



# SM Dyechem Ltd

(CIN : L24110MH1982PLC027307)

136, Great Western Building  
Nagindas Master Road Extn.,  
Fort, Mumbai 400 001.

Tel. : 022-22834793

Email : got2invest@rediffmail.com

SMDC/32<sup>nd</sup> AGM  
29<sup>th</sup> September, 2017

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
MUMBAI

SCRIPT CODE: 500391

SYMBOL: SM

Dear Sir,

**Sub: Voting Results at the 32<sup>nd</sup> Annual General Meeting**

The 32<sup>nd</sup> Annual General Meeting of the Company was held on 28<sup>th</sup> September, 2017 and the business as set out in the Notice was duly transacted. In this regard, please find attached herewith the following:

1. Summary of proceedings pursuant to Regulation 30 read with part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the said Listing Regulations") have already been intimated to you by email.
2. Voting Results pursuant to Regulation 44 of the said Listing Regulations ; and
3. Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014.
4. Please note that as per the scrutinizers report, following resolutions considered at the AGM were declared as passed with requisite majority.
  - a) Adoption of Audited Financial Statements for the year ended 31.3.2017
  - b) Reappointment of Ms Priti N Gandhi,, Director who retires by rotation
  - c) Appointment of new auditors.

Kindly take the same on your records.

Thanking you,

Yours faithfully  
For SM DYECHM LIMITED

  
C.R. MURAI  
CHAIRMAN OF THE MEETING



Encl: as above.

AGM VOTING RESULTS AS PER REGULATION 44(3) OF SM DYECHEM LTD  
(L24110MH1982PLC027307)

Date of the AGM	:	28 <sup>th</sup> September, 2017	
Total Number of shareholders on record	:	35	
No. of shareholders present in the Meeting in person or through proxy	:	<u>In person</u>	<u>Through Proxy</u>
Promoter and promoter group	:	1	15
Public	:	19	-
No. of shareholders attended meeting through Video Conferencing	:	Not applicable	



**BHUSHAN R. GHARPURE**  
**M.Com, F.C.S**  
**Mob No.: 9819365085**  
**Email: [gharpurecs@gmail.com](mailto:gharpurecs@gmail.com)**

**B.R.GHARPURE & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

To,  
The Chairman,  
**SM DYECHEM LTD**  
136, Great Western Building  
Nagindas Master Road Extn,  
Fort, Mumbai-400001

Dear Sir,

**Subject: Scrutinizer's Report on remote e-voting process.**

I Mr. Bhushan R. Gharpure, Proprietor of M/s B. R. Gharpure & Associates, Practicing Company Secretary, had been appointed as the scrutinizer by the Board of Directors of **SM DYECHEM LTD** vide Board Resolution dated 10<sup>th</sup> August, 2017 to scrutinize the e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 34<sup>th</sup> Annual General Meeting (AGM) to be held on 27<sup>st</sup> September, 2017.

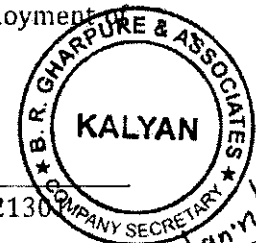
The notice dated 10<sup>th</sup> August, 2017 convening AGM of the Company along with the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders.

The shareholders have been informed about the facility to exercise their vote at AGM by electronic means. The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the shareholders of the Company.

The shareholders of the company holding shares at the end of the day, 25<sup>th</sup> September, 2017 were entitled to vote on proposed resolution as set out at items no. 1 to 3 in the notice of the AGM.

The voting period for e-voting commenced from 25<sup>th</sup> September, 2017 to 27<sup>th</sup> September, 2017 and CDSL platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witness who were not in the employment of the Company.

**Address: 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 42130**



**B.R.GHARPURE & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

I have scrutinized and reviewed the e-voting process and based on the data downloaded from the e-voting platform provided by CDSL, I submit my following report on e-voting process.

**1) Resolution No. 1:**

**Adoption of the Financial Statements for the year ended on March 31, 2017**

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
6	108	98.18

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
1	2	1.82

iii) Invalid /Abstained Votes:

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
0	0



*Bhushan m b*

Address: 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 421301

**2) Resolution No. 2:**

**Reappointment of Ms. Priti N Gandhi (DIN 07166272) as a Director.**

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	104	94.55

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	6	5.45

iii) Invalid /Abstained Votes:

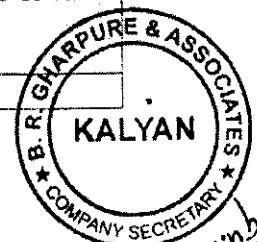
Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
0	0

**3) Resolution No.3:**

**Appointment of M/s Koshal & Associates. as the Statutory Auditors and fix their remuneration**

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
5	104	94.55



Address: 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 421301

*Bhushanb*

**B.R.GHARPURE & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	6	5.45

iii) Invalid /Abstained Votes:

Total Number of Members whose votes were declared invalid/ Abstained	Total Number of Votes Cast by them
0	0

The register and all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves & signs the minutes of the aforesaid AGM and the same are handed over to the Chairman.

Thanking You,

Yours Faithfully,

For B. R. Gharpure & Associates  
Practicing Company Secretary



*Bhushan R. Gharpure*

Bhushan R. Gharpure  
Practicing Company Secretary  
CP No: 9827  
FCS No.:9004

Place: Kalyan  
Date: 29<sup>th</sup> September, 2017

**Address:** 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 421301

**BHUSHAN R. GHARPURE**  
M.Com, F.C.S  
Mob No.: 9819365085  
Email: [gharpurecs@gmail.com](mailto:gharpurecs@gmail.com)

**B.R.GHARPURE & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

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

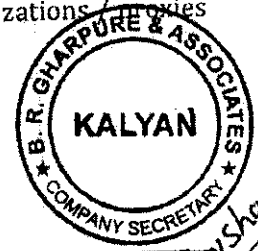
To,  
The Chairman,  
**SM DYECHEM LTD**  
136, Great Western Building  
Nagindas Master Road Extn,  
Fort, Mumbai-400001.

32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **SM DYECHEM LTD** held on Thursday, 28<sup>th</sup> September, 2017 at Utkarsh Mandal Vile Parle, Utkarsha Chowu, Malvaya Road, Vile Parle, Mumbai - 400057 at 11.30 A.M.

Dear Sir,

I Mr. Bhushan R. Gharpure, Proprietor of M/s B. R. Gharpure & Associates., Practicing Company Secretary appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **SM DYECHEM LTD** held on Wednesday, 27<sup>th</sup> September, 2017 at Utkarsh Mandal Vile Parle, Utkarsha Chowu, Malvaya Road, Vile Parle, Mumbai - 400057 at 11.30 A.M. submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my/our 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 Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



Address: 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 421301

*Bhushan R. Gharpure*

**B.R.GHARPURE & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

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:

**(a) Resolution 1 - Adoption of the Financial Statements for the year ended on March 31, 2017**

(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
21	13852215	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/abstained votes:**

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



**Address: 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 421301**



**B.R.GHARPURE & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

**(b) Resolution 2: Reappointment of Ms. Priti N Gandhi (DIN 07166272) as a Director**

(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
21	13852215	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

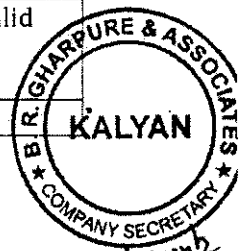
(iii) **Invalid/abstained votes:**

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

**(c) Resolution 3: Appointment of M/s Koshal & Associates. as the Statutory Auditors and fix their remuneration**

(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
21	13852215	100



Address: 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 421301

*Bhushan*

**B.R.GHARPURE & ASSOCIATES**  
PRACTICING COMPANY SECRETARY

(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/abstained votes:

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

5. A Compact Disc (CD) containing a 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 Chairman of the Company.

Thanking you,

For B. R. Gharpure & Associates  
Practicing Company Secretary



*Bhushan.nb*

Bhushan R. Gharpure  
Practicing Company Secretary  
CP No: 9827  
FCS No.:9004

Place: Kalyan  
Date: 29<sup>th</sup> September, 2017

**Address:** 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 421301

**BHUSHAN R. GHARPURE**  
**M.Com, F.C.S**  
**Mob No.: 9819365085**  
**Email: [gharpurecs@gmail.com](mailto:gharpurecs@gmail.com)**

**B.R.GHARPURE & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

To,  
The Chairman,  
**SM DYECHEM LTD**  
136, Great Western Building  
Nagindas Master Road Extn,  
Fort, Mumbai-400001.

Dear Sir,

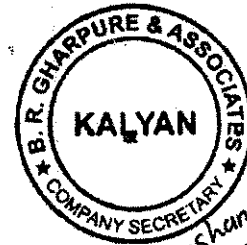
**Subject: Consolidated Scrutinizer's Report on remote e-voting process and poll conducted at 32<sup>nd</sup> Annual General Meeting (AGM) held on 28<sup>st</sup> September, 2017.**

The Board of the Company at its meeting held on 10<sup>th</sup> August, 2017 had appointed me as a scrutinizer for the e-voting held between 25<sup>th</sup> September, 2017 to 27<sup>th</sup> September, 2017 and the Chairman of 32<sup>nd</sup> Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 28<sup>th</sup> September, 2017.

The Company had appointed Central Depository Services Limited (CDSL) as the service provider for extending the facility of electronic voting to the shareholders of the Company from 25<sup>th</sup> September, 2017 to 27<sup>th</sup> September, 2017. The e-voting facility was then unblocked in the presence of two witnesses who were not in the employment of the Company.

At the 32<sup>nd</sup> AGM of the Company held on 28<sup>st</sup> September, 2017, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same.

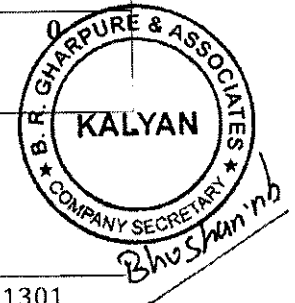
I hereby submit my following consolidated report on e-voting together with the poll.



**Address: 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 421301**

**CONSOLIDATED REPORT**

Sr. No. Resolution	Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid or abstained Votes
			No.	% of total number of valid votes cast	No.	% of total number of valid votes cast	
1	Adoption of the Financial Statements for the year ended on March 31, 2017	e-voting	108	98.18	2	1.82	0
		Poll	13852215	100	0	0	0
		<b>Total</b>	<b>13852323</b>	<b>99.99</b>	<b>2</b>	<b>0.01</b>	<b>0</b>
2	Reappointment of Ms. Priti N Gandhi (DIN 07166272) as a Director	e-voting	104	94.55	6	5.45	0
		Poll	13852215	100	6	5.45	0
		<b>Total</b>	<b>13852319</b>	<b>99.99</b>	<b>6</b>	<b>0.01</b>	<b>0</b>
3	Appointment of M/s Koshal & Associates. as the Statutory Auditors and fix their remuneration	e-voting	104	94.56	6	5.45	0
		Poll	13852215	100	6	5.45	0
		<b>Total</b>	<b>13852319</b>	<b>99.99</b>	<b>6</b>	<b>0.01</b>	<b>0</b>



Address: 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 421301

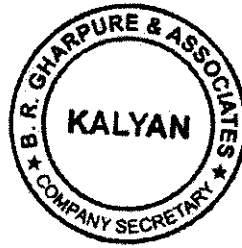
**B.R.GHARPURE & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**

From the above report I state that the entire resolutions stand passed under the combined e-voting & poll with requisite majority.

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Chairman.

Thanking You,

Yours Faithfully,



For B. R. Gharpure & Associates  
Practicing Company Secretary

*Bhushan R. Gharpure*

Bhushan R. Gharpure  
Practicing Company Secretary  
CP No: 9827  
FCS No.:9004

Place: Kalyan  
Date: 29<sup>th</sup> September, 2017

**Address: 4, Navsnehankit Society, Modak Lane, Tilak Chowk Kalyan (w) - 421301**