As at 31 March 2017	Upto 1 year	Between 1 year and 5 years	Beyond 5 years
Trade payables	375,594,826	-	-
Other financial liabilities	263,782,373	206,501,280	-
Gross Debt	639,377,199	206,501,280	-
Cash	8,658,094	-	-
Marketable Securities	-	-	-
Net Debt	630,719,105	206,501,280	-

(c) Market risk

(i) Interest rate risk

The purpose of the interest rate management policy is to minimize the cost of financing while limiting the volatility of financial expenses linked to changes in interest rates. Interest rate risk is the risk that an upward movement in the interest rate would adversely effect the borrowing cost of the company. The company is exposed to short-term borrowings from banks (overdrafts and working capital demand loan). The company manages its interest rate risk by regular monitoring and taking actions as are necessary to maintain an appropriate balance.

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

Interest rate risk exposure	31-Mar-18	31-Mar-17	01-Apr-16
Variable rate borrowings	356,475,680	470,283,653	414,251,632

Amarjyot Chemical Limited
Notes to Financial Statements for the year ended 31 March 2018
Sensitivity analysis

A reasonably possible change of 70 basis points (post tax) in interest rates across all yield curves at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis is based on risk exposures outstanding at the reporting date and assumes that all other variables, in particular foreign currency exchange rates, remain constant. The period end balances are not necessarily representative of the average amounts outstanding during the period.

	Impact on profit or Loss/ equity	
	31-Mar-18	31-Mar-17
Interest rates - increase by 70 basis points	2,495,330	3,291,986
Interest rates - decrease by 70 basis points	(2,495,330)	(3,291,986)

(ii) Currency rate risk

The company operates at the international level and is therefore exposed to exchange rate risk related to the various currencies with which the Company operates. The Company only manages transaction risk. The transaction exchange rate risk derives from commercial and financial transactions in currencies other than the functional currency of the Company, i.e. the INR.

The primary exchange rate to which the company is exposed is the USD/Euro exchange rate. The Company seeks to limit currency risk first with natural hedges, then by hedging residual transactional exposure through currency forwards or options. Foreign exchange transactions are entered into solely to hedge currency risks arising on business operations. The Company does not carry out any currency trading transactions without any underlying commercial transaction.

The Company's total net exposure to currency risk at year end as reported to the management is as follows:

	USD
31-Mar-18	
Trade Receivables	600,782
Trade Payables	111,960
Borrowings (FCNR)	-
Net exposure in respect of recognised assets and liabilities	712,742
31-Mar-17	
Trade Receivables	60,000
Trade Payables	-
Borrowings (FCNR)	-
Net exposure in respect of recognised assets and liabilities	60,000
01-Apr-16	
Trade Receivables	-
Trade Payables	15,500
Borrowings (PCFC)	-
Less: Forward Cover (9 contracts)	-
Net exposure in respect of recognised assets and liabilities	15,500

Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR against all other currencies at 31 December would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Impact on profit or Loss/ equity (in INR)	31-Mar-18		31-Mar-17	
	Strengthening	Weakening	Strengthening	Weakening
USD (with every 1% movement)	463,453	(463,453)	38,903	(38,903)

41 CAPITAL MANAGEMENT

The Company's main objectives when managing capital are to:

- ensure ongoing access to funding to maintain, refurbish and expand its operations
- ensure sufficient liquidity is available (either through cash and cash equivalents, investments or committed credit facilities) to meet the needs of the business;
- ensure compliance with covenants related to its credit facilities ; and
- minimize finance costs while taking into consideration current and future industry, market and economic risks and conditions.
- safeguard its ability to continue as a going concern
- to maintain an efficient mix of debt and equity funding thus achieving an optimal capital structure and cost of capital.

The Board of Directors has the primary responsibility to maintain a strong capital base and reduce the cost of capital through prudent management of deployed funds and leveraging opportunities in domestic markets so as to maintain investor, creditor and market confidence and to sustain future development of the business.

For the purpose of Company's capital management, capital includes issued equity capital and all other equity reserves. The Company manages its capital structure in light of changes in the economic and regulatory environment and the requirements of the financial covenants.

The Company manages its capital on the basis of net debt to equity ratio which is net debt (total borrowings net of cash and cash equivalents) divided by total equity.

	31-Mar-18	31-Mar-17	01-Apr-16
Total liabilities	1,051,058,789	948,173,804	951,788,867
Less : Cash and cash equivalent	22,964,467	8,658,094	24,292,619
Net debt -	1,028,094,322	939,515,711	927,496,247
Total equity -	915,531,030	672,835,333	522,711,979
Net debt to equity ratio	0.89	0.72	0.56

42 Financial instruments

A. Accounting classification and fair values

31-Mar-18	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amotised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Investments in mutual funds - Current	15,000			15,000	-	-		-
Cash and cash equivalents including earmarked bank balances	-	-	22,964,467	22,964,467				
Other financial assets includes security deposits and interest accrued	-	-	129,085,161	129,085,161				
Trade and other receivables	-	-	424,169,969	424,169,969				
	15,000	-	576,219,597	576,234,597	-	-	-	-
Financial liabilities								
Borrowings- Current	-	-	65,342,721	65,342,721				
Trade and other payables	-	-	572,913,211	572,913,211				
Long term borrowings	-	-	291,132,959	291,132,959				
	-	-	929,388,891	929,388,891	-	-	-	-

31-Mar-17	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amotised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Investments in mutual funds - Current	15,000			15,000	-	-		-
Cash and cash equivalents including earmarked bank balances	-	-	8,658,094	8,658,094				
Other financial assets includes security deposits and interest accrued	-	-	116,479,752	116,479,752				
Trade and other receivables	-	-	360,460,419	360,460,419				
	15,000	-	485,598,264	485,613,264	-	-	-	-
Financial liabilities								
Borrowings- Current	-	-	263,782,373	263,782,373				
Trade and other payables	-	-	375,594,826	375,594,826				
Long term borrowings	-	-	206,501,280	206,501,280				
	-	-	845,878,479	845,878,479	-	-	-	-

01-Apr-16	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amotised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Investments in mutual funds - Current	15,000			15,000	-	-		-
Cash and cash equivalents including earmarked bank balances	-	-	24,292,619	24,292,619				
Other financial assets includes security deposits and interest accrued	-	-	72,545,741	72,545,741				
Trade and other receivables	-	-	509,482,245	509,482,245				
	15,000	-	606,320,605	606,335,605	-	-	-	-
Financial liabilities								
Borrowings- Current	-	-	361,375,581	361,375,581				
Trade and other payables	-	-	476,472,393	476,472,393				
Long term borrowings	-	-	52,876,051	52,876,051				
	-	-	890,724,025	890,724,025	-	-	-	-

* The carrying value and the fair value approximates.

B. Measurement of fair values

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

C. Valuation techniques

The following methods and assumptions were used to estimate the fair values

- 1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing from banks and other financial institutions and other similar items approximate their carrying value largely due to short term maturities of these instruments.
- 2) Long-term receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

43 Effect of IND AS Transition

Particulars	As on 31-Mar-2018			As on 31-Mar-2017		
	Previous GAAP	Ind-AS	Difference	Previous GAAP	Ind-AS	Difference
I. ASSETS						
(1) Non-Current Assets						
(a) Property, Plant & Equipment	841,447,943	841,447,943	-	633,080,848	633,080,848	-
(b) Capital Work-in-Progress	6,885,902	5,386,723	1,499,179	99,176,766	97,224,646	1,952,120
(c) Intangible Assets	114,591,035	177,889,627	(63,298,592)	153,420,868	178,869,447	(25,448,579)
(d) Financial Assets	-	-	-	-	-	-
(i) Non Current Investments	10,015,000	10,000,000	15,000	15,000	-	15,000
(ii) Long-Term Loans and Advances	53,519,754	53,519,754	-	56,994,587	56,994,587	-
Sub - Total (A)	1,026,459,634	1,088,244,047	(61,784,413)	942,688,069	966,169,528	(23,481,459)
(2) Current Assets						
(a) Inventories	320,949,777	320,949,777	-	190,805,246	190,805,246	-
(b) Financial Assets						
(i) Trade and Other Receivables	434,630,322	424,169,969	10,460,353	370,920,772	360,460,419	10,460,353
(ii) Cash and Cash Equivalents	22,964,467	22,964,467	-	8,658,094	8,658,094	-
(iii) Short-Term Loans and Advances	110,261,559	110,261,559	-	94,915,850	94,915,850	-
(c) Other Current Assets	-	-	-	-	-	-
Sub - Total (B)	888,806,125	878,345,772	10,460,353	665,299,962	654,839,609	10,460,353
Total (A+B)	1,915,265,760	1,966,589,820	(51,324,060)	1,607,988,031	1,621,009,137	(13,021,106)
II. EQUITY AND LIABILITIES						
Shareholders Funds						
(a) Share Capital	87,443,800	87,443,800	-	32,551,800	32,551,800	-
(b) Other Equity	777,741,410	828,087,230	(50,345,821)	601,151,193	640,283,533	(39,132,341)
Sub - Total (C)	865,185,210	915,531,030	(50,345,821)	633,702,993	672,835,333	(39,132,341)
Non-Current Liabilities						
(a) Financial Liabilities						
(i) Long Term Borrowings	308,631,657	291,132,959	17,498,698	227,473,235	206,501,280	20,971,955
(b) Deferred Tax Liabilities (Net)	83,577,115	102,012,385	(18,435,271)	79,956,213	87,904,727	(7,948,514)
(c) Long Term Provisions	3,728,940	3,728,940	-	2,569,928	2,569,928	-
Sub - Total (D)	395,937,712	396,874,284	(936,573)	309,999,376	296,975,935	13,023,441
Current Liabilities						
(a) Financial Liabilities						
(i) Short Term Borrowings	23,301,055	23,342,721	(41,666)	264,240,707	263,782,373	458,334
(ii) Trade Payables	572,913,211	572,913,211	-	375,594,826	375,594,826	-
(b) Provisions	57,928,573	57,928,573	-	24,450,129	11,820,670	12,629,459
Sub - Total (E)	654,142,839	654,184,505	(41,666)	664,285,662	651,197,869	13,087,793
Total (C+D+E)	1,915,265,760	1,966,589,819	(51,324,059)	1,607,988,031	1,621,009,137	(13,021,106)

Amarjyot Chemical Limited
Notes to Financial Statements for the year ended 31 March 2018

Particulars	For the year ended 31 Mar 2018			For the year ended 31 Mar 2017		
	Previous GAAP	Ind-AS	Difference	Previous GAAP	Ind-AS	Difference
Revenue from operations	2,514,168,537	2,573,770,832	(59,602,295)	1,739,806,208	1,873,588,078	(133,781,870)
Other Income	14,552,118	14,552,118	-	10,273,112	10,273,112	-
Total Revenue (I +II)	2,528,720,655	2,588,322,950	(59,602,295)	1,750,079,320	1,883,861,190	(133,781,870)
Expenses:	-	-	-	-	-	-
Cost of material consumed	1,673,813,986	1,673,813,986	-	1,198,584,982	1,198,584,982	-
Purchase of Stock-in-Trade	51,814,860	51,814,860	-	7,801,884	7,801,884	-
Changes in inventories of finished goods, WIP and Stock-in-Trade	(98,688,366)	(98,688,366)	-	(46,778,980)	(46,778,980)	-
Employee Benefit Expenses	81,890,626	81,899,969	(9,343)	66,329,863	65,771,714	558,149
Financial Cost	33,830,023	38,330,160	(4,500,138)	34,020,399	38,423,808	(4,403,409)
Depreciation and Amortization Expense	89,254,286	50,424,453	38,829,833	64,430,228	38,981,649	25,448,579
Other Expenses	357,762,122	417,364,415	(59,602,293)	232,868,609	366,650,479	(133,781,870)
Total Expenses (IV)	2,189,677,537	2,214,959,477	(25,281,941)	1,557,256,985	1,669,435,536	(112,178,551)
Profit before prior period expense & tax (III - IV)	339,043,119	373,363,473	(34,320,354)	192,822,335	214,425,654	(21,603,319)
Prior Period Expense	-	-	-	-	-	-
	-	-	-	4,827,152	-	4,827,152
Profit before tax (III - IV)	339,043,119	373,363,473	(34,320,354)	187,995,183	214,425,654	(26,430,471)
Tax expense:	-	-	-	-	-	-
(1) Current tax	74,000,000	73,996,818	3,182	41,000,000	41,190,106	(190,106)
(2) Mat Credit Entitlement	26,000,000	26,000,000	-	(14,570,000)	(14,570,000)	-
(3) Short / (Excess) provision for tax of earlier year(s)	-	-	-	(692,831)	(692,831)	-
(4) Deferred tax	3,620,902	14,107,658	(10,486,756)	31,228,212	39,877,650	(8,649,438)
	-	-	-	-	-	-
Profit/(Loss) after tax for the period (V-VI)	235,422,217	259,258,997	(23,836,780)	131,029,802	148,620,729	(17,590,927)
Other Comprehensive Income:	-	-	-	-	-	-
(i) Items that will not be reclassified to profit or loss in subsequent year	-	9,343	(9,343)	-	(558,149)	558,149
(ii) Income tax relating to items that will not be reclassified to profit & loss	-	(3,182)	3,182	-	190,106	(190,106)
	-	-	-	-	-	-
Other Comprehensive Income for the year, net of tax	-	6,161	(6,161)	-	(368,043)	368,043

AMARJYOT CHEMICAL LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2018.		
	(Amount in Rs.)	
PARTICULARS	For the year ended 31st March, 2018	For the year ended 31st March, 2017
A) Cash Flow from Operating Activities		
Net Profit Before Tax And Extra ordinary items	373,363,473	214,425,654
<u>Adjustments For :</u>		
- Finance Cost	38,330,160	38,423,808
- Depreciation	50,424,453	38,981,649
- Interest Received	(3,515,077)	-
Operating Profit Before Working Capital Changes	458,603,009	291,831,112
Adjustment for:		
Adjustments for (increase) / decrease in operating assets:		
- Inventories	(130,144,531)	(84,946,768)
- Trade Receivables	(63,709,550)	149,021,826
- Short Term Loans & Advances	(15,345,710)	(38,328,699)
- Other Current Assets	-	8,097,934
- Long Term Loans & Advances	2,740,301	(5,605,312)
Adjustments for increase / (decrease) in operating liabilities:		
- Trade Payable	197,318,385	(100,877,567)
- Short Term Provisions	44,458,541	779,784
- Long Term Provisions	2,808,374	573,049
Cash Generated from Operation	496,728,818	220,545,360
Less:		
Direct Taxes/Other Tax Paid	102,982,686	33,249,123
Cash Flow Before Extraordinary item	393,746,132	187,296,237
Add/(Less):		
Extraordinary items	-	-
Net Cash From Operating Activities (A)	393,746,132	187,296,237
B) Cash Flow From Investing Activities		
Addition to Fixed Assets/CWIP	(166,187,244)	(220,538,975)
(Increase) / Decrease in Investment	(10,000,000)	-
Net Cash from Investing Activities (B)	(176,187,244)	(220,538,975)
C) Cash Flow From Financing Activities		
Interest Paid	(38,330,160)	(38,423,808)
Interest Received	3,515,077	-
Dividend Paid	(12,629,459)	-
Proceeds / (Repayments) from Long Term Borrowings	84,631,680	153,625,229
Proceeds / (Repayments) from Short Term Borrowings	(240,439,652)	(97,593,208)
Net Cash from /(Used) in Financing Activities (C)	(203,252,515)	17,608,213
Net Increase/(Decrease): in Cash and Cash Equivalents (A + B + C)	14,306,374	(15,634,525)
Cash & Cash Equivalents (Opening Balance)	8,658,094	24,292,619
Cash & Cash Equivalents (Addition Pursuant to Composite Scheme of Arrangement)	-	-
Cash & Cash Equivalents (Closing Balance)	22,964,467	8,658,094

VALIANT ORGANICS LIMITED
Provisional Balance sheet As on 30th June, 2018.

Particulars	Note No.	Qtr Ended 30-June-2018	For the year ended 31-March-2018
I. EQUITY AND LIABILITIES			
(1) Shareholders Funds			
(a) Share Capital	1	58,643,500	58,643,500
(b) Share Suspense Account pending allotment under Scheme of Amalgamation		-	-
(c) Reserves and Surplus	2	639,326,402	533,131,161
Sub - Total (A)		697,969,902	591,774,661
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	3,000,000	3,000,000
(b) Deferred Tax Liabilities (Net)	4	37,600,591	36,721,750
(c) Long Term Provisions	5	29,737,144	11,047,935
Sub - Total (B)		70,337,735	50,769,685
(3) Current Liabilities			
(a) Short-Term Borrowings	6	71,881,988	3,205,199
(b) Trade Payables	7	291,418,814	249,676,017
(c) Other Current Liabilities	8	11,327,851	11,877,563
(d) Short-Term Provisions	9	34,265,584	54,411,283
Sub - Total (C)		408,894,237	319,170,061
Total (A+B+C)		1,177,201,874	961,714,407
II.ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	10		
(i) Tangible Assets		342,354,099	306,377,724
(ii) Intangible Assets		-	-
(iii) Capital W-I-P		2,541,306	-
(b) Non-Current Investments	11	102,742,421	71,012,977
(c) Long-Term Loans & Advances	12	7,120,150	8,739,846
Sub - Total (D)		454,757,976	386,130,548
(2) Current Assets			
(a) Inventories	13	126,437,146	70,944,617
(b) Trade Receivables	14	444,731,330	368,874,669
(c) Cash and Cash Equivalents	15	112,292,835	115,559,002
(d) Short-Term Loans and Advances	16	38,982,588	20,205,572
Sub - Total (E)		722,443,898	575,583,860
Total (D+E)		1,177,201,874	961,714,407
Notes to the accounts form integral part of accounts			
Previous Year's figures are regrouped / rearranged wherever required			
As per our report of even date		For Valiant Organics Limited	
		Sd/ Hemchand Gala Managing Director DIN 01587225	Sd/ Arvind Chheda CFO & Wholetime Director DIN 00299741

VALIANT ORGANICS LIMITED				
Provisional profit & Loss as on 30th June 2018 (Amount in Rs)				
Sr. No	Particulars	Note No.	Qtr Ended 30-June-2018	For the year ended 31-March-2018
I	Revenue from operations	17	496,998,857	1,206,446,823
II	Other Income	18	9,646,294	14,846,119
III	Total Revenue (I +II)		506,645,151	1,221,292,942
IV	Expenses:			
	Cost of materials consumed	19	274,328,356	769,982,132
	Trading Purchase		-	-
	Changes in inventories of Finished Goods, WIP & Stock-in-Trade	20	7,809,005	(26,344,075)
	Employee Benefit Expenses	21	12,518,345	47,750,261
	Financial Cost	22	2,267,515	4,690,918
	Depreciation and Amortization Expense	23	5,817,957	21,884,025
	Other Expenses	24	44,729,893	150,988,808
	Total Expenses (IV)		347,471,070	968,952,069
V	Profit before tax & extraordinary items (III - IV)		159,174,081	252,340,874
VI	Extraordinary Item (Prior Period Item)		-	-
VII	Profit before tax (V - VI)		159,174,081	252,340,874
VIII	Tax expense:			
	(1) Current tax		52,100,000	84,600,000
	(2) Short / (Excess) provision for tax of earlier year(s)		-	-
	(3) Deferred tax		878,840	4,364,312
IX	Profit/(Loss) for the period (VII - VIII)		106,195,241	163,376,562
X	Earning per equity share:	25		
	(1) Basic		18.11	27.86
	(2) Diluted		18.11	27.86
Notes to the accounts form integral part of accounts				
As per our report of even date				
Previous Year's figures are regrouped/rearranged wherever required				
For Valiant Organics Limited				
<div> <div>Hemchand Gala</div> <div>Managing Director</div> <div>DIN 01587225</div> </div> <div> <div>Arvind Chheda</div> <div>CFO & Wholetime Director</div> <div>DIN 00299741</div> </div>				

Amarjyot Chemical Limited
Provisional Balance Sheet as at 30 June 2018

Particulars	Note No.	As at June 2018	As at March 2018
I. ASSETS			
<u>(1) Non-Current Assets</u>			
(a) Property, Plant & Equipment	2	862,592,591	841,447,943
(b) Capital Work-in-Progress	2	13,553,563	5,386,723
(c) Intangible Assets	2	186,745,986	177,889,627
(d) Financial Assets			
(i) Non Current Investments	3	40,000,000	10,000,000
(ii) Long-Term Loans and Advances	4	99,075,622	53,519,754
Sub - Total (A)		1,201,967,762	1,088,244,047
<u>(2) Current Assets</u>			
(a) Inventories	5	334,493,343	320,949,777
(b) Financial Assets			
(i) Trade and Other Receivables	6	465,642,397	424,169,969
(ii) Cash and Cash Equivalents	7	10,850,150	22,964,467
(iii) Short-Term Loans and Advances	8	94,719,665	110,261,559
(c) Other Current Assets	9	-	-
Sub - Total (B)		905,705,555	878,345,773
Total (A+B)		2,107,673,317	1,966,589,820
II. EQUITY AND LIABILITIES			
<u>Shareholders Funds</u>			
(a) Share Capital	10	87,443,800	87,443,800
(b) Other Equity	11	938,362,132	828,087,230
Sub - Total (C)		1,025,805,932	915,531,030
<u>Non-Current Liabilities</u>			
(a) Financial Liabilities			
(i) Long Term Borrowings	12	280,632,959	291,132,959
(b) Deferred Tax Liabilities (Net)	13	83,577,117	102,012,385
(c) Long Term Provisions	14	3,785,614	3,728,940
Sub - Total (D)		367,995,690	396,874,284
<u>Current Liabilities</u>			
(a) Financial Liabilities			
(i) Short Term Borrowings	15	31,825,171	23,342,721
(ii) Trade Payables	16	630,577,458	572,913,211
(b) Provisions and other liabilities	16(b)	51,469,065	57,928,573
Sub - Total (E)		713,871,694	654,184,505
Total (C+D+E)		2,107,673,317	1,966,589,819

Summary of Significant Accounting Policies and other Explanatory Information

For Amarjot Chemical Limited

Bhavesh D. Sheth
Whole time Director
DIN : 00566127

Amarjyot Chemical Limited Provisional Statement of Profit and Loss for the year ended 30 June 2018				
Sr. No	Particulars	Note No.	For the year ended 30 June 2018	For the year ended 31 March 2018
I	Revenue from operations	17	751,782,115	2,573,770,832
II	Other Income	18	9,161,631	14,552,118
III	Total Revenue (I +II)		760,943,746	2,588,322,950
IV	Expenses:			
	Cost of material consumed	19	416,607,269	1,673,813,986
	Purchase of Stock-in-Trade	20	43,330,754	51,814,860
	Changes in inventories of finished goods, WIP and Stock-in-Trade	21	83,224,456	(98,688,366)
	Employee Benefit Expenses	22	20,469,998	81,899,969
	Financial Cost	23	7,371,259	38,330,160
	Depreciation and Amortization Expense	24	15,126,033	50,424,453
	Other Expenses	25	64,900,959	417,364,415
	Total Expenses (IV)		651,030,728	2,214,959,477
V	Profit for the year before tax (III - IV)		109,913,018	373,363,473
	Prior Period Expense		-	-
VII	Profit before tax (III - IV)		109,913,018	373,363,473
VI	Tax expense:			
	(1) Current tax			73,996,818
	(2) Mat Credit Utilised / (Entitlement)			26,000,000
	(3) Short / (Excess) provision for tax of earlier year(s)			-
	(4) Deferred tax	13		14,107,658
VII	Profit for the year after tax (V-VI)		109,913,018	259,258,997
VIII	Other Comprehensive Income:			
a)	(i) Items that will not be reclassified to profit or loss in subsequent year			9,343
	(ii) Income tax relating to items that will not be reclassified to profit & loss			(3,182)
IX	Other Comprehensive Income for the year, net of tax		-	6,161
	Total Comprehensive Surplus for the year (VII + IX)		109,913,018	259,265,158
	(Total of profit and other comprehensive income for the year)			
	Earnings per share	26		
	Basic and diluted (in Rs.)		12.57	29.65
For Amarjot Chemical Limited Bhaves D. Sheth Whole time Director DIN : 00566127				

Amarjyot Chemical Limited
Notes to Financial Statements for the year ended 30 June 2018

12	LONG TERM BORROWINGS	As at 30th June 2018	As at 31st March 2018
a	Secured loan - Corporate Loans From Bank	118,450,821	128,950,821
b	Unsecured Loans - From Related Parties - From Others	42,373,403 116,700,546	42,373,403 116,700,546
c	Redeemable Preference Shares	3,108,189	3,108,189
	Total in Rs.	280,632,959	291,132,959

15	SHORT TERM BORROWINGS	As at 30th June 2018	As at 31st March 2018
a	Secured Loans - From Banks (Cash Credit) - From Banks (Vehicle Loan)	31,825,171 -	23,342,721 -
b	Unsecured Loans - Related Parties - Others	- -	- -
	Total in Rs.	31,825,171	23,342,721

16	TRADE PAYABLES	As at 30th June 2018	As at 31st March 2018
	Trade & Non-Trade Payables - To Others	630,577,458	572,913,211
	Total in Rs.	630,577,458	572,913,211

Amarjyot Chemical Limited

Notes to Financial Statements for the year ended 30 June 2018

16(b)	PROVISIONS & OTHER LIABILITIES	As at 30th June 2018	As at 31st March 2018
	- Current maturity of long term debt	42,000,000	42,000,000

DISCLOSURE OF INFORMATION PERTAINING TO AMARJYOT CHEMICAL LIMITED

The Board of Directors of Amarjyot Chemical Limited has, at their meeting held on March 25, 2018, approved the Scheme of Merger by Absorption between Amarjyot Chemical Limited ("Transferor Company" or "ACL" or "Amarjyot" or "Company") and Valiant Organics Limited ("Transferee Company" or "VOL" or "Valiant") and their Respective Shareholders and Creditors in terms of the provisions of section(s) 230-232 and other relevant provisions of the Companies Act, 2013 ("Scheme"). In terms of para 3(a) of part I(A) of SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") and in compliance with the requirements of Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the company (being listed company) is required to give the applicable information pertaining to Amarjyot (unlisted company) in the format specified for abridged prospectus as required in Part D of Schedule VIII of the of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.



AMARJYOT
CHEMICAL
LIMITED

AMARJYOT CHEMICAL LIMITED

The company was originally incorporated as a private limited company, under the Companies Act, 1956 in the name of 'Hemraj Industrial Chemicals Private Limited' and received a certificate of incorporation from Registrar of Companies, Maharashtra at Mumbai ("RoC") on May 31, 1978. Subsequently, the name of the company was changed to 'Nova Organics Private Limited' and then to 'Amarjyot Chemical Private Limited', and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on December 16, 1996 and November 17, 2000, respectively. Further, the company was converted into public limited company, under the applicable provisions of the Companies Act, 2013 and consequently, the name was changed to Amarjyot Chemical Limited and received a certificate of incorporation consequent upon conversion to public limited company from RoC on June 18, 2015.

Registered Office: A301, Kaustubh Park, Near Bhagwati Hospital, Mandapeshwar Road Borivali (W), Mumbai - 400103; **Tel. No.:** +91-22-6797 6666; **Email:** rushikesh.deole@aartigroup.com; **CIN:** U24110MH1978PLC020373; **Contact Person:** Mr. Rushikesh Deole, Company Secretary

PROMOTERS

Alchemie Finserv Private Limited, Alchemie Financial Service Limited, Valiant Organics Limited, Aarti Corporate Services Limited, Aakansha Pharmachem LLP, Dilesh Roadlines Private Limited, DRL Cargo Carrier Private Limited, Arti Rajendra Gogri, Manisha Rashesh Gogri, Jaya Chandrakant Gogri and Rashesh Chandrakant Gogri

ISSUE DETAILS, LISTING AND PROCEDURE OF EQUITY SHARES

Issue of 81,17,956 equity shares (considering conversion of entire Optionally Convertible Preference Shares ('OCPS') into equity share of Valiant) of Rs. 10/- each of Valiant to the shareholders of Amarjyot in the ratio of (a) 72 (Seventy Two) equity shares of Rs. 10/- each of Valiant and 21 (Twenty One) OCPS of Rs. 10/- each of Valiant shall be issued and allotted for every 100 (One Hundred) equity shares of Rs. 10/- each held in Amarjyot. (b) 1 (one) Redeemable Non-cumulative Preference share of Rs.100/- each of Valiant shall be issued and allotted for every Compulsorily Redeemable Non-cumulative Preference share of Rs.100/- each held in Amarjyot, pursuant to and in terms of the Scheme. The equity shares and OCPS are proposed to be listed on BSE Limited, SME platform, post Scheme.

The procedure with respect to Public Issue / Offer would not be applicable as this issue is only to the shareholders of the Transferor Company, pursuant to the Scheme without any cash consideration. Hence, the procedure with respect to GID may be applicable only to a limited extent as specifically provided

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in relation the Scheme. For taking an investment decision, investors must rely on their own examination of the Scheme, including the risks involved. The equity shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus. Specific attention of the investors is invited to the section titled "Internal Risk Factors" at page 8 of this Abridged Prospectus.

MERCHANT BANKER

Master Capital Services Limited
Address: SCO 22-23, Sector 9D, Madhya Marg, Chandigarh - 160 009;
Tel. No.: +91-172-4848000;
Email: mbd@mastertrust.co.in

STATUTORY AUDITOR

Madan Dedhia & Associates, Chartered Accountants
Address: 204, Chheda Bhaven, 98, Surat Street, Near State Bank of India, Masjid (E), Mumbai - 400 009;
Tel. No.: +91-22-4006 1063;
Email: camdassociate@gmail.com



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1. DETAILS OF PROMOTERS OF AMARJYOT

Sr. No.	Particulars	Details
1.	Name	Alchemie Finserv Private Limited
	CIN	U65923MH2013PTC239455
	Date of Incorporation	January 8, 2013
	Registered Address	203, Udyog Kshetra, 2nd Floor, L.B.S. Marg, Mulund Goregaon Link Road, Mulund (W) Mumbai 400 080
	Nature of Business	Other financial activities
2.	Name	Alchemie Financial Service Limited
	CIN	U65910MH1993PLC070848
	Date of Incorporation	February 17, 1993
	Registered Address	205, Udyog Kshetra, 2nd Floor, L. B. S. Marg, Mulund (W), Mumbai 400 080
	Nature of Business	Other financial activities
3.	Name	Valiant Organics Limited
	CIN	L24230MH2005PLC151348
	Date of Incorporation	February 16, 2005
	Registered Address	109 Udyog Kshetra 1st Floor Mulund Goregaon Link Road Mulund (W) Mumbai 400080
	Nature of Business	Manufacturing and selling of chemical and chemical products, pharmaceuticals, medicinal chemical and botanical products
4.	Name	Aarti Corporate Services Limited
	CIN	U67120MH1995PTC084963
	Date of Incorporation	January 25, 1995
	Registered Address	Udyog Kshetra, 2nd Floor, Mulund-Goregaon Link Road, L. B. S. Marg, Mulund (W), Mumbai 400 080
	Nature of Business	Other financial activities
5.	Name	Aakansha Pharmachem LLP
	LLPIN	AAF-9927
	Date of Incorporation	March 18, 2016
	Registered Address	Udyog Kshetra, 2nd Floor, L.B.S. Marg, Mulund-Goregaon Link Road, Mulund (W), Mumbai 400 080
	Nature of Business	Manufacture of chemicals and chemical products
6.	Name	Dilesh Roadlines Private Limited
	CIN	U67120MH1992PTC065797
	Date of Incorporation	March 9, 1992
	Registered Address	Blue Bell, 202, Devi Dayal Road, BPS Compound, Mulund (W) Mumbai 400 080
	Nature of Business	Transport and storage
7.	Name	DRL Cargo Carrier Private Limited
	CIN	U60200MH2010PTC206169
	Date of Incorporation	August 1, 2010
	Registered Address	Flat No. 202, Blue Bell Apt., BPS Compound, Devi Dayal Road, Mulund (W), Mumbai 400 080
	Nature of Business	Transport and storage
8.	Name	Mrs. Arti Rajendra Gogri
	Address	2401 Richmond, Cliff Avenue, Near Forest Club Hiranandani Gardens, Powai Mumbai 400076
	Brief details	Mrs. Arti Rajendra Gogri, aged 55 years. She holds a Graduate degree in Science (Physics) from Mumbai University. She has over 2 decade of experience in Business as well as Financial Services Sector.
9.	Name	Dr. Manisha Rashesh Gogri
	Address	1802, Richmond Cliff Avenue, Hiranandani, Powai, Mumbai – 400076.
	Brief details	Dr. Manisha Gogri, aged 43 years. After completing her MBBS from Seth G. S. Medical College in the year 1998, She



		is a child specialist and a private practitioner and she has been working with Seven Hills Hospital for 6 years.
10.	Name	Mrs. Jaya Chandrakant Gogri
	Address	1801 18th Floor Richmond Cliff Avenue Powai Hiranandani Gardens Near Hiranandani School, Powai, Mumbai 400076
	Brief details	Mrs. Jaya Chandrakant Gogri, aged 70 years. She holds a Graduate degree in Commerce and having a good experience of Business.
11.	Name	Mr. Rashesh Chandrakant Gogri
	Address	1802 Richmond Cliff Avenue Near Hiranandani School, Hiranandani Gardens, Powai, IIT, Mumbai 400076
	Brief details	Mr. Rashesh Chandrakant Gogri, aged 43. He is Vice Chairman and Managing Director at Aarti Industries Limited. He holds degree in Production Engineering from Mumbai University and having a vast experience of over 20 years in the Chemical Industry.
12.	Name	Mr. Chandrakant Vallabhaji Gogri
	Address	1801, Richmond Tower, Cliff Avenue, Hiranandani Garden, Near Hiranandani School, Powai Mumbai 400076
	Brief details	Mr. Chandrakant Vallabhaji Gogri, aged 71. He is the founder of Aarti group. He started the company from a small unit and took it to the path breaking enterprise it is today. He holds a Chemical Engineering degree from UDCT. His experience in the areas of projects, operations, process development and local & international marketing in the chemical industry is remarkable.

2. ELIGIBILITY

In compliance with the SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Part D of Schedule VIII of the SEBI ICDR Regulations.

Whether the company is compulsorily required to allot at least 75% of the net offer to the public, to qualified institutional buyers – Not Applicable as the issue of shares by the Transferee Company is only to the shareholders of the Transferor Company and not public at large.

This Abridged Prospectus is made in accordance with the Scheme pursuant to Section 230-232 of the Companies Act, 2013 read with the rules framed thereunder and the applicable SEBI regulations and the equity shares sought to be listed are proposed to be allotted to the shareholders of the Transferor Company.

The percentage of shareholding, of pre-scheme public shareholders, of the listed entity i.e. the Transferee Company and the public shareholders and Qualified Institutional Buyer (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the “Merged” company shall not be less than 25%.

As on the date of application, there are no outstanding warrants/instruments/agreements which gives rights to any person to take the equity shares in the Transferee Company at any future date. If there are such instruments stipulated in the Scheme, the percentage referred above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.

The shares of the Transferee Company in lieu of the locked-in shares of the Transferor Company will be subject to the lock-in for the remaining period, if any.

3. INDICATIVE TIMELINE

This Abridged Prospectus is not an offer of shares to the public at large, but filed pursuant to the Scheme of Merger, which requires approval from various regulatory authorities viz., Stock Exchanges where the shares of the Transferee Company are listed, shareholders, National Company Law Tribunal and other such authorities. Hence, the timelines for the same is not certain.



4. PRICE INFORMATION OF LEAD MANAGER

Issue Name	Name of the Merchant Banker	+/- % change in closing price, (+/- % change in closing benchmark)		
		30 th calendar days from listing	90 th calendar days from listing	180 th calendar days from listing
Not Applicable as the offer is not to the public at large.				

5. BUSINESS OVERVIEW AND STRATEGY OF THE AMARJYOT

Amarjyot Chemical Limited was incorporated in the year 1978. It is one of the leading manufacturers and suppliers of intermediates for specialty Chemicals. The Company is headed by first generation technocrats having a vast experience in the Industry. ACL's plants are located at Vapi, Jhagadia and Ahmedabad in Gujarat. The Company has a long history of manufacturing and carries out Ammonolysis, Hydrogenation, Nitration, Sulphonation, Acetylation reactions at its units.

The Company is a part of Aarti Group of companies. The products find applications in multiple industries like Agrochemicals, Dyes, Pigments, Printing Inks, Pharmaceuticals, Rubber Chemicals, Polymers and Additives etc., having customers all across the world.

Key Highlights:

- In the year 2016 Amrey Enterprises Private Limited and Draagon Drugs Private Limited merged with Amarjyot Chemical Limited.
- In the year 2017 Dispo Dyechem Private Limited merged with Amarjyot Chemical Limited.

Major products:

Intermediates for Dyes and Pigments

- Para Nitro Aniline
- Ortho Chloro Para Nitro Aniline
- 6 Acetyl OAPSA
- Ortho Anisidine
- Para Anisidine

Agro Intermediates

- N-IsoPropyl Para Chloro Aniline (IPPCA)
- Meta Chloro Aniline
- Para Fluoro Aniline
- 4-Fluoro-N-isoPropylAniline (F.I.Aniline)

Dyes

- Acid Dyes
- Reactive Dyes
- Direct Dyes

The Company puts utmost importance to the values of SHE – Safety, Health and Environment. Effluent discharge from all its plants, are well within the minimum pollution standards. These factors certainly gives a lot of confidence to the customers about reliability of supplies.

The Company has been supplying its products for past more than 30 years to customers within and outside India. Experienced and skilled team ensures the products, meet the expected quality, delivered on-time.

Strategy

1. To consolidate Company and Group's position in the specialty chemical market by increasing capacity of existing products and also manufacture of new products.
2. Making optimum use of synergy between various group companies to increase profitability.
3. Continuous focus and improvement in SHE (Safety, Health and Environment) principles to ensure Long Term benefit for all stakeholders.
4. Continuing to look at adding downstream as well as upstream products to maintain and increase profitability growth.



6. BOARD OF DIRECTORS

Sr. No	Name and DIN	Designation	Experience (including current/past position held in other firms)
1	Name: Bijal Dilipchandra Modi DIN: 00616848	Managing Director	He is the Managing Director of the company. He is a Chemical Engineer from Mumbai University. He has been managing the Jhagadia Plant since inception of Draagon Drugs Pvt. Ltd. which was subsequently merged into Amarjyot Chemical Limited in the year 2016. His vast experience includes projects, operations, process development and local & international marketing, in the hydrogenation chemical industry. His business acumen, entrepreneurial zeal and organizational skill would be of immense help to the company.
2	Name: Bhavesh Dhirajlal Sheth DIN: 00566127	Whole time Director	He holds degree in electronic engineering. He has played the key role in the growth of the company. He has 20 years of business experience. He is a director in Ganesh Polychem Limited.
3	Name: Dinesh Sevantilal Shah DIN: 00345641	Whole time Director	He was the Managing Director of Dispo Dyechem Private Limited which was subsequently merged with Amarjyot in the year 2017. He is Science Graduate and having a vast experience of 40 years in manufacturing of Dyestuff & their intermediates. Also he has an experience of sales and marketing in export as well as domestic market.
4	Name: Nipun Hariharbhai Bhatt DIN: 00090514	Non-Executive Director	He is commerce graduate and working in the field of naturopathy. He has vast experience of 30 years. He is the Managing Director of Alchemie Gases and Chemicals Private Limited since 1992.
5	Name: Nikhil Parimal Desai DIN: 01660649	Non-Executive Director	He is a Master of Science (Telecommunications & Networking) and holds business management degree from USA. He has worked as IT Technical Lead, Project Manager, and Technical Sales with various companies in USA and has an experience of 9 years in the field of Information Technology, Project Management, Technical Sales, Vendor Management, Team Building, Process Improvement, Business Strategy, Change Management etc. Currently he is working with specialty chemical leader Aarti Industries Limited as General Manager – Business Development.
6	Name: Tukaram Pandurang Surve DIN: 07121918	Non-Executive Director	He is science graduate from Pune University with Post Diploma in Industrial Safety. He has three decade of experience in the operation of chemical industries. Currently he is associated with Aarti Industries Limited as Asst. Vice President.
7	Name: Mulesh Manilal Savla DIN: 07474847	Independent Director	He is a practicing Chartered Accountant and a partner in Shah & Savla LLP, Chartered Accountants firm based in Mumbai. He has vast experience of more than 30 years in Taxation, Accounts and Finance, structuring - restructuring of entities.
8	Name: Dhirajlal Damji Gala DIN: 07552111	Independent Director	He is Commerce Graduate, LL.B. and also holds professional degrees of CA, CS and CMA. He is a businessman and has over 40 years of vast experience. He is an independent director in Valiant Organics Limited.

7. OBJECTS OF THE SCHEME

TO MERGE WITH A PUBLIC LISTED ENTITY



The object is to merge ACL and VOL, as a result of which shareholders of the ACL shall directly hold shares in VOL.

The rationale for the Merger is provided in the Scheme of Merger, as enumerated below:

- i. ACL and VOL both are engaged in the business of manufacturing, buying, selling and exporting of chemicals. ACL is engaged in business of manufacturing and sale of chemicals. VOL is mainly engaged in business of manufacturing and marketing of different types of chlorophenol which is a chemical which has several applications mainly into agro-chemical industry and dyes and dyes intermediates;
- ii. This Scheme will lead to consolidation of business and assets, synergy of operations and networks of both the Companies. This will help achieve better and more efficient utilization of available resources, benefits of internal economies, diversification to mitigate risks and improving organizational efficiencies;

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the company in the preceding 10 years.

Not Applicable

Details of means of finance:

Not applicable

8. CAPITAL STRUCTURE OF THE AMARJYOT

Share Capital	Rupees
Authorized Share Capital	
1,21,00,000 Equity shares of Rs. 10/- each	12,10,00,000
40,000 Preference shares of Rs. 100/- each	40,00,000
Total	12,50,00,000
Issued, subscribed and paid-up Share Capital	
87,44,380 Equity shares of Rs. 10/- each fully paid up	8,74,43,800
39,400 Compulsorily Redeemable Non-cumulative Preference shares of Rs. 100/- each fully paid up	39,40,000
Total	9,13,83,800

9. SHAREHOLDING PATTERN OF THE AMARJYOT

For Equity Shares:

Sr. No.	Particulars	(Pre Scheme) Pre- Offer Number of Equity Shares	% Holding of Pre- Scheme	(Post Scheme) Post- Offer Number of Equity Shares	% Holding of Post- Scheme
1.	Promoter & Promoter Group	44,20,832	50.56	Nil	NA
2.	Public	43,23,548	49.44	Nil	NA
	Total	87,44,380	100.00	Nil	NA

For Preference Shares:

Sr. No.	Particulars	(Pre Scheme) Pre- Offer Number of Preference Shares	% Holding of Pre- Scheme	(Post Scheme) Post- Offer Number of Preference Shares	% Holding of Post- Scheme
1.	Promoter & Promoter Group	21,055	53.44	Nil	NA
2.	Public	18,345	46.56	Nil	NA
	Total	39,400	100.00	Nil	NA



10. FINANCIALS

Standalone

Particulars	(Rs. in lakh)					
	April – December 2017	2016-17	2015-16	2014-15	2013-14	2012-13
Total income from operations (net)	18,884.47	18,735.88	15,518.76	9,947.20	6,848.76	6,290.99
Net Profit / Loss before tax and (Loss) before tax and extraordinary items	2,577.51	2,146.52	1,786.94	1,012.91	766.59	582.78
Net Profit / (Loss) after tax and extraordinary items	1,934.62	1,490.38	1,455.52	947.93	521.68	380.36
Equity Share Capital	874.44	325.52	325.52	43.40	43.40	43.40
Reserves and Surplus	7,613.13	6,323.17	4,745.15	2,989.44	2,546.27	2,024.60
Net worth	8,487.57	6,712.34	5,134.32	3,054.54	2,589.67	2,067.99
Basic earnings per share (Rs.)	22.12	17.04	17.00	11.34	6.30	4.59
Diluted earnings per share (Rs.)	22.12	17.04	17.00	11.34	6.30	4.59
Return on net worth (%)	22.79	22.20	28.35	31.03	20.14	18.39
Net asset value per share (Rs.)	97.06	206.21	157.73	703.87	596.75	476.83

11. INTERNAL RISK FACTORS

- An increase in the cost of raw material, or a shortfall in the availability or quality of such raw materials could have an adverse effect on our business and results of operations.
- In case of failure to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected.
- Any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our business.
- Our inability to manage our diversified operations may have an adverse effect on our business, results of operations and financial condition.
- Improper handling, transportation, processing or storage of raw materials or products, or spoilage of and damage to such raw materials and products, could subject us to regulatory and legal action and have an adverse effect on our business.
- We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures could have an adverse effect on our business growth and results of operations.
- Our operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.
- Any failure of our information technology systems could adversely affect our business and our operations.
- The Scheme of Merger is subject to approval of (i) shareholder of both the Transferor and Transferee Company (ii) National Company Law Tribunal in accordance with Section 230-232 of the Companies Act, 2013 and (iii) in-principle and final approvals from the Stock Exchange for listing and trading of new issued equity shares. In case of any of these required approvals or sanctions not received, the Scheme will not be completed.

12. SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Nil



Mujer

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any

Nil

D. Brief details of outstanding criminal proceedings against Promoters

Nil

13. OTHER DETAILS

NAME OF MONITORING AGENCY, IF ANY

Not Applicable

TERMS OF ISSUANCE OF CONVERTIBLE SECURITY, IF ANY:

Not Applicable

Name of Syndicate Members	Not Applicable
Name of Credit Rating Agencies	Not Applicable
Name of Registrar To The Issue	Not Applicable
Name of Debenture Trustee	Not Applicable
Name of Self Certified Syndicate Banks	Not Applicable
Name of Non Syndicate Registered Brokers	Not Applicable
Name of Collection Bankers	Not Applicable

14. DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 and the Securities Contract (Regulation) Act, 1956 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct





**DUE DILIGENCE CERTIFICATE
Form A**

To,
Board of Directors,
Valiant Organics Limited
109, UdyogKshetra
Mulund Goregaon Link Road
Mulund (West), Mumbai 400 080.

Sub: Certificate on adequacy and accuracy of disclosure of information pertaining to Amarjyot Chemical Limited and their respective shareholders and creditors in relation to proposed Scheme of Merger under Section 230-232 of the Companies Act, 2013 and the rules framed thereunder.

Dear Sirs,

We, Master Capital Services Limited ("MCSL"), refer to our engagement letter dated March 8, 2018 whereby Valiant Organics Limited (hereinafter referred to as "VOL" or "Transferee Company") has appointed us for the purpose of certifying the adequacy and accuracy of disclosure made in the document ("Abridged Prospectus") under the proposed Scheme of Merger by Absorption between Amarjyot Chemical Limited ("Transferor Company" or "ACL") and Valiant Organics Limited and their respective Shareholders and Creditors under Section 230-232 of the Companies Act, 2013 and the rules framed thereunder.

Regulatory Requirement:

SEBI vide its Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") prescribed requirements to be fulfilled by the listed entities when they propose a scheme of merger. The SEBI Circular, amongst other things, provide that in the event a listed entity enters into a scheme of merger with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in part D of Schedule VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Further, the adequacy and accuracy of such disclosure of information pertaining to unlisted entity is required to be certified by a SEBI registered Merchant Banker.

Disclaimer and Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and in compliance with SEBI Circular and hence it should not be used for any other purpose or transaction.
2. This Certificate contains the certification on adequacy and accuracy of disclosure of information in the Abridged Prospectus pertaining to the unlisted entity viz., ACL and is not an opinion on the Scheme of Merger or its success.
3. This Certificate is issued on the basis of examination of information and documents provided by ACL and information which is available in the public domain and wherever required, the appropriate representations from ACL have also been obtained.

MASTER CAPITAL SERVICES LIMITED

CIN : U87190MH1994PLC147882

NSE : INB/INF/INE230643634 • BSE : INB/INF010643634, INED10643637

Regional Office : SCO 22-23, Sector 8D, Madhya Marg, Chandigarh - 160009 • Tel : 0172-4848000 • Fax : 0172-2745865

Regd. Office : C-1, 18/20 Jeevan Jyot Building, Cawasji Patal Street, Fort, Mumbai - 400001 • Tel : 022-22026025 • Fax : 022-22026067

Corporate Office : 1012, 10th Floor, Arunachal Building, 19, Barakhamba Road, New Delhi - 110001 • Tel : 011-42111000 • Fax : 011-42111040

Email : helpdesk@mastertrust.co.in • Help Desk : 0120-3083333 • Website : www.mastertrust.co.in

www.mastertrust.co.in





4. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
5. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed merger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

Certification:

We state and confirm as follows:

1. We have examined various documents and other materials in connection with finalization of draft disclosure of information pertaining to ACL ("Abridged Prospectus") which will be circulated to the members of VOL at the time of seeking their consent to the proposed scheme of amalgamation of ACL and VOL and their respective shareholders and creditors as a part of explanatory statement to the notice;
2. On the basis of such examination and the discussion with the management of ACL, its directors, other officers and on independent verification of contents of Abridged Prospectus and other papers furnished to us, WE CONFIRM that:
 - a. The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to ACL;
 - b. The Abridged Prospectus contains applicable information pertaining to ACL as required in terms of SEBI Circulars which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed scheme of merger.

For Master Capital Services Limited



Name: Jaspal Singh Rawat
Designation: Senior Vice President
Category I Merchant Banker
SEBI Regn. No.: INM000000107

Date: April 19, 2018

Place: Chandigarh



VMN

MASTER CAPITAL SERVICES LIMITED

CIN : U67190MH1994PLC147882
NSE : INB/INF/INE230643634 • BSE : INB/INF/10643634, INE010643637
Regional Office : SCO 22-23, Sector 9D, Medhya Marg, Chandigarh - 160009 • Tel : 0172-4848000 • Fax : 0172-2745865
Regd. Office : C-1, 18/20 Jeevan Jyot Building, Cawaji Patel Street, Fort, Mumbai - 400001 • Tel : 022-22026025 • Fax : 022-22026067
Corporate Office : 1012, 10th Floor, Anurachal Building, 19, Barakhamba Road, New Delhi - 110001 • Tel : 011-42111000 • Fax : 011-42111040
Email : helpdesk@mastertrust.co.in • Help Desk : 0120-3083333 • Website : www.mastertrust.co.in

www.mastertrust.co.in



VALIANT ORGANICS LIMITED

CIN: L24230MH2005PLC151348

Registered Office: 109 Udyog Kshetra, 1st Floor Mulund Goregaon Link Road, Mulund - (West), Mumbai - 400080

Tel No: 91-22-2591 3767/ 6, 91-22-6797 6640 / 5 Fax No: 91-22-2591 3765

Email: info@valiantorganics.com

Before the National Company Law Tribunal

Bench, at Mumbai

In the matter of the Companies Act, 2013

And

In the matter of Amarjyot Chemical Limited ('the First Applicant Company/ Transferor Company')

With

Valiant Organics Limited ('the Second Applicant Company / Transferee Company')

And

In the matter of Sections 230 read with Section 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

COMPANY APPLICATION NO. 1120 OF 2018

Amarjyot Chemical Limited	}	
(CIN: U24110MH1978PLC020373)	}	
A Private Company incorporated under the	}	
provisions of the Companies Act, 1956	}	
having its Registered Office at A-301,	}	
Kaustubh Park Near Bhagwati Hospital,	}	
Mandapeshwar Road Borivali- (West),	}	
Mumbai- 400103.	} First Applicant Company/ Transferor Company
Valiant Organics Limited	}	
(CIN: L24230MH2005PLC151348)	}	
A Private Company incorporated under the	}	
provisions of the Companies Act, 1956	}	
having its Registered Office at 109 Udyog Kshetra	}	
1st Floor Mulund Goregaon Link Road	}	
Mulund - (West), Mumbai - 400080	} Second Applicant Company/Transferee Company

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 Equity Shareholder(s)	
Registered address	
Value	
Folio No./DP ID & Client ID*	
Joint Holder(s)	
E-mail ID	

* Applicable for investors holding shares in electronic form.

I/We, being a member(s) of _____ equity shares of Valiant Organics Limited hereby appoint:

1. Mr./Mrs. _____
Address : _____

Email Id: _____

Signature: _____

2. Mr./Mrs. _____
Address : _____

Email Id: _____

Signature: _____

3. Mr./Mrs. _____
Address : _____

Email Id: _____

Signature: _____

as my/ our proxy to attend and vote (on the poll) for me/ us and on my/ our behalf at the National Company Law Tribunal convened Meeting of the Equity Shareholders of the Second Applicant Company to be held on Thursday, November 22, 2018 at 12:30 p.m. at Prasad Food Divine, Mulund-Goregaon Link Road, Opposite D-Mart, Mulund (West), Mumbai- 400 080, for the purpose of considering, and, if thought fit, to approve, with or without modification(s), the proposed Scheme of Amalgamation of Amarjyot Chemical Limited with Valiant Organics Limited and their respective shareholders, pursuant to the applicable provisions of the Companies Act, 2013 (“**Scheme**”) at such meeting and any adjournment(s) thereof, to vote, for me/us and in my/our name(s) _____ (here, if for, insert ‘FOR’, or if against, insert ‘AGAINST’ and in the latter case strike out the words ‘EITHER WITH OR WITHOUT MODIFICATION(S)’ after the word Scheme) the said amalgamation embodied in the Scheme, either with or without modifications(s)*, as my/our proxy may approve.

Dated this ____ day of _____, 2018.

Name: _____

Address: _____

Signature of Equity Shareholder: _____

Signature of Proxy Holder: _____

NOTES:

- i. Please affix revenue stamp before putting signature.
- ii. Proxy need not be shareholder.
- iii. Alterations, if any, made in the form of proxy should be initialed.
- iv. No person shall be appointed as Proxy who is a minor.
- v. This form in order to be effective should be duly completed and deposited at the registered office of the second applicant company at 109 Udyog Kshetra, 1st Floor Mulund Goregaon Link Road, Mulund - (West), Mumbai - 400080, not less than 48 (forty eight) hours before the scheduled time of commencement of the said meeting.
- vi. In case of multiple proxies, the proxy later in time shall be accepted.
- vii. Body Corporate Equity Shareholder would be required to deposit certified copies of Board Resolutions/ Power of Attorney in original, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf.

Tribunal Convened Meeting of the Equity Shareholders of Valiant Organics Limited

Affix
Rs. 1/-
Revenue
Stamp



VALIANT ORGANICS LIMITED

CIN: L24230MH2005PLC151348

Registered Office: 109 Udyog Kshetra, 1st Floor Mulund Goregaon Link Road, Mulund - (West), Mumbai - 400080

Tel No: 91-22-2591 3767/ 6, 91-22-6797 6640 / 5 Fax No: 91-22-2591 3765

Email: info@valiantorganics.com

ATTENDANCE SLIP

Please complete the Attendance Slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the meeting of the equity shareholders of the Company, convened pursuant to the Orders dated [•] 2018 of the National Company Law Tribunal Bench at Mumbai, at 12:30 p.m. on November 22, 2018 at Prasad Food Divine, Mulund- Goregaon Link Road, Opposite D Mart, Mulund – (West), Mumbai – 400080

Name and Address of the Equity Shareholder:

Registered Folio Number/ DP ID and Client ID*:

(If represented by Authorised Representative, details of the same)

Name of the proxy holder/

Authorised representative: _____

I further declare that above particulars are true and correct to the best of my knowledge.

Signature

Place:

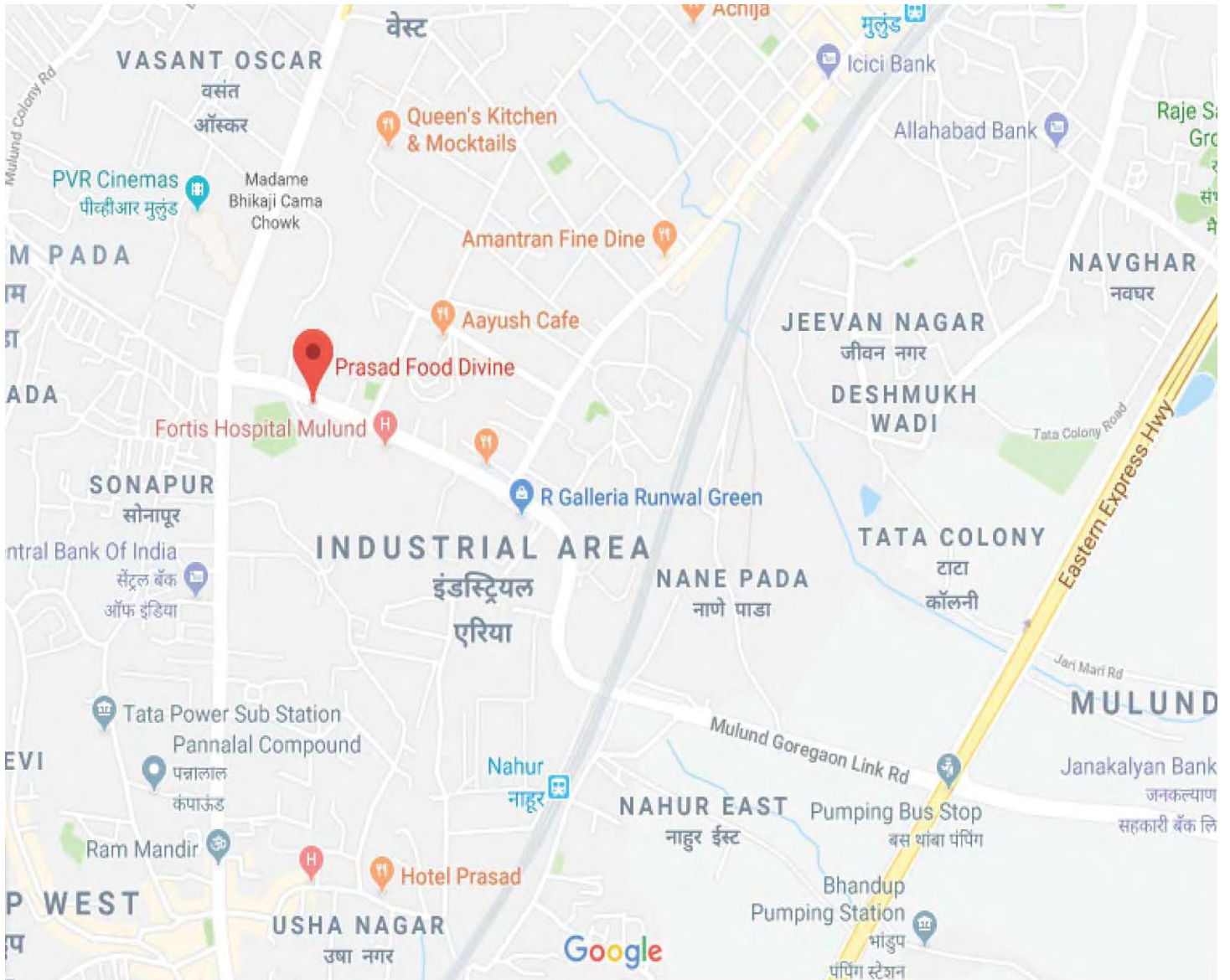
Date:

Important:

1. The Equity Shareholders attending the meeting in person or by proxy or through authorised representative must bring this attendance slip to the meeting and hand over at the entrance duly filled and signed.
2. The Equity Shareholders are requested to bring their copy of notice for reference at the meeting.
3. The authorised representative of a body corporate which is an equity shareholder of the Second Applicant Company must bring a certified true copy of the resolution of the board of directors or other governing body of the corporate authorising such representative to attend and vote at the said meeting.

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Route Map of Meeting



**VALIANT ORGANICS LIMITED****Regd. Office:** 109 Udyog Kshetra 1st Floor Mulund Goregaon Link Road Mulund (W) Mumbai 400080**CIN:** L24230MH2005PLC151348**Tel No: 91-22-2591 3767/ 6 / 91-22-6797 6640 / 5 Fax No:** 91-22-2591 3765**Email:** info@valiantorganics.com **Website:** www.valiantorganics.com**POSTAL BALLOT FORM****Serial No.**

Name & Registered address of the :
Sole/First name of the Shareholder
(In BLOCK LETTERS)

Name(s) of the joint :
Shareholder(s), if any,
(In BLOCK LETTERS)

Registered Folio No. / :
*DP ID & Client ID
(*Applicable to investors holding
shares in dematerialized form)

No. of shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) proposed in the Notice dated October 15, 2018 of the Meeting of Equity Shareholders of Valiant Organics Limited convened as per directions of Mumbai Bench of Hon'ble National Company Law Tribunal to be held on Thursday, 22nd day of November, 2018 at 12.30 P.M. at Prasad Food Divine, Mulund-Goregaon Link Road, Opposite D-Mart, Mulund (West), Mumbai- 400 080 by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Description of the Resolution	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution approving Scheme of Merger by Absorption of Amarjyot Chemical Limited and Valiant Organics Limited and their respective Shareholders and Creditors pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013			

Place:

Date:

(Signature of the Shareholder/Authorised Representative)

.....

Electronic Voting Particulars

EVS (E-voting Sequence Number)	User ID	Permanent Account Number

Note: Please read the instructions printed overleaf carefully before exercising the vote.

INSTRUCTIONS

1. Pursuant to Section 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated October 15, 2018 of the Meeting of Equity Shareholders of Valiant Organics Limited convened as per directions of Mumbai Bench of Hon'ble National Company Law Tribunal, on Thursday, November 22, 2018 at 12.30 p.m. at Prasad Food Divine, Mulund-Goregaon Link Road, Opposite D-Mart, Mulund (West), Mumbai- 400 080 is being additionally sought through Postal Ballot process/e-voting as per directions of NCLT.
2. A member desiring to exercise vote(s) by postal ballot, may send duly completed form in the enclosed self-addressed postage prepaid envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. The voting period commences on and from Tuesday, October 23, 2018 at 9.00 a.m. and shall end on Wednesday, November 21, 2018 at 5.00 p.m. The envelope(s) containing the Postal Ballot should reach the Scrutinizer not later than 5.00 p.m. on Wednesday, November 21, 2018 at the Registered Office of the Company. The Postal Ballot Form received after this date and time, will be strictly treated as if reply from the Member has not been received.
3. Equity shareholders who have received the postal ballot form by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Company's website www.valiantorganics.com or seek duplicate postal ballot form from the Company.
4. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid.
5. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company /Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s). The vote on postal ballot can not be exercised through proxy.
6. In case of equity shares held by Companies, Trust, Societies etc., a duly completed Postal Ballot Forms should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Forms should also be accompanied by a certified true copy of the Board resolution/ Authority together with the specimen signature(s) of the authorised signatory(ies) duly verified.
7. A member neither needs to use all votes nor needs to cast all votes in the same way.
8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form(s) will be rejected.
10. Voting right shall be reckoned on the paid up value of shares registered in the name of Member as at the close of business on Friday, October 12, 2018.
11. A member may request for duplicate Postal Ballot Form, if required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time specified above.
12. Members are requested not to send any other paper along with the Postal Ballot Form as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper would be destroyed by the Scrutinizer.
13. E-VOTING: The Company is pleased to provide E-Voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of Physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he/she does not need to send a physical Postal Ballot Form. In case a Member votes through E-Voting facility as well as sends his vote through Physical vote, vote casted through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to e-voting.
14. Mr. Sunil M. Dedhia, Practising Company Secretary has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of Postal Ballot Form(s) will be final.

