

NOTICE OF 50TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 50th Annual General Meeting of the Members of Jaysynth Orgochem Limited (Formerly Known as JD Orgochem Limited) will be held on Thursday, 26th September, 2024 at 11.00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

- 1) **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of Board of Directors and Auditors thereon.**

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 along with the Reports of Board of Directors and the Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

- 2) **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Report of the Auditors thereon.**

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 along with the Report of the Auditors thereon be and are hereby received, considered and adopted."

- 3) **To declare dividend @2% on fully paid up Redeemable Non-convertible Non-cumulative Non-participating Preference shares having face value of ₹1/- (One Rupee Only) each for the financial year ended 31st March, 2024.**

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

"RESOLVED THAT dividend @2% on fully paid up Redeemable Non-convertible Non-cumulative Non-participating Preference shares having face value of ₹1/- (One Rupee Only) each for the Financial Year ended 31st March, 2024, as recommended by the Board of Directors, be and is hereby approved."

- 4) **To declare dividend @5% i.e. ₹0.05 per Equity Share having face value of ₹1/- (One Rupee Only) each for the financial year ended 31st March, 2024.**

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

"RESOLVED THAT dividend @5% i.e. ₹0.05 per Equity share having face value of ₹1/- (One Rupee Only) each for the Financial Year ended 31st March, 2024, as recommended by the Board of Directors, be and is hereby approved."

- 5) **To appoint a Director in place of Mrs. Jyoti Nirav Kothari (DIN: 07143429), who retires by rotation and being eligible offers herself for re-appointment.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company, Mrs. Jyoti Nirav Kothari (DIN: 07143429), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- 6) **Appointment of Mr. Kulinkant Nathubhai Manek (DIN: 06374052) as a Non-Executive Independent director of the Company, not liable to retire by rotation**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, Articles of Association of the Company, Mr. Kulinkant Nathubhai Manek (DIN: 06374052) who has attained the age of 79 (Seventy Nine) years was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors with effect from 29th August, 2024 and to hold office till the conclusion of the ensuing General Meeting or 3 (Three) months from the date of appointment i.e. 29th August, 2024, whichever is earlier, who qualifies to be appointed as an Independent Director and in respect

of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for tenure of 5 (Five) consecutive years with effect from 29th August, 2024 upto 28th August, 2029, not liable to retire by rotation;

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary and Compliance Officer and/or Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors

Place: Mumbai
Date: 29th August, 2024

Riddhi Kunal Saraiya
Company Secretary and Compliance officer
ACS- 50707

Registered Office:
301, Sumer Kendra,
P. B. Marg, Worli,
Mumbai – 400 018
Tel No.: 022 4938 4200/4300
E-mail id: investor.relations@jaysynth.com
Website: www.jaysynth.com
CIN: L24100MH1973PLC016908

Notes:

1. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") have permitted companies to conduct Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars the 50th AGM of the Company is being held through VC/OAVM on Thursday, 26th September, 2024 at 11.00 A.M.. The deemed venue for the 50th AGM will be the registered office of the Company i.e. 301, Sumer Kendra, P.B. Marg, Worli, Mumbai - 400 018.

In accordance with the aforesaid MCA Circulars and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 issued by Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI Circulars"), the Notice of the 50th AGM along with the Annual Report for FY 2023-2024 is being sent by electronic mode to those Members whose email address are registered with the Company/Depositories. A copy of this Notice along with the Annual Report for Financial Year 2023-24 is uploaded on the Company's website at www.jaysynth.com, website of the Stock Exchange i.e. The BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com

Members are requested to keep their email address updated with the Company/Depositories.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
3. The attendance of the Members attending the 50th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. The relevant Explanatory Statement pursuant to Section 102 of the Act is annexed hereto.
5. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings (SS-2), with respect to Director seeking re-appointment at the 50th AGM is annexed hereto.
6. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorising their representatives to attend and vote on their behalf at the 50th AGM through VC/OAVM. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to **Team@cskda.com** with a copy marked to the Company on **investor.relations@jaysynth.com**.
7. In case of joint members attending the 50th AGM, only such joint holder who is higher in the order of names will be entitled to vote at the 50th AGM..
8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 19th September, 2024 to Thursday, 26th September, 2024 (both days inclusive) for the purpose of 50th AGM.
9.
 - i) The Company has fixed Wednesday, 18th September, 2024 as the 'Record date/Cut-off date' for the purpose of determining the Members who are entitled to dividend for the financial year ended 31st March, 2024.
 - (ii) The dividend on Preference shares, as recommended by the Board of Directors of the Company, if approved at the 50th AGM will be paid on or before Friday, 25th October, 2024 in respect of Preference shares held in dematerialized form, the dividend will be paid to those Members whose names are furnished by National Securities Depository Limited as beneficial owners on the Record Date and whose names appear on the Register of Members of the Company as on that Date.
 - (iii) The dividend on equity shares, as recommended by the Board of Directors of the Company, if approved at the 50th AGM will be paid on or before Friday, 25th October, 2024 in respect of equity shares held in dematerialized form, the dividend will be paid to those Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on the Record Date and to those Members who hold equity shares in physical form and whose names appear on the Register of Members of the Company as on that Date.
10. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of Members with effect from 01st April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. **SH-13** with the Company's Registrar and Transfer agent. In respect of shares held in dematerialised form, the Members may please contact their respective depository participants. Further, **Form SH-13** for nomination is annexed to 50th Annual Report.
12. Pursuant to the provisions of Regulation 39(4) of the SEBI Listing Regulations, the Company has 1200 Equity Shares lying in an Unclaimed Suspense Account of the Company in demat form on behalf of the beneficial owners of the said shares. The voting rights on these shares shall remain frozen till rightful owner of such shares claims the shares.
13. Members are requested to send all communications relating to Transmission, Transposition of shares, issue of Duplicate Share Certificate, change of address or any other changes as the Members may be required to the Registrar and Transfer Agent at the following address:

Link Intime India Private Limited
(Unit: Jaysynth Orgochem Limited)
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083.
Tel. No.: +91 8108116767
E-mail id: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

If the shares are held in electronic form, then change of address and change in the Bank Account Mandate etc. should be furnished to their respective Depository Participants.

14. Updation of PAN and other details

SEBI vide Circular dated 03rd November, 2021, 14th December, 2021 and 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at http://jaysynth.com/Jaysynthorgochem_StatutoryInformation.html. Folios wherein any of the above cited documents/details are not available, on or after 01st October, 2023, shall be frozen as per the aforesaid circular.

The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination.

15. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.**16. Members may please note that SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/ splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition.**

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available at http://jaysynth.com/Jaysynthorgochem_StatutoryInformation.html

17. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Transfer Agent the details of such folios together with the Share Certificates along with the requisite KYC documents for consolidating their holding in one folio. The request for consolidation of share certificates shall be processed in dematerialized form.**18. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.**

In case the Member holding shares in physical mode has not registered his/her e-mail address with the Company/ Link Intime India Private Limited/Depositories, he/she may do so by sending a duly signed request letter to Link Intime India Private Limited by providing Folio No. and Name of shareholder at (Unit: Jaysynth Orgochem Limited), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel: +91 8108116767, e-mail: rnt.helpdesk@linkintime.co.in.

19. Members who wish to inspect the statutory documents or relevant documents referred to in the Notice can send an email to investor.relations@jaysynth.com upto the date of the 50th AGM.**20. Members are requested to note that pursuant to the provision of Section 124 of the Act, the dividend remaining unclaimed/unpaid for a period of 7 (Seven) consecutive years from the date of its transfer to the unclaimed/unpaid dividend account of the Erstwhile Jaysynth Dyestuff (India) Limited shall be credited to the Investor Education and Protection Fund (IEPF) Authority set up by the Central Government. Members who have so far not claimed their dividends are requested to make claim with the Company immediately as no claim shall lie against the Company in respect of individual amounts once credited to the said IEPF Authority.**

Attention of the Members also invited towards the provisions of Section 125 of the Act read with IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 which also requires the Company to transfer the Equity Shares corresponding to the dividend which has remained unclaimed/unpaid for a period of 7 (Seven) consecutive years or more.

Due dates for transferring the unclaimed and unpaid dividends declared by Erstwhile Jaysynth Dyestuff (India) Limited and the corresponding shares to the Investor Education and Protection Fund (IEPF) Authority set up by the Central Government are as under:

Financial Year	Date of Declaration of Dividend	Due date of Transfer of unclaimed and unpaid dividend to IEPF
2016-17	29 th August, 2017	04 th October, 2024
2017-18	11 th September, 2018	16 th October, 2025
2018-19	18 th September, 2019	23 rd October, 2026
2019-20	29 th September, 2020	03 rd November, 2027
2020-21	17 th September, 2021	22 nd October, 2028
2021-22	26 th August, 2022	01 st October, 2029
2022-23	16 th September, 2023	21 st October, 2030

Members are requested to send their queries, if any on the Annual Report by sending an Email at investor.relations@jaysynth.com or to the Registrar and Transfer Agent by sending an Email at rnt.helpdesk@linkintime.co.in not less than Seven (7) days before the meeting, so that requisite information/explanation can be provided in time.

21. Members holding shares in dematerialized form may note that the Bank Account Mandate registered against their respective Depository Participants will be used by the Company for payment of Dividend. Members who wish to change their Bank Account Mandate may advise their Depository Participants about such change. The Company or Registrar and Transfer Agent cannot act on any direct request from such Members for change/deletion of such Bank particulars.
22. Members holding shares in physical form are requested to intimate the Company under the signature of the sole/first joint holder, the following information which will be used by the Company for dividend payments:
 - i. Name of Sole / First joint holder and Folio No.
 - ii. Particulars of Bank account viz:
 - Name of the Bank
 - Name of the Branch
 - Bank Account number allotted by the Bank
 - Nine Digits MICR code of Bank
 - Account Type, whether Savings Bank (SB) or Current Account (CA)
 - Complete address of the Bank with Pin Code Number
 - Cancelled cheque leaf of the aforesaid Bank Account
23. **E-VOTING AND JOINING THE AGM:**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 50th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL and the e-voting system on the date of the AGM will be provided by Link Intime India Private Limited (RTA).
 - ii. The Company has appointed M/s. KDA & Associates, Practicing Company Secretaries, to act as a Scrutinizer to scrutinize remote e-voting process and voting at the 50th AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
 - iii. The Consolidated Results of remote e-voting and voting at the 50th AGM shall be declared within 2 (Two) working days of the conclusion of the 50th AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jaysynth.com and on the website of Central Depository Services (India) Limited at www.evotingindia.com and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
 - iv. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of 50th AGM along with Annual Report as on the Cut-off may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or at rnt.helpdesk@linkintime.co.in.

However, if he/she is already registered with CDSL for remote e-Voting then he/she can use his/ her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on **www.evotingindia.com** or contact CDSL at the **Toll Free No.: 1800-22-5533**.

- v. The results shall also be displayed on the Notice Board of the Company at the Registered Office of the Company.

A. The instructions for Members voting electronically are as under:

- i. Members who have cast their vote by remote e-voting may also attend the 50th AGM but shall not be entitled to cast their vote again.
- ii. The remote E-voting period commences on Monday, 23rd September, 2024 (9.00 a.m. IST) and ends on Wednesday, 25th September, 2024 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Wednesday, 18th September, 2024, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of the SEBI Listing Regulations, the Company is providing remote e-voting facility to its Members, in respect of all Members resolutions. However, it has been observed that the participation by the public non-institutional members/retail members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on Login icon and New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

v. **Login method for e-Voting for Members other than individual Members holding in Demat form & Physical Members.**

1. The Members should log on to the e-voting website **www.evotingindia.com**
2. Click on Shareholders/Members.
3. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or Contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 3.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for Jaysynth Orgochem Limited.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18. Note for Non – Individual Members and Custodians
 - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **Team@cskda.com** and **investor.relations@jaysynth.com** respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. Process for those Members whose E-mail/Mobile No. are not registered with the Company/Depositories.

1. **For Physical Members-** please provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. **For Demat Members** - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat Members** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. **1800 22 55 33**.

All grievances connected with the facility for voting by electronic means may be addressed to Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. **1800 22 55 33**.

C. Instruction for Members to attend the AGM through InstaMeet:

Members are entitled to attend the AGM through VC/OAVM provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available to the Members on first come first serve basis.

Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the AGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, Scrutinizer etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

Members will be provided with InstaMeet facility wherein Member shall register their details and attend the AGM as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. **Demat Account No. or Folio No:** Enter your 16 digit DEMAT Account No. or Folio No
 - Members holding shares in **CDSL DEMAT account shall provide 16 Digit Beneficiary ID**
 - Members holding shares in **NSDL DEMAT account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Members holding shares in **physical form shall provide Folio Number registered with the Company**
 - b. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - c. **Mobile No.:** Enter your mobile Number.
 - d. **Email ID.:** Enter your Email Id as recorded with your DP/Company.
2. Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Note: Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMeet website.

D. Instruction for Members to register themselves as Speakers during the AGM:

Members who would like to express their views/ask questions during the meeting must register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, PAN, email id, mobile number at **investor.relations@jaysynth.com** by Saturday, 21st September, 2024 (5.00 pm IST).

1. Members will get confirmation on first cum first basis depending upon the provision made by the Company.
2. Members will receive "speaking serial number" once they mark attendance for the meeting.
3. Other Members may ask questions to the panellist, via active chat-board during the meeting.
4. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

E. Instruction for Members to vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, Members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Members VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Members who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the Members have any queries or issues regarding login/e-voting, you can write an email to **instameet@linkintime.co.in** or Call us: - Tel: +91 8108116767.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 6**

The Board of Directors of the Company at its meeting held on 29th August, 2024, inter alia, upon the recommendation of the Nomination and Remuneration Committee and subject to approval of the members of the Company, appointed Mr. Kulinkant Nathubhai Manek (DIN: 06374052) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 29th August, 2024 upto 28th August, 2029.

In terms of Regulation 17 of the SEBI Listing Regulations, listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the ensuing general meeting or 3 (Three) months from the date of appointment i.e. 29th August, 2024, whichever is earlier. In view of the above, approval of Members is sought for appointment of Mr. Kulinkant Nathubhai Manek as a Non-Executive Independent Director.

The Company has received the consent from Mr. Kulinkant Nathubhai Manek and also a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Act as well as Regulation 16 of the SEBI Listing Regulations.

Copy of the draft letter of appointment of Mr. Kulinkant Nathubhai Manek as Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

As per Regulation 17(1A) of the SEBI Listing Regulations, no listed Company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

A brief justification for his continuation as a Non-Executive Independent Director on the Board of the Company is as under:

Mr. Kulinkant Nathubhai Manek has completed B.SC (Chemistry) and has wide and varied experience in Trade and Industry.

Considering the vast experience and expertise of Mr. Kulinkant Nathubhai Manek, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on 29th August, 2024 have recommended the continuation of directorship of Mr. Kulinkant Nathubhai Manek who has attained the age of 79 (Seventy- Nine) years.

In the opinion of the Board, he fulfills the conditions specified in the Act read with the Rules made thereunder and the SEBI Listing Regulations for being appointed as Independent Director of the Company and is independent of the management.

Details as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards-2 on General Meetings, as applicable are provided as an Annexure to the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Kulinkant Nathubhai Manek is, in any way, concerned with or interested, financially or otherwise, in the respective resolutions set out at Item No. 6 of the Notice.

The Board recommends the resolution set out at Item No. 6 of the Notice before the Members for their approval by way of Special Resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 29th August, 2024

Registered Office:
301, Sumer Kendra,
P. B. Marg, Worli,
Mumbai – 400 018
Tel No.: 022 4938 4200/4300
E-mail id: investor.relations@jaysynth.com
Website: www.jaysynth.com
CIN: L24100MH1973PLC016908

Riddhi Kunal Saraiya
Company Secretary and Compliance officer
ACS- 50707

ANNEXURE TO THE NOTICE

Particulars of the Director seeking appointment or re-appointment:

Name of the Director	Jyoti Nirav Kothari	Kulinkant Nathubhai Manek
Directors Identification Number (DIN)	07143429	06374052
Date of Birth	03 rd February, 1973	02 nd December, 1944
Age	51 years	79 years
Qualifications	Graduate in Computer Science Engineering from the University of Mumbai and Post Graduate Diploma in Financial Management	B.SC (Chemistry) and LTC (Food and Drugs)
Experience and nature of expertise in specific functional area (Brief Resume)	She has considerable experience in the field of Training and General Administration	He has wide and varied experience in Trade and Industry.
Terms and conditions of appointment	Not Applicable	Not Applicable
Remuneration last drawn	NIL	NIL
Date of First Appointment on the Board	21 st May, 2024	29 th August, 2024
Shareholding in the Company as on 31st March, 2024	Nil	3100 Equity Shares
Relationship with other Directors/ Key Managerial Personnel	None	None
Number of meetings of the Board attended during the financial year 2023-24	-	-
Directorship in other Companies as on 31st March, 2024*	None	Ruia College Alumni Association
Name of the Listed Entities from which He/She has resigned in the past three years	Nil	Nil
Membership/Chairmanship of Committees of other Boards as on 31st March, 2024**	None	None

**Excludes directorship in Private Companies.*
***Excludes Membership/Chairmanship of Committees in Private Companies.*
By Order of the Board of Directors
Place: Mumbai
Date: 29th August, 2024
Registered Office:
301, Sumer Kendra,
P. B. Marg, Worli,
Mumbai – 400 018
Tel No.: 022 4938 4200/4300
E-mail id: investor.relations@jaysynth.com
Website: www.jaysynth.com
CIN: L24100MH1973PLC016908

Riddhi Kunal Saraiya
Company Secretary and Compliance officer
ACS- 50707