

Report of Scrutinizer for Remote e-voting

To,
The Chairman,
(Appointed by Hon'ble High Court of Bombay)
Fairchem Speciality Limited
(Formerly known as Adi Finechem Limited)
CIN- L15140MH1985PLC286828

Dear Sir,

Re: Scrutinizer's Report on voting through remote e-voting at the High Court Convened Meeting held on Monday, 16th January, 2017.

I, Uday Dave, Partner of M/s. Parikh Dave & Associates, had been appointed as Scrutinizer for the High Court Convened General Meeting held on Monday, 16th January, 2017 at 3.00 P.M at Ahmedabad Textile Mills' Association Hall, Opposite City Gold Cinema, Ashram Road, Ahmedabad – 380 009, in terms of Bombay High Court Order made on 9th December, 2016 and provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.:-

1. Pursuant to the Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Electronic copy of the Notice convening the High Court convened Meeting of the Company along with the process of remote e-voting and Attendance slip & Proxy form were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. Physical copies of the Notice convening the High Court convened meeting of the Company, along with the process of remote e-voting, Attendance slip & Proxy form were sent to all the shareholders in the permitted mode.
2. The e-voting period commenced on 12th January, 2017 (09.00 A.M.) and ended on 15th January, 2017 (5.00 P.M.)
3. Accordingly, the (remote) electronic votes cast were taken into account and at the end of this voting period 15th January 2017 (5.00 pm), CDSL portal was blocked for voting. The votes cast were unblocked in the presence of two witnesses on 16th January, 2017.



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4. The Register in accordance with Rule 20 (4) (xiv) of Companies (Management & Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) 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. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

5. Result of the remote e-voting is as under :

Resolution:

Approval of Scheme of Arrangement between Privi Organics Limited ("Demerged Company or POL"), Fairchem Speciality Limited (the "1st Resulting Company" "the Company" or "FSL") (formerly, Adi Finechem Limited) and Adi Aromatic Limited ("2nd Resulting Company or AAL") and their respective shareholders and creditors ("Scheme").

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	Remote E-Voting	86,58,074	77,48,074	89.49%	77,48,074	0	100%	0
Public - Institutional holders	Remote E-Voting	10,93,861	0	0	0	0	0	0
Public- Non Institution	Remote E-Voting	40,42,065	4,54,864	11.25%	4,54,864	0	100%	0
Total		1,37,94,000	82,02,938	59.47%	82,02,938	0	100%	0

* Please note that the 'No. of votes polled' does not include 'no. of votes invalid'



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A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the said resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Chairman appointed for the meeting.

Thanking You,

**Yours Faithfully,
For Parikh Dave & Associates**



**Uday G. Dave
FCS: 6545 CP No. 7158
Scrutinizer**

Practicing Company Secretary

**Place: Ahmedabad
Date: 17th January, 2017**

FORM No. MGT-13
Report of Scrutinizer

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

To,
The Chairman,
(Appointed by Hon'ble High Court of Bombay)
Fairchem Speciality Limited
(Formerly known as Adi Finechem Limited)
CIN- L15140MH1985PLC286828

Re: Scrutinizers' Report on Voting by Poll at the High Court Convened Meeting held on Monday, 16th January, 2017.

Dear Sir,

We, Uday Dave, Partner of M/s. Parikh Dave & Associates and Hiren Chalishazar, Shareholder of the Company have been appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution, at the High Court Convened Meeting of the shareholders of the Company, held on Monday, 16th January, 2017 at 3.00 P.M at Ahmedabad Textile Mills' Association Hall, Opposite City Gold Cinema, Ashram Road, Ahmedabad - 380 009. We submit our report as under:

- A. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling was locked in our presence with due identification marks placed on them.
- B. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and Registrar and Transfer Agent of the Company [Link Intime India Private Limited] and the proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on remote e-voting as well as on poll.
- C. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and record for the same was maintained.
- D. The result of the Poll at the High Court convened Meeting is as under:

1. Resolution

Approval of Scheme of Arrangement between Privi Organics Limited ("Demerged Company or POL"), Fairchem Speciality Limited (formerly, AdiFinechem Limited) (the "1st Resulting Company" "the Company" or "FSL") and Adi Aromatic Limited ("2nd Resulting Company" or "AAL") and their respective shareholders and creditors ("Scheme")

(a) 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
25	5,261	100%

(Handwritten signature)



(b) 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
0	0	0

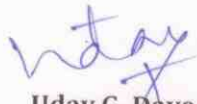
(c) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	207

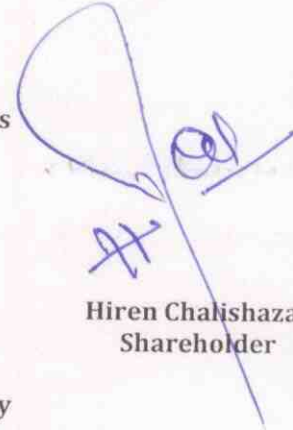
- E. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the said resolution is enclosed.
- F. The poll papers and all other relevant records were sealed and handed over to the Chairman appointed for the meeting.

Thanking You,

Yours Faithfully,
For Parikh Dave & Associates



Uday G. Dave
FCS: 6545 CP No. 7158
Scrutinizer
Practicing Company Secretary



Hiren Chalishazar
Shareholder

Place: Ahmedabad
Date: 17th January, 2017



**Consolidated Report of Scrutinizer on remote e-voting and Voting at the Court
Convened Meeting**

To,
The Chairman,
(Appointed by Hon'ble High Court of Bombay)
Fairchem Speciality Limited
(Formerly known as Adi Finechem Limited)
CIN- L15140MH1985PLC286828

Dear Sir,

**Re: Scrutinizer's Report on voting through Remote E-voting and Voting by Poll at the High
Court Convened Meeting held on Monday, 16th January, 2017.**

- A. I, Uday Dave, Partner of M/s. Parikh Dave & Associates, had been appointed as Scrutinizer for the High Court Convened General Meeting held on Monday, 16th January, 2017 at 3.00 P.M at Ahmedabad Textile Mills' Association Hall, Opposite City Gold Cinema, Ashram Road, Ahmedabad - 380 009, in terms of Bombay High Court Order made on 9th December, 2016 and provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 to review the following:-
- (i) **Remote e-voting** process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) **Voting by Poll at the High Court Convened Meeting** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the High Court Convened Meeting held on Monday, 16th January, 2017.
- B. The Company had availed the remote e-voting facility provided by CDSL. The remote e-voting commenced on 12th January, 2017 (09.00 a.m.) and ended on 15th January, 2017 (5.00 p.m.) and the remote e-voting platform facility was unblocked thereafter.
- C. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting by poll at High Court Convened Meeting, I have issued separate Scrutinizer's Report for both dated 17th January, 2017.
- D. After closure of the voting at the High Court Convened Meeting, the report on voting done at the High Court Convened Meeting was generated in my presence and diligently scrutinized.
- E. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the High Court Convened Meeting, the votes cast thereunder were counted and the report was generated accordingly.



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- F. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of Voting by poll at the High Court Convened Meeting.

Resolution:

Approval of Scheme of Arrangement between Privi Organics Limited ("Demerged Company or POL"), Fairchem Speciality Limited (formerly, Adi Finechem Limited) (the "1st Resulting Company" "the Company" or "FSL") and Adi Aromatic Limited ("2nd Resulting Company" or "AAL") and their respective shareholders and creditors ("Scheme").

Category	Mode of Voting	No. of shares held	No. of E-Votes and Votes polled*	% of E-Votes and 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	Remote E-Voting	86,58,074	77,48,074	89.49%	77,48,074	0	100%	0
	Poll		0	0	0	0	0	0
	Total		77,48,074	89.49%	77,48,074	0	100%	0
Public - Institutional holders	Remote E-Voting	10,93,861	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institution	Remote E-Voting	40,42,065	4,54,864	11.25%	4,54,864	0	100%	0
	Poll		5,261	0.13%	5,261	0	100%	0
	Total		0	0	0	0	0	0
Total		1,37,94,000	82,08,199	59.51%	82,08,199	0	100%	0

* Please note that the 'No. of votes polled' does not include 'No. of votes invalid'

- G. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the said resolution is enclosed.

- H. The poll papers and all other relevant records were sealed and handed over to the Chairman appointed for the meeting.

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: 17th January, 2017