



VIPUL DYE CHEM LTD.®

Infinite possibilities ...

Admin/BSE/ASE/0301/OCT15
Dated: Saturday, 3rd October, 2015

To,
The Manager - CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Scrip Code: 530627

Sub.: Proceedings of the Annual General Meeting held on Wednesday, 30th September, 2015

Pursuant to the provisions of Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the Annual General Meeting (AGM) of the members of the Company held on Wednesday, 30th September, 2015 at 03.30 P.M. at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai- 400 058.

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, the Company provided Remote E-Voting facility to the members to vote on the matters to be transacted at the Annual General Meeting as per Notice of the AGM dated 11th August, 2015. Further, to facilitate those members who were present at the AGM, either personally or by proxy, who did not cast their vote earlier through Remote E-Voting, the Company provided polling papers to enable them to vote in respect of items of business as set out in the Notice of the Annual General Meeting. CS Manish L Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer for conducting the Poll by way of Polling Papers.

The result of voting on each resolution was determined by considering the Consolidated Scrutinizer's Report issued by the Scrutinizer after reckoning of total votes cast by the members on each resolution separately, through Remote E-Voting as well as by the poll conducted at the AGM.

The Annual General Meeting was attended by requisite quorum and following businesses were transacted:

1. APPROVAL OF ACCOUNTS:

The members approved the Audited Financial Statements (including Consolidated Audited Financial Statements) as at 31st March, 2015 together with Reports of the Board of Directors' and Auditors' thereon by passing an Ordinary Resolution with requisite majority.

2. DECLARATION OF DIVIDEND:

The members approved the payment of dividend of Re. 0.80/- per Equity share, being 8% of the paid-up equity share capital of Company for the year ended 31st March, 2015 by passing an Ordinary Resolution with requisite majority.



Manufacturers and Exporters of Dyes, Dyes Intermediates, Pigments & Chemicals (Govt. Of India Recognised Star Export House)

Regd. Office :
102, Andheri Industrial Estate,
Off. Veera Desai Road, Andheri (W),
Mumbai - 400 053. (India)
CIN # L24110MH1972PLC015857

Factory : (Unit 1)
Plot No. 11, Survey No. 35,
Diwan & Sons Industrial Estate,
Village - Aliyali, Palghar (West),
Dist. Thane - 401 404.

Factory : (Unit 2)
Plot No. A/14, M.I.D.C.,
A.M.P. Road,
Ambernath (West),
Dist. Thane - 421 501.

Tel.: +91-22-6613 9999
Fax: +91-22-6613 9977 / 6613 9975
E-mail : info@vipuldyes.com
Web: www.vipuldyes.com



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3. RE-APPOINTMENT OF DR. S.N. SAHAI AS WHOLE TIME DIRECTOR OF THE COMPANY:

The members re-appointed Dr. S.N. Sahai as Whole time Director of the Company, who retired by rotation and being eligible offered himself for re-appointment by passing an Ordinary Resolution with requisite majority.

4. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

The members re-appointed M/s. J.A. Rajani & Co., Chartered Accountants, Mumbai (FRN: 108331W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company and authorized the Board of Directors to fix their remuneration by passing an Ordinary Resolution with requisite majority.

5. RE-APPOINTMENT OF MR. DR. S.N. SAHAI AS WHOLE-TIME DIRECTOR AND CFO OF THE COMPANY:

The members re-appointed Dr. S.N. Sahai as Whole-time Director and CFO of the Company for a period of one year w.e.f 1st April, 2015 till 31st March, 2016 by passing a Special Resolution with requisite majority.



6. REVISION IN REMUNERATION PAYABLE TO MR. VIPUL P SHAH, MANAGING DIRECTOR OF THE COMPANY:

The members approved the revision in remuneration payable to Mr. Vipul P Shah, Managing Director (re-designated as Chairman & Managing Director) under Section 196, 197, 203 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 by passing a Special Resolution with requisite majority.

Please take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Vipul Dyechem Limited



Vipul P Shah
Chairman and Managing Director
DIN: 00181636

Encl.: Consolidated Scrutinizer's Report

CC: Ahmadabad Stock Exchange Ltd.,

Kamdhenu Complex, Opp. Sahajanand College, Panjrapole, Ahmadabad, Gujarat- 380 015



Manufacturers and Exporters of Dyes, Dyes Intermediates, Pigments & Chemicals (Govt. Of India Recognised Star Export House)

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Web: www.vipuldyes.com

CONSOLIDATED REPORT OF THE SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]*

To,
Mr. Vipul P Shah
Chairman & Managing Director
Vipul Dyechem Limited
102, Andheri Industrial Estate,
Off Veera Desai Road,
Andheri (West)
Mumbai- 400053

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on Voting by Polling Papers at Annual General Meeting (AGM) of the Members of Vipul Dyechem Limited (the Company) held on Wednesday, 30th September, 2015.

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the Remote E-Voting process and conducting poll through polling paper at the AGM, in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the relevant provisions of Clause 35B of the Listing Agreement, in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 6, as set out in the Notice of aforesaid AGM of the members of the Company dated 11th August, 2015.



2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and Voting by way of polling papers at the AGM, on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the Remote E-Voting process and Poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the Remote E-Voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide Remote E-Voting facility and poll conducted at the AGM, in a fair and transparent manner.
3. As per the confirmation received from the Company:
 - (a) The Notice of the AGM dated 11th August, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier and also e-mailed on 5th September, 2015.
 - (b) The said Notice was dispatched on the basis of Register of Members made available by M/s. Bigshare Services Pvt. Ltd, the Registrar & Share Transfer Agents of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 28th August, 2015.
 - (c) In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Sunday, 27th September, 2015 (09:00 am) to Tuesday, 29th September, 2015 (05:00 p.m.).
4. The voting rights of members was considered in proportion to the shares held by the members in the paid up equity share capital of the Company as on the Cut-Off date i.e. Wednesday, 23rd September, 2015.
5. As required under the said rules, after the closure of the physical voting by Polling papers at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under Remote E-Voting facility were unblocked in the presence of CS Suchi Harlalka and CS Ankitha Maskara, who are not in employment with the Company.



6. Summary of the Remote E-voting and poll at the AGM is as follows:

Resolution No. 1

Particulars	Ordinary Resolution: For consideration and adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31 st March, 2015 together with the Reports of the Board of Directors' and of the Auditors' thereon.					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	12	12	29,77,611	29,77,611	29,77,586	25
Polling at the AGM	16	14	3,56,252	3,56,243	3,56,243	0
Total	28	26	33,33,863	33,33,854 (100.00%)	33,33,829 (99.9993%)	25 (0.0007%)

Result: The said resolution may be considered as passed with requisite majority.

Resolution No. 2

Particulars	Ordinary Resolution: For declaration of Dividend on Equity Shares for the financial year ended 31 st March 2015.					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	12	12	29,77,611	29,77,611	29,77,586	25
Polling at the AGM	16	14	3,56,252	3,56,243	3,56,243	0
Total	28	26	33,33,863	33,33,854 (100.00%)	33,33,829 (99.9993%)	25 (0.0007%)

Result: The said resolution may be considered as passed with requisite majority.



Resolution No. 3

Particulars	Ordinary Resolution: For appointment of a Director in place of Dr. S.N. Sahai, (DIN: 00332652), who retires by rotation and being eligible, offers himself for re-appointment.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	12	12	29,77,611	29,77,611	29,77,586	25
Polling at the AGM	16	14	3,56,252	3,56,243	3,56,243	0
Total	28	26	33,33,863	33,33,854 (100.00%)	33,33,829 (99.9993%)	25 (0.0007%)
Result: The said resolution may be considered as passed with requisite majority.						

Resolution No. 4

Particulars	Ordinary Resolution: For re-appointment of M/s J. A Rajani & Co., Chartered Accountants, Mumbai (having FRN: 108331W) Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	12	12	29,77,611	29,77,611	29,77,586	25
Polling at the AGM	16	14	3,56,252	3,56,243	3,56,243	0
Total	28	26	33,33,863	33,33,854 (100.00%)	33,33,829 (99.9993%)	25 (0.0007%)
Result: The said resolution may be considered as passed with requisite majority.						



Resolution No. 5

Particulars	Special Resolution: For re-appointment and revision in remuneration payable to Dr. S. N. Sahai (DIN: 00332652) as Whole-Time Director and Chief Financial Officer of the Company for a further period of one year w.e.f. 1 st April, 2015.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	12	12	29,77,611	29,77,611	29,77,586	25
Polling at the AGM	16	14	3,56,252	3,56,243	3,56,243	0
Total	28	26	33,33,863	33,33,854 (100.00%)	33,33,829 (99.9993%)	25 (0.0007%)
Result: The said resolution may be considered as passed with requisite majority.						

Resolution No. 6

Particulars	Special Resolution: For revision in remuneration payable to Mr. Vipul P. Shah, Chairman & Managing Director of the Company with effect from 1 st April, 2015 for the remaining period of his tenure.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	12	12	29,77,611	29,77,611	29,77,586	25
Polling at the AGM	16	14	3,56,252	3,56,243	3,56,243	0
Total	28	26	33,33,863	33,33,854 (100.00%)	33,33,829 (99.9993%)	25 (0.0007%)
Result: The said resolution may be considered as passed with requisite majority.						



I further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules made thereunder, together with Attendance Register and also the Ballot Box used at the venue of the AGM, duly sealed; and
- b. The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Compliance Officer of the Company for safe keeping.

For Manish Ghia & Associates
Company Secretaries



m.ghia

CS Manish L. Ghia
Partner

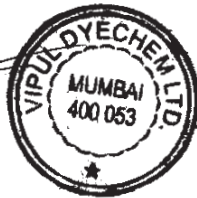
M. No. FCS 6252 C.P. No. 3531

Place: Mumbai

Date: 1st October, 2015

Countersigned by:

V. Shah



Mr. Vipul P Shah
Chairman & Managing Director
Vipul Dyechem Limited