

Report of Scrutinizer for Postal Ballot (E-Voting)

To
The Chairman,
Fairchem Speciality Limited
(Formerly known as Adi Finechem Limited)
CIN- L15140MH1985PLC286828

Dear Sir,

Re: Scrutinizer's Report on voting through electronic means as per Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014.

I, Uday Dave, Partner of M/s. Parikh Dave & Associates, Practicing Company Secretaries appointed as Scrutinizer to conduct the voting by way of electronic means in accordance with Section 108 of Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit our report as under :

1. As required under provision of section 108, 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification (s) or re-enactment(s) for the time being in force), the Company had dispatched the Notice and Postal Ballot Forms to its members whose name (s) appeared on the Register of Members / List of beneficiaries as on 17th December, 2016 ("cut-off date").
2. The remote e-voting facility was provided by CDSL.
3. The e-voting period commenced on 24th December, 2016 (09:00 a.m.) and ended on 22nd January, 2017 (05:00 p.m.)
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 22nd January, 2017 the portal was blocked for voting.
5. The votes cast were unblocked in the presence of two witnesses on the 22nd January, 2017.
6. The register, in accordance with Rule 20 (4) (xiv) of the Companies (Management & Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them.



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7. Voting Summary is as follows:

Approval of Re-classification of Mr. Bimalbhai Dashrathbhai Parikh and Mr. Hemantbhai Navinchandra Shah as 'public shareholders'. (Ordinary Resolution)

Category	Mode of Voting	No. of shares held	No. of votes polled#	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	86,58,074	82,53,074	95.32%	82,53,074	0	100%	0
Public - Institutional holders		10,93,861	4,80,067	43.89%	4,80,067	0	100%	0
Public- Non Institution		40,42,065	4,56,183	11.29%	4,56,183	0	100%	0
Total		1,37,94,000	91,89,324	66.62%	91,89,324	0	100%	0

#No. of votes polled does not include 'no. of votes invalid'.

Thanking You,

Yours Faithfully,
For Parikh Dave & Associates



Uday G. Dave

Uday G. Dave
FCS: 6545 CP No. 7158

Scrutinizer
Practicing Company Secretary

Place: Ahmedabad
Date: 24th January, 2017

Report of Scrutinizer for Postal Ballot (Physical Ballots)

To
The Chairman,
Fairchem Speciality Limited
(Formerly known as Adi Finechem Limited)
CIN- L15140MH1985PLC286828

Dear Sir,

Re: Scrutinizer's Report on voting through Postal Ballot Form means in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

I, Uday Dave, Partner of M/s. Parikh Dave & Associates, Practicing Company Secretaries appointed as Scrutinizer to conduct the voting by way of Postal Ballot Form means in accordance with Section 108 and 110 of Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, submit our report as under :

1. As required under provisions of Section 108 and 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 (including any statutory modification (s) or re-enactment(s) for the time being in force), the Company had dispatched the Notice and Postal Ballot Forms to its members whose name (s) appeared on the Register of Members / List of beneficiaries as on 17th December, 2016 ("cut-off date").
2. The Voting period commenced on 24th December, 2016 (09.00 a.m.) and ended on 22nd January, 2017 (05.00 p.m.).
3. The Postal Ballot forms were duly opened in my presence and scrutinized.
4. I did not find any defaced or mutilated ballot papers/forms and all the invalid ballot forms were marked and segregated.
5. The register, in accordance with Rule 22 (10) of the Companies (Management & Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them.



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6. Voting Summary is as follows:

Sr. No	Particulars	Number of Shares
1.	Number of Shares Held	1,37,94,000
2.	Number of Shares Polled	3,41,266
3.	Number of Shares Voted in favour	3,40,921
4.	Number of Shares Voted Against	0
5.	Number of Shares Invalid	345

Result of the Postal Ballot is as under:

Approval of Re-classification of Mr. Bimalbhai Dashrathbhai Parikh and Mr. Hemantbhai Navinchandra Shah as 'public shareholders'. (Ordinary Resolution)

Category	Mode of Voting	No. of shares held	No. of votes polled#	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	Ballot	86,58,074	3,39,621	3.92%	3,39,621	0	100%	0
Public - Institutional holders		10,93,861	0	0	0	0	0	0
Public- Non Institution		40,42,065	1,300	0.03%	1,300	0	100%	0
Total		1,37,94,000	3,40,921	2.47%	3,40,921	0	100%	0

#No. of votes polled does not include 'no. of votes invalid'.

Thanking You,

Yours Faithfully,
For Parikh Dave & Associates



Uday G. Dave

Uday G. Dave
FCS: 6545 CP No. 7158

Scrutinizer
Practicing Company Secretary

Place: Ahmedabad
Date: 24th January, 2017

Consolidated Report of Scrutinizer for Postal Ballot (Physical Ballots & E-Voting)

To
The Chairman,
Fairchem Speciality Limited
(Formerly known as Adi Finechem Limited)
CIN- L15140MH1985PLC286828

Dear Sir,

Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 108, 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014.

- A. Pursuant to the resolution passed by the Board of Directors of **Fairchem Speciality Limited** (formerly known as Adi Finechem Limited)(hereinafter referred as "the Company")in their Board Meeting held on 20th December, 2016, I, Uday Dave, Partner of M/s. Parikh Dave & Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the Postal Ballot process in respect of the Resolution set out in the Postal Ballot Notice dated 20th December, 2016("Notice").
- B. Members approval was sought on the following Special Business:

Approval of Re-classification of Mr. Bimalbhai Dashrathbhai Parikh and Mr. Hemantbhai Navinchandra Shah as 'public shareholders'. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of all applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and Regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and according to the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders be and is hereby accorded for re-classification of the following promoters of the Company as 'public shareholders' of the Company:

- (a) Bimalbhai Dashrathbhai Parikh; and
(b) Hemantbhai Navinchandra Shah.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

As required under Section 108, 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company completed dispatch of Notice along explanatory statement and postal ballot form on 23rd December, 2016.



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- C. The voting period commenced on 24th December, 2016 (09.00 a.m.) and ended on 22nd January, 2017 (05.00 p.m.) for voting through postal ballot form as well as through e-voting.
- D. The remote e-voting facility was provided by CDSL.
- E. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Registers separately maintained for the purpose.
- F. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- G. The e-voting were unblocked on 22nd January 2017 after 05.00 p.m. and the e-voting summary statement was downloaded from e-voting website.
- H. All ballot forms received/ votes cast up to 05:00 p.m. on 22nd January 2017 being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- I. I did not find any defaced or mutilated ballot form and all the invalid postal ballot forms were marked and segregated.

Result of the Postal Ballot (voting through Postal Ballot Forms and including e-voting) is as under :

Approval of Re-classification of Mr. Bimalbhai Dashrathbhai Parikh and Mr. Hemantbhai Navinchandra Shah as 'public shareholders'.

Category	Mode of Voting	No. of shares held	No. of votes polled#	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86,58,074	82,53,074	95.32%	82,53,074	0	100%	0
	Postal Ballot		3,39,621	3.92%	3,39,621	0	100%	0
	Total		85,92,695	99.25%	85,92,695	0	100%	0
Public - Institutional holders	E-Voting	10,93,861	4,80,067	43.89%	4,80,067	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		4,80,067	43.89%	4,80,067	0	100%	0
Public-Non Institution	E-Voting	40,42,065	4,56,183	11.29%	4,56,183	0	100%	0
	Postal Ballot		1,300	0.03%	1,300	0	100%	0
	Total		4,57,483	11.32%	4,57,483	0	100%	0
Total		1,37,94,000	95,30,245	69.09%	95,30,245	0	100%	0

#No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'.



