Annexuxe-17



Date: July 14,2025

The BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001

Scrip Code: 530117

Subject: Brief details of the transferee and transferor Companies

Dear Sir/ Madam,

We are enclosing herewith the Brief details of the transferee and transferor companies as per format enclosed for your kind perusal and records.

Kindly take the same on record.

Thanking you

Yours faithfully, For Privi Speciality Chemicals Limited

Ashwini Saumil Shah Company Secretary

Encl: as above



## **ANNEXURE VIII**

## Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged	Transferor/ Demerged Company (2)
		Company (1)	
Name of the	Privi Speciality Chemicals Limited	Privi Fine Sciences	Privi Biotechnologies Private Limited
company		Private Limited	
Date of	Date of Incorporation: May 25, 1985	Date of Incorporation:	Date of Incorporation: September 20, 1985
Incorporation &		May 23, 1985	
details of name	Details of Name Change: The Company was originally incorporated		Details of Name Change: The Company was
changes, if any	as "H.K. Agro Oil Limited", under the provisions of the Companies	Details of Name	originally incorporated as "Prime Machine
	Act, 1956 pursuant to a certificate of incorporation dated May 25,	Change: NA	Company Private Limited", under the
	1985, issued by the Registrar of Companies, Gujarat at Dadra Nagar		provisions of the Companies Act, 1956
	Haveli ("Prior RoC"). The name of our Company was subsequently		pursuant to a certificate of incorporation
	changed to "H.K. Agrochem Limited" pursuant to a resolution dated		dated September 20, 1985, issued by the
	June 14, 1994, passed by our Shareholders and a fresh certificate of		Registrar of Companies, Maharashtra at
	incorporation was issued on July 15, 1994, by the Prior RoC. Further,		Mumbai ("Prior RoC"). The name of our
	the name of our Company was subsequently changed to "H.K.		Company was subsequently changed to "Privi
	Finechem Limited", pursuant to a resolution dated September 28,		Biotechnologies Private Limited" pursuant to
	2000, passed by our Shareholders and a fresh certificate of		shareholders resolution dated July 28, 2012
	incorporation was issued on December 15, 2000 by the Prior RoC.		and a fresh certificate of incorporation issued
	The name of our Company was then changed to "Adi Finchem		on August 22, 2012
	Limited" pursuant to a resolution dated August 30, 2010 passed by		
	our Shareholders and a fresh certificate of incorporation was issued		
	on October 19, 2010 by the Prior RoC. The name of our Company		
	was then changed to "Fairchem Speciality Limited" pursuant to a		
	resolution dated September 13, 2016 passed by our Shareholders		
	and a fresh certificate of incorporation was issued on October 6,		
	2016, by the Prior RoC. Further, pursuant to a certificate of		
	registration of regional director order for change of state dated		JUGALS LTO

<u>:                                    </u>			
	October 15, 2016, issued by the Registrar of Companies,		v ·
	Maharashtra at Mumbai a new corporate identity number was		
	assigned to our Company, and the registered address of our		
	Company was changed from Gujarat to Maharashtra. The name of		
	our Company was subsequently changed to "Privi Speciality		
	Chemicals Limited", and a fresh certificate of incorporation was		
	issued on August 17, 2020, by the Registrar of Companies,		
	Maharashtra at Mumbai ("RoC").		
	*		
Registered Office	Privi House, Plot No. A-71, TTC Thane Belapur Road, Kopar khairane,	Privi House, Plot No.	Privi House, Plot No. A-71, TTC Thane Belapur
	Navi Mumbai Thane MH 400710 India	A-71, Ground Floor,	Road, Kopar khairane, Navi Mumbai Thane
		TTC Thane Belapur	MH 400710 India
		Road, Kopar khairane,	
		Navi Mumbai Thane	
		MH 400710 India	
Brief particulars of	The second of th	232 and other applicable	
the scheme	provisions of the Companies Act, 2013 & the Rules framed th		
	statutory modifications or re-enactments thereof, if any, for the am		
	SCIENCES PRIVATE LIMITED (Company Registration No.: 358	3857 and having CIN:	
	U24110MH2021PTC358857) defined as "the Transferor	Company 1," PRIVI	
	BIOTECHNOLOGIES PRIVATE LIMITED (Company Registration No.:	37534 and having CIN:	
	U74220MH1985PTC037534) defined as "the Transferor Company 2	2" with PRIVI SPECIALITY	
	CHEMICALS LIMITED (Company Registration No.: 28682	8 and having CIN:	
	L15140MH1985PLC286828) defined as "the Transferee Company"	and in compliance with	
	the conditions relating to "Amalgamation" as specified u/s 2(1B)	of the Income Tax Act.	
	1961. and the same is divided into the following parts: Additio	nally, this Scheme also	
	provides for various other matters consequential or otherwis	e integrally connected	
	herewith.		'
	(b) The Transferor Company 1 was incorporated on 13th April, 2	021 as Private Limited	
	Company under the Companies Act, 2013 under the name and style	of "PRIVI FINE SCIENCES	
	PRIVATE LIMITED" as per the Certificate of Incorporation issue	ed by the Registrar of	SICALS LTD
	Companies, Maharashtra, Mumbai. The Transferor Company 1 is	engaged in husiness of	* de la constant de l
	, mass the transferor company 1 is	enPagea in pasiness of	(E) S. H. /E
			P. P

manufacturing, buying and selling ofaroma chemicals and chemicals, ethanol and products, including specifically, gases, effluent gases, power, steam, petroleum products, alcohol products, energy related and power related products, bio fertilizers, petrochemical products in all its branches including Ethylene, Propylene, Butadiene, biotechnology products, agro based products and other related and non-related technologies including technologies that may be developed in future, proprietary medicines, pharmaceuticals, health foods. Further, it is also engaged in business of manufacturing, buying and selling of chemicals including (organic as well as inorganic) but not limited to flavours, fragrances, essences, oil, preservatives and ingredients for food, silicas and their intermediaries. The registered office of the Transferor Company 1 is situated at Ground Floor, Privi House, A-71, TTC, Thane Belapur Road, Kopar Khairane, Navi Mumbai, Thane, 400710. The shares of the Transferor Company 1 are not listed on any stock exchange.

(c) The Transferor Company 2 was incorporated on 20th September, 1985 as Private Limited Company under the Companies Act, 1956 under the name and style of "Prime Machine Company Private Limited". The name of the Transferor Company 2 was subsequently changed to "PRIVI BIOTECHNOLOGIES PRIVATE LIMITED", and a fresh certificate of incorporation was issued on August 22, 2012 by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). The Transferor Company 2 is engaged in business as manufacturers, researchers, developers, creators, buyers, sellers, importers, exporters, refiners, dealers, agents, wholesalers, retailers and distributors of all kinds of biotechnology products and all products developed or to be developed in the future using biotechnology and other related and non-related technologies including technologies that may be developed in the future, proprietary medicines, pharmaceuticals, health foods and foods of all kinds, all kinds and forms of organic and inorganic chemicals including gelatin of all kinds and forms, including its amalgams, derivatives and by products, pesticides, acids, alkalies, natural and synthetic waxes, dyes, paints, pigments, oils, varnishes and resins, to carry on the business of manufacturing bioinformatics diagnostic tools, all medical engineering equipments along with software developments and toots relating to genome, genomic, genotype, genetic or any areas relating to genetic engineering and to patent all original research, procedures, methods products and by-products, technologies and software developed by the Company. The registered office of the Transferor Company 2 is situated at Privi House, -71, TTC, Thane Belapur Road, Kopar Khairane, Navi Mumbai, Thane, 400710 and R&D Centre situated at



- Plot No. 122, TTC Industrial Area, Village Shiravane Nerul, Navi Mumbai 400706. The shares of the Transferor Company 2 are not listed on any stock exchange.
- (d) Privi Speciality Chemicals Limited ("Transferee Company") is a listed public company incorporated under the provisions of the Companies Act, 1956 on 25 May, 1985 bearing CIN L15140MH1985PLC286828 as a Private Limited Company in the name of H.K. Agro Oil Limited with the Registrar of Companies, Gujarat at Dadra Nagar Haveli. The name of the Transferee Company was changed H.K. Agrochem Limited and a fresh certificate of incorporation was issued on July 15, 1994. Further, the name of the Transferee Company was subsequently changed to H.K. Finechem Limited and a fresh certificate of incorporation was issued on December 15, 2000. The name of the Transferee Company was then changed to Adi Finchem Limited and a fresh certificate of incorporation was issued on October 19, 2010. The name of the Transferee Company was then changed to "Fairchem Speciality Limited" and a fresh certificate of incorporation was issued on October 6, 2016. Further, pursuant to a certificate of registration of regional director order for change of state dated October 15, 2016, issued by the Registrar of Companies, Maharashtra at Mumbai a new corporate identity number was assigned to the Transferee Company and the registered address of the Transferee Company was changed from Gujarat to Maharashtra. The name of the Transferee Company was subsequently changed to "Privi Speciality Chemicals Limited", and a fresh certificate of incorporation was issued on August 17, 2020 by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). The Registered Office of Transferee Company is situated at Privi House, Plot No A-71, TTC, Thane Belapur Road, Kopar Khairane, Thane, Navi Mumbai, Maharashtra, India, 400710. The Transferee Company is engaged in the business of manufacturing and export of speciality aroma chemicals used in fragrance industry. The equity shares of the Transferee Company are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"). The Transferee Company is engaged in the business to manufacture bulk Aroma & Speciality chemicals primarily used in the fragrance and flavour industry, buy, sell and otherwise deal in Organic Chemicals, Silicas, Inorganic chemicals and their intermediaries, including manufacture & trade of food additives, food flavourings and food ingredients; produce, extract, store, buy, sell, import and export organic chemicals, inorganic chemicals, silicas, silicates, phosphates and their intermediaries or obtain from or through any organic or inorganic chemicals; chemical manufacturers, analytical chemists, importers, exporters and



manufacturers and dealers in heavy chemicals, drugs, essences, cordials, acids, alkali, dyes and dye intermediaries, auxiliaries, colors, dyes, paints, varnishes, biochemicals and Nutraceuticals, medicinal, bleaching, photographical and other preparations and such other related products. mineral and other waters, oil, paints, pigments and varnishes, drugs, paint and colours, grinders, makers of and dealers in proprietary articles. The Company is also engaged in research, development and piloting activities in the field of Aroma Chemicals and has two R & D Centers situated at Mahad & Nerul. Both these R & D Centers are recognized by Department of Science & Industrial Research (DSIR), Ministry of Science, Govt of India. The shares of the Transferee Company are currently listed on BSE Limited and National Stock Exchange of India Limited. The registered office of the Transferee Company is presently situated at Privi House, Plot No A-71, TTC, Thane Belapur Road, Kopar Khairane, Navi Mumbai, Thane, 400710.	
(a) Privi Fine Sciences Private Limited, Transferor Company 1 is engaged in the business of manufacturing, buying and selling of aroma chemicals and chemicals, ethanol and products, including specifically, gases, effluent gases, power, steam, petroleum products, alcohol products, energy related and power related products, bio fertilizers, petrochemical products in all its branches including Ethylene, Propylene, Butadiene, biotechnology products, agro based products and other related and non-related technologies including technologies that may be developed in future, proprietary medicines, pharmaceuticals, health foods. Further, it is also engaged in business of manufacturing, buying and selling of chemicals including (organic as well as inorganic) but not limited to flavours, fragrances, essences, oil, preservatives and ingredients for food, silicas and their intermediaries. The promoter of the Transferee Company is a shareholder, holding 87.59 % of the issued, subscribed and paid up equity share capital of the Transferor Company 1.	
(b) Privi Biotechnologies Private Limited, Transferor Company 2 is engaged in the business as manufacturers, researchers, developers, creators, buyers, sellers, importers, exporters, refiners, dealers, agents, wholesalers, retailers and distributors of all kinds of biotechnology products and all products developed or to be developed in the future using biotechnology and other related and non-related technologies including technologies that may be developed in the future, proprietary medicines, pharmaceuticals, health foods and foods of all kinds, all kinds and forms of organic and inorganic chemicals including gelatine of all kinds	CHICALS LTD
	Nutraceuticals, medicinal, bleaching, photographical and other preparations and such other related products. mineral and other waters, oil, paints, pigments and varnishes, drugs, paint and colours, grinders, makers of and dealers in proprietary articles. The Company is also engaged in research, development and piloting activities in the field of Aroma Chemicals and has two R & D Centers situated at Mahad & Nerul. Both these R & D Centers are recognized by Department of Science & Industrial Research (DSIR), Ministry of Science, Govt of India. The shares of the Transferee Company are currently listed on BSE Limited and National Stock Exchange of India Limited. The registered office of the Transferee Company is presently situated at Privi House, Plot No A-71, TTC, Thane Belapur Road, Kopar Khairane, Navi Mumbai, Thane, 400710.  (a) Privi Fine Sciences Private Limited, Transferor Company 1 is engaged in the business of manufacturing, buying and selling of aroma chemicals and chemicals, ethanol and products, including specifically, gases, effluent gases, power, steam, petroleum products, alcohol products, energy related and power related products, bio fertilizers, petrochemical products in all its branches including Ethylene, Propylene, Butadiene, biotechnology products, agro based products and other related and non-related technologies including technologies that may be developed in future, proprietary medicines, pharmaceuticals, health foods. Further, it is also engaged in business of manufacturing, buying and selling of chemicals including (organic as well as inorganic) but not limited to flavours, fragrances, essences, oil, preservatives and ingredients for food, silicas and their intermediaries. The promoter of the Transferee Company is a shareholder, holding 87.59 % of the issued, subscribed and paid up equity share capital of the Transferor Company 1.  (b) Privi Biotechnologies Private Limited, Transferor Company 2 is engaged in the business as manufacturers, researchers, developers, creators, buyers, sellers

and forms, including its amalgams, derivatives and by products, pesticides, acids, alkalis, natural and synthetic waxes, dyes, paints, pigments, oils, varnishes and resins, to carry on the business of manufacturing bioinformatics diagnostic tools, all medical engineering equipment's along with software developments and toots relating to genome, genomic, genotype, genetic or any areas relating to genetic engineering and to patent all original research, procedures, methods products and by-products, technologies and software developed by the Company. The Transferee Company is the Holding Company of Transferor Company 2, holding 100% of issued, subscribed and paid up equity share capital of the Transferor Company 2.

- (c) Privi Speciality Chemicals Limited, Transferee Company is India's leading bulk Aroma Chemical manufacturing Company engaged in the business of manufacture bulk Aroma & Speciality chemicals primarily used in the fragrance and flavour industry, buy, sell and otherwise deal in Organic Chemicals, Silicas, Inorganic chemicals and their intermediaries, including manufacture & trade of food additives, food flavourings and food ingredients; produce, extract, store, buy, sell, import and export organic chemicals, inorganic chemicals, silicas, silicates, phosphates and their intermediaries or obtain from or through any organic or inorganic chemicals; chemical manufacturers, analytical chemists, importers, exporters and manufacturers and dealers in heavy chemicals, drugs, essences, cordials, acids, alkali, dyes and dye intermediaries, auxiliaries, colors, dyes, paints, varnishes, biochemicals and Nutraceuticals, medicinal, bleaching, photographical and other preparations and such other related products. mineral and other waters, oil, paints, pigments and varnishes, drugs, paint and colours, grinders, makers of and dealers in proprietary articles.
- (d) The amalgamation of the Transferor Company 1 and Transferor Company 2 with the Transferee Company will provide significant synergistic benefits, economies of scale, consolidation of finances and operational efficiencies as well as forward integration of the business of the Transferee Company. The amalgamation shall also add into the top line of the transferee company ultimately increasing shareholder value.
- (e) The Transferee Company intends to integrate the operations of the Transferor Company 1 and Transferor Company 2 with itself as a part of restructuring process by taking over the



manufacturing unit along with its business know-how, market niche, all the tangible and intangible assets with liability except the liability owed to transferee company.

- (f) The Transferee Company will have greater efficiency in overall business including economies of scale, cash flow management of the amalgamated entity and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses of the companies and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances, etc. resulting in maximisation of shareholders value.
- (g) Amalgamation will result in cost saving for the Transferor Company 1, the Transferor Company 2 and the Transferee Company as they are engaged in the related and interdependent activity which is expected to result in higher net worth and cost savings for the Amalgamated Company.
- (h) The Amalgamated Company will have the benefit of the combined resources of the Transferor Company 1, the Transferor Company 2 and the Transferee Company i.e., market share, scale, efficiency, combined net-worth, combined employee base, reserves, investments, and other assets, manpower, consolidated pool of finances, including optimization of borrowing costs and administrative compliances related thereto, larger size, consolidation of operations, mitigating competition, future opportunities, etc. The Amalgamated Company would be in a position to carry on consolidated operations through optimum utilization of its resources and integrated production facilities.
- (i) The Amalgamated Company would also have a larger net-worth base, and greater borrowing capacity, which would provide it a competitive edge over others, especially in view of the increasing competition due to liberalization and globalization, which will be beneficial in more than one ways to the Transferor Companies and the Transferee Company and their shareholders and creditors, as the Transferor Companies and the Transferee Company plan to meet the competition in a more effective way by combining their asset base and operations.



	(j) The Board of Directors of the Transferor Company 1, the Transferee Company are of the opinion that the amalgamation we by providing better opportunities to scale up their performance having large revenue base, resources, asset base etc which corporate performance thereby enhancing overall shareholder value.		
Date of resolution passed by the Board of Director of the company approving the scheme	Saturday, June 14, 2025	Saturday, June 14, 2025	Saturday, June 14, 2025
Date of meeting of the Audit Committee in which the draft scheme has been approved	Saturday, June 14, 2025	NA	Na
Appointed Date	April 01, 2025	April 01, 2025	April 01, 2025
Name of Exchanges where securities of the company are listed	National Stock Exchange if India Limited (NSE) The BSE limited (BSE)	Not Listed	Not Listed
Nature of Business	Manufacturing Bulk Aroma Chemicals	Manufacturing Bulk Aroma Chemicals	Research & Development Activities
Capital before the scheme (No. of equity shares	Authorised Capital: 5,50,10,000 Equity Shares of Rs.10/- each, 55,01,00,000/-	Authorised Capital Paid-up Capital	Authorised Capital: 4,00,00,000 Equity Shares of Rs.10/- each, 40,00,00,000/-
as well as capital in rupees)	Paid-up Capital: 3,90,62,706 Equity Shares of Rs. 10/- each, amounting to Rs. 39,06,27,060/-		Paid-up Capital: 3,62,74,728 Equity Shares of Rs. 10/- each, amounting to Rs. 36,27,47,280/-
No. of shares to be issued	18,68,225.24 Equity Shares of Rs.10/- each	1	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,

Cancellation of	NA	NA	3,62,74,728 Equity Shares of Rs. 10/-
shares on account of			
cross holding, if any	^		
Capital after the	Authorised Capital: 5,50,10,000 Equity Shares of Rs.10/- each,	=	. *
scheme	55,01,00,000/-		
(No. of equity shares	\$		
as well as capital in	Paid-up Capital: 4,09,30,937 Equity Shares of Rs. 10/- each,		
rupees)	amounting to Rs. 40,93,09,370/-		+
Net Worth	(Rs. In crores)	(Rs. In crores)	(Rs. In crores)
Pre	,	Pre – Rs. 208.67 Crs	Pre – Rs. 16.87 Crs.
Post	Post – Rs. 1,228.37 Crs	Post – Nil	Post – Nil
Valuation by	KKCA Valuers LLP, Firm IBBI Reg No. IBBI/RV-E/07/2023/185		NA
independent			
Chartered			1 1
Accountant –			
Name of the	, and the second		
valuer/valuer firm			
and Regn no.			
Methods of	,		NA .
valuation and value	Method of Valuation: Market Approach	Method of Valuation:	l NA
per share arrived	Value Per share: Rs.2,371.79/-	Discounted Cash Flow	
under each method	Value Fer Share. N3.2,371.737	Value Per share:	
with weight given to	More elaborately described in Valuation Report dated June 14, 2025	Rs.18.95/-	
each method, if any.	The classification accommod in variation report duted saile 14, 2025		
		More elaborately	
al.		described in Valuation	
		Report dated June 14,	
		2025	
Fair value per shares	Rs.10	Rs.10	Rs. 10/-
			ALIEN STATE OF THE PARTY OF THE

Exchange ratio	7.9897 Equity shares of Transferee Company of INR 10 each fully paid up, for every 1000 equity shares of INR 10 each fully paid up				NA	
Name of Merchant Banker giving fairness opinion						
Shareholding pattern	Pre	Pre Post		8		
	No. of Shares	% of holding	No. of Shares	% of holding		
Promoter	2,89,25,601	74.05%	3,05,62,514	74.67%		
Public	1,01,37,105	25.95%	1,03,68,423	25.33%		
Custodian		18	-	**		
TOTAL	3,90,62,706	100%	4,09,30,937	100%		
No of shareholders	26,762		9		2	
Names of the	P	1				
Promoters (with PAN	Name	PAN	Name	PAN	Name	PAN
nos.)	Mahesh P Babani	AFLPB1549R	Mahesh P Babani	AFLPB1549R	Privi Speciality Chemicals	AAACH5113Q
	Mahesh Purshottam Babani   – HUF	AAAHB2420F	Vivira Investment & Trading Pvt Ltd	AAACV1482E	Limited  Mahesh P Babni (Nominee	AFLPB1549R
	Bhaktavatsala Rao Doppalapudi	AADPR7777A			Shareholder of Privi Speciality Chemicals	
	Vinaykumar Doppalapudi Rao	AEUPR4356L			Limited)	
	Vijaykumar Doppalapudi	AABPR1225M				
	Premaleela Doppalapudi	AEKPD3346L				
	Jyoti Mahesh Babani AWZPB9293P Seema Mahesh Babani AAJPB9803F					
	Snehal Mahesh Babani	ASMPB7085Q				1011

Sharon Doppalapudi	AGAPD6477C
Grace Vinay Kumar	AGAPD2982N
Doppalapudi	4
Rameshbabu	ABIPG2893E
Gokarneswararao Guduru	
Rajkumar Doppalapudi	ABAPD0730F
Prasanna Doppalapudi	AKKPD9523H
Vivira Investment & Trading	AAACV1482E
Pvt Ltd	
Moneymart Securities Pvt	AAACM4288K
Ltd	Δ.
Mm Infra & Leasing Private	AAMCM7245C
Limited	

## Names of the Board of Directors (with DIN and PAN nos.)

Name	DIN	PAN
Mr. Mahesh P	00051162	AFLPB1549R
Babani		
Bhaktavatsala	00356218	AADPR7777A
Rao		
Doppalapudi		
Anurag Surana	00006665	AATPS5143H
Hemang	00008770	AADPG3312Q
Manhar		
Gandhi		
Naresh Madhu	00847424	AABPT0639H
Tejwani		
Priyamvada	00726138	ADWPB4982F
Ashesh		
Bhumkar		

Name	DIN	PAN
Snehal	07672706	ASMPB7085Q
Mahesh		-
Babani		
Mahesh P	00051162	AFLPB1549R
Babani		
Jyoti	07672705	AWZPB9293P
Mahesh		
Babani		
Sanjeev	05176579	AKHPP8960F
Gajanan		
Patil		
Arun Anant	09150690	AAHPN5790K
Newalkar	Į.	

Name	DIN	PAN
Mahesh	00051162	AFLPB1549R
Purshottam		
Babani	-	
Bhaktavatsala	00356218	AADPR7777A
Rao		
Doppalapudi		

Please specify	The Transferee Company and Transferor Company 1 are companies having common promoters.	
relation among the		
companies involved	The Transferee Company and Transferor Company 2 are holding companies and wholly owned subsidiary company respective	velv.
in the scheme, if any		,
Details regarding	g NA	
change in		
management control		
in listed or resulting		
company seeking		
listing if any		DD(I)