

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 of NCLT convened meeting of members of,
FAIRCHEM SPECIALITY LIMITED
CIN- L15140MH1985PLC286828
Plot No. A- 71 TTC, Thane Belapur Road,
Near Kopar Khairne, Navi Mumbai - 400709

Dear Sir,

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

I, Uday Dave, partner of Parikh Dave & Associates, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) to scrutinize remote e-voting process and voting through poll process at the venue of the meeting of the equity shareholders of Fairchem Speciality Limited convened by the order of the NCLT.

The said meeting was held on Tuesday, February 25, 2020 at 4.30 p.m. at Conference Hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad – 380 009, Gujarat pursuant to the provisions of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking approval of the equity shareholders for the Composite Scheme of Arrangement and Amalgamation amongst Fairchem Speciality Limited ("Demerged Company" or "Transferee Company" or "Company") and Fairchem Organics Limited ("Resulting Company") and Privi Organics India Limited ("Transferor Company") and their respective shareholders ("Scheme" or "Composite Scheme of Arrangement and Amalgamation") in terms of the notice dated January 24, 2020 convening the said meeting.

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 resolution contained in the notice of the NCLT convened meeting 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 resolution to the Chairman or any person 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.

I submit the report as under:

1. The Company has appointed Central Depository Services (India) Limited (CDSL) as the agency for the purpose of providing the e - voting platform to the Equity shareholders of the Company.



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2. As confirmed by the Company, the Notices for the NCLT convened meeting along with the Scheme and Explanatory statement as required under Section 102 of the Companies, Act, 2013 and other annexure stating out the material facts as required under Section 230 and other applicable provisions were sent to the eligible Equity Shareholders.
3. The Cut-off date for determining the equity shareholders entitled to vote through e-voting and poll at the venue of the meeting on the resolution was Thursday, February 20, 2020.
4. The remote e-voting period commenced on February 21, 2020 (2.00 p.m.) and ended on February 24, 2020 (5.00 p.m.) thereafter the CDSL e-voting platform was blocked.
5. At the meeting the Chairman appointed for the meeting, after the end of the discussion on the resolution, allowed the voting by poll to all those shareholders who were present at the meeting but had not cast their vote by availing the remote e-voting facility.
6. At the venue of the meeting after closing of poll by the Chairman, one ballot box which was kept open for polling was locked in my presence with due identification mark placed by me. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized.
7. I first counted the votes cast at the venue of the meeting. The poll papers were reconciled with the records maintained by the Company and Link Intime India Private Limited, Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
8. I did not find any poll paper defective / invalid.
9. I then unblocked the votes cast through the remote e-voting module of CDSL in the presence of two witnesses who are not in employment of the Company. The downloaded data was also reconciled with records maintained by the Company and Link Intime India Private Limited, Registrar and Transfer Agent of the Company.
10. The consolidated report of the voting through e-voting and poll papers at the venue of the meeting seeking approval of the equity shareholders of the Company is given below:

Resolution:

Approval of Composite Scheme of Arrangement and Amalgamation amongst Fairchem Speciality Limited ("Demerged Company" or "Transferee Company" or "Company") and Fairchem Organics Limited ("Resulting Company") and Privi Organics India Limited ("Transferor Company") and their respective shareholders ("Scheme" or "Composite Scheme of Arrangement and Amalgamation") under Sections 230 to 232 and Section 66 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

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	37	3,26,11,553	100	1	1	Negligible	0	0
Poll / Ballot	20	9,904	100	0	0	0	0	0
Total	57	3,26,21,457	100	1	1	Negligible	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 resolution is enclosed.

All the relevant records of electronic voting have been handed over 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 black ink, appearing to read "Uday Dave", written over a horizontal line.

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

A handwritten signature in black ink, appearing to read "Utkarsh Shah", written over a horizontal line.

**Chairman of the NCLT
convened meeting
Utkarsh Shah**

**Place: Ahmedabad
Date: February 26, 2020**