

AVI PHOTOCHEM LIMITED

110 MANISH INDL ESTATE NO 4, NAVGHAR,
VASAI (EAST), DIST: THANE 401210
TEL: 9323468454 / 9223434316 / 0250-2390707
Email: avichem@vsnl.com / CIN: L24200MH1989PLC050913
Website: www.aviphoto.in



February 29, 2016

To,
DM-Corporate Services
BSE Limited
25th Floor, P. J. Towers, Dalal Street,
Fort, Mumbai- 400 001

Ref: Scrip Code: 523896

Dear Sir/Madam,

Sub: Intimation of the Outcome of the Postal Ballot under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Reg.,

With reference to the above subject, we would like to announce the outcome of the postal ballot conducted Pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 for below mentioned items:

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.

Summary of the results in the prescribed format is enclosed herewith.

This is for your information and necessary dissemination.

Thanking You

Yours truly,

For AVI Photochem Limited


(CS Bhavna K. Patel)

Company Secretary & Compliance Officer



AVI PHOTOCHEM LIMITED

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AVI PHOTOCHEM LIMITED E 401210

110 MANISH INDL ESTATE NO 4, NAVGHAR,

VALE (EAST) DIST. THANE 401210

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**RESULT OF POSTAL BALLOT**

Result of the voting conducted through Postal Ballot on the Special Resolution(s) passed under Section 110 of the Companies Act, 2013 ('the Act') read with the Rule 22 of Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for the following resolutions:

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.

The Company had appointed Mr. Anish Gupta, Practicing Company Secretary, as the Scrutinizer for the conduction the Postal Ballot in a fair and transparent manner. Mr. Anish Gupta has submitted his report dated on 28th February, 2016 to the Company.

The details of the Special Resolutions passed by Postal Ballot are as under:

Description	Particulars
Date of the AGM/EGM	Postal Ballot Notice dated 30.11.2015
Total number of shareholders on record date	14002
No. of Shareholders present in the meeting either in person or through proxy:	
a. Promoters and Promoters Group	Not Applicable
b. Public	Not Applicable
No. of shareholders attended the meeting through video conferencing:	
a. Promoters and Promoters Group	Not Applicable
b. Public	

DETAILS OF THE VOTING RESULTS AS PER REGULATION 44 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Result for Postal Ballot for 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.

Resolution required: Special

Mode of Voting: Poll and E-voting

Promoter /Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled



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			100			100	100
Resolution - 1							
Mode of Voting : (E-voting and poll)							
Promoter and Promoter Group	250941	250941	100	250941	0	100	0
Public Institutional Holders	0	0		0	0	0	0
Public-others	793081	24270	3.06	24270	0	100	0
Total (A)	1044022	275211	26.36	275211	0	100	0

2. Result of Postal Ballot for Amendment to Main Object Clause of the Memorandum of Association
Resolution required: Special

Mode of Voting: Poll and E-voting

Promoter /Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Resolution - 2							
Mode of Voting : (E-voting and poll)							
Promoter and Promoter Group	250941	250941	100	250941	0	100	0
Public Institutional Holders	0	0		0	0	0	0
Public-others	793081	24270	3.06	24270	0	100	0
Total (A)	1044022	275211	26.36	275211	0	100	0

For and on behalf of Board of Directors of
 AVI Photochem Limited

Bhavna

Bhavna K. Patel
 Company Secretary
 (Membership No. A31586)
 Date: 29th February, 2016
 Place: Thane



Encl: Scrutinizer's Report

Anish Gupta & Associates

Company Secretaries

413 Autumn Grube, Opp Lokhandwala School, Lokhandwala Township, Kandivali E, Mumbai-400 101
Telefax: 022 29659720 email: anish@csanishgupta.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 respectively of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
AVI PHOTOCHEM LIMITED
110, Manish Ind Estate No.4, Navghar Road,
Vasai (East)
Thane - 401210.

I, **Anish Gupta**, Practising Company Secretary of Mumbai have been appointed as the Scrutinizer by the Board of AVI Photochem Limited on November 30, 2015 for scrutinizing the Postal Ballot process (which includes voting) for the following resolutions:

Item No. 1:

SPECIAL BUSINESS

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.

"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:

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:

SPECIAL BUSINESS

AMENDMENT TO MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

"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, condes, 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.”

The Company, Pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Rules framed there under Vide Companies (Management and Administration) Rules, 2014 required to provide e-voting facility to their shareholders on all shareholders resolutions to be passed at General Meeting or through Postal Ballot.

AVI Photochem Limited accordingly has made arrangements with M/S. Central Depository Services (India) Limited, their Registrar and Transfer Agents (RTA) for providing a system of recording votes of shareholders electronically through e-voting facility on the Website www.evotingindia.com.

AVI Photochem Limited has also uploaded the resolutions together with the explanatory statement on which e-voting is required and generated Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by the system provider have been done by the Company through its RTA. Necessary instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Postal Ballot notice dated 30.11.2015 sent to the shareholders by email and courier. The Registrar if Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of the 15th January, 2016, being the cut-off date.

I submit my report as under:

1. The Company has complete on 23rd January, 2016 the dispatch of postal ballot forms along with postage prepaid business reply envelop to its Members whose name(s) appeared on the Register of Member/ list of beneficiaries as on 15th January, 2016 In addition to that the notices were also sent via electronic mode by the system provider to Shareholders at their email addresses registered with Depository Participants.
2. As stated in sub rule of Rule Companies (Management and Administration) Rules, an advertisement was published by the Company in ‘Free Press Journal’ English Newspaper and ‘Navshakti’ Marathi edition newspaper on 25th January, 2016, informing about completion of dispatch of the Postal Ballot notices both by courier and email, wherever applicable, to the shareholders *alongwith other related matter mentioned therein.*
3. I have received the Postal Ballot forms from the shareholders during the period starting Thursday, 28th January, 2016 till Friday, 26th February, 2016. All the postal ballot forms together with all votes cast by e-voting through M/S. Central Depository Services (India) Limited received upto 5.00 p.m. Friday 26th February, 2016, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.
4. Envelopes containing postal ballot forms received after 26th February, 2016 were not considered for my scrutiny.
5. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxed before commencing the scrutiny of such postal ballot forms.
6. The ballot forms were opened on 26th February, 2016 in my presence.



7. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Member of the Company/list of beneficiaries as on 15th January, 2016.
8. Since e-voting facility was provided by M/s. Central Depository Services (India) Limited, the details of the e-voting exercised by the shareholders as also the voted exercised through Postal Ballots, which were duly scrutinized and processed, were duly complied by the Registrar and Share Transfer Agent. While the details of the e-voting was provided by the system provider, M/s. Central Depository Services (India) Limited, the compilation of the Register, in respect of Postal Ballot containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by RTA which have been duly scrutinized.
9. I did not find any defaced ballot papers.

On scrutiny, I report that out of 14002 Shareholders, 43 shareholders have exercised their vote through e-voting and 4 shareholders have exercised their votes through Postal Ballot Forms, as received. The details of the polling results for the item placed for consideration by the members are given below:

- I. **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:** Special Resolution, Pursuant to Section 4, 13, 14 and 15 and all other applicable provisions of the Companies Act, 2013.

Total No. of Shareholders	14002		
Total No. of Shares	1044022		
Receipt of Postal Ballot Forms (Physical & Electronic)	47		
		Number of Votes	Number of Shares
Total Votes cast through e-voting	A	43	275031
Total Votes cast through Postal Ballot forms received	B	4	240
Grand Total of e-Voting/ Postal Ballot Form (A+B)	C	47	275271
Less: Invalid e-voting/ Postal Ballot Forms *(On account of wrong folio number, for/against option not indicated)	D	2	60
Net e-Voting/ Postal Ballot Forms C-D	E	45	275211

Note:

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot whichever is less.



Summary of the Postal Ballot:

Promoter / Public	No. of Shares held (1)	No. of Shares Polled (2)	% of Votes polled on Outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes in against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	250941	250941	100%	250941	0	100%	0%
Public Institutional Holders	-	-	-	-	-	-	-
Public	793081	24270	3.06%	24270	0	100%	0%
Total	1044022	275211	26.36%	275211	0	100%	0%

Percentage of votes cast in favour: 100% Percentage of votes cast against: 0%

Result:

I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as set out in the notice of Postal Ballot dated 30th November, 2015 has been passed by shareholders with requisite majority. Hence the Resolution is deemed to be passed as on the date of the announcement of the results.

II. ITEM No. 2 Amendment to Main Object Clause of the Memorandum of Association:
Special Resolution, Pursuant to Section 4, 13 and all other applicable provisions of the Companies Act, 2013.

Total No. of Shareholders	14002		
Total No. of Shares	1044022		
Receipt of Postal Ballot Forms (Physical & Electronic)	47		
		Number of Votes	Number of Shares
Total Votes cast through e-voting	A	43	275031
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Note:

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot whichever is less.



Summary of the Postal Ballot:

Promoter / Public	No. of Shares held (1)	No. of Shares Polled (2)	% of Votes polled on Outstanding shares (3) $=[(2)/(1)]*100$	No. of Votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6) $=[(4)/(2)]*100$	% of Votes in against on votes polled (7) $=[(5)/(2)]*100$
Promoter and Promoter Group	250941	250941	100%	250941	0	100%	0%
Public Institutional Holders	-	-	-	-	-	-	-
Public	793081	24270	3.06%	24270	0	100%	0%
Total	1044022	275211	26.36%	275211	0	100%	0%

Percentage of votes cast in favour: 100% Percentage of votes cast against: 0%

Result:

I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as set out in the notice of Postal Ballot dated 30th November, 2015 has been passed by shareholders with requisite majority. Hence the Resolution is deemed to be passed as on the date of the announcement of the results as special resolution.

I further report that as per the Postal Ballot Notice dated 30th November, 2015 and the Board Resolution dated 30th November, 2015, the Chairman or any other person as authorised in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred here in by 28.02.2016. The results of the Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website i.e. www. aviphoto.in and shall also be communicated to the Stock Exchanges.

I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has been duly complied with the procedure for conducting the business through postal ballot. A Register and all the other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes declared invalid for each resolution under Postal Ballot shall remain in our safe custody until the Chairman approves and signs the Minutes and the same would thereafter be handed over to the Company Secretary.

You may accordingly declare the result of Postal Ballot.

**For Anish Gupta & Associates,
Company Secretaries**



**Anish Gupta
Proprietor
(Scrutinizer)**

CP No. 4092, FCS No.5733

Date: 28.02.2016

Place: Mumbai