

FORM NO. MGT-13

Combined Report of Scrutinizer for Remote e-voting & Poll Process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairperson,
Fairfield Atlas Limited,
Survey No. 157, Devarwadi Village,
Chandgad Taluka,
District: Kolhapur
Maharashtra: 416 507.

Subject: 29th Annual General Meeting of the Shareholders of Fairfield Atlas Limited held on 20th December, 2019 at 4:00 P.M. at Survey No. 157, Devarwadi Village, Chandgad Taluka, District Kolhapur, Maharashtra- 416507.

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 29th AGM of Equity Shareholders of Fairfield Atlas Limited at their Meeting held on 20th December, 2019 at Survey No. 157, Devarwadi Village, Chandgad Taluka, District Kolhapur, Maharashtra 416507.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of the AGM on the Resolutions contained in the Notice of the 29th AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 29th AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as



stated below on the report generated from the Remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facilities and the Report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairperson, Ballot box kept for polling was locked in our presence with due identification marks placed by us.

The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The locked Ballot box was subsequently opened by us in the presence of Mr. Dhiraj Poojary and Mr. Mahesh Soni who are not in employment of the Company and who have signed below as Witness:



Dhiraj Poojary



Mahesh Soni

Office Address: 3rd & 4th Floor, Vaastu darshan, B Wing, Above Central Bank of India, Azad Road, Andheri East, Mumbai- 400 069.

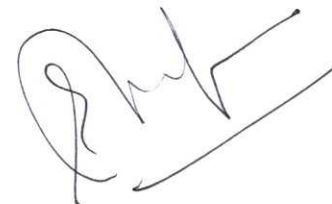
Thereafter, the Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Incomplete, invalid and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of Audited Financial Statements of the Company for the financial year ended 31st March 2019, and the Reports of the Board of Directors and the Auditors thereon:

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	1550	1	1550	100	-	-	-	-

Poll/ Ballot voting	26875308	23	26875308	100	-	-	-	-
Total	26876858	24	26876858	100	-	-	-	-

ITEM NO. 2: ORDINARY RESOLUTION:

Re-appointment of Mr. Sunil Sehgal (DIN 05121461) Director of the Company, who retires by rotation.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	1550	1	1550	100	-	-	-	-
Poll/ Ballot voting	26875308	23	26875308	100	-	-	-	-
Total	26876858	24	26876858	100	-	-	-	-

ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of Mr. Marcus David King (DIN 06947986) Director of the Company, who was appointed as Additional Director.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	1550	1	1550	100	-	-	-	-
Poll/ Ballot voting	26875308	23	26875308	100	-	-	-	-
Total	26876858	24	26876858	100	-	-	-	-



ITEM NO. 4: ORDINARY RESOLUTION:

Appointment of Mr. Michael Andrew Campbell (DIN 03075376) Director of the Company, who was appointed as Additional Director.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	1550	1	1550	100	-	-	-	-
Poll/Ballot voting	26875308	23	26875308	100	-	-	-	-
Total	26876858	24	26876858	100	-	-	-	-

ITEM NO. 5: ORDINARY RESOLUTION:

Appointment of Mr. Gajanan Vithal Gandhe (DIN 02023395) Director of the Company, who was appointed as Additional Director.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	1550	1	1550	100	-	-	-	-
Poll/Ballot voting	26875308	23	26875308	100	-	-	-	-
Total	26876858	24	26876858	100	-	-	-	-

ITEM NO. 6: SPECIAL RESOLUTION:

Appointment of Mr. Avinash P. Gandhi (DIN 00161107) as an Independent Director.



Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	1550	1	1550	100	-	-	-	-
Poll/Ballot voting	26875308	23	26875308	100	-	-	-	-
Total	26876858	24	26876858	100	-	-	-	-

ITEM NO. 7: ORDINARY RESOLUTION:

Appointment of Mr. Rakesh Jinsi (DIN 00182187) Director of the Company, who was appointed as Additional Director.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	1550	1	1550	100	-	-	-	-
Poll/Ballot voting	26875308	23	26875308	100	-	-	-	-
Total	26876858	24	26876858	100	-	-	-	-

ITEM NO. 8: ORDINARY RESOLUTION:

Ratification of the Remuneration of Cost Auditors for the Financial Year 2018-2019.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	



E-voting	1550	1	1550	100	-	-	-	-
Poll/Ballot voting	26875308	23	26875308	100	-	-	-	-
Total	26876858	24	26876858	100	-	-	-	-

ITEM NO. 9: SPECIAL RESOLUTION

Revision in remuneration payable to Mr Devanand E. Jacob (DIN: 02387819) as Managing Director of the Company

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	1550	1	1550	100	-	-	-	-
Poll/Ballot voting	26875306	22	26875306	100	-	-	-	2
Total	26876856	23	26876856	100				2

Note: Vote cast by Mr Devanand E. Jacob by Poll were considered as invalid since he is interested in the aforesaid Resolution.

ITEM NO. 10: SPECIAL RESOLUTION

Re-appointment of Mr Devanand E. Jacob (DIN: 02387819) as Managing Director of the Company

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	1550	1	1550	100	-	-	-	-
Poll/Ballot voting	26875306	22	26875306	100	-	-	-	2
Total	26876856	23	26876856	100				2



Note: Vote cast by Mr Devanand E. Jacob by Poll were considered as invalid since he is interested in the aforesaid Resolution.

All the resolutions voted through Remote E-voting and Poll Process were passed with **REQUISITE MAJORITY**. The Poll papers and all other relevant records were sealed and handed over to the Chairperson of the Company for safe keeping.

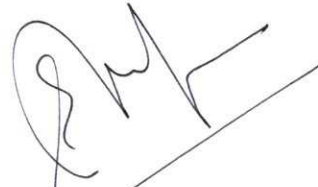
For GMJ & ASSOCIATES
Company Secretaries



[CS MAHESH SONI]
PARTNER

FCS: 3706; COP: 2324

UDIN : F003706A000464067



CHAIRPERSON OF ANNUAL
GENERAL MEETING

PLACE: MUMBAI

DATE: DECEMBER 23, 2019.