

VIPUL DYE CHEM LTD.[®]

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Admin/1969/BSE/ASE/DSE/SEPT14

Dated: Tuesday, 30th September, 2014

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

Dear Sir,

Scrip Code: 530627

Sub.: Proceedings of Annual General Meeting held on 30th September, 2014.

Pursuant to Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the Annual General Meeting of the Company held on Tuesday, 30th September, 2014 at 4.30 p.m. at the Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai - 400058.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company provided e-voting facility to the members to vote on the matters to be transacted at the Annual General Meeting as per Notice dated 12th August, 2014. Further, physical Assent/Dissent forms were also sent to the members to vote who did not have facility to use e-voting platform. CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer for the E-voting process.

The Annual General Meeting was attended by requisite quorum. The following businesses were transacted and necessary resolutions were approved by voting done through e-voting and physical Assent/Dissent forms.

1. APPROVAL OF ANNUAL ACCOUNTS:

The members received, considered and adopted the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended as on that date together with Reports of the Board of Directors' and Auditors' thereon by passing 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,
Ambarnath (West),
Dist. Thane - 421 501.

Tel.: +91-22-6613 9999

Fax: +91-22-6613 9977 / 6613 9975

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2. APPROVAL OF DIVIDEND:

The members declared the payment of dividend @ Re. 0.80 per share being 8% of the paid up Equity capital of the Company for the year ended 31st March, 2014 by passing Ordinary Resolution with requisite majority.

3. RE-APPOINTMENT OF MR. PRAVINCHANDRA B SHAH AS DIRECTOR:

The members re-appointed Mr. Pravinchandra B Shah as Director of the Company, who retired by rotation and being eligible offered himself for re-appointment by passing 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 and authorized the Board of Directors to fix their remuneration by passing Ordinary Resolution with requisite majority.

5. APPOINTMENT OF MRS. TRUPTI SHAH AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Mrs. Trupti Shah as an Independent Director of the Company to hold office as such upto 31st May, 2019, who shall not be liable to retire by rotation, by passing Ordinary Resolution with requisite majority.

6. APPOINTMENT OF MR. JAGDEEP MEHTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Mr. Jagdeep Mehta as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation, by passing Ordinary Resolution with requisite majority.

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

The members approved the re-appointment of Dr. S. N. Sahai as Whole time Director and Chief Financial Officer of the Company for a further period of one year w.e.f. 1st April, 2014 till 31st March, 2015 by passing Special Resolution with requisite majority.



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8. REVISION IN REMUNERATION OF MR. VIPUL P. SHAH, MANAGING DIRECTOR, OF THE COMPANY:

The members approved the revision in remuneration payable to Mr. Vipul P. Shah, Managing Director of the Company w.e.f. 1st April, 2014 for the remaining period of his tenure by passing Special Resolution with requisite majority.

9. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

The members approved and adopted new set of Articles of Association of the Company in place and exclusion of the existing Articles of Association of the Company by passing Special Resolution with requisite majority.

10. INCREASE IN THE BORROWING POWERS OF THE COMPANY:

The members authorized the Board of Directors of the Company to borrow money together with money already borrowed at any time upto a limit of ` 25 Crores (Rupees Twenty Five Crores only) under Section 180(1)(c) of the Companies Act, 2013 by passing Special Resolution with requisite majority.

11. AUTHORITY TO CREATE CHARGE/ MORTGAGE ON THE ASSETS OF THE COMPANY:

The members authorised Board of Directors of the Company to create mortgage/charge/ hypothecation on all or any of the immovable and/or movable assets of the Company, both present and future upto the limit as approved under Section 180(1)(c) of the Companies Act, 2013 by passing Special Resolution with requisite majority.

12. APPROVAL OF REMUNERATION OF COST AUDITORS OF THE COMPANY:

The members approved the remuneration payable to M/s. Y. S. Gokhale & Associates, Cost Accountants, Mumbai the Cost Auditors of the Company for the financial year 2014-15 by passing Ordinary Resolution with requisite majority.

13. APPROVAL TO ENTER INTO RELATED PARTY TRANSACTION:

The members approved the agreements for purchase / sale of goods and providing services etc. with related parties by passing Special Resolution with requisite majority.



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14. INCREASE IN THE LIMIT OF DONATION UNDER SECTION 181 OF THE COMPANIES ACT, 2013:

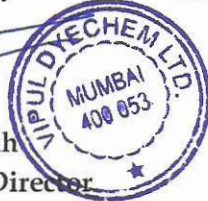
The members authorized the Board of Directors of the Company to contribute, donate, subscribe or otherwise provide assistance from time to time to anybody, institutions, society, person etc. upto a total amount of Rs. 50 lakhs or 5% of the Company's average net profits for the three immediately preceding financial years, whichever is higher, by passing Ordinary Resolution with requisite majority.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Vipul Dyechem Limited



Vipul P Shah
Managing Director

CC: 1) Delhi Stock Exchange Ltd., DSE House, 3/1, Asaf Ali Road,
New Delhi - 110 002

2) Ahmedabad Stock Exchange Ltd., Kamdhenu Complex, Opp. Sahajanand
College, Panjrapole, Ahmedabad, Gujarat - 380 015



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