



FAIRCHEM ORGANICS LIMITED

CIN: L24200GJ2019PLC129759

Registered Office & Works: 253/P & 312, Village Chekhala, Sanand-Kadi Highway, Taluka Sanand, District Ahmedabad - 382115, Gujarat, India.

Tel: +91 02717-687900/901; Website: www.fairchem.in, Email: cs@fairchem.in

Contact Person: Jatin Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF FAIRCHEM ORGANICS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(ii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("Buyback Regulations") and contains the requisite disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 4,25,000 (FOUR LAKHS TWENTY FIVE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH OF FAIRCHEM ORGANICS LIMITED, REPRESENTING 3.26% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2025 FROM ALL THE ELIGIBLE SHAREHOLDERS OF EQUITY SHARES OF THE COMPANY AS ON MONDAY, JANUARY 5, 2026 (RECORD DATE) AS PER THE RECORDS MADE AVAILABLE TO THE COMPANY BY DEPOSITORIES AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS (SUBJECT TO SMALL SHAREHOLDER RESERVATION), THROUGH THE "TENDER OFFER" ROUTE AT A PRICE OF ₹ 800/- (RUPEES EIGHT HUNDRED ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION OF UP TO ₹ 3,40,00,000 (RUPEES THREE THOUSAND FOUR HUNDRED LAKHS ONLY) ("BUYBACK").

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'lakh'. All references to "Rupee(s)", "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The Board of Directors of the Company (the "Board"), at its meeting held on November 20, 2025, has, subject to the approval of the members of the Company, by way of a special resolution through postal ballot ("Special Resolution") and subject to such other approvals, permissions and sanctions, as may be necessary, approved the proposal to Buyback its own fully paid-up equity shares of face value of ₹ 10 (Rupees Ten Only) each ("Equity Shares") from the shareholders of the Company, as on the record date, to be determined by the Board/ Buyback Committee, ("Record Date"), on a proportionate basis, at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share ("Buyback Price") and for an amount of ₹ 3,40,00,000 (Rupees Three Thousand Four Hundred Lakhs only) excluding any expenses or transaction costs incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the ("Buyback Offer Size"), representing 16.00% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company for the financial year ended March 31, 2025 through the tender offer route, in accordance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations") and the Companies Act, 2013 and the rules made thereunder ("Buyback").

1.2. Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, 2013, as may be amended from time to time, along with all rules and regulations issued thereunder ("Act") and Regulation 5(i)(b) of the Buyback Regulations, the Board had sought approval of the shareholders of the Company for Buyback, by a special resolution, through notice of postal ballot dated November 20, 2025 ("Postal Ballot Notice"), the results of which were announced on Friday, December 26, 2025. The shareholders of the Company have approved the Buyback through the Special Resolution. The Buyback is being undertaken in accordance with Article 43 of the Articles of Association of the Company and in terms of Chapter III of the Buyback Regulations through tender offer route and in accordance with other applicable provisions of the Buyback Regulations, the SEBI Circulars (as defined below), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations") and Sections 68, 69, 70 and other applicable provisions, if any, of the Act, and the relevant rules framed thereunder, including the Companies (Share Capital and Debenture) Rules, 2014 ("Share Capital Rules") and Companies (Management and Administration) Rules, 2014 ("Management Rules"), to the extent applicable. The Company proposed the buyback of its fully paid-up equity shares, not exceeding 4,25,000 (Four Lakhs Twenty Five Thousand) Equity Shares (representing up to 3.26% of the total number of Equity Shares in the existing total paid-up equity share capital of the Company based on the latest audited financial statements for the financial year ended March 31, 2025) at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share, payable in cash, for an aggregate amount of up to ₹ 3,40,00,000 (Rupees Three Thousand Four Hundred Lakhs only) and representing 16.00% of the aggregate of fully paid-up equity share capital and free reserves (including securities premium account) as per the latest audited financial statements of the Company for the financial year ended March 31, 2025, which is within the prescribed limit of 25% under the Act and Regulation 4(i) of the Buyback Regulations.

1.3. In accordance with Regulation 5(via) of the Buyback Regulations, the Board/ Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

1.4. The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. ("Transaction Costs").

1.5. The Equity Shares are currently traded under the trading code(s) 543252 at BSE Limited ("BSE") and FAIRCHEMOR at National Stock Exchange of India Limited ("NSE") (collectively referred to as "Indian Stock Exchanges").

1.6. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified by Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-I/II/CIR/P/2021/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/POD-2/P/ CIR/2023/35 dated March 8, 2023, and such other circulars or notifications, as may be applicable, including any amendments thereof as amended ("SEBI Circulars").

1.7. The Equity Shares shall be bought back on a proportionate basis from all the shareholders of the Company holding Equity Shares as on Record Date, i.e. Monday, January 05, 2026 ("Eligible Shareholders"), through the "Tender Offer" route, as prescribed under the Buyback Regulations, and subject to applicable laws, facilitated through the stock exchange mechanism as specified by SEBI in the SEBI Circulars. In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE Limited will be the Designated Stock Exchange.

1.8. Participation in the Buyback by Eligible Shareholders will trigger tax on consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of

consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the Tendering Period (as defined below). Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.9. The Buyback of Equity Shares from non-resident members of the Company, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors, members of foreign nationality, if any, etc., shall be subject to the Foreign Exchange Management Act, 1999 ("FEMA") and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, the Depository Receipts Scheme, 2014, as applicable, and shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under FEMA and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident shareholders.

1.10. The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a reservation of up to 15% (fifteen percent) of the number of Equity Shares proposed to be bought back or number of Equity Shares entitled as per the Eligible Shareholders who hold Equity Shares of market value not more than ₹ 2,00,000 (Rupees Two Lakhs Only), on the basis of the closing price on the Indian Stock Exchanges registering the highest trading volume as on the Record Date, i.e., Monday, January 05, 2026 ("Small Shareholders") as on the Record Date, whichever is higher.

1.11. A copy of this Public Announcement is available on the Company's website i.e., www.fairchem.in, the website of the Manager to the Buyback at www.motilal Oswal Group Ltd. and is expected to be made available on the website of the SEBI at www.sebi.gov.in, and on the websites of the respective Indian Stock Exchanges at www.nseindia.com and www.bseindia.com.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Company has been generating reasonable amounts of cash on an ongoing basis. The current Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds

implementation and maintenance of internal control relevant to compliance with terms and conditions contained in the Act, SEBI Buyback Regulations and the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., November 20, 2025 and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditors' Responsibility

6. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide a reasonable assurance whether:

i. we have inquired into the state of affairs of the Company in relation to the audited financial statements of the Company as at and for the year ended 31 March 2025 (the "Audited Financial Statements");

ii. the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited financial statements in accordance with Section 68 of the Act and Regulation 4(i) and 5(i)(a) of the Buy-back Regulations;

iii. the amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025 and the underlying books and records; and

iv. the Board of Directors of the Company in their meeting dated November 20, 2025 have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations on reasonable grounds and that the company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of board resolution dated November 20, 2025.

7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:

i. Inquired into the state of affairs of the Company with reference to the audited financial statements as at and for the year ended March 31, 2025;

ii. Examined that the amount of permissible capital payment (including Securities Premium) for the Buyback as detailed in Annexure A is in accordance with the provisions of Section 68(2)(b) of the Act and Regulations 4(i) and 5(i)(a) of the Buy-back Regulations;

iii. Traced the amounts of paid-up equity share capital, securities premium, retained earnings and general reserves as mentioned in Annexure A from the audited financial statements as at and for the year ended March 31, 2025 and the underlying books and records;

i. Examined that the Buyback approved by Board of Directors in its meeting held on November 20, 2025 is authorized by the Articles of Association of the Company;

ii. Examined that all the shares for buy-back are fully paid-up;

iii. Verified the arithmetical accuracy of the amounts mentioned in Annexure A;

iv. Obtained board of directors resolution date on November 20, 2025 pursuant to the requirements of clause (x) of Schedule I to the Buy-back Regulations; and

v. Obtained appropriate representations from the Management of the Company.

8. The audited financial statements as at and for financial year ended on 31 March 2025 referred to in paragraph 6 and 7 above, which we have considered for the purpose of this report, have been approved by the Board of Directors in their meeting held on 27 May 2025 on which auditor has issued an unmodified audit opinion vide our reports dated 27 May 2025 and is approved by the shareholders vide annual general meeting dated 11 August 2025. Audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

9. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised) 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.

10. We 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.

11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

12. Based on our performance of the aforesaid procedures, we report that:

i. We have inquired into the state of affairs of the Company with reference to its audited financial statements as at and for the year ended March 31, 2025;

ii. the Board has proposed to buyback the Company's equity shares upto an aggregate amount not exceeding INR 3,400 lakhs ("Buyback Offer Size") at a price not exceeding INR 800/- per equity share ("Buyback Offer Price"). The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares as computed in Annexure A, has been properly determined in accordance with Section 68 of the Act and Regulation 4 and 5 of the Buy-back Regulations;

iii. the amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025, and underlying books and records; and

iv. the Board of Directors of the Company in their meeting held on November 20, 2025 have formed their opinion, as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of the board resolution dated November 20, 2025.

Restriction on use

13. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the merchant banker (the "Manager to the Buyback"), each for the purpose of extinguishment of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. For B S R and Co Chartered Accountants Firm's Registration No: 128510W Sd/- Jeyur Shah Partner Membership No: 045754 ICAI UDIN: 25045754BIMWHZ5339 Place: Ahmedabad Date: November 20, 2025

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (the "Statement") in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 and 5 of the Buyback Regulations.

Particulars	Year Ended March 31, 2025 (Audited)
	Rs. In Lakhs
Paid up equity share capital and free reserves as of March 31, 2025, based on the financial statements of the Company	
Total paid-up Equity Share Capital	1,302.09
Free Reserves, comprising Retained Earnings*	19,942.92
Total Paid up Equity Share Capital and Free Reserves	21,245.01
Total Borrowing outstanding as at 31 March, 2025	6,303.19
Debt Equity Ratio Before Buy-back	0.30
Proposed Buy-Back assuming maximum permissible amount 68 (2)(c)	5,311.25
Debt Equity Ratio post buy-back required to be less than 2:1 as per section 68(2)(d)	0.40

Particulars	Year Ended March 31, 2025 (Audited)
	Rs. In Lakhs
The amount of Permissible Capital Payment towards the Buy-back being lower of;	
Permissible Number of Equity Shares eligible for Buy-back in accordance with Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4 of the Buy-back Regulations (25% of total number of outstanding equity shares) (Nos.)	32,55,225
Permissible capital payment towards Buy-back of Equity Shares in accordance with Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4 of the Buy-back Regulations (25% of paid-up equity capital and free reserves as at March 31, 2025)	5,311.25
Permissible capital payment towards Buy-back of Equity Shares in accordance with Section 68(2)(b) of the Companies Act, 2013 read with Regulation 5 of the Buy-back Regulations (10% of paid-up equity capital and free reserves as at March 31, 2025)	2,124.50
Aggregate amount approved by the Board of Directors as Buy-back consideration at its meeting held on November 20, 2025 excluding transaction costs and any expenses incurred or to be incurred for the Buyback.	3,400.00

*Free reserves as per explanation 11 to Section 68 of the Companies Act, 2013, as amended

Unquote.

12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

12.1. The Buyback is open to all Eligible Shareholders and beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.

12.2. The Buyback shall be on a proportionate basis (subject to the reservation for Small Shareholders in accordance with the Buyback Regulations) through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges pursuant to Tender-Offers under Takeovers, Buyback and Delisting" as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

12.3. For implementation of the Buyback, the Company has appointed **Motilal Oswal Financial Services Limited** as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



Motilal Oswal Financial Services Limited
Address: Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel S.T. Bus Depot, Prabhadevi - Mumbai - 400 025
Contact Person: Krishna Sharma;
Tel No.: +91 22 7198 5473;
Email: ksharma@motilaloswal.com
Website: www.motilaloswal.com
CIN: L67190MH2005PLC153397
SEBI Registration No.: INZ000158836

12.4. The Company shall request BSE and NSE, to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purposes of this Buyback, BSE has been appointed as the "Designated Stock Exchange". The details of the Acquisition Window will be specified by Indian Stock Exchanges from time to time.

12.5. During the Tendering Period, the order for selling the Equity Shares shall be placed by the Eligible Shareholders through their respective stock brokers ("Stock Broker(s)") during normal

...continued from previous page.

- 14.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 14.10. Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
- 14.11. The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.
- 14.12. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offor form indicating their respective entitlement for participating in the Buyback.
- 14.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included

- in the Letter of Offer which, along with the tender offer form, will be sent in due course to the Eligible Shareholders. However, if any Eligible Shareholder has not registered an email address with the Depositories, or on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), a physical form shall be sent by speed post or registered post or courier to such shareholder's registered postal address as available with the Company.
- 14.14. Pursuant to the order of the NCLT dated June 30, 2020, shares of the Company were allotted in the ratio of 3:1 to the shareholders of erstwhile Fairchem Specially Limited in demat form. However, due to incorrect or inactive demat details, the shares of 781 shareholders, representing 45,564 equity shares held in physical form, could not be credited and are presently lying in the Demat Suspense Account of the Company. Consequently, the voting rights attached to these equity shares remain frozen. In this regard, the Company has, from time to time, sent letters to the aforesaid shareholders to claim their Equity Shares which are lying in the Demat Suspense Account. In the event such shareholders claim their respective Equity Shares and the Equity Shares are credited to their respective demat accounts, prior to the Record Date, such Shareholders will be eligible to tender their Equity Shares in the Buyback. However, in the event the credit of the Equity Shares takes place after the Record Date, such Shareholders will not be eligible to tender their Equity Shares in the Buyback. Notwithstanding the above, the entitlement ratio will be calculated taking into account the shares of 781 Shareholders, representing 45,564 Equity Shares held in physical form.
15. COMPLIANCE OFFICER
The details of the Compliance Officer are set out below.
Name: Mr. Jatin Jain
Designation: Company Secretary and Compliance Officer
Address: Fairchem Organics Limited, 253/P and 312, Village - Chekhala, Sanand - Kadi Highway, Taluka Sanand, District Ahmedabad - 382 115, Gujarat, India
Tel. No.: +91 02717- 687900/901
Email: cs@fairchem.in
Website: www.fairchem.in
- Eligible Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during 10:00 a.m. to 5:00 p.m. on any day

except Saturday, Sunday and public holidays.

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact MUFG Intime India Private Limited, the Registrar to the Buyback, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. at the following address:

MUFG MUFG Intime
MUFG Intime India Private Limited
C-101, 1st Floor, Embassy 247
Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai, Maharashtra - 400083, India
Tel. No.: +91 8108114949
Email: fairchemorg.buyback@in.mpmfsmufg.com
Website: www.in.mpmfsmufg.com
Contact person: Ms. Shanti Gopalakrishnan
SEBI Registration Number: INR000004058
CIN: U67190MH1999PTC118368

17. MANAGER TO THE BUYBACK

motilal oswal
Investment Banking
Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi, Mumbai-400 025,
Maharashtra, India
Tel. No.: +91 22 7193 4380
Email: fairchem.buyback@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact person: Ritu Sharma
SEBI Registration No.: INM000011005
CIN: U67190MH2006PLC160583

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and

confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Public Announcement is issued under the authority of the Buyback Committee in terms of the resolution dated December 29, 2025.

For and on behalf of the Board of Directors of Fairchem Organics Limited

Sd/-	Sd/-	Sd/-
Sumit Maheshwari Nominee Director DIN: 06920646	Nahosh Jariwala Chairman and Managing Director DIN: 00012412	Jatin Jain Company Secretary and Compliance Officer Membership No. - A24293

Date: December 29, 2025

Place: Ahmedabad

Forward-looking statements

The information herein includes certain "forward-looking statements". These forward-looking statements are based on the Management's beliefs as well as on a number of assumptions concerning future events made using information currently available to the Management. Readers are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside the Company's control. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will', 'project', 'seek', 'should' and similar expressions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including, among other things, the expected benefits and costs of the Buyback, including the expected benefit to the Company's members; the processes and procedures to be undertaken to implement the Buyback; the expected timing of the completion of the Buyback; and the Company's future strategic and operational cash needs. These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results or outcomes to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results or outcomes to differ from those implied by the forward-looking statements include, but are not limited to, the possibility that the Buyback is not commenced or completed on the anticipated timetable or at all and the additional factors discussed in the "Risk Factors" section in the Company's Annual Report for the year ended March 31, 2025.

Adfactors



POONAWALLA FINCORP
POONAWALLA FINCORP LIMITED
Registered office: 201 and 202, 2nd Floor, AP81, Koregaon Park Annex, Mundhwa, Pune - 411 036, Maharashtra
Corporate Office: Unit No 2401, 24th Floor, Altimus, Dr. G.M. Bhosale Marg, Worli, Mumbai - 400 018, Maharashtra
Phone: 020 6780 8090; **CIN:** L51504PN1978PLC209007
Website: www.poonawallafincorp.com; **Email:** secretarial@poonawallafincorp.com

Notice to shareholders regarding the ongoing campaign

"SAKSHAM NIVESHAK"

In line with the circular by the Investor Education and Protection Fund Authority (IEPFA) under Ministry of Corporate Affairs, dated July 16, 2025, the shareholders of Poonawalla Fincorp Limited are hereby informed that the Company has initiated a awareness campaign titled "Saksham Niveshak".

Shareholder who have unclaimed or unpaid dividends and/or shares that have been transferred to IEPFA or those with related concerns are encouraged to reach out to the Company's Registrar to an Issue and Share Transfer Agent ("RTA") at C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai, Maharashtra, 400083. For assistance the shareholders may contact the RTA via phone at +91 8108116767 or email at investor.helpdesk@in.mpmfsmufg.com

Shareholders are informed that the objective of this campaign is to facilitate the updating of essential records, including KYC details, bank mandates, nominee information and contact particulars. Those wishing to make such updates are requested to contact the Company's RTA at the address or email provided above.

Shareholders are hereby notified that, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred all the unclaimed and unpaid dividends and the corresponding underlying shares to the IEPFA upto Financial year 2017-2018. Shareholders who wish to claim these dividends or shares may do so by submitting the Form IEPF-5.

Details of unclaimed and unpaid dividends are available on the company's website at www.poonawallafincorp.com (Path: Investors > Investors Info > Unclaimed / Unpaid Dividends and Transfer to Investor Protection Fund)



FAIRCHEM ORGANICS LIMITED

CIN: L24200GJ2019PLC129759

Registered Office & Works: 253/P & 312, Village Chekhala, Sanand-Kadi Highway, Taluka Sanand, District Ahmedabad - 382115, Gujarat, India.

Tel: +91 02717-687900/901; Website: www.fairchem.in, Email: cs@fairchem.in

Contact Person: Jatin Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF FAIRCHEM ORGANICS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("Buyback Regulations") and contains the requisite disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 4,25,000 (FOUR LAKHS TWENTY FIVE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH OF FAIRCHEM ORGANICS LIMITED, REPRESENTING 3.26% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2025 FROM ALL THE ELIGIBLE SHAREHOLDERS OF EQUITY SHARES OF THE COMPANY AS ON MONDAY, JANUARY 5, 2026 (RECORD DATE) AS PER THE RECORDS MADE AVAILABLE TO THE COMPANY BY DEPOSITORIES AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS (SUBJECT TO SMALL SHAREHOLDER RESERVATION), THROUGH THE "TENDER OFFER" ROUTE AT A PRICE OF ₹ 800/- (RUPEES EIGHT HUNDRED ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION OF UP TO ₹ 3,40,00,000 (RUPEES THREE THOUSAND FOUR HUNDRED LAKHS ONLY) ("BUYBACK").

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'lakh'. All references to "Rupee(s)", "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

- The Board of Directors of the Company (the "Board"), at its meeting held on November 20, 2025, has, subject to the approval of the members of the Company, by way of a special resolution through postal ballot ("Special Resolution") and subject to such other approvals, permissions and sanctions, as may be necessary, approved the proposal to Buyback its own fully paid-up equity shares of face value of ₹ 10 (Rupees Ten Only) each ("Equity Shares") from the shareholders of the Company, as on the record date, to be determined by the Board/ Buyback Committee, ("Record Date"), on a proportionate basis, at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share ("Buyback Price") and for an amount of ₹ 3,40,00,000 (Rupees Three Thousand Four Hundred Lakhs only) excluding any expenses or transaction costs incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the ("Buyback Offer Size"), representing 16.00% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company for the financial year ended March 31, 2025 through the tender offer route, in accordance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations") and the Companies Act, 2013 and the rules made thereunder ("Buyback").

- Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, 2013, as may be amended from time to time, along with all rules and regulations issued thereunder ("Act") and Regulation 5(i)(b) of the Buyback Regulations, the Board had sought approval of the shareholders of the Company for Buyback, by a special resolution, through notice of postal ballot dated November 20, 2025 ("Postal Ballot Notice"), the results of which were announced on Friday, December 26, 2025. The shareholders of the Company have approved the Buyback through the Special Resolution. The Buyback is being undertaken in accordance with Article 43 of the Articles of Association of the Company and in terms of Chapter III of the Buyback Regulations through tender offer route and in accordance with other applicable provisions of the Buyback Regulations, the SEBI Circulars (as defined below), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations") and Sections 68, 69, 70 and other applicable provisions, if any, of the Act, and the relevant rules framed thereunder, including the Companies (Share Capital and Debenture) Rules, 2014 ("Share Capital Rules") and Companies (Management and Administration) Rules, 2014 ("Management Rules"), to the extent applicable. The Company proposed the buyback of its fully paid-up Equity Shares, not exceeding 4,25,000 (Four Lakhs Twenty Five Thousand) Equity Shares (representing up to 3.26% of the total number of Equity Shares in the existing total paid-up equity share capital of the Company based on the latest audited financial statements for the financial year ended March 31, 2025) at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share, payable in cash, for an aggregate amount of up to ₹ 3,40,00,000 (Rupees Three Thousand Four Hundred Lakhs only) and representing 16.00% of the aggregate of fully paid-up Equity Share capital and free reserves (including securities premium account) as per the latest audited financial statements of the Company for the financial year ended March 31, 2025, which is within the prescribed limit of 25% under the Act and Regulation 4(i) of the Buyback Regulations.

- In accordance with Regulation 5(via) of the Buyback Regulations, the Board/ Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

- The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc ("Transaction Costs").

- The Equity Shares are currently traded under the trading code(s) 543252 at BSE Limited ("BSE") and FAIRCHEMOR at National Stock Exchange of India Limited ("NSE") (collectively referred to as "Indian Stock Exchanges").

- The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified by Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/POD-2/P/ CIR/2023/35 dated March 8, 2023, and such other circulars or notifications, as may be applicable, including any amendments thereof as amended ("SEBI Circulars")

- The Equity Shares shall be bought back on a proportionate basis from all the shareholders of the Company holding Equity Shares as on Record Date, i.e. Monday, January 05, 2026 ("Eligible Shareholders"), through the "Tender Offer" route, as prescribed under the Buyback Regulations, and subject to applicable laws, facilitated through the stock exchange mechanism as specified by SEBI in the SEBI Circulars. In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE Limited will be the Designated Stock Exchange.

- Participation in the Buyback by Eligible Shareholders will trigger tax on consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of

consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the Tendering Period (as defined below). Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

- The Buyback of Equity Shares from non-resident members of the Company, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors, members of foreign nationality, if any, etc., shall be subject to the Foreign Exchange Management Act, 1999 ("FEMA") and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, the Depository Receipts Scheme, 2014, as applicable, and shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under FEMA and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident shareholders.

- The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a reservation of up to 15% (fifteen percent) of the number of Equity Shares proposed to be bought back or number of Equity Shares entitled as per the Eligible Shareholders who hold Equity Shares of market value not more than ₹ 2,00,000 (Rupees Two Lakhs Only), on the basis of the closing price on the Indian Stock Exchanges registering the highest trading volume as on the Record Date, i.e., Monday, January 05, 2026 ("Small Shareholders") as on the Record Date, whichever is higher.

- A copy of this Public Announcement is available on the Company's website i.e., www.fairchem.in, the website of the Manager to the Buyback at www.motilaloswalgroup.com and is expected to be made available on the website of the SEBI at www.sebi.gov.in and on the websites of the respective Indian Stock Exchanges at www.nseindia.com and www.bseindia.com

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Company has been generating reasonable amounts of cash on an ongoing basis. The current

...continued from previous page.

implementation and maintenance of internal control relevant to compliance with terms and conditions contained in the Act, SEBI Buyback Regulations and the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., November 20, 2025 and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditors' Responsibility

6. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide a reasonable assurance whether:

i. we have inquired into the state of affairs of the Company in relation to the audited financial statements of the Company as at and for the year ended 31 March 2025 (the "Audited Financial Statements");

ii. the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited financial statements in accordance with Section 68 of the Act and Regulation 4(i) and 5(i)(a) of the Buy-back Regulations;

iii. the amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025 and the underlying books and records; and

iv. the Board of Directors of the Company in their meeting dated November 20, 2025 have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations on reasonable grounds and that the company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of board resolution dated November 20, 2025.

7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:

i. Inquired into the state of affairs of the Company with reference to the audited financial statements as at and for the year ended March 31, 2025;

ii. Examined that the amount of permissible capital payment (including Securities Premium) for the Buyback as detailed in Annexure A is in accordance with the provisions of Section 68(2)(b) of the Act and Regulations 4(i) and 5(i)(a) of the Buy-back Regulations;

iii. Traced the amounts of paid-up equity share capital, securities premium, retained earnings and general reserves as mentioned in Annexure A from the audited financial statements as at and for the year ended March 31, 2025 and the underlying books and records;

i. Examined that the Buyback approved by Board of Directors in its meeting held on November 20, 2025 is authorized by the Articles of Association of the Company;

ii. Examined that all the shares for buy-back are fully paid-up;

iii.Verified the arithmetical accuracy of the amounts mentioned in Annexure A;

iv. Obtained board of directors resolution date on November 20, 2025 pursuant to the requirements of clause (x) of Schedule I to the Buy-back Regulations; and

v. Obtained appropriate representations from the Management of the Company.

8. The audited financial statements as at and for financial year ended on 31 March 2025 referred to in paragraph 6 and 7 above, which we have considered for the purpose of this report, have been approved by the Board of Directors in their meeting held on 27 May 2025 on which auditor has issued an unmodified audit opinion vide our reports dated 27 May 2025 and is approved by the shareholders vide annual general meeting dated 11 August 2025. Audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

9. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised) 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.

10. We 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.

11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

12. Based on our performance of the aforesaid procedures, we report that:

i. We have inquired into the state of affairs of the Company with reference to its audited financial statements as at and for the year ended March 31, 2025;

ii. the Board has proposed to buyback the Company's equity shares upto an aggregate amount not exceeding INR 3,400 lakhs ("Buyback Offer Size") at a price not exceeding INR 800/- per equity share ("Buyback Offer Price"). The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares as computed in Annexure A, has been properly determined in accordance with Section 68 of the Act and Regulation 4 and 5 of the Buy-back Regulations;

iii. the amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025, and underlying books and records; and

iv. the Board of Directors of the Company in their meeting held on November 20, 2025 have formed their opinion, as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of the board resolution dated November 20, 2025.

Restriction on use

13. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the merchant banker (the "Manager to the Buyback"), each for the purpose of extinguishment of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. For B S R and Co Chartered Accountants Firm's Registration No: 128510W **Sd/-**
Jeyur Shah
Partner
Membership No: 045754
ICAI UDIN: 25045754BMMIWHZ5339
Place: Ahmedabad
Date: November 20, 2025

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (the "Statement") in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 and 5 of the Buyback Regulations.

Particulars	Year Ended March 31, 2025 (Audited)
	Rs. In Lakhs
Paid up equity share capital and free reserves as of March 31, 2025, based on the financial statements of the Company	
Total paid-up Equity Share Capital	1,302.09
Free Reserves, comprising Retained Earnings*	19,942.92
Total Paid up Equity Share Capital and Free Reserves	21,245.01
Total Borrowing outstanding as at 31 March, 2025	6,303.19
Debt Equity Ratio Before Buy-back	0.30
Proposed Buy-Back assuming maximum permissible amount 68 (2)(c)	5,311.25
Debt Equity Ratio post buy-back required to be less than 2:1 as per section 68(2)(d)	0.40

Particulars	Year Ended March 31, 2025 (Audited)
	Rs. In Lakhs
The amount of Permissible Capital Payment towards the Buy-back being lower of;	
Permissible Number of Equity Shares eligible for Buy-back in accordance with Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4 of the Buy-back Regulations (25% of total number of outstanding equity shares) (Nos.)	32,55,225
Permissible capital payment towards Buy-back of Equity Shares in accordance with Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4 of the Buy-back Regulations (25% of paid-up equity capital and free reserves as at March 31, 2025)	5,311.25
Permissible capital payment towards Buy-back of Equity Shaps in accordance with Section 68(2)(b) of the Companies Act, 2013 read with Regulation 5 of the Buy-back Regulations (10% of paid-up equity capital and free reserves as at March 31, 2025)	2,124.50
Aggregate amount approved by the Board of Directors as Buy-back consideration at its meeting held on November 20, 2025 excluding transaction costs and any expenses incurred or to be incurred for the Buyback.	3,400.00

*Free reserves as per explanation 11 to Section 68 of the Companies Act, 2013, as amended

Unquote.

12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

12.1.The Buyback is open to all Eligible Shareholders and beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.

12.2.The Buyback shall be on a proportionate basis (subject to the reservation for Small Shareholders in accordance with the Buyback Regulations) through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges pursuant to Tender-Offers under Takeovers, Buyback and Delisting" as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

12.3.For implementation of the Buyback, the Company has appointed **Motilal Oswal Financial Services Limited** as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



Motilal Oswal Financial Services Limited

Address: Motilal Oswal Tower, Rahintullah Sayani Road,

Opposite Parel S.T. Bus Depot, Prabhadevi - Mumbai -

...continued from previous page.

- 14.9. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 14.10. Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
- 14.11. The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account as on the Record Date.
- 14.12. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offers form indicating their respective entitlement for participating in the Buyback.
- 14.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included

in the Letter of Offer which, along with the tender offer form, will be sent in due course to the Eligible Shareholders. However, if any Eligible Shareholder has not registered an email address with the Depositories, or on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), a physical form shall be sent by speed post or registered post or courier to such shareholder's registered postal address as available with the Company.

- 14.14. Pursuant to the order of the NCLT dated June 30, 2020, shares of the Company were allotted in the ratio of 3:1 to the shareholders of erstwhile Fairchem Speciality Limited in demat form. However, due to incorrect or inactive demat details, the shares of 781 shareholders, representing 45,564 equity shares held in physical form, could not be credited and are presently lying in the Demat Suspense Account of the Company. Consequently, the voting rights attached to these equity shares remain frozen. In this regard, the Company has, from time to time, sent letters to the aforesaid shareholders to claim their Equity Shares which are lying in the Demat Suspense Account. In the event such shareholders claim their respective Equity Shares and the Equity Shares are credited to their respective demat accounts, prior to the Record Date, such Shareholders will be eligible to tender their Equity Shares in the Buyback. However, in the event the credit of the Equity Shares takes place after the Record Date, such Shareholders will not be eligible to tender their Equity Shares in the Buyback. Notwithstanding the above, the entitlement ratio will be calculated taking into account the shares of 781 Shareholders, representing 45,564 Equity Shares held in physical form.
- 15. COMPLIANCE OFFICER**
The details of the Compliance Officer are set out below.
Name: Mr. Jatin Jain
Designation: Company Secretary and Compliance Officer
Address: Fairchem Organics Limited, 253/P and 312, Village – Chekhala, Sanand – Kadi Highway,
Taluka Sanand, District Ahmedabad – 382 115, Gujarat, India
Tel. No.: +91 02717– 687900/901
Email: cs@fairchem.in
Website: www.fairchem.in
- Eligible Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during 10:00 a.m. to 5:00 p.m. on any day

except Saturday, Sunday and public holidays.

- 16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK**
- In case of any query, the shareholders may also contact MUFG Intime India Private Limited, the Registrar to the Buyback, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5.30 p.m. at the following address:
-  **MUFG Intime**
MUFG Intime India Private Limited
C-101, 1st Floor, Embassy 247
Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai, Maharashtra – 400083, India
Tel. No. +91 8108114949
Email: fairchemorg.buyback@jin.mpmis.mufg.com
Website: www.in.mpmis.mufg.com
Contact Person: Ms. Shanti Gopalkrishnan
SEBI Registration Number: INR000004058
CIN: U67190MH1999PTC118368
- 17. MANAGER TO THE BUYBACK**
- 
Motilal Oswal Investment Banking Limited
Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025,
Maharashtra, India
Tel. No.: +91 22 7193 4380
Email: fairchem.buyback@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact person: Ritu Sharma
SEBI Registration No.: INM000011005
CIN: U67190MH2006PLC160583
- 18. DIRECTOR'S RESPONSIBILITY**

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and

confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Public Announcement is issued under the authority of the Buyback Committee in terms of the resolution dated December 29, 2025.

For and on behalf of the Board of Directors of Fairchem Organics Limited

Sd/- Sumit Maheshwari Nominee Director DIN: 06920646	Sd/- Nahoosh Jariwala Chairman and Managing Director DIN: 00012412	Sd/- Jatin Jain Company Secretary and Compliance Officer Membership No. – A24293
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Date: December 29, 2025

Place: Ahmedabad

Forward-looking statements

The information herein includes certain “forward-looking statements”. These forward-looking statements are based on the Management’s beliefs as well as on a number of assumptions concerning future events made using information currently available to the Management. Readers are cautioned not to put undue reliance on such forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside the Company’s control. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “anticipate”, “believe”, “estimate”, “expect”, “intend”, “will”, “project”, “seek”, “should” and similar expressions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including, among other things, the expected benefits and costs of the Buyback, including the expected benefit to the Company’s members; the processes and procedures to be undertaken to implement the Buyback; the expected timing of the completion of the Buyback; and the Company’s future strategic and operational cash needs. These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results or outcomes to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results or outcomes to differ from those implied by the forward-looking statements include, but are not limited to, the possibility that the Buyback is not commenced or completed on the anticipated timetable or at all and the additional factors discussed in the “Risk Factors” section in the Company’s Annual Report for the year ended March 31, 2025.

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FINANCIAL
GROUP**

 **FINANCIAL EXPRESS**
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THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT. THIS DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES. THIS PUBLIC ANNOUNCEMENT IS NOT INTENDED FOR RELEASE PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, OUTSIDE INDIA.



PUBLIC ANNOUNCEMENT

PAPADMALJI AGRO FOODS LIMITED

Known as Papadmalji Agro Foods Pvt.
CIN: U15119RJ2017PLC059795

Our Company was originally incorporated on December 19, 2017 in Bikaner, Rajasthan, as a Private Limited Company in the name and style of "Papadmalji Agro Foods Private Limited" under the provisions of the Companies Act, 2013 vide Certificate of Incorporation CIN: U15119RJ2017PTC059795 issued by the Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted into a Public Limited Company pursuant to Special Resolution passed by the shareholders of our Company at the Extra-Ordinary General Meeting held on November 18, 2024, and consequently the name of our Company was changed from "Papadmalji Agro Foods Private Limited" to "Papadmalji Agro Foods Limited" and a fresh certificate of incorporation dated January 28, 2025 pursuant to conversion from a Private Limited Company to a Public Limited Company, was issued by the Assistant Registrar of Companies/Deputy Registrar of Companies/Registrar of Companies, Central Processing Centre, bearing CIN: U15119RJ2017PLC059795. For further details see, "History and Certain Corporate Matters" on page 271 of the Draft Red Herring Prospectus.

Registered Office: Opp. Manav Bharti School, Garsisar, Bikaner, Rajasthan, India - 334001; **Tel:** +91 9461339855;
Website: www.papadmalji.com; **Contact Person:** Mrs Khushboo Tak Singhal, Company Secretary and Compliance Officer; **E-mail:** cs@papadmalji.com

OUR PROMOTERS: MR. JAI AGARWAL AND MRS. PREMLATA AGARWAL

"THE OFFER IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON SME PLATFORM OF NSE INDIA LIMITED" (NSE EMERGE)

THE OFFER

INITIAL PUBLIC OFFER OF UPTO 28,800 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF PADMAPADHI AGRICULTURAL FOODS LIMITED ("OUR COMPANY") FOR CASH AT A PRICE OF ₹ [x] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ [x] PER EQUITY SHARE) ("OFFER PRICE"), AGGREGATING UP TO ₹ [x] LAKHS COMPRISE A FRESH OFFER OF UPTO 25,74,000 EQUITY SHARE(S) ("FRESH OFFER") AGGREGATING UP TO ₹ [x] LAKHS BY OUR COMPANY (THE "FRESH OFFER") AND AN OFFER FOR SALE OF UPTO 2,74,800 EQUITY SHARE(S) AGGREGATING UP TO ₹ [x] LAKHS BY INDIA CUSTOMER INSIGHT FUND (THE "SELLING SHAREHOLDER" OR THE "INVESTOR SELLING SHAREHOLDER") (THE "OFFERED SHARES") (THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER") OF WHICH UPTO [x] EQUITY SHARES AGGREGATING TO ₹ [x] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. NET OFFER OF UPTO [x] EQUITY SHARES AT A PRICE OF ₹ [x] PER EQUITY SHARE AGGREGATING UP TO ₹ [x] LAKHS IS HERINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND NET OFFER WILL CONSTITUTE [x] % AND [x] % RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS 10/- EACH. THE OFFER PRICE IS [•] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN EDITIONS OF [•] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [•] EDITIONS OF [•] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF RAJASTHAN WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE") FOR THE PURPOSES OF UPLOADING ON ITS WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision in Price Band, the Bid / Issue Period will be extended by at least 3 (three) additional Working Days after such revision in the Price Band, subject to the total Bid / Issue Period not exceeding 10 (ten) Working Days. In case of force majeure, banking strike or similar circumstances, our Company may, in consultation with Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/Issue Period not exceeding 10 (ten) Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the National Stock Exchange of India Limited, by issuing a public notice, and also by indicating the change on the website of the BRLM and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 252 of the SEBI ICDR Regulations and in compliance with Regulation 229(1), 253(1) and 253(2) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion") in which at least 40% shall be reserved in the following manner: (i) 33.33% for domestic Mutual Funds, and (ii) 6.67% for Life Insurance Companies and Pension Funds, subject to valid application size of more than ₹10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in Non-Institutional Investors' category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in the SEBI (ICDR) Regulations. All potential Bidders (except Anchor Investors) are required to participate in the Offer by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account, and UPIID in case of Individual Investors, using the UPI Mechanism if applicable, in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Banks (s) under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see Chapter titled "Offer Procedure" on page 412 of this Draft Red Herring Prospectus.

This public announcement is made in compliance with Regulation 24 of the SEBI ICDR Regulations, 2018, and applicability of corporate governance provisions under SEBI (LODR) Regulations on SME companies to inform the public that our Company is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake initial public offering of its Equity Shares pursuant to the Offer and DRHP dated December 27, 2025 which has been filed with the SEBI Platform of National Stock Exchange of India Limited (NSE-EMERGE).

Pursuant to SEBI (ICDR) Regulations, 2025 and applicability of corporate governance provisions under SEBI (LODR) Regulations on SME companies, for fulfilling all additional eligibility criteria, the DRHP filed with the SME Platform of NSE India Limited (NSE EMERGE) shall be made available to the public for comments, if any, for a period of at least 21 days, from the date of such filing by hosting it on the website of NSE India at <https://www.nseindia.com/companies-listing/corporate-filings-off-documents> and the website of the Company at www.papadmalji.com and at the website of BRLM i.e., **KREO CAPITAL PRIVATE LIMITED** at <https://kreocapital.com>. Our Company hereby invites the members of the public to give their comments on the DRHP filed with NSE EMERGE with respect to disclosures made in DRHP. The members of the public are requested to send a copy of their comments to Stock Exchange, to Company Secretary and Compliance Officer of our Company and/or the BRLM in relation to the Offer on or before 5:00 P.M. on the 21st day from the aforesaid date of filing of the DRHP with NSE EMERGE.

Investment in Equity and Equity related securities involves a degree of risk and investors should not invest any fund in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" heading on page 32 of this Draft Red Herring Prospectus.

Any decision to invest in the Equity Shares described in the Draft Red Herring Prospectus may only be taken after a Red Herring Prospectus has been filed with the ROC and must be made solely on the basis of such Red Herring Prospectus as there may be material changes in the Red Herring Prospectus from the Draft Red Herring Prospectus. The Equity Shares when offered through the Red Herring Prospectus, are proposed to be listed on SME Platform of NSE India Limited ("NSE EMERGE"). For details of the share capital and capital structure of our Company and names of the signatories to the Memorandum of Association and the number of shares subscribed by them of our Company, see "**Capital Structure**" beginning on page 91 of this Draft Red Herring Prospectus. The liability of the members of our Company is limited. For details of the main objects of our Company as contained in our Memorandum of Association, see "**History and Certain Other Corporate Matters**" beginning on 271 of this Draft Red Herring Prospectus.

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER	COMPANY SECRETARY & COMPLIANCE OFFICER
 Kreo Capital Private Limited Registered Office: 2nd Floor, VCA Complex, Near Gate No. 08, Civil Lines, Sadar Bazar, Nagpur – 440001 Telephone: 0712-2997550/0712-2997551 E-mail: publicissue@kreoacapital.com Investor Grievance email ID: investor@kreoacapital.com Website: www.kreoacapital.com Contact Person: Mr. Ayush Parakh SEBI Registration Number: INM000012689	 MAS Services Limited T-34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi – 110 020, India Tel: 011 2638 7281/83, 011 4132 0335 E-mail: ipo@masserv.com Investor Grievance e-mail ID: investor@masserv.com Website: www.massserv.com Contact Person: Mr. N. C. Pal SEBI Registration No.: INR000000049 CIN: U74899DL1973PLC006950	Name: Mrs Khushboo Tak Singhal PAPADMALJI AGRO FOODS LIMITED Registered Office: Opp. Manav Bharti School, Garsisar, Bikaner, Rajasthan, India - 334001 E-mail: cs@papadmajli.com Website: www.papadmajli.com Investors can contact our Company Secretary and Compliance Officer and/or the Book Running Lead Manager and/or the Registrar to the Offer in case of any pre-offer or post-offer related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode, etc.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in DRHP.

Place: Bikaner
Date: December 27, 2025

[illegible]



FAIRCHEM ORGANICS LIMITED

CIN: L24200GJ2019PLC129759

Registered Office & Works: 253/P & 312, Village Chekhala, Sanand-Kadi Highway, Taluka Sanand, District Ahmedabad - 382115, Gujarat, India.

Tel: +91 02717-687900/901; **Website:** www.fairchem.in, **Email:** cs@fairchem.in

Contact Person: Jatin Jain, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF FAIRCHEM ORGANICS LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("Buyback Regulations") and contains the requisite disclosures as specified in Schedule I of the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 4,25,000 (FOUR LAKHS TWENTY FIVE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH OF FAIRCHEM ORGANICS LIMITED, REPRESENTING 3.26% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2025 FROM ALL THE ELIGIBLE SHAREHOLDERS OF EQUITY SHARES OF THE COMPANY AS ON MONDAY, JANUARY 5, 2026 (RECORD DATE) AS PER THE RECORDS MADE AVAILABLE TO THE COMPANY BY DEPOSITORIES AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS (SUBJECT TO SMALL SHAREHOLDER RESERVATION), THROUGH THE "TENDER OFFER" ROUTE AT A PRICE OF ₹ 800/- (RUPEES EIGHT HUNDRED ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION OF UP TO ₹ 3,40,00,000 (RUPEES THREE THOUSAND FOUR HUNDRED LAKHS ONLY) ("BUYBACK").

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'lakh'. All references to "Rupee(s)", "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1. The Board of Directors of the Company (the "Board"), at its meeting held on November 20, 2025, has, subject to the approval of the members of the Company, by way of a special resolution through postal ballot ("Special Resolution") and subject to such other approvals, permissions and sanctions, as may be necessary, approved the proposal to Buyback its own fully paid-up equity shares of face value of ₹ 10 (Rupees Ten Only) each ("Equity Shares") from the shareholders of the Company, as on the record date, to be determined by the Board/ Buyback Committee, ("Record Date"), on a proportionate basis, at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share ("Buyback Price") and for an amount of ₹ 3,40,00,000 (Rupees Three Thousand Four Hundred Lakhs only) excluding any expenses or transaction costs incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the ("Buyback Offer Size"), representing 16.00% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company for the financial year ended March 31, 2025 through the tender offer route, in accordance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations") and the Companies Act, 2013 and the rules made thereunder ("Buyback").

1.2. Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, 2013, as may be amended from time to time, along with all rules and regulations issued thereunder ("Act") and Regulation 5(i)(b) of the Buyback Regulations, the Board had sought approval of the shareholders of the Company for Buyback, by a special resolution, through notice of postal ballot dated November 20, 2025 ("Postal Ballot Notice"), the results of which were announced on Friday, December 26, 2025. The shareholders of the Company have approved the Buyback through the Special Resolution. The Buyback is being undertaken in accordance with Article 43 of the Articles of Association of the Company and in terms of Chapter III of the Buyback Regulations through tender offer route and in accordance with other applicable provisions of the Buyback Regulations, the SEBI Circulars (as defined below), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations") and Sections 68, 69, 70 and other applicable provisions, if any, of the Act, and the relevant rules framed thereunder, including the Companies (Share Capital and Debenture) Rules, 2014 ("Share Capital Rules") and Companies (Management and Administration) Rules, 2014 ("Management Rules"), to the extent applicable. The Company proposed the buyback of its fully paid-up Equity Shares, not exceeding 4,25,000 (Four Lakhs Twenty Five Thousand) Equity Shares (representing up to 3.26% of the total number of Equity Shares in the existing total paid-up equity share capital of the Company based on the latest audited financial statements for the financial year ended March 31, 2025) at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share, payable in cash, for an aggregate amount of up to ₹ 3,40,00,000 (Rupees Three Thousand Four Hundred Lakhs only) and representing 16.00% of the aggregate of fully paid-up Equity Share capital and free reserves (including securities premium account) as per the latest audited financial statements of the Company for the financial year ended March 31, 2025, which is within the prescribed limit of 25% under the Act and Regulation 4(i) of the Buyback Regulations.

1.3. In accordance with Regulation 5(via) of the Buyback Regulations, the Board/ Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

1.4. The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc ("Transaction Costs").

1.5. The Equity Shares are currently traded under the trading code(s) 543252 at BSE Limited ("BSE") and FAIRCHEMOR at National Stock Exchange of India Limited ("NSE") (collectively referred to as "Indian Stock Exchanges").

1.6. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified by Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DOR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/POD-2/P/ CIR/2023/35 dated March 8, 2023, and such other circulars or notifications, as may be applicable, including any amendments thereof as amended ("SEBI Circulars")

1.7. The Equity Shares shall be bought back on a proportionate basis from all the shareholders of the Company holding Equity Shares as on Record Date, i.e. Monday, January 05, 2026 ("Eligible Shareholders"), through the "Tender Offer" route, as prescribed under the Buyback Regulations, and subject to applicable laws, facilitated through the stock exchange mechanism as specified by SEBI in the SEBI Circulars. In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE Limited will be the Designated Stock Exchange.

1.8. Participation in the Buyback by Eligible Shareholders will trigger tax on consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of

consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the Tendering Period (as defined below). Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.9. The Buyback of Equity Shares from non-resident members of the Company, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors, members of foreign nationality, if any, etc., shall be subject to the Foreign Exchange Management Act, 1999 ("FEMA") and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, the Depository Receipts Scheme, 2014, as applicable, and shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under FEMA and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident shareholders.

1.10. The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a reservation of up to 15% (fifteen percent) of the number of Equity Shares proposed to be bought back or number of Equity Shares entitled as per the Eligible Shareholders who hold Equity Shares of market value not more than ₹ 2,00,000 (Rupees Two Lakhs Only), on the basis of the closing price on the Indian Stock Exchanges registering the highest trading volume as on the Record Date, i.e., Monday, January 05, 2026 ("Small Shareholders") as on the Record Date, whichever is higher.

1.11. A copy of this Public Announcement is available on the Company's website i.e., www.fairchem.in, the website of the Manager to the Buyback at www.motilalswaingroup.com and is expected to be made available on the website of the SEBI at www.sebi.gov.in and on the websites of the respective Indian Stock Exchanges at www.nseindia.com and www.bseindia.com

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Company has been generating reasonable amounts of cash on an ongoing basis. The current Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing

...continued from previous page.

implementation and maintenance of internal control relevant to compliance with terms and conditions contained in the Act, SEBI Buyback Regulations and the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of Its equity shares i.e., November 20, 2025 and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditors' Responsibility

6. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide a reasonable assurance whether:
- i. we have inquired into the state of affairs of the Company in relation to the audited financial statements of the Company as at and for the year ended 31 March 2025 (the "Audited Financial Statements");
- ii. the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited financial statements in accordance with Section 68 of the Act and Regulation 4(i) and 5(i)(a) of the Buy-back Regulations;
- iii. the amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025 and the underlying books and records; and

- iv. the Board of Directors of the Company in their meeting dated November 20, 2025 have formed the opinion as specified in clause (x) of Schedule I to the Buy-back Regulations on reasonable grounds and that the company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of board resolution dated November 20, 2025.
7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:

- i. Inquired into the state of affairs of the Company with reference to the audited financial statements as at and for the year ended March 31, 2025;
- ii. Examined that the amount of permissible capital payment (including Securities Premium) for the Buyback as detailed in Annexure A is in accordance with the provisions of Section 68(2)(b) of the Act and Regulations 4(i) and 5(i)(a) of the Buy-back Regulations;
- iii. Traced the amounts of paid-up equity share capital, securities premium, retained earnings and general reserves as mentioned in Annexure A from the audited financial statements as at and for the year ended March 31, 2025 and the underlying books and records;
- i. Examined that the Buyback approved by Board of Directors in its meeting held on November 20, 2025 is authorized by the Articles of Association of the Company;
- ii. Examined that all the shares for buy-back are fully paid-up;
- iii.Verified the arithmetical accuracy of the amounts mentioned in Annexure A;
- iv. Obtained board of directors resolution date on November 20, 2025 pursuant to the requirements of clause (x) of Schedule I to the Buy-back Regulations; and
- v. Obtained appropriate representations from the Management of the Company.

8. The audited financial statements as at and for financial year ended on 31 March 2025 referred to in paragraph 6 and 7 above, which we have considered for the purpose of this report, have been approved by the Board of Directors in their meeting held on 27 May 2025 on which auditor has issued an unmodified audit opinion vide our reports dated 27 May 2025 and is approved by the shareholders vide annual general meeting dated 11 August 2025. Audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
9. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised) 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.
10. We 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.
11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

12. Based on our performance of the aforesaid procedures, we report that:
- i. We have inquired into the state of affairs of the Company with reference to its audited financial statements as at and for the year ended March 31, 2025;
- ii. the Board has proposed to buyback the Company's equity shares upto an aggregate amount not exceeding INR 3,400 lakhs ("Buyback Offer Size") at a price not exceeding INR 800/- per equity share ("Buyback Offer Price"). The amount of permissible capital payments (including premium) towards the proposed buyback of equity shares as computed in Annexure A, has been properly determined in accordance with Section 68 of the Act and Regulation 4 and 5 of the Buy-back Regulations;
- iii. the amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited financial statements of the Company as at and for the year ended March 31, 2025, and underlying books and records; and
- iv. the Board of Directors of the Company in their meeting held on November 20, 2025 have formed their opinion, as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of the board resolution dated November 20, 2025.

Restriction on use

13. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the merchant banker (the "Manager to the Buyback"), each for the purpose of extinguishment of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. For B S R and Co Chartered Accountants Firm's Registration No: 128510W **Sd/-** **Jeyur Shah** Partner Membership No: 045754 ICAI UDIN: 25045754BMMWHZ5339 Place: Ahmedabad Date: November 20, 2025

Statement of determination of the permissible capital payment towards Buyback of Equity Shares (the "Statement") in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 and 5 of the Buyback Regulations.

Particulars	Year Ended March 31, 2025 (Audited)
	Rs. In Lakhs
Paid up equity share capital and free reserves as of March 31, 2025, based on the financial statements of the Company	
Total paid-up Equity Share Capital	1,302.09
Free Reserves, comprising Retained Earnings*	19,942.92
Total Paid up Equity Share Capital and Free Reserves	21,245.01
Total Borrowing outstanding as at 31 March, 2025	6,303.19
Debt Equity Ratio Before Buy-back	0.30
Proposed Buy-Back assuming maximum permissible amount 68 (2)(c)	5,311.25
Debt Equity Ratio post buy-back required to be less than 2:1 as per section 68(2)(d)	0.40

Particulars	Year Ended March 31, 2025 (Audited)
	Rs. In Lakhs
The amount of Permissible Capital Payment towards the Buy-back being lower of;	
Permissible Number of Equity Shares eligible for Buy-back in accordance with Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4 of the Buy-back Regulations (25% of total number of outstanding equity shares) (Nos.)	32,55,225
Permissible capital payment towards Buy-back of Equity Shares in accordance with Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4 of the Buy-back Regulations (25% of paid-up equity capital and free reserves as at March 31, 2025)	5,311.25
Permissible capital payment towards Buy-back of Equity Shares in accordance with Section 68(2)(b) of the Companies Act, 2013 read with Regulation 5 of the Buy-back Regulations (10% of paid-up equity capital and free reserves as at March 31, 2025)	2,124.50
Aggregate amount approved by the Board of Directors as Buy-back consideration at its meeting held on November 20, 2025 excluding transaction costs and any expenses incurred or to be incurred for the Buyback.	3,400.00

*Free reserves as per explanation 11 to Section 68 of the Companies Act, 2013, as amended

Unquote.

12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 12.1.The Buyback is open to all Eligible Shareholders and beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- 12.2.The Buyback shall be on a proportionate basis (subject to the reservation for Small Shareholders in accordance with the Buyback Regulations) through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges pursuant to Tender-Offers under Takeovers, Buyback and Delisting" as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.
- 12.3.For implementation of the Buyback, the Company has appointed **Motilal Oswal Financial Services Limited** as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



Motilal Oswal Financial Services Limited
Address: Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel S.T. Bus Depot, Prabhadevi - Mumbai - 400 025
Contact Person: Krishna Sharma;
Tel No.: +91 22 7198 5473;
Email: ksharma@motilaloswal.com
Website: www.motilaloswal.com
CIN: L67190MH2005PLC153397
SEBI Registration No.: INZ000158836

- 12.4. The Company shall request BSE and NSE, to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purposes of this Buyback, BSE has been appointed as the "Designated Stock Exchange". The details of the Acquisition Window will be specified by Indian Stock Exchanges from time to time.
- 12.5. During the Tendering Period, the order for selling the Equity Shares shall be placed by the Eligible Shareholders through their respective stock brokers ("Stock Broker(s)") during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialized form as well as physical form.
- 12.6. In the event the Stock Broker of any Eligible Shareholder is not registered with BSE / NSE as a trading member / stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using quick unique client code (UCC) facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholder is unable to register

