December 31, 2020

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001, India.

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051, India.

Dear Sirs,

Subject: **Detailed Public Statement dated December 30, 2020 ("DPS") in relation to an open offer to the Public Shareholders (as defined in the Detailed Public Statement) of Fairchem Organics Limited (the "Target Company") ("Open Offer"/ "Offer").**

With respect to the captioned Offer, please find enclosed the Detailed Public Statement dated December 30, 2020 ("**DPS**") published, on December 31, 2020, in the following newspapers -

Newspaper	Language	Editions
Financial Express	English National Daily	All editions
Jansatta	Hindi National Daily	All editions
Navshakti	Marathi Daily	Mumbai edition

Thanking You,

For **JM Financial Limited**

JM Financial Limited Mumbai

Authorized Signatory

Enclosure: as above.

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 3(2) AND REGULATION 4 READ WITH REGULATION 14(3), REGULATION 15(2) AND REGULATION 15(3) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS OF

FAIRCHEM ORGANICS LIMITED

Registered Office: Plot A-71, TTC Industrial Estate, Nr. Thane Belapur Road, Kopar Khairane, Navi Mumbai - 400709, Maharashtra, India. TEL: 94099 58550.

Open offer for acquisition of up to 33,77,953 (Thirty Three Lakhs Seventy Seven Thousand Nine Hundred and Fifty Three) ("Offer Shares") fully paid-up equity shares having a face value of INR 10 (Indian Rupees Ten only) each ("Equity Share") of Fairchem Organics Limited ("Target Company" or "Company"), representing 25.94% (Twenty Five point Nine Four Percent)* of the Voting Share Capital (*as defined below*), from the Public Shareholders (*as defined below*) of the Target Company, by FIH Mauritius Investments Ltd ("Acquirer"), together with FIH Private Investments Ltd ("PAC 1"), Nahoosh Jariwala ("PAC 2"), Utkarsh Shah ("PAC 3"), Jariwala Tradelink LLP ("PAC 4") and Nahoosh Tradelink LLP ("PAC 5") (PAC 1, PAC 2, PAC 3, PAC 4 and PAC 5, collectively referred to as the "PACs"), in their capacity as persons acting in concert with the Acquirer in compliance with Regulations 3(2) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI SAST Regulations" ("Open Offer" or the "Offer").

*(*As per SEBI SAST Regulations, the Open Offer under Regulation 3 and 4 shall be for at least 26% of the total share capital of a target company, as of 10th working day from the closure of the tendering period. However, as on date, the public shareholding of the Target Company is 25.94 % of the total outstanding share capital, and therefore, the Offer Shares represent 25.94% of the Voting Share Capital (defined below) of the Target Company.)*

This detailed public statement **("DPS")** is being issued by JM Financial Limited, the Manager to this Offer **("Manager"),** for and on behalf of the Acquirer and the PACs in compliance with Regulation 3(2), and Regulation 4 read with Regulation 13(4), 14(3), Regulation 15(2) and Regulation 15(3) of the SEBI SAST Regulations. Pursuant to the public announcement made on December 24, 2020 **("Public Announcement"** or **"PA")** to the BSE Limited **("BSE")** and the National Stock Exchange of India Limited **("NSE")** and filed with the Securities and Exchange Board of India **("SEBI")** on December 24, 2020 and sent to the Target Company on December 24, 2020, in terms of Regulation 14(2) of SEBI SAST Regulations.

For the purpose of this DPS:

a) **"Equity Share Capital"** means the issued, subscribed and fully paid-up Equity Share Capital of the Target Company is INR 130,209,020 comprising of 13,020,902 Equity Shares of INR 10 each.

b) **"Offer Period"** has the same meaning as ascribed to it in the SEBI SAST Regulations;

c) **"Public Shareholders"** shall mean all the public shareholders of the Target Company, excluding the promoter, members of the promoter group of the Target Company, the Acquirer, the PACs, the parties to the Underlying Transaction (*as defined below*), and any persons deemed to be acting in concert with any of the parties mentioned above, pursuant to and in compliance with the SEBI SAST Regulations;

d) **"Stock Exchanges"** means the NSE and BSE;

e) **"Tendering Period"** means the period of 10 (ten) Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, which shall be disclosed in the Letter of Offer;

f) **"Voting Share Capital"** means the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (tenth) Working Day from the closure of the tendering period of the Open Offer; and

g) **"Working Day"** has the same meaning as ascribed to it in the SEBI SAST Regulations.

I. ACQUIRER, PACs, SELLERS, TARGET COMPANY AND OFFER

(A) Details of the Acquirer:

1. The Acquirer is FIH Mauritius Investments Ltd, a private company limited by shares incorporated on November 12, 2014 under the laws of Republic of Mauritius, pursuant to the (Mauritius) Companies Act, 2001 and subsequent amendments and re-enactments thereto. The Acquirer holds a Category 1 Global Business License issued by the Financial Services Commission, Mauritius **("FSC")**.
2. The Acquirer was established for the purpose of making investments in India and has been registered as an investment holding company with the FSC.
3. The Acquirer was incorporated as FIH Mauritius Investments Ltd. There has been no change in the name of the Acquirer since its incorporation.
4. The registered office of the Acquirer is located at Level 1, Maeva Tower, Silicon Avenue, Cybercity, Ebene, 72201, Mauritius. (Tel: +230 464 3040, Fax: +230 468 1930, Email: info@fihmauritius.com).
5. The Acquirer belongs to the Fairfax group and is a wholly-owned subsidiary of Fairfax India Holdings Corporation **("FIHC").** FIHC is listed on the Toronto Stock Exchange. FIHC was incorporated under the Canada Business Corporations Act on November 25, 2014 with its registered office located in Canada. FIHC was established with a view to achieve long-term capital appreciation by investing in public and private equity securities and debt instruments in India and Indian businesses or other businesses with customers, suppliers or business primarily conducted in, or dependent on, India. Fairfax Financial Holdings Limited **("FFHL")** through its various insurance and reinsurance subsidiaries holds multiple voting shares of FIHC which collectively represents 93.3% voting rights of FIHC and 27.9% of the equity interest of FIHC. FFHL is listed on the Toronto Stock Exchange.
6. PAC 1, i.e. FIH Private Investments Ltd is a wholly owned subsidiary of the Acquirer. Each of the PACs is classified as a promoter of the Target Company along with the Acquirer.
7. The shares of the Acquirer are not listed on any stock exchange in India or abroad.
8. The Acquirer currently holds 63,47,609 Equity Shares representing 48.75% of the Voting Share Capital of the Target Company. The Acquirer is classified as a promoter and is in control of the Target Company. Mr. Sumit Maheshwari has been appointed as nominee director of the Acquirer and PAC 1 in the Target Company.
9. The Acquirer has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("**SEBI Act**") or any other regulations made under the SEBI Act.
10. The key financial information of the Acquirer based on the audited financial statements for the financial years ended 2017, 2018 and 2019, and the unaudited limited review financials for the period from January 1, 2020 to June 30, 2020 are as follows:

(INR in millions unless otherwise stated)

Particulars	Audited	Audited	Audited	Limited Review
	Financial Year ended 2017*	Financial Year ended 2018	Financial Year ended 2019	Period from January 1, 2020 to June 30, 2020
Total Revenue	37,678.95	12,735.98	49,269.00	(13,929.02)
Net Income (i.e. Profit After Tax)	31,107.94	10,927.47	40,129.92	(11,587.03)
Earnings per share	1,414	497	1,824	(527)
Net worth / Shareholders' Funds	1,58,556.01	1,83,629.22	2,21,372.49	2,05,069.04

** The Acquirer is a company incorporated in Mauritius, and its financial year is from January 1 to December 31 of each calendar year.*

(B) Details of PAC 1:

1. PAC 1 is FIH Private Investments Ltd, a private company limited by shares, incorporated on November 12, 2014 under the laws of Republic of Mauritius, pursuant to the (Mauritius) Companies Act, 2001 and subsequent amendments and re-enactment thereto. PAC holds a Category 1 Global Business License issued by the FSC.
2. PAC 1 is engaged in making investments in India, in accordance with applicable law, and is registered with SEBI as a Foreign Portfolio Investor **("FPI")** bearing registration number INMUFP041315. PAC 1 was set up as an investment holding company for making investments in securities listed on recognized stock exchanges and for making investments in debt securities in India subject to its investment criteria.
3. PAC 1 was incorporated as FIH Private Investments Ltd. There has been no change in the name of the PAC 1 since incorporation.
4. The registered office of PAC 1 is located at Level 1, Maeva Tower, Silicon Avenue, Cybercity, Ebene, 72201, Mauritius. (Tel: +230 464 3040, Fax: +230 468 1930, Email: info@fihmauritius.com)
5. The Acquirer holds 100% (One Hundred percent) of the total equity share capital of PAC 1. The Acquirer and PAC 1 belong to the Fairfax group.
6. The shares of PAC 1 are not listed on any stock exchange in India or abroad.
7. The PAC 1 currently holds 1,083 equity shares representing 0.01% of the Voting Share Capital of the Target Company and is classified as a promoter of the Target Company. Mr. Sumit Maheshwari has been appointed as nominee director of the Acquirer and PAC 1 in the Target Company.
8. PAC 1 has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
9. The key financial information of PAC 1 based on the audited financial statements, for the financial years ended 2017, 2018 and 2019, and the unaudited limited review financials for the period from January 1, 2020 to June 30, 2020 are as follows:

(INR in millions unless otherwise stated)

Particulars	Audited	Audited	Audited	Limited Review
	Financial Year ended 2017	Financial Year ended 2018	Financial Year ended 2019	Period from January 1, 2020 to June 30, 2020
Total Revenue	1,302.20	7,666.96	6,216.62	(1,536.19)
Net Income (i.e. Profit After Tax)	(1,213.00)	6,794.85	4,494.19	(1,199.82)
Earnings per share	(1,206)	6,755	4,468	(1,193)
Net worth / Shareholders' Funds	43,025.51	47,307.30	17,968.05	11,855.66

** PAC 1 is a company incorporated in Mauritius, and its financial year is from January 1 to December 31 of each calendar year.*

(C) Details of PAC 2:

1. PAC 2 is Mr. Nahoosh J. Jariwala, a resident individual permanently residing at 'Jariwala', Rajpath Club Rangoli Road, Beside Shashwat Bunglow, Bodakdev, Ahmedabad-380 059.
2. PAC 2 is classified as a promoter of the Target Company along with the Acquirer and other PACs.
3. PAC 2 is the Managing Director of the Target Company.
4. As on the date of this DPS, PAC 2 does not hold any Equity Shares in the Target Company. However, PAC 2 is a designated partner in PAC 4 and PAC 5, which collectively hold 3,33,333 Equity Shares representing 2.56 % of the Voting Share Capital of the Target Company. PAC 2 belongs to the Adi Group.
5. PAC 2 has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
6. M/s Prahlad L Patel and Co., Chartered Accountants (FRN: 0108066W) has certified, that the net worth of PAC 2 as on June 30, 2020 is INR 1,78,24,139/- (Indian Rupees One Crore Seventy Eight Lakhs Twenty Four Thousand One Hundred Thirty Nine Only)

(D) Details of the PAC 3:

1. PAC 3 is Mr. Utkarsh B. Shah, a resident individual permanently residing at Anantam Bungalow, Rajpath Rangoli 100 Ft Road, Near Shashwat Bungalow, Bodakdev, Ahmedabad-380054.
2. PAC 3 is the Chairman & Non- Executive Director of the Target Company. PAC 3 is also engaged in the business of real estate and coal trading.
3. PAC 3 is classified as a promoter of the Target Company along with the Acquirer and other PACs.
4. PAC 3 holds 8,333 Equity Shares, representing 0.06% of the Voting Share Capital of the Target Company. PAC 3 belongs to the Adi Group.
5. PAC 3 has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
6. M/s Jhaveri Shah & Co, Chartered Accountants (FRN: 127390W) has certified, that the net worth of PAC 3 as on June 30, 2020 is INR 141,51,02,126/- (Rupees One Hundred Forty One Crores Fifty One Lacs Two Thousand One Hundred Twenty Six Only)

(E) Details of the PAC 4:

1. PAC 4 is Jariwala Tradelink LLP, a limited liability partnership incorporated under the provisions of Limited Liability Partnership Act, 2008 on December 7, 2015. This LLP was originally incorporated as private limited company under the Companies Act, 1956 under the name of name UKM Investment Private Limited. The name was changed to `Jariwala Tradelink Private Limited' on December 3, 2015. Subsequently, the company was converted into an LLP with the name of Jariwala Tradelink LLP on December 7, 2015.
2. PAC 4 has its registered office at Jariwala, Beside Shashwat Bunglow, Rajpath Club, Rangoli Road, Bodakdev, Ahmedabad -380059.
3. PAC 4 has been incorporated to carry out the business of dealing in or trading in various products.
4. PAC 4 belongs to the Adi group. Each Partner of PAC 4 has 1 (one) vote as per the provisions of the limited liability partnership agreement and no individual partner exercises single control over PAC 4.
5. PAC 4 is classified as a promoter of the Target Company along with the Acquirer and other PACs.
6. The details of capital contributions of the partners of PAC 4 are set out below:

Partner	Capital Contribution (INR)	Percentage
Nahoosh J Jariwala	1,499,000	59.96%
Sandhya N Jariwala	1,000,000	40.00%
Vaishnavi N Jariwala	1,000	0.04%
Total	**2,500,000**	**100.00%**

7. PAC 4 currently holds 112,327 Equity Shares, representing 0.86% of the Voting Share Capital of the Target Company.
8. PAC 4 has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
9. The key financial information of PAC 4 based on the audited financial statements, for the financial years ended 2018, 2019 and 2020, and the unaudited certified financials for the period from April 1, 2020 to June 30, 2020 are as follows:

(INR in millions unless otherwise stated)

Particulars	Audited	Audited	Audited	Certified Financials
	Financial Year ended 2018	Financial Year ended 2019	Financial Year ended 2020	Period from Aprial 1, 2020 to June 30, 2020
Total Revenue	5.44	4.03	5.00	0.44
Net Income / (Loss)	4.81	2.42	3.92	0.32
Earnings Per Share	N.A	N.A	N.A	N.A
Net worth / Shareholders' Funds	83.95	86.33	89.80	90.12

(F) Details of the PAC 5:

1. PAC 5 is Nahoosh Tradelink LLP, a limited liability partnership incorporated under the laws of India on April 1, 2016. This LLP was originally incorporated as private limited company under the Companies Act, 1956 under the name of 'PCD Investment Private Limited'. Further, the name was changed to 'Nahoosh Tradelink Private Limited' on March 10, 2016. Subsequently, the company was converted into an LLP under the name of 'Nahoosh Tradelink LLP' on April 1, 2016.
2. PAC 5 has its registered office at Jariwala, Beside Shaswat Bunglow, Rajpath Club, Rangoli Road, Bodakdev, Ahmedabad -380059.
3. PAC 5 has been incorporated to carry out the business of dealing in or trading in various products.
4. PAC 5 belongs to the Adi group. Each Partner of PAC 5 has 1 (one) vote as per the provisions of the limited liability partnership agreement and no individual partner exercises single control over PAC 5.
5. PAC 5 is classified as a promoter of the Target Company along with the Acquirer and other PACs.
6. The details of capital contributions of the partners of PAC 5 is set out below:

Partner	Capital Contribution (INR)	Percentage
Nahoosh J Jariwala	1,499,000	59.96%
Sandhya N Jariwala	1,000,000	40.00%
Priyanshi N Jariwala	1,000	0.04%
Total	**2,500,000**	**100.00%**

7. PAC 5 currently holds 221,006 Equity Shares, representing 1.70% of the Voting Share Capital of the Target Company.
8. PAC 5 has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
9. The key financial information of PAC 5 based on the audited financial statements, for the financial years ended 2018, 2019 and 2020, and the unaudited certified financials for the period from April 1, 2020 to June 30, 2020 are as follows:

(INR in millions unless otherwise stated)

Particulars	Audited	Audited	Audited	Certified Financials
	Financial Year ended 2018	Financial Year ended 2019	Financial Year ended 2020	Period from Aprial 1, 2020 to June 30, 2020
Total Revenue	0.68	1.02	1.68	8.34
Net Income / (Loss)	(0.43)	0.08	0.76	8.11
Earnings Per Share	N.A	N.A	N.A	N.A
Net worth / Shareholders' Funds	9.88	10.04	10.80	18.91

(G) Details of Sellers:

1. The details of the Sellers are set out below:

Name of Seller	Nature of Entity	Permanent Address/ Registered Office	Equity Shares held in the Target Company	Equity Shares as a % of the Voting share Capital of the Target Company
Mr. Mahesh Babani	Individual	7/8, Satguru House, Sherly Rajan Road, Bandra (West), Mumbai-400050	862,116	6.62%
Mahesh Purshottam Babani HUF	Hindu undivided family	7/8, Satguru House, Sherly Rajan Road, Bandra (West), Mumbai-400050	597,240	4.59%
Mrs. Seema Babani	Individual	7/8, Satguru House, Sherly Rajan Road, Bandra (West), Mumbai-400050	130,000	1%
Ms. Snehal Babani	Individual	7/8, Satguru House, Sherly Rajan Road, Bandra (West), Mumbai-400050	130,000	1%
Ms. Jyoti Babani	Individual	7/8, Satguru House, Sherly Rajan Road, Bandra (West), Mumbai-400050	130,000	1%
Moneymart Securities Private Limited	Private limited company	7/8, Satguru House, Sherly Rajan Road, Bandra (West), Mumbai-400050	68,904	0.53%
Vivira Chemicals Private Limited	Private limited company	Privi House, A-71, TTC Thane Belapur Road, Near Kopar khairane Railway Station, Navi Mumbai Thane MH 400709 IN	26,586	0.20%
Mr. Doppalapudi Bhaktavatsala Rao	Individual	903, Daffodil, Satguru Gardens, Thane (E) - 400603	241,020	1.85%
Mr. D. Premaleela	Individual	903, Daffodil, Satguru Gardens, Thane (E) - 400603	59,058	0.45%
Mr. D. Vinaykumar	Individual	903, Daffodil, Satguru Gardens, Thane (E) - 400603	159,426	1.22%
Mr. D. Vinaykumar	Individual	903, Daffodil, Satguru Gardens, Thane (E) - 400603	151,668	1.16%
Ms. Grace Vinaykumar	Individual	903, Daffodil, Satguru Gardens, Thane (E) - 400603	49,950	0.38%
Ms. Sharon Doppalapudi	Individual	903, Daffodil, Satguru Gardens, Thane (E) - 400603	52,848	0.41%
Mr. D. Rajkumar	Individual	903, Daffodil, Satguru Gardens, Thane (E) - 400603	148,608	1.14%
Mrs. Prasanna Raj	Individual	903, Daffodil, Satguru Gardens, Thane (E) - 400603	61,758	0.47%
Mr. Guduru Ramesh	Individual	Privi Residential Colony, A-27, Mahad MIDC, Taluka Mahad, District Raigad, Maharashtra - 410302	20,103	0.15%
Vivira Investment and Trading Private Limited	Private limited company	903, Daffodil, Satguru Gardens, Thane (E) - 400603	63,306	0.49%
Total			**2,952,591**	**22.68%**

2. The Sellers are collectively known as the **'Privi Group**' and are classified as part of the 'promoter and promoter group' of the Target Company
3. The share allotments to the Sellers were made pursuant to a Scheme (*defined below*) as detailed in II (Background to the Offer) 2 below.
4. The equity shares of the Sellers which are incorporated companies are not listed on any stock exchange in India or abroad.
5. The Sellers have not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

(H) Target Company:

1. The Target Company i.e. Fairchem Organics Limited was incorporated in India on March 27, 2019 under the Companies Act, 2013 and is engaged in the business of manufacturing, supplying and exporting of speciality oleo chemicals (natural source) and neutraceuticals (natural source) made from by-products generated from processing of crude vegetable oil refineries, including vegetable oil based fatty acid distillate and acid oils.
2. The registered office of the Target Company is situated at Plot A-71, TTC Industrial Estate, Nr. Thane Belapur Road, Kopar Khairane, Navi Mumbai, 400709, Maharashtra, India (Tel: 94099 58550; Email ID: cs@fairchem.in; Contact person: Mr. Rajen Jhaveri; Website: www.fairchem.in). The corporate identification number of the Target Company is U24200MH2019PLC323176. .
3. The Equity Shares of the Target Company are listed on BSE (Scrip Code: 543252) and NSE (Symbol: FAIRCHEMOR) (Source: BSE and NSE websites). The ISIN of the Target Company is INE0DNW01011.
4. The authorized share capital of the Target Company is INR 200,000,000 comprising of 20,000,000 Equity Shares of INR 10 each. The issued, subscribed and fully paid-up Equity Share Capital of the Target Company is INR 130,209,020 comprising of 13,020,902 Equity Shares of INR 10 each. The Target Company does not have partly paid-up Equity Shares, outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures).
5. The Equity Share Capital of the Target Company was listed on the Stock Exchanges on December 24, 2020. Therefore, since the Equity Shares of the Target Company was not listed and traded on the Stock Exchanges during the 12 (Twelve) calendar months preceding the calendar month in which the PA was made, the Equity Shares are not considered to be frequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations.
6. The Target Company was incorporated on March 27, 2019 and the financial period for the first year is from March 27, 2019 until March 31, 2020 in accordance with Companies Act. The key financial information of the Target Company based on its audited financial statements, for the Financial Year ended March 31, 2020 and the unaudited limited review financials for the period from April 1, 2020 to June 30, 2020 are as follows :

(INR in millions unless otherwise stated)

Particulars	Audited	Unaudited, Limited Review
	Financial Year ended 2020	Period from April 1, 2020 to June 30, 2020
Total Revenue	3,130.81	350.94
Net Income	365.49	(1.90)
Earnings Per Share (Basic)	28.07	(0.15)
Earnings Per Share (Diluted)	28.07	(0.15)
Net worth / Shareholders' Funds	1,285.65	1,282.75

(I) Details of the Offer:

1. This Open Offer is being made under Regulation 3(2) and 4 of the SEBI SAST Regulations to all the Public Shareholders of the Target Company pursuant to the Underlying Transaction detailed further in Part II (*Background to the Offer*) of this DPS.
2. This Offer is being made by the Acquirer to acquire up to 33,77,953 (Thirty Three Lakh Seventy Seven Thousand Nine Hundred and Fifty Three) Equity Shares of the Target Company from the Public Shareholders, representing 25.94% (Twenty five point nine four Percent) of the Voting Share Capital of the Target Company **("Offer Size")** at a price of INR 575.53 **("Offer Price")** per Equity Share having face value of INR 10/- each and aggregating to a total consideration of approximately INR 1,94,41,13,290.09 **("Maximum Open Offer Consideration").**
3. The Offer Price has been arrived at in accordance with Regulation 8 of the SEBI SAST Regulations.
4. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI SAST Regulations.
5. All the Equity Shares validly tendered by the Public Shareholders in this Offer, will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS and as will be set out in the letter of offer that will be issued in relation to this Offer **("Letter of Offer" or "LoF").**

As of the date of this DPS, the Voting Share Capital of the Target Company is as follows:

Particulars	Number of Shares
Fully paid up Equity Shares as of the DPS date	13,020,902
Partly paid up Equity Shares as of the DPS date	Nil
Employee Stock Options ("ESOPs")	Nil
Expanded Voting Share Capital	**13,020,902**

6. As on the date of this DPS, there are no (i) partly paid-up Equity Shares; or (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures) issued by the Target Company
7. The Public Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Acquirer shall acquire the Equity Shares from the Shareholders who have validly tendered their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
8. As on the date of this DPS, to the best of the knowledge of the Acquirer and the PACs, there are no statutory approvals required by the Acquirer / PACs to complete this Open Offer. However, in case any statutory approvals are required by the Acquirer / PACs at a later date before closure of the tendering period, this Open Offer shall be subject to such statutory approvals and the Acquirer shall make the necessary applications for such statutory approvals. In the event that such statutory approvals are refused for any reason outside the reasonable control of the Acquirer, the Acquirer shall have the right to withdraw this Offer in terms of Regulation 23 of the SEBI SAST Regulations. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to BSE, NSE, SEBI and the Target Company at its registered office. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer and the PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
9. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI SAST Regulations.
10. This Offer is not a competing offer in terms of Regulation 20 of the SEBI SAST Regulations.
11. If the holders of Equity Shares who are not persons resident in India (including non-resident Indian **("NRI"),** overseas corporate body **("OCB")** and foreign institutional investors **("FIIs")/** FPIs had required any approvals (including from the Reserve Bank of India **("RBI"),** or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves its right to reject such Equity Shares tendered in this Offer.
12. The Manager to the Offer does not hold any Equity Shares of the Target Company as on the date of this DPS. The Manager to the Offer shall not deal, on their own account, in the Equity Shares of the Target Company during the Offer Period.
13. Currently, the Acquirer and the PACs do not have any intention to dispose-off or otherwise encumber any assets or investments of the Target Company, through sale, lease, encumbrance, reconstruction, restructuring or otherwise, other than (a) in the ordinary course of business, or (b) as already agreed, disclosed and/or publicly announced by the Target Company, or (c) on account of regulatory approvals or conditions, or compliance with any law that is or becomes binding on or applicable to the operations of the Target Company. If the Acquirer intends to alienate any material asset of the Target Company within a period of 2 (two) years from the date of completion of this Open Offer, a special resolution of the shareholders of the Target Company or any of its subsidiaries, as applicable, in accordance with proviso to Regulation 25(2) of the SEBI SAST Regulations would be taken before undertaking any such alienation of any material assets.
14. As per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("**SCRR**"), the Target Company is required to maintain at least 25% (Twenty Five percent) public shareholding ("**MPS**"), as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer and the Underlying Transaction, in the event that the public shareholding of the Target Company falls below the MPS, the Acquirer shall bring down the non-public shareholding in the Target Company to the level specified within the time prescribed in the SCRR, SEBI SAST Regulations and as per applicable law.

II. BACKGROUND TO THE OFFER

1. PART A - Underlying Transactions

1.1. This Offer is being made by the Acquirer and PACs in terms of Regulation 3(2) and 4 of the SEBI SAST Regulations pursuant to the following:

1.2. The Acquirer, Sellers and the Target Company entered into a share purchase agreement on May 22, 2019, as amended on September 30, 2020 **("FOL SPA")**, pursuant to which, the Acquirer agreed to purchase 23,30,757 Equity Shares representing 17.9% of the Voting Share Capital, for cash at a price of INR 575.53 per Equity Share from the Sellers, subject to fulfilment of the conditions precedent set out in the FOL SPA.

1.3. In addition to the FOL SPA, PAC 3, PAC 4, PAC 5, Sellers and the Target Company have also entered into a share purchase agreement on May 22, 2019, as amended on September 30, 2020 **("Other FOL SPA")**, pursuant to which, PAC 3, PAC 4 and PAC 5 agreed to purchase 6,21,834 Equity Shares representing 4.78% of the Voting Share Capital, for cash at a price of INR 575.53 per Equity Share from the Sellers, subject to fulfilment of the conditions precedent set out in the Other FOL SPA.

1.4. The transactions set out in paragraph 1.2 and 1.3 above are collectively referred to as the **"Underlying Transaction"**. Set out below are the details of the Underlying Transaction:

Type of transaction (direct/ indirect)	Mode of transaction (Agreement/ Allotment/ market purchase)	Shares/ Voting rights acquired/ proposed to be acquired		Total consideration for shares/ voting rights acquired (INR)	Mode of payment	Regulation which has triggered
		Number	% vis-à-vis total Equity/ Voting Share Capital			
Direct	Acquisition of Equity Shares of the Target Company by the Acquirer pursuant to the FOL SPA	23,30,757	17.9%	134,14,20,576.21	Cash	Regulation 3(2) and Regulation 4 of the SEBI SAST Regulations
	Acquisition of Equity Shares of the Target Company by the PAC 3, PAC 4 and PAC 5 pursuant to the Other FOL SPA	6,21,834	4.78%	35,78,84,122.02	Cash	
	Shareholders' agreement dated May 22, 2019 entered into among the Acquirer, PACs and Target Company **("SHA").**					
Total		**29,52,591**	**22.68%**	**1,699,304,698.23**	**-**	**-**

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1.5. The object and purpose of the Underlying Transaction is to re-align the inter se shareholding between the existing promoter groups in the Target Company pursuant to which the Sellers proposes to sell their entire shareholding in the Target Company to the other existing promoters.

1.6. As on the date of this DPS, the Acquirer, PACs and the Sellers exercise joint control over the Target Company. Pursuant to the consummation of the underlying transactions, the Sellers *(Privi Group)* shall cease to exercise control over the Target Company and the Acquirer and PACs shall continue to exercise control over the Target Company.

2. PART B - Additional Details

2.1. Privi Speciality Chemicals Limited (erstwhile Fairchem Speciality Limited) **("FSL")** is a company incorporated in India with its shares listed on the Stock Exchanges. FSL directly carried out the business of manufacturing, supplying and exporting of speciality oleo chemicals (natural source) and neutraceuticals (natural source) made from by-products generated from processing of crude vegetable oil refineries, including vegetable oil based fatty acid distillate and acid oils **("Business").** Further, through its erstwhile wholly owned subsidiary, Privi Organics India Limited **("POIL"),** which has since been amalgamated into FSL, it carried the business of development, manufacture and processing of the Aroma Chemical **("Other Business")**.

2.2. On May 22, 2019, the Company, along with FSL and POIL entered into a composite scheme of arrangement **("Scheme"),** to undertake the following: (a) with effect from close of business hours on March 31, 2019, *inter alia*, (i) the undertaking comprising of the entire operations, activities, business division and undertaking of the Business was transferred by way of demerger from FSL to the Target Company and the Target Company's Equity Shares were issued and allotted to the shareholders of FSL in accordance with the share entitlement ratio set out in the Scheme, such that the shareholders of FSL as on August 24, 2020 **(the "Record Date")**, would hold the Equity Shares in the same ratio as their shareholding in FSL, (ii) simultaneously with the issue and allotment of shares by the Company to the shareholders of FSL, the equity shares held by FSL in the Target Company were cancelled, and (b) with effect from opening of business hours on April 1, 2019, POIL, a wholly owned subsidiary of FSL, was merged into FSL and simultaneously, the equity shares held by FSL in POIL were cancelled. The Scheme received all relevant approvals from SEBI and the Stock Exchanges, the shareholders of each company and the National Company Law Tribunal, Mumbai bench, and consequently, on August 12, 2020 i.e. the effective date of the completion of the demerger under the Scheme, the Business was transferred to the Target Company.

2.3. The Acquirer, Sellers and the Target Company entered into the FOL SPA for the purpose of acquisition of 23,30,757 Equity Shares for a total consideration of INR 134,14,20,576.21. Some of the key provisions of the FOL SPA are set out below:

(a) The completion of the transaction set out in the FOL SPA is subject to fulfilment of certain conditions precedent, including inter alia: (i) Equity Shares of the Company having been issued to the shareholders of FSL pursuant to the Scheme; (ii) the Open Offer having been completed and the report of the Manager having been received in compliance with Regulation 27(7) of the SEBI SAST Regulations; and (iii) Fulfilment of conditions precedent under the Other FOL SPA and the relevant FSL Agreements (as defined below). The 'long stop date' under the FOL SPA is March 31, 2021.

(b) The parties to the FOL SPA have agreed that upon completion of the Underlying Transaction, necessary steps for re-classification of the Privi Group from 'promoters or promoter group' to the 'public' category in the Target Company shall be undertaken as soon as possible.

(c) The Sellers, PAC 3, PAC 4, PAC 5 and the Target Company entered into the Other FOL SPA for the purpose of acquisition of 6,21,834 Equity Shares for a total consideration of INR 35,78,84,122.02. Some of the key provisions of the Other FOL SPA are set out below:

(i) The completion of the transaction set out in the Other FOL SPA is subject to fulfilment of certain conditions precedent, including inter alia: (i) Equity Shares of the Company having been issued to the shareholders of FSL pursuant to the Scheme; (ii) the Open Offer having been completed and the report of the Manager having been received in compliance with Regulation 27(7) of the SEBI SAST Regulations; and (iii) Fulfilment of conditions precedent under the FOL SPA and the relevant FSL Agreements. The 'long stop date' under the Other FOL SPA is March 31, 2021.

(ii) The parties to the Other FOL SPA have agreed that upon completion of the Underlying Transaction, necessary steps for re-classification of the Privi Group from 'promoters or promoter group' to the 'public' category in the Target Company shall be undertaken as soon as possible.

(d) In addition to FOL SPA and Other FOL SPA, the Acquirer, PAC 1, PAC 2, PAC 4, PAC 5 and the Target Company have, amongst themselves also executed a Shareholders Agreement **("SHA")** in relation to the Target Company, which came into effect on August 12, 2020. For the purpose of this paragraph 2.3, the Acquirer and PAC 1 have been referred to as 'Fairfax India' and the PAC 2, PAC 4 and PAC 5 have been referred to as the 'Adi Group'. The SHA, *inter alia*, includes the following key provisions:

(i) Board composition: The Adi Group has the right to nominate one director on the Target Company board as long as they hold at least 5% of the Equity Share capital of the Target Company.

(ii) Reserved Matters: No action or decision relating to certain matters (identified as 'Reserved Matters' under the SHA) shall be taken by the board or shareholders, without the prior written approval of Fairfax India.

(iii) Transfer restrictions (including right of first refusal): Any shares in the Target Company held by the Adi Group may only be transferred by such persons or their immediate relatives, to the 'Permitted Transferees' of the Adi Group (as identified in the SHA), subject to certain conditions, including inter alia such transferee executing a deed of adherence to the SHA. Transfers to persons other than such Permitted Transferees would be subject to the right of first refusal in favour of Fairfax India. Fairfax India has the right to transfer any or all of the shares held by it to any person without any restrictions.

(iv) Pre-emptive right: In the event the board of directors of the Target Company proposes to issue equity securities to any person, it is required to also offer such additional equity securities to each of Fairfax India and Adi Group (in proportion of their shareholding) at the same price on a per equity security basis, on which the equity securities are being offered to such person.

(v) Periodic reporting requirements: The Target Company is required to provide certain information and reports to Fairfax India Holdings Corporation on a quarterly and annual basis, including inter alia its quarterly/ annual financial statements, cash flow statements and auditor's reports.

2.4. All the shareholders of FSL who were shareholders of FSL on the Record Date have been allotted Equity Shares of the Target Company on August 26, 2020 in the same proportion as their shareholding in FSL on the basis of 1 fully paid equity share of Rs 10 each of Target Company for every 3 equity shares of Rs 10 each held in FSL. After the effective date of the demerger, the Target Company has received the listing and trading approval for the Equity Shares from the Stock Exchanges, and such trading commenced on December 24, 2020.

2.5. The group of individuals and incorporated persons collectively known as the 'Privi Group' **("Sellers")** were shareholders of FSL on the Record Date, and collectively held 8,857,773 equity shares of FSL constituting 22.68% of the entire paid up share capital of FSL. Consequently, they were allotted 2,952,591 Equity Shares, constituting 22.68% of the total paid up share capital of the Target Company. Further information about each of the Sellers is set out at paragraph I(G) above.

2.6. Some of the promoter shareholders of FSL have also entered into certain option agreements, for providing options to certain promoter shareholders to acquire equity shares of FSL from other promoter shareholders, and a shareholders' agreement for setting out their inter se rights and obligations. These agreements are collectively referred to as the **"FSL Agreements"**.

2.7. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI SAST Regulations, and subject to the terms and conditions set out in this DPS and the Letter of Offer that will be dispatched to the Public Shareholders in accordance with the provisions of the SEBI SAST Regulations.

2.8. The object and purpose of the Underlying Transaction is to re-align the inter se shareholding between the existing promoter groups in the Target Company pursuant to which the Sellers propose to sell their entire shareholding in the Target Company to the other existing promoters. The Offer is being made in terms of Regulation 3(2) and Regulation 4 of the SEBI SAST Regulations pursuant to the Underlying Transaction. Pursuant to completion of the acquisition of the Underlying Transaction, the Sellers will cease to exercise control over the Target Company and Fairfax Group and the Adi Group shall exercise control over the Target Company. Following the completion of the Offer, the Acquirer intends to continue to work with the management and employees of the Target Company to accelerate the Target Company's growth.

2.9. Subsequent to the completion of the Offer, the Acquirer and the PACs reserve the right to streamline/ restructure the operations, assets, liabilities and / or businesses of the Target Company through arrangement/ reconstruction, restructuring, buybacks, merger, demerger/ delisting of the Equity Shares of the Target Company from the Stock Exchanges and/ or sale of assets or undertakings, at a later date. The Acquirer and /or the PACs may also consider disposal of or otherwise encumbering any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, reconstruction, restructuring and/ or re-negotiation or termination of existing contractual/operating arrangements, for restructuring and/or rationalising the assets, investments or liabilities of the Target Company and/or its subsidiaries, to improve operational efficiencies and for other commercial reasons. The board of directors of the Target Company will take decisions on these matters in accordance with the requirements of the business of the Target Company and in accordance with and as permitted by applicable law.

III. SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed shareholding of the Acquirer and the PACs in the Target Company and the details of their acquisition are as follows:

Details	Acquirer		PAC 1		PAC 2		PAC 3		PAC 4		PAC 5	
	No.	%	No.	%	No.	%	No.	%	No.	%	No.	%
Shareholding as on the PA date	63,47,609	48.75%	1,083	0.01%	Nil	Nil	8,333	0.06%	1,12,327	0.86%	2,21,006	1.70%
Shares acquired between the PA date and the DPS date	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Post offer shareholding calculated on the Voting Share Capital (assuming full acceptance in the Open Offer)	1,20,56,319	92.59%	1,083	0.01%	Nil	Nil	8,333	0.06%	3,21,874	2.47%	6,33,293	4.86%

2. Apart from the shareholding mentioned above, the Acquirer, the PACs and their respective directors do not have any other shareholding in the Target Company as on the date of the Public Announcement and this DPS.

IV OFFER PRICE

1. The Equity Shares of the Target Company are listed on NSE and BSE.

2. Pursuant to the Scheme *(as detailed in II (Background to the Offer) 2 above)*, Equity Shares of the Target Company were allotted to all the shareholders of FSL who were shareholders of FSL on the Record Date on August 26, 2020 and received listing and trading approval from the Stock Exchanges on December 22, 2020.

3. Subsequently, the Equity Shares of the Target Company commenced trading on the Stock Exchanges on December 24, 2020 and consequentially, there is no trading history available for the Target Company as on the date of the PA (since the Equity Shares of the Target Company were not listed and did not trade on the Stock Exchanges during the twelve calendar months preceding the calendar month in which the PA was made).

4. Based on the above, the Equity Shares of the Target Company are not frequently traded on the Stock Exchange in terms of Regulation 2(1)(j) of the SEBI SAST Regulations.

5. The Offer Price of INR 575.53 per Offer Share is justified in terms of Regulation 8(2) of the SEBI SAST Regulations, being the highest of the following parameters:

Sl. No.	Details	Price per share in INR
(a)	The highest negotiated price per Equity Share of the Target Company for any acquisition under the agreements attracting the obligation to make a public announcement of this Open Offer.	575.53[1]
(b)	The volume-weighted average price paid or payable for acquisitions, by the Acquirer and / or the PAC, during the 52 (fifty-two) weeks immediately preceding the date of the Public Announcement.	NA
(c)	The highest price paid or payable for any acquisition, by the Acquirer and / or the PAC, during the 26 (twenty-six) weeks immediately preceding the date of the Public Announcement.	NA
(d)	The volume-weighted average market price of the Equity Shares, for a period of 60 (sixty) trading days immediately preceding the date of the Public Announcement as traded on the NSE, being the stock exchange where the maximum volume of trading in the shares of the Target Company has been recorded during such period, and such shares are frequently traded.	NA
(e)	Where the shares are not frequently traded, the price determined by the Acquirer, the PAC and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	544[2]
(f)	The per Equity Share value computed under Regulation 8(5), if applicable	NA[3]

*Source: Certificate dated December 22, 2020 issued by P M Dharia & Co , Chartered Accountants with Firm Registration No. **("FRN")** 102462W.*

Note:

1. The Acquirer, Sellers and the Target Company entered into a share purchase agreement on May 22, 2019, as amended on September 30, 2020, pursuant to which, the Acquirer agreed to purchase 23,30,757 Equity Shares representing 17.9% of the Voting Share Capital, for cash at a price of INR 575.53 per Equity Share from the Sellers. In addition, PAC 3, PAC 4, PAC 5, Sellers and the Target Company have entered into a share purchase agreement on May 22, 2019, as amended on September 30, 2020 pursuant to which PAC 3, PAC 4 and PAC 5 have agreed to purchase 6,21,834 Equity Shares representing 4.78% of the Voting Share Capital, for cash at a price of INR 575.53 per Equity Share from the Sellers.
2. The price is the higher of:
   a. *The price per share of INR 537.40 as per Grant Thornton Bharat LLP, who has undertaken an independent valuation exercise and issued a valuation report dated November 28, 2020 under the provisions of Regulation 8(2)(e) of SEBI (SAST) Regulations. They have used Discounted Cash Flow method and Comparable Companies Market Multiple method to arrive at per Equity Share value of the Target Company.*
   b. *The price per share of INR 544 as per RBSA Capital Advisors LLP, a SEBI registered Category I Merchant Banker, (Registration Code:INM000011724) who has undertaken an independent valuation exercise and issued a valuation report dated November 28, 2020 under the provisions of Regulation 8(2)(e) of SEBI (SAST) Regulations. They have used Discounted Cash Flow method and Comparable Companies Multiple method to arrive at per Equity Share value of the Target Company.*
3. Not applicable since the acquisition is not an indirect acquisition

6. In view of the parameters considered and presented in the table in paragraph 5 above, the Offer Price, under Regulation 8(2) of the SEBI SAST Regulations, is INR 575.53 per Equity Share, and the same has been certified by P.M. Dharia & Co, vide their certificate dated December 22, 2020. Accordingly, the Offer Price is justified in terms of the SEBI SAST Regulations.

7. Since the date of the PA, there have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI SAST Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights, split, etc. where the record date for effecting such corporate actions falls within 3 (three) Working Days prior to the commencement of Tendering Period of the Offer.

8. As on date of this DPS, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or size of the Open Offer, the Acquirer and the PACs shall comply with Regulation 18 of the SEBI SAST Regulations.

9. The Offer Price is subject to revision, if any, pursuant to the SEBI SAST Regulations or at the discretion of the Acquirer and the PACs at any time prior to 1 (One) Working Day before the commencement of the tendering period in accordance with Regulation 18(4) of the SEBI SAST Regulations. In the event of such revision, the Acquirer and the PACs are required to (i) make corresponding increases to the amount kept in the escrow account and Bank Guarantee, as set out in paragraph 3 of Part V (Financial Arrangements) of this DPS; (ii) make a public announcement in the newspapers where this DPS is published; and (iii) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision.

10. If the Acquirer or the PACs acquire Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer and the PACs shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI SAST Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

V. FINANCIAL ARRANGEMENTS

1. The total funding requirement for this Offer is INR 1,94,41,13,290.09 assuming full acceptance of this Offer i.e. the Maximum Open Offer Consideration.

2. The Acquirer has confirmed that it has adequate resources for fulfilling the payment obligations under this Open Offer in terms of Regulation 25(1) of the SEBI SAST Regulations and the Acquirer is able to implement this Open Offer. The source of funds is foreign funds.

3. In accordance with Regulation 17(4) of the SEBI SAST Regulations, the Acquirer, the Manager to the Offer and CSB Bank Limited **("Escrow Bank")** have entered into an Escrow Agreement dated December 24, 2020 **("Escrow Agreement")**. Pursuant to the Escrow Agreement, the Acquirer has opened an escrow account under the name and title of "FIH Mauritius Investment Ltd Escrow Account" bearing account number 0177-04212075-195002 **("Escrow Account")** with the Escrow Bank and has made a cash deposit of INR 1,95,00,000(Indian Rupees One Crore Ninety Five Lakhs only) in the Escrow Account in accordance with the Regulation 17(5) of the SEBI SAST Regulations. This cash deposit is in excess of 1% of the Maximum Open Offer Consideration, has been confirmed *vide* a confirmation letter dated December 24, 2020 issued by the Escrow Bank.

4. The Manager to the Open Offer has been solely authorised by the Acquirer to operate and realise monies lying to the credit of the Escrow Account, in terms of the SEBI SAST Regulations.

5. The Acquirer has also furnished an unconditional, irrevocable, and on demand bank guarantee dated December 23, 2020, having bank guarantee number FNGNDH932410 for an amount of INR 48,60,50,000 (Indian Rupees Forty Eight Crores Sixty Lakhs and Fifty Thousand only), being not less than 25% of the Maximum Open Offer Consideration, from The Hongkong and Shanghai Banking Corporation Limited ("**Bank Guarantee**"), in favour of the Manager to the Open Offer. The Bank Guarantee is valid until the earliest of: (i) expiry of a period of thirty (30) days from the date of completion of payment of consideration to all the public shareholders of the Target Company who have validly tendered their Equity Shares in the Open Offer, which date shall be specified in the written notice to be issued by the Manager; or (ii) date on which the Manager issues a written notice stating that the Offer has been validly withdrawn in terms of the SEBI SAST Regulations; or (iii) eight (8) months from the date of issuance of the Bank Guarantee plus a claim period of three days (3). The Manager to the Offer has been duly authorised to realize the value of the aforesaid Bank Guarantee in terms of the SEBI SAST Regulations. The Acquirer undertakes that in case the Open Offer is not completed within the validity of the Bank Guarantee, then the Acquirer shall ensure that the Bank Guarantee is further extended at least up to the 30th day from the date of completion of payment of the Equity Shares validly tendered in the Open Offer or another equivalent bank guarantee is obtained or requisite cash is deposited in the Escrow Account, in compliance with SEBI SAST Regulations. The bank issuing the Bank Guarantee is neither an associate company nor a group company of the Acquirer, the PACs or the Target Company.

6. P M Dharia & Co., Chartered Accountants with Firm Registration No. **("FRN")** 102462W having its office at 532/533, Arun Chambers, 5th Floor, Tardeo, Mumbai 400 034 by its certificate dated December 22, 2020, has certified that the Acquirer and the PAC 1, have adequate liquid resources to meet the funding requirements/obligations under the Open Offer, based on review of the financial statements of Acquirer and PAC 1.

7. Based on the above, the Manager to the Open Offer is satisfied that firm arrangements have been put in place by the Acquirer and the PACs to fulfil their obligations in relation to this Open Offer through verifiable means in accordance with the SEBI SAST Regulations.

8. In case of any upward revision in the Offer Price or the Offer Size, the cash in the Escrow Account and / or the amount of the Bank Guarantee, shall be increased by the Acquirer in terms of Regulation 17(2) of the SEBI SAST Regulations, prior to effecting such revision.

VI. STATUTORY AND OTHER APPROVALS

1. As on the date of this DPS, to the best knowledge of the Acquirer and the PACs, there are no statutory approvals required by the Acquirer and / or the PACs, to complete the Underlying Transaction and this Open Offer. However, in case of any further statutory approvals being required by the Acquirer and / or the PACs, at a later date, this Open Offer shall be subject to such approvals and the Acquirer and / or the PACs shall make the necessary applications for such approvals.

2. In case of delay / non receipt of any statutory approvals required by the Acquirer and / or the PAC, as per Regulation 18(11) of the SEBI SAST Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders of the Target Company (who validly tender their shares in the Open Offer) at such rate as may be specified by SEBI. Provided where the statutory approvals extend to some but not all Public Shareholders of the Equity Shares, the Acquirer shall have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Open Offer.

3. If Public Shareholders who are not persons resident in India (including NRIs, OCBs and FIIs / FPIs had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for acquiring / holding the Equity Shares, in order to tender the Equity Shares held by them in this Open Offer, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer and the PACs reserve their right to reject such Equity Shares tendered in this Open Offer.

4. The Acquirer and the PACs will have the right to withdraw this Open Offer in accordance with Regulation 23 of the SEBI SAST Regulations, in the event the statutory approvals whether relating to the acquisition under the Underlying Transaction or this Open Offer are not received or are refused for any reason, or if the conditions precedent as specified in the FOL SPA or Other FOL SPA, are not satisfied, outside the reasonable control of the Acquirer and the PACs. In the event of withdrawal of this Open Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

VII. TENTATIVE SCHEDULE OF ACTIVITY

No.	Name of Activity	Schedule of Activities (Date and Day)*
1.	Issue of Public Announcement	Thursday, December 24, 2020
2.	Publication of this DPS in newspapers	Thursday, December 31, 2020
3.	Last date for filing of the draft Letter of Offer with SEBI	Thursday, January 07, 2021
4.	Last date for public announcement for competing offer(s)	Thursday, January 21, 2021
5.	Last date for receipt of SEBI Observations on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Friday, January 29, 2021
6.	Identified Date*	Tuesday, February 02, 2021
7.	Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Tuesday, February 09, 2021
8.	Last date for upward revision of the Offer Price and/or the Offer Size	Friday, February 12, 2021
9.	Date by which a committee of independent directors of the Target Company is required to give its recommendation to the Shareholders of the Target Company for this Offer	Friday, February 12, 2021
10.	Date of publication of Offer opening public announcement, in the newspapers in which this DPS has been published	Monday, February 15, 2021
11.	Date of commencement of the Tendering Period **("Offer Opening Date")**	Tuesday, February 16, 2021
12.	Date of closure of the Tendering Period **("Offer Closing Date")**	Tuesday, March 02, 2021
13.	Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Shareholders of the Target Company	Wednesday, March 17, 2021
14.	Last date for publication of post-Offer public announcement in the newspapers in which this DPS has been published	Wednesday, March 24, 2021

* *The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the LoF will be dispatched. It is clarified that all Public Shareholders (registered or unregistered) of Equity Shares (except the Acquirer, the PACs, the persons deemed to be acting in concert with the Acquirer and the PACs, the parties to the Underlying Transaction and the persons deemed to be acting in concert with such parties) are eligible to participate in the Open Offer at any time before the Offer Closing Date, subject to Part VI (Statutory and Other Approvals) above.*

\# *The above timelines are indicative (prepared on the basis of timelines provided under the SEBI SAST Regulations) and are subject to receipt of relevant approvals from various statutory / regulatory authorities and may have to be revised accordingly.*

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LOF

1. Subject to Part VI (Statutory and Other Approvals) above, all the Public Shareholders of the Target Company, holding the Equity Shares in dematerialized form, registered or unregistered are eligible to participate in this Open Offer at any time during the period from Offer Opening Date and Offer Closing Date **("Tendering Period")** for this Open Offer.

2. Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have acquired Equity Shares after the Identified Date or those who have not received the LoF, may participate in this Open Offer (subject to Part VI (Statutory and Other Approvals) above and provided that they are not parties to the Underlying Transaction, or actual or deemed persons acting in concert with such parties).

3. The Acquirer is not a person resident in India under applicable Indian foreign exchange control regulations. The Acquirer already has control over the Target Company at the time of acquiring the Offer Shares. Hence, the Acquirer is permitted to acquire the Equity Shares of the Target Company on the floor of the recognized stock exchanges in India, as per applicable Indian foreign exchange control regulations. Therefore, the Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by stock exchanges in the form of a separate window, as provided under the SEBI SAST Regulations and SEBI circulars CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, in each case as amended from time to time. Further details regarding the same, shall be available in the LoF to be despatched to all the Public Shareholders.

4. BSE shall be the designated stock exchange **("Designated Stock Exchange")** for the purpose of tendering Equity Shares in the Open Offer.

5. The Acquirer have appointed IIFL Securities Limited **("Buying Broker")** as their broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

   Name: IIFL Securities Limited

   Address: IIFL Centre, 9th Floor, Kamala City, Senapati Bapat Marg, Lower Parel West, Mumbai 400013, India

   Contact Person: Kunal Thakkar / Vishal Hase;

   Tel: +91-22-46464600;

   Fax: 91+22-46464700.

   Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers **("Selling Broker")** within the normal trading hours of the secondary market, during the Tendering Period.

   The Acquisition Window will be provided by the Designated Stock Exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized Equity Shares.

6. Procedure to be followed by Shareholders holding Equity Shares in Physical Form:

   In accordance with the Frequently Asked Questions issued by SEBI, "FAQs – Tendering of physical shares in buyback offer / open offer / exit offer / delisting" dated February 20, 2020 and in light of the FAQs dated July 02, 2020, Shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI SAST Regulations. The procedure for tendering to be followed by Public Shareholders holding Equity Shares in the physical form shall be available in the LoF to be dispatched to all the Public Shareholders.

7. **The detailed procedure for tendering the shares in the Open Offer will be available in the LoF**.

IX. OTHER INFORMATION

1. The Acquirer, the PACs and their respective directors accept full responsibility for the information contained in the Public Announcement and this DPS (other than such information as has been obtained from public sources or provided or relating to and confirmed by the Target Company and/or the Sellers), and undertake that they are aware of and will comply with their obligations under the SEBI SAST Regulations.

2. The information pertaining to the Target Company and/or the Seller contained in the PA or the DPS or the Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company or the Sellers, as the case may be, or publicly available sources which has not been independently verified by the Acquirer or the PACs or the Manager. The Acquirer, the PACs and the Manager do not accept any responsibility with respect to the information provided by the Target Company and/or the Sellers.

3. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.

4. In this DPS, all references to **"Re."** and **"Rs."** and **"INR"** are references to the Indian Rupee(s).

5. This DPS and the Public Announcement would also be available on SEBI's website *(www.sebi.gov.in)*.

6. The Acquirer has appointed JM Financial Limited as the Manager to the Open Offer, as per the details below:

JM FINANCIAL

JM Financial Limited
7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi,
Mumbai - 400 025, India
Tel: +91 22 6630 3030 / +91 22 6630 3262 Fax: +91 22 6630 3330
Website: www.jmfl.com
Email: Fairchem.openoffer@jmfl.com
Contact person: Ms. Prachee Dhuri
SEBI Registration Number: INM000010361
CIN: L67120MH1986PLC038784

7. The Acquirer has appointed Link Intime India Private Limited as the Registrar to the Offer, as per the details below:

LINK Intime

Link Intime India Private Limited
Address: C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083
Tel: + 91 22 49186200 Fax: + 91 22 49186195
Website: www.linkintime.co.in
Email: fairchem.offer@linkintime.co.in
Contact Person: Mr. Sumeet Deshpande
SEBI Registration Number: INR000004058
CIN: U67190MH1999PTC118368

Issued by the Manager to the Offer
For and on behalf of the Acquirer and PACs

FIH Mauritius Investments Ltd (Acquirer)

FIH Private Investments Ltd (PAC 1)

Utkarsh Shah (PAC 3)

Nahoosh Jariwala (PAC 2)

Jariwala Tradelink LLP (PAC 4)

Nahoosh Tradelink LLP (PAC 5)

Place: Mumbai, India
Date: December 30, 2020