

# VIDHI DYESTUFFS MFG. LTD.

REGD. OFF.: E/27, COMMERCE CENTER, 78, TARDEO ROAD, MUMBAI - 400 034. INDIA.  
 TEL.: (91-22) 6140 6666 (100 LINES) • 2351 4349, 2352 2864 / 6347 • FAX : 2352 1980  
 E : vdml@vsnl.com • W : www.vidhifoodcolours.com • CIN : L24110MH1994PLC076156

FACTORY : PLOT NO. 59 - B & 68, M.I.D.C. DHATAV, ROHA (RAIGAD),  
 MAHARASHTRA - 402 116. INDIA. • TEL.: (02194) 263873

## Result

### Result of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Saturday, September 27, 2014

On the basis of the Scrutinizer's Report for the Electronic Voting dated September 25, 2014 and the Scrutinizers' Report dated September 29, 2014 for the Poll at the Annual General Meeting held on Saturday, September 27, 2014 at 5.00 p.m. at the Registered Office of the Company at E/27, Commerce Centre, 78, Tardeo Road, Mumbai - 400034, the summary of which is mentioned hereunder, the Chairman announced the results of voting on Monday, September 29, 2014 that all the Resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 13 in the Notice of the 21<sup>st</sup> Annual General Meeting of the Company have been duly passed by the requisite majority.

Resolution Nos. as given in the notice of 21 <sup>st</sup> Annual General Meeting	Particulars of Votes Cast							Result Declared
	Electronic Voting*		Poll		Voting Result			
	Nos. (A)	%	Nos. (B)	%	Nos. (A)+(B)	%		
<b>Ordinary Business</b>								
1. To receive, consider and adopt the Audited Balance Sheet as at the March 31, 2014, the Profit and Loss Account (the Statement of Profit and Loss), Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Director's and the Auditor's thereon (ORDINARY RESOLUTION)	Votes cast in favour	1525	100	33993066	100	33994591	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid Votes	0	0	0	0	0	0	

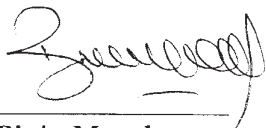
2. To confirm Interim Dividend and Second Interim Dividend paid on equity shares during the financial year 2013-14 (ORDINARY RESOLUTION).	Votes cast in favour	1525	100	33993066	100	33994591	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid votes	0	0	0	0	0	0	
3. To appoint a Director in place of Mr. Vijay K. Atre (DIN 00416853), who retires by rotation and being eligible, offers himself for re-appointment (ORDINARY RESOLUTION).	Votes cast in favour	1525	100	33993066	100	33994591	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid votes	0	0	0	0	0	0	
4. To appoint M/s. Bhuta Shah & Co., Chartered Accountants (Firm Registration No. 101474W) as Statutory Auditors of the Company and to fix their remuneration (ORDINARY RESOLUTION)	Votes cast in favour	1525	100	33993066	100	33994591	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid votes	0	0	0	0	0	0	
<b><u>Special Business</u></b>								
5. To appoint Mr. Prafulchandra Shah (DIN 00417022) as an Independent Director of the Company (ORDINARY RESOLUTION).	Votes cast in favour	1525	100	33993066	100	33994591	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid votes	0	0	0	0	0	0	

6. To appoint Mr. Chetan P. Bavishi (DIN 01978410) as an Independent Director of the Company (ORDINARY RESOLUTION).	Votes cast in favour	1525	100	33993066	100	33994591	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid votes	0	0	0	0	0	0	
7. To appoint Mr. Niren D. Desai (DIN 01978382) as an Independent Director of the Company (ORDINARY RESOLUTION).	Votes cast in favour	1525	100	33993066	100	33994591	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid votes	0	0	0	0	0	0	
8. To ratify Remuneration payable to the Cost Auditors, M/s.Rajesh Shah & Associates, Cost Accountant, for the year 2014-15 (ORDINARY RESOLUTION)	Votes cast in favour	1525	100	33993066	100	33994591	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid votes	0	0	0	0	0	0	
9. To modify terms of payment of Guarantee Commission to Mr. Bipin M. Manek (DIN 00416441) (ORDINARY RESOLUTION).	Votes cast in favour	1525	100	33924355	99.80	33925880	99.80	Approved by requisite majority
	Votes cast against	0	0	68711	0.20	68711	0.20	
	Invalid votes	0	0	0	0			
10. To approve payment of Guarantee Commission to Mrs. Pravina B. Manek (DIN 00416533) (ORDINARY RESOLUTION).	Votes cast in favour	1525	100	33925355	99.80	33926880	99.80	Approved by requisite majority
	Votes cast against	0	0	67711	0.20	67711	0.20	
	Invalid votes	0	0	0	0	0	0	

11. To give authority to the Board to borrow money in excess of limit specified u/s 180 (1)(c) of the Companies Act, 2013 (SPECIAL RESOLUTION)	Votes cast in favour	1525	100	33993016	100	33994541	100	Approved by requisite majority
	Votes cast against	0	0	50	0	50	0	
	Invalid votes	0	0	0	0	0	0	
12. To pay remuneration to Mr. Vijay K. Atre (DIN00416853), Non-Executive Director (SPECIAL RESOLUTION)	Votes cast in favour	1525	100	33993066	100	33994591	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid votes	0	0	0	0	0	0	
13. To amend Article No.100 of the Articles of Association of the Company (SPECIAL RESOLUTION).	Votes cast in favour	1525	100	33993066	100	33994591	100	Approved by requisite majority
	Votes cast against	0	0	0	0	0	0	
	Invalid votes	0	0	0	0	0	0	

\*Note: In terms of the output received from CDSL the numbers of 'Not voted' cases have been excluded from the above calculation.

For Vidhi Dyestuffs Manufacturing Limited,



**Bipin Manek**  
Chairman  
(DIN 00416441)

Place: Mumbai  
Dated: September 29, 2014

# HEMANSHU KAPADIA & ASSOCIATES

## COMPANY SECRETARIES

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3  
Lamington Road, Mumbai -400 008  
Tel 6631 0888/ 66314830  
E-mail: [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com)

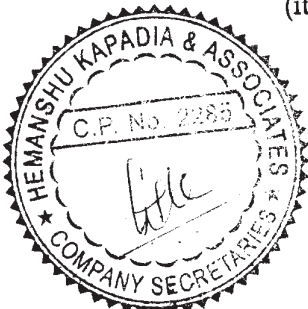
### SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]


To,  
The Chairman of 21<sup>st</sup> Annual General Meeting of the Members of **Vidhi Dyestuffs Manufacturing Limited** (the Company) to be held on Saturday, September 27, 2014 at 5.00 p.m. at the Registered Office of the Company at E/27, Commerce Centre, 78, Tardeo Road, Mumbai - 400034.

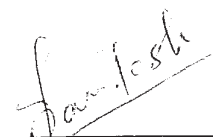
Dear Sir,

1. I, Hemanshu Kapadia of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretary, Mumbai, have been appointed by the Board of Directors of Vidhi Dyestuffs Manufacturing Limited (the Company) as a Scrutinizer for the purpose of scrutinising the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 21<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company, to be held on Saturday, September 27, 2014 at 5.00 p.m. at the Registered Office of the Company at E/27, Commerce Centre, 78, Tardeo Road, Mumbai - 400034.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 21<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
  - i. The e-voting period remained open from Sunday, September 21, 2014 (9.00 a.m. IST) to Tuesday, September 23, 2014 (5.30 p.m. IST).
  - ii. The Members of the Company as on the "cut-off" date (record date) for the purpose of e-voting i.e. August 29, 2014, were entitled to vote on the resolutions (items no. 1 to 13 as set out in the notice of the 21<sup>st</sup> AGM of the Company)



- iii. The votes cast were unblocked on September 24, 2014 in the presence of two witnesses, Ms. Anam Qureshi and Mr. Paritosh Jain who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
 Name: Anam Qureshi

  
 Name: Paritosh Jain

- iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such reports generated, the result of the e-voting is as under: (Kindly refer the AGM notice for text of the resolutions)

- (a) **Resolution No. 1:** To receive, consider and adopt the Audited Balance Sheet as at the March 31, 2014, the Profit and Loss Account (the Statement of Profit and Loss), Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Director`s and the Auditor`s thereon (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) Invalid votes:

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

- (b) **Resolution No. 2:** To confirm Interim Dividend and Second Interim Dividend paid on equity shares during the financial year 2013-14 (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) Invalid votes:

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

- (c) **Resolution No.3:** To appoint a Director in place of Mr. Vijay K. Atre (DIN 00416853), who retires by rotation and being eligible, offers himself for re-appointment (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

- (d) **Resolution No. 4:** To appoint M/s. Bhuta Shah & Co., Chartered Accountants (Firm Registration No. 101474W) as Statutory Auditors of the Company and to fix their remuneration (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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



- (e) **Resolution No. 5:** To appoint Mr. Prafulchandra Shah (DIN 00417022) as an Independent Director of the Company (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

- (f) **Resolution No. 6:** To appoint Mr. Chetan P. Bavishi (DIN 01978410) as an Independent Director of the Company (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

- (g) **Resolution No. 7:** To appoint Mr. Niren D. Desai (DIN 01978382) as an Independent Director of the Company (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0





(iii) Invalid votes:

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

- (h) **Resolution No.8:** To ratify Remuneration payable to the Cost Auditors, M/s.Rajesh Shah & Associates, Cost Accountant, for the year 2014-15 (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

- (i) **Resolution No.9:** To modify terms of payment of Guarantee Commission to Mr.Bipin M. Manek (DIN 00416441) (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

- (j) **Resolution No.10:** To approve payment of Guarantee Commission to Mrs.Pravina B. Manek (DIN 00416533) (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

(k) **Resolution No.11:** To give authority to the Board to borrow money in excess of limit specified u/s 180 (1)(c) of the Companies Act, 2013 (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

(l) **Resolution No.12:** To pay remuneration to Mr. Vijay K. Atre (DIN 00416853), Non-Executive Director (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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



(m) **Resolution No.13:** To amend Article No.100 of the Articles of Association of the Company (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1525	100

(ii) Voted against the resolution:

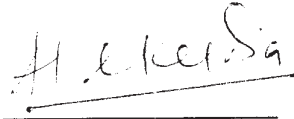
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

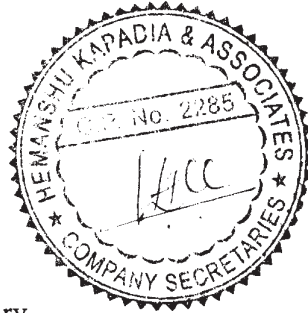
Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

Thanking you,

Yours faithfully,

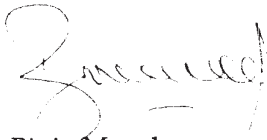


**Hemanshu Kapadia**  
Scrutinizer  
Practising Company Secretary  
C.P. No.: 2285  
FCS: 3477



Dated: **September 25, 2014**  
Place: **Mumbai**

For **Vidhi Dyestuffs Manufacturing Limited,**



**Bipin Manek**  
Chairman  
(DIN: 00416441)

Dated: **September 27, 2014**  
Place: **Mumbai**

**HEMANSHU KAPADIA & ASSOCIATES**  
**COMPANY SECRETARIES**

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3  
Lamington Road, Mumbai -400 008  
Tel 6631 0888/ 66314830  
E-mail: [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com)

**REPORT OF SCRUTINIZER**

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

To,  
The Chairman  
**Vidhi Dyestuffs Manufacturing Limited**  
E/27, Commerce Centre,  
78, Tardeo Road,  
Mumbai - 400034

Sub.: **Result of Poll ordered in 21<sup>st</sup> Annual General Meeting of the Equity Shareholders of Vidhi Dyestuffs Manufacturing Limited held on Saturday, September 27, 2014 at 5.00 p.m. at the Registered Office of the Company at E/27, Commerce Centre, 78, Tardeo Road, Mumbai - 400034.**

Dear Sir,

I, Hemanshu Kapadia of Hemanshu Kapadia & Associates, Practicing Company Secretary, Mumbai, was appointed as Scrutinizer for the purpose of the poll ordered by the Chairman of the 21<sup>st</sup> Annual General Meeting of the Equity Shareholders of Vidhi Dyestuffs Manufacturing Limited held on Saturday, September 27, 2014 at 5.00 p.m. at the Registered Office of the Company at E/27, Commerce Centre, 78, Tardeo Road, Mumbai - 400034 on the resolutions given in the annexure to this Report:

I 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 presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized and initialled by me. 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. Total 32 Poll Papers were distributed out of which 30 Poll Papers were deposited in the ballot box. Out of the 30 deposited Poll Papers, one poll paper having no. 24 covering 25 shares was rejected as the said shareholder had already voted through electronic mode.
4. The result of the Poll is as under. Kindly refer to the AGM notice for the full text of the resolutions.



- (a) **Resolution No. 1:** To receive, consider and adopt the Audited Balance Sheet as at the March 31, 2014, the Profit and Loss Account (the Statement of Profit and Loss), Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Director's and the Auditor's thereon (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	33993066	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

- (b) **Resolution No. 2:** To confirm Interim Dividend and Second Interim Dividend paid on equity shares during the financial year 2013-14 (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	33993066	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

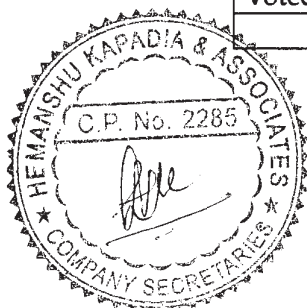
(iii) Invalid votes:

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

- (c) **Resolution No.3:** To appoint a Director in place of Mr. Vijay K. Atre (DIN 00416853), who retires by rotation and being eligible, offers himself for re-appointment (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	33993066	100



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

- (d) **Resolution No. 4:** To appoint M/s. Bhuta Shah & Co., Chartered Accountants (Firm Registration No. 101474W) as Statutory Auditors of the Company and to fix their remuneration (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	33993066	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

- (e) **Resolution No. 5:** To appoint Mr. Prafulchandra Shah (DIN 00417022) as an Independent Director of the Company (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

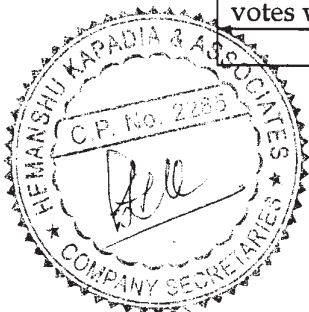
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	33993066	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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



- (f) **Resolution No. 6:** To appoint Mr. Chetan P. Bavishi (DIN 01978410) as an Independent Director of the Company (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	33993066	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

- (g) **Resolution No. 7:** To appoint Mr. Niren D. Desai (DIN 01978382) as an Independent Director of the Company (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	33993066	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

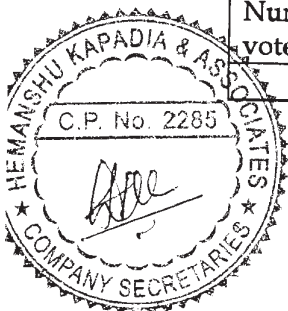
- (h) **Resolution No.8:** To ratify Remuneration payable to the Cost Auditors, M/s. Rajesh Shah & Associates, Cost Accountant, for the year 2014-15 (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	33993066	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) Invalid votes:

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

- (i) **Resolution No.9:** To modify terms of payment of Guarantee Commission to Mr.Bipin M. Manek (DIN 00416441) (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
27	33924355	99.80

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	68711	0.20

(iii) Invalid votes:

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

- (j) **Resolution No.10:** To approve payment of Guarantee Commission to Mrs.Pravina B. Manek (DIN 00416533) (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
28	33925355	99.80

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	67711	0.20

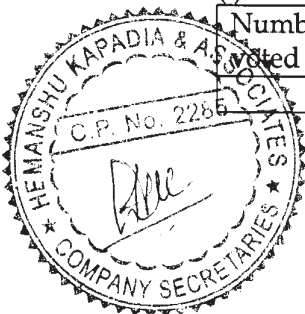
(iii) Invalid votes:

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

- (k) **Resolution No.11:** To give authority to the Board to borrow money in excess of limit specified u/s 180 (1)(c) of the Companies Act, 2013 (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
28	33993016	100.00





(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	50	0.00

(iii) Invalid votes:

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

(l) **Resolution No.12:** To pay remuneration to Mr. Vijay K. Atre (DIN 00416853), Non-Executive Director (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	33993066	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

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

(m) **Resolution No.13:** To amend Article No.100 of the Articles of Association of the Company (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

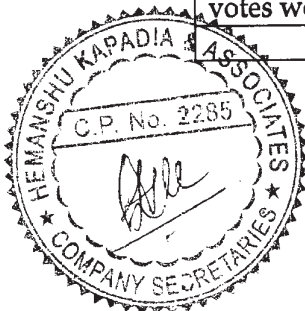
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	33993066	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

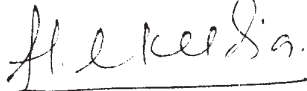
Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0



5. For the purpose of poll list of shareholders provided by M/s. Sharex Dynamic (India) Private. Limited, Registrar and transfer agent of the Company, as on book closure date fixed for the 21<sup>st</sup> AGM of the Company, has been considered.
6. 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.
7. The poll papers and all other relevant records were sealed and handed over to the Compliance Officer authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,



**Hemanshu Kapadia**  
Scrutinizer  
Practising Company Secretary  
C.P. No.: 2285  
FCS: 3477

Dated: **September 29, 2014**

Place: **Mumbai**

For **Vidhi Dyestuffs Manufacturing Limited**,



**Bipin Manek**  
Chairman  
(DIN: 00416441)

Dated: **September 29, 2014**

Place: **Mumbai**

**HEMANSHU KAPADIA & ASSOCIATES**  
**COMPANY SECRETARIES**

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3  
Lamington Road, Mumbai -400 008  
Tel 6631 0888/ 66314830  
E-mail: [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com)

**Scrutinizer's Report - Combined**

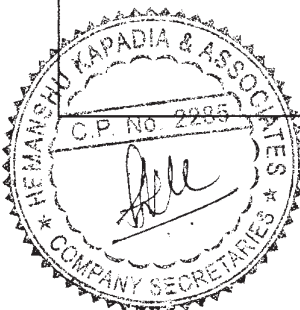
To  
The Chairman of 21<sup>st</sup> Annual General Meeting of the Members of **Vidhi Dyestuffs Manufacturing Limited** (the Company) held on Saturday, September 27, 2014 at 5.00 p.m. at the Registered Office of the Company at E/27, Commerce Centre, 78, Tardeo Road, Mumbai - 400034.

Dear Sir,

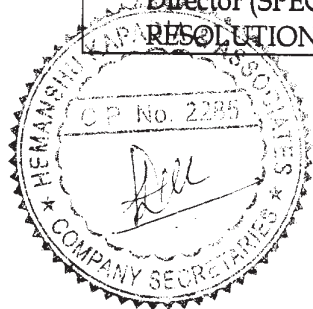
1. I, Hemanshu Kapadia of Hemanshu Kapadia & Associates, Company Secretary in Practice, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of **Vidhi Dyestuffs Manufacturing Limited** (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules).
2. I have issued separate Scrutinizer's Report dated September 25, 2014 **on the e-voting.**
3. I, Hemanshu Kapadia of Hemanshu Kapadia & Associates, a Company Secretary in Practice, Mumbai, has also been appointed as Scrutinizer by the Chairman of 21<sup>st</sup> Annual General Meeting (AGM) of the Members of **Vidhi Dyestuffs Manufacturing Limited** to conduct the poll process under the provisions of Section 109 of the Act read with Rule 21 of the Rules in fair and transparent manner on all the resolutions contained in the notice to the 21<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company, held on Saturday, September 27, 2014 at 5.00 p.m. at the Registered Office of the Company at E/27, Commerce Centre, 78, Tardeo Road, Mumbai - 400034.
4. I have issued separate Scrutinizer Report dated September 29, 2014 **on the poll taken on all the resolutions contained in the notice to the 21<sup>st</sup> AGM of the Company.** As requested by Management, I submit herewith combined report on the result of e-voting together with that of Poll as annexed herewith and forming part of this Report. In the said annexure, brief description of resolutions has been given. Kindly refer to the AGM notice for full text of resolutions.



Item no. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	No. of shares	% of total number of valid votes cast	No. of shares	% of total number of valid votes cast	No. of shares	No. of cases
<b>Ordinary Business</b>						
(1) To receive, consider and adopt the Audited Balance Sheet as at the March 31, 2014, the Profit and Loss Account (the Statement of Profit and Loss), Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of Director`s and the Auditor`s thereon (ORDINARY RESOLUTION)	33994591	100	0	0	0	0
(2) To confirm Interim Dividend and Second Interim Dividend paid on equity shares during the financial year 2013-14 (ORDINARY RESOLUTION)	33994591	100	0	0	0	0
(3) To appoint a Director in place of Mr. Vijay K. Atre (DIN 00416853), who retires by rotation and being eligible, offers himself for re-appointment (ORDINARY RESOLUTION)	33994591	100	0	0	0	0
(4) To appoint M/s. Bhuta Shah & Co., Chartered Accountants (Firm Registration No. 101474W) as Statutory Auditors of the Company and to fix their remuneration (ORDINARY RESOLUTION)	33994591	100	0	0	0	0



<b>Special Business</b>						
(5) To appoint Mr. Prafulchandra Shah (DIN 00417022) as an Independent Director of the Company (ORDINARY RESOLUTION)	33994591	100	0	0	0	0
(6) To appoint Mr. Chetan P. Bavishi (DIN 01978410) as an Independent Director of the Company (ORDINARY RESOLUTION)	33994591	100	0	0	0	0
(7) To appoint Mr. Niren D. Desai (DIN 01978382) as an Independent Director of the Company (ORDINARY RESOLUTION)	33994591	100	0	0	0	0
(8) To ratify Remuneration payable to the Cost Auditors, M/s.Rajesh Shah & Associates, Cost Accountant, for the year 2014-15 (ORDINARY RESOLUTION)	33994591	100	0	0	0	0
(9) To modify terms of payment of Guarantee Commission to Mr.Bipin M. Manek (DIN 00416441) (ORDINARY RESOLUTION)	33925880	99.80	68711	0.20	0	0
(10) To approve payment of Guarantee Commission to Mrs.Pravina B. Manek (DIN 00416533) (ORDINARY RESOLUTION)	33926880	99.80	67711	0.20	0	0
(11) To give authority to the Board to borrow money in excess of limit specified u/s 180 (1)(c) of the Companies Act, 2013 (SPECIAL RESOLUTION)	33994591	100	50	0	0	0
(12) To pay remuneration to Mr.Vijay K. Atre (DIN00416853), Non-Executive Director (SPECIAL RESOLUTION)	33994591	100	0	0	0	0



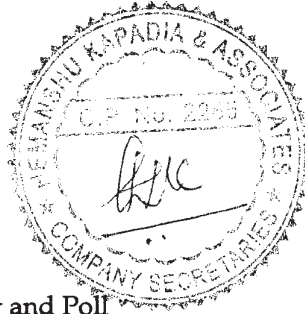
(13) To amend Article No.100 of the Articles of Association of the Company (SPECIAL RESOLUTION)	33994591	100	0	0	0	0
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5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 21<sup>st</sup>AGM of the Members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of the votes cast "in favour", "against" or "invalid votes" on the resolutions stated above, based on the Reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also M/s. Sharex Dynamic (India) Private Limited, Registrar and Transfer Agent of the Company, after the poll at the 21<sup>st</sup>AGM of the Company.

Thanking You,

Yours faithfully,





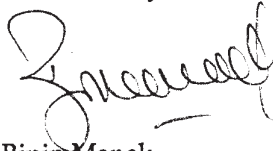
**Hemanshu Kapadia**  
Scrutinizer for e-voting and Poll  
Practicing Company Secretary  
C.P. No. 2285  
Membership No. F3477

Date: September 29, 2014

Place: Mumbai

Encl.: Combined results of E-voting and Poll

For Vidhi Dyestuffs Manufacturing Limited,



**Bipin Manek**  
Chairman  
(DIN: 00416441)

Dated: September 29, 2014

Place: Mumbai