

PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES

5-D, 5th Floor, Vardan Exclusive, Next to Vimal House,
Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad - 380 014.
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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,
Shri Jayesh Shah
The Chairman,
30th Annual General Meeting of the Equity Shareholders of
ADI Finechem Limited,
Held on 27th July, 2015 at,
2nd Floor, TGB Banquets and Hotel Ltd., (The Grand Bhagwati)
S.G. Road, Bodakdev,
Ahmedabad - 380054

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 ADI Finchem Limited, pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") to scrutinize the remote e-voting process and voting through poll process at the 30th Annual General Meeting of Equity shareholders of ADI Finchem Limited held on Monday, 27th July, 2015 at 5.00 p.m. I submit the report as under:

The Notice convening Annual General Meeting dated 4th May, 2015 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 20th July, 2015 were entitled to vote on the resolutions as contained in the Notice convening the Annual General Meeting.

The voting period for remote e-voting commenced on Thursday, 23rd July, 2015 at 9.00 a.m. (IST) and ended on Sunday, 26th July, 2015 at 5.00 p.m. (IST) and NSDL e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr. Neel Shah and Mr. Bhavik Parikh who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast thereunder 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 were locked in my presence with due identification marks placed by me.



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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 M/s. Sharepro Services (I) Private Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.

During scrutiny, 02 poll papers were found invalid as the said shareholders had already cast the votes through remote e-voting process.

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

ORDINARY BUSINESSES:

Resolution No. 1 (ORDINARY RESOLUTION)

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015, the statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
49	88,09,552	99.992%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
02	701	0.008%

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
02	15

Resolution No. 2 (ORDINARY RESOLUTION)

To Declare Dividend on Equity Shares.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
49	88,09,552	99.992%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
02	701	0.008%



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iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
02	15

Resolution No. 3 (ORDINARY RESOLUTION)

To appoint a Director in place of Shri Utkarsh B. Shah (DIN 00101663) who retires by rotation in terms of Article 103 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
48	88,09,452	99.992%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
02	701	0.008%

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
02	15

Resolution No. 4 (ORDINARY RESOLUTION)

To appoint the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of thirty fifth Annual General meeting and to fix their remuneration.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
46	88,08,202	99.986%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
02	1211	0.014%

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
02	15



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Resolution No. 5 (SPECIAL RESOLUTION)

To change the designation of Shri Bimal D. Parikh (DIN 00375335) from Whole time Director to Executive Director.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
47	88,09,276	99.99%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
03	877	0.010%

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
02	15

Resolution No. 6 (ORDINARY RESOLUTION)

To appoint Shri Hemant N. Shah (DIN 0309632) as Whole time Director.

i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
47	88,09,417	99.992%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
02	701	0.008%

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
02	15



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Resolution No. 7 (ORDINARY RESOLUTION)

To appoint Ms. Sonal V. Ambani (DIN: 02404841) as an Independent Director.

- i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
46	88,09,377	99.992%

- ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
02	701	0.008%

- iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
02	15

Resolution No. 8 (ORDINARY RESOLUTION)

To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2015 and 31st March 2016.

- i. Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
47	88,09,276	99.990%

- ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
03	877	0.010%

- iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
02	15



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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 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 30th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

Countersigned



Place: Ahmedabad
Date: 29th July, 2015

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

Shri Jayesh Shah
Chairman of AGM