

# AVI PRODUCTS INDIA LIMITED

(Formerly known as AVI Photochem Limited)

110 Manish Indl Estate No 4, Navghar,

Vasai (east), Dist: Thane 401210

TEL: 9323468454 / 9223434316 / 0250-2393973

Email: avichem@vsnl.com | aviphotocem@gmail.com

CIN: L24200MH1989PLC050913

Website: www.aviphotoin



**Date : 01.04.2018**

**The Deputy General Manager  
Corporate Relationship Dept.  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001  
Scrip Code:- 523896**

Dear Sir,

**Sub:- Regulation 30 And 44 of The SEBI (Listing Obligations And Disclosure Requirements).**

The Company's Extraordinary General Meeting(EGM) was held on Friday, 29th day of March, 2019 at 3.00 P.M. at Registered Office of the Company at 110, Manish Industrial Estate No. 4, Navghar Road, Vasai (East), Palghar - 401210.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided e-voting facility and voting by poll at the EGM. Mr. Anish Gupta, Company Secretary of M/s. Anish Gupta and Associates, Company Secretaries was appointed as the Scrutinizer to the e-voting and votes by poll at EGM. The Scrutinizer's Report dated 1<sup>st</sup> April, 2019 is attached as **Annexure 1**. All resolutions as set out in the Notice of EGM have been duly approved by the shareholders with requisite majority.

In terms of the provisions of regulation 44 of Listing regulations, the details of the results of voting held through remote e-voting and Voting by Poll at the EGM is Attached as **Annexure 2**.

Thanking You,

Yours Faithfully,

**For AVI Products India Limited  
(Formerly known as AVI Photochem Limited)**

**For AVI PRODUCTS INDIA LIMITED**

**Bhavna K. Patel**

**Head- legal and compliance** **Director / Authorised Signatory**



# Anish Gupta & Associates

COMPANY SECRETARIES/INSOVCY PROFESSIONAL

Anish Gupta  
B.com, FCS, LL.B

413 Autumn Grove, Lokhandwala, Kandivali(E), Mumbai - 400101  
India, Call: +91 022 29659720 email: [anish@csanishgupta.com](mailto:anish@csanishgupta.com)

## Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman  
**AVI Products India Limited**  
110, Manish Ind Estate No. 4,  
Navghar Rd, Vasai (East),  
Dist: Thane - 401210,

Dear Sir,

**Sub: Passing of Resolution(s) through remote e-voting and voting by poll at the venue of the Extra-Ordinary General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Board of Directors of AVI Products India Limited (hereinafter referred to as the "Company") at its meeting held on Thursday, 28<sup>th</sup> February, 2019 has appointed me as the Scrutinizer for the Remote E-voting process as well as by the poll to be conducted at the venue of the Extra-Ordinary General Meeting ("EGM") pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

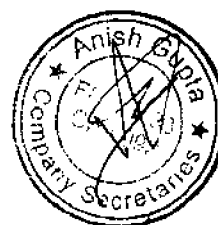
The compliance with the provisions of the Companies Act, 2013 and the Rules made their under relating to voting through remote.e-voting and voting by using poll papers by the members on the resolution proposed in the notice of Extra-Ordinary General Meeting of the Company is the responsibility of the management, my responsibility as a Scrutinizer is to ensure that the voting process through both remove e-voting and by use of poll papers at the meeting are conducted in a fair and transparent manner and provide consolidated scrutinizer's report of the total votes cast in favour or against if any, on the resolutions, based on the report generated from the electronic voting system provided by the NSDL and the report generated for voting by use of poll papers at the EGM.

### Report on Scrutiny:

- The Company had appointed National Securities Depository Limited("NSDL") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the EGM of the Company.
- M/s Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.



- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Friday, March 22, 2019**.
- The Remote E-Voting facility was opened for the Members to cast their votes from **Tuesday, March 26, 2019 at 9.00 a.m. (IST) and ended on Thursday, March 28, 2019 at 5.00 p.m. (IST)**.
- The Company completed the dispatch of the Notice of Extra-Ordinary General Meeting to all the Members at their registered address through courier by **Monday, March 04, 2019**.
- As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in The Free Press Journal newspaper and in Marathi language in Navshakti on **Tuesday, March 05, 2019**.
- At the end of the voting period on **Thursday, March 28, 2019 at 5.00 p.m. (IST)**, the voting portal of NSDL was blocked.
- As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the EGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of EGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- Accordingly, **NSDL** provided me the names, DP ID/folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- At the venue of the EGM the facility to vote by using poll papers was provided to facilitate those Members present at the EGM who could not participate through Remote E-voting to record their votes.
- On **Friday, March 29, 2019**, after counting of the votes conducted at the venue of the EGM through Poll, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Anushree Rane and Ms. Sneha Kanoji who acted as the witnesses.
- There were 6 invalid/incomplete/defective poll papers.
- After the time fixed for voting of the poll, one poll box kept for polling was locked and sealed in my presence with due identification marks placed by me.
- The locked poll box was subsequently opened in my presence and poll papers were diligently scrutinized. The voting done through remote e-voting and Poll at the EGM, were reconciled with the records maintained by the RTA and the authorizations/proxies lodged with the Company.



- Thereafter, I now submit my consolidated report as under on the result of the voting through remote e-voting and voting conducted through poll paper at the venue of EGM in respect of all the resolutions included in the notice of EGM.
- The combined results of the remote e-voting together with that of the voting conducted at venue of the EGM by way of Poll Paper is as under:

Details	Remote E-voting	Voting by Poll at the EGM	Total voting
Number of Members who cast their votes	4	34	38
Total number of Shares held by	75	263035	263110
Valid Votes	Various as mentioned under each item of the Notice		
Abstained / Partly Voted / Invalid	6 Ballots (Consisting of 4983 shares) were invalid for various reasons including attendance not signed, Already evoted and folio numbers as per the records available with the RTA		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting and Poll at the venue of the meeting.

**Item No. 1 of the Notice (As a Special Resolution):**

**Re-appointment of Mr. Pradeep Himatlal Joshi (DIN: 02416091) as an Independent Director**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted / Invalid No. of shares
	No. of shares	%	No. of shares	%	
Remote E-voting	75	0.029	0	0	0
Poll at EGM	263035	99.971	0	0	4983
Total	263110	100.000	0	0	4983

Item 1 of Notice of EGM stands passed with the requisite majority.

**Item No. 2 of the Notice (As a Special Resolution):**

**Re-appointment of Mr. Pradeep Gaurishankar Kumar (DIN: 06921912) as an Independent Director :**

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Abstained / Partly voted / Invalid
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	No. of shares	%	No. of shares	%	No. of shares
Remote E-voting	75	0.029	0	0	0
Poll at EGM	263035	99.971	0	0	4983
Total	263110	100.00	0	0	4983

Item 2 of Notice of EGM stands passed with the requisite majority.

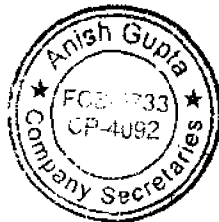
All the Resolutions mentioned in the Notice of EGM dated Friday, March 29, 2019 as per the above details stand passed under Remote E-voting and voting conducted at the EGM by way of Poll with the requisite majority.

I hereby confirm that I have maintained the Registers in respect of the votes cast through Remote E-Voting and Poll conducted at EGM by the Members of the Company. All relevant records of Poll will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the EGM of the Company and the same shall be handed over thereafter to the Chairman or Company Secretary of the Company for safe keeping.

Thanking you.

Yours truly,  
For, Anish Gupta & Associates,  
Company Secretaries

Anish Gupta  
(Scrutinizer)  
Proprietor  
M No.: -5733/COP:-4092



Place: Mumbai

Date: April 1, 2019

Witnesses:

1. Ms. Anushree Rane : *Anushree Rane*
2. Ms. Sneha Kanojia : *Sneha Kanojia*

Received the Report together with other data/records mentioned therein:

For AVI PRODUCTS INDIA LIMITED

Place: Mumbai

Date: April 1, 2019

Counter Signed by Mr. Vikram Avinash Vora  
Director / Authorized Signatory  
Whole time Director

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**ANNEXURE 2****RESOLUTION No. 1**

<b>RESOLUTION REQUIRED: (ORDINARY/SPECIAL)</b>	<b>RE-APPOINTMENT OF Mr. Pradeep Himatlal Joshi (DIN: 02416091) as an Independent Director</b>							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
<b>CATEGORY</b>	<b>MODE OF VOTING</b>	<b>No. OF SHARES HELD</b>	<b>NO. OF VOTES POLLED</b>	<b>% OF VOTES POLLED ON OUTSTANDING SHARES</b>	<b>NO. OF VOTES - IN FAVOUR</b>	<b>NO. OF VOTES - AGAINST</b>	<b>% OF VOTES IN FAVOUR ON VOTES POLLED</b>	<b>% OF VOTES AGAINST ON VOTES POLLED</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]=[2]/(1)*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=[4]/(2)*100</b>	<b>[7]</b>
Promoter and Promoter Group	E-Voting	259941	0	0	0	0	0	0
	Poll		259941	100	259941	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>259941</b>	<b>259941</b>	<b>100</b>	<b>259941</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	0		0	0	0	0	0
	Poll			0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	3169	75	2.3667	75	0	0	0
	Poll		3094	97.6333	3094	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>3169</b>	<b>3169</b>	<b>100</b>	<b>3169</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>263110</b>	<b>263110</b>	<b>100</b>	<b>263110</b>	<b>0</b>	<b>100</b>	<b>0</b>

For AVI PRODUCTS INDIA LIMITED

Director / Authorized Signatory

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**RESOLUTION No. 2**

<b>RESOLUTION REQUIRED: (ORDINARY /SPECIAL)</b>	<b>Re-appointment of Mr. Pradeep Gaurishankar Kumar (DIN: 06921912) as an Independent Director :</b>							
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No							
<b>CATEGORY</b>	<b>MODE OF VOTING</b>	<b>NO. OF SHARES HELD</b>	<b>NO. OF VOTES POLLED</b>	<b>% OF VOTES POLLED ON OUTSTANDING SHARES</b>	<b>NO. OF VOTES - IN FAVOUR</b>	<b>NO. OF VOTES - AGAINST</b>	<b>% OF VOTES IN FAVOUR ON VOTES POLLED</b>	<b>% OF VOTES AGAINST ON VOTES POLLED</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]=([2]/[1])*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=([4]/[2])*100</b>	<b>[7]</b>
Promoter and Promoter Group	E-Voting	259941	0	0	0	0	0	0
	Poll		259941	100	259941	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>259941</b>	<b>259941</b>	<b>100</b>	<b>259941</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	0		0	0	0	0	0
	Poll			0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	3169	75	2.3667	75	0	0	0
	Poll		3094	97.6333	3094	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>3169</b>	<b>3169</b>	<b>100</b>	<b>3169</b>	<b>0</b>	<b>100</b>	<b>0</b>
	<b>Total</b>	<b>263110</b>	<b>263110</b>	<b>100</b>	<b>263110</b>	<b>0</b>	<b>100</b>	<b>0</b>

Thanking You,

Yours Faithfully,

For AVI PRODUCTS INDIA LIMITED  
(For AVI PRODUCTS INDIA LIMITED)

VIKRAM AVINASH VORA

Director

Director / Authorised Signatory

DIN : 02454043