



# **DHARMESH L TRIVEDI & CO.**

**CHARTERED ACCOUNTANTS**

**REGISTERED VALUERS – Securities OR Financial Assets**

To

**The Board of Directors,**

**Privi Speciality Chemicals Limited**

'Privi House' A-71 TTC, Thane Belapur Road,

Near Kopar Khairane Railway Station,

Navi Mumbai – 400710

**Sub: Certification of details/ documents for onward submission to BSE Limited and National Stock Exchange of India Limited in relation to the proposed Scheme of Amalgamation between Privi Fine Sciences Private Limited ("PFSPL" or "Transferor Company"), Privi Biotechnologies Private Limited ("PBPL" or "Transferor Company"), Privi Speciality Chemicals Limited ("PSCL" or "Transferee Company") and their respective shareholders under section 230 to 232 of the Companies Act, 2013 ("Act") ("Scheme")**

1. We, Dharmesh L Trivedi & Co, Chartered Accountants have been requested by PSCL to certify the details and documents to be filed by the Company to BSE Limited (the designated stock exchange to the Company) and National Stock Exchange of India Limited, in response to the requirement of SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Equity Master Circular") for the proposed Scheme of Amalgamation between **Privi Fine Sciences Private Limited ("PFSPL" or "Transferor Company")**, **Privi Biotechnologies Private Limited ("PBPL" or "Transferor Company")**, **Privi Speciality Chemicals Limited ("PSCL" or "Transferee Company")** and their respective shareholders under section 230 to 232 of the Act.
2. We have been provided with the relevant documents in relation to the Scheme and after detailed examination and extensive discussion with the companies involved in the Scheme, I hereby certify that the Share capital built up of PFSPL, PBPL and PSCL. **(Annexure 1)**
3. This certificate is issued at the request of PSCL in relation to the proposed Scheme of Amalgamation under Section 230-232 of the Companies Act, 2013, relevant rules thereunder and SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and this certificate should not be used for any other purpose or distributed or given to any other person or entity without our prior consent.
4. I have conducted the examination of the documents in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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5. I have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Thanking you

For Dharmesh L Trivedi & Co



**Dharmesh Lalitkumar Trivedi**

**Proprietor**

**ICAI Membership No.: 040961; FRN 148007W**

**Registered Valuers**

**IBBI Reg No: IBBI/RV/06/2019/11302**

**(Chartered Accountant & Registered Valuer – Securities or Financial Assets)**

**Place: Mumbai**

**Date: 14<sup>th</sup> June, 2025**

**UDIN: 25040961BMHZFK3281**

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## Annexure 1

### A. Details of capital evolution of PSCL (Transferee Company)

| Particulars                                                                                                                                                                                                                                                                                                                                                                                   | No. of Shares allotted | Cumulative Equity Capital (No. of Shares) | Date of Allotment  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------------------------|--------------------|
| Subscribers to MOA and AOA                                                                                                                                                                                                                                                                                                                                                                    | 7                      | 7                                         | May 25, 1985       |
| Bonus Issue                                                                                                                                                                                                                                                                                                                                                                                   | 31,500                 | 31,507                                    | August 27, 1994    |
| Private Placement                                                                                                                                                                                                                                                                                                                                                                             | 3,000,000              | 3,031,507                                 | August 27, 1994    |
| Private Placement                                                                                                                                                                                                                                                                                                                                                                             | 750,000                | 3,781,507                                 | March 25, 1995     |
| Public Issue                                                                                                                                                                                                                                                                                                                                                                                  | 2,618,493              | 6,400,000                                 | April 19, 1995     |
| Preferential Allotment                                                                                                                                                                                                                                                                                                                                                                        | 400,000                | 6,800,000                                 | September 23, 1995 |
| Preferential Allotment                                                                                                                                                                                                                                                                                                                                                                        | 200,000                | 7,000,000                                 | November 18, 1995  |
| Preferential Allotment                                                                                                                                                                                                                                                                                                                                                                        | 1,250,000              | 8,250,000                                 | August 20, 1996    |
| Preferential Allotment                                                                                                                                                                                                                                                                                                                                                                        | 250,000                | 8,500,000                                 | October 10, 1996   |
| Preferential Allotment                                                                                                                                                                                                                                                                                                                                                                        | 1,000,000              | 9,500,000                                 | March 02, 2002     |
| Bonus Issue                                                                                                                                                                                                                                                                                                                                                                                   | 1,900,000              | 11,400,000                                | July 17, 2012      |
| Bonus Issue                                                                                                                                                                                                                                                                                                                                                                                   | 1,140,000              | 12,540,000                                | July 06, 2013      |
| Bonus Issue                                                                                                                                                                                                                                                                                                                                                                                   | 1,254,000              | 13,749,000                                | July 11, 2014      |
| Pursuant to scheme of arrangement between Privi Organics Limited and Fairchem Speciality Limited (Formerly Adi Finechem Limited) and Adi Aromatic Limited and their respective shareholders and creditors                                                                                                                                                                                     | 12,634,353             | 26,428,353                                | March 14, 2017     |
| Conversion of Compulsorily Convertible Preference Shares (CCPS) into equity shares in the ratio of one equity share of Rs. 10/- each fully paid for one CCPS of Rs. 10/- each. (As provided in Scheme of Arrangement between Privi Organics Limited and Fairchem Speciality Limited (Formerly Adi Finechem Limited) and Adi Aromatic Limited and their respective shareholders and creditors) | 11,181,404             | 37,609,757                                | March 14, 2017     |

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|                                                                                                                                                                                                                                                                                                                                                                                                         |           |            |                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|--------------------|
| Conversion of remaining Compulsorily Convertible Preference Shares (CCPS) into equity shares in the ratio of one equity share of Rs. 10/- each fully paid for one CCPS of Rs. 10/- each. (As provided in Scheme of Arrangement between Privi Organics Limited and Fairchem Speciality Limited (Formerly Adi Finechem Limited) and Adi Aromatic Limited and their respective shareholders and creditors) | 1,452,949 | 39,062,706 | September 05, 2018 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|--------------------|

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## B. Details of capital evolution of PBPL (Transferor Company)

| Particulars                    | No. of Shares allotted | Cumulative Equity Capital (No. of Shares) | Date of Allotment  |
|--------------------------------|------------------------|-------------------------------------------|--------------------|
| Subscribers to MOA and AOA     | 10,000                 | 10,000                                    | September 20, 1985 |
| Conversion of Loan into equity | 26,50,000              | 26,60,000                                 | November 19, 2015  |
| Conversion of Loan into equity | 66,70,000              | 93,30,000                                 | December 27, 2017  |
| Conversion of Loan into equity | 89,44,728              | 1,82,74,728                               | March 30, 2018     |
| Conversion of Loan into equity | 41,19,361              | 2,23,94,089                               | December 05, 2018  |
| Conversion of Loan into equity | 52,31,217              | 2,76,25,306                               | March 27, 2019     |
| Conversion of Loan into equity | 6,49,422               | 2,82,74,728                               | June 21, 2019      |
| Conversion of Loan into equity | 61,95,000              | 3,44,69,728                               | January 27, 2020   |
| Conversion of Loan into equity | 18,05,000              | 3,62,74,728                               | March 16, 2020     |

## C. Details of capital evolution of PFSPL (Transferor Company)

| Particulars                                                                                                                                  | No. of Shares allotted | Cumulative Equity Capital (No. of Shares) | Date of Allotment |
|----------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------------------------|-------------------|
| Subscribers to MOA and AOA                                                                                                                   | 10,000                 | 10,000                                    | April 13, 2021    |
| Conversion of Loan into Equity                                                                                                               | 5,21,44,650            | 5,21,54,650                               | May 26, 2023      |
| Pursuant to Scheme of Amalgamation between Privi Organics Limited and Privi Fine sciences Private Limited and Its shareholders and creditors | 15,27,38,846           | 20,48,93,496                              | March 31, 2024    |
| Conversion of ECB into Equity                                                                                                                | 2,89,35,714            | 23,38,29,210                              | December 31, 2024 |

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