

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.



//2//

7. Voting Summary is as follows

(1) To approve Sub - Division of Preference Shares and Consequent Alteration of Memorandum of Association. (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	4,55,599	11.27%	4,55,598	1	99.99%	0.01%
Total		1,37,94,000	91,88,740	66.61%	91,88,739	1	99.99%	0.01%

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

(2) To approve Increase in Authorised Share Capital. (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	4,56,199	11.29%	4,56,198	1	99.99%	0.01%
Total		1,37,94,000	91,89,340	66.62%	91,89,339	1	99.99%	0.01%

#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.



W

//2//

6. Voting Summary is as follows:

(1) Approval of Sub - Division of Preference Shares and Consequent Alteration of Memorandum of Association. (Ordinary Resolution)

Sr. No	Particulars	Number of Shares
1.	Number of Shares Held	1,37,94,000
2.	Number of Shares Polled	3,41,121
3.	Number of Shares Voted in favour	1,005
4.	Number of Shares Voted Against	0
5.	Number of Shares Invalid	3,40,116

(2) Approval of Increase in Authorised Share Capital. (Ordinary Resolution)

Sr. No	Particulars	Number of Shares
1.	Number of Shares Held	1,37,94,000
2.	Number of Shares Polled	3,41,121
3.	Number of Shares Voted in favour	3,40,916
4.	Number of Shares Voted Against	0
5.	Number of Shares Invalid	205

Result of the Postal Ballot is as under:

(1) Approval of Sub - Division of Preference Shares and Consequent Alteration of Memorandum of Association.

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	1,005	0.03%	1,005	0	100%	0
Total		1,37,94,000	3,40,626	2.47%	3,40,626	0	100%	0

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



W

//3//

(2) Approval of Increase in Authorised Share Capital.

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	1,295	0.03%	1,295	0	100%	0
Total		1,37,94,000	3,40,916	2.47%	3,40,916	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 Resolutions set out in the Postal Ballot Notice dated 20th December, 2016("Notice").
- B. Members approval was sought on the following Special Businesses:

(1) Approval of Sub - Division of Preference Shares and Consequent Alteration of Memorandum of Association. (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) 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 sub-dividing the preference shares such that each preference share of nominal value of Rs. 100/- (Rupees One Hundred only) each, of the Company be sub-divided into 10 (ten) preference shares of nominal value of Rs.10/- (Rupees ten only) each.

FURTHER RESOLVED THAT pursuant to the sub-division of preference shares of the Company, the Authorised Capital shall comprise of Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,45,00,000 (One Crore Forty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 14,50,00,000 (Rupees Fourteen Crore Fifty Lakh Only) and 5,00,000 (Five Lakh Only) Preference Shares of Rs. 10/- (Rupees Ten) each amounting to Rs. 50,00,000/- (Rupees Fifty Lakh Only)."

FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause v) thereof by the following new Clause v) as under:



W

