



Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman of the Meeting

BODAL CHEMICALS LIMITED,
Plot No. 123 and 124, Phase -1,
GIDC- Vatva,
Ahmedabad-382445,
Gujarat.

Dear Sir,

I, Mr. Tapan Shah, Practicing Company Secretary, has been appointed as a Scrutinizer of Bodal Chemicals Limited ("the Company") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 12th August, 2015 of 29th Annual General Meeting of the Equity Shareholders of the Company, held on 24th day of September, 2015 at 11.00 a.m. at ATMA Hall, Ahmedabad Textile Mills' Association, Ashram Road, Navrangpura, Ahmedabad – 380 009.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the Listing Agreement, relating to remote e-voting on the resolutions contained in the aforesaid Notice to the Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to ensure and scrutinize the voting done through remote e-voting in a fair and transparent manner, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility.

- i. **Ordinary Resolution** To consider and adopt the Standalone financial statement of the Company for the financial year ended on 31st March,2015 and Reports of the Board of Directors' and Auditors' thereon; and Consolidated financial statement of the Company for the financial year ended on 31st March,2015.*



- ii. **Ordinary Resolution** To appoint a Director in place of Mr. Bhavin S. Patel (holding DIN: 00030464), who retires by rotation and being eligible offers himself for reappointment.
- iii. **Ordinary Resolution** To consider appointment of Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration.
- iv. **Ordinary Resolution** To appoint Mrs. Kajal R. Soni (holding DIN: 06926972), as an Independent Director of the Company.
- v. **Ordinary Resolution** To approve the remuneration of Cost Auditor for the Financial Year ending 31st March, 2016.
- vi. **Special Resolution** To Re-appoint Mr. Suresh J. Patel as the Chairman and Managing Director for a period of 3 years w.e.f 13th May, 2015 pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013 with remuneration terms.
- vii. **Special Resolution** To Re-appoint Mr. Bhavin S. Patel as an Executive Director of the Company for a period of 3 years w.e.f 13th May, 2015 pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013 with remuneration terms.

I HEREBY SUBMIT MY REPORT AS UNDER:

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **21st August, 2015**, the Company completed dispatch of the Notice of the AGM:
 - A. by email to Members who had registered their email-ids with the Company on **28th August, 2015** and
 - B. by Courier to Members in physical form on or before **1st September, 2015**.
2. The Company has also placed the Notice of 29th AGM on the Web site of the Company as well as web Site of E-voting Agency i.e. CDSL.



3. The Company has given the news paper advertisement for date and time of commencement and end of remote e-voting in;
 - A. The Economic Times (Vernacular Language - Gujarati) on **2nd September, 2015** and
 - B. The Economic Times (English Language) on **2nd September, 2015**.
4. The Shareholders holding Shares as on the “Cut off” date, i.e. 17th September, 2015 were entitled to vote through remote e-voting on the resolutions as mentioned in the Notice of AGM of the Company.
5. In terms of the aforesaid Notice, remote E-voting was open for three days from **10.00 a.m. on Monday, 21st September, 2015 to 05.00 p.m. on Wednesday, 23rd September, 2015** and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary Resolutions and Special Resolutions, on remote e-voting platform provided by Central Depository Services Limited (CDSL).
6. As required in the Rules, I unblocked the votes cast through remote e-voting on Thursday, the 24th day of September, 2015 around 12:43 p.m. after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Mr. Naresh Prajapati and Mr. Hitesh Lachhwani, who are not in employment of the Company.
7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were download from the remote e-voting website of Central Depository Services (India) Limited (www.evotingindia.com). Snap Shot of the website of CDSL is attached herewith as an **Annexure – A**.
8. Based on the results made available to me by the e-voting agency engaged by the Company, 43 members have cast their votes on the remote e-voting platform and, the detailed analysis of the remote e-Voting Results for each of the Seven agenda items contained in the said Notice is attached herewith as an **Annexure – B**.



TAPAN SHAH
COMPANY SECRETARY

816-818, Anand Mangal – 3, Opp. Core House,
Nr. Doctor House, Ellisbridge, Ahmedabad-380006
Phone : (O) 26430810, 30081114 (R) 26650050
Fax : 91-79-26430810 •E-mail : info@tapanshah.in

9. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

Place: Ahmedabad

Signature: Sd/-

Date: 24/09/2015

Name of Company Secretary: TAPAN SHAH

C.P.No. : 2839



Annexure – A

The screenshot shows the CDSL eVoting System interface. The main content area displays 'Ballot Details' for a specific election. The details include the EVSN (150005026), ISIN (INE38001028), and Nominal Value (2/- AFTER SUB-DIVISION). A table shows the total folios voted (43) and a breakdown of votes for seven different resolutions (Res. No. 1 to 7). Each resolution has a corresponding percentage of votes (65.04% for Res. No. 1-5 and 4350 (0.00%) for Res. No. 6-7).

Res. No.	Percentage	Count	Total
1	65.04%	100 (0.00%)	70964318
2	65.04%	4350 (0.00%)	70964318
3	65.04%	100 (0.00%)	70964318
4	65.04%	100 (0.00%)	70964318
5	65.04%	100 (0.00%)	70964318
6	65.04%	4350 (0.00%)	70964318
7	65.04%	4350 (0.00%)	70964318



Annexure B

The Detailed analysis of Remote e-voting for each Resolutions

Resolution 1 - To consider and adopt the Standalone financial statement of the Company for the financial year ended on 31st March,2015 and Reports of the Board of Directors' and Auditors' thereon; and Consolidated financial statement of the Company for the financial year ended on 31st March,2015.. - **Ordinary Resolution**

(i) Voted **in favour** of the resolution:

Number of members voted through remote Evoting	Number of votes cast by them	% of total number of valid votes cast
42	70964218	100.000

(ii) Voted **against** the resolution:

Number of members voted through remote Evoting	Number of votes cast by them	% of total number of valid votes cast
1	100	0.000

(iii) **Invalid** votes:

Number of members voted through remote Evoting	Number of votes cast by them
0	0

Resolution 2 - To appoint a Director in place of Mr. Bhavin S. Patel (holding DIN: 00030464), who retires by rotation and being eligible offers himself for re-appointment - **Ordinary Resolution**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	70959968	99.994

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4350	0.006

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



Resolution 3 - To appoint Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration - **Ordinary Resolution**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	70964218	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.000

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Resolution 4 - Appointment of Mrs. Kajal Ritesh Soni (DIN. 06926972), as an Independent Director of the Company. - **Ordinary Resolution**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	70964218	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.000

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



Resolution 5 - Approval of remuneration of Cost Auditor for the Financial year 2015-16- Ordinary Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	70964218	100.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.000

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Resolution 6 - Re-appointment of Mr. Suresh J. Patel as Chairman and Managing Director of the Company for a period of 3 Years w.e.f 13th May, 2015 pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013 with remuneration terms - Special Resolution

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	70959968	99.994

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4350	0.006

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



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COMPANY SECRETARY

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Resolution 7 - Re-appointment of Mr. Bhavin S. Patel as Executive Director of the Company for a period of 3 Years w.e.f 13th May, 2015 pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013 with remuneration terms - **Special Resolution**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	70959968	99.994

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	4350	0.006

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Thanking You
Your Faithfully

Sd/-
Tapan Shah
C.P. No.: 2839



To,

The Chairman of the Meeting
BODAL CHEMICALS LIMITED
Ahmedabad

Dear Sir,

Subject: Declaration of Consolidated Results of Remote E-voting and Physical voting through Ballot process in respect of resolutions placed in the notice of 29th Annual General Meeting of members of the Bodal Chemicals Limited held on 24th September, 2015.

I, Mr. Tapan Shah, Practicing Company Secretary, has been appointed as a Scrutinizer of Bodal Chemicals Limited (“the Company”), pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the remote e-voting and physical voting through ballot process at the 29th Annual General Meeting (“AGM”) of the Company in a fair and transparent manner on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 12th August, 2015 of AGM of the Equity Shareholders of the Company, held on 24th day of September, 2015 at 11.00 a.m. at ATMA Hall, Ahmedabad Textile Mills’ Association, Ashram Road, Navrangpura, Ahmedabad – 380 009.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the listing agreement, relating to remote e-voting and physical voting through ballot process on the resolution contained in the aforesaid notice to the AGM of the members of the company. My responsibility as a scrutinizer is to ensure and scrutinize the voting done through remote e-voting and physical voting through ballot process in a fair and transparent manner and to make a consolidated scrutinizer’s report of the votes cast “in favour” or “against” the resolution, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of physical voting through ballot process.

Following resolutions were carried out by the Company at the AGM;



- i. **Ordinary Resolution** To consider and adopt the Standalone financial statement of the Company for the financial year ended on 31st March,2015 and Reports of the Board of Directors' and Auditors' thereon; and Consolidated financial statement of the Company for the financial year ended on 31st March,2015.
- ii. **Ordinary Resolution** To appoint a Director in place of Mr. Bhavin S. Patel (holding DIN: 00030464), who retires by rotation and being eligible offers himself for reappointment.
- iii. **Ordinary Resolution** To consider appointment of Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration.
- iv. **Ordinary Resolution** To appoint Mrs. Kajal R. Soni (holding DIN: 06926972), as an Independent Director of the Company.
- v. **Ordinary Resolution** To approve the remuneration of Cost Auditor for the Financial Year ending 31st March, 2016.
- vi. **Special Resolution** To Re-appoint Mr. Suresh J. Patel as the Chairman and Managing Director for a period of 3 years w.e.f 13th May, 2015 pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013 with remuneration terms.
- vii. **Special Resolution** To Re-appoint Mr. Bhavin S. Patel as an Executive Director of the Company for a period of 3 years w.e.f 13th May, 2015 pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013 with remuneration terms.

I hereby report as under;

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **21st August, 2015**, the Company completed dispatch of the Notice of the AGM:
 - A. by email to Members who had registered their email-ids with the Company on **28th August, 2015** and
 - B. by Courier to Members in physical form on or before **1st September, 2015**.



2. The Company has also placed the Notice of 29th AGM on the Web site of the Company as well as web Site of E-voting Agency i.e. CDSL.
3. The Company has given the news paper advertisement for date and time of commencement and end of remote e-voting in;
 - A. The Economic Times (Vernacular Language - Gujarati) on **2nd September, 2015** and
 - B. The Economic Times (English Language) on **2nd September, 2015**.
4. The Shareholders holding Shares as on the “Cut off” date, i.e 17th September, 2015 were entitled to vote through remote-evoting and voting at the AGM through Physical ballot process on the resolutions as mentioned in the Notice of AGM of the Company.
5. In terms of the aforesaid Notice, remote e-voting was open for three days from **10.00 a.m. on Monday, 21st September, 2015 to 05.00 p.m. on Wednesday, 23rd September, 2015** and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary Resolutions and Special Resolutions, on remote e-voting platform provided by Central Depository Services Limited (CDSL).
6. Further, at the venue of Annual General Meeting, the Company has provided the facility of voting at the meeting through physical ballot papers to those Shareholders who were present at the Meeting and had not voted through remote e-voting.
7. After the conclusion of voting at the Annual General Meeting, I first counted the Vote cast at the meeting through physical ballots papers and thereafter unblocked the votes cast through remote e-voting on Thursday, the 24th day of September, 2015 around 12:43 p.m. after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Mr. Naresh Prajapati and Mr. Hitesh Lachhwani, who are not in employment of the Company.
8. The consolidated results of remote e-voting and physical ballot papers voting in respect of resolutions placed in the notice of 29th Annual General Meeting held on, 24th September, 2015 is **annexed herewith**.



9. The Register, all other papers and relevant records relating to electronic voting and voting at the AGM through physical ballot process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.
10. The result of the voting by members through remote e-voting and physical ballots at the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman or any other Director, as decided by the Board of Director of the Company and who has also countersigned this report.

Place: Ahmedabad

Signature: Sd/-

Date: 24th September, 2015

Name of Company Secretary: TAPAN SHAH

C.P.No.: 2839

Declaration

We, the undersigned witnesseth that;

1. The physical ballot papers were opened in our presence;
2. The remote e-voting result/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at 12:43 p.m. on 24th September, 2015 at the office of Mr. Tapan Shah, the scrutinizer.

Place: Ahmedabad

Date: 24th September, 2015

Witness 1: Sd/-

Mr. Naresh Prajapati

41, Vijaylaxmi Soc,Nr Kabadi -3,
Bhulabhai road, Ahmedabad
- 380006

Witness 2: Sd/-

Mr. Hitesh Lachhwani

8, Maheshwari Park Soc.
Garden Road, Bhadwatnagar
Ahmedabad – 380 008

Countered by
For Bodal Chemicals Limited

Sd/-
Chairman



TAPAN SHAH
COMPANY SECRETARY

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Detailed Consolidated Results of Remote e-voting and Ballot Forms voting

Annexure

Resolution 1 - To consider and adopt the Standalone financial statement of the Company for the financial year ended on 31st March,2015 and Reports of the Board of Directors' and Auditors' thereon; and Consolidated financial statement of the Company for the financial year ended on 31st March,2015.. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	43	55	35760	70964318	71000078	100.000
Assent	12	42	54	35760	70964218	70999978	100.000
Dissent	0	1	1	0	100	100	0.000
Total	12	43	55	35760	70964318	71000078	100.000

Resolution 2 - To appoint a Director in place of Mr. Bhavin S. Patel (holding DIN: 00030464), who retires by rotation and being eligible offers himself for re-appointment - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	43	55	35760	70964318	71000078	100.000
Assent	12	41	53	35760	70959968	70995728	99.994
Dissent	0	2	2	0	4350	4350	0.006
Total	12	43	55	35760	70964318	71000078	100.000

Resolution 3 - To appoint Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	43	55	35760	70964318	71000078	100.000
Assent	12	42	54	35760	70964218	70999978	100.000
Dissent	0	1	1	0	100	100	0.000
Total	12	43	55	35760	70964318	71000078	100.000

Resolution 4 - Appointment of Mrs. Kajal Ritesh Soni (DIN. 06926972), as an Independent Director of the Company. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	12	43	55	35760	70964318	71000078	100.000
Assent	12	42	54	35760	70964218	70999978	100.000
Dissent	0	1	1	0	100	100	0.000
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Resolution 5 - Approval of remuneration of Cost Auditor for the Financial year 2015-16- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
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Dissent	0	1	1	0	100	100	0.000
Total	12	43	55	35760	70964318	71000078	100.000

Resolution 6 - Re-appointment of Mr. Suresh J. Patel as Chairman and Managing Director of the Company for a period of 3 Years w.e.f 13th May, 2015 pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013 with remuneration terms. - Special Resolution

Particulars	No. of			No. of Votes contained in			Percentage
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Assent	12	41	53	35760	70959968	70995728	99.994
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Total	12	43	55	35760	70964318	71000078	100.000

Resolution 7 - Re-appointment of Mr. Bhavin S. Patel as Executive Director of the Company for a period of 3 Years w.e.f 13th May, 2015 pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act 2013 with remuneration terms. - Special Resolution

Particulars	No. of			No. of Votes contained in			Percentage
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Assent	12	41	53	35760	70959968	70995728	99.994
Dissent	0	2	2	0	4350	4350	0.006
Total	12	43	55	35760	70964318	71000078	100.000

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