

# *Rathi & Associates*

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
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### **ANNUAL SECRETARIAL COMPLIANCE REPORT**

*(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

*of*

**Privi Speciality Chemicals Limited (formerly known as Fairchem Speciality Limited)  
(‘the Company’) for the year ended 31<sup>st</sup> March, 2021**

We, M/s Rathi & Associates, Company Secretaries, have conducted online verification and examination of records, as facilitated by the Company, due to Covid 19 and subsequent lockdown situation for the purpose of submission of the Annual Secretarial Compliance Report pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31<sup>st</sup> March 2021:

#### **We have examined:**

- (a) the documents and records made available to us and explanation provided by the Company and its officers;
- (b) the filings/ submissions made by the Company to the BSE Limited and the National Stock Exchange of India Limited, from time to time;
- (c) website of the Company; and
- (d) such other documents and filings made by the Company which has been relied upon to make this certification.

**for the year ended 31<sup>st</sup> March, 2021 in respect of compliance with the provisions of:**

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:**

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

**Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Reporting Period:**

- a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and circulars/ guidelines issued thereunder by the concerned authority from time to time and based on the above explanation, We hereby report that, during the Reporting Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below:

Sr No.	Compliance Requirement (Regulations/ guidelines including specific clause)	Deviations	Observations

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr No	Action taken by	Details of Violation	Details of action taken	Observations

- d) The Listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Observations of Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by Listed entity, if any	Comments of Practising Company Secretary on the action taken by the Listed entity
1.	Non-submission and late submission of disclosure under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 to BSE and NSE respectively with respect to inter-se transfer of shares by one of the Promoters of the Company.	31 <sup>st</sup> March, 2020	The Company submitted its reply on the query raised by the National Stock Exchange of India Limited (NSE) vide letter NSE/LIST/	None

			21292 dated November 20, 2019 stating that Shri. Mahesh Babani, one of the promoters gifted 6,38,370 equity shares to his wife and 2 daughters in 'off market' transactions.	
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Further, in terms of SEBI circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of resignation of Statutory Auditors from listed entities and their material subsidiaries, the listed entity has suitably modified the terms of appointment of the auditor to give effect to clause 6(A) and 6(B) of the circular.

**For RATHI & ASSOCIATES  
COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR  
PARTNER  
MEM No. FCS: 5171  
COP: 3030  
UDIN: F005171C000498543**

**Date: 22/06/2021  
Place: Mumbai**