

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL
BHAGERIA DYE-CHEM LIMITED**

To,
The Chairman,
BHAGERIA DYE-CHEM LIMITED

Sub: Passing of Resolution through E-Voting AND Poll conducted at the Annual General Meeting (AGM) of BHAGERIA DYE-CHEM LIMITED held on July 26, 2014

I, CS Mahesh Kumar Soni, Partner, GMJ & Associates, Company Secretaries hereby submit combined Scrutinizer Report on E-Voting AND Poll conducted at the AGM of BHAGERIA DYE-CHEM LIMITED held on July 26, 2014.

The Board of Directors of the Company at their meeting held on May 10, 2014 have appointed me as the Scrutinizer for the e-voting held between July 20, 2014 at 9.00 A.M. to July 22, 2014 at 6.00 PM and the Chairman of the AGM has appointed me as the Scrutinizer for the Poll held at the AGM of the Company on the July 26, 2014.

The Company has appointed M/s. Central Depository Services Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company from Sunday, July 20, 2014 at 9.00 A.M. till Tuesday July 22, 2014 at 6.00 P.M. M/s. Sharex Dynamic (India) Pvt. Ltd. are the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me on July 24, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's Report dated July 25, 2014 attached herewith.

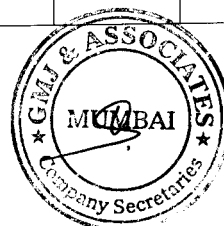
At the AGM of the Company held on July 26, 2014, the Chairman of the Company had called for a Poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's Report in Form MGT 13 dated July 28, 2014.



The result of the E-voting together with that of the Poll is as under:

Number of members who cast their votes through e-voting	Total number of Shares held by them	Total number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder
19	21,05,052	Various as mentioned under each of the Resolution

Item of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.1 of the Notice (As an Ordinary Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--
Item No.2 of the Notice (As an Ordinary Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--
Item No.3 of the Notice (As an Ordinary Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--
Item No.4 of the Notice (As an Ordinary Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--
Item No.5 of the Notice (As an Ordinary Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--



Item of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.6 of the Notice (As an Ordinary Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--
Item No.7 of the Notice (As an Ordinary Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--
Item No.8 of the Notice (As an Ordinary Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--
Item No.9 of the Notice (As an Ordinary Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--
Item No.10 of the Notice (As an Special Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--
Item No.11 of the Notice (As an Special Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--



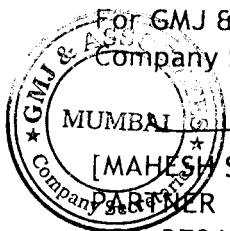
Item of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.12 of the Notice (As an Ordinary Resolution)	E-voting	21,05,052	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	31,00,036	100%	--	--	--	--
Item No.13 of the Notice (As an Ordinary Resolution)	E-voting	18,98,024	100%	--	--	--	--
	Poll	9,94,984	100%	--	--	--	--
	TOTAL	28,93,008	100%	--	--	--	--

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through E-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You,

Yours Faithfully
For GMJ & Associates
Company Secretaries



[MAHESH SONI]

PARTNER

FCS: 3706 COP: 2324

PLACE: MUMBAI

DATE: JULY 28, 2014.