



FAIRCHEM SPECIALITY LIMITED

Registered Office: 324, Dr. D.N. Road, Fort, Mumbai - 400 001
Works & Office: 253/P & 312 Village Chekhala, Sanand Kadi Highway, Tal. Sanand,
Dist Ahmedabad - 382 115. Gujarat **Phone Nos.:** (Board) +91 90163 24095 / 94099 58550
Email ID: cs@fairchem.in or info@fairchem.in
Website: www.fairchem.in **CIN:** L15140MH1985PLC286828

NOTICE

NOTICE is hereby given that the Thirty fourth Annual General Meeting of the Members of **FAIRCHEM SPECIALITY LIMITED** will be held at **Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Lotus Colony, Worli, Mumbai - 400 018 on Thursday, 8th August, 2019 at 5.00 p.m.** to transact the following business:

Ordinary Business:

- To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions:**
 - "RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
 - "RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- To declare Dividend on Equity Shares for the financial year ended March 31, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT a dividend at the rate of Rs. 2.50 (Rupees Two and Fifty Paise) per equity share of Rs. 10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2019 and the same be paid as recommended by the Board of Directors of the Company.
- To appoint Director in place of Shri Mahesh Babani (holding DIN 00051162) who retires by rotation and being eligible, offers himself for re appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Mahesh Babani (DIN: 00051162), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."
- To appoint Director in place of Shri Utkarsh Shah (holding DIN 00101663) who retires by rotation and being eligible, offers himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Utkarsh Shah (DIN: 00101663), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Special Business:

- To re-appoint Ms. Radhika Pereira, as an Independent Director and in this regard, pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Ms. Radhika Pereira (DIN: 00016712), who was appointed as Director - Independent Category to fill in the casual vacancy pursuant to the provisions of Section 161(4) of the Companies Act, 2013 and who holds office upto March 31, 2020 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company."
- To approve Change of Registered Office Within the same State under the Jurisdiction of same ROC, situated outside the local limits of the City and in this regard, pass the following resolution as a **Special Resolution:**

"RESOLVED THAT Pursuant to Provisions of Section 12 and any other applicable provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and any other applicable provisions if any, the Registered office of the company be and is hereby shifted from its present location at 324, Dr. D.N. Road, Fort, Mumbai - 400 001 to Plot No. A-71, TTC Industrial Estate, Near Thane Belapur Road, Kopar Khairane, Navi Mumbai - 400 709.

RESOLVED FURTHER THAT Shri Nahoosh Jariwala, Managing Director of the Company or Mr. Rajen Jhaveri, Company Secretary of the Company, be and are hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, the required e-form/s, and any other statutory body or if required verification of the situation of the registered office of the company."
- To ratify / confirm the remuneration of Cost Auditors for the financial year ending March 31, 2020 and in this regard to pass the following resolution as an **Special 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 and Associates, 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, 2020 amounting to Rs. 70,000 (Rupees Seventy Thousands) plus applicable taxes 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."

8. To re-appoint Shri 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** 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 re-appointment of Shri Mahesh Babani (DIN : 00051162), as the Managing Director for a further term of 3 (three) years w.e.f. 1st April, 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.

RESOLVED FURTHER 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."

May 9, 2019

FAIRCHEM SPECIALITY LIMITED
C.I.N. : L15140MH1985PLC286828

Works & Office:

253/P & 312, Village Chekhala,
Sanand Kadi Highway, Tal. Sanand,
Dist. Ahmedabad - 382115

By Order of the Board
For Fairchem Speciality Limited,

Rajen Jhaveri
ACS - 6615
Chief Financial officer & Company Secretary

Registered Office:

324, Dr. D.N. Road, Fort, Mumbai - 400 001

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 office of the Company situated at works 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 03, 2019 to Thursday, August 08, 2019 (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 8 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 08, 2019 to those members whose names are on the company's Register of Members on August 03, 2019 or on record of National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as at close of business hours of August 02, 2019.
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 2018-19 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 2018-19 is being sent in the permitted mode. The said notice is also published on the Company's website viz. www.fairchem.in and on the website of remote e-voting agency i.e. 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 34th 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 Office of the Company at works on all working days, except Saturdays, between 03.00 p.m. 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 ensuing Annual General Meeting is provided at Annexure - A to this Notice as prescribed under Regulation of 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI.
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 34th 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 03, 2019 (9:00 a.m.) and ends on August 07, 2019 (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 of August 02, 2018, 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 <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The share holders should log on to the e-voting website 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,
- (v) Members holding shares in Physical Form should enter Folio Number registered with the Company 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● 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"> ● 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).

- (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. 190708007 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
- (xx) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- (xxi) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (xxii) 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.
- (xxiii) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (xxiv) 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.
- (xxv) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxvi) 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 AGM through ballot paper.
- (xxvii) 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.
- (xxviii) 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.
- (xxix) 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 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 :

Ms. Radhika Pereira (DIN: 00016712) was appointed as Director - Independent Category to fill the casual vacancy pursuant to the provisions of Section 161(4) of the Companies Act, 2013. She holds office as Independent Director of the Company up to March 31, 2020 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Ms. Radhika Pereira (DIN: 00016712) as an Independent Director for a terms of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, her experience and contributions made by her during her tenure, the continued association of Ms. Radhika Pereira (DIN: 00016712) would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to re-appoint Ms. Radhika Pereira (DIN: 00016712.) as Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office up to two consecutive terms. Ms. Radhika Pereira (DIN: 00016712) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received notice in writing from a member proposing the

candidature of Ms. Radhika Pereira (DIN: 00016712) for the office of Independent Director of the Company. The Company has also received declarations from Ms. Radhika Pereira (DIN: 00016712), that She meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Ms. Radhika Pereira (DIN: 00016712) fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Ms. Radhika Pereira (DIN: 00016712) is independent of the management. Details of Director whose re- appointment as Independent Directors is proposed at Item Nos. 5 is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends the Special Resolutions set out at Item Nos. 5 of the Notice for approval by the members.

ITEM NO. 6:

As per Provision of section 12 of the Companies Act, 2013 read with rule 27 of Chapter II The Companies (Incorporation) Rules, 2014 relating to the procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated in 324, Dr. D.N. Road, Fort, Mumbai - 400 001 Now the Board of Directors of the company at its meeting held on May 09, 2019 proposed shifting of registered office to Plot No. A-71, TTC Industrial Estate, Nr. Thane Belapur Road, Kopar Khairane, Navi Mumbai - 400 709, a place outside the local limits of the town where the company's registered office is presently situated but which is situated within the same State, with a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to Plot No.A-71, TTC Industrial Estate, Nr. Thane Belapur Road, Kopar Khairane, Navi Mumbai - 400 709.

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution of item No. 6

ITEM NO. 7:

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, 2020.

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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

The Board recommends the passing of Ordinary Resolution set out at Item No. 7 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. 7 of the Notice.

ITEM No. 8

The Board of Directors, on recommendation of the Nomination and Remuneration Committee at their meeting held on May 09, 2019 have re-appointed Shri Mahesh Babani (DIN 00051162) , as the Managing Director of the Company, subject to the approval of the members of the Company for a further period of 3 years i.e. upto March 31, 2022 w.e.f. April 01, 2019 on the same terms and conditions.

In the opinion of the Board Shri Mahesh Babani, fulfills the condition 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 Shri 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. 8.

May 09, 2019

FAIRCHEM SPECIALITYLIMITED

C.I.N. :L15140MH1985PLC286828

253/P & 312,Village Chekhala, Sanand Kadi Highway,
Tal. Sanand, Dist. Ahmedabad - 382115

Registered Office:

324, Dr. D.N. Road, Fort,
Mumbai - 400 001

By Order of the Board

For Fairchem Speciality Limited, Works & Office:

Rajen Jhaveri

ACS -6615

Chief Financial Officer & Company Secretary

Annexure - A

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting. [Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015]

Name of Director	Shri Mahesh Babani (DIN 00051162)
Age	62 Years
Date of Appointment on the Board	11.05.2017
Expertise In specific functional areas, Qualification and Experience	Shri Mahesh Babani, is a Commerce Graduate and a self-made entrepreneur and has operational managerial experience of over 32 years. Over the past 4 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.
Relationship between Directors inter-se	No relationship as defined under The Companies Act, 2013 and / or Rules made thereunder
Directorship held in other Listed Companies as on March 31, 2019. * Memberships / Chairmanships of Committees in Listed Companies as on March 31, 2019.	Nil
No. of Board Meetings attended during Financial Year 2018-2019	5 (Five)
Details of shares held in the Company.	32,24,718 equity shares of Rs. 10/- each.

Name of Director	Shri Utkarsh Shah (DIN 00101663)
Age	58 Years
Date of Appointment on the Board	01.04.2010
Expertise In specific functional areas, Qualification and Experience	Shri Utkarsh Shah, is a science graduate, who is engaged in business of coal/ lignite transportation, coal trading, real estate since last 32 years.
Relationship between Directors inter-se	No relationship as defined under The Companies Act, 2013 and / or Rules made thereunder
Directorship held in other Listed Companies as on March 31, 2019. * Memberships / Chairmanships of Committees in Listed Companies as on March 31, 2019.	Other Directorship Shree Rama Newsprint Limited
No. of Board Meetings attended during Financial Year 2018-2019	5 (Five)
Details of shares held in the Company.	25,000 equity shares of Rs. 10/- each.

Name of Director	Ms. Radhika Pereira (DIN 00016712)
Age	49 Years
Date of Appointment on the Board	11.05.2017
Expertise In specific functional areas,	Ms. Pereira is a Graduate of Mumbai University concentrating in science and law, and has an LLM from Cambridge University (England) and Harvard (USA). After finishing her articles with M/s Mulla & Mulla and Craigie Blunt & Caroe, she did her Post-graduation from Cambridge and Harvard. On returning to India, she worked for some time with Arthur Andersen and in the year 1996 she set up Dudhat Pereira & Associates. She restarted Dudhat Pereira & Associates in April 2005. She is currently a Partner with Shardul Amarchand Mangaldas & Co.
Relationship between Directors inter-se	No relationship as defined under The Companies Act, 2013 and / or Rules made thereunder
Directorship held in other Listed Companies as on March 31, 2018. * Memberships / Chairmanships of Committees in Listed Companies as on March 31, 2018.	Other Directorship Tips Industries Limited Jain Irrigation Systems Limited Parag Milk Foods Limited Essel Propack Limited Committees Audit Committee Tips Industries Limited Jain Irrigation Systems Limited Essel Propack Limited Stakeholders Relationship Committee Jain Irrigation Systems Limited - Chairman
No. of Board Meetings attended during Financial Year 2018-2019	4 (Four)
Details of shares held in the Company.	Nil

PROXY FORM



FAIRCHEM SPECIALITY LIMITED

Registered Office: 324, Dr. D.N. Road, Fort, Mumbai -400 001
Works & Office: 253/P & 312 Village Chekhala, Sanand Kadi Highway, Tal. Sanand,
 Dist Ahmedabad - 382115. Gujarat **Phone Nos.:** (Board) +91 90163 24095 / 94099 58550
Email ID: cs@fairchem.in or info@fairchem.in
Website: www.fairchem.in **CIN:** L15140MH1985PLC286828

Form MGT -11

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

Name of the member(s):
 Registered address:
 e-mail Id:
 Folio No/ *Client Id:
 *DP Id:

I/We being the member(s) ofshares of Fairchem Speciality Limited, hereby appoint:

- 1) Name.....address.....
 e-mail id..... Signature.....: or failing him / her
- 2) Name.....address.....
 e-mail id..... Signature.....: or failing him / her
- 3) Name.....address.....
 e-mail id..... Signature.....: or failing him / her

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 34th Annual General Meeting of the Company, to be held on Thursday, August 08, 2019 at 5.00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Lotus Colony, 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:

Sr.	Resolution No.	For	Against
1.	Consider and adopt Audited Financial Statements (including consolidated financial statements), for the year ended 31st March, 2019 and Directors' Report and Auditors' Report thereon.		
2.	Declaration of Dividend on Equity Shares		
3.	Re-appointment of Shri Mahesh Babani (DIN 00051162)		
4.	Re-appointment of Shri Utkarsh Shah (DIN 00101663)		
5.	To re-appoint Ms. Radhika Pereira, as independent Director		
6.	To Change Registered Office of the Company outside the local limits of the city within the same State		
7.	Ratification / confirmation of the remuneration of the Cost Auditors		
8.	Re-appointment of Shri Mahesh Babani (DIN: 00051162) as a Managing Director.		

Signed this..... day of.....2019 Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of Third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Works & Office address 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/she so wishes.

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

Affix
Revenue
Stamp
Re. 1/-

ATTENDANCE SLIP



FAIRCHEM
A FAIRFAX COMPANY

FAIRCHEM SPECIALITY LIMITED

Registered Office: 324, Dr. D.N. Road, Fort, Mumbai -400 001
Works & Office: 253/P & 312 Village Chekhala, Sanand Kadi Highway, Tal. Sanand,
Dist Ahmedabad - 382115. Gujarat Phone Nos.: (Board) +91 90163 24095 / 94099 58550
Email ID: cs@fairchem.in or info@fairchem.in
Website: www.fairchem.in CIN: L15140MH1985PLC286828

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 34th ANNUAL GENERAL MEETING of the Company to be held on Thursday, August 08, 2019 at 5.00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Lotus Colony, Worli, Mumbai - 400018

.....
Signature of Shareholder / Proxy

*Applicable for investors holding shares in electronic form.

Route Map for the Venue

Google Maps Hall of Culture

