

March 11, 2019

To,
The Manager,
Dept. of Corporate Services
Bombay Stock Exchange Ltd.
25th Floor, P.J. Towers, Dalal Street,
Mumbai – 400001

Script Code: 514474

Sub: Proceeding of NCLT Convened Meeting of the Equity Shareholders of Fairdeal Filaments Limited held on March 11, 2019.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to submit herewith brief proceedings of meeting of the Equity Shareholders of Fairdeal Filaments Limited (the "Company") convened pursuant to Order dated 24th day of January, 2019 ("Order") passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") held on today i.e. Monday, March 11, 2019 at 11.00 a.m. at the registered office of the Company situated at 3rd Floor, Dawer Chambers, Near Sub Jail, Ring Road, Surat-395002.

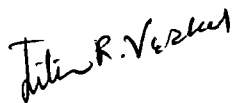
Kindly take the same on your record.

Kindly make this information available to Investors/general public.

Thanking You.

Yours faithfully,

For, Fairdeal Filaments Limited



Jitesh Varkal

Company Secretary

PROCEEDING OF THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF FAIRDEAL FILAMENTS LIMITED HELD AT 11:00 A.M. ON MONDAY, THE 11TH DAY OF MARCH, 2019 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 3RD FLOOR, DAWER CHAMBERS, NEAR SUB JAIL, RING ROAD, SURAT-395002.

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- a. The meeting of the Equity Shareholders of the Company convened as per the directions of the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") was held today, i.e. on Monday, 11<sup>th</sup> day of March, 2019 at 11.00 a.m., at 3rd Floor, Dawer Chambers, Near Sub Jail, Ring Road, Surat-395002, Gujarat. The meeting concluded at 11.55 a.m.
- b. Shri Dhirajlal Raichand Shah, who was appointed as the Chairman by the NCLT to preside over the meeting, chaired the meeting and informed that the meeting was convened pursuant to the Order of the NCLT, in the matter of the Scheme of Merger by absorption of Fairdeal Filaments Limited ("FFL" or "Transferor Company") with Shahlon Silk Industries Limited ("SSIL" or "Transferee Company") under sections 230-232 and other applicable provisions of the Companies Act, 2013 (the "Act").
- c. The requisite quorum being present, Chairman called the meeting to order.
- d. The Notice of the meeting along with the Explanatory Statement pursuant to sections 230 and 102 of the Act and the Scheme since was already circulated to all the members, was taken as read with the consent of the members.
- e. The Chairman then elaborated on the background and rationale of the Scheme.
- f. The Chairman informed the members that as required under the Act read with the Companies (Compromises, Arrangements and Amalgamation) Rules 2016 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the Shareholders facility to cast their vote through Postal Ballot and remote e-voting facility which commenced at 9:00 a.m. on 8<sup>th</sup> February, 2019 and ended at 5:00 p.m. on 10<sup>th</sup> March, 2019 to the members in respect of the resolution set out in the Notice.
- g. Further, the Chairman also informed that members who were present at the Meeting and had not cast their votes earlier through postal ballot or remote e-voting only those members could cast their votes through ballot papers (polling process) made available at the venue of the meeting.
- h. The Chairman further informed the members present that the Hon'ble NCLT vide their Order had appointed Mr. Devesh A. Pathak, Practicing Company Secretary, (Membership No. FCS 4559) as the Scrutinizer to scrutinize the voting through postal ballot, e-voting process and ballot or polling paper and voting at the venue of the meeting in a fair and transparent manner.

The Chairman then invited the members to express their views, queries and seek clarifications on the Scheme and thereafter their queries were suitably addressed.

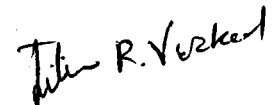
- i. The members present were explained the voting process.
- j. The following resolution set out in the Notice convening the meeting was then transacted:

| <b>Item No.</b> | <b>Details of the Agenda</b>                                                                                                                                                                                                                                                  |
|-----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1               | Approval of the Scheme of Merger by absorption of Fairdeal Filaments Limited ("FFL" or "Transferor Company") with Shahlon Silk Industries Limited ("SSIL" or "Transferee Company") under sections 230-232 and other applicable provisions of the Companies Act, 2013 ("Act"). |

- k. On completion of the discussions on all the items, the Chairman requested the members present and those who had not voted earlier to cast their votes, through ballot or polling paper at the venue of the meeting and requested the Company Secretary and the Scrutinizer to co-ordinate for an orderly conduct of the voting process.
- l. Thereafter, the Scrutinizer examined the Ballot Box & shareholders observed and noted that the box was empty and thereafter box was locked & sealed by the Scrutinizer. The Ballot papers were provided to the shareholders who were present in the meeting and not voted through postal ballot or remote e-voting, to cast their votes by putting the same in the Ballot Box. Thereafter, the polling process was commenced. Sufficient time was awarded to the shareholders to cast their votes. After ensuring that all members had cast their votes, the Scrutinizer took custody of the Ballot Box to scrutinize and submit a report thereon.
- m. Thereafter, the Chairman informed the shareholders that the voting results will be declared on the basis of consolidated Scrutinizer's Report (postal ballot, remote e-voting and poll conducted through Ballot papers) and the same would be intimated to the Stock Exchange immediately. The same would also be placed on the notice board of the Company, website of the Company and website of CDSL.
- n. The Chairman then declared the meeting concluded. A vote of thanks was given to the Chair.

**Date: 11th March, 2019**

**Place: Surat**



**Jitesh R. Varkal**

**Company Secretary**