



# FAIRCHEM SPECIALITY LIMITED

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

Corporate Office : 1<sup>st</sup> Floor, 2, Sigma Corporates, Behind HOF, Sindhu Bhavan Road,  
Off S.G. Road, Ahmedabad - 380 059. INDIA.

Phone : (079) 29701675, 7818824096 E-mail : [info@fairchem.in](mailto:info@fairchem.in)

CIN : L15140MH1985PLC286828 Website : [www.fairchem.in](http://www.fairchem.in)

19.07.2017

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.**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001.

**Ref: BSE Code: 530117 and NSE Symbol: 'FAIRCHEM'**

Dear Sirs,

**Sub.: Submission of Notice of Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 30 of the Listing Regulations, we send herewith the Notice alongwith e-voting instructions slip of the Annual General Meeting of the Company to be held on 11<sup>TH</sup> August, 2017. The aforesaid have also been sent to all eligible shareholders and are also available on the website of the Company at [www.fairchem.in](http://www.fairchem.in)

This is for your information and record.

Thanking you,

Yours faithfully,

For Fairchem Speciality Limited,

Rajen Jhaveri

Chief Financial Officer & Company Secretary

Encl: as above



# FAIRCHEM SPECIALITY LIMITED

(Formerly Known as ADI Finechem Limited)

**CIN : L15140MH1985PLC286828**

**Regd. Office :** 324, Dr. D.N. Road, Fort, Mumbai – 400 001, INDIA

**Corporate Office :** 1st Floor, 2, Sigma Corporates, Behind HOF, Sindhu Bhavan Road, Off S.G. Road, Ahmedabad - 380 059. INDIA.

**Phone :** (079) 29701675 **E-mail :** cs@fairchem.in **Website :** www.fairchem.in

## **NOTICE**

**NOTICE** is hereby given that the Thirty second Annual General Meeting of the Members of FAIRCHEM SPECIALITY LIMITED (Formerly known as **ADI FINECHEM LIMITED**) will be held at **Hall of Culture, Nehru Science Centre, Dr. Annie Besant Road, Lotus Colony, Worli, Mumbai – 400 018 on Friday, 11th August, 2017 at 4.00 p.m.** to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company including Audited Balance sheet as at March 31, 2017, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To Declare a Dividend on Equity Shares.
3. To appoint Directors in place of Shri Utkarsh B. Shah (holding DIN 00101663) and Shri Nahoosh Jariwala (holding DIN 00012412) who retire by rotation and being eligible, offers themselves for reappointment.
4. To ratify the appointment of M/s. Price Waterhouse & Co. Chartered Accountants LLP, Chartered Accountants, (Reg. No. : 304026 E / E300009) Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General meeting and to fix their remuneration.

### **Special Business:**

5. **To appoint Mr. Mahesh Babani (DIN:00051162) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :**

**"RESOLVED THAT** Mr. Mahesh Babani (DIN: 00051162), who was appointed as an Additional Director of the Company w.e.f. 11<sup>th</sup> May, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation in the Promoter Category."

6. **To appoint Mr. Mahesh Babani (DIN : 00051162) as a Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 (including any Statutory modification or re-enactment thereof for time being in force, ) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, consent of the members be and is hereby accorded for appointment of Mr. Mahesh Babani (DIN : 00051162), as the Managing Director w.e.f. 11<sup>th</sup> May, 2017 up to March 31<sup>st</sup> 2019 without any Remuneration either by way of Salary, Perquisites, Commission on Net Profit of the Company or any other kind of fees except reimbursement of expenses incurred in the course of business.

**FURTHER RESOLVED THAT** Nomination and remuneration Committee be and is hereby Authorized to alter and vary the terms of appointment as may be agreed to between the Committee and and Mr. Mahesh Babani subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force.

**"FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all the acts deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

7. **To appoint Mr. D.B. Rao (DIN:00356218) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

**"RESOLVED THAT** Mr. D.B. Rao (DIN:00356218), who was appointed as an Additional Director of the Company w.e.f. 11<sup>th</sup> May, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation in the Promoter Category."

8. **To consider adoption of new Articles of Association in lieu of present Articles of Association and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, the new set of Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any Director and / or the Company Secretary of the Company be and are hereby individually authorised to do all such acts and deeds and take such actions as may be necessary, expedient and proper to give effect to this resolution and matters incidental thereto."

9. **To ratify / confirm the remuneration of Cost Auditors for the financial year ending March 31, 2018 and in this regard, to consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 148 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), the remuneration payable to M/s. Rajendra Patel, Cost Accountants, Ahmedabad, (Firm Registration Number: 101163) appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of cost records of the company for the financial year ending 31st March, 2018 amounting to Rs. 60,000 (Rupees Sixty Thousand) plus applicable taxes and reimbursement of travelling and other incidental expenses be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION.**

**"RESOLVED THAT** pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to maintain the Register of Members together with the Index of members of the Company under section 88 of Act and copies of the Annual Returns under section 92 of the Act at the office premises of Link Intime India Pvt. Ltd., Registrar and Transfer Agent (RTA), 506-508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Near XT Xavier's College Corner, Off. C. G. Road, Navrangpura, Ahmedabad - 380009, and such other places as the RTA, shift its office from time to time instead of the Registered Office of the Company."

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

May 11, 2017  
FAIRCHEM SPECIALITY LIMITED  
(Formerly known as ADI Finechem Limited)  
C.I.N. : L15140MH1985PLC286828  
Corporate Office:  
1st Floor, 2, Sigma Corporates,  
B/H HOF Living, Sindhu Bhavan Road,  
Off S.G. Road, Ahmedabad – 380 059.  
Registered Office:  
324, Dr. D.N. Road, Fort, Mumbai – 400 001

By Order of the Board  
For Fairchem Speciality Limited,  
Rajen Jhaveri  
ACS - 6615  
Chief Financial Officer & Company Secretary



## NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not more than 50(fifty) and holding in aggregate not more than 10% of total share capital of the Company carrying voting rights. In case the proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy cannot act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 05, 2017 to Friday, August 11, 2017 (both days inclusive) for the purpose of Annual General Meeting and payment of Dividend.
3. An Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of item Nos. 5 to 10 of the Notice as set out above is annexed hereto.
4. If Dividend on Equity shares as recommended by the Board of Directors is passed at the meeting, payment of such dividend will be made within 30 days of August 11, 2017 to those members whose names are on the company's Register of Members on August 11, 2017 or on record of National Depository Limited and Central Depository Services (India) Limited as beneficial owners as on close of business hours of August 04, 2017.

Pursuant to the provisions of Section 125 of the Companies Act, 2013 the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the company, is required to be transferred to the Investor Education and Protection fund, set up by the Government of India. Kindly note that once unclaimed and unpaid dividends are transferred to the Investor Education and Protection Fund, members will have to approach to IEPF for such dividend.

5. Members holding shares in Electronic form are requested to intimate any changes in their registered address, name, PAN details etc to their depository participant with whom they are maintaining their demat account. Members holding shares in physical form are requested to intimate any such change to the Company or its RTA (M/s. Link Intime India Pvt. Ltd.)  
Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
6. Members are requested to bring their attendance slip duly filled in along with their copy of the Annual Report to the meeting.
7. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2016-17 is being sent in the permitted mode. The said notice is also published on the Company's website viz [www.fairchem.in](http://www.fairchem.in) and on the website of remote e-voting agency i.e. [www.evotingindia.com](http://www.evotingindia.com).
8. Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company.
10. A Route Map showing the Directions to reach the venue of the 32<sup>nd</sup> Annual General Meeting is attached along with the notice as per the requirement of Secretarial Standards - 2 on General Meeting.
11. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act are requested to send the Company a certified copy of Board Resolution / Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
12. Members desiring to seek information on Annual Accounts to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.
13. Relevant documents referred to in the accompanying Notice are available for inspection by the Members at the Corporate Office of the Company on all working days, except Saturdays, between 03.00 pm. And 5.00 p.m. upto the date of the Annual General Meeting of the Company.
14. Brief Particulars of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting of the Company pursuant to Regulation of 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI:

Name of Director	Shri Utkarsh Shah	Shri Nahoosh Jariwala	Shri Mahesh Babani	Shri D.B. Rao
Director Identification Number (DIN)	00101663	00012412	00051162	00356218
Date of Birth	30-12-1960	21-08-1961	01-04-1957	10-05-1946
Age (In Years)	57	56	60	71
Date of Appointment	01-04-2010	03-11-1992	11-05-2017	11-05-2017
Qualification	B.Sc.	B.Com	B.Com	Engineer
Number of the Meetings of the Board attended during the year	9	9	Appointed as additional Director on 11.05.2017 i.e. after the F.Y. 2016-17	
Brief resume of the Director including nature of expertise in specific functional areas.	Engaged in business of coal/ lignite transportation, coal trading, real estate since last 30 years	Has a total experience of over 31 years. He has expertise in all crucial areas of the Company viz. selection of right production and utility equipments, process and product development related matters, commercial and financial matters etc.	Shri Mahesh Babani, is a Commerce Graduate and a self-made entrepreneur and has operational managerial experience of over 30 years. Over the past 2 decades he has travelled extensively across the globe and has deep knowledge of the entire value chain of Aroma Chemical Business. His knowledge extends from sourcing of raw materials to its processing and to the final consumer of Aroma Chemicals. He is serving as a Director on board of Privi Organics Limited, Babani Investment & Trading Pvt. Ltd, Privi Biotechnologies Pvt. Ltd., Privi Organics USA Inc. Minar Organics Pvt. Ltd and Satellite Technologies Pvt. Ltd.	Mr D. B. Rao is a post graduate in Engineering with over 33 years' experience. He is a Director on the board of Privi Organics Limited, Privi Organics India Limited, Privi Bio-technologies P Limited, Privi Organics USA Inc., Minar Organics Pvt. Ltd, Vivira Investment & Trading P Limited and Satellite Technologies Pvt. Limited. He is involved in the operations of PRIVI and institutionalizing various processes in the management of the company. He has travelled extensively across the globe and has been involved in sourcing of raw materials and has contributed significantly in PRIVI's growth and in creation of formidable organization structure of PRIVI.
Number of shares held in the Company	5,50,000	NIL	3,039,297	681,484
Directorships and Committee memberships (excluding alternate directorship, directorships in private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and stakeholders relationship Committee only have been included)	Shree Rama Newsprint Limited	1. Privi Organics India Limited	1.Privi Organics Limited 2.Privi Organics India Limited	1.Privi Organics Limited 2.Privi Organics India Limited
Inter se relation between Directors	No relationship as defined under The Companies Act, 2013 and / or Rules made thereunder			
Terms and Conditions of Appointment	As per Remuneration and Nomination Policy of the Company as displayed on the Company's website viz. <a href="http://www.fairchem.in">http://www.fairchem.in</a>			

15. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. Equity Shareholders shall have one vote per share as shown against their shareholding. The Shareholders can vote for their entire voting rights as per their discretion.
- V. The remote e-voting period commences on August 05, 2017 (9:00 am) and ends on August 10, 2017 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 04, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on August 05, 2017 at 9.00 A.M and ends on August 10, 2017 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 04, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN No. 170712010 for Fairchem Speciality Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- VI. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AG through ballot paper.
  - VII. Mr. Uday G. Dave, Practicing Company Secretary (Membership No. FCS 6545), Partner of , M/s. Parikh Dave & Associates, Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process at the Annual General Meeting in a fair and transparent manner.
  - VIII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizers' report of the total votes cast in favour or against, if any, to the Chairman / any Director of the Company authorised by the Chairman who shall countersign the same.
  - IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fairchem.in](http://www.fairchem.in) and on the website of CDSL and the same be also communicated to the BSE Limited and National Stock Exchange of India Limited.
16. This notice has been updated with the instructions for voting through electronic means as per the amended Rules, 2015.

## ANNEXURE TO NOTICE

Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013

### ITEM NO. 5 :

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Mahesh Babani (DIN :00051162) as an Additional Director u/s. 161 of the Companies Act, 2013. He will hold the office upto the date of the ensuing Annual General Meeting. He is a commerce graduate. He is having rich experience of more than 22 years in running a manufacturing



The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.

The Board considering that the appointment of Mr. Mahesh Babani would be of immense benefit to the Company, recommends the resolution in relation to his appointment as a Director, for the approval by the shareholders of the Company.

Except Mr. Mahesh Babani, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

**ITEM NO. : 6**

The Board of Directors, on recommendation of the Nomination and Remuneration committee at their meeting held on May 11, 2017, have appointed Mr. Mahesh Babani (DIN : 00051162), as the Managing Director of the Company, subject to the approval of the members of the Company for a term up to March 31, 2019 w.e.f. 11<sup>th</sup> May, 2017 without any remuneration either by way of Salary, Perquisites, Commission on Net Profit of the Company or any other kind of fees except reimbursement of expenses incurred in the course of business.

In the opinion of the Board he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as the Managing Director of the Company.

Pursuant to the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013, the approval of the members is being sought for his appointment as the Managing Director of the Company.

The Board considering his rich experience, expertise, knowledge would be of immense help to the Company recommends his re-appointment as the Managing Director of the Company.

Except Mr. Mahesh Babani, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

**ITEM NO. : 7**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Mr. D. B. Rao (DIN :00356218) as an Additional Director u/s. 161 of the Companies Act, 2013. He will hold office up to the date of the ensuing Annual General Meeting. He is a qualified Engineer. Mr. D. B. Rao. Mr. Rao has rich experience of more than 40 years in the field of Aroma Chemical Business.

A notice has been received from a member proposing his candidature for the office of Director of the Company liable to retire by rotation.

The Board considering that the appointment of Mr. D. B. Rao would be of immense benefit to the Company, recommends the resolution in relation to his appointment as a Director, for the approval by the shareholders of the Company.

Except Mr. D. B. Rao, being an appointee, none of the other Directors Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

**ITEM NO. : 8**

Pursuant to the Revised Shareholders' Agreement entered into by the Company with FIH Mauritius Investment Limited (FMIL) and others, consequent to acquisition of equity stake by FMIL in Privi Organics Limited and Scheme of Arrangement between the Company, its wholly owned subsidiary and said Privi Organics Limited, the Company is required to alter its Articles of Association [hereinafter referred to as "AoA"] to include / exclude / alter various clauses. It is, therefore, recommended to amend the existing AoA to incorporate / modify the required clauses by replacing the existing AoA by a new set of Articles.

Consent of the shareholders by way of a Special Resolution is required to alter its Articles of Association.

None of the Directors of the Company or Key Managerial Personnel and their relatives are interested, financially or otherwise, in the proposed resolution. Your Directors recommend the Special Resolution set out at item No. 8 of the Notice for approval by the shareholders.

A copy of the proposed new set of Articles of Association of the Company would be available for inspection for the members at the Corporate Office of the Company during the office hours on any working day, except Saturdays and Sundays, between 11.00 a.m. to 6.00 p.m. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the corporate office of the Company



**ITEM NO. 9:**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records maintained by the company for the products covered under Chapters 2917 and 3823 of Sr. No. 18 of table mentioned under Rule 3 (B) – Non-regulated Sectors for the financial year ending 31st March 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

The Board recommends the passing of Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

**ITEM NO. 10:**

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Accordingly, the approval of the members is sought in terms of Section 94 of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent ("RTA"), Link Intime India Pvt. Ltd., at 506-508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Near XT Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad - 380009, and such other places as the RTA, shift its office from time to time.

A copy of the proposed resolution will be forwarded in advance to the Registrar of Companies, Gujarat, Ahmedabad, as required under the said Section 94 (1) of the Companies Act, 2013.

The Directors recommends passing of the proposed special resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested financially or otherwise in the proposed resolution.

**May 11, 2017**  
**FAIRCHEM SPECIALITY LIMITED**  
**(Formerly known as ADI Finechem Limited)**  
**C.I.N. : L15140MH1985PLC286828**  
**Corporate Office:**  
1st Floor, 2, Sigma Corporates,  
B/H HOF Living, Sindhu Bhavan Road,  
Off S.G. Road, Ahmedabad – 380 059.  
**Registered Office:**  
324, Dr. D.N. Road, Fort, Mumbai – 400 001

**By Order of the Board**  
**For Fairchem Speciality Limited,**  
**Rajen Jhaveri**  
ACS - 6615  
Chief Financial Officer & Company Secretary

## ATTENDANCE SLIP

### FAIRCHEM SPECIALITY LIMITED (FORMERLY KNOWN AS ADI FINECHEM LIMITED)

CIN: L15140MH1985PLC286828

**Corporate Office:** 1<sup>st</sup> Floor, 2, Sigma Corporates, B/h HOF Living,  
Sindhu Bhavan Road, off. S.G. Road, Ahmedabad – 380059.

**Registered Office:** 324, Dr. D.N. Road, Fort, Mumbai – 400 001

E mail :cs@fairchem.in Ph. No.:079 – 29701675

Website: www.fairchem.in

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id\* .....

Folio No. ....

Client Id\* .....

No. of Shares.....

NAME .....

ADDRESS .....

.....

.....

I hereby record my presence at the **32<sup>nd</sup> ANNUAL GENERAL MEETING** of the Company to be held on Friday, August 11, 2017 at 4.00 p.m. at **Hall of Culture, Nehru Science Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018**

.....  
Signature of Shareholder / Proxy

\*Applicable for investors holding shares in electronic form.

## Google Maps Hall of Culture



**FAIRCHEM SPECIALITY LIMITED**  
**(FORMERLY KNOWN AS ADI FINECHEM LIMITED)**  
**CIN: L15140MH1985PLC286828**

**Corporate Office:** 1<sup>st</sup> Floor, 2, Sigma Corporates, B/h HOF Living, Sindhu Bhavan Road, off. S.G. Road, Ahmedabad – 380059.

**Registered Office:** 324, Dr. D.N. Road, Fort, Mumbai – 400 001

E mail :cs@fairchem.in Ph. No.:079 – 29701675 Website: www.fairchem.in

((Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule 2014)

Name of the member(s): .....

Registered address: .....

e-mail Id: .....

Folio No/ \*Client Id: .....

\*DP Id: .....

I/We being the member(s) of .....shares of Fairchem Speciality Limited (formerly known as Adi Finechem Limited), hereby appoint:

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or  
 failing him / her:
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or  
 failing him / her:
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Friday, August 11, 2017 at 4.00 p.m. at **Hall of Culture, Nehru Science Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018** and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

	For	Against
1. Consider and adopt Audited Financial Statements (including consolidated financial statements), for the year ended 31 <sup>st</sup> March, 2017 and Directors' Report and Auditors' Report thereon.		
2. Declaration of Dividend on Equity Shares		
3. Re-appointment of Shri Utkarsh B. Shah(DIN 00101663) and Shri Nahoosh Jariwala (DIN 00012412) who retire by rotation		
4. Ratification of appointment of Statutory Auditors and to fix their remuneration.		
5. Appointment of Mr. Mahesh Babani (DIN 00051162) as a Director, Promoter Category.		
6. Appointment of Mr. Mahesh Babani (DIN 00051162) as a Managing Director.		
7. Appointment of Mr. D.B. Rao (DIN 00356218) as a Director, Promoter Category.		
8. Adoption of new Articles of Association in lieu of present Articles of Association		
9. Ratification / confirmation of the remuneration of the Cost Auditors		
10. To maintain the Register of Members etc. at the office premises of Link Intime India Pvt. Ltd., Registrar and Transfer Agent (RTA)		

**Notes :**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.