

Scrutinizer's Report

To,

The Chairman of Meeting of the members of
Fairfield Atlas Limited held on Tuesday, 25th October, 2022 at 10.00 A.M. at registered office of
the Company at Survey No. 157, Devarwadi Village, Chandgad Taluk, Dist. Kolhapur- 416507,
Maharashtra

Sub : Scrutinizer's report on voting through physical ballot conducted at the Meeting of the Equity Shareholders of the Company conducted pursuant to the direction of the Mumbai Bench of the National Company Law Tribunal for the purpose of considering and approving, the Scheme of Amalgamation of Fairfield Atlas Limited, First Applicant Company/ Transferor Company-1 and Brevini India Private Limited, Second Applicant Company/ Transferor Company-2 with the Graziano Trasmisioni India Private Limited, Third Applicant Company/ Transferee Company and their respective shareholders under section 230 to 232 of Companies Act, 2013.

Dear Sir,

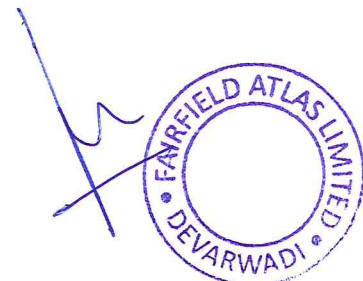
We, GMJ & Associates, Practicing Company Secretaries had been appointed as the Scrutinizer by the National Company Law Tribunal (NCLT) wide it's order dated 20th September, 2022 to conduct the physical voting process and to scrutinise physical ballot forms received from shareholders of **Fairfield Atlas Limited** in respect of the below mentioned resolution proposed to be passed at Meeting to be held on Tuesday, 25th October, 2022 at 10.00 A.M..

The notice dated 23rd **September, 2022** convening the Meeting of the equity shareholders of the Company along with explanatory under Section 102 and 230 of the Companies Act, 2013 read with The Companies (Compromises, Arrangements And Amalgamations) Rules, 2016 were sent to the equity shareholders in respect of below mentioned resolution which were proposed for approval at the said meeting of the Company.

The Company has provided the facility of voting by physical ballot papers to the members at the place of the meeting. The equity shareholders of the Company holding shares as on the "Cut Off" date i.e. **21st September, 2022** were entitled to vote on the proposed resolution as set out in the notice of the EGM of the Company.

After the time fixed for closing of voting by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

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The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. These papers were reconciled with the records maintained by the Company.

The complete records of votes cast by physical ballot mode were unblocked in the presence of two witnesses who were not in the employment of the Company, on 25th October, 2022 immediately after the conclusion of EGM.

We have scrutinized and reviewed the voting through physical mode done at the place of meeting.

We did not find any poll papers invalid.

We now submit my report as under on the result of the voting through physical mode in respect of the said resolutions.

Resolution No. 1:-

To consider and if thought fit, approve, with or without modification, the Scheme of Amalgamation by way of Merger by Absorption of Fairfield Atlas Limited (Transferor Company 1) and Brevini India Private Limited (Transferor Company 2) with Graziano Trasmisioni India Private Limited (Transferee Company) and their respective shareholders

(i) Voted **in favour** of the resolution

	Number of members voted	Number of votes cast (shares)	% of total number of valid votes cast
E-voting	-	-	-
Physical Ballots	6	2,68,75,111	100
Total	6	2,68,75,111	100

(ii) Voted **against** the resolution

	Number of members voted	Number of votes cast (shares)	% of total number of valid votes cast
E-voting	-	-	-
Physical Ballots	-	-	-
Total	-	-	-

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(iii) **Invalid votes**

	Total numbers of members whose votes were declared invalid	Total numbers of votes (Shares)	% of total number of invalid votes cast
E-voting	-	-	-
Physical Ballots	-	-	-
Total	-	-	-

Results:

Based on the foregoing, the aforesaid resolution having secured requisite majority of votes, may be considered to have been passed unanimously.

The Chairman may accordingly declare the result of voting.

The Register, all other papers and relevant records relating to voting by polling paper at the meeting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid meeting and thereafter the same will be handed over to the Chairman for safe keeping.

Thanking you,

For GMJ & ASSOCIATES
Company Secretaries



[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324
UDIN: F003706D001370819

PLACE: MUMBAI
DATE: OCTOBER 27, 2022.

