

**AVI PHOTOCHEM LIMITED**

110 MANISH INDL ESTATE NO 4, NAVGHAR,

VASAI (EAST), DIST: THANE 401210

TEL: 9323468454 / 9223434316 / 0250-2390707

Email: [avichem@vsnl.com](mailto:avichem@vsnl.com) / CIN: L24200MH1989PLC050913Website: [www.aviphoto.in](http://www.aviphoto.in)

**Announcement of result of passing resolution at 25<sup>th</sup> Annual General Meeting of AVI Photochem Limited held on 26<sup>th</sup> September, 2014 at the registered office of the Company.**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant rules made thereunder, the Company had provided the e-voting facility to its members to cast their vote/s on all the resolutions mentioned in the notice of the 25<sup>th</sup> Annual General Meeting of the Company dated 26<sup>th</sup> September, 2014.

The Member attending the Annual General Meeting either in person or through proxy and who have not casted their vote through e-voting were also provided facility to cast their votes on all the resolutions through poll at the 25<sup>th</sup> Annual General Meeting.

Based on the Scrutinizer's report on the voting on above resolutions casted through electronic voting process and poll, I Avinash D. Vora, Chairman and Executive Director of the Company declare the resolutions contained in the notice of the 25<sup>th</sup> Annual General Meeting as passed with requisite majority.

The Summary of result are as under:

RESOLUTION NO	PARTICULARS OF VOTES CAST THROUGH E-VOTING & POLL		STATUS
	VOTES IN FAVOUR NO & %	VOTES CAST AGAINST NO & %	
<b>Resolution No. 1 as Ordinary Resolution:</b> Adoption of the Audited Balance Sheet as at 31 <sup>st</sup> March, 2014, the Statement of Profit & Loss for the financial year ended 31 <sup>st</sup> March, 2014, the Report of the Board of Directors' and Auditors' thereon.	1016076 29.20%	0 0.00%	Passed with requisite majority as an Ordinary Resolution
<b>Resolution No. 2 as Ordinary Resolution:</b> Re-appointment of Mr. Avinash Vora, (DIN 02454049) as a Director retiring by rotation.	1016076 29.20%	0 0.00%	Passed with requisite majority as an Ordinary Resolution
<b>Resolution No. 3 as Ordinary Resolution:</b> Re-appointment of M/s. S. Shah & Associates, Chartered Accountants, (F.RNo, 109771W) as a statutory auditor of the Company for a period of 5 years upto 30th AGM to be held in the year 2019.	1016076 29.20%	0 0.00%	Passed with requisite majority as an Ordinary Resolution
<b>Resolution No. 4 as Special Resolution:</b> Adoption of New set of Articles of Association as per Companies Act, 2013.	1016076 29.20%	0 0.00%	Passed with requisite majority as Special Resolution



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RESOLUTION NO	PARTICULARS OF VOTES CAST THROUGH E-VOTING & POLL		STATUS
	VOTES IN FAVOUR NO & %	VOTES CAST AGAINST NO & %	
Resolution No. 5 as Special Resolution: Re-appointment and approval of Remuneration of Mr. Vikram Vora (DIN 02454043) as Whole Time Director for the further period of 5 years upto the AGM held in the year 2019.	1016076 29.20%	0 0.00%	Passed with requisite majority as Special Resolution
Resolution No. 6 as Ordinary Resolution: Approval of payment of Remuneration of Mr. Avinash Vora (DIN 02454059), Director of the Company.	1016076 29.20%	0 0.00%	Passed with requisite majority as Ordinary Resolution
Resolution No. 7 as Ordinary Resolution: Appointment of Mr. Pradeep Kumar (DIN: 06921912) as an Independent Director of the Company for a consecutive term of 5 years upto 31.03.2019, u/s 160 of the Companies Act, 2013.	1016076 29.20%	0 0.00%	Passed with requisite majority Ordinary Resolution
Resolution No. 8 as Ordinary Resolution: Appointment of Mr. Pradeep Joshi (DIN: 02416091) as an Independent Director of the Company for a consecutive term of 5 years upto 31.03.2019.	1016076 29.20%	0 0.00%	Passed with requisite majority as Ordinary Resolution
Resolution No. 9 as Special Resolution: Authority to borrow in excess of paid up capital and free reserves u/s 180(1)(c) of the Companies Act, 2013.	1016076 29.20%	0 0.00%	Passed with requisite majority as Special Resolution
Resolution No. 10 as Special Resolution: Creation of Security on the Properties of the Company in Favour of Lenders u/s 180(1)(a) of the Companies Act, 2013.	1016076 29.20%	0 0.00%	Passed with requisite majority as Special Resolution

For and on behalf of Board of Directors  
Of AVI Photochem Limited



Mr. Avinash D. Vora  
Director

DIN No: 02454059

Date: 01st October, 2014

Place: Thane

Encl: Scrutinizer's Report

**SCRUTINIZERS' CONSOLIDATED REPORT**

*For e-voting & Poll at the 25<sup>th</sup> Annual General Meeting of*

***Avi Photochem Ltd.***

*Held on 26<sup>th</sup> Sept., 2014*

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**Anish Gupta & Associates.**

**Company Secretaries**

413, Autumn Grube, Opp. Lokhandwala School, Lokhandwala Township,  
Kandivali (East), Mumbai- 400101

Email: [anish.csanishgupta.com@gmail.com](mailto:anish.csanishgupta.com@gmail.com)

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# Anish Gupta & Associates

## Company Secretaries

413 Autumn Grube, Opp Lokhandwala School, Lokhandwala Township, Kandivali E, Mumbai-40101  
Telefax: 022 29659720 email: [anish@csanishgupta.com](mailto:anish@csanishgupta.com)

To,  
The Chairman  
Avi Photochem Limited  
110, Manish Ind Estate No. 4,  
Navghar Road,  
Vasai (East),  
Thane - 410210

**Report of the Scrutinizer - combined result of e-voting, postal and physical poll on the resolutions passed at the 25<sup>th</sup> Annual General Meeting of Avi Photochem Limited ("the Company") held on Friday, 26<sup>th</sup> September, 2014**

I, Anish Gupta, Proprietor, Anish Gupta & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder:

- (i) in respect of e-voting facility extended by the Company for the resolutions as set out in the Notice of the Annual General Meeting (AGM) dated 14<sup>th</sup> August, 2014, and
- (ii) in respect of the poll conducted at the Annual General Meeting (AGM) of the Company held on Friday, 26<sup>th</sup> September, 2014 at 110, Manish Ind Estate No. 4, Navghar Road, Vasai (East), Thane - 410210 on the resolutions as set out in the Notice of the AGM dated 14<sup>th</sup> August, 2014.

As a Scrutinizer the combined report of the e-voting and poll carried out by the shareholders at the AGM through ballot paper are as follows:-

**The Consolidated Result of the e-voting, postal and physical poll is as under**

Resoluti on No.	Particulars	Votes in Favour	Votes Against
<b>Ordinary Business</b>		%	%
1.	<b>Ordinary Resolution for:</b> Adoption of the Audited Balance Sheet as at 31 <sup>st</sup> March, 2014, the Statement of Profit & Loss for the financial year ended 31 <sup>st</sup> March, 2014, the Report of the Board of Directors' and Auditors' thereon.	100	0
2.	<b>Ordinary Resolution for:</b> Re-appointment of Mr. Avinash Vora, (DIN 02454049) as a Director retiring by rotation.	100	0
3.	<b>Ordinary Resolution for:</b> Re-appointment of M/s S. Shah & Associates, Chartered Accountants, (F.RNo. 109771W) as a statutory auditor of the Company for a period of 5 years upto 30 <sup>th</sup> AGM to be held in the year 2019.	100	0



Special Business			
4.	<b>Special Resolution for:</b> Adoption of New set of Articles of Association as per Companies Act, 2013	100	0
5.	<b>Special Resolution for:</b> Re-appointment and approval of Remuneration of Mr. Vikram Vora (DIN 02454043) as Whole Time Director for the further period of 5 years upto the AGM held in the year 2019.	100	0
6.	<b>Ordinary Resolution for:</b> Approval of payment of Remuneration of Mr. Avinash Vora (DIN 02454059), Director of the Company.	100	0
7.	<b>Ordinary Resolution for:</b> Appointment of Mr. Pradeep Kumar (DIN: 06921912) as an Independent Director of the Company for a consecutive term of 5 years upto 31.03.2019, u/s 160 of the Companies Act, 2013.	100	0
8.	<b>Ordinary Resolution for:</b> Appointment of Mr. Pradeep Joshi (DIN: 02416091) as an Independent Director of the Company for a consecutive term of 5 years upto 31.03.2019.	100	0
9.	<b>Special Resolution for:</b> Authority to borrow in excess of paid up capital and free reserves u/s 180(1)(c) of the Companies Act, 2013.	100	0
10.	<b>Special Resolution for:</b> Creation of Security on the Properties of the Company in Favour of Lenders u/s 180(1)(a) of the Companies Act, 2013	100	0

**Outcome of Voting of Annual General meeting (As per Clause 35A of Listing Agreement)**

<b>Date of Annual General meeting</b>	26 <sup>th</sup> September, 2014			
<b>Total number of shareholders as on record date (29<sup>th</sup> August, 2014 - cut-off date for e-voting)</b>	14039			
<b>No. of shareholders present in the meeting either in person or through proxy</b>	<b>Promoter &amp; Promoter Group</b>		<b>Public</b>	
	In Person	Through Proxy	In Person	Through Proxy
	4	0	37	0
<b>No. of shareholders attended the meeting through Video Conferencing</b>	<b>Promoter &amp; Promoter Group</b>		<b>Public</b>	
	N.A.		N.A.	

The mode of voting for all the resolutions was:

1. e-voting conducted between Sunday 21<sup>st</sup> September, 2014, 9.30 a.m. (IST) to Sunday, 21<sup>st</sup> September, 2014, 5.30 p.m. (IST).
2. Physical poll conducted at the Meeting.

Given below is the resolution wise combined result of e-voting, ballots received through post and physical poll at the meeting.



**Resolution No. 1:**

Adoption of the Audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit & Loss for the financial year ended 31<sup>st</sup> March, 2014, the Report of the Board of Directors' and Auditors' thereon (Ordinary Resolution)

Promoter /Public	No of Shares held* (1)	No of Votes Polled <sup>s</sup> (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	836476	836476	100	836476	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	2643600	179600	6.79	179600	0	100	0
<b>Total</b>	<b>3480076</b>	<b>1016076</b>	<b>29.20</b>	<b>1016076</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 2:**

Re-appointment of Mr. Avinash Vora, Director (DIN 02454049) retiring by rotation. (Ordinary Resolution)

Promoter /Public	No of Shares held* (1)	No of Votes Polled <sup>s</sup> (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	836476	836476	100	836476	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	2643600	179600	6.79	179600	0	100	0
<b>Total</b>	<b>3480076</b>	<b>1016076</b>	<b>29.20</b>	<b>1016076</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Resolution No. 3:**

Re-appointment of M/s S. Shah & Associates., Chartered Accountants (FR. 109771W) as a statutory auditor of the Company for a term of 5 years upto the AGM to be held in the year 2019.  
(Ordinary Resolution)

Promoter /Public	No of Shares held* (1)	No of Votes Polled <sup>s</sup> (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	836476	836476	100	836476	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public- Others	2643600	179600	6.79	179600	0	100	0
<b>Total</b>	<b>3480076</b>	<b>1016076</b>	<b>29.20</b>	<b>1016076</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 4**

Adoption of New Set of Articles of Association as per Companies Act, 2013  
(Special Resolution)

Promoter /Public	No of Shares held* (1)	No of Votes Polled <sup>s</sup> (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	836476	836476	100	836476	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public- Others	2643600	179600	6.79	179600	0	100	0
<b>Total</b>	<b>3480076</b>	<b>1016076</b>	<b>29.20</b>	<b>1016076</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Resolution No. 5:**

**Appointment and approval of Remuneration of Mr. Vikram Vora (DIN: 02454043) as a Whole Time Director of the Company.**

**(Ordinary Resolution)**

Promoter /Public	No of Shares held* (1)	No of Votes Polled <sup>s</sup> (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	836476	836476	100	836476	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	2643600	179600	6.79	179600	0	100	0
<b>Total</b>	<b>3480076</b>	<b>1016076</b>	<b>29.20</b>	<b>1016076</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No.6:**

**Approve the payment of Remuneration Mr. Avinash Vora (DIN: 02454059), Director of the Company.**

**(Ordinary Resolution)**

Promoter /Public	No of Shares held* (1)	No of Votes Polled <sup>s</sup> (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	836476	836476	100	836476	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	2643600	179600	6.79	179600	0	100	0
<b>Total</b>	<b>3480076</b>	<b>1016076</b>	<b>29.20</b>	<b>1016076</b>	<b>0</b>	<b>100</b>	<b>0</b>





**Resolution No. 7:**

**Appointment of Mr. Pradeep Kumar (DIN: 06921912) as an Independent Director of the Company for a consecutive term of 5 years upto 31.03.2019, u/s 160 of the Companies Act, 2013.**

**(Ordinary Resolution)**

Promoter /Public	No of Shares held* (1)	No of Votes Polled <sup>s</sup> (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	836476	836476	100	836476	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	2643600	179600	6.79	179600	0	100	0
<b>Total</b>	<b>3480076</b>	<b>1016076</b>	<b>29.20</b>	<b>1016076</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 8:**

**Appointment of Mr. Pradeep Joshi (DIN: 02416091) as an Independent Director of the Company for a consecutive term of 5 years upto 31.03.2019.**

**(Ordinary Resolution)**

Promoter /Public	No of Shares held* (1)	No of Votes Polled <sup>s</sup> (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	836476	836476	100	836476	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	2643600	179600	6.79	179600	0	100	0
<b>Total</b>	<b>3480076</b>	<b>1016076</b>	<b>29.20</b>	<b>1016076</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Resolution No. 9:**

**Authority to borrow in excess of paid up capital and free reserves u/s 180(1)(c) of the Companies Act, 2013.**

**(Special Resolution)**

Promoter /Public	No of Shares held <sup>#</sup> (1)	No of Votes Polled <sup>s</sup> (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	836476	836476	100	836476	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	2643600	179600	6.79	179600	0	100	0
<b>Total</b>	<b>3480076</b>	<b>1016076</b>	<b>29.20</b>	<b>1016076</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 10:**

**Creation of Security on the Properties of the Company in Favour of Lenders u/s 180(1)(a) of the Companies Act, 2013.**

**(Special Resolution)**

Promoter /Public	No of Shares held <sup>#</sup> (1)	No of Votes Polled <sup>s</sup> (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	836476	836476	100	836476	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	2643600	179600	6.79	179600	0	100	0
<b>Total</b>	<b>3480076</b>	<b>1016076</b>	<b>29.20</b>	<b>1016076</b>	<b>0</b>	<b>100</b>	<b>0</b>

You may consider accordingly declare the result of the resolutions proposed at the 25<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> Sept., 2014.



I hereby confirm that I am maintaining the Register both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to Mr. Avinash Vora, Chairman of the Company in due course as prescribed in the said Rules.

Thanking you,

Yours Faithfully

For, Anish Gupta & Associates,  
Company Secretaries



Anish Gupta  
(Scrutinizer)  
Proprietor,

Date: 29.09.2014

Place: Mumbai

**SCRUTINIZERS' REPORT**

*For e-voting at the 25<sup>th</sup> Annual General Meeting of*

***Avi Photochem Ltd.***

*Held on 26<sup>th</sup> September, 2014*

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**Anish Gupta & Associates.**

Company Secretaries

413, Autumn Grube, Opp. Lokhandwala School, Lokhandwala Township, Kandivali  
(East), Mumbai- 400101

Email: [anish@csanishgupta.com](mailto:anish@csanishgupta.com)

# Anish Gupta & Associates

## Company Secretaries

413 Autumn Grube, Opp Lokhandwala School, Lokhandwala Township, Kandivali E, Mumbai-40101  
Telefax: 022 29659720 email: [anish@csanishgupta.com](mailto:anish@csanishgupta.com)

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To,  
The Chairman  
Avi Photochem Limited  
110, Manish Ind Estate No. 4,  
Navghar Road,  
Vasai (East),  
Thane - 410210

Date: 29<sup>th</sup> September, 2014

**Sub: Submission of the Scrutinizers' Report on e-voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule).**

Dear Sir,

I refer to my appointment as scrutinizer by the Board of directors of Avi Photochem Ltd. (the Company) on 14<sup>th</sup> August, 2014, to Scrutinize the e-voting process in a fair and transparent manner as per the provision of Companies Act, 2013 and Rules made there under for the 25<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 26<sup>th</sup> Sept., 2014 at the Registered Office of the Company at Mumbai (Maharashtra.).

I have carried out the work as Scrutinizer on close of working hours on 21<sup>st</sup> Sept., 2014. I had scrutinized and reviewed the voting through electronic means and votes tendered there in.

My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizers' report of the votes cast in **Favour** or **Against** the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facility and engaged by the Company.

I herewith submit the scrutinizer's report on the results of the e-voting along with the relevant list.

Thanking you  
Yours faithfully

For, ANISH GUPTA & ASSOCIATES.  
COMPANY SECRETARIES

ANISH GUPTA  
PROPRIETOR  
FCS: 5733  
CP: 4092  
Encl: a/a



## Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Avi Photochem Limited  
110, Manish Ind Estate No. 4,  
Navghar Road,  
Vasai (East),  
Thane - 410210

Dear Sir,

I Anish Gupta proprietor of Anish Gupta & Associates., Company Secretaries Mumbai, was appointed as scrutinizer for the purpose of scrutinizing the E-voting process of **Avi Photochem Ltd.** (CIN: L24200MH1989PLC050913) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 25<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 26<sup>th</sup> September, 2014, I submit my report on e-voting results as under:

1. The e-voting services were provided by Central Depository Services (India) Ltd. (CDSL).
2. The E-voting period commenced from 9.30 A.M. and concluded at 5.30 P.M. on 21<sup>st</sup> September, 2014.
3. The Shareholder holding shares on the "Cut-off date" i.e., 29<sup>th</sup> August, 2014, were entitled to vote on the proposed resolutions stated in the Notice of the Company.
4. The portal was unblocked on 21<sup>st</sup> Sept., 2014 after 05:30 P.M. in the presence of two witnesses Ms. Shraddha Kalkar and Mr. Digvijay Jirage who are not in the employment of the Company.
5. The results of e-voting along with the list of shareholders who voted "FOR" and "AGAINST" the below resolutions were downloaded from the e-voting website of CDSL.

### Item No.1: Ordinary Resolution

Consideration and approve Audited Financial Statements, Reports of Board of Directors and Auditors for the year 2013-14

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	952976	100%

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them



0	0
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**Item No.2: Ordinary Resolution**

Re-appointment of Mr. Avinash Vora, (DIN 00023050) as a Director retiring by rotation.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	952976	100%

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

**Item No.3: Ordinary Resolution**

Re-appointment of M/s S. Shah & Associates., Chartered Accountants (FR. 109771W) as a statutory auditor of the Company for a term of 5 years upto the AGM to be held in the year 2019.

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	952976	100%

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0



**Item No.4: Special Resolution****Adoption of New Set of Articles of Association as per Companies Act, 2013**

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	952976	100%

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

**Item No.:5 Special Resolution**

**Appointment and approve of payment of remuneration of Mr. Vikram Vora (DIN 02454043) as a Whole Time Director of the Company for a consecutive term of 5 years upto 31.03.2019.**

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	952976	100%

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0





**Item No.6 Ordinary Resolution**

Approval of payment of remuneration of MR. Avinash Vora (DIN 02454049), Director of the Company.

**(i) Voted in favour of the resolution:**

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	952976	100%

**(ii) Voted against the resolution:**

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

**(iii) Invalid votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

**Item No.7 Ordinary Resolution**

Appointment of Mr. Pradeep Kumar (DIN 06921912) as an Independent Director of the Company for a consecutive term of 5 years upto 31.03.2019, u/s 160 of the Companies Act, 2013.

**(i) Voted in favour of the resolution:**

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	952976	100%

**(ii) Voted against the resolution:**

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

**(iii) Invalid votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
0	0



**Item No.8 Ordinary Resolution**  
**Appointment of Mr. Pradeep Joshi (DIN 02416091) as an Independent Director of the Company for a consecutive term of 5 years upto 31.03.2019.**

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	952976	100%

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

**Item No.9 Special Resolution**  
**Authority to borrow in excess of paid up capital and free reserves u/s 180(1)(c) of the Companies Act, 2013**

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	952976	100%

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0



Item No. 10 Special Resolution

Creation of Security on the Properties of the Company in Favour of Lenders u/s 180(1)(a) of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	952976	100%

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 28<sup>th</sup> Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.


For, ANISH GUPTA & ASSOCIATES.  
COMPANY SECRETARIES

ANISH GUPTA  
PROPRIETOR  
FCS: 5733  
CP : 4092



We the undersigned witnesseth that the votes were unblocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in our presence after 5.30 p.m on 21.09.2014 at the office of the Scrutinizer.

  
Shradha Kalkar  
Add: 5/5 Baretto Compound,  
D'monte Lane, Marve Road,  
Orlem, Malad (West),  
Mumbai - 400064.

  
Digvijay Jirage  
Add: 2/298, Govt Colony,  
Bandra (East), Mumbai - 400051.

## SCRUTINIZERS' REPORT

*For Poll at the 25<sup>th</sup> Annual General Meeting of*

*Avi Photochem Ltd.*

*Held on 26<sup>th</sup> Sept., 2014*

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**Anish Gupta & Associates.**

**Company Secretaries**

413, Autumn Grube, Opp. Lokhandwala School, Lokhandwala Township,  
Kandivali (East), Mumbai- 400101

Email: [anish.csanishgupta.com@gmail.com](mailto:anish.csanishgupta.com@gmail.com)

# Anish Gupta & Associates

## Company Secretaries

413 Autumn Grue, Opp Lokhandwala School, Lokhandwala Township, Kandivali E, Mumbai-40101  
Telefax: 022 29659720 email: [anish@csanishgupta.com](mailto:anish@csanishgupta.com)

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### REPORT OF SCRUTINIZER Form MGT-13

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
Avi Photochem Limited  
110, Manish Ind Estate No. 4,  
Navghar Road,  
Vasai (East),  
Thane - 410210

**Sub: 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of Avi Photochem Limited held on Friday, 26<sup>th</sup> September, 2014 at 3.30 p.m at 110, Manish Ind Estate No. 4, Navghar Road, Vasai (East), Thane - 410210**

Dear Sir,

I, Anish Gupta, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the 25<sup>th</sup> Annual General Meeting of the equity shareholders of Avi Photochem Limited held on Friday, 26<sup>th</sup> September, 2014 at 3.30 P.M. at 110, Manish Ind Estate No. 4, Navghar Road, Vasai (East), Thane - 410210, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



## RESOLUTION NO. 1

Adoption of the Audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit & Loss for the financial year ended 31<sup>st</sup> March, 2014, the Report of the Board of Directors' and Auditors' thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	63100	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

## RESOLUTION NO.2

Re-appointment of Mr. Avinash Vora, Director (DIN 02454049) retiring by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	63100	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



### RESOLUTION NO. 3

Re-appointment of M/s S. Shah & Associates, Chartered Accountants (F. No. 109771W) as the Statutory auditor of the Company for a term of 5 years upto the AGM to be held in the year 2019.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	63100	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

### RESOLUTION NO. 4

Adoption of New Set of Articles of Association as per Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	63100	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**RESOLUTION NO. 5**

**Appointment and approval of Remuneration of Mr. Vikram Vora (DIN: 02454043) as a Whole Time Director of the Company.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	63100	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**RESOLUTION NO. 6**

**Approve the payment of Remuneration Mr. Avinash Vora (DIN: 02454059), Director of the Company.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	63100	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





## RESOLUTION NO. 7

Appointment of Mr. Pradeep Kumar (DIN: 06921912) as an Independent Director of the Company for a consecutive term of 5 years upto 31.03.2019, u/s 160 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	63100	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

## RESOLUTION NO. 8

Appointment of Mr. Pradeep Joshi (DIN: 02416091) as an Independent Director of the Company for a consecutive term of 5 years upto 31.03.2019.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	63100	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



### RESOLUTION NO. 9

Authority to borrow in excess of paid up capital and free reserves u/s 180(1)(c) of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	63100	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

### RESOLUTION NO. 10

Creation of Security on the Properties of the Company in Favour of Lenders u/s 180(1)(a) of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	63100	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



5. Register containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,  
Yours Faithfully  
For Anish Gupta & Associates  
Company Secretaries

Anish Gupta  
(Scrutinizer)  
Proprietor,



Date: 29<sup>th</sup> September, 2014  
Place: Mumbai