



ADI FINECHEM

# ADI FINECHEM LIMITED

Regd. Office : 1<sup>st</sup> Floor, 2, Sigma Corporates, Behind HOF, Sindhu Bhavan Road,  
Off S.G. Road, Ahmedabad - 380 059. INDIA.

Phone : (079) 32908752 / 29701675 E-mail : info@adifinechem.com

CIN : L15140GJ1985PLC007845 Website : www.adifinechem.com

12<sup>th</sup> August, 2016.

To,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Plot no. C/1, G Block  
Bandra-kurla Complex  
Bandra (E)  
Mumbai – 400 051.

To,  
**Department of Corporate Services,  
BSE Limited.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

**Ref: : BSE Code: 530117 and NSE Symbol: 'ADI'**

Dear Sirs,

**Sub.: Submission of Notice of Postal Ballot and Postal Ballot Form**

With reference to above, we hereby submit Notice of Postal Ballot Form containing the text of two resolutions, proposed to be passed as special resolution by members of the Company by way of Postal Ballot together with Postal Ballot Form.

Please note that we have, on August 12, 2016, sent through permitted mode, the Notice of Postal Ballot and Postal Ballot Form to ALL the registered members of our Company as on August 06, 2016. We have also mailed the same to all those members whose mail ids are registered.

The remote e-voting facility on CDSL platform is available from August 13, 2016 at 9.00 a.m. to September 11, 2016 at 5.00 p.m.

Kindly take the above on your record.

Thanking you,

Yours faithfully,  
For Adi Finechem Limited,

Rajen Jhaveri  
Chief Financial Officer & Company Secretary  
Encl: as above



## ADI FINECHEM LIMITED

CIN: L15140GJ1985PLC007845

**Registered Office:** 1<sup>st</sup> Floor, 2 Sigma Corporates,  
Behind HOF Living Sindhu Bhavan Road, Off S.G. Road Ahmedabad 380059 Gujarat. INDIA  
**Phone:** (079) 29701675 **Email:** cs@adifinechem.com **Website:** www.adifinechem.com

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rule, 2014]

**Dear Member,**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the Company seeks approval of members, through postal ballot in respect of the following resolution(s) appended below. The explanatory statement pursuant to Section 102 of the Act and pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form.

The Board of Directors of your Company has appointed Mr. Uday Dave, Partner of M/s Parikh Dave & Associates, Practicing Company Secretaries, Ahmedabad as Scrutinizer at the meeting held on July 12, 2016 for conducting the Postal Ballot (physical & remote) process in accordance with law, in a fair and transparent manner

The Company is also pleased to offer remote e-voting (e-voting) facility as an alternative to the members which would enable them to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Members desiring to opt for e-voting facilities arranged by the Company are requested to read the instructions in the notes to the postal ballot notice.

Members who do not have access to the e-voting facility and are desiring to exercise their vote by postal ballot are requested to carefully read and follow the instructions printed in the postal ballot form, record your assent (for) or dissent (against) therein and return the same, duly completed, in original in the attached self-addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on Sunday, 11<sup>th</sup> September, 2016 to be eligible for being considered, failing which, it will be considered that no reply has been received from the member.

Upon completion of the e-voting process and the scrutiny of postal ballot forms, the Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman. The result of the postal ballot would be announced by the Chairman of the Company on or before Wednesday, September 14, 2016 at the registered office of the Company. The said results will be displayed on the notice board of the Company at the registered office of the Company (which is also the head office of the Company) and on the Company's website viz www.adifinechem.com and CDSL website www.evotingindia.com along with the Scrutinizer's report. The result will also be communicated to the stock exchanges on which the Company's shares are listed and Depository & R & T.A.

In the event the Special Resolution, as set out herein below, is assented by requisite majority of members by means of Postal Ballot, the Special Resolution shall be deemed to have been passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-voting, i.e., on September 11, 2016.

By Order of the Board of Directors

For **ADI FINECHEM LIMITED**

Sd/-

**Name: Rajen Jhaveri**

**Designation: Chief Financial Officer and Company Secretary**

**M. No.: ACS - 06615**

**Registered Office:**

1<sup>st</sup> Floor, 2 Sigma Corporates  
Behind HOF Living Sindhu Bhavan Road  
Off S.G. Road Ahmedabad 380059 Gujarat  
**Date:** July 12, 2016

**PROPOSED RESOLUTION:**

**SPECIAL BUSINESS:**

**1. SHIFTING THE REGISTERED OFFICE OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** as per the provisions of Sections 12, 13 and 110 and other applicable provisions, if any, of the

Companies Act 2013 read with rules issued thereunder(including any statutory modification or re-enactment thereof for the time being in force), and subject to the confirmation of Regional Director, and such other approvals, permissions and sanction, as may be required from time to time,the consent of members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Gujarat to the State of Maharashtra and accordingly, Clause II of the Memorandum of Association of the Company be altered and substituted by the following Clause:

*‘The Registered Office of the Company will be situated in the State of Maharashtra, i.e., within the jurisdiction of the Registrar of Companies, Maharashtra, at Mumbai.’*

**“RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from 1<sup>st</sup>Floor, 2 Sigma Corporates, Behind HOF Living Sindhu Bhavan Road, Off S.G. Road Ahmedabad 380059 Gujarat situated under the jurisdiction of the Registrar of Companies, Ahmedabad(for the State of Gujarat) to 324, Dr. D. N. Road, Fort, Mumbai – 400001, Mumbai, situated under the jurisdiction of Registrar of Companies, Maharashtra at Mumbai (for the State of Maharashtra).

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to sign and file:

- (a) the application seeking approval of Regional Director,
- (b) the resolution with the Registrar of Companies, or any other authority
- (c) the order of the Central Government confirming the shift with the Registrar of Companies, and
- (d) all other filings as may be required to give effect to the shifting of the Registered office of the Company necessary authorities,and for the aforesaid purpose, sign such document, paper, application, affidavit, etc.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, all Directors and Company Secretary of the Company be and are hereby individually authorized to do and/or to delegate all such acts, deeds, matters, and things and to execute all such documents, deeds, petitions, affidavits, and writings and filing the same with the Registrar of Companies, office of Regional Director, and State Governments, as may be necessary, incidental or conducive for the furtherance of aforesaid purpose and as it may deem fit in the interest of the Company and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

**“RESOLVED FURTHER THAT** any one of the above Directors or Company Secretary be hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

## 2. CHANGE OF NAME OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 13, 14 and 110 of the Companies Act, 2013, Companies (Incorporation) Rules, 2014 and other applicable provisions and rules, if any of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals of the Central Government, Stock Exchanges and any other applicable authority, the existing name of the Company be changed from “Adi Finechem Limited” to “Fairchem Speciality Limited”.

**“RESOLVED FURTHER THAT** the name “Adi Finechem Limited” wherever appearing in the Memorandum and Articles of Association, documents etc. be substituted by the new name “Fairchem Speciality Limited”.

**“RESOLVED FURTHER THAT**any Director or Company Secretary of the Company or any officer(s) of the company as delegated by the Board, be and are hereby severally authorised on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges and any other applicable authority, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company in General Meeting.”

**“RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

### NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the special resolutions and the reasons thereof is annexed hereto.

2. The Board of Directors on July 12, 2016 has appointed Mr. Uday Dave, of M/s. Parikh Dave & Associates, Practicing Company Secretaries (Membership No. FCS 64545, Certificate of Practice No. 7158, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members whose names appear in the Register of Members/list of beneficial owners maintained by the Depositories i.e. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on August 06, 2016. A person who is not a Member as on August 06, 2016 should treat this Notice as for information purposes only.
4. Notice of Postal Ballot is being sent by email to those Members who have registered their e-mail addresses with the Company or with the Depository Participant (“**DP**”) unless any Member has requested for a physical copy of the same. Members who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link [www.adifinechem.com](http://www.adifinechem.com) or seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., the Registrar and Transfer Agents of the Company. The Notice, along with requisite annexure(s), Postal Ballot Form and postage prepaid self-addressed Business Reply Envelope, is also being sent in physical form by permitted mode to all Members.
5. No other form or photocopy of the form is permitted.
6. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer on or before Sunday, 11<sup>th</sup> September, 2016 (**5.00 pm I.S.T.**), to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
7. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the option of e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with M/s. Central Depository Services (India) Limited for facilitating e-voting to enable the Members to cast their votes electronically instead of by physical mode. E-voting is optional for the Members. The Members who wish to vote by Postal Ballot Form (instead of e-voting), can download the Postal Ballot Form from the link [www.adifinechem.com](http://www.adifinechem.com) or seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., the Registrar and Transfer Agents of the Company.
8. The Postal Ballot Notice is placed in the ‘Investors’ section on the Company’s website: [www.adifinechem.com](http://www.adifinechem.com) and on the e-voting website of CDSL, i.e. [www.cdslindia.com](http://www.cdslindia.com).
9. Members can opt for only one mode of voting, i.e. either by Physical Ballot or e-voting. If the Member is opting for e-voting, then they must not vote by Ballot Form and vice versa. However, in case the Members cast their vote by Ballot Form and e-voting, then the voting done through e-voting shall prevail and voting done through Ballot Form by post will be treated as invalid.
10. A Member cannot exercise his vote by proxy on Postal Ballot.
11. In case a Member is desirous of obtaining a printed duplicate Postal Ballot Form, he or she may send an e-mail to [cs@adifinechem.com](mailto:cs@adifinechem.com) or [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
12. Members desiring to exercise vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or registered / speed post at the expense of the Member will also be accepted. Assent / Dissent received after 5.00 p.m. on September 11, 2016 would be strictly treated as if reply from the Member(s) has not been received. No other Form or photocopy thereof is permitted.
13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Members on the cut-off date, i.e. August 06, 2016.
14. The particulars as required by Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including the date of completion of dispatch of notices of the ‘Postal Ballot Notice’ and ‘Explanatory Statement’ along with the postal ballot papers shall be published through an advertisement in the following newspapers: (i) Economics Times (English), (ii) Navgujarat Samay (Gujarati)
15. The e-voting period will commence on Saturday, 13<sup>th</sup> August, 2016 (9.00 a.m. IST) and end on Sunday, 11<sup>th</sup> September, 2016 (5.00 p.m. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module will be disabled for voting on 11<sup>th</sup> September, 2016 at 5.00 p.m. IST. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
16. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority.

17. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
18. The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at the Registered Office of the Company situated at 1st Floor, 2 Sigma Corporates, Behind HOF Living Sindhu Bhavan Road, Off S.G. Road Ahmedabad 380059 Gujarat on or before Wednesday , September 14, 2016 and the same will be placed on the website of the Company at [www.adifinechem.com](http://www.adifinechem.com) and on CDSL website at [www.cdslindia.com](http://www.cdslindia.com).
19. In the event, the draft resolution is assented to by the requisite majority of Members, the resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting, i.e. on September 11, 2016. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.
20. The Board of Directors has appointed the Company Secretary as the person responsible for the entire postal ballot process
21. All relevant documents referred to in the above Notice and other documents required to be open for inspection are open for inspection by Members of the Company at the Registered Office of the Company at 1<sup>st</sup> Floor, 2 Sigma Corporates, Behind HOF Living Sindhu Bhavan Road, Off S.G. Road Ahmedabad 380059 Gujarat, which is also the head office of the Company, during working hours on all working days (except Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.
22. The instructions for Members for e-voting are as under:
  - (i) The voting period begins on Saturday, 13 August, 2016 at 9.00 A.M. and ends on Sunday, 11 September, 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 06, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN No. 160804028 for the relevant Adi Finechem Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board of Directors  
For **ADI FINECHEM LIMITED**  
Sd/-

**Name: Rajen Jhaveri**  
**Designation: Chief Financial Officer and Company Secretary**  
**M. No.: ACS - 06615**

**Registered Office:**

1<sup>st</sup> Floor, 2 Sigma Corporates  
Behind HOF Living Sindhu Bhavan Road  
Off S.G. Road Ahmedabad 380059 Gujarat

**Date:** July 12, 2016

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No.1**

#### **Shift in Registered Office of the Company**

The Registered Office of the Company is situated in the State of Gujarat. The number of shareholders of the Company has increased from 2590, as of March 31, 2014, to 4693, as of March 31, 2016. On further analysis, it was found that approximately 27% of number of shareholders are from Greater Mumbai vis-a-vis about 17% from the city of Ahmedabad. The Company is poised for a big leap and the city of Mumbai is the commercial capital of India. Accordingly, it is advisable to shift the registered office of the Company from Ahmedabad, i.e., from the State of Gujarat to Mumbai, in the State of Maharashtra for administrative control.

In this connection, the Board of Directors has decided at their board meeting held on June 16, 2016, that the Registered Office of the Company be shifted from the State of Gujarat to the State of Maharashtra, i.e. from 1st Floor, 2 Sigma Corporates, Behind HOF Living Sindhu Bhavan Road, Off S.G. Road Ahmedabad 380059 Gujarat to 324, Dr. D. N. Road, Fort, Mumbai - 400001, Maharashtra.

In terms of Sections 12 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules issued thereunder for shifting of the registered office from one State to another, the Company has to pass a special resolution at a general meeting and consequently alter its memorandum of association. The alteration is further subject to confirmation of the Regional Director on application.

A copy of the memorandum of association as on date and a copy indicating the proposed amendment is available for inspection at the Registered Office of the Company at 1<sup>st</sup> Floor, 2 Sigma Corporates, Behind HOF Living Sindhu Bhavan Road, Off S.G. Road Ahmedabad 380059 Gujarat, which is also the head office of the Company, during working hours on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.

The Board recommends the resolutions as set out in the accompanying notice for the approval by Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

### **Item No.2**

#### **Change of Name of the Company**

The Company is involved in the business of manufacture, supply and export of speciality oleochemicals and nutraceuticals (natural source) made from the by-products generated from processing of crude vegetable oils. To utilize the goodwill, brand name and reputation of its promoters, the Board has proposed to change the name of the Company from 'Adi Finechem Limited' to 'Fairchem Speciality Limited'.

The Board of Directors of the Company at their meeting held on July 12, 2016, approved the proposed name change. The Office of the Registrar of Companies, Central Registration Centre, Gurgaon, Haryana on July 12, 2016 has approved the availability of name, i.e., 'Fairchem Speciality Limited'. The Company has applied to the National Stock Exchange of India Limited and BSE Limited for 'In-principle approval' under Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Sections 13 to 14 of the Companies Act, 2013, approval of the shareholders is being sought by way of special resolution for alteration of the Memorandum of Association and Articles of Association of the Company consequent to name change.

The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

A copy of the memorandum of association and articles of association as on date and a copy indicating the proposed amendment is available for inspection at the Registered Office of the Company at 1st Floor, 2 Sigma Corporates, Behind HOF Living Sindhu Bhavan Road, Off S.G. Road Ahmedabad 380059 Gujarat, which is also the head office of the Company, during working hours on all working days (except Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.

The Board recommends the resolutions as set out in the accompanying notice for the approval by Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

Your approval is sought by voting in postal ballot (either by ballot form/e-voting) in terms of the provisions of the section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The postal ballot form and self-addressed envelope bearing the name of scrutinizer are attached.

By Order of the Board of Directors

For **ADI FINECHEM LIMITED**

**Sd/-**

**Name: Rajen Jhaveri**

**Designation: Chief Financial Officer and Company Secretary**

**M. No.: ACS - 06615**

**Registered Office:**

1<sup>st</sup> Floor, 2 Sigma Corporates  
Behind HOF Living Sindhu Bhavan Road  
Off S.G. Road Ahmedabad 380059 Gujarat

**Date: July 12, 2016**





ADI FINECHEM

## **ADI FINECHEM LIMITED**

**CIN:** L15140GJ1985PLC007845

**Registered Office:** 1<sup>st</sup> Floor, 2 Sigma Corporates,

Behind HOF Living Sindhu Bhavan Road, Off S.G. Road Ahmedabad 380059 Gujarat. INDIA

**Phone:** (079) 29701675 **Email:** cs@adifinechem.com **Website:** www.adifinechem.com



## ADI FINECHEM LIMITED

**Regd Office :** 1st Floor, 2 Sigma Corporates, Behind HOF Living,  
Sindhu Bhavan Road, Off S.G. Road, Ahmedabad -380059  
Tel. : (079) 29701675 Website: [www.adifinechem.com](http://www.adifinechem.com) Email : [cs@adifinechem.com](mailto:cs@adifinechem.com)  
CIN: L15140GJ1985PLC007845

### POSTAL BALLOT FORM

Postal Ballot Form No.

1. Name and Registered Address of the Sole / First Named Member (IN BLOCK LETTER)	
2. Name(s) of the Joint Member(s) if any (IN BLOCK LETTERS)	
3. Registered Folio Number / DP ID No / Client ID No. (Applicable to investors holding shares in dematerialized form)	
4. Number of Equity Share(s) held	
5. I/We, hereby exercise my/our vote in respect if the Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated July 12, 2016 of Adi Finechem Limited by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (✓) at the appropriate column below:	

Item No.	Descriptions	No. of Equity Share(s) for Which Votes Cast	I/We assent to the Special Resolution (For)	I/We dissent to the Special Resolution (Against)
1.	Special Resolution to consider and approve Shifting of Registered Office of the Company from the State of Gujarat to State of Maharashtra			
2.	Special Resolution to consider and approve Change of Name of the Company from Adi Finechem Limited to Fairchem Speciality Limited			

Place :

Date :

\_\_\_\_\_  
Signature of the Member

### ELECTRONIC VOTING

The e-voting facility is available at the link <http://www.evotingindia.com>. The e-voting particulars are set out as follows:

EVSN (Electronic Voting Sequence Number)	User ID	Your PAN / Sequence No.
160804028		

- Please send your postal ballot form in the envelope enclosed herewith.
- Please read the instructions printed overleaf carefully before exercising your vote.
- Last date for receipt of Postal Ballot Forms by Scrutinizer is Sunday, September 11, 2016.

**The e-voting facility will be available during the following voting period**

Commencement of e-voting	End of e-voting
August 13, 2016 at 09.00 A.M. IST	September 11, 2016 at 05.00 P.M. IST

## **INSTRUCTIONS FOR VOTING IN PHYSICAL FORM**

1. A shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply envelope. Since postage is already paid by the Company, shareholders need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the shareholder will also be accepted.
2. The self-addressed Business Reply bears the name and postal address of the scrutinizer appointed by the Company.
3. The Postal Ballot Form should be completed and signed by the shareholder (as per specimen signature registered with the Company/ R.T.A. or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder
4. Voting through Postal Ballot cannot be exercised by a proxy.
5. Incomplete or unsigned Postal Ballot Forms will be rejected
6. There will be one Postal Ballot Form for every Folio/Client Id, irrespective of the number of joint holder(s).
7. The scrutinizer's decision on the validity of the Postal Ballot will be final.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 17.00 hours on Sunday, September 11, 2016. Postal Ballot Form received after this time will be treated as if not received and will not be considered for the purpose of Postal Ballot.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by certified true copy of Board resolution/authorized giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder as on cut off date i.e. August 06, 2016.
11. A shareholder need not use all his/her votes in the same manner.
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
13. The Company is pleased to offer remote- voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Remote e- voting is optional. The detailed procedure of remote e-voting is enumerated in the notes to the Postal Ballot Notice.
14. The result of the Postal Ballot shall be announced on or before Wednesday, September 14, 2016, at the Registered Office of the Company at 1 st Floor, 2, Sigma Corporates, B/H HOF Living, Sindhu Bhavan Road, Off S.G. Road, Ahmedabad – 380059 and the same will also be displayed on the website of the Company and communicated to The Stock Exchanges, depository, RTA on the said date.