

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,
34th Annual General Meeting of the Equity Shareholders of
FAIRCHEM SPECIALITY LIMITED
CIN: L15140MH1985PLC286828
Held on Thursday, 8th August, 2019 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**, 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 34th Annual General Meeting of Equity shareholders of **FAIRCHEM SPECIALITY LIMITED** held on Thursday, 8th August, 2019 at 5.00 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 34th 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 or any Director of the Company authorised by 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.

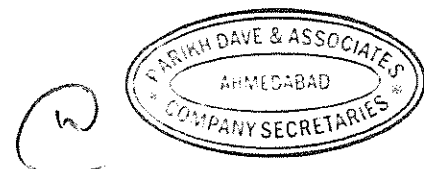
The Notice convening Annual General Meeting dated 9th May, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders.

The shareholders of the company holding shares as on the "cut-off" date i.e. on 2nd August, 2019 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 Saturday, 3rd August, 2019 at 9.00 a.m. (IST) and concluded on Wednesday 7th August, 2019, 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. Neha Singh 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.



//2//

I did not find any ballot paper invalid.

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 Standalone and Consolidated Financial Statements for the year ended on 31st March, 2019 and Directors' Report and Auditors' Report thereon.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid / Abstained 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	29	2,71,68,055	100	1	1	Negligible	--	--
Poll / Ballot	13	2,13,132	100	0	0	0	--	--

Resolution No. 2 (ORDINARY RESOLUTION)

Declaration of Dividend on Equity Shares for the financial year ended on 31st March, 2019.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid / Abstained 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	29	2,71,68,055	100	1	1	Negligible	--	--
Poll / Ballot	13	2,13,132	100	0	0	0	--	--

Resolution No. 3(ORDINARY RESOLUTION)

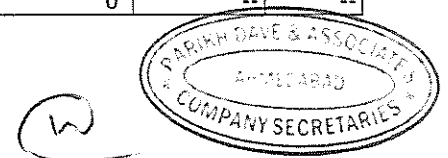
Appointment of a Director in place of Shri Mahesh Babani (DIN 00051162) who retires by rotation and being eligible offers himself for his re-appointment.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid / Abstained 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	29	2,71,68,055	100	1	1	Negligible	--	--
Poll / Ballot	13	2,13,132	100	0	0	0	--	--

Resolution No. 4(ORDINARY RESOLUTION)

Appointment of a Director in place of Shri Utkarsh Shah (DIN 00101663) 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 / Abstained 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	29	2,71,68,055	100	1	1	Negligible	--	--
Poll / Ballot	13	2,13,132	100	0	0	0	--	--



// 3 //

SPECIAL BUSINESS:

Resolution No. 5 (SPECIAL RESOLUTION)

Re-appointment of Ms. Radhika Pereira (DIN: 00016712) as an Independent Director.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid / Abstained 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	29	2,71,68,055	100	1	1	Negligible	--	--
Poll / Ballot	13	2,13,132	100	0	0	0	--	--

Resolution No. 6 (SPECIAL RESOLUTION)

Change of Registered Office of the Company outside the local limits of the city within the same State.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid / Abstained 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	29	2,71,68,055	100	1	1	Negligible	--	--
Poll / Ballot	13	2,13,132	100	0	0	0	--	--

Resolution No. 7 (SPECIAL RESOLUTION)

Ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2020.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid / Abstained 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	29	2,71,68,055	100	1	1	Negligible	--	--
Poll / Ballot	12	2,13,131	100	1	1	Negligible	--	--

Resolution No. 8 (ORDINARY RESOLUTION)

Re-appointment of Shri Mahesh Babani (DIN: 00051162) as a Managing Director.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid / Abstained 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	29	2,71,68,055	100	1	1	Negligible	--	--
Poll / Ballot	12	2,13,131	100	1	1	Negligible	--	--



// 4 //

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 34th 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



A handwritten signature in blue ink, appearing to read "Uday G. Dave".

**Uday G. Dave
Partner
Practicing Company Secretary
F.C.S. : 6545 C.P. No.: 7158
Scrutinizer**

For Fairchem Speciality Limited

A handwritten signature in blue ink, appearing to read "Nahoosh Jariwala".

**Nahoosh Jariwala
Managing Director**

**Place: Ahmedabad
Date: 9th August, 2019**