

FAIRCHEM ORGANICS LIMITED

Regd. Office 253/P & 312, Village Chekhala, Sanand - Kadi Highway,
 & Works : Taluka SANAND, District: Ahmedabad - 382 115, GUJARAT, INDIA.
 Phone (Board Nos.) : (02717) 687900, 687901, +91 90163 24095

E-mail : cs@fairchem.in

CIN : L24200GJ2019PLC129759

Website : www.fairchem.in

December 30, 2025

To,
National Stock Exchange of India Limited
 Exchange Plaza, Plot No. C/1, G Block,
 Bandra Kurla Complex,
 Bandra (East),
Mumbai 400 051
NSE symbol: 'FAIRCHEMOR'

To,
BSE Limited
 Phiroze Jeejeebhoy Towers,
 Dalal Street,
Mumbai 400 001
BSE Scrip Code: 543252

Dear Sir/Madam,

Sub: Submission of Public Announcement for Buyback of equity shares of Fairchem Organics Limited

Further to our intimation dated December 26, 2025, inter alia, informing the stock exchanges that the shareholders of the Company have approved the buyback of up to 4,25,000 (Four Lakhs Twenty Five Thousand) fully paid-up equity shares of the Company of face value of ₹ 10/- (Rupees Ten only), for an amount not exceeding ₹ 3,400 lakhs (Rupees Three Thousand Four Hundred Lakhs only), at a price of ₹ 800/- (Hundred only) per equity share on a proportionate basis through tender offer route through stock exchange mechanism, please find enclosed the copies of public announcement dated December 29, 2025 ("Public Announcement"), published in the below mentioned newspapers on December 30, 2025, containing the disclosures as specified in Regulation 7(i) and Schedule II of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended:

Sr. No.	Newspapers	Newspapers Language Editions	Newspapers Circulations
1.	The Financial Express	English	All editions
2.	Jansatta	Hindi	All editions
3.	The Financial Express	Gujarati	Ahmedabad edition

The above information is also available on the Company's website at www.fairchem.in.

The above is for your information and records.

Yours sincerely,

For Fairchem Organics Limited



Jatin Jain

Company Secretary & Compliance Officer

Membership No: ACS-24293

ENCL: As above





FAIRCHEM ORGANICS LIMITED

CIN: L24200GJ2019PLC129759

Registered Office & Works: 253/P & 312, Village Chekhala, Sanand-Kadi Highway, Taluka Sanand, District Ahmedabad - 382115, Gujarat, India.

Tel: +91 02717-687900/901; Website: www.fairchem.in, Email: cs@fairchem.in

Contact Person: Jatin Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF FAIRCHEM ORGANICS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("Buyback Regulations") and contains the requisite disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 42,500 (FOUR LAKHS TWENTY FIVE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH OF FAIRCHEM ORGANICS LIMITED, REPRESENTING 3.26% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2025 FROM ALL THE ELIGIBLE SHAREHOLDERS OF EQUITY SHARES OF THE COMPANY AS ON MONDAY, JANUARY 5, 2026 (RECORD DATE) AS PER THE RECORDS MADE AVAILABLE TO THE COMPANY BY DEPOSITORY AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS (SUBJECT TO SMALL SHAREHOLDER RESERVATION), THROUGH THE "TENDER OFFER" ROUTE AT A PRICE OF ₹ 800/- (RUPEES EIGHT HUNDRED ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION OF UP TO ₹ 3,400 LAKHS (RUPEES THREE THOUSAND FOUR HUNDRED LAKHS ONLY) ("BUYBACK").

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'lakh'. All references to "Rupee(s)", "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The Board of Directors of the Company (the "Board"), at its meeting held on November 20, 2025, has, subject to the approval of the members of the Company, by way of a special resolution through postal ballot ("Special Resolution") and subject to such other approvals, permissions and sanctions, as may be necessary, approved the proposal to Buyback its own fully paid-up equity shares of face value of ₹ 10 (Rupees Ten Only) each ("Equity Shares") from the shareholders of the Company, as on the record date, to be determined by the Board/ Buyback Committee, ("Record Date"), on a proportionate basis, at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share ("Buyback Price") and for an amount of ₹ 3,400 lakhs (Rupees Three Thousand Four Hundred Lakhs only) excluding any expenses or transaction costs incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the "Buyback Offer Size"), representing 16.00% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company for the financial year ended March 31, 2025 through the tender offer route, in accordance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations") and the Companies Act, 2013 and the rules made thereunder ("Buyback").

1.2. Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, 2013, as may be amended from time to time, along with all rules and regulations issued thereunder ("Act") and Regulation 5(i)(b) of the Buyback Regulations, the Board had sought approval of the shareholders of the Company for Buyback, by a special resolution, through notice of postal ballot dated November 20, 2025 ("Postal Ballot Notice"), the results of which were announced on Friday, December 26, 2025. The shareholders of the Company have approved the Buyback through the Special Resolution. The Buyback is being undertaken in accordance with Article 43 of the Articles of Association of the Company and in terms of Chapter III of the Buyback Regulations through tender offer route and in accordance with other applicable provisions of the Buyback Regulations, the SEBI Circulars (as defined below), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations") and Sections 68, 69, 70 and other applicable provisions, if any, of the Act, and the relevant rules framed thereunder, including the Companies (Share Capital and Debenture) Rules, 2014 ("Share Capital Rules") and Companies (Management and Administration) Rules, 2014 ("Management Rules"), to the extent applicable. The Company proposed the buyback of its fully paid-up Equity Shares, not exceeding 4,25,000 (Four Lakhs Twenty Five Thousand) Equity Shares (representing up to 3.26% of the total number of Equity Shares in the existing total paid-up equity share capital of the Company based on the latest audited financial statements for the financial year ended March 31, 2025) at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share, payable in cash, for an aggregate amount of up to ₹ 3,400 lakhs (Rupees Three Thousand Four Hundred Lakhs only) and representing 16.00% of the aggregate of fully paid-up Equity Share Capital and free reserves (including securities premium account) as per the latest audited financial statements of the Company for the financial year ended March 31, 2025, which is within the prescribed limit of 25% under the Act and Regulation 4(i) of the Buyback Regulations.

1.3. In accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

1.4. The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses.

1.5. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves and securities premium account of the Company or such other source as may be permitted by the Buyback Regulations or the Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.

5. BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of ₹ 800/- per Equity Share ("Buyback Price"). The Buyback Price has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average market prices of the Equity Shares on BSE and NSE where the Equity Shares are listed, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share. Further, in accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

In line with the recent market practice in relation to buybacks, the Buyback Price represents:

• Premium of 4.41% and 4.94% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 3 (three) months period preceding November 17, 2025, being the date of intimation to the Stock Exchanges regarding the proposal of Buyback being considered at the Board Meeting Date ("Intimation Date").

• Premium of 16.60% and 16.02% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 2 (two) weeks preceding the Intimation Date.

• Premium of 26.13% and 25.95% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date.

• Premium of 14.16% and 14.77% over the closing price of the Equity Shares on BSE and NSE, respectively, as on November 20, 2025, being the Board Meeting Date.

6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND DIRECTORS OF PROMOTERS WHERE PROMOTER IS A COMPANY AND OF DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY SHAREHOLDING AND OTHER DETAILS

6.1. The aggregate shareholding in the Company of the: (i) promoters and the members of the promoter group of the Company ("Promoter and Promoter Group"); (ii) Directors of the Promoter where Promoter is a Company and (iii) Directors and key managerial personnel of the Company as on the date of this Public Announcement:

6.2. Aggregate shareholding of the Promoter and Promoter Group as on the date of this Public Announcement:

Sr. No.	Name of the shareholder	Nos. of Equity Shares	% of paid up equity share capital
1	FIH Mauritius Investments Ltd	68,78,656	52.83
2	FIH Private Investments Ltd	3,24,000	2.49
3	Nahoosh Tradelink LLP	4,43,293	3.40
4	Jariwala Tradelink LLP	3,21,874	2.47
5	Shri Nahoosh Jariwala	Nil	Nil
Total		79,67,823	61.19

(ii) Aggregate shareholding of the directors of the promoters as on the date of this Public Announcement i.e Monday, December 29, 2025 where the promoter is a company:

FIH Mauritius Investments Ltd:

Sr. No.	Name of the Directors	Nos. of Equity Shares	% of paid up equity share capital
1	Ms. Amy Tan Sze Ping	Nil	Nil
2	Mr. Chandran Ratnawami	Nil	Nil
3	Mr. Gopalakrishnan Soundarajan	Nil	Nil
4	Mr. Mohammad Akshar Maherally	Nil	Nil
5	Ms. Sangeeta Bisssessur	Nil	Nil

FIH Private Investments Ltd:

Sr. No.	Name of the shareholder	Nos. of Equity Shares	% of paid up equity share capital
1	Ms. Amy Tan Sze Ping	Nil	Nil
2	Mr. Chandran Ratnawami	Nil	Nil
3	Mr. Gopalakrishnan Soundarajan	Nil	Nil
4	Mr. Mohammad Akshar Maherally	Nil	Nil
5	Ms. Sangeeta Bisssessur	Nil	Nil

(iii) The aggregate shareholding of the directors and key managerial personnel of the Company as on the date of this Public Announcement i.e. Monday, December 29, 2025:

Sr. No.	Name of the Persons and Designation	Nos. of Equity Shares held	% of paid up equity share capital
A. Directors			
1	Mr. Nahoosh Jariwala - Chairman & Managing Director	Nil	Nil
2	Mr. Sumit Maheshwari - Nominee Director	Nil	Nil
3	Mr. Venkatraman Srinivasan - Independent Director	Nil	Nil
4	Mr. Darius Pandole - Independent Director	Nil	Nil
5	Mr. Sudhin Choksey - Independent Director	Nil	Nil
6	Ms. Sonal Ambani - Independent Director	Nil	Nil
Total (A)		Nil	Nil
B. Key Managerial Personnel			
1	Mr. Bhavesh Shah - Chief Financial Officer	Nil	Nil
2	Mr. Jatin Jain - Company Secretary	1	0.00
Total (B)		1	0.00
Total (A+B)		1	0.00

6.2. No Equity Shares of the Company have been purchased/sold by any Promoter/Promoter Group, Directors, key managerial personnel and directors of corporate Promoter of the Company during the period from the six months preceding the date of the Board Meeting i.e. November 20, 2025, at which the Buyback was proposed and from the date of the Board Meeting till the date of this Public Announcement:

7. INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company have expressed their intention of not participating in the Buyback vide their letters dated November 21, 2025 and November 24, 2025. Accordingly, the disclosures as required as per paragraphs (viii) to the Schedule I of the Buyback Regulations are not applicable.

Given that the Promoter and Promoter Group have expressed their intention not to participate in the Buyback, the Equity Shares held by members of the Promoter and Promoter Group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(vi)(a) of the SEBI Buyback Regulations, and to that extent, the Eligible Shareholders will have a higher Buyback Entitlement ratio.

8. NO DEFAULTS

The Company confirms that it has not accepted any deposits either before or after applicability of the Act. Further, the Company confirms that there are no defaults subsisting in the redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking companies.

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause(x) of Schedule I in accordance with Regulation 5(iv)(b) of the Buyback Regulations, the Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion:

(i) That immediately following the date of the board meeting held on November 20, 2025 and the date of the members' resolution for approving the Buyback, being December 26, 2025, there will be no grounds on which the Company can be found unable to pay its debts.

(ii) That as regards the Company's prospects for the year immediately following the date of the board meeting held on November 20, 2025 as well as for the year immediately following the date of passing of the members' resolution, being December 26, 2025, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting and also from the date of passing of the members' resolution, being December 26, 2025; and

(iii) In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016, as amended.

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT

- all the equity shares for Buyback are fully paid-up;
- subject to the applicable law, the Company has not issued any Equity Shares or other securities from the date of the Board resolution approving the Buyback including by way of bonus issue till the expiry of the Buyback period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback is made in accordance with the Act and the SEBI Buyback Regulations;
- subject to the applicable law, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback is made except in discharge of subsisting obligations;

iv. the Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Act or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or

...continued from previous page.

implementation and maintenance of internal control relevant to compliance with terms and conditions contained in the Act, SEBI Buyback Regulations and the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., November 20, 2025 and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditors' Responsibility

6. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide a reasonable assurance whether:

i. we have inquired into the state of affairs of the Company in relation to the audited financial statements of the Company as at and for the year ended 31 March 2025 (the "Audited Financial Statements");

ii. the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited financial statements in accordance with Section 68 of the Act and Regulation 4(i) and 5(i)(a) of the Buy-back Regulations;

iii. the amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025 and the underlying books and records; and

iv. the Board of Directors of the Company in their meeting dated November 20, 2025 have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations on reasonable grounds and that the company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of board resolution dated November 20, 2025.

7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:

i. Inquired into the state of affairs of the Company with reference to the audited financial statements as at and for the year ended March 31, 2025;

ii. Examined that the amount of permissible capital payment (including Securities Premium) for the Buyback as detailed in Annexure A is in accordance with the provisions of Section 68(2)(b) of the Act and Regulations 4(i) and 5(i)(a) of the Buy-back Regulations;

iii. Traced the amounts of paid-up equity share capital, securities premium, retained earnings and general reserves as mentioned in Annexure A from the audited financial statements as at and for the year ended March 31, 2025 and the underlying books and records;

i. Examined that the Buyback approved by Board of Directors in its meeting held on November 20, 2025 is authorized by the Articles of Association of the Company;

ii. Examined that all the shares for buy-back are fully paid-up;

iii. Verified the arithmetical accuracy of the amounts mentioned in Annexure A;

iv. Obtained board of directors resolution date on November 20, 2025 pursuant to the requirements of clause (x) of Schedule I to the Buy-back Regulations; and

v. Obtained appropriate representations from the Management of the Company.

8. The audited financial statements as at and for financial year ended on 31 March 2025 referred to in paragraph 6 and 7 above, which we have considered for the purpose of this report, have been approved by the Board of Directors in their meeting held on 27 May 2025 on which auditor has issued an unmodified audit opinion vide our reports dated 27 May 2025 and is approved by the shareholders vide annual general meeting dated 11 August 2025. Audit of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

9. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

12. Based on our performance of the aforesaid procedures, we report that:

i. We have inquired into the state of affairs of the Company with reference to its audited financial statements as at and for the year ended March 31, 2025;

ii. The Board has proposed to buyback the Company's equity shares upto an aggregate amount not exceeding INR 3,400 lakhs ("Buyback Offer Size") at a price not exceeding INR 800/- per equity share ("Buyback Offer Price"). The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares as computed in Annexure A, has been properly determined in accordance with Section 68 of the Act and Regulation 4 and 5 of the Buy-back Regulations;

iii. The amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025, and underlying books and records; and

iv. The Board of Directors of the Company in their meeting held on November 20, 2025 have formed their opinion, as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of the board resolution dated November 20, 2025.

Restriction on use

13. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the merchant banker (the "Manager to the Buyback"), each for the purpose of extinguishment of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For B S R and Co

Chartered Accountants

Firm's Registration No: 128510W

Sd/-

Jejur Shah

Partner

Membership No: 045754

ICAI UDIN: 25045754BMLWHZ5339

Place: Ahmedabad

Date: November 20, 2025

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (the "Statement") in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 and 5 of the Buyback Regulations.

Particulars	Year Ended March 31, 2025 (Audited)
	Rs. In Lakhs
Paid up equity share capital and free reserves as of March 31, 2025, based on the financial statements of the Company	
Total paid-up Equity Share Capital	1,302.09
Free Reserves, comprising Retained Earnings*	19,942.92
Total Paid up Equity Share Capital and Free Reserves	21,245.01
Total Borrowing outstanding as at 31 March, 2025	6,303.19
Debt Equity Ratio Before Buy-back	0.30
Proposed Buy-Back assuming maximum permissible amount 68 (2)(c)	5,311.25
Debt Equity Ratio post buy-back required to be less than 2:1 as per section 68(2)(d)	0.40

*Free reserves as per explanation 11 to Section 68 of the Companies Act, 2013, as amended

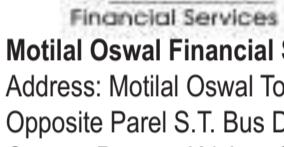
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12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

12.1. The Buyback is open to all Eligible Shareholders and beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.

12.2. The Buyback shall be on a proportionate basis (subject to the reservation for Small Shareholders in accordance with the Buyback Regulations) through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges pursuant to Tender-Offers under Takeovers, Buyback and Delisting" as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

12.3. For implementation of the Buyback, the Company has appointed **Motilal Oswal Financial Services Limited** as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



Motilal Oswal Financial Services Limited

Address: Motilal Oswal Tower, Rahimullah Sayani Road, Opposite Patel S.T. Bus Depot, Prabhadevi - Mumbai - 400 025
Contact Person: Krishna Sharma;
Tel No.: +91 22 7198 5473;
Email: ksharma@motilaloswal.com
Website: www.motilaloswal.com
CIN: L67190MH2005PLC153397
SEBI Registration No.: INZ000158836

12.4. The Company shall request BSE and NSE, to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purposes of this Buyback, BSE has been appointed as the 'Designated Stock Exchange'. The details of the Acquisition Window will be specified by Indian Stock Exchanges from time to time.

12.5. During the Tendering Period, the order for selling the Equity Shares shall be placed by the Eligible Shareholders through their respective stock brokers ("Stock Broker(s)") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialized form as well as physical form.

12.6. In the event the Stock Broker of any Eligible Shareholder is not registered with BSE / NSE as a trading member / stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using quick unique client code (UCC) facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholder is unable to register himself by using quick UCC facility through any other registered stock broker, then that Eligible Shareholder may approach the Company's Broker to place their bids, subject to completion of 'know your customer' requirements as required by the Company's Broker.

12.7. The Buyback Regulations do not restrict Eligible Shareholders from placing multiple bids and modifying bids, therefore, modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the Tendering Period. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of Acceptance. Eligible Shareholders are requested to consult their respective Stock Brokers regarding the same.

12.8. The cumulative quantity tendered shall be made available on Indian Stock Exchanges' websites at www.bseindia.com and www.nseindia.com, throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.

12.9. The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court/ any competent authority for transfer/sale of such Equity Shares and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the dependency of the lock-in or until such Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.

12.10. The reporting requirements for Non-Resident Shareholders under FEMA and any other rules, regulations, guidelines by the RBI, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Brokers through which the Eligible Shareholder places the order/bid.

12.11. Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:

(i) Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Stock Broker(s) by indicating to such Stock Broker(s) the details of Equity Shares they intend to tender under the Buyback.

(ii) The Stock Broker(s) would be required to place an order/bid on behalf of the Eligible Shareholder(s) who wish to tender Equity Shares in the Buyback using the Acquisition Window of BSE / NSE.

(iii) The lien shall be marked in the demat account of the Eligible Shareholder for the shares tendered in Tender Offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and the Central Depository Services Limited ("Depositories") to Clearing Corporations i.e. Indian Clearing Corporation Limited or the NSE Clearing Limited (formerly National Securities Clearing Corporation Limited), as applicable ("Clearing Corporations")

(iv) In case, the shareholder's demat account is held with one depository and clearing member pool and Clearing Corporation account is held with other depository, shares shall be blocked in the shareholder's demat account at source depository during the Tendering Period. Inter depository tender offer ("IDT") instructions shall be initiated by the eligible shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.

(v) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the time provided by the Indian Stock Exchanges on the last day of the Tendering Period ("Buyback Window Closing Date"). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned stock broker(s) shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

(vi) Upon placing the bid, the stock broker(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

(vii) Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the tender form to be sent. Such documents may include (but not be limited to):

- a. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form;
- b. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired;
- c. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

(viii) It is clarified that in case of demat Equity Shares, submission of tender form and TRS is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

(ix) The Eligible Shareholders will have to ensure that they keep the DP account active and unlocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.

(x) In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and, in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

12.12. Procedure to be followed by the Eligible Shareholders holding Equity Shares in physical form:

(i) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective stock broker(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the Eligible Shareholder's PAN Card, (iv) the tender form (duly signed by all Eligible Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.

(ii) Based on the aforesaid documents, the concerned Stock Broker shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form and

...continued from previous page.

14.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

14.10. Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

14.11. The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.

14.12. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tender under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.

14.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included

in the Letter of Offer which, along with the tender offer form, will be sent in due course to the Eligible Shareholders. However, if any Eligible Shareholder has not registered an email address with the Depositories, or on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), a physical form shall be sent by speed post or registered post or courier to such shareholder's registered postal address as available with the Company.

14.14. Pursuant to the order of the NCLT dated June 30, 2020, shares of the Company were allotted in the ratio of 3:1 to the shareholders of erstwhile Fairchem Speciality Limited in demat form. However, due to incorrect or inactive demat details, the shares of 781 shareholders, representing 45,564 equity shares held in physical form, could not be credited and are presently lying in the Demat Suspense Account of the Company. Consequently, the voting rights attached to these equity shares remain frozen. In this regard, the Company has, from time to time, sent letters to the aforesaid shareholders to claim their Equity Shares which are lying in the Demat Suspense Account. In the event such shareholders claim their respective Equity Shares and the Equity Shares are credited to their respective demat accounts, prior to the Record Date, such Shareholders will be eligible to tender their Equity Shares in the Buyback. However, in the event the credit of the Equity Shares takes place after the Record Date, such Shareholders will not be eligible to tender their Equity Shares in the Buyback. Notwithstanding the above, the entitlement ratio will be calculated taking into account the shares of 781 Shareholders, representing 45,564 Equity Shares held in physical form.

15. COMPLIANCE OFFICER

The details of the Compliance Officer are set out below.

Name: Mr. Jatin Jain
Designation: Company Secretary and Compliance Officer
Address: Fairchem Organics Limited, 253/P and 312, Village – Chekhala, Sanluka Sanand, Kadi Highway, Sanluka Sanand, District Ahmedabad – 382 115, Gujarat, India
Tel. No.: +91 02717-687900/91
Email: cs@fairchem.in
Website: www.fairchem.in

Eligible Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during 10:00 a.m. to 5:00 p.m. on any day

except Saturday, Sunday and public holidays.

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact MUFG Intime India Private Limited, the Registrar to the Buyback, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. at the following address:

MUFG MUFG Intime
MUFG Intime India Private Limited
C-101, 1st Floor, Embassy 247
Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai, Maharashtra – 400083, India
Tel. No. +91 8108114949
Email: fairchem.org.buyback@in.mpms.mufg.com
Website: www.in.mpms.mufg.com
Contact Person: Ms. Shanti Gopalakrishnan
SEBI Registration Number: INR000004058
CIN: U67190MH1999PTC118368

17. MANAGER TO THE BUYBACK

motilal oswal
Investment Banking
Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtulla Sayani Road,
Opposite Patel ST Depot, Prabhadevi, Mumbai- 400 025,
Maharashtra, India
Tel. No. +91 22 7193 4380
Email: fairchem.buyback@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact person: Ritu Sharma
SEBI Registration No.: INM000011005
CIN: U67190MH2006PLC160583

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and

confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Public Announcement is issued under the authority of the Buyback Committee in terms of the resolution dated December 29, 2025.

For and on behalf of the Board of Directors of Fairchem Organics Limited

Sd/- Sumit Maheshwari	Sd/- Nahoosh Jariwala	Sd/- Jatin Jain
Chairman and Managing Director DIN: 06920646	Company Secretary and Compliance Officer DIN: 00012412	Membership No. – A24293

Date: December 29, 2025

Place: Ahmedabad

Forward-looking statements

The information herein includes certain "forward-looking statements". These forward-looking statements are based on the Management's beliefs as well as on a number of assumptions concerning future events made using information currently available to the Management. Readers are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside the Company's control. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will', 'project', 'seek', 'should' and similar expressions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including, among other things, the expected benefits and costs of the Buyback, including the expected benefit to the Company's members; the processes and procedures to be undertaken to implement the Buyback; the expected timing of the completion of the Buyback; and the Company's future strategic and operational cash needs. These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results or outcomes to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results or outcomes to differ from those implied by the forward-looking statements include, but are not limited to, the possibility that the Buyback is not commenced or completed on the anticipated timetable or at all and the additional factors discussed in the "Risk Factors" section in the Company's Annual Report for the year ended March 31, 2025.

Adfactors

P POONAWALLA FINCORP

POONAWALLA FINCORP LIMITED

Registered office: 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra
Corporate Office: Unit No 2401, 24th Floor, Altimus, Dr. G.M. Bhosale Marg, Worli, Mumbai - 400 018, Maharashtra
Phone: 020 6780 8090; **CIN:** L5104PN1978PLC209007
Website: www.poonawallafincorp.com; **Email:** secretarial@poonawallafincorp.com

Notice to shareholders regarding the ongoing campaign

"SAKSHAM NIVESHAK"

In line with the circular by the Investor Education and Protection Fund Authority (IEPFA) under Ministry of Corporate Affairs, dated July 16, 2025, the shareholders of Poonawalla Fincorp Limited are hereby informed that the Company has initiated a awareness campaign titled "Saksham Niveshak".

Shareholder who have unclaimed or unpaid dividends and/or shares that have been transferred to IEPFA or those with related concerns are encouraged to reach out to the Company's Registrar to an Issue and Share Transfer Agent ("RTA") at C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai, Maharashtra, 400083. For assistance the shareholders may contact the RTA via phone at +91 8108116767 or email at investor.helpdesk@in.mpms.mufg.com

Shareholders are informed that the objective of this campaign is to facilitate the updating of essential records, including KYC details, bank mandates, nominee information and contact particulars. Those wishing to make such updates are requested to contact the Company's RTA at the address or email provided above.

Shareholders are hereby notified that, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred all the unclaimed and unpaid dividends and the corresponding underlying shares to the IEPFA upto Financial year 2017-2018. Shareholders who wish to claim these dividends or shares may do so by submitting the Form IEPF-5.

Details of unclaimed and unpaid dividends are available on the company's website at www.poonawallafincorp.com (Path: Investors > Investors Info > Unclaimed / Unpaid Dividends and Transfer to Investor Protection Fund)

Registered Office:

201 and 202, 2nd floor, AP 81,
Koregaon Park Annex, Mundhwa,
Pune - 411 036, Maharashtra.

For Poonawalla Fincorp Limited

Sd/-
Shabnum Zaman
Company Secretary
ACS No. 13918

GOVERNMENT OF TAMILNADU WATER RESOURCES DEPARTMENT Vellar Basin Circle, Cuddalore – 607 001

E - TENDER NOTICE

Form of Contract : Lumpsum - Item Contract Tender Notice (Two Cover System)
SHORT TERM E – TENDER NOTICE NO. : 09 /VBC/Cud/2025–2026/D.O./1/DATED: 29.12.2025.

For and on behalf of the Governor of Tamilnadu, e - tenders are invited by the Superintending Engineer, WRD, Vellar Basin Circle, Cuddalore-607 001, from the eligible registered contractors having required experience for construction and irrigation projects for the following works :

S. No.	Name of Work	Approximate Value Put to Tender including GST & Other Taxes in Lakhs	Period of Completion (Including Rainy Season)	Tender submission through online closing date and time (as per Server System Clock)	Opening of Tender through online closing date and time (as per Server System Clock)
1.	Construction of Headas Regulator across Vadavai near Thorupu Village in Kattumannarkoil Taluk of Cuddalore District.	Rs 446.00	12 Months	21.01.2026 upto 12.00 Hours	21.01.2026 At 13.30 Hours
2.	Construction of Drainage Inlets in Foreshore bank of Perennial Tank in Kuriyappadi Taluk of Cuddalore District.	Rs 1215.50	12 Months	21.01.2026 upto 12.00 Hours	21.01.2026 At 13.30 Hours
3.	Reconstruction of existing Pichavaram Regulator in Uppadravu L.S 13 near Vellore in Vellore District.	Rs.2315.00	24 Months	21.01.2026 upto 12.00 Hours	21.01.2026 At 14.00 Hours
4.	Construction Protection wall in Mullam Chennai, Manavakkal and Sengazhaperumal Vilage in Mullam, Muvur and Sengazhaperumal Vilage in Kattumannarkoil Taluk of Cuddalore District.	Rs.864.00	12 Months	21.01.2026 upto 12.00 Hours	21.01.2026 At 14.30 Hours
5.	Construction of Regulator across Vellar Rajan channel at Sethiyal Village in Bhuvanagiri Taluk of Cuddalore District.	Rs.700.00	12 Months	21.01.2026 upto 12.00 Hours	21.01.2026 At 15.00 Hours
6.	Rehabilitation and Improvements in Chenna Vakkai in Cuddalore Taluk of Cuddalore District.	Rs.2889.00	24 Months	21.01.2026 upto 12.00 Hours	21.01.2026 At 15.30 Hours
7.	Construction of protection wall to the right bank of Penniyar River from Kavuram Nagar to District Collector Office opposite in Cuddalore Taluk and District Collector Taluk in Cuddalore District.	Rs 1405.00	15 Months	21.01.2026 upto 12.00 Hours	21.01.2026 At 16.00 Hours
8.	Permanent flood protection works of Penniyar River at low lying areas near the estuary of Cuddalore Town in Cuddalore Taluk in Cuddalore District.	Rs.5465.00	18 Months	21.01.2026 upto 12.00 Hours	21.01.2026 At 16.30 Hours

The tender documents and bid forms will be available in the Government website <http://tenders.tn.gov.in> for the tenders to view and download of the e-tender through online at free of cost and submission of tenders shall be done only through online.

Note : i) The responsibility of the tenderer to take care of any correction or modification uploaded subsequently in website, the same shall be taken into account while submitting tender. ii) The tender authority doesn't take any responsibility for the delay/non-submission of tender/non-reception or non-payment caused due to non-availability of internet connection, network/traffic/holidays or any other reasons. iii) Tender may be canceled at any stage by competent authority. iv) Cost of EMD will be paid through online mode only.

Superintending Engineer, WRD,
Vellar Basin Circle, Cuddalore-1.

Navin Fluorine International Limited

Regd. Office: No. 602, Natraj by Rustonjee, Near Western Express Highway,
Sir Mathuradas Vasani Road, Andheri (East), Mumbai 400069, India
Tel. No. +91 22 6500 9991 Fax No. +91 22 6500 9800
Website: www.nflinil.in E-mail: investor.relations@nflinil.in
CIN: L24110MH1998PLC115499

NOTICE

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder ('the Act'), Regulation 44 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company, General Circular of Ministry of Corporate Affairs ('MCA') dated September 22, 2025 and other applicable Circulars (collectively referred as 'MCA Circulars'), as amended from time to time, the Notice of Postal Ballot dated December 02, 2025 seeking consent of the Members of the Company by voting through electronic mode ('remote e-voting') to transact the following Business Item, has been sent on December 29, 2025 only by e-mail to all Members whose names appears in the Register of Members/List of Beneficial Owners as on Friday, December 26, 2025 ('Cut-off Date') and whose e-mail addresses are registered with the Company / Company's Registrar and Transfer Agent viz. KFin Technologies Limited ('KFinTech') respectively. Depositories:

Item No.	Type of Resolution	Description of Resolution
01.	Special Resolution	Appointment of Mr. Kartikeya Dube (DIN: 00929373) as an Independent Director of the Company

Pursuant to MCA Circulars, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business envelope is not being sent to Members and therefore, Members are required to communicate their assent or dissent through stipulated remote e-voting system only. Members of the Company holding shares either in physical form or in dematerialised form as on Cut-Off Date are only eligible to cast their votes and, any person who is not a member as on the Cut-Off Date should treat the Postal Ballot Notice for the information purposes only.

The Company has appointed National Securities Depository Limited ('NSDL') for providing remote e-voting facility to its Members. The remote e-voting commences on Tuesday, December 30, 2025 (9:00 A.M. IST) and ends on Wednesday, January 28,



FAIRCHEM ORGANICS LIMITED

CIN: L24200GJ2019PLC129759

Registered Office & Works: 253/P & 312, Village Chekhala, Sanand-Kadi Highway, Taluka Sanand, District Ahmedabad - 382115, Gujarat, India.

Tel: +91 02717-687900/901; Website: www.fairchem.in, Email: cs@fairchem.in
Contact Person: Jatin Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF FAIRCHEM ORGANICS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("Buyback Regulations") and contains the requisite disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 4,25,000 (FOUR LAKHS TWENTY FIVE THOUSAND FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH OF FAIRCHEM ORGANICS LIMITED, REPRESENTING 3.26% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2025 FROM ALL THE ELIGIBLE SHAREHOLDERS OF EQUITY SHARES OF THE COMPANY AS ON MONDAY, JANUARY 5, 2026 (RECORD DATE) AS PER THE RECORDS MADE AVAILABLE TO THE COMPANY BY DEPOSITORIES AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS (SUBJECT TO SMALL SHAREHOLDER RESERVATION), THROUGH THE "TENDER OFFER" ROUTE AT A PRICE OF ₹ 800/- (RUPEES EIGHT HUNDRED ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION OF UP TO ₹ 3,400 LAKHS (RUPEES THREE THOUSAND FOUR HUNDRED LAKHS ONLY) ("BUYBACK").

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'lakh'. All references to "Rupee(s)", "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The Board of Directors of the Company (the "Board"), at its meeting held on November 20, 2025, has, subject to the approval of the members of the Company, by way of a special resolution through postal ballot ("Special Resolution") and subject to such other approvals, permissions and sanctions, as may be necessary, approved the proposal to Buyback its own fully paid-up equity shares of face value of ₹ 10 (Rupees Ten Only) each ("Equity Shares") from the shareholders of the Company, as on the record date, to be determined by the Board Buyback Committee, ("Record Date"), on a proportionate basis, at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share ("Buyback Price") and for an amount of ₹ 3,400 lakhs (Rupees Three Thousand Four Hundred Lakh only) excluding any expenses or transaction costs incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the ("Buyback Offer Size"), representing 16.00% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company for the financial year ended March 31, 2025 through the tender offer route, in accordance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations") and the Companies Act, 2013 and the rules made thereunder ("Buyback").

1.2. Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, 2013, as may be amended from time to time, along with all rules and regulations issued thereunder ("Act") and Regulation 5(i)(b) of the Buyback Regulations, the Board had sought approval of the shareholders of the Company for Buyback, by a special resolution, through notice of postal ballot dated November 20, 2025 ("Postal Ballot Notice"), the results of which were announced on **Friday, December 26, 2025**. The shareholders of the Company have approved the Buyback through the Special Resolution. The Buyback is being undertaken in accordance with Article 43 of the Articles of Association of the Company and in terms of Chapter III of the Buyback Regulations through tender offer route and in accordance with other applicable provisions of the Buyback Regulations, the SEBI Circulars (as defined below), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations") and Sections 68, 69, 70 and other applicable provisions, if any, of the Act, and the relevant rules framed thereunder, including the Companies (Share Capital and Debenture) Rules, 2014 ("Share Capital Rules") and Companies (Management and Administration) Rules, 2014 ("Management Rules"), to the extent applicable. The Company proposed the buyback of its fully paid-up Equity Shares, not exceeding 4,25,000 (Four Lakhs Twenty Five Thousand) Equity Shares (representing up to 3.26% of the total number of Equity Shares in the existing total paid-up equity share capital of the Company based on the latest audited financial statements for the financial year ended March 31, 2025) at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share, payable in cash, for an aggregate amount of up to ₹ 3,400 lakhs (Rupees Three Thousand Four Hundred Lakh only) and representing 16.00% of the aggregate of fully paid-up Equity Share capital and free reserves (including securities premium account) as per the latest audited financial statements of the Company for the financial year ended March 31, 2025, which is within the prescribed limit of 25% under the Act and Regulation 4(i) of the Buyback Regulations.

1.3. In accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

1.4. The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. ("Transaction Costs").

1.5. The Equity Shares are currently traded under the trading code(s) 543252 at BSE Limited ("BSE") and FAIRCHEM at National Stock Exchange of India Limited ("NSE") (collectively referred to as "Indian Stock Exchanges").

1.6. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified by Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/POLCYCELL/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR/II/CIR/P/2021/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 8, 2023, and such other circulars or notifications, as may be applicable, including any amendments thereof as amended ("SEBI Circulars")

1.7. The Equity Shares shall be bought back on a proportionate basis from all the shareholders of the Company holding Equity Shares as on Record Date, i.e. Monday, January 05, 2026 ("Eligible Shareholders"), through the "Tender Offer" route, as prescribed under the Buyback Regulations, and subject to applicable laws, facilitated through the stock exchange mechanism as specified by SEBI in the SEBI Circulars. In that regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE Limited will be the Designated Stock Exchange.

1.8. Participation in the Buyback by Eligible Shareholders will trigger tax on consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of the shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of

consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the Tendering Period (as defined below). Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.9. The Buyback of Equity Shares from non-resident members of the Company, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors, members of foreign nationality, if any, etc., shall be subject to the Foreign Exchange Management Act, 1999 ("FEMA") and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, the Depository Receipts Scheme, 2014, as applicable, and shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under FEMA and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident shareholders.

1.10. The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a reservation of up to 15% (fifteen percent) of the number of Equity Shares proposed to be bought back or number of Equity Shares entitled as per the Eligible Shareholders who hold Equity Shares of market value not more than ₹ 2,00,000 (Rupees Two Lakh Only), on the basis of the closing price on the Indian Stock Exchanges registering the highest trading volume as on the Record Date, i.e., Monday, January 05, 2026 ("Small Shareholders") as on the Record Date, whichever is higher.

1.11. A copy of this Public Announcement is available on the Company's website i.e., www.fairchem.in, the website of the Manager to the Buyback at www.motialswalgroup.com and is expected to be made available on the website of the SEBI at www.sebi.gov.in, and on the websites of the respective Indian Stock Exchanges at www.nseindia.com and www.bseindia.com

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Company has been generating reasonable amounts of cash on an ongoing basis. The current Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

- 2.1. The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;
- 2.2. The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders";
- 2.3. The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and
- 2.4. The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

3. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

At Buyback Price and Buyback Size, the Indicative Buyback Shares that can be bought back would be 4,25,000 (Four Lakhs Twenty-Five Thousand) fully paid-up Equity Shares, representing 3.26% of the fully paid-up Equity Shares of the Company. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

4. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

4.1. The amount of funds required for the Buyback will aggregate to ₹ 3,400 Lakhs (Rupees Three Thousand Four Hundred Lakh only), being 16.00% of the aggregate of the total paid-up share capital and free reserves of the Company as per latest audited financial statements as at March 31, 2025, which is less than 25% of the aggregate of the total paid-up share capital and free reserves of the Company.

4.2. The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage, filing fees, turnover charges, advisory fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses.

4.3. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves and securities premium account of the Company or such other source as may be permitted by the Buyback Regulations or the Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.

5. BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of ₹ 800/- per Equity Share ("Buyback Price"). The Buyback Price has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average market prices of the Equity Shares on BSE and NSE where the Equity Shares are listed, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share. Further, in accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

In line with the recent market practice in relation to buybacks, the Buyback Price represents:

- Premium of 4.41% and 4.94% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 3 (three) months period preceding November 17, 2025, being the date of intimation to the Stock Exchanges regarding the proposal of Buyback being considered at the Board Meeting Date ("Intimation Date").
- Premium of 16.60% and 16.02% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 2 (two) weeks preceding the Intimation Date.
- Premium of 26.13% and 25.95% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date.
- Premium of 14.16% and 14.77% over the closing price of the Equity Shares on BSE and NSE, respectively, as on November 20, 2025, being the Board Meeting Date.

6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND DIRECTORS OF PROMOTERS WHERE PROMOTER IS A COMPANY AND OF DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY SHAREHOLDING AND OTHER DETAILS

6.1. The aggregate shareholding in the Company of the: (i) promoters and the members of the promoter group of the Company ("Promoter and Promoter Group"); (ii) Directors of the Promoter where Promoter is a Company and (iii) Directors and key managerial personnel of the Company as on the date of this Public Announcement:

(i) Aggregate shareholding of the Promoter and Promoter Group as on the date of this Public Announcement:

Sr. No.	Name of the shareholder	Nos. of Equity Shares	% of paid up equity share capital
1	FIH Mauritius Investments Ltd	68,78,656	52.83
2	FIH Private Investments Ltd	3,24,000	2.49
3	Nahoosh Tradelink LLP	4,43,293	3.40
4	Jarwala Tradelink LLP	3,21,874	2.47
5	Shri Nahoosh Jarwala	Nil	Nil
Total		79,67,823	61.19

(ii) Aggregate shareholding of the directors of the promoters as on the date of this Public Announcement i.e. Monday, December 29, 2025 where the promoter is a company:

FIH Mauritius Investments Ltd:

Sr. No.	Name of the Directors	Nos. of Equity Shares	% of paid up equity share capital
1	Ms. Amy Tan Sze Ping	Nil	Nil
2	Mr. Chandran Ratnawami	Nil	Nil
3	Mr. Gopalakrishnan Soundarajan	Nil	Nil
4	Mr. Mohammad Akshar Maherally	Nil	Nil
5	Ms. Sangeeta Bisssurur	Nil	Nil

FIH Private Investments Ltd:

Sr. No.	Name of the Directors	Nos. of Equity Shares	% of paid up equity share capital
1	Ms. Amy Tan Sze Ping	Nil	

...continued from previous page.

implementation and maintenance of internal control relevant to compliance with terms and conditions contained in the Act, SEBI Buyback Regulations and the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., November 20, 2025 and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditors' Responsibility

6. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide a reasonable assurance whether:

i. we have inquired into the state of affairs of the Company in relation to the audited financial statements of the Company as at and for the year ended 31 March 2025 (the "Audited Financial Statements");

ii. the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited financial statements in accordance with Section 68 of the Act and Regulation 4(i) and 5(i)(a) of the Buy-back Regulations;

iii. the amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025 and the underlying books and records; and

iv. the Board of Directors of the Company in their meeting dated November 20, 2025 have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations on reasonable grounds and that the company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of board resolution dated November 20, 2025.

7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:

i. Inquired into the state of affairs of the Company with reference to the audited financial statements as at and for the year ended March 31, 2025;

ii. Examined that the amount of permissible capital payment (including Securities Premium) for the Buyback as detailed in Annexure A is in accordance with the provisions of Section 68(2)(b) of the Act and Regulations 4(i) and 5(i)(a) of the Buy-back Regulations;

iii. Traced the amounts of paid-up equity share capital, securities premium, retained earnings and general reserves as mentioned in Annexure A from the audited financial statements as at and for the year ended March 31, 2025 and the underlying books and records;

i. Examined that the Buyback approved by Board of Directors in its meeting held on November 20, 2025 is authorized by the Articles of Association of the Company;

ii. Examined that all the shares for buy-back are fully paid-up;

iii. Verified the arithmetical accuracy of the amounts mentioned in Annexure A;

iv. Obtained board of directors resolution date on November 20, 2025 pursuant to the requirements of clause (x) of Schedule I to the Buy-back Regulations; and

v. Obtained appropriate representations from the Management of the Company.

8. The audited financial statements as at and for financial year ended on 31 March 2025 referred to in paragraph 6 and 7 above, which we have considered for the purpose of this report, have been approved by the Board of Directors in their meeting held on 27 May 2025 on which auditor has issued an unmodified audit opinion vide our reports dated 27 May 2025 and is approved by the shareholders vide annual general meeting dated 11 August 2025. Audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

9. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

12. Based on our performance of the aforesaid procedures, we report that:

i. We have inquired into the state of affairs of the Company with reference to its audited financial statements as at and for the year ended March 31, 2025;

ii. The Board has proposed to buyback the Company's equity shares upto an aggregate amount not exceeding INR 3,400 lakhs ("Buyback Offer Size") at a price not exceeding INR 800/- per equity share ("Buyback Offer Price").

The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares as computed in Annexure A, has been properly determined in accordance with Section 68 of the Act and Regulation 4 and 5 of the Buy-back Regulations;

iii. the amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025, and the underlying books and records; and

iv. the Board of Directors of the Company in their meeting held on November 20, 2025 have formed their opinion, as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of the board resolution dated November 20, 2025.

Restriction on use

13. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the merchant banker (the "Manager to the Buyback"), each for the purpose of extinguishment of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For B S R and Co

Chartered Accountants

Firm's Registration No: 128510W

Sd/-

Jeyur Shah

Partner

Membership No: 045754

ICAI UDIN: 25045754BMMWZ5339

Place: Ahmedabad

Date: November 20, 2025

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (the "Statement") in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 and 5 of the Buyback Regulations.

Particulars	Year Ended March 31, 2025 (Audited)
	Rs. In Lakhs
Paid up equity share capital and free reserves as of March 31, 2025, based on the financial statements of the Company	1,302.09
Total paid-up Equity Share Capital	1,302.09
Free Reserves, comprising Retained Earnings*	19,942.92
Total Paid up Equity Share Capital and Free Reserves	21,245.01
Total Borrowing outstanding as at 31 March, 2025	6,303.19
Debt Equity Ratio Before Buy-back	0.30
Proposed Buy-Back assuming maximum permissible amount 68 (2)(c)	5,311.25
Debt Equity Ratio post buy-back required to be less than 2:1 as per section 68(2)(d)	0.40

Particulars	Year Ended March 31, 2025 (Audited)
	Rs. In Lakhs
The amount of Permissible Capital Payment towards the Buy-back being lower of;	
Permissible Number of Equity Shares eligible for Buy-back in accordance with Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4 of the Buy-back Regulations (25% of total number of outstanding equity shares) (Nos.)	32,55,225
Permissible capital payment towards Buy-back of Equity Shares in accordance with Section 68(2)(b) of the Companies Act, 2013 read with Regulation 5 of the Buy-back Regulations (25% of paid-up equity capital and free reserves as at March 31, 2025)	5,311.25
Permissible capital payment towards Buy-back of Equity Shares in accordance with Section 68(2)(b) of the Companies Act, 2013 read with Regulation 5 of the Buy-back Regulations (10% of paid-up equity capital and free reserves as at March 31, 2025)	2,124.50
Aggregate amount approved by the Board of Directors as Buy-back consideration at its meeting held on November 20, 2025 excluding transaction costs and any expenses incurred or to be incurred for the Buyback.	3,400.00

*Free reserves as per explanation 11 to Section 68 of the Companies Act, 2013, as amended

Unquote.

12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

12.1. The Buyback is open to all Eligible Shareholders and beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.

12.2. The Buyback shall be on a proportionate basis (subject to the reservation for Small Shareholders) in accordance with the Buyback Regulations through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges pursuant to Tender Offers under Takeovers, Buyback and Delisting" as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

12.3. For implementation of the Buyback, the Company has appointed **Motilal Oswal Financial Services Limited** as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



Financial Services

Motilal Oswal Financial Services Limited

Address: Motilal Oswal Tower, Rahimtullah Sayani Road,

Opposite Patel S.T. Bus Depot, Prabhadevi - Mumbai - 400 025

Contact Person: Krishna Sharma;

Tel No.: +91 22 7198 5473;

Email: ksharma@motilaloswal.com

Website: www.motilaloswal.com

CIN: L67190MH2005PLC153397

SEBI Registration No.: INZ2000158836

12.4. The Company shall request BSE and NSE, to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purposes of this Buyback, BSE has been appointed as the 'Designated Stock Exchange'. The details of the Acquisition Window will be specified by Indian Stock Exchanges from time to time.

12.5. During the Tendering Period, the order for selling the Equity Shares shall be placed by the Eligible Shareholders through their respective stock brokers ("Stock Broker(s)") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialized form as well as physical form.

12.6. In the event the Stock Broker of any Eligible Shareholder is not registered with BSE / NSE as a trading member / stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using quick unique client code (UCC) facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholder is unable to register himself by using quick UCC facility through any other registered stock broker, then that Eligible Shareholder may approach the Company's Broker to place their bids, subject to completion of 'know your customer' requirements as required by the Company's Broker.

12.7. The Buyback Regulations do not restrict Eligible Shareholders from placing multiple bids and modifying bids, therefore, modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the Tendering Period. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of Acceptance. Eligible Shareholders are requested to consult their respective Stock Brokers regarding the same.

12.8. The cumulative quantity tendered shall be made available on Indian Stock Exchanges' websites at www.bseindia.com and www.nseindia.com, throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.

12.9. The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court/ any competent authority for transfer/sale of such Equity Shares and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall also not Accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.

12.10. The reporting requirements for Non-Resident Shareholders under FEMA and any other rules, regulations, guidelines by the RBI, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Brokers through which the Eligible Shareholder places the order/bid.

12.11. Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:

(i) Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Stock Broker(s) by indicating to such Stock Broker(s) the details of Equity Shares they intend to tender under the Buyback.

(ii) The Stock Broker(s) would be required to place an order/bid on behalf of the Eligible Shareholder(s) who wish to tender Equity Shares in the Buyback using the Acquisition Window of BSE / NSE.

(iii) The lien shall be marked in the demat account of the Eligible Shareholder for the shares tendered in Tender Offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and the Central Depository Services Limited ("Depositories") to Clearing Corporations i.e. Indian Clearing Corporation Limited or the NSE Clearing Limited (formerly National Securities Clearing Corporation Limited), as applicable ("Clearing Corporations")

(iv) In case, the shareholder's demat account is held with one depository and clearing member pool and Clearing Corporation account is held with other depository, shares shall be blocked in the shareholder's demat account at source depository during the Tendering Period. Inter-depository tender offer ("IDT") instructions shall be initiated by the eligible shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.

(v) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the time provided by the Indian Stock Exchanges on the last day of the Tendering Period ("Buyback Window Closing Date"). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned stock broker(s) shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

(vi) Upon placing the bid, the stock broker(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

(vii) Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the tender form to be sent. Such documents may include (but not be limited to):

a. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form;

b. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and

c. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

(viii) It is clarified that in case of demat Equity Shares, submission of tender form and TRS is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system

...continued from previous page.

14.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

14.10. Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in the form of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

14.11. The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.

14.12. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the 'Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting' notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.

14.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included

in the Letter of Offer which, along with the tender offer form, will be sent in due course to the Eligible Shareholders. However, if any Eligible Shareholder has not registered an email address with the Depositories, or on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (in whom Letter of Offer and tender form were emailed), a physical form shall be sent by post or registered post or courier to such shareholder's registered postal address as available with the Company.

14.14. Pursuant to the order of the NCLT dated June 30, 2020, shares of the Company were allotted in the ratio of 3:1 to the shareholders of erstwhile Fairchem Speciality Limited in demat form. However, due to incorrect or inactive demat details, the shares of 781 shareholders, representing 45,564 equity shares held in physical form, could not be credited and are presently lying in the Demat Suspense Account of the Company. Consequently, the voting rights attached to these equity shares remain frozen. In this regard, the Company has, from time to time, sent letters to the aforesaid shareholders to claim their Equity Shares which are lying in the Demat Suspense Account. In the event such shareholders claim their respective Equity Shares and the Equity Shares are credited to their respective demat accounts, prior to the Record Date, such Shareholders will be eligible to tender their Equity Shares in the Buyback. However, in the event the credit of the Equity Shares takes place after the Record Date, such Shareholders will not be eligible to tender their Equity Shares in the Buyback. Notwithstanding the above, the entitlement ratio will be calculated taking into account the shares of 781 Shareholders, representing 45,564 Equity Shares held in physical form.

15. COMPLIANCE OFFICER

The details of the Compliance Officer are set out below.
Name: Mr. Jatin Jain
Designation: Company Secretary and Compliance Officer
Address: Fairchem Organics Limited, 253P and 312, Village - Chekhala, Sanand - Kadi Highway, Taluka Sanand, District Ahmedabad - 382 115, Gujarat, India
Tel. No.: +91 02717- 687900/901
Email: cs@fairchem.in
Website: www.fairchem.in
 Eligible Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during 10:00 a.m. to 5:00 p.m. on any day

except Saturday, Sunday and public holidays.

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact MUFG Intime India Private Limited, the Registrar to the Buyback, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. at the following address:



MUFG Intime India Private Limited
 C-101, 1st Floor, Embassy 247
 Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra - 400083, India
 Tel. No. +91 8108114949
 Email: fairchem.buyback@in.mmps.mufg.com
 Website: www.in.mmps.mufg.com
 Contact Person: Ms. Shanil Gopalkrishnan
 SEBI Registration Number: INR0000004058
 CIN: U67190MH1999PTC118368

17. MANAGER TO THE BUYBACK



Motilal Oswal Investment Advisors Limited
 Motilal Oswal Tower, Rahimtulla Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025, Maharashtra, India
 Tel. No.: +91 22 7193 4380
 Email: fairchem.buyback@motilaloswal.com
 Website: www.motilaloswalgroup.com
 Contact person: Ritu Sharma
 SEBI Registration No.: INR0000011005
 CIN: U67190MH2006PLC160583

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and

confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Public Announcement is issued under the authority of the Buyback Committee in terms of the resolution dated December 29, 2025.

For and on behalf of the Board of Directors of Fairchem Organics Limited

Sd/- Sumit Maheshwari Nominee Director DIN: 06920646	Sd/- Nahoosh Jariwala Chairman and Managing Director DIN: 00012412	Sd/- Jatin Jain Company Secretary and Compliance Officer Membership No. - A24293
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Date: December 29, 2025

Place: Ahmedabad

Forward-looking statements

The information herein includes certain "forward-looking statements". These forward-looking statements are based on the Management's beliefs as well as on a number of assumptions concerning future events made using information currently available to the Management. Readers are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside the Company's control. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will', 'project', 'seek', 'should' and similar expressions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including, among other things, the expected benefits and costs of the Buyback, including the expected benefit to the Company's members; the processes and procedures to be undertaken to implement the Buyback; the expected timing of the completion of the Buyback; and the Company's future strategic and operational cash needs. These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results or outcomes to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results or outcomes to differ from those implied by the forward-looking statements include, but are not limited to, the possibility that the Buyback is not commenced or completed on the anticipated timetable or at all and the additional factors discussed in the "Risk Factors" section in the Company's Annual Report for the year ended March 31, 2025.

Adfactors

REGD. OFFICE: ESAF Bhavan,
Mannuthy, Thrissur - 680 651, Kerala.

GOLD AUCTION NOTICE

Notice is hereby given for the information of all concerned that Gold ornaments pledged with ESAF Small Finance Bank and not redeemed by borrowers, despite repeated reminders and notices, of our branches, are listed below. This will be auctioned as per the details given below:

DATE OF AUCTION: 08-01-2026

TIME: 2pm to 5 pm

AUCTION VENUE: Through e-Auction

AUCTION ADDRESS: <https://legold.auctiontiger.net>

Contact Number: 9099013705 / 6351896640

To register as bidder for the e-Auction with terms and conditions, and full details of e-Auction please visit the above site

BRANCHES & LOAN ACCOUNT NUMBERS

AHMEDABAD - MANINAGAR: 63250001523257, SURAT: 63250001489820.

AHMEDABAD - PRAHLADNAGAR: 63250001446512.

Customers who are interested to release the ornaments by paying the total due amount may do so, at the respective branches, on or two days before the date of the auction.

Bidders who wish to participate in the auction shall produce their KYC documents. GST. No. is mandatory for registered firms/companies. Bidders shall deposit a sum of Rs.50,000 as EMD before participating in the auction.

Thirissur Date: 30-12-2025

Sd/- Authorized Signatory



POONAWALLA FINCORP

POONAWALLA FINCORP LIMITED

Registered office: 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra

Corporate Office: Unit No 2401, 24th Floor, Altimus, Dr. G.M. Bhosale Marg, Worli, Mumbai - 400 018, Maharashtra

Phone: 020 6780 8090, CIN: L51504PN1978PLC209007

Website: www.poonawallafincorp.com; Email: secretarial@poonawallafincorp.com

Notice to shareholders regarding the ongoing campaign

"SAKSHAM NIVESHAK"

In line with the circular by the Investor Education and Protection Fund Authority (IEPFA) under Ministry of Corporate Affairs, dated July 16, 2025, the shareholders of Poonawalla Fincorp Limited are hereby informed that the Company has initiated a awareness campaign titled "Saksham Niveshak".

Shareholder who have unclaimed or unpaid dividends and/or shares that have been transferred to IEPFA or those with related concerns are encouraged to reach out to the Company's Registrar to an Issue and Share Transfer Agent ("RTA") at C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai, Maharashtra, 400083. For assistance the shareholders may contact the RTA via phone at +91 8108116767 or email at investor.helpdesk@in.mmps.mufg.com

Shareholders are informed that the objective of this campaign is to facilitate the updating of essential records, including KYC details, bank mandates, nominee information and contact particulars. Those wishing to make such updates are requested to contact the Company's RTA at the address or email provided above.

Shareholders are hereby notified that, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred all the unclaimed and unpaid dividends and the corresponding underlying shares to the IEPFA upto Financial year 2017-2018. Shareholders who wish to claim these dividends or shares may do so by submitting the Form IEPF-5.

Details of unclaimed and unpaid dividends are available on the company's website at www.poonawallafincorp.com (Path: Investors > Investors Info > Unclaimed / Unpaid Dividends and Transfer to Investor Protection Fund)

Registered Office:

201 and 202, 2nd floor, AP 81,
Koregaon Park Annex, Mundhwa,
Pune - 411 036, Maharashtra.

Date : December 29, 2025

For Poonawalla Fincorp Limited

Sd/-
Shabnum Zaman
Company Secretary
ACS No. 13918



POONAWALLA FINCORP LIMITED

Registered office: 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra

Corporate Office: Unit No 2401, 24th Floor, Altimus, Dr. G.M. Bhosale Marg, Worli, Mumbai - 400 018, Maharashtra

Phone: 020 6780 8090; CIN: L51504PN1978PLC209007

Website: www.poonawallafincorp.com; Email: secretarial@poonawallafincorp.com

Special Window for Re-lodgement of Transfer Requests of Physical Shares of Poonawalla Fincorp Limited

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-POD/P/CIR/2025/97 dated July 02, 2025, all Shareholders are hereby informed that a "Special Window" is being opened for a period of six months, from July 07, 2025 to January 06, 2026 to facilitate re-lodgement of transfer requests of physical shares.

During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company/Registrar to an Issue and Share Transfer Agent, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demot request.

This facility is available for Transfer deeds lodged prior to April 01, 2019 and which were rejected, returned, or not attended to due to deficiencies in documents/process/or otherwise. Shareholders who have missed the earlier deadline of March 31, 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's Registrar to an Issue and Share Transfer Agent at the address below:

MUFG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)

Correspondence Office address -
C-101, 247 Park, L B S Marg, Vikhroli
West, Mumbai - 400 083. Maharashtra.
Email:investor.helpdesk@in.mmps.mufg.com
Telephone No: + 91 8108116767

Registered Office:

201 and 202, 2nd floor, AP 81,
Koregaon Park Annex, Mundhwa,
Pune - 411 036, Maharashtra.

Date : December 29, 2025

For Poonawalla Fincorp Limited
Sd/-
Shabnum Zaman
Company Secretary
ACS No. 13918

Enter a better life

ચોલામંડલમ ઇન્વેસ્ટરેન્ટ એન્ડ ફાઈનાન્સ કંપની લિમિટેડ

એન્ડરિંગ કોર્પોરેશન ઓફિસ: ચોલા કેસ્ટ, સુપર બી, સીપીએ અને સીપીપ, ૪, બીલ્ડિંગ નંંબર ૫૦૦૦૩૨૦.

એન્ડરિંગ કોર્પોરેશન ઓફિસ: ચોલા કેસ્ટ, સુપર બી, સીપીએ અને સીપીપ, ૪, બીલ્ડિંગ નંંબર ૫૦૦૦૩૨૦.

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FAIRCHEM ORGANICS LIMITED

CIN: L24200GJ2019PLC129759

Registered Office & Works: 253/P & 312, Village Chekhala, Sanand-Kadi Highway, Taluka Sanand, District Ahmedabad - 382115, Gujarat, India.

Tel: +91 02717-687900/901; Website: www.fairchem.in, Email: cs@fairchem.in

Contact Person: Jatin Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF FAIRCHEM ORGANICS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("Buyback Regulations") and contains the requisite disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 4,25,000 (FOUR LAKHS TWENTY FIVE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH OF FAIRCHEM ORGANICS LIMITED, REPRESENTING 3.26% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2025 FROM ALL THE ELIGIBLE SHAREHOLDERS OF EQUITY SHARES OF THE COMPANY AS ON MONDAY, JANUARY 5, 2026 (RECORD DATE) AS PER THE RECORDS MADE AVAILABLE TO THE COMPANY BY DEPOSITORIES AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS (SUBJECT TO SMALL SHAREHOLDER RESERVATION), THROUGH THE "TENDER OFFER" ROUTE AT A PRICE OF ₹ 800/- (RUPEES EIGHT HUNDRED ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION OF UP TO ₹ 3,400 LAKHS (RUPEES THREE THOUSAND FOUR HUNDRED LAKHS ONLY) ("BUYBACK").

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'lakh'. All references to "Rupee(s)", "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The Board of Directors of the Company (the "Board"), at its meeting held on November 20, 2025, has, subject to the approval of the members of the Company, by way of a special resolution through postal ballot ("Special Resolution") and subject to such other approvals, permissions and sanctions, as may be necessary, approved the proposal to Buyback its own fully paid-up equity shares of face value of ₹ 10 (Rupees Ten Only) each ("Equity Shares") from the shareholders of the Company, as on the record date, to be determined by the Board/ Buyback Committee, ("Record Date"), on a proportionate basis, at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share ("Buyback Price") and for an amount of ₹ 3,400 lakhs (Rupees Three Thousand Four Hundred Lakhs only) excluding any expenses or transaction costs incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisory fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the ("Buyback Offer Size"), representing 16.00% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company for the financial year ended March 31, 2025 through the tender offer route, in accordance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations") and the Companies Act, 2013 and the rules made thereunder ("Buyback").

1.2. Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, 2013, as may be amended from time to time, along with all rules and regulations issued thereunder ("Act") and Regulation 5(b)(b) of the Buyback Regulations, the Board had sought approval of the shareholders of the Company for Buyback, by a special resolution, through notice of postal ballot dated November 20, 2025 ("Postal Ballot Notice"), the results of which were announced on **Friday, December 26, 2025**. The shareholders of the Company have approved the Buyback through the Special Resolution. The Buyback is being undertaken in accordance with Article 43 of the Articles of Association of the Company and in terms of Chapter III of the Buyback Regulations through tender offer route and in accordance with other applicable provisions of the Buyback Regulations, the SEBI Circulars (as defined below), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations") and Sections 68, 69, 70 and other applicable provisions, if any, of the Act, and the relevant rules framed thereunder, including the Companies (Share Capital and Debenture) Rules, 2014 ("Share Capital Rules") and Companies (Management and Administration) Rules, 2014 ("Management Rules"), to the extent applicable. The Company proposed the buyback of its fully paid-up Equity Shares, not exceeding 4,25,000 (Four Lakhs Twenty Five Thousand) Equity Shares (representing up to 3.26% of the total number of Equity Shares in the existing total paid-up equity share capital of the Company based on the latest audited financial statements for the financial year ended March 31, 2025) at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share, payable in cash, for an aggregate amount of up to ₹ 3,400 lakhs (Rupees Three Thousand Four Hundred Lakhs only) and representing 16.00% of the aggregate of fully paid-up Equity Share capital and free reserves (including securities premium account) as per the latest audited financial statements of the Company for the financial year ended March 31, 2025, which is within the prescribed limit of 25% under the Act and Regulation 4(i) of the Buyback Regulations.

1.3. In accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

1.4. The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisory fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. ("Transaction Costs").

1.5. The Equity Shares are currently traded under the trading code(s) 543252 at BSE Limited ("BSE") and FAIRCHEM at National Stock Exchange of India Limited ("NSE") (collectively referred to as "Indian Stock Exchanges").

1.6. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified by Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CIR/CFD/CR/2/IRP/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/IRP/2021/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, and such other circulars or notifications, as may be applicable, including any amendments thereof as amended ("SEBI Circulars")

1.7. The Equity Shares shall be bought back on a proportionate basis from all the shareholders of the Company holding Equity Shares as on Record Date, i.e. Monday, January 05, 2026 ("Eligible Shareholders"), through the "Tender Offer" route, as prescribed under the Buyback Regulations, and subject to applicable laws, facilitated through the stock exchange mechanism as specified by SEBI in the SEBI Circulars. In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE Limited will be the Designated Stock Exchange.

1.8. Participation in the Buyback by Eligible Shareholders will trigger tax on consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of

consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the Tendering Period (as defined below). Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.9. The Buyback of Equity Shares from non-resident members of the Company, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors, members of foreign nationality, if any, etc., shall be subject to the Foreign Exchange Management Act, 1999 ("FEMA") and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, the Depository Receipts Scheme, 2014, as applicable, and shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under FEMA and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident shareholders.

1.10. The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a reservation of up to 15% (fifteen percent) of the number of Equity Shares proposed to be bought back or number of Equity Shares entitled as per the Eligible Shareholders who hold Equity Shares of market value not more than ₹ 2,00,000 (Rupees Two Lakhs Only), on the basis of the closing price on the Indian Stock Exchanges registering the highest trading volume as on the Record Date, i.e., Monday, January 05, 2026 ("Small Shareholders") as on the Record Date, whichever is higher.

1.11. A copy of this Public Announcement is available on the Company's website i.e., www.fairchem.in, the website of the Manager to the Buyback at www.motilaloswalgroup.com and is expected to be made available on the website of the SEBI at www.sebi.gov.in, and on the websites of the respective Indian Stock Exchanges at www.nsindia.com and www.bseindia.com

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Company has been generating reasonable amounts of cash on an ongoing basis. The current Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

1. The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;
2. The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders";
3. The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and
4. The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

3. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

At Buyback Price and Buyback Size, the Indicative Buyback Shares that can be bought back would be 4,25,000 (Four Lakhs Twenty-Five Thousand) fully paid-up Equity Shares, representing 3.26% of the fully paid-up Equity Shares of the Company. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

4. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

4.1. The amount of funds required for the Buyback will aggregate to ₹ 3,400 Lakhs (Rupees Three Thousand Four Hundred Lakhs only), being 16.00% of the aggregate of the total paid-up share capital and free reserves of the Company as per latest audited financial statements as at March 31, 2025, which is less than 25% of the aggregate of the total paid-up share capital and free reserves of the Company.

4.2. The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage, filing fees, turnover charges, advisory fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses.

4.3. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves and securities premium account of the Company or such other source as may be permitted by the Buyback Regulations or the Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.

5. BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of ₹ 800/- per Equity Share ("Buyback Price"). The Buyback Price has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average market prices of the Equity Shares on BSE and NSE where the Equity Shares are listed, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share. Further, in accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

In line with the recent market practice in relation to buybacks, the Buyback Price represents:

- Premium of 4.41% and 4.94% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 3 (three) months period preceding November 17, 2025, being the date of intimation to the Stock Exchanges regarding the proposal of Buyback being considered at the Board Meeting Date ("Intimation Date").
- Premium of 16.60% and 16.02% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 2 (two) weeks preceding the Intimation Date.
- Premium of 26.13% and 25.95% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on November 20, 2025, being the Board Meeting Date.
- Premium of 14.16% and 14.77% over the closing price of the Equity Shares on BSE and NSE, respectively, as on November 20, 2025, being the Board Meeting Date.

6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND DIRECTORS OF PROMOTERS WHERE PROMOTER IS A COMPANY AND OF DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY SHAREHOLDING AND OTHER DETAILS

6.1. The aggregate shareholding in the Company of the: (i) promoters and the members of the promoter group of the Company ("Promoter and Promoter Group"); (ii) Directors of the Promoter where Promoter is a Company and (iii) Directors and key managerial personnel of the Company as on the date of this Public Announcement:

- Aggregate shareholding of the Promoter and Promoter Group as on the date of this Public Announcement:

Sr. No.	Name of the shareholder	Nos. of Equity Shares	% of paid up equity share capital
1	FIH Mauritius Investments Ltd	68,78,656	52.83
2	FIH Private Investments Ltd	3,24,000	2.49
3	Nahoosh Tradelink LLP	4,43,293	3.40
4	Jariwala Tradelink LLP	3,21,874	2.47
5	Shri Nahoosh Jariwala	Nil	Nil
Total		79,67,823	61.19

(ii) Aggregate shareholding of the directors of the promoters as on the date of this Public Announcement i.e Monday, December 29, 2025 where the promoter is a company:

FIH Mauritius Investments Ltd:

Sr. No.	Name of the Directors	Nos. of Equity Shares	% of paid up equity share capital
1	Ms. Amy Tan Sze Ping	Nil	Nil
2	Mr. Chandran Ratnawami	Nil	Nil
3	Mr. Gopalakrishnan Soundarajan	Nil	Nil
4	Mr. Mohammad Akshar Maherally	Nil	Nil
5	Ms. Sangeeta Bissessur	Nil	Nil

FIH Private Investments Ltd:

Sr.

...continued from previous page.

implementation and maintenance of internal control relevant to compliance with terms and conditions contained in the Act, SEBI Buyback Regulations and the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., November 20, 2025 and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditors' Responsibility

6. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide a reasonable assurance whether:

- i. we have inquired into the state of affairs of the Company in relation to the audited financial statements of the Company as at and for the year ended 31 March 2025 (the "Audited Financial Statements");
- ii. the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited financial statements in accordance with Section 68 of the Act and Regulation 4(i) and 5(i)(a) of the Buy-back Regulations;
- iii. the amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025 and the underlying books and records; and
- iv. the Board of Directors of the Company in their meeting dated November 20, 2025 have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations on reasonable grounds and that the company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of board resolution dated November 20, 2025.

7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:

i. Inquired into the state of affairs of the Company with reference to the audited financial statements as at and for the year ended March 31, 2025;

ii. Examined that the amount of permissible capital payment (including Securities Premium) for the Buyback as detailed in Annexure A is in accordance with the provisions of Section 68(2)(b) of the Act and Regulations 4(i) and 5(i)(a) of the Buy-back Regulations;

iii. Traced the amounts of paid-up equity share capital, securities premium, retained earnings and general reserves as mentioned in Annexure A from the audited financial statements as at and for the year ended March 31, 2025 and the underlying books and records;

i. Examined that the Buyback approved by Board of Directors in its meeting held on November 20, 2025 is authorized by the Articles of Association of the Company;

ii. Examined that all the shares for buy-back are fully paid-up;

iii. Verified the arithmetical accuracy of the amounts mentioned in Annexure A;

iv. Obtained board of directors resolution date on November 20, 2025 pursuant to the requirements of clause (x) of Schedule I to the Buy-back Regulations; and

v. Obtained appropriate representations from the Management of the Company.

8. The audited financial statements as at and for financial year ended on 31 March 2025 referred to in paragraph 6 and 7 above, which we have considered for the purpose of this report, have been approved by the Board of Directors in their meeting held on 27 May 2025 on which auditor has issued an unmodified audit opinion vide our reports dated 27 May 2025 and is approved by the shareholders vide annual general meeting dated 11 August 2025. Audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

9. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

12. Based on our performance of the aforesaid procedures, we report that:

i. We have inquired into the state of affairs of the Company with reference to its audited financial statements as at and for the year ended March 31, 2025; ii. The Board has proposed to buyback the Company's equity shares upto an aggregate amount not exceeding INR 3,400 lakhs ("Buyback Offer Size") at a price not exceeding INR 800/- per equity share ("Buyback Offer Price"). The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares as computed in Annexure A, has been properly determined in accordance with Section 68 of the Act and Regulation 4 and 5 of the Buy-back Regulations;

iii. The amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025, and underlying books and records; and

iv. The Board of Directors of the Company in their meeting held on November 20, 2025 have formed their opinion, as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of the board resolution dated November 20, 2025.

Restriction on use

13. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the merchant banker ('the Manager to the Buyback'), each for the purpose of extinguishment of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. For B S R and Co Chartered Accountants

Firm's Registration No: 128510W

Sd/-

Jeyur Shah

Partner

Membership No: 045754

ICAI UDIN: 25045754BMLWHZ5339

Place: Ahmedabad

Date: November 20, 2025

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (the "Statement") in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 and 5 of the Buyback Regulations.

Particulars	Year Ended March 31, 2025 (Audited) Rs. In Lakhs
Paid up equity share capital and free reserves as of March 31, 2025, based on the financial statements of the Company	
Total paid-up Equity Share Capital	1,302.09
Free Reserves, comprising Retained Earnings*	19,942.92
Total Paid up Equity Share Capital and Free Reserves	21,245.01
Total Borrowing outstanding as at 31 March, 2025	6,303.19
Debt Equity Ratio Before Buy-back	0.30
Proposed Buy-Back assuming maximum permissible amount 68 (2)(c)	5,311.25
Debt Equity Ratio post buy-back required to be less than 2:1 as per section 68(2)(d)	0.40

(vii) Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the tender form to be sent. Such documents may include (but not be limited to):

- a. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form;
- b. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
- c. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

(viii) It is clarified that in case of demat Equity Shares, submission of tender form and TRS is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

(ix) The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.

(x) In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

12.12. Procedure to be followed by the Eligible Shareholders holding Equity Shares in physical form:

(i) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective stock broker(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the Eligible Shareholder's PAN Card, (iv) the tender form (duly signed by all Eligible Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.

(ii) Based on the aforesaid documents, the concerned Stock Broker shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form and intending to tender Equity Shares in the Buyback using the Acquisition Window of BSE/ NSE. Upon placing the bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

(iii) The Stock Broker / Eligible Shareholder who places a bid for physical Equity Shares is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with TRS generated by stock exchange bidding system upon placing of bid, either by registered post or courier or hand delivery to Registrar to the Buyback, at its office provided in Paragraph No. 16, below within 2 (two) working days of bidding by stock broker. However, in case the bids are placed by the Stock Broker during the last two days of the Tendering Period, the Stock Broker/Eligible Shareholder should ensure that documents reach the Registrar on or before the Buyback Window Closing Date. The envelope should be super scaped as "Fairchem Organics Limited - Buyback 2026". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Stock Broker / Eligible Shareholder.

(iv) Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time BSE/NSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar to the Buyback confirms the bids it will be treated as 'Confirmed Bids'.

(v) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Window Closing Date.

(vi) In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

(vii) If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected.

13. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the Buyback Regulations:

13.1 The settlement of trade(s) shall be carried out in the manner similar to settlement of trade(s) in the secondary market and as per the SEBI Circulars.

13.2 The Company will transfer the consideration pertaining to the Buyback (net of tax deducted at source) to the Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders' bank account linked to its demat account. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Stock Broker's account for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.

13.3 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by Indian Stock Exchanges and the Clearing Corporation from time to time.

13.4 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Stock Brokers' settlement accounts for releasing the same to the respective Eligible Shareholders' accounts.

13.5 Details in respect of shareholder's entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.

13.6 In the case of inter depositary, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of the Tendering Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

13.7 The Equity Shares bought back in the dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Indian Stock Exchanges.

13.8 In relation to the physical Equity Shares:

- If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.

- If, however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback then the Company shall instead of issuing a split share certificate towards the unaccepted shares, issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, as amended, with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the RTA. The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buyback are completed.

13.9 The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

13.10 Equity Shareholders who intend to participate in the Buyback should consult their respective stock brokers for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Stock Broker upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Manager to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage and/or stamp duty) levied by the stock broker and such costs will be incurred solely by the Eligible Shareholders.

13.11 The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

14. RECORD DATE, OFFER PERIOD AND SHAREHOLDER ENTITLEMENT

§ The Indian EXPRESS

December 30, 2025

Dear Sir,

This is to confirm that the Buy-Back Notice advertisement of **Fairchem Organics Limited** of size 33 cms (w) x 50 cms (h) + 33 cms (w) x 50 cms (h) + 33 cms (w) x 13 cms (h) has been successfully published in The Financial Express and Jansatta (All Editions) on i/d 30-12-2025.

Financial Express

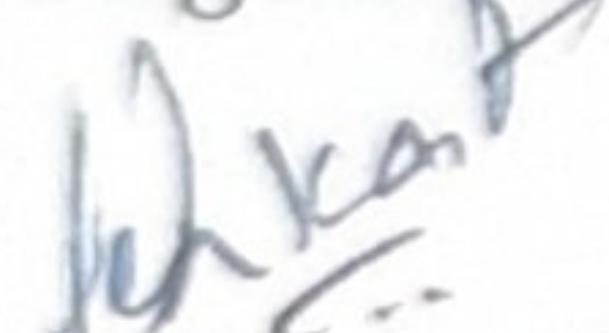
Delhi, Chandigarh, Lucknow, Mumbai, Pune, Ahmedabad, Gujarati, Chennai, Kochi, Bangalore, Hyderabad & Kolkata

Jansatta

Delhi, Chandigarh, Lucknow & Kolkata

Hope the above is in order. Let me know in case of any clarifications.

Regards,



J. Venkat Ramanan
9899069749



The Indian Express (P) Ltd

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