



FAIRCHEM ORGANICS LIMITED

Regd. Office and Work Office: 253/P & 312, Village Chekhala, Sanand – Kadi Highway,
Taluka Sanand, Dist. Ahmedabad – 382115 India.
CIN: L24200GJ2019PLC129759 • Website: www.fairchem.in
Email id: cs@fairchem.in • Phone (Board No.) : (02717) 687900

NOTICE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the first Extraordinary General Meeting (“EGM”) of the financial year 2021-22 of the Members of **FAIRCHEM ORGANICS LIMITED** (“the Company”) will be held through video conferencing (VC) /other Audio visual means (OAVM) on Monday, March 28, 2022 at 3.00 p.m. to transact following Special businesses. The venue of EGM shall be deemed to be the Office of the Company at its works. :

Special Business:

1. Alteration in the of Articles of Association of the Company:

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

“RESOLVED THAT, pursuant to provisions of Section 14 and other applicable provisions of the Companies Act 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), approval of the members of the Company be and is hereby accorded for alteration of Clause 72 of the present set of Articles of Association of the Company by insertion of Clause 72(iii) after Clause 72(ii) as under:

“72(iii) The same individual may, at the same time, be appointed as the Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company as permitted by applicable laws from time to time.”

“RESOLVED FURTHER THAT the remaining provisions of Articles of Association of the Company shall remain unchanged.”

“RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to do all the acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

2. Approval of the appointment of Shri Sudhin Choksey as an Independent Director:

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

“RESOLVED THAT pursuant to provisions of Section 149, 150, 152, 161(1) and any other applicable provision of Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder, Shri Sudhin Choksey (D.I.N. 00036085) who has been appointed as an Additional Director of the Company under the category of Independent Director w.e.f. 11.02.2022, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for the term of five years commencing from February 11, 2022.”

“RESOLVED FURTHER THAT any Director of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board,
For Fairchem Organics Limited,

Rajen Jhaveri

Chief Financial Officer & Company Secretary
Membership Number : ACS 6615

Place: Village, Chekhala, Taluka Sanand,
Date: February 11, 2022

Notes:

1. In view of the Covid-19 pandemic, social distancing norms to be followed and the restriction imposed on movement / gathering of persons at several places in the country, the Ministry of Corporate Affairs ("**MCA**") vide its Circular Nos.14/2020, 17/2020, 20/2020 22/2020 and 20/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 15th June 2020, and 8th December 2021 respectively (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 12th May, 2020 and circular dated 15th January, 2021 ("**SEBI Circular**") permitted the holding of Extraordinary general meeting through Video Conference ("**VC**")/Other Audio Visual Means ("**OAVM**") without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 ("**the Act**"), the Extraordinary 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 venue of EGM shall be deemed to be the Office of the Company at its works.
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 Extraordinary 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., authorizing its representative to attend the Extraordinary 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. 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 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 Extraordinary 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 12 May, 2020. Members may note that the Notice of Extraordinary general meeting will also be available on the Company's website at www.fairchem.in and on the website of BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited (NSE) at www.nseindia.com and also on the website of RTA at <http://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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary general meeting through InstaMeet (VC/OAVM) are as under:**

- a) Members are entitled to attend the Extraordinary general meeting through VC/OAVM platform “InstaMeet” provided by the Registrar and Transfer Agent, LIPL by following the below mentioned process. Facility for joining the Extraordinary general meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Extraordinary 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 Extraordinary 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 upto 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>.
2. 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:

- Shareholders/Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
- Shareholders/Members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
- Shareholders/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 InstaMeet and your attendance is marked for the meeting).

Please read the instructions carefully and participate in the Meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction / InstaMeet Website.

c) **Instructions for Shareholders/Members to Speak during the Extraordinary general meeting through InstaMeet:**

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.
2. Shareholders will get confirmation on first cum 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.

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 Extraordinary general meeting through InstaMeet:**

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 InstaMEET 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 at the Extraordinary general meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through remote e-voting prior to the Extraordinary general meeting will be eligible to attend/participate in the Extraordinary general meeting through InstaMeet. 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, investors / shareholders can join through InstaMeet <https://instameet.linkintime.co.in>.
 - j) In case shareholders/members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

Pursuant to SEBI circular dated December 09, 2020, Individual shareholders holding securities in demat mode can register directly with the Depository or will have the option of accessing various ESP portals directly from their demat accounts.

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:

Types of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select «Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Types of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. - Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME	- Open the internet browser and launch the URL: https://instavote.linkintime.co.in - Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above Set the password of your choice (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). Click "confirm" (Your password is now generated). - Click on 'Login' under 'SHARE HOLDER' tab. - Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. Cast your Vote electronically. - After successful login, you will be able to see the notification for e-voting. Select 'View' icon. - E-voting page will appear. - Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). - After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

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 or contact on: - Tel: 022 – 4918 6000.

10. Brief profile & other details of the Director proposed to be appointed, as required under Regulation 36 of the Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is enclosed as Annexure-1 to this Notice.
11. 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.
12. Since the EGM will be held through VC/OAVM, the Route Map to reach to the venue of the Extraordinary general meeting has not been annexed to this Notice.

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 or Call at :- Tel : 022 - 49186000.
2. The remote e-voting period will commence at **9:00 a.m. (IST) on Wednesday, March 23, 2022 and will end at 5:00 p.m. (IST) on Sunday, March 27, 2022**. During this period members of the Company, holding shares in dematerialized form, as on the cut-off date i.e. Monday, March 21, 2022 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 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. Monday, March 21, 2022. 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. Monday, March 21, 2022, 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 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 e-voting at the EGM.
6. The Company has appointed Mr. Uday Dave, (Membership no. FCS 6545) or failing him Mr. Umesh Parikh (Membership No. FCS 4152) Partners of M/s. Parikh Dave & Associates, Practicing Company Secretaries, Ahmedabad, as the Scrutinizer to scrutinize the remote e- voting process and e voting at the Extraordinary general meeting in a fair and transparent manner.

7. The Chairman shall, at the EGM, at the discussion on the resolutions on which voting is to be held, allow voting to be cast by use of evoting 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. The Company shall submit within two working days of the conclusion of EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Stock Exchange i. e. BSE Limited and National Stock Exchange of India Limited as required under Regulation 44(3) of the Listing Regulations.
9. The resolutions 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 and on the website of LIPL. The results will also be submitted to National Stock Exchange of India Limited and BSE Limited.

By Order of the Board,
For Fairchem Organics Limited,

Rajen Jhaveri

Chief Financial Officer & Company Secretary
Membership Number : ACS 6615

Place: Village, Chekhala, Taluka Sanand,
Date: February 11, 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

Pursuant to proviso to Section 203(1) of the Companies Act 2013, Managing Director of the Company can be simultaneously appointed as Chairman / Chairperson of the Board of Directors of the same Company, only if the Articles of Association of the Company permits. The present set of Articles of Association of the Company does not permit the Board of Directors of the Company to appoint Managing Director as Chairman / Chairperson of the Board of Directors of the Company.

Hence, it is proposed to alter Articles of Association of the Company by insertion of Clause 72(iii) after Clause 72(ii), inter alia, providing for such simultaneous appointment of Managing Director as Chairman / Chairperson of the Board.

The proposed alteration of the Articles of Association will permit / authorise the Board to appoint Managing Director as Chairperson of the Board.

Shri Nahoosh Jariwala, Managing Director may be deemed to be interested in this Special Resolution as it paves the way for his appointment as Chairman of the Board also. None of the other Directors, other Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the proposed resolution.

The Board recommends this resolution to be passed as a Special Resolution.

A copy of the existing AOA, together with proposed Altered AOA, is available for inspection at the Office and Works of the Company at the 253/P & 312, Village Chekhala, Sanand – Kadi Highway, Taluka Sanand, Dist. Ahmedabad – 382115 India during the business hours on any working day up to the date of Extraordinary general meeting

Item No. 2

The Board, on the recommendation of Nomination and Remuneration Committee ("NRC") has appointed Shri Sudhin Choksey (DIN 00036085) as an Additional Director, Independent category in their Board Meeting held on February 11, 2022. Considering his skills and expertise it is proposed to appoint him as an Independent Director for the term of 5 years commencing from February 11, 2022.

Pursuant to provisions of Section 161(1) of Companies Act 2013 and rules framed thereunder, an Additional Director appointed by the Board shall hold the office up to the date of the next general meeting or the last date on which the general meeting should have been held.

Pursuant to Regulation 17 (1C) of SEBI (LODR) Regulations, 2015, listed Company is required to obtain approval of shareholders for appointment of a person on the Board of Directors in the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

To comply with provisions of Section 161(1) of Companies Act 2013 vis-à-vis Regulation 17(1C) of SEBI (LODR) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee, the Board recommends this resolution to be passed as a Special Resolution.

The Company has received a declaration from him confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from him to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

Details of Director seeking appointment at the general meeting are mentioned in Annexure I this Explanatory Statement.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested in the proposed resolution except Shri Sudhin Choksey himself as it pertains to the approval of the shareholders for his appointment as Independent Director.

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

1	Name	Shri Sudhin Bhagwandas Choksey
2	Date of Birth	31.01.1954
3	Designation	Independent Director
4	Qualification	1. Fellow member of Institute of Chartered Accountants of India. 2. Graduation in Commerce (Honours)
5	Experience	Mr. Sudhin Choksey has an overall 43 years of professional experience of having worked both in India and Overseas. Mr. Choksey is an experienced CEO having led GRUH Finance with a demonstrated history in the mortgage finance business and skilled in lending business. Mr. Choksey is the former Managing Director of GRUH Finance Ltd. which merged with Bandhan Bank. As a part of the scheme of merger, Mr. Choksey joined Bandhan Bank as Executive Director (Designate) in October 2019 and retired on February 2021. Mr. Choksey has also served as an Independent Director on the Boards of many listed and unlisted companies. Presently, he is an Independent Director on the Board of CSB Bank Ltd.
6	Directorship in other Companies	1. CSB Bank Limited - Independent Director 2. India Shelter Finance Corporation Ltd. – Nominee Director 3. Kuhoo Technology Services Pvt. Ltd. – Additional Director
7	Achievement	Mr. Choksey is the recipient of BUSINESS LEADER – FINANCIAL SERVICES Award for 2015 from The Institute of Chartered Accountants of India, New Delhi.

Regd.Office and Work Office:

253/P & 312, Village Chekhala,
Sanand – Kadi Highway, Taluka Sanand,
Dist. Ahmedabad – 382115 India.
CIN: L24200GJ2019PLC129759

Place: Village, Chekhala, Taluka Sanand,
Date: February 11, 2022

By Order of the Board,
For Fairchem Organics Limited,

Rajen Jhaveri
Chief Financial Officer & Company Secretary
Membership Number : ACS 6615