

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rule, 2014]

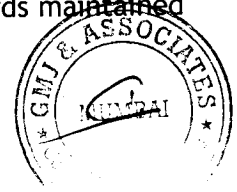
Mr. Shrinath Tiwari,
Company Secretary,
Bhageria Dye Chem Limited
Mumbai

Sub: Annual General Meeting of the Shareholders of Bhageria Dye-Chem Limited held on Saturday, August 01, 2015 at 11.00 A.M. at Mumbai, Maharashtra.

Dear Sir,

I, CS Mahesh Kumar Soni, Company Secretary in Practice (FCS: 3706, CP No.2324), Partner, GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors of the Bhageria Dye Chem Limited as a Scrutinizer vide resolution dated 16th May, 2015 to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the Shareholders at the Annual General Meeting venue under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges:

1. The remote e-voting period remained open from Wednesday, July 29, 2015 (9:00 A.M.) to Friday, July 31, 2015 (5:00 P.M) both days inclusive.
2. The shareholders holding shares as on "cut off" date i.e. 25th July, 2015 were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of Sharex Dynamic (India) Private Limited.
4. After the closing of the poll as announced by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
5. The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company. And poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained



by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company.

6. Incomplete, invalid and/or defective poll paper was rejected by me.
7. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting conducted in a fair and transparent manner and render a consolidated report of the total votes cast in favour and against to the Chairman/Authorised person on the resolutions, based on the reports generated from the remote e-voting system provided by Sharex Dymanic (India) Private Limited and the report generated electronically for voting by use of ballots at the meeting.
8. The Consolidated result of the Ballot held at the aforesaid Annual General Meeting as well as remote e-voting are as under:

Resolution 1:

Adoption of the audited financial statement of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	29	5,890	--
Total	50	9,60,935	100

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--



Resolution 2:

Declaration of Dividend on Equity Shares.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	29	5,890	--
Total	51	9,60,935	100

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--



Resolution 3:

Re-appointment of Mr. Suresh Bhageria (DIN: 00540285) Director, who retires by rotation;

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	28	5,215	--
Total	50	9,60,260	100

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--

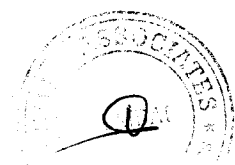
Resolution 4:

Appointment of M/s. Sarda & Pareek, Chartered Accountant as Auditor and fixing their remuneration.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	27	5,115	--
Total	49	9,60,160	99.92

(ii) Votes against the resolution:



Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	2	775	--
Total	2	775	0.08

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--

Resolution: 5

Appointment of Mr. Shashikant Tulsian (DIN: 00018156) as Director of the Company.

(i) Votes in favour of the resolution:

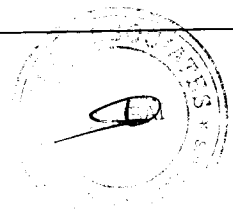
Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	27	5,115	--
Total	49	9,60,160	99.92

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	2	775	--
Total	2	775	0.08

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--



Resolution: 6

Appointment of Mr. Vikas Bhageria (DIN: 02976966) as Director of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	27	5,115	--
Total	49	9,60,160	99.92

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	2	775	--
Total	2	775	0.08

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--

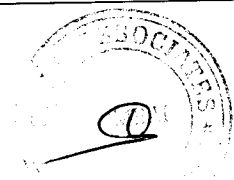
Resolution: 7

Re-appointment of Mr. Suresh Bhageria (DIN: 00540285) as an Executive Chairman (Whole Time Director) for a period of 3 years with effect from April 01, 2015.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	29	5,890	--
Total	51	9,60,935	100

(ii) Votes against the resolution:



Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--

Resolution: 8

Re-Appointment of Mr. Vinod Bhageria (DIN: 00540308) as Managing Director of the Company for a period of 3 years with effect from April 01, 2015.

(i) Votes in favour of the resolution:

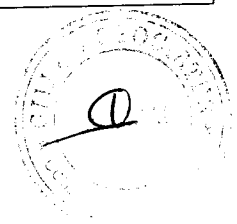
Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	29	5,890	--
Total	51	9,60,935	100

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast



E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--

Resolution: 9

Appointment of Mr. Vikas Bhageria (DIN: 02976966) as Joint Managing Director for a period of 3 years with effect from April 01, 2015.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	28	5,215	--
Total	50	9,60,260	100

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

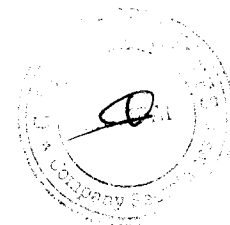
(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--

Resolution: 10

Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.200 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.

(i) Votes in favour of the resolution:



Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	28	5,790	--
Total	50	9,60,835	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	100	--
Total	1	100	0.01

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	100

Resolution: 11

Approval under Section 180(1)(a) of the Companies Act, 2013 for borrowing money upto Rs.200 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	29	5,890	--
Total	51	9,60,936	100

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast

E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--

Resolution: 12

Approval of the Remuneration of the Cost Auditors.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	22	9,55,045	--
Ballot	28	5,790	--
Total	50	9,60,835	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	100	--
Total	1	100	0.01

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	1	--
Total	1	1	--

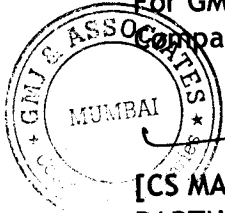
9. Based on the foregoing, the resolution no (s) 1 to 12 shall be deemed to have been passed with requisite majority.



10. All the relevant records relating to the e-voting and ballot paper is under my safe custody and it will be handed over to the chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,
For GMJ & ASSOCIATES
Company Secretaries



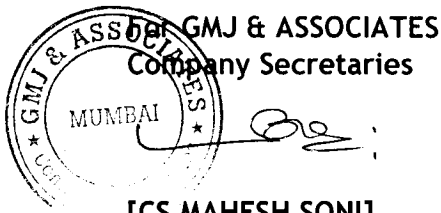
[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324

PLACE: MUMBAI
DATE: AUGUST 3, 2015.

Mr. Shrinath Tiwari,
Company Secretary,
Bhageria Dye Chem Limited
Mumbai

Sub: Summary of the Results of the Voting on the resolutions (including remote e-Voting and Ballot at AGM) passed at the Annual General Meeting of Bhageria Dye Chem Limited held on 1st August, 2015.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution		
	Numbers		% of total votes cast	Numbers		% of total votes cast
	Persons	Votes		Persons	Votes	
1	50	9,60,935	100	0	0	0
2	51	9,60,935	100	0	0	0
3	50	9,60,260	100	0	0	0
4	49	9,60,160	99.92	2	775	0.08
5	49	9,60,160	99.92	2	775	0.08
6	49	9,60,160	99.92	2	775	0.08
8	51	9,60,935	100	0	0	0
9	51	9,60,935	100	0	0	0
10	50	9,60,260	100	0	0	0
11	50	9,60,835	99.99	0	0	0
12	51	9,60,936	100	1	100	0.01



[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324

PLACE: MUMBAI
DATE: AUGUST 3, 2015.