



ADI FINECHEM LIMITED

Regd. Off. : 253/P, Chekhala, Sanand-Kadi Highway,
Tal. : Sanand, Dist : Ahmedabad - 382 115.

POSTAL BALLOT NOTICE (PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956)

Dear Member(s),

NOTICE is hereby given to the Members of Adi Finechem Limited pursuant to Section 192A of the Companies Act, 1956 ("Companies Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Postal Ballot Rules") (**including any amendment and /or re-enactment thereof**), that the Company is seeking consent of its Members for the resolution appended below proposed to be passed as a Special Resolution by way of Postal Ballot.

Special Business:

1. Shifting of Registered office of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of section 146, 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval / consent as may be necessary, the registered office of the Company, with effect from 1st April, 2014, be and is hereby shifted from :

253/P Chekhala, Sanand-Kadi Highway,
Tal.: Sanand, Dist. Ahmedabad – 382115

To

1st Floor, 2, Sigma Corporates, Behind HOF Living,
Sindhu Bhavan Road, Off S.G. Road, Ahmedabad – 380 059.

RESOVLED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulty, doubt, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto and to delegate any or all or any of the aforementioned powers, to any committee of the Board or to one or more Directors or Officers of the Company.

By Order of the Board of Directors,
For ADI FINECHEM LIMITED,

Registered Office:

253/P Chekhala, Sanand-Kadi Highway,
Tal.:Sanand, Dist: Ahmedabad - 382115.

Rajen Jhaveri
Vice President and Company Secretary

Date : 3rd February, 2014

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 is annexed hereto.
2. Members are requested to read the instructions carefully printed on the Postal Ballot Form and return the form, duly completed in the attached self-addressed stamped envelope so as to reach the Scrutinizer before 5.00 p.m. on 28th March, 2014 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the members.
3. The Board of Directors has appointed Mr. Uday G. Dave, Practising Company Secretary, Partner of M/s. Parikh Dave and Associates, Company Secretaries Firm, as a scrutinizer ("Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner.
4. The Board has appointed Shri Bimal Parikh, Whole time Director and Mr. Rajen Jhaveri, Vice President and Company Secretary of the Company as the persons responsible for the entire postal ballot process.
5. The Scrutinizer will submit his report addressed to the Chairman of the Company, after completion of the scrutiny of the Postal Ballot Forms and the result shall be announced on Monday, 31st March, 2014 at 5.00 p.m. at Corporate Office of the Company at 1st Floor, 2, Sigma Corporates, Behind HOF Living, Sindhu Bhavan Road, Off S.G. Road, Ahmedabad – 380 059.
6. Members who wish to be present at the time of declaration of results may do so at the above venue.
7. The voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Members on the cutoff date i.e. 26th February, 2014 and any receipt of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

**ANNEXURE TO THE NOTICE
EXPLANTORY STATEMENT**

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 192A OF THE COMPANIES ACT, 1956.)

ITEM NO. 1

With a view to improve co-ordination and communication between the corporate, marketing and manufacturing unit, the Board of Directors considered and subject to approval of shareholders, approved the proposal for shifting the registered office from Chekhala Village, Tal.: Sanand, Dist. Ahmedabad to Ahmedabad City, where the corporate office of the Company is currently located.

As per the provisions of the Companies Act, 1956, the Registered office of the Company can be shifted outside the local limits of any City, town or village, where such office is situated, only if it is approved by the members of the Company by way of Special Resolution and hence necessary special resolution has been proposed for the approval of members of the Company.

Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2011, as amended from time to time, further requires the resolution for change in place of Registered Office outside local limit of any city, town or village to be approved by the members through Postal Ballot. Accordingly, the consent of the members is being sought pursuant to the provisions of Section 146 and 192A of the Companies Act, 1956 read with the provisions of Companies (Passing of Resolutions by Postal Ballot) Rules, 2011, as amended from time to time and all other applicable provisions of the Companies Act, 1956.

Your Directors recommend passing of the proposed Special Resolution.

None of the Directors, key managerial personnel and their relatives are concerned or interested in the said resolution of the Company.

By Order of the Board of Directors,
For ADI FINECHEM LIMITED,

Registered Office:

253/P Chekhala, Sanand-Kadi Highway,
Tal.:Sanand, Dist: Ahmedabad - 382115.

Rajen Jhaveri
Vice President and Company Secretary

Date : 3rd February, 2014.