

**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 Extra Ordinary General Meeting of AVI Photochem Limited held on 29<sup>th</sup> December, 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 Extra Ordinary General Meeting of the Company dated 29<sup>th</sup> December, 2014.

The Member attending the Extra Ordinary 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 Extra Ordinary 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 Extra Ordinary 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 & %	
Resolution No. 1 as a Special Resolution: Approval of Scheme of Arrangement for Reduction of Capital of the Company under Section 100 to 104 of the Companies Act, 1956.	970176 27.88%	0 0.00%	Passed with requisite majority as an Special Resolution

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

**Ms. Bhavna Patel****Company Secretary****Membership No: A31586****Date: 31<sup>st</sup> December, 2014****Place: Thane****Encl: Scrutinizer's Report**

**SCRUTINIZERS' REPORT**

*Consolidated Report on Voting*

*for Extra Ordinary General Meeting of*

***Avi Photochem Ltd.***

*Held on 29<sup>th</sup> December, 2014*

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**Anish Gupta & Associates.**

**Company Secretaries**

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

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

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 and physical poll on the resolutions passed at the Extra Ordinary General Meeting of Avi Photochem Limited ("the Company") held on Monday, 29<sup>th</sup> December, 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 resolution as set out in the Notice of the Extra Ordinary General Meeting (EGM) dated 29<sup>th</sup> November, 2014, and
- (ii) in respect of the poll conducted at the Extra Ordinary General Meeting (EGM) of the Company held on Monday, 29<sup>th</sup> December, 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 EGM dated 29<sup>th</sup> November, 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>Special Resolution for:</b> Approval of Scheme of Arrangement for Reduction of Capital of the Company under Section 100 to 104 of the Companies Act, 1956.	100	0



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

Date of Annual General meeting	29 <sup>th</sup> December, 2014			
Total number of shareholders as on record date (28 <sup>th</sup> November, 2014 - cut-off date for e-voting)	14067			
No. of shareholders present in the meeting either in person or through proxy	Promoter & Promoter Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	3	1	26	2
No. of shareholders attended the meeting through Video Conferencing	Promoter & Promoter Group		Public	
	N.A.		N.A.	

The mode of voting for all the resolutions was:

1. E-voting conducted between Wednesday 24<sup>th</sup> December, 2014, 9.30 a.m. (IST) to Wednesday, 24<sup>th</sup> December, 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 physical poll at the meeting.

**Resolution No. 1:**

**Approval of Scheme of Arrangement for Reduction of Capital of the Company under Section 100 to 104 of the Companies Act, 1956 (Special Resolution)**

Promoter /Public	No of Shares held* (1)	No of Votes Polled * (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	133700	5.06	133700	0	100	0
<b>Total</b>	<b>3480076</b>	<b>970176</b>	<b>27.88</b>	<b>970176</b>	<b>0</b>	<b>100</b>	<b>0</b>



You may consider accordingly declare the result of the resolutions proposed at the Extra Ordinary General Meeting held on 29<sup>th</sup> December, 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, Compliance officer 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: 31.12.2014

Place: Mu mbai