



## **FAIRCHEM ORGANICS LIMITED**

Regd. Office and Works: 253/P & 312, Village Chekhala, Sanand-Kadi Highway,  
Taluka Sanand, District Ahmedabad – 382 115, India.

CIN: L24200GJ2019PLC129759 \* Website: [www.fairchem.in](http://www.fairchem.in)

Email id: [cs@fairchem.in](mailto:cs@fairchem.in) \* Phone (Board No.): (02717) 687 900-901

### **NOTICE**

#### **EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of **FAIRCHEM ORGANICS LIMITED** (“the Company”) will be held through video conferencing (VC) /other Audio-visual means (OAVM) on **Thursday, March 14, 2024 at 03.00 p.m.** to transact the following Special business. The venue of the EGM shall be deemed to be the Registered Office of the Company.

#### **SPECIAL BUSINESS:**

- Revision in commission payable to Shri Nahoosh J. Jariwala (DIN: 00012412), Managing Director of the Company, for the period from August 13, 2023 to August 12, 2026:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** based on the recommendations of the Nomination and Remuneration Committee and approval granted by Audit Committee & Board of Directors and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the said Act and the Rules made thereunder, wherever applicable and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force and subject to other necessary approvals, if any, as may be required under the provisions of the Act or any other law, consent of the members be and is hereby accorded for revising the commission payable to Shri Nahoosh J. Jariwala (DIN: 00012412), Managing Director of the Company from 0.75% to 1.50% of the net profits pertaining to respective financial years during his present tenure by keeping all other terms and conditions unchanged.

**FURTHER RESOLVED THAT** where in any financial year, during the tenure of Shri Nahoosh J. Jariwala, Managing Director, if the Company has no profits or its profits are inadequate, the Company will pay minimum remuneration subject to provisions of Schedule V of the Act and the requisite approvals from relevant authority, if any, as may be required.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby severally authorized to alter, amend, vary or modify the scope and quantum of remuneration of Shri Nahoosh Jariwala, Managing Director, within the limit as approved by the members, as it may deem proper from time to time considering the nature and scope of his activities as shall be permissible and in conformity with applicable provisions of the Companies Act, 2013.”

**Registered Office:**

253/P & 312 Village Chekhala,  
Sanand Kadi Highway, Tal. Sanand  
Dist. Ahmedabad – 382 115, Gujarat, India  
CIN: L24200GJ2019PLC129759

**By Order of the Board,  
For FAIRCHEM ORGANICS LIMITED,**

**Rajen Jhaveri**  
**Chief Financial Officer &  
Company Secretary**  
**ACS No.: 6615**

**Date:** February 5, 2024

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 20/2020 and 09/2023 dated 5<sup>th</sup> May, 2020 and September 25, 2023 respectively [in continuation of all earlier General Circulars in regard to holding General Meetings through Video Conferencing (VC) / Other Audio Visual Means (OAVM)] (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and circular dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (“SEBI Circular”) permitted the holding of General Meeting through Video Conference (“VC”)/Other Audio Visual Means (“OAVM”) without the physical presence of Members at a common venue and has also provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 (“the Act”), the Extra-Ordinary General Meeting of the Members of the Company is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for this EGM shall be the Registered Office of the Company.
2. Since this EGM is being held pursuant to the MCA/SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra-Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a certified true scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Extra-Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at [cs@fairchem.in](mailto:cs@fairchem.in). Institutional investors are encouraged to attend and vote at the meeting through VC.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Registration of email ID:

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

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Limited ("LIPL"), [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/ Registration-fill in the details and upload the required documents and submit.

OR

- (ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address in the demat account as per the process followed and advised by the DP.

6. The Notice of the Extra-Ordinary General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ RTA in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated October 7, 2023. Members may note that the Notice of Extra-Ordinary General Meeting will also be available on the Company's website at [www.fairchem.in](http://www.fairchem.in) and on the website of LIPL at <https://instavote.linkintime.co.in>. Members are requested to download the Notice of EGM from the website of the Company and the Exchanges. Members can attend and participate in the Extra-Ordinary General Meeting through VC/OAVM facility only.
7. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.

## 8. VOTING THROUGH ELECTRONIC MEANS

- In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the members with the facility to exercise their right to vote at the Extra-Ordinary General Meeting by electronic means and the business may be transacted electronically through the facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") as provided by LIPL.
- The facility for electronic voting system shall also be made available at the Extra-Ordinary General Meeting. The Members who have not cast their votes through remote e-voting shall be able to exercise their voting rights at the EGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.

## 9. Instructions for Members to attend the Extra-Ordinary General Meeting through Insta Meet (VC/OAVM) are as under:

- a) Members are entitled to attend the Extra-Ordinary General Meeting through VC/OAVM platform "Insta Meet" provided by the Registrar and Transfer Agent, LIPL by following the below mentioned process. Facility for joining the Extra-Ordinary General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Extra-Ordinary General Meeting and will be available to the Members on first come first serve basis.

Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Extra-Ordinary General Meeting. Members holding more than 2% equity shares, Promoters, Institutional Investors, Directors, KMPs, Chairperson of Audit and Risk Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come first serve basis. Members can log in and join at 02:45 P.M. IST i.e. 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the schedule time. Participation is restricted up to 1000 members only.

**b) The details of the process to register and attend the EGM are as under:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>. Select the "Company" and 'Event Date' and register with your following details: -
  - A. Demat Account No. or Folio No.:** Enter your 16 digit Demat Account No. or Folio No:
    - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - Members holding shares in physical form shall provide Folio Number registered with the Company
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.:** Enter your mobile number.
  - D. Email ID:** Enter your Email ID, as recorded with your DP/Company.
    - Click "Go to Meeting" (You are now registered for Insta Meet and your attendance is marked for the meeting).

**c) Instructions for Members to Speak during the Extra-Ordinary General Meeting through Insta Meet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company by sending email on [cs@fairchem.in](mailto:cs@fairchem.in).
2. Members will get confirmation on first come first basis.
3. Members will receive "speaking serial number" once they mark attendance for the meeting.
4. Other Members may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

**d) Instructions for Members to Vote during the Extra-Ordinary General Meeting through Insta Meet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, members who have not exercised their vote through the remote e- voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered Email ID) received during registration for Insta Meet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- e) Members, who will be present in the Extra-Ordinary General Meeting through Insta Meet facility and have not casted their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting. Members who have voted through remote e-voting prior to the Extra-Ordinary General Meeting will be eligible to attend/participate in the Extra-Ordinary General Meeting through Insta Meet. However, they will not be eligible to vote again during the meeting.
  - f) Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.
  - g) Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
  - h) Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  - i) For a smooth experience of viewing the EGM proceedings on Insta Meet, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application.
  - j) In case shareholders/members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

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

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematmode with NSDL	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https:// eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal</li> </ul>

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/Easi">https://web.cdslindia.com/myeasi/Registration/Easi</a> Registration.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
Individual Shareholders (holding securities in demat mode) & login through their deposit	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -               <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository</li> </ol> </li> </ul> </li> </ol>



	<p>Participant (DP)/ Company shall use thesequence number provided to you, if applicable.</p> <p>C. <b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recordedwith your DP / Company - in DD/MM/YYYY format)</p> <p>D. <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click "confirm" (Your password is now generated).</li> </ul> <ol style="list-style-type: none"> <li>Click on 'Login' under '<b>SHARE HOLDER</b>' tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '<b>Submit</b>'.</li> <li>After successful login, you will be able to see the notification for e-voting. Select '<b>View</b>' icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option '<b>Favour / Against</b>' (If you wish to view the entire Resolution details, click on the '<b>View Resolution</b>' file link).</li> </ol> <p>After selecting the desired option i.e. Favour / Against, click on '<b>Submit</b>'. A confirmation box will be displayed. If you wish to confirm your vote, click on '<b>Yes</b>', else to change your vote, click on 'No' and accordingly modify your vote</p>
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#### Institutional shareholders:

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

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

- Click on 'Login' under '**SHARE HOLDER**' tab and further Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit
- In case shareholders/members is having valid email address, Password will be sent to his/her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

- Shareholders/members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
  - During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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

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

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

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

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

- The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Resolution(s) set out in this Notice is appended hereinafter.
- All the documents referred to in the Notice will be available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of EGM i.e. March 14, 2024. Members seeking to inspect such documents can send an email to [cs@fairchem.in](mailto:cs@fairchem.in).
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents required by the Act and any other law, will be made available electronically for inspection by Members of the Company at the meeting.
- Since the EGM will be held through VC/OAVM, the Route Map to reach to the venue of the Extra-Ordinary General Meeting has not been annexed to this Notice.



14. Members seeking any further clarification/information relating to the business to be transacted as per the Notice herein are requested to write at the Registered & Works Office of the Company on or before March 9, 2024 to enable the management to keep the information ready at the Meeting.
15. Members are requested to register their e-mail address(es) and changes in their particulars like change in address from time to time with LIPL, Registrar and Transfer Agent for shares held in physical form and with the respective Depository Participants for the shares held in dematerialized form.
16. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
17. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on LIPL website at <https://instameet.linkintime.co.in>. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
22. Members holding shares in Electronic form are requested to intimate any changes in their registered address, name, PAN details, etc. to their Depository Participant (DP) with whom they are maintaining their demat account. Members holding shares in physical form are requested to intimate any such change to the Company or its RTA (M/s. Link Intime India Pvt. Ltd.) in Form ISR-1. The form can be downloaded from the website of the Company [www.fairchem.in-investor](http://www.fairchem.in-investor) relations- Fairchem organics limited – investor forms.
23. Registration of email ID and Bank Account details:  

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

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

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

#### General Guidelines for shareholders:

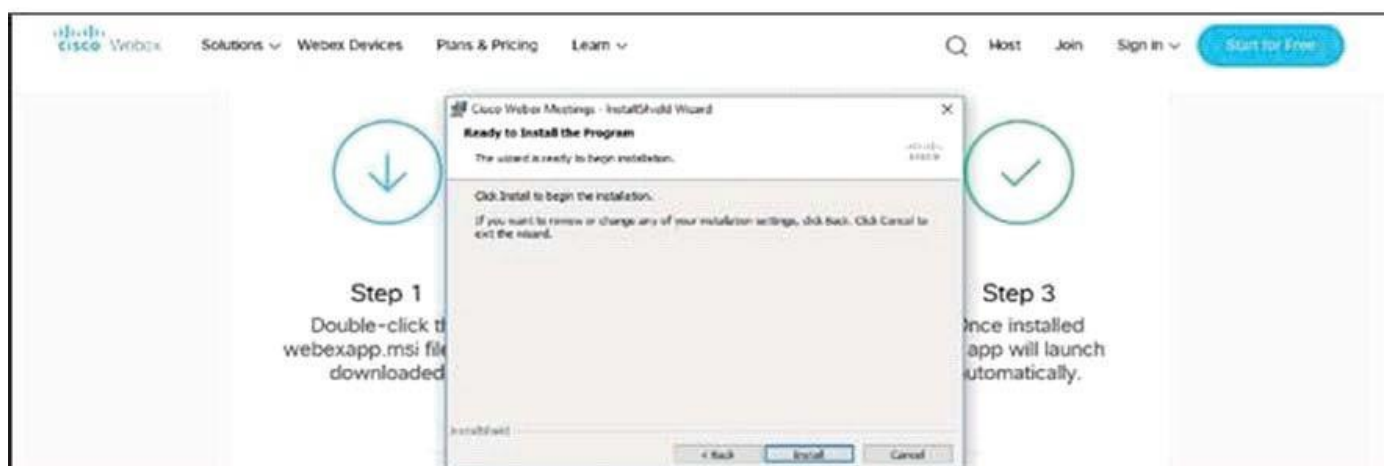
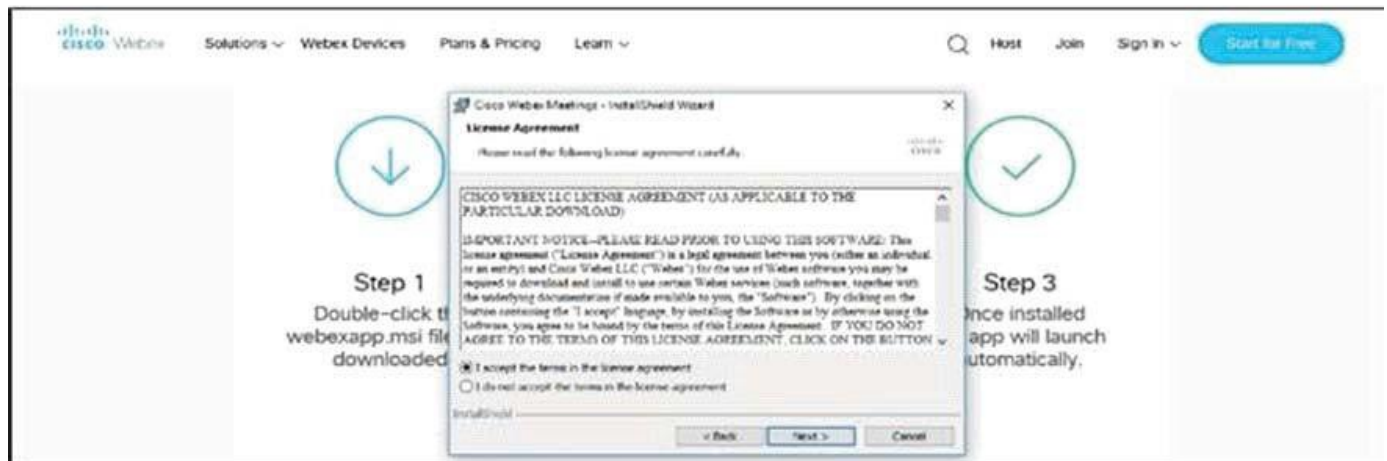
1. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call at :- Tel : 022 - 49186000.
2. The remote e-voting period will commence at **9.00 a.m. (IST) on Monday, March 11, 2024 and will end at 5:00 p.m.(IST) on Wednesday, March 13, 2024**. During this period members of the Company, holding shares in dematerialized form, as on the **cut-off date i.e. Thursday, March 7, 2024** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

3. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **Thursday, March 7, 2024**. The person who is not a member as on the cutoff date should treat this Notice for information purpose only.
4. Any person, who acquire shares of the Company and become member of the Company after dispatch of the Notice of the EGM and holding shares as of the cut-off date i.e. **Thursday, March 7, 2024**, may obtain the user ID and password by sending a request to RTA. However, if you are already registered with LIPL for remote e-voting, then you can use your existing user ID and password for casting your vote.
5. 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 EGM.
6. The Company has appointed Mr. Umesh Parikh, Practicing Company Secretary (Membership No. FCS 4152) and failing him, Mr. Uday Dave, Practicing Company Secretary (Membership no. FCS 6545), - both the Partners of M/s. Parikh Dave & Associates, Company Secretaries, Ahmedabad, as the Scrutinizer to scrutinize the remote e-voting process and voting at the Extra-Ordinary General Meeting in a fair and transparent manner.
7. The Chairman shall, at the EGM, at the discussion on the resolution on which voting is to be held, allow voting to be cast by use of voting facility 'InstaMeet' of LIPL for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at the EGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, within 2 working days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results of the EGM shall be declared by the Chairman or person authorized or anyone of the director of the Company after the EGM within the prescribed time limits. The resolution will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
10. 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 LIPL.

#### **Guidelines to attend the EGM proceedings of Link Intime India Pvt. Ltd.: Insta Meet**

For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. Insta Meet, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



or

- a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on JoinNow
1 (B)	<p>If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u>.</p> <p>Click on <u>Run a temporary application</u>, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now</p>

**Registered Office:**

253/P & 312 Village Chekhala,  
Sanand Kadi Highway, Tal. Sanand  
Dist. Ahmedabad - 382115, Gujarat, India  
CIN: L24200GJ2019PLC129759

**By Order of the Board,  
For FAIRCHEM ORGANICS LIMITED,**

**Rajen Jhaveri**  
*Chief Financial Officer &  
Company Secretary*  
ACS No.: 6615

**Date:** February 5, 2024

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

### Item No. 1

Re-appointment of Shri Nahoosh J. Jariwala as Managing Director of the Company for a period of three years with effect from 13<sup>th</sup> August, 2023 to 12<sup>th</sup> August, 2026 along with remuneration was approved by shareholders at the 4<sup>th</sup> Annual General Meeting held on 7<sup>th</sup> August, 2023. Based on recommendation of Nomination and Remuneration Committee and approval by Audit Committee, the Board of Directors at their meeting held on February 5, 2024 has unanimously approved revision in remuneration payable to Managing Director by increasing the percentage of commission payable to him during his present tenure as Managing Director.

In view of increased challenges in the business emanating from volatile market in vegetable oils and global disruption caused due to military actions in few countries of the world, navigating the way and protecting the interest of the Company has become a vital factor. Shri Nahooshbhai's sharp acumen and very rich experience in the management has gone a long way in Company's recent performance. The Company has been able to develop in-house and commercially launch couple of products in the market. The Managing Director has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Keeping all this in mind, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, at their respective meetings held on February 5, 2024, had unanimously recommended, subject to approval of the shareholders, the increase in commission payable to Shri Nahoosh J. Jariwala, Managing Director of the Company, from 0.75% to 1.50% of the net profits of a respective financial year during the present tenure by keeping all other terms and conditions unchanged, which were approved by the Shareholders at the 4<sup>th</sup> AGM held on August 7, 2023.

For the immediate reference of the Shareholders, the contents related to re-appointment of Shri Nahoosh J. Jariwala and his remuneration, which were circulated with the Notice of the 4<sup>th</sup> AGM, are once again reproduced below after inserting / modifying therein the proposed aforesaid increase in commission payable to Shri Nahoosh J. Jariwala.

#### REMUNERATION:

(A) Salary: Rs. 12,00,000/- per month w.e.f. August 13, 2023

#### COMMISSION:

In addition to the salary, perquisites and allowances, commission is payable @ 1.50 % of the net profits of the Company in a particular financial year, subject to the overall ceilings stipulated in Section 197 and Schedule V of the Companies Act, 2013.

#### PERQUISITES AND ALLOWANCES:

##### CATEGORY – A

- 1) House Rent Allowance: The Company shall pay House Rent allowance @ of 50% of Salary per annum, which shall be payable on monthly basis.
- 2) Personal Accident Insurance: The Company shall pay/reimburse Personal Accident Insurance Premium up to Rs. 25,000/- for the Managing Director.
- 3) Club Fees: The Company shall pay/reimburse annual fees for one club.

The aggregate value of perquisites mentioned at Sr. Nos. (2) and (3), for each year shall be computed as per the provisions of the Income Tax Act, 1961 and/or Rules made thereunder. In case of benefits for which no specific valuation is provided under the Income Tax Act, the perquisites value of such benefit shall be taken at actual cost.

4) Medical Reimbursement:

Medical expenses actually incurred for self and family shall be reimbursed by the Company up to a limit of Rs. 5.00 lakhs p.a.

**CATEGORY - B**

- 1) Contribution to Provident Fund @ 12% of basic salary.
- 2) Gratuity at a rate not exceeding half a month's salary for each completed year of service.
- 3) Leave on full pay and allowances – one month's leave for every eleven months of service. The leave not availed of during the financial year will be allowed to be encashed in the last calendar month of the said financial year.

**CATEGORY - C**

- 1) The Company shall provide car with driver at the entire cost to the Company for use in Company's business and the same will not be considered as perquisites.
- 2) The Company shall provide telephone, internet and other communication facilities at the residence of the Managing Director at the entire cost to the Company.

**Explanation:**

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at the actual cost.

**THE STATEMENT OF DISCLOSURES PURSUANT TO CLAUSE B(IV) OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IS AS UNDER:**

I. General Information:

1. Nature of Industry: Manufacture of Specialty Oleo Chemicals
2. Date or expected date of commencement of production: The commercial production had already commenced in 1996 when it was under the name of Fairchem Speciality Limited.
3. In case of new companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators: (as per audited financial statements)

Particulars	Financial Year		
	2022-23	2021-22	2020-21
Sales and other Income	64,871.66	64,354.60	39,685.16
Profit before Tax	5,859.25	9,124.04	5,556.08
Net Profit after Tax	4,350.15	6,790.64	4,248.47
Dividend (in %)	75%	130%	35%

(Rs. in lakhs)

5. Foreign Investments or collaborators, if any: The Company has not made any foreign investment or collaborations.



## II. Information about Shri Nahoosh Jariwala:

### 1. Background details:

Shri Nahoosh Jariwala, 62 years, is a Commerce graduate. He has been associated with the Company for nearly 30 years now and was Executive Director for 17 years and is Managing Director since last more than 13 years.

### 2. Past remuneration:

Particulars	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
Salary	2,04,00,000/-	2,04,00,000/-	1,82,06,452/-
Perquisites/allowances	41,48,000/-	41,48,000/-	31,67,600/-
Commission/Bonus	Nil	Nil	Nil
<b>Total</b>	<b>2,45,48,000/-</b>	<b>2,45,48,000/-</b>	<b>2,13,74,052/-</b>

### 3. Recognition or awards: Nil

### 4. Job profile and his suitability:

Shri Nahoosh Jariwala has been appointed as the Managing Director and he will be entrusted with substantial powers of management subject to direction, supervision and control of the Board of Directors of the Company. Taking into consideration his experience and his contribution in turnaround of this Company, he is the most suited for the responsibilities assigned to him by the Board of Directors.

### 5. Remuneration proposed: As mentioned above in the Explanatory Statement

### 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person. Considering the present size of the Company and Company's growth during last nine years, contribution and responsibilities of Shri Nahoosh Jariwala and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the managerial remuneration being paid to similar appointees in other companies.

### 7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Shri Nahoosh Jariwala does not have any pecuniary relationship with the Company and its managerial personnel.

## III. Other Information:

### (1) Reasons of loss or inadequate profits: Not Applicable

### (2) Steps taken or proposed to be taken for improvement: Measures for energy saving and process optimization are ongoing things at the Company.

### (3) Expected Measures in productivity and profits in measurable terms: The Company is working on increasing yield of one of its prime products by experimentation with filters. This should result in increase in profitability.

The Board recommends the resolution relating to reappointment of Shri Nahoosh Jariwala as the Managing Director for approval of the Shareholders of the Company.

Pursuant to provision of Section 197 read with Schedule V of the Companies Act, 2013 the approval of shareholder shall require by way of special resolution approving revision in remuneration. Thus, this special resolution is recommended by Board of Directors for passing by shareholders.

Except Shri Nahoosh Jariwala, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolution.

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (PURSUANT TO LISTING REGULATIONS)**

<b>Name of Director</b>	<b>Shri Nahoosh Jariwala</b>
DIN	00012412
Date of Birth	August 21, 1961
Age	62 Years
Date of First Appointment on Board	March 27, 2019
Qualifications	He holds a bachelor's degree in Commerce from Gujarat University.
Brief Resume and nature of expertise in functional areas	He has work experience of more than 29 years in the chemical industry. He was director of Privi Speciality Chemicals Limited (formerly known as Fairchem Speciality Limited) for 26 years out of which he served as Managing Director for almost last 10 years of his tenure. Presently, he is the Chairman & Managing Director of Fairchem Organics Limited.
Relationship between Directors and KMP	No relationship as defined under the Companies Act, 2013 and / or Rules made thereunder
Directorship held in other Public Listed Companies as on March 31, 2023	Nil
Membership / Chairmanship of Committees in other Public Listed Companies as on March 31, 2023	Nil
Details of shares held in the Company	Nil
Resignation from listed company(ies) during last 3 years	Privi Speciality Chemicals Limited (Formerly known as Fairchem Speciality Limited) w.e.f August 13, 2020.
Terms and conditions of Appointment/Re-appointment	Liable to Retirement by rotation and as per Explanatory Statement of this notice.
Details of Remuneration last drawn	Rs. 1,73,30,417/- paid during the period from April 1, 2023 to December 31, 2023.
No. of Board Meetings attended during Financial Year 2022-2023	4 (Four)

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**By Order of the Board**  
**For FAIRCHEM ORGANICS LIMITED**

**Rajen Jhaveri**  
*Chief Financial Officer &  
 Company Secretary*  
 ACS No.: 6615

**Date:** February 5, 2024