



## AVI PHOTOCHEM LIMITED

(CIN: L24200MH1989PLC050913)

Regd Office: 110 Manish Indl Estate No 4, Navghar, Vasai (East), Dist: Thane 401210

TEL: 9323468454 / 9223434316 / 0250-2393973

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

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014)

#### **Dear Member(s),**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (hereinafter referred to as "the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the Members of AVI Photochem Limited (hereinafter referred to as "the Company") that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting. The explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto alongwith a postal ballot form (hereinafter referred to as "the Postal Ballot Form") for your consideration and voting.

The Board of Directors of the Company has appointed Mr. Anish Gupta, Anish Gupta & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer, at the meeting held on Monday, 30<sup>th</sup> November, 2015, for conducting the postal ballot (physical & e-voting) process in accordance with law, in a fair and transparent manner.

The business of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by Central Depository Services (I) Limited (CDSL). The e-voting period commences on Thursday the 28<sup>th</sup> January, 2016 at 9.00 a.m. and ends on Friday, the 26<sup>th</sup> February, 2016 at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Friday the 26<sup>th</sup> February, 2016 at the Company's Registrar and Share Transfer Agent namely System Support Services, Unit :- AVI Photochem Limited, 209, Shivai Industrial Estate, Near Parke - Davis, 89, Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai-400072. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on Friday the 26<sup>th</sup> February, 2016 will be treated as not received. The Scrutinizer will be submitting his report to the Chairman or in his absence, any Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on Monday, 29<sup>th</sup> February, 2016 at 5.00 p.m. at the Registered Office of the Company situated at 110, Manish Industrial Estate No. 4, Navghar Road, Vasai (East), Thane- 401210. The results of the postal ballot will also be posted on the Company's website [www.aviphoto.in](http://www.aviphoto.in) and on the website of Central Depository Services (I) Limited, besides communicating to the stock exchange where the Company's shares are listed. The resolutions, if approved, will be taken as passed effectively on Monday the 29<sup>th</sup> February, 2016.

#### **SPECIAL BUSINESS**

##### **Item No. 1:**

**Approval for change of the name of the Company from "AVI Photochem Limited" to "AVI Products India Limited" and consequent alteration to Memorandum of Association and Articles of Association of the Company.**

##### ***To consider and if thought fit, to assent/ dissent to the following Special Resolution:***

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to approval of Central Government, Registrar of Companies and any other statutory approvals as may be required in this matter, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for changing the name of the Company from "AVI Photochem Limited" to "AVI Products India Limited" as made available by the Registrar of Companies, Mumbai, Maharashtra.

**RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e., "AVI Photochem Limited", be substituted with the new name, i.e., "AVI Products India Limited" and Clause I of the Memorandum of Association of the Company be substituted by the following clause:



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1. The Name of the Company is "AVI Products India Limited".

**RESOLVED FURTHER THAT** Clause 2(i) of the Articles of Association of the Company be substituted by the following clause:

2. (b) "The Company" or "this Company" means "AVI Products India Limited".

**RESOLVED FURTHER THAT** subject to the above, the name of the Company wherever it appears in the Memorandum of Association and the Articles of Association of the Company be substituted by the new name "AVI Products India Limited".

**RESOLVED FURTHER THAT** any of the Directors and/ or Company Secretary be and are hereby authorised to do and perform or cause to be done and performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalise all issues that may arise in this regard and the Board of Directors is also authorized to delegate all or any of the powers or authorities herein conferred to any Directors or other officials of the Company, without further reference to the shareholders of the Company."

### Item No. 2:

#### Amendment to Main Object Clause of the Memorandum of Association.

**To consider and if thought fit, to assent/ dissent to the following Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, Clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation, be and is hereby amended and replaced to read as under:

"III. A The objects to be pursued by the Company on its incorporation are:-

- 1) *To carry on the business of manufacture, produce, growers, fabricators, processors, refiners, stockists, agent, formulate, process, refine, recover, extract, distill, concentrate, dilute, rectify, convert, replace, grow, cultivate, pack, repack, buy, sell, export, import traders, whole-sellers, retailers, distributors, concessionaries, or otherwise deal in all types of heavy and light organic and/or inorganic chemicals, rubber chemicals, petrochemicals, dyes, intermediates and auxiliaries, paints and all kinds of inks, varnishes, resins, adhesives, insecticides, pesticides, fungicides, graphic chemicals, photographic chemicals, X-Ray and Electronic material; plate, laboratory chemicals, agricultural chemicals and any mixtures, derivatives and blendings of the above and/or with their bye-products and chemical elements and compounds including without limiting the generality of the foregoing laboratory and scientific chemicals or of any other nature used in various industries, market, sell, purchase computer hardware and accessories, computer software, computer graphics and multimedia, digital photography and printing and related equipment, data banking and data warehousing, computer based industrial designing, to provide software consultancy, to impart computer education, to act as Internet Service Providers, provide internet related services, undertake contracts for designing, development and maintenance of internet related software applications including websites, E-Commerce applications and to do and provide all types of business and services on the internet namely E-Commerce and E-Business and sell, purchase, lease, export, import to process, produce mix, pack, preserve, freeze, extract, refine, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as ice-creams, breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, healthcare products and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products and equipments in and outside India."*

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."



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Place: Thane

Date: November 30, 2015

By Order of the Board  
For AVI Photochem Limited  
Sd/-  
Avinash D. Vora  
Whole Time Director  
DIN NO: 02454059

### Notes:

1. Explanatory Statement for the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
2. The notice of the Postal Ballot is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) as of Friday, 15<sup>th</sup> January, 2016.
3. Mr. Anish Gupta, Anish Gupta & Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged M/s. Central Depository Services (I) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
5. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on 15<sup>th</sup> January, 2016 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on 28<sup>th</sup> January, 2016. E-voting is optional for members.
6. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer before the close of working hours i.e. 5.00 p.m. on 26<sup>th</sup> February, 2016.
7. Members who have registered their e-mail id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through prescribed mode under the Act. The Members can also seek duplicate Postal Ballot Form from M/s. System Support Services, Unit: AVI Photochem Limited, 209, Shivai Industrial Estate, Near Parke Davis, 89, Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai-400072, or Registered Office of the Company i.e. 110, Manish Industrial Estate No. 4, Navghar Road, Vasai (East), Thane- 401210.
8. Kindly note that the Members can opt for only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Members cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
9. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage prepaid business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Friday, 26<sup>th</sup> February, 2016. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 p.m. on Friday, 26<sup>th</sup> February, 2016 would be strictly treated as if reply from the Members has not been received.



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### 10. Voting through electronic means:

- (i) The voting period begins on 28<sup>th</sup> January, 2016 from 9.00 a.m. and ends on 26<sup>th</sup> February, 2016 till 5.00 p.m. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, i.e. 28<sup>th</sup> January, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders Tab.
- (iv) Now enter your User ID
  - A. For CDSL: 16 digits beneficiary ID;
  - B. For NSDL: 8 Character DPID followed by 8 Digits Client ID;
  - C. Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login
- (v) If you are holding shares in demat form and had logged on to and have cast your vote earlier for EVSN of any Company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below and fill the appropriate boxes:

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the EVSN 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for AVI Photochem Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



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(xvi) 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.

(xvii) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

### In case of members receiving the physical copy:

- I. Please follow all steps from Sr. No. (i) to Sr. No. (xvii) above to cast vote.
- II. 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 under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

11. The voting period ends on the close of working hours (i.e. 5:00 p.m.) on Friday the 26<sup>th</sup> February, 2016. The e-voting module for voting shall be disabled by M/s. Central Depository Services (I) Limited thereafter.
12. The voting right(s) of Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on Thursday, 28<sup>th</sup> January, 2016.
13. The Scrutinizer will submit his report to the Chairman or any one of the Director of the Company within one day after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot along with the Scrutinizer’s Report will be announced on Monday, 29<sup>th</sup> February, 2016. The results of the postal ballot will also be posted on the Company’s website [www.aviphoto.in](http://www.aviphoto.in) and on the website of Central Depository Services (I) Limited, besides communicating to the stock exchanges where the Company’s shares are listed. In the event, the resolutions are assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.
14. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Monday, 29<sup>th</sup> February, 2016.



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### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No.1

The present name of the Company "AVI Photochem Limited" conveyed a domain-bound meaning by the use of PHOTOCHEM signifying photographic chemicals, graphic art chemicals, X-Ray chemicals and E-commerce. Due to digitalisation usage of the photochemicals is vastly reduced and therefore manufacture and trading of the same is limited. With the opening up of new global opportunities, innovations and markets the Company aims to address a wider gamut of services including but not limited to manufacturing and trading of other services. The Company is in a process of expansion of its business to food and healthcare products for betterment and growth.

The Board of Directors at their meeting held on November 30, 2015, has approved the proposal to change the name. Pursuant to the Company's application filed with the Registrar of Companies, Mumbai, Maharashtra, the Registrar vide their letter dated December 11, 2015 have made available the name "AVI Products India Limited" for a period of 60 days.

Pursuant to Sections 13 and 14 of the Companies Act, 2013, approval of the members is sought by way of special resolution for alteration of the Memorandum of Association and Articles of Association of the Company consequent to name change.

The draft of the revised Memorandum of Association and Articles of Association reflecting the name change is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 11.00 am to 1.00 pm upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms i.e., Friday, February 26, 2016.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval of Members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

#### Item No.2

The main objects are proposed to be amendment with the focus of your Company's business. Further, the Company intends to enter business activities in connection with food and healthcare also. Proposed amendmend in the main objects clause will enable the Company to carry out business activities in a better way.

Pursuant to Section 13 of the Companies Act, 2013, members' approval by way of special resolution is required to amend the Object Clause of Memorandum of Association of the Company.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

The Board recommends the Resolution set out at Item No.2 of this Notice for approval of the Members as Special Resolution. Memorandum of Association with the proposed amendmend in the Object Clause shall be available for inspection to the members during business hours up to the date of declaration of result of E-voting and Postal Ballot. And the same will also be available at the Company's website at [www.aviphoto.in](http://www.aviphoto.in).

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the Special Resolution, except as shareholders of the Company.

Place: Thane

Date: November 30, 2015

By Order of the Board  
For AVI Photochem Limited  
Sd/-  
Avinash D. Vora  
Whole Time Director  
DIN NO: 02454059

**AVI PHOTOCHEM LIMITED**

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Last Date: 26.02.2016, 5:00 p.m.

Sr. No. :

|  |   |
|--|---|
| Name and Registered Address of the sole / First named Member | : |
| Name (s) of the Joint Holder (s) (if any)                    | : |
| Registered Folio No./ DP ID No. and Client ID No.            | : |
| Number of share(s) held                                      | : |

I / We hereby exercise my / our vote(s) in respect of the following Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 30<sup>th</sup> November, 2015 of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (✓) mark at the appropriate box below:

| Sr. No. | Description  | No. of Shares held | (For) I/We assent to the Resolution | (Against) I/We dissent to the Resolution |
|---------|--|--------------------|-------------------------------------|--|
| 1.      | Approval for change of the name of the Company from "AVI Photochem Limited" to "AVI Products India Limited" and consequent alteration to Memorandum of Association and Articles of Association of the Company. |                    |                                     |  |
| 2.      | Amendment to Main Object Clause of the Memorandum of Association of the Company.   |                    |                                     |  |

Place:

Date:

\_\_\_\_\_  
(Signature of Member/ Beneficial Owner)

|   |         |                        |
|---|---------|------------------------|
| EVSN<br>(Electronic Voting Sequence Number) | User ID | *Default PAN /Password |
| INE316001021                                |         |                        |

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.



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### IMPORTANT INSTRUCTIONS

- I. The voting rights for the shares are one vote per equity share which is fully paid, registered, in the name of the shareholders/beneficial owners as on Friday, January 28, 2016.
- II. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- III. Voting period commences on Thursday, January 28, 2016 at 9.00 a.m. and will end on Friday, February 26, 2016 at 5.00 p.m.
- IV. The result of the postal ballot would be announced by the Managing Director or any other Director of the Company on Monday, February 29, 2016 at 5.00 p.m. and displayed on the Notice Board of the Company at its Registered Office besides being communicated to the Bombay Stock Exchange.
- V. A member need not use all his/her votes.
- VI. Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
- VII. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
- VIII. Any queries/grievances pertaining to voting by postal ballot can be addressed to Mr. Bhavna K. Patel, Compliance Officer of the Company, at 110, Manish Industrial Estate No. 4, Navghar Road, Vasai East, Thane-401210 or by sending an email at [aviphotochem@gmail.com](mailto:aviphotochem@gmail.com).

### **Instructions for Voting by Physical Postal Ballot Form**

- I. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, 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. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- II. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- III. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
- IV. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Friday, February 26, 2015 at 5.00 p.m. Postal Ballot Forms received after the aforesaid date and time will be strictly treated as if reply from such member has not been received.  
The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
- V. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.
- VI. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
- VII. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no. V above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- VIII. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
- IX. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
- X. Postal Ballot Forms with following deficiencies will be rejected.
  - i. A form other than one issued by the Company has been used.
  - ii. It has not been signed by or on behalf of the Member.
  - iii. Signature on the postal ballot form doesn't match the specimen signatures with the Company.
  - iv. It is not possible to determine without any doubt the assent or dissent of the Member.
  - v. Neither assent nor dissent is mentioned.
  - vi. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member.
  - vii. The envelope containing the postal ballot form is received after the last date prescribed.
  - viii. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
  - ix. It is defaced or mutilated in such a way that its identity as a genuine form cannot be Established.
  - x. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - xi. Postal Ballot Form is received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.