



PRIVI SPECIALITY CHEMICALS LIMITED

(Formerly known as Fairchem Speciality Limited)

CIN: L15140MH1985PLC286828

Registered Office: 'Privi House', A-71 TTC – Thane Belapur Road, Near Kopar Khairne Railway Station, Navi Mumbai, Mumbai City – 400 709. Maharashtra

ADDENDUM TO THE NOTICE OF THE 35TH ANNUAL GENERAL MEETING

Addendum to the Notice dated August 17, 2020 convening the 35th Annual General Meeting of the members of the Privi Speciality Chemicals Limited (formerly known as Fairchem Speciality Limited) scheduled to be held through video conferencing (VC) / other Audio visual means (OAVM) on Monday, November 02, 2020 at 3.00 p.m.

Notice is hereby given that the following item is an integral part of aforesaid Notice as **SPECIAL BUSINESS**:

16 Approval for appointment of Mr. Anurag Surana (DIN: 00006665) as Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations') and the Articles of Association of the Company, Mr. Anurag Surana (DIN: 00006665), who was appointed as a Non-executive Independent Director of the Company by the Board of Directors of the Company on August 12, 2020 (effective from opening Hours of August 13, 2020) to fill the casual vacancy caused due to resignation of Mr. Darius Pandole (DIN: 00727320), Non-executive Independent Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible to continue as Independent Director of the Company, be and is hereby appointed as a Non-executive Independent Director of the Company not liable to retire by rotation, for the period upto March 31, 2024, being the date upto which Mr. Darius Pandole would have held office.

"RESOLVED FURTHER THAT any of the Directors, Mr. Narayan Iyer, Chief Financial Officer and Mr. Ramesh Kathuria, Company Secretary of the Company be and are hereby severally authorized to take all such actions and do all such things as may be required from time to time in connection with the above resolution and matters related thereto."

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**Navi Mumbai
August 17, 2020**

**By Order of the Board
For PRIVI SPECIALITY CHEMICALS LIMITED
(Formerly known as Fairchem Speciality Limited)**

**Ramesh Kathuria
Company Secretary
ACS No.: 11214**

NOTES:

1. An Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. Brief profile and other required information about the Directors proposed to be appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.
3. This Addendum to the Notice along with the original Notice of 35th AGM is available at Investors Section on the Company's website i.e. www.privi.com and Corporate Announcement Section of Stock Exchange website www.nseindia.com and www.bseindia.com and that of the website of Registrar and Transfer Agent at <https://instavote.linkintime.co.in/>
4. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 35th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice of 35th AGM. Furthermore, the Scrutinizers appointed for the ensuing 35th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 35th AGM.

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**Ramesh Kathuria
Company Secretary
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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 16:

Mr. Anurag Surana (DIN: 00006665) was appointed as a Non-executive Independent Director by the Board of Directors at its meeting held on August 12, 2020 (w.e.f. opening hours of August 13,2020) to fill the casual vacancy caused due to resignation of Mr. Darius Pandole (DIN: 00727320), Non-executive Independent Director of the Company. Mr. Anurag Surana shall hold office upto March 31, 2024 being the date upto which Mr. Darius Pandole, the predecessor of Mr. Surana would have held office as Non-executive Independent Director. The approval of the members is sought pursuant to provisions of Section 161(4) of the Act.

Mr. Surana has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible to continue as Independent Director of the Company. Mr. Surana is not liable to retire by rotation.

Upon appointment of Mr. Surana as Non-executive Independent Director, the Company shall continue to be compliant with the requirements as regards the structure of the Board of Directors as per the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

The required details as per Secretarial Standards ("SS-2") and Regulation 36(3) of the Regulations, are provided at Annexure A of this Notice.

The Company's Board of Directors believes that the Company will benefit from the experience and knowledge of Mr. Surana in his areas of expertise and therefore recommends his appointment.

The resolution at Item No. 16 of the Addendum to the Notice is accordingly recommended for the approval by the Members as an ordinary Resolution.

Except Mr. Surana, none of the Promoters, Directors, Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 16 of this Notice.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 26(4) AND 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS

Name of Director	Mr. Anurag Surana (DIN:00006665)
Date of Birth	January 22, 1965
Age	55 Years
Date of Appointment on the Board	August 13, 2020
Expertise In specific functional areas, Qualification and Experience	Mr. Anurag Surana has over 2 decades of experience in Chemical Industry and brings immense value to the Board by providing inputs on manufacturing operations and management controls. Mr. Surana was associated with PI Industries as a Whole-time Director till September 2012. Presently, he is the Managing Director of KAGASHIN Global Network Private Limited. He is Commerce Graduate (Hons.) from University of Delhi.
Terms and conditions of Appointment/Re-appointment	Eligible for re-appointment
Details of Remuneration last drawn	NA
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, 2020.	Neogen Chemicals Limited
Membership / Chairmanship of Committees in other Public Listed Companies as on March 31, 2020	Neogen Chemicals Limited Nomination & Remuneration Committee, Member Corporate Social Responsibility Committee, Member
No. of Board Meetings attended during Financial Year 2019-2020	NA
Relationship with other Directors and KMPs	None
Details of shares held in the Company as on date	6000