

**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: 27<sup>th</sup> Annual General Meeting of the Shareholders of Fairfield Atlas Limited held on 27<sup>th</sup> September, 2017 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 27<sup>th</sup> AGM of Equity Shareholders of Fairfield Atlas Limited at their Meeting held on 27<sup>th</sup> September, 2017 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 27<sup>th</sup> AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 27<sup>th</sup> 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.

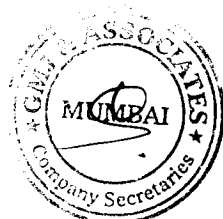
The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the 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 for the Financial Year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and 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	0	0	0	0	0	0	0	
Poll/Ballot voting	26875588	17	26875588	100	0	0	0	
<b>Total</b>	<b>26875588</b>	<b>17</b>	<b>26875588</b>					



**ITEM NO. 2: ORDINARY RESOLUTION:**

Re-appointment of Mrs. Milagros M. C. Perez (DIN: 07123006) 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	0	0	0	0	0	0	0	0
Poll/ Ballot voting	26875588	17	26875588	100	0	0	0	0
<b>Total</b>	<b>26875588</b>	<b>17</b>	<b>26875588</b>					

**ITEM NO. 3: ORDINARY RESOLUTION:**

Appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants as the Statutory Auditors and fixing their remuneration

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	0	0	0	0	0	0	0	0
Poll/ Ballot voting	26875588	17	26875588	100	0	0	0	0
<b>Total</b>	<b>26875588</b>	<b>17</b>	<b>26875588</b>					



**ITEM NO. 4: SPECIAL RESOLUTION:**

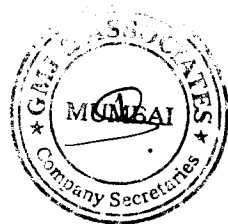
Re-appointment of Mr. J. M. Mapgaonkar (Din: 00348345) as an Independent Director.

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	0	0	0	0	0	0	0	0
Poll/ Ballot voting	26875588	17	26875588	100	0	0	0	0
<b>Total</b>	<b>26875588</b>	<b>17</b>	<b>26875588</b>					

**ITEM NO. 5: ORDINARY RESOLUTION:**

Ratification of the Remuneration of Cost Auditors for the Financial Year 2017-2018.

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	0	0	0	0	0	0	0	0
Poll/ Ballot voting	26875588	17	26875588	100	0	0	0	0
<b>Total</b>	<b>26875588</b>	<b>17</b>	<b>26875588</b>					



**ITEM NO. 6: 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	
E-voting	0	0	0	0	0	0	0	
Poll/Ballot voting	26875586	16	26875586	100	0	0	0	
<b>Total</b>	<b>26875586</b>	<b>16</b>	<b>26875586</b>					

\*Note: Mr. Devanand E. Jacob, Member being interested in the aforesaid resolution abstained from voting.

**ITEM NO. 7: SPECIAL RESOLUTION**

To appoint Mr. Devanand E. Jacob (DIN: 02387819) as Managing Director of the Company for the next term.

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	0	0	0	0	0	0	0	
Poll/Ballot voting	26875586	16	26875586	100	0	0	0	
<b>Total</b>	<b>26875586</b>	<b>16</b>	<b>26875586</b>					

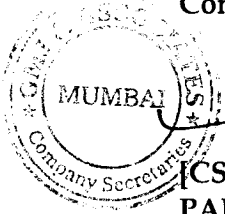
\*Note: Mr. Devanand E. Jacob, Member being interested in the aforesaid resolution abstained from voting.



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

PLACE: MUMBAI  
DATE: SEPTEMBER 29, 2017.