



## PRIVI SPECIALITY CHEMICALS LIMITED

(Formerly known as Fairchem Speciality Limited)

**CIN: L15140MH1985PLC286828**

**Registered Office:** 'Privi House', A-71 TTC – Thane Belapur Road, Kopar Khairne, Navi Mumbai, Mumbai City – 400 710, Maharashtra

### NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-sixth Annual General Meeting of the Members of PRIVI SPECIALITY CHEMICALS LIMITED (Formerly known as Fairchem Speciality Limited) will be held through video conferencing (VC) /other Audio-visual means (OAVM) on Friday, **August 27, 2021 at 12.15 p.m.** to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for Financial year ended March 31, 2021 along with the Directors' Report and Auditors' Report thereon.
2. To declare final Dividend of Rs. 2 (20%) per equity share of face value of Rs. 10 each for the financial year ended on March 31, 2021.
3. Re-appointment of Mr. Bhaktavatsala Rao Doppalapudi (DIN 00356218), Director who retires by rotation and being eligible, has offered himself for re-appointment.

**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 Sections 152 and other applicable provisions of the Companies Act, 2013 ('Act') and the applicable Rules and Regulations thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Bhaktavatsala Rao Doppalapudi (DIN 00356218), Executive Director, who retires by rotation and being eligible, has offered himself for re-appointment."

**"RESOLVED FURTHER THAT** any of the Directors, Mr. Narayan Iyer, Chief Financial Officer and Mr. Ramesh Kathuria, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental thereto to give effect to the resolution."

#### SPECIAL BUSINESS:

4. Ratification of Cost Auditor's remuneration for the Financial year ending March 31, 2022

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs. 6,30,000/- (Rupees Six Lakhs Thirty Thousand Only) plus applicable taxes and out of pocket expenses payable to M/s Kishore Bhatia & Associates (Firm Registration Number 00294), Cost Accountants, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 for the financial year ending March 31, 2022."

5. Adoption of new set of Articles of Association 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 14 and other applicable provisions of the Companies Act, 2013 read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company."

**“RESOLVED FURTHER THAT** Mr. Mahesh P. Babani, Chairman & Managing Director, Mr. Bhaktavatsala Rao Doppalapudi, Executive Director, Mr. Narayan Iyer, Chief Financial Officer and Mr. Ramesh Kathuria, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental thereto to give effect to the resolution including filing the necessary e-forms with the office of the Registrar of Companies, Maharashtra, Mumbai, in connection with the adoption of Articles of Association and matters related thereto.”

6. Re-appointment and fixation of remuneration payable to Mr. Mahesh P. Babani as Chairman and Managing Director.

**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 Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 as amended from time to time and such other approvals, permissions and sanctions as may be required and in accordance with the Articles of Association of the Company and as per the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for the appointment of Mr. Mahesh P. Babani (DIN 00051162) as the Chairman and Managing Director of the Company for a period of 3 (three) years with effect from April 01, 2022 and payment of remuneration of Rs. 7,20,00,000/- (Rupees Seven Crores Twenty Lakhs only) per annum, to him upon the terms and conditions set out in the Explanatory Statement annexed to the Notice (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the aforesaid period), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment including remuneration in such manner as may be agreed to between the Board and Mr. Mahesh P. Babani within the overall maximum remuneration payable to him in accordance with the Act.”

**“RESOLVED FURTHER THAT** any of the Directors, Mr. Narayan Iyer, Chief Financial Officer and Mr. Ramesh Kathuria, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental thereto to give effect to the resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Maharashtra, Mumbai.”

**Registered Office:**

‘Privi House’, Plot No. A- 71 TTC, Thane Belapur Road,  
Near Kopar Khairne, Navi Mumbai,  
Mumbai City-400710, Maharashtra  
CIN: L15140MH1985PLC286828

**Navi Mumbai  
May 14, 2021**

**By Order of the Board  
For PRIVI SPECIALITY CHEMICALS LIMITED  
(Formerly known as Fairchem Speciality Limited)**

**Ramesh Kathuria  
Company Secretary  
ACS No.: 11214**

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 39 dated December 31, 2020 read with Circular No. 14 dated April 8, 2020, Circular No. 17 dated April 13, 2020, Circular No. 20 dated May 5, 2020, Circular No. 22 dated June 15, 2020, Circular No. 33 dated September 28, 2020 and January 13, 2021 respectively (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 20, 2021 to Friday, August 27, 2021 (both days inclusive) for the purpose of Annual General Meeting and Payment of Dividend.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorisation etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company at [investors@privi.co.in](mailto:investors@privi.co.in).
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies, Act 2013 (the Act).

6. An Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of item Nos. 3 to 6 of the Notice as set out above is annexed hereto.
7. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@privi.co.in](mailto:investors@privi.co.in).
9. The draft Articles of Association, as approved by the Board at its meeting held on May 14, 2021 will be available on the website of the Company i.e. [www.privico.com](http://www.privico.com) for the inspection by the Members.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through email on [investors@privi.co.in](mailto:investors@privi.co.in). The same will be replied by the Company suitably.
11. Brief Particulars of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting is provided at Annexure - A to this Notice as prescribed under Regulation of 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).
12. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, August 20, 2021, may obtain the login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
13. The Dividend on Equity shares, if declared at the Annual General Meeting shall be paid to those Members:
  - a) whose names shall appear as Member in the Company's Register of Members on August 18, 2021 after giving effect to the valid share transfers on or before August 18, 2021.
  - b) in respect of the shares held in dematerialized form, the dividend will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on close of business hours of August 17, 2021.
14. Pursuant to the provisions of Section 125 of the Companies Act, 2013 the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund, set up by the Government of India. Kindly note that once unclaimed and unpaid dividends are transferred to the Investor Education and Protection Fund, Members will have to approach to IEPF for such dividend.
15. Members holding shares in Electronic form are requested to intimate any changes in their registered address, name, PAN details, etc. to their Depository Participant (DP) with whom they are maintaining their demat account. Members holding shares in physical form are requested to intimate any such change to the Company or its RTA (Link Intime India Pvt. Ltd.)
16. Registration of email ID and Bank Account details:
 

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, the log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

  - a. In case of Shares held in Physical Mode:**  
The Shareholder may send a request quoting its Folio No. to RTA by email at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
  - b. In the case of Shares held in Demat mode:**  
The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
17. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows
  - Members having valid PAN- 10% or as notified by the Government of India
  - Members not having PAN / valid PAN- 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed Rs. 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following : Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member Copy of Tax Residency Certificate (TRC) for the FY 2020- 21 obtained from the revenue authorities of the country of tax residence, duly attested by member Self declaration in Form 10F Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty Self-declaration of beneficial ownership by the non-resident shareholder Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess). The aforementioned documents are required to be submitted at [investors@privi.co.in](mailto:investors@privi.co.in) by the shareholders on or before the record date i.e. Wednesday, August 18, 2021.

18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the 36th AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.privico.com](http://www.privico.com), websites of the Stock Exchange and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>. Members who have not registered their email address with the Company can register the same by following the procedure as mentioned in point 16 above. Post successful registration of email address, the Member will receive the soft copy of the Notice of AGM and the Annual Report.
19. The Board of Directors have appointed M/s Rath & Associates, Practicing Company Secretaries, to act as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
20. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The results declared along with the Scrutinizer's Report, will be posted on the website of the Company [www.privico.com](http://www.privico.com) and on the website of RTA and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and communicated to the Stock Exchanges.
21. Voting through electronic means
  - The business as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of Section 108 of the Act read with the Companies [Management and Administration] Rules, 2014, Secretarial Standards-2 issued by the Institute of Companies Secretaries of India on General Meetings and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically. The Company has made necessary arrangements with LinkIntime India Private Limited (RTA) to facilitate the members to cast their votes from a place other than the venue of the AGM [remote e-voting].
  - A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not Members as on the cut-off date should treat this Notice for information purpose only.
  - The Notice will be displayed on the website of the Company [www.privico.com](http://www.privico.com) and on the website of RTA <https://instavote.linkintime.co.in/>
  - The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - The Members whose names appear in the Register of Members / List of Beneficial Owners prior to commencement of book closure date are entitled to vote on Resolutions set forth in the Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date may approach RTA for issuance of the USER ID and Password for exercising their right to vote by electronic means.
  - The remote e-voting period will commence at 9:00 a.m.(IST) on Tuesday, August 24, 2021 and will end at 5:00 p.m. (IST) on Thursday, August 26, 2021. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 20, 2021 may cast their vote by remote e-voting. The e-voting module shall be disabled by RTA for voting thereafter.



**REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS POST CHANGE IN THE LOGIN MECHANISM  
FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.  
PURSUANT TO SEBI CIRCULAR DATED DECEMBER 09, 2020:**

Pursuant to SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<b><u>Type of shareholders</u></b>	<b><u>Login Method</u></b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing dematAccount Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: - <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in <b>physical form</b> shall provide Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> </ol> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click “confirm” (Your password is now generated).</li> </ul> </li> <li>Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

#### **Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

#### **Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**Registered Office:**

'Privi House', Plot No. A- 71 TTC, Thane Belapur Road,  
Near Kopar Khairne, Navi Mumbai,  
Mumbai City-400710, Maharashtra  
CIN: L15140MH1985PLC286828

**Navi Mumbai  
May 14, 2021**

**By Order of the Board  
For PRIVI SPECIALITY CHEMICALS LIMITED  
(Formerly known as Fairchem Speciality Limited)**

**Ramesh Kathuria  
Company Secretary  
ACS No.: 11214**

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 3:**

Pursuant to the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 and the applicable Rules and Regulations thereto and in accordance with the Articles of Association of the Company, Mr. Bhaktavatsala Rao Doppalapudi (DIN 00356218), Executive Director, is liable to retire by rotation at the 36<sup>th</sup> Annual General Meeting of the Company and being eligible, has offered himself for re-appointment. Considering the fact that Mr. Rao has already attained the age of 76 years, it is deemed prudent to obtain consent of the Members of the Company for the re-appointment of Mr. Bhaktavatsala Rao Doppalapudi as Director of the Company by passing of a Special Resolution.

Accordingly, the Board commends the Resolution set out at Item No. 3 of the Notice in relation to the re-appointment of Mr. Bhaktavatsala Rao Doppalapudi as Director of the Company.

Except for Mr. Bhaktavatsala Rao Doppalapudi, none of the Directors or the Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice. Mr. Bhaktavatsala Rao Doppalapudi is not related to any other Director or KMP of the Company.

### **Item No. 4:**

The Board of Directors, on the recommendation of the Audit Committee, have approved the appointment of M/s Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294) as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2022 at a remuneration of Rs. 6,30,000/- (Rupees Six Lakhs Thirty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

The Company is required under Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, to have the audit of its cost records conducted by a Cost Accountant. Further, in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2022.

Your Board recommends the Ordinary Resolution as set out in Item No. 4 for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice.

### **Item No. 5:**

The existing Articles of Association of the Company contains certain provisions of the Shareholders Agreement dated May 22, 2019 executed by and between Babani Family & Rao Family (Privi Group), FIH Mauritius Investments Limited & FIH Private Investments Limited (Fairfex India) and Fairchem Speciality Limited (name changed to Privi Speciality Chemicals Limited). Since the transactions as per Clause 2 of the above mentioned Shareholders Agreement have been completed, it is deemed necessary and expedient by the Board of Directors of the Company that the Articles of Association of the Company need not contain the provisions of the Shareholders Agreement any more as the applicability of the said agreement has come to an end. Therefore, it is proposed to adopt new set of Articles of Association (**AOA**) in substitution and total exclusion of the existing Articles of Association of the Company. The Board of Directors at its meeting held on May 14, 2021 have approved adoption of a new set of AOA in place of and to the exclusion of the existing AOA of the Company subject to the approval of the Members.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of AOA of the Company. Your Directors recommend passing of the resolution set out at Item No. 5 of the Notice by way of a special resolution.

A copy of the proposed AOA of the Company shall be hosted on the website of the Company for inspection by the Members.

None of the Directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

### **Item No. 6:**

Mr. Mahesh P. Babani (DIN 00051162) was appointed as the Managing Director of the Company in 2017. Subsequently, in accordance with the recommendation of the Nomination and Remuneration Committee on May 09, 2019 and approval of the Board of Directors on May 09, 2019, the Members of the Company at the Annual General Meeting held on August 08, 2019 approved the re-appointment of Mr. Mahesh P. Babani as the Managing Director for a period of 3 (three) years effective from April 01, 2019 to March 31, 2022. In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 12, 2020 have re-designated Mr. Mahesh P. Babani as Chairman & Managing Director from the close of working hours of August 12, 2020 and also approved the remuneration payable to him which was approved by the shareholders at the Annual General Meeting held on November 02, 2020.



As per the recommendation of the Nomination and Remuneration Committee on May 14, 2021 the Board of Directors at its meeting held on May 14, 2021, approved the re-appointment of Mr. Mahesh P. Babani, as the Chairman and Managing Director for a period of 3 (three) years effective from April 01, 2022 to March 31, 2025 and the remuneration payable to him, were determined as Rs. 7,20,00,000/- (Rupees Seven Crores Twenty Lakhs only) per annum plus perquisites, benefits etc. as follows:

**i. Remuneration**

Salary of Rs. 7,20,00,000/- (Rupees Seven Crores Twenty Lakhs only) per annum. The Annual increments which will be effective from April 1 each year will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and will be merit based and after taking into account the Company's performance as well subject to the overall ceilings laid down in Section 197 read with Section 198, Schedule V and other applicable provisions of the Companies Act, 2013.

**ii. Perquisites and benefits**

- a) Travelling and out of pocket expenses in accordance with the Rules of the Company.
- b) Provision for telecommunication facilities.
- c) Re-imbursement of medical expenses incurred for himself and his family as per rules of the Company.
- d) Re-imbursement of entertainment and other expenses actually and properly incurred for the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company.
- e) The Company shall provide car with driver at the entire cost to the Company for using Company's business and the same will not be considered as perquisites.
- f) Personal accidental and life insurance coverage for Mr. Mahesh P. Babani according to Company policy.
- g) Leave as per Company policy.
- h) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Chairman and Managing Director, unless specifically provided otherwise.
- i) The terms and conditions of appointment of the Chairman and Managing Director also includes adherence with the Company's Code of Conduct.

**iii. Insurance**

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of appointment, subject to the terms of such policy in force from time to time

**iv. Duties and Other Terms:**

- a) Mr. Mahesh P. Babani will be overall in-charge of all operations of the Company and entrusted with substantial powers of management of the affairs of the Company.
- b) The Chairman and Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or joint ventures and/or subsidiaries or any other executive body or any committee of such a company.
- c) Mr. Babani shall faithfully adhere to, execute and fulfill all policies and guidelines established by the Board of Directors of the Company.
- d) Mr. Babani shall faithfully serve the Company and use his best endeavors to promote the interests thereof. He shall not, while an employee thereof or thereafter, directly or indirectly, divulge any information concerning the affairs, or any information of whatever nature which he shall have acquired during his employment, to anyone or to use it for any purpose except performance of his duties.
- e) The terms and conditions may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Chairman and Managing Director, subject to such approvals as may be required.
- f) Mr. Babani shall be liable to retire by rotation.

#### **v. Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Chairman and Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances as specified above.

The aggregate remuneration payable to Mr. Mahesh P. Babani, shall be subject to the overall ceilings laid down in Section 197 read with Section 198 and other applicable provisions of the Companies Act, 2013.

Mr. Babani satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment as Chairman and Managing Director.

Mr. Mahesh P. Babani, Chairman & Managing Director, is a Promoter of the Company and therefore, pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 as amended from time to time, the fees or compensation payable to him shall be subject to approval of shareholders by Special Resolution in the ensuing 36th Annual General Meeting of the Company.

Mr. Mahesh P. Babani has been on the Board of Privi Organics Limited since its inception. Mr. Mahesh Babani is a Commerce Graduate and has operational and managerial experience of over 30 years. Mr. Babani is involved in formulation of long-term strategy, business development and financial management of the Company. He has travelled extensively across the globe and has deep knowledge of the entire value chain of Aroma Chemical Business. His knowledge extends from sourcing of raw materials to their processing and to the final consumers of Aroma Chemicals. His vision, perseverance, motivation, and extensive knowledge of global aroma chemical markets have helped PRIVI to reach the current position. He has strong relationships across the management level of PRIVI's customers, suppliers, and other stake holders.

Having regard to his qualifications, experience and knowledge, the Directors are of the view that the appointment of Mr. Mahesh P. Babani as Chairman and Managing Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

Accordingly, the Board commends the Resolution set out at Item No. 6 of the Notice in relation to the re-appointment and remuneration payable to Mr. Mahesh P. Babani as the Chairman and Managing Director for his tenure for the approval of the Members by way of a special resolution.

The above may be treated as written memorandum setting out the terms of conditions of the remuneration payable to Mr. Mahesh P. Babani under Section 190 of the Act.

Except for Mr. Mahesh P. Babani, none of the Directors or the Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. Mr. Mahesh P. Babani is not related to any other Director or KMP of the Company.