



FAIRCHEM
A FAIRFAX COMPANY

FAIRCHEM SPECIALITY LIMITED

Works & Office : 253/P & 312, Village Chekhala, Sanand - Kadi Highway,

Taluka : Sanand, Dist.: Ahmedabad 382 115. INDIA.

Phone (Board Nos.) : +91 90163 24095 / +91 94099 58550

E-mail : info@fairchem.in, comm@fairchem.in

CIN : L15140MH1985PLC286828

Website : www.fairchem.in

Date: February 26, 2020

To,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block, Bandra-kurla Complex
Bandra (E)
Mumbai – 400 051.

To,
**Department of Corporate Services,
BSE Limited.**
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Ourselves: : BSE Code: 530117 and NSE Symbol: 'FAIRCHEM'

Dear Sirs,

Sub: Regulation 30 read with Schedule III, Part A, Para A(13) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 - Proceedings of National Company Law Tribunal (NCLT) Convened Meeting OF Equity Shareholders Of Fairchem Speciality Limited

Dear Sir(s),

Pursuant to above mentioned and other relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of the National Company Law Tribunal (NCLT) Convened meeting of equity shareholders of Fairchem Speciality Limited held on 25th February 25, 2020 at 4:30 p.m. at Conference Hall, Ahmedabad Textile Mill's Association Hall, Ashram Road, Ahmedabad – 380 009, pursuant to order of the Hon'ble National Company Law Tribunal, Mumbai Bench made on 22nd January, 2020 to transact the business as per the notice dated 24th January, 2020.

The remote e-voting facility was provided on the item of the business sought to be transacted at the NCLT Convened meeting. The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for the purpose of extending the facility for Remote e-voting to the members of the Company. Further the facility of voting through poll / ballot papers was also made available at the venue of the meeting to those shareholders who had not voted through electronic means.

Mr. Utkarsh Shah (DIN 00101663) was the Chairman appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the meeting of Equity Shareholders pursuant to order made on 22nd January, 2020

In aggregate, 35 members were present in person and 2 members were represented by their authorised representatives.



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(Formerly Known as **ADI FINECHEM LIMITED**)

Continuous Sheet No.

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The Chairman then announced that until 48 hours before the time of the commencement of the NCLT Convened Meeting, nil valid proxies covering total of nil shares and 2 representations under section 113 of the Companies Act, 2013 from bodies corporate, covering total of 10,00,000 (Ten Lakhs) shares had been received and the relevant documents were laid on the table for inspection.

The following resolution was proposed for passing by the members at the NCLT convened meeting:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232, Section 66 and other applications provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the National Company Law Tribunal (“Hon’ble Tribunal”), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Composite Scheme of Arrangement and Amalgamation amongst Fairchem Speciality Limited (“Demerged Company” or “Transferee Company” or “Company”) and Fairchem Organics Limited (“Resulting Company”) and Privi Organics India Limited (“Transferor Company”) and their respective shareholders (“Scheme” or “Composite Scheme of Arrangement and Amalgamation”), placed before this meeting and initialled by the Chairperson of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper and delegate all or any of its powers herein conferred to any Director(s) and/ or officer(s) of the Company, to give effect to this resolution, if required, as it may be in its absolute discretion deem it necessary or desirable.”

Mr. Uday Dave, Partner of M/s. Parikh Dave & Associates, Practicing Company Secretaries (Membership No. FCS: 6545) was appointed as scrutinizer for scrutinizing the votes cast on poll and e-voting and for submitting the Voting reports.

The Chairman regulated the manner in which the poll was taken. After the poll was taken, the chairman declared the meeting to be closed.

Please take the above on record and acknowledge receipt of the same.

Thanking you,
Yours faithfully,
For Fairchem Speciality Limited


Rajen Jhaveri
Chief Financial Officer and Company Secretary