



**VIPUL DYECHEM LIMITED**

CIN : L24110MH1972PLC015857

Regd office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053  
Tel.: 022-66139999, Fax: 022-66139977/75, E-mail: admin@vipuldyes.com, Website: www.vipuldyes.com

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**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013, (hereinafter referred as "the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules"), the resolution as set out in this notice is proposed to be passed by means of Postal Ballot process.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the proposed resolution setting out the material facts concerning below item and reasons thereof along with the Postal Ballot Form and self addressed business reply envelope are enclosed hereto for your consideration.

The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date (record date) being, Friday, 20<sup>th</sup> March, 2015.

The Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility to its Members. The e-voting facility is available at the link <https://www.evotingindia.com>. Please refer the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out. Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical Postal Ballot form will be treated as invalid.

The shareholders opting to vote through physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer on or before the close of working hours on Monday, 4<sup>th</sup> May, 2015. Postal Ballot Forms received after this time and date shall be treated as invalid.

The Notice is being sent to all Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date (Record date) being Friday, 20<sup>th</sup> March, 2015. Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post.

The Company has appointed CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as Scrutinizer for conducting the Postal Ballot process (including e-voting) in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the voting received in electronic and physical modes. The result of the voting by Postal Ballot will be announced by the Chairman of the Company or by such other person as may be authorized by him on Friday, 8<sup>th</sup> May, 2015 at 4.00 p.m. at the Registered Office of the Company. The said result alongwith the Scrutinizer's report will be

displayed on the Company's website viz; [www.vipuldyes.com](http://www.vipuldyes.com) and CDSL's website viz; <https://www.evotingindia.com>.

The resolution will be taken as passed effectively on the day of declaration of the result at the Registered Office of the Company, if the result of Postal Ballot indicates that the requisite majority of the Members have assented to the Resolution.

**DRAFT RESOLUTION:**

**RE-APPOINTMENT OF MR. PRASANNAKUMAR GAWDE AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to accord assent / dissent to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Prasannakumar Gawde (DIN: 01456510), Independent Director of the Company, whose office is liable to determination to retire by rotation and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a shareholder as required under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Prasannakumar Gawde as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31<sup>st</sup> March, 2019, who shall not be liable to retire by rotation."

**By Order of the Board of Directors  
VIPUL DYECHEM LIMITED**

Place : Mumbai  
Date: 25<sup>th</sup> March, 2015

**Vipul P Shah  
Managing Director**

**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

Mr. Prasannakumar Gawde was appointed as an Independent Director of the Company on 31<sup>st</sup> March, 2008. His office is liable to retire by rotation at Annual General Meeting of the Company as per his terms of appointment.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013 which became effective from 1<sup>st</sup> April, 2014, an Independent Director of a Company can be appointed for a term of upto 5 consecutive years and shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Mr. Prasannakumar Gawde as an Independent Director of the Company to hold office as such for a period upto 31<sup>st</sup> March, 2019, who shall not be liable to retire by rotation.

Mr. Prasannakumar Gawde has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice along with requisite deposit under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director.

In the opinion of the Board, Mr. Prasannakumar Gawde proposed to be appointed as an Independent Director fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Brief resume of Mr. Prasannakumar Gawde, proposed to be appointed as Independent Director as stipulated under the Clause 49 of the Listing Agreement, is given in annexure to the Notice.

The Board of Directors of the Company accordingly recommends the resolution as set out in the notice for approval of the members through Postal Ballot process.

Except, Mr. Prasannakumar Gawde, none of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

***Brief resume of the director being re-appointed (in pursuance of Clause 49 of the Listing Agreement):***

<b><i>Name of the Director</i></b>	Mr. Prasannakumar Gawde
<b><i>Date of Birth</i></b>	18 <sup>th</sup> September, 1966
<b><i>Nationality</i></b>	Indian
<b><i>Date of Appointment on the Board</i></b>	31 <sup>st</sup> March, 2008
<b><i>Designation</i></b>	Independent Director
<b><i>Qualification</i></b>	Chartered Accountant
<b><i>Experience/Expertise</i></b>	More than 20 years of experience in the field of finance and taxation
<b><i>Shareholding in the Company</i></b>	Nil
<b><i>Directorships in other companies</i></b>	1.Sri Adhikari Brothers Television Network Limited 2. MGCA Consultants Private Limited 3. TV Vision Limited 4. MGCA HR Consulting Private Limited 5. Hegemony Consultants Private Limited 6.Krishna Showbiz Services Private Limited
<b><i>Membership in committees</i></b>	<p><b>Audit Committe</b></p> <p>1. TV Vision Limited(Chairman) 2. Sri Adhikari Brothers Television Network Ltd 3. Vipul Dyechem Ltd(Chairman)</p> <p><b>Stakeholders' relationship Committee</b></p> <p>1. TV Vision Limited(Chairman) 2. Sri Adhikari Brothers Television Network Ltd</p> <p><b>Nomination &amp; Remuneration Committee</b></p> <p>1. TV Vision Limited 2. Vipul Dyechem Ltd(Chairman) 3. Sri Adhikari Brothers Television Network Ltd</p>
<b><i>Relationship with existing Directors of the Company</i></b>	None

**By Order of the Board of Directors  
VIPUL DYECHEM LIMITED**

Place : Mumbai  
Date: 25<sup>th</sup> March, 2015

**Vipul P Shah  
Managing Director**