

Form No. MGT-13

Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21(2) of the
Companies (Management and Administration) Rules, 2014].

To,
The Chairman,
33rd Annual General Meeting of the Equity Shareholders of
FAIRCHEM SPECIALITY LIMITED
(Formerly known as **ADI FINECHEM LIMITED**)
CIN: L15140MH1985PLC286828
Held on Friday, 10th August, 2018 at Hall of Culture,
Nehru Science Centre, Dr. Annie Besant Road,
Lotus Colony, Worli, Mumbai - 400 018

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll.

I, Uday G. Dave, Partner of M/s. Parikh Dave & Associates, Practicing Company Secretaries, having its office at 5-D, Vardan Exclusive, Next to Vimal House, Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad - 380014, have been appointed as the Scrutinizer by the Board of Directors of **FAIRCHEM SPECIALITY LIMITED** (Formerly known as **ADI FINECHEM LIMITED**), pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") to scrutinize remote e-voting process and voting through poll process at the 33rd Annual General Meeting of Equity shareholders of **FAIRCHEM SPECIALITY LIMITED** (Formerly known as **ADI FINECHEM LIMITED**) held on Friday, 10th August, 2018 at 4.00 p.m. at Hall of Culture, Nehru Science Centre, Dr. Annie Besant Road, Lotus Colony, Worli, Mumbai - 400 018. I submit the report as under:

The compliance of the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e voting) and voting by ballots / Poll by the shareholders on the resolutions proposed to be passed at the 33rd Annual General Meeting of the Company is the responsibility of the Management of the Company. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot / poll at the meeting are conducted in a fair and transparent manner and to provide a consolidated Scrutinizer's Report of the votes cast "In favour" or "Against" the resolutions to the Chairman, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of physical voting through Ballot / Poll process.

The Notice convening Annual General Meeting dated 15th June, 2018 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders.

The shareholders of the company holding shares as on the "cut-off" date i.e. on 3rd August, 2018 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, 6th August, 2018 at 9.00 a.m. (IST) and concluded on Thursday 9th August, 2018, at 5.00 p.m. (IST) and thereafter the CDSL e-voting platform was blocked. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Ms. Riddhi Brahmhatt and Mr. Bhavik Parikh who were not in the employment of the company and after the conclusion of the voting through poll at the Annual General Meeting the votes cast there under were counted.

At the Annual General Meeting after the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

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 Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies (if any) lodged with the company.

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One ballot in respect of a shareholder who has already voted through remote e-voting has been treated as invalid and his ballot was kept separately.

Consolidated report on the remote E-voting and voting through Poll papers at the Annual General Meeting is as under:

ORDINARY BUSINESS:

Resolution No. 1 (ORDINARY RESOLUTION)

Adoption of Audited Financial Statements (including consolidated financial statements) for the year ended on 31st March, 2018 and Directors' Report and Auditors' Report thereon.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No. 2 (ORDINARY RESOLUTION)

Declaration of Dividend on Equity Shares.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No. 3 (ORDINARY RESOLUTION)

Appointment of a Director in place of Shri Sumit Maheshwari (DIN 06920646) who retires by rotation and being eligible offers himself for his re-appointment.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No. 4 (ORDINARY RESOLUTION)

Appointment of a Director in place of Shri D.B. Rao (DIN 00356218) who retires by rotation and being eligible offers himself for his re-appointment.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

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SPECIAL BUSINESS:

Resolution No. 5 (SPECIAL RESOLUTION)

Re-appointment of Shri Nahoosh Jariwala (DIN: 00012412) as Managing Director.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No. 6 (SPECIAL RESOLUTION)

Increase in borrowing power pursuant to Section 180(1)(c) of the Companies Act, 2013.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No. 7 (SPECIAL RESOLUTION)

Approval of shareholders pursuant to Section 180(1)(a) of the Companies Act, 2013.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No. 8 (ORDINARY RESOLUTION)

Increase in Authorised Capital of the Company.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No. 9 (SPECIAL RESOLUTION)

Re-appointment of Shri Padmanabh Ramchandra Barpande, as an Independent Director.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1



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Resolution No.10 (SPECIAL RESOLUTION)

Re-appointment Shri Hemang Manhar Gandhi, as an Independent Director.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No.11 (SPECIAL RESOLUTION)

Re-appointment of Shri Darius Dinshaw Pandole, as an Independent Director.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No.12 (SPECIAL RESOLUTION)

Re-appointment of Shri Rajesh Harichandra Budhrani, as an Independent Director

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	21	2,04,28,695	99.96	3	9002	0.04	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No.13 (SPECIAL RESOLUTION)

Re-appointment of Shri Viren Ajit Joshi, as an Independent Director.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0
Poll / Ballot	12	20,69,465	100	0	0	0	1	1

Resolution No.14 (ORDINARY RESOLUTION)

Ratification / confirmation of the payment of remuneration to the Cost Auditors.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	22	2,04,37,695	100	2	2	0	0	0



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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 (if any) for each resolution is enclosed.

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 33rd Annual General Meeting and the same shall be handed over thereafter to the Chairman / Chief Financial officer and Company Secretary for safe keeping.

Thanking You,

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

Countersigned



Handwritten signature of Uday G. Dave in black ink.

**Uday G. Dave
Partner**

**Practicing Company Secretary
F.C.S. : 6545 C.P. No. : 7158
Scrutinizer**

Handwritten signature of Shri Utkarsh Shah in blue ink.

**Shri Utkarsh Shah
Chairman**

**Place: Ahmedabad
Date: 11th August, 2018**