



## Jaysynth Orgochem Limited

(Formerly Known as JD Orgochem Limited)

CIN: L24100MH1973PLC016908

Registered Office: 301, Sumer Kendra, P.B. Marg, Worli, Mumbai – 400 018

Website: [www.jaysynth.com](http://www.jaysynth.com) E-mail: [Investor.relations@jaysynth.com](mailto:Investor.relations@jaysynth.com)

Tel No. : 022-4938 4200/4300 Fax No.: 022-3042 3434

### NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]*

#### To the Members of the Company,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**"the Act"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**"Rules"**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (**"SS-2"**), as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**"MCA"**) vide its General Circular Nos. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 08<sup>th</sup> December, 2021, 03/2022 dated 05<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023, (**"MCA Circulars"**), to transact the special business as set out below which are proposed to be passed by the Members of Jaysynth Orgochem Limited (**"the Company"**) by means of Postal Ballot, only by voting through electronic means (**"remote e-voting"**).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (**"Notice"**) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**"RTA"**)/National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) (collectively referred as **"Depositories"**). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, with the aforesaid MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.jaysynth.com](http://www.jaysynth.com)

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the "Notes" section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Friday, 16<sup>th</sup> August, 2024. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

Following are the proposed Resolutions seeking approval of the Members of the Company through Postal Ballot.

#### SPECIAL BUSINESS:

1. **Re-designation of Mr. Parag Sharadchandra Kothari (DIN: 00184852) as an Executive Chairman and Managing 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 **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) as amended from time to time Articles of Association of the Company, and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent of the Members of the Company be and is hereby accorded for re-designation of Mr. Parag Sharadchandra Kothari (DIN: 00184852) as an Executive Chairman and Managing Director of the Company for tenure of 3 (Three) consecutive years with effect from 21<sup>st</sup> May, 2024 upto 20<sup>th</sup> May, 2027, not liable to retire by rotation, who fulfils the conditions prescribed under

Schedule V of the Act 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, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice;

**RESOLVED FURTHER THAT** subject to recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company be and is hereby authorized to to alter, modify and/or vary the terms and conditions of the said appointment, including increase/revision in remuneration of Mr. Parag Sharadchandra Kothari, from time to time, during his tenure as Executive Chairman and Managing Director, provided that such increase/revision is in accordance with the overall limits prescribed under Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Parag Sharadchandra Kothari as an Executive Chairman and Managing Director, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to Mr. Parag Sharadchandra Kothari, the remuneration as set out in the Explanatory Statement, by way of salary, perquisites, incentives and other allowances, as a "minimum remuneration" subject to the limits and conditions specified in Schedule V of the Act and rules made thereunder as amended from time to time;

**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."

2. **Re-designation of Mr. Nikhil Sharadchandra Kothari (DIN: 00184152) as Joint Managing 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 **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time Articles of Association of the Company, and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent of the Members of the Company be and is hereby accorded for re-designation of Mr. Nikhil Sharadchandra Kothari (DIN: 00184152) as Joint Managing Director of the Company for tenure of 3 (Three) consecutive years with effect from 21<sup>st</sup> May, 2024 upto 20<sup>th</sup> May, 2027, not liable to retire by rotation, who fulfils the conditions prescribed under Schedule V of the Act 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, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice;

**RESOLVED FURTHER THAT** subject to recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company be and is hereby authorized to to alter, modify and/or vary the terms and conditions of the said appointment, including increase/revision in remuneration of Mr. Nikhil Sharadchandra Kothari, from time to time, during his tenure as Joint Managing Director, provided that such increase/revision is in accordance with the overall limits prescribed under Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Nikhil Sharadchandra Kothari as Joint Managing Director, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to Mr. Nikhil Sharadchandra Kothari, the remuneration as set out in the Explanatory Statement, by way of salary, perquisites, incentives and other allowances, as a "minimum remuneration" subject to the limits and conditions specified in Schedule V of the Act and rules made thereunder as amended from time to time;

**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."

3. **Appointment of Mr. Deven Parag Kothari (DIN: 06588059) as an Executive Director of the Company, liable to retire by rotation**

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

**"RESOLVED THAT** pursuant to the provisions of Section 161 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Deven Parag Kothari (DIN: 06588059) who was appointed as an Additional Director (Executive Director) of the Company to hold office till the conclusion of the ensuing General Meeting or 3 (Three) months from the date of appointment i.e. 21<sup>st</sup> May, 2024, whichever is earlier, who fulfils the conditions prescribed under Schedule V of the Act 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 an Executive Director of the Company for tenure of 3 (Three) consecutive years with effect from 21<sup>st</sup> May, 2024 upto 20<sup>th</sup> May, 2027, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice;

**RESOLVED FURTHER THAT** subject to recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company be and is hereby authorized to to alter, modify and/or vary the terms and conditions of the said appointment, including increase/revision in remuneration of Mr. Deven Parag Kothari, from time to time, during his tenure as an Executive Director, provided that such increase/revision is in accordance with the overall limits prescribed under Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Deven Parag Kothari as an Executive Director, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to Mr. Deven Parag Kothari, the remuneration as set out in the Explanatory Statement, by way of salary, perquisites, incentives and other allowances, as a "minimum remuneration" subject to the limits and conditions specified in Schedule V of the Act and rules made thereunder as amended from time to time;

**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."

4. **Appointment of Mrs. Jyoti Nirav Kothari (DIN: 07143429) as a Non-Executive Director of the Company, liable to retire by rotation**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mrs. Jyoti Nirav Kothari (DIN: 07143429) who was appointed as an Additional Director (Non-Executive Director) of the Company to hold office till the conclusion of the ensuing General Meeting or 3 (Three) months from the date of appointment i.e. 21<sup>st</sup> May, 2024, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, 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."

5. **Appointment of Mr. Bhavesh Virsen Panjuani (DIN: 03188032) 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 **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 ("Listing Regulations") as amended from time to time, Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Bhavesh Virsen Panjuani (DIN: 03188032) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company to hold office till the conclusion of the ensuing General Meeting or 3 (Three) months from the date of appointment i.e. 21<sup>st</sup> May, 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 21<sup>st</sup> May, 2024 upto 20<sup>th</sup> May, 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."

6. **Appointment of Mr. Prakash Mahadeo Kale (DIN: 00151379) 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 **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 ("Listing Regulations") as amended from time to time, Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Prakash Mahadeo Kale (DIN: 00151379) who has attained the age of 75 (Seventy-Five) years was appointed as an Additional Director (Non-Executive Independent Director) of the Company to hold office till the conclusion of the ensuing General Meeting or 3 (Three) months from the date of appointment i.e. 21<sup>st</sup> May, 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 21<sup>st</sup> May, 2024 upto 20<sup>th</sup> May, 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."

7. **Appointment of Mr. Rajendra Maganlal Desai (DIN: 00403784) 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 **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 ("Listing Regulations") as amended from time to time, Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Rajendra Maganlal Desai (DIN: 00403784) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company to hold office till the conclusion of the ensuing General Meeting or 3 (Three) months from the date of appointment i.e. 21<sup>st</sup> May, 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 21<sup>st</sup> May, 2024 upto 20<sup>th</sup> May, 2029 as well as to continue to hold position of Independent Director on attainment of age of 75 (Seventy-Five) years during his tenure of office, 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."

8. **Alteration of the Object Clause of the Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") including any modification or re-enactment thereof, other applicable provisions thereof and approval of Board of Directors, consent of the Members of the Company be and is hereby accorded to alter and amend the Object clause of the Memorandum of Association of the Company as under:

- A. The existing Main Objects under Clause III (A) under the head **“MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION”** be altered and amended by replacing the same with the following new Clause III (A) as under:
1. *To carry on in India or elsewhere the business as manufacturers, processors, importers, exporters, producers, buyers, sellers, dealers, consignors, consignees, agents, stockist, suppliers and brokers of all kinds, types and nature of Dyes, Dyes intermediates, Auxiliaries, Pigments, Pigments dispersion, Inks for Digital printing and implementation of the Turnkey Project of Dyes, Dyes Intermediates, Auxiliaries, Pigments, Pigments dispersion, Inks for Digital printing and its intermediates.*
  2. *To carry on in India or elsewhere the business as manufacturers, processors, importers, exporters, producers, buyers, sellers, dealers, consignors, consignees, agents, stockist, suppliers and brokers of heavy chemicals, fine chemicals, organic and inorganic chemicals, specialty chemicals, industrial chemicals, alkalis, acids, drugs, tannins, essences, salts, marine minerals, pharmaceuticals, sizing medicinal and photographic and other waters, cement, oil, paints, pigments, and varnishes, compounds, drug, dye- organic or mineral intermediates, paints and colour grinders, chemical and photographic.*
  3. *To carry on the business as importers, exporters, buyers, sellers, stockist, agents, dealers, consignors, consignees, suppliers, trading and brokers of Digital Inkjet Printers, Spares, Hardware, Accessories and Solutions for Digital textile printing including jobwork for Digital textile printing.*
- B. The existing Objects Incidental or Ancillary under Clause III (B) under the head **“OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS”** be altered and amended by deleting existing sub-clause (9) and insert the following sub-clause after existing sub-clause (59) under Clause III (B):
60. *To do all or any of the above in all any of the States in India and/or In any part of the world and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, attorneys, agents or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the above objects or any of the them.*
- C. The existing Other Objects under Clause III (C) under the head **“OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN SUB-CLAUSE (B) ABOVE”** be altered and amended by deleting existing sub-clauses (61), (65), (68), (82), (83), (86), (88), (97) and (98) under Clause III (C).

**RESOLVED FURTHER THAT** necessary revision in numbering the Clause III (B) and Clause III (C) of the Memorandum of the Association of the Company shall be carried out;

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary and Compliance Officer and/or Chief Financial Officer of the Company be and is hereby severally authorized to make necessary alterations/modification in the Memorandum of Association to give effect to the above resolution and to execute, sign and file the required documents/ returns/forms with Registrar of Companies and to make necessary corrections/ modifications/ alterations suggested by the concerned authorities and to collect the certificate confirming the above alteration.”

**By Order of the Board  
For Jaysynth Orgochem Limited**

**Place:** Mumbai

**Date:** 15<sup>th</sup> July, 2024

**Registered Office:** 301, Sumer Kendra, P.B. Marg,  
Worli, Mumbai – 400 018

**CIN:** L24100MH1973PLC016908

**Website:** www.jaysynth.com

**E-mail:** Investor.relations@jaysynth.com

**Tel No. :** 022-4938 4200/4300

**Fax No.:** 022-3042 3434

**Riddhi Kunal Saraiya  
Company Secretary and Compliance Officer**

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to all those Members whose names appear in the Register of Members or in the list of Beneficial Owners as on Friday, 12<sup>th</sup> July, 2024 ("Cut-off date") provided by Depositories and whose e-mail address is registered with the Company/Registrar and Transfer Agent/Depositories. Physical copies of this Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Notice shall also be available on the Company's website at **www.jaysynth.com** and on the website of the Stock Exchange i.e. BSE Limited at: **www.bseindia.com** and on the website of CDSL at **www.evotingindia.com**.
4. Only a member, whose name is recorded in the register of members/register of beneficial owners, as on the Cut-off date shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
5. In case of joint holders, the Member whose name appears as the first holder in order of the names as per the Register of Members of the Company or the list of Beneficial Owners provided by the Depositories, will be entitled to vote through remote e-voting.
6. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at **www.jaysynth.com**) duly filled and signed along with requisite supporting documents to Link Intime India Private Limited, C-101, 247 park, L.B.S Marg, Vikhroli (West), Mumbai- 400 083, Tel: 022 4918 6270, Email: **rnt.helpdesk@linkintime.co.in**.
7. The resolutions, if passed by the requisite majority through remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e. Friday, 16<sup>th</sup> August, 2024.
8. All the documents referred to in this Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to **investor.relations@jaysynth.com** mentioning his/her/its folio number/DP ID and Client ID.

**9. E-Voting:**

- i. Pursuant to the provisions of Section 108 and 110 of the Act read with Rules, including any statutory modification or re-enactment thereof for the time being in force, MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities dated 09<sup>th</sup> December, 2020 and any amendments thereto, the Company is providing facility for voting only by electronic means, to exercise their right to vote on the resolutions proposed in this Notice of Postal Ballot.

For this purpose, the Company has engaged the services of CDSL for providing remote e-voting facility to the Eligible Members, enabling them to cast their vote electronically, in a secured manner.

- ii. The Company has appointed M/s. KDA & Associates, Practicing Company Secretaries, to act as a Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
- iii. The Scrutinizer will submit his report to the Chairman/Managing Director of the Company or the Company Secretary or any other authorised person, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot shall be declared within 2 (two) working days from the conclusion of remote e-voting process. The said results along with the Scrutinizer's Report shall be placed on the Company's website at **www.jaysynth.com** and on the website of CDSL at **www.evotingindia.com** and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
- iv. 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. The remote e-voting period commences on Thursday, 18<sup>th</sup> July, 2024 (9.00 a.m. IST) and ends on Friday, 16<sup>th</sup> August, 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. Friday, 12<sup>th</sup> July, 2024 may cast their vote by remote e-voting. The remote E-voting module shall be disabled by CDSL for voting thereafter.
- ii. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020, under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide 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 09<sup>th</sup> 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 <b>CDSL Depository</b>	<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 users to login to Easi/Easiest are requested to visit CDSL website <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> 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 cdsi website <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> 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 <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
Individual Members holding securities in demat mode with <b>NSDL Depository</b>	<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: <b><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></b> 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 <b><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></b>. Select "Register Online for IDeAS Portal" or click at <b><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></b></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b><a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></b> 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 <b>Depository Participants (DP)</b>	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.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cdslindia.com</b> or contact at toll free no. <b>1800 22 55 33</b>
Individual Members holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b>evoting@nsdl.co.in</b> or call at : <b>022 - 4886 7000</b> and <b>022 - 2499 7000</b>

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

- The members should log on to the e-voting website **www.evotingindia.com**.
- Click on Shareholders module.
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form other than individual and Physical Form</b>
<b>PAN</b>	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"> <li>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.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	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"> <li>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.</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- 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 in the “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 Email/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 Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, 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**.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 1**

The Board of Directors of the Company ("the Board"), at its meeting held on 21<sup>st</sup> May, 2024, upon recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, re-designated Mr. Parag Sharadchandra Kothari (DIN: 00184852) as an Executive Chairman and Managing Director of the Company, for a period of 3 (Three) consecutive years with effect from 21<sup>st</sup> May, 2024 upto 20<sup>th</sup> May, 2027, on the following terms and conditions:

- 1) **Basic Salary:** ₹2,35,000/- per month. The annual increments which shall be effective 1<sup>st</sup> April each year, will be decided by the Board and will be merit-based and taking into account the Company's performance as well.
- 2) **Commission:** Commission shall be decided by the Board of Directors of the Company based on the net profit of the Company each year subject to the condition that the aggregate remuneration of the Managing Director shall be in accordance with the provisions of Sections 196, 197 and Schedule V to the Act. However, the Commission shall not exceed ₹36,00,000/- per annum.
- 3) **Perquisites:** In addition to Salary and Commission, the following perquisites shall be allowed to him.

**CATEGORY A:****Housing:**

The House Rent Allowance shall be paid subject to maximum 75% of the Basic Salary.

**Leave Travel Allowance:**

Leave Travel Allowance shall be paid equal to one month basic salary for self and family.

**Club Fees:**

Fees/Expenses of club including Annual membership fees shall be reimbursed subject to a maximum of two clubs. This will not include Admission and life membership fees.

**Personal Accident Insurance:**

Personal Accident Insurance Premium for self shall be borne by the Company.

**Medical Insurance Premium:**

Medical Insurance Premium for self, spouse and children in a year shall be borne by the Company, Premium not to exceed ₹1,00,000/- per annum.

**CATEGORY B:****Contribution to Provident Fund:**

Contribution to Provident Fund shall be as per the rules of the Company.

**Gratuity:**

Payment of Gratuity shall be as per the rules of the Company.

**CATEGORY C:****Conveyance facilities:**

He shall be entitled to use the Company's car. All the expenses towards fuel charges and repairs & maintenance of the same including salary of the driver shall be borne/reimbursed by the Company.

**Communication facilities:**

All the expenses and charges incurred towards telephone, cellular phone, telefax, internet and other communication facilities shall be borne by the Company.

In terms of Regulation 17 of the Listing Regulations, listed entity shall ensure that approval of members for appointment/reappointment of a person is taken at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought for re-designation of Mr. Parag Sharadchandra Kothari as an Executive Chairman and Managing Director of the Company. The Company has received the requisite consent, declarations, etc. from Mr. Parag Sharadchandra Kothari in relation to his re-designation.

**STATEMENT CONTAINING THE INFORMATION AS REQUIRED UNDER SECTION-II OF PART-II OF SCHEDULE V TO THE COMPANIES ACT, 2013**

<b>I. GENERAL INFORMATION</b>																							
1.	Nature of industry	The Company is in the business of manufacturing dyes, dyes intermediates, organic chemicals, textile auxiliaries, resins, pigments, plastisizers, emulsions, as the Company from time to time determine and the selling and disposing of the same.																					
2.	Date or expected date of commencement of commercial production	Upon the Composite Scheme of Arrangement by and between Jaysynth Dyestuff (India) Limited (Transferor Company 1) and Jaysynth Impex Private Limited (Transferor Company 2) with and into the Company (Transferee Company) becoming effective w.e.f. 03 <sup>rd</sup> May, 2024, the commercial production of the Company commenced with effective date.																					
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable.																					
4.	Financial performance based on given indicators	<p style="text-align: right;"><b>(₹ in Lakhs)</b></p> <table> <tr> <th>Particulars</th><th>FY 2023-24</th><th>FY 2022-23</th></tr> <tr> <td>Share Capital</td><td>1349.06</td><td>1349.06</td></tr> <tr> <td>Reserves and Surplus</td><td>9229.70</td><td>7677.97</td></tr> <tr> <td>Total Revenue from Operations</td><td>20574.44</td><td>19315.56</td></tr> <tr> <td>Total Expenses</td><td>19098.29</td><td>19286.18</td></tr> <tr> <td>Profit before Tax</td><td>1760.98</td><td>405.85</td></tr> <tr> <td>Profit after Tax</td><td>1243.43</td><td>157.29</td></tr> </table>	Particulars	FY 2023-24	FY 2022-23	Share Capital	1349.06	1349.06	Reserves and Surplus	9229.70	7677.97	Total Revenue from Operations	20574.44	19315.56	Total Expenses	19098.29	19286.18	Profit before Tax	1760.98	405.85	Profit after Tax	1243.43	157.29
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Profit before Tax	1760.98	405.85																					
Profit after Tax	1243.43	157.29																					
5.	Foreign investments or collaborators, if any	Pursuant to the Scheme becoming effective w.e.f. 03 <sup>rd</sup> May, 2024 the wholly owned foreign subsidiary named Jaysynth (Europe) Limited of Transferor Company 1 now stands transferred to the Company. Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company.																					
<b>II. INFORMATION ABOUT THE APPOINTEE</b>																							
1.	Background details	Mr. Parag Sharadchandra Kothari, aged 57 is one of the Promoter of the Company. His expertise and experience has been very valuable and has been a guiding force for the Company. He is also on Board of various other group Companies.																					
2.	Recognition or awards	Nil																					
3.	Past Remuneration	Nil. However, he was drawing remuneration from Transferor Company 1.																					
4.	Job profile and his suitability	<p>Mr. Parag Sharadchandra Kothari devotes his valuable time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board.</p> <p>Mr. Parag Sharadchandra Kothari has vast experience and expertise in the line of the business of the Company which is compatible with the organizational requirements and the Company would definitely benefit under his leadership and valuable guidance.</p> <p>He is also Member of your Company's Stakeholders' Relationship Committee and Audit Committee.</p>																					
5.	Remuneration proposed	As mentioned above																					
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	<p>The remuneration paid to Mr. Parag Sharadchandra Kothari is purely based on merit.</p> <p>Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other Companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Parag Sharadchandra Kothari before recommending the remuneration as proposed hereinabove.</p>																					

7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides remuneration proposed, Mr. Parag Sharadchandra Kothari also holds 5,02,77,058 Equity Shares in the Company. Mr. Nikhil Sharadchandra Kothari and Mr. Deven Parag Kothari being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Parag Sharadchandra Kothari.
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### III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. However changes in the challenging business environment may affect the profitability of the Company in future.  The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.
2.	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the Company.  Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
3.	Expected increase in productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is difficult to predict profit in measurable terms due to present industry situation, competitive market environment/scenario and changes in the economy.

### IV. DISCLOSURE

1.	The disclosure in respect of remuneration and other details forms part of explanatory statement of this Notice.
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Details as required pursuant to Regulation 36(3) of the Listing Regulations and the SS-2 on General Meetings, as applicable are provided as an Annexure to the Notice.

Mr. Parag Sharadchandra Kothari satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. He is not disqualified in terms of Section 164 of the Act.

A copy of the Agreement entered into between the Company and Mr. Parag Sharadchandra Kothari is open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays.

Mr. Parag Sharadchandra Kothari and his relative Mr. Nikhil Sharadchandra Kothari and Mr. Deven Parag Kothari are interested in the Resolution set out at Item No. 1 of the Notice. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No. 1 of the Notice before the Members for their approval by way of Special Resolution.

#### Item No. 2

The Board of Directors of the Company ("the Board"), at its meeting held on 21<sup>st</sup> May, 2024, upon recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, re-designated Mr. Nikhil Sharadchandra Kothari (DIN: 00184152) as Joint Managing Director of the Company, for a period of 3 (Three) consecutive years with effect from 21<sup>st</sup> May, 2024 upto 20<sup>th</sup> May, 2027, on the following terms and conditions:

- Basic Salary:** ₹1,95,000/- per month. The annual increments which shall be effective 1<sup>st</sup> April each year, will be decided by the Board and will be merit-based and taking into account the Company's performance as well.
- Commission:** Commission shall be decided by the Board of Directors of the Company based on the net profit of the Company each year subject to the condition that the aggregate remuneration of the Managing Director shall be in accordance with the provisions of Sections 196, 197 and Schedule V to the Act. However, the Commission shall not exceed ₹24,00,000/- per annum.
- Perquisites:** In addition to Salary and Commission, the following perquisites shall be allowed to him.

#### CATEGORY A:

##### Housing:

The House Rent Allowance shall be paid subject to maximum 75% of the Basic Salary.

##### Leave Travel Allowance:

Leave Travel Allowance shall be paid equal to one month basic salary for self and family.

##### Club Fees:

Fees/Expenses of club including Annual membership fees shall be reimbursed subject to a maximum of two clubs. This will not include Admission and life membership fees.

**Personal Accident Insurance:**

Personal Accident Insurance Premium for self shall be borne by the Company.

**Medical Insurance Premium:**

Medical Insurance Premium for self, spouse and children in a year shall be borne by the Company, Premium not to exceed ₹1,00,000/- per annum.

**CATEGORY B:**
**Contribution to Provident Fund:**

Contribution to Provident Fund shall be as per the rules of the Company.

**Gratuity:**

Payment of Gratuity shall be as per the rules of the Company.

**CATEGORY C:**
**Conveyance facilities:**

He shall be entitled to use the Company's car. All the expenses towards fuel charges and repairs & maintenance of the same including salary of the driver shall be borne/reimbursed by the Company.

**Communication facilities:**

All the expenses and charges incurred towards telephone, cellular phone, telefax, internet and other communication facilities shall be borne by the Company.

In terms of Regulation 17 of the Listing Regulations, listed entity shall ensure that approval of members for appointment/reappointment of a person is taken at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought for re-designation of Mr. Nikhil Sharadchandra Kothari as Joint Managing Director of the Company. The Company has received the requisite consent, declarations, etc. from Mr. Nikhil Sharadchandra Kothari in relation to his re-designation.

**STATEMENT CONTAINING THE INFORMATION AS REQUIRED UNDER SECTION-II OF PART-II OF SCHEDULE V TO THE COMPANIES ACT, 2013**

I. GENERAL INFORMATION																								
1.	Nature of industry	The Company is in the business of manufacturing dyes, dyes intermediates, organic chemicals, textile auxiliaries, resins, pigments, plastisizers, emulsions, as the Company from time to time determine and the selling and disposing of the same.																						
2.	Date or expected date of commencement of commercial production	Upon the Composite Scheme of Arrangement by and between Jaysynth Dyestuff (India) Limited (Transferor Company 1) and Jaysynth Impex Private Limited (Transferor Company 2) with and into the Company (Transferee Company) becoming effective w.e.f. 03 <sup>rd</sup> May, 2024, the commercial production of the Company commenced with effective date.																						
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable.																						
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5.	Foreign investments or collaborators, if any	Pursuant to the Scheme becoming effective w.e.f. 03 <sup>rd</sup> May, 2024 the wholly owned foreign subsidiary named Jaysynth (Europe) Limited of Transferor Company 1 now stands transferred to the Company. Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company.
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## II. INFORMATION ABOUT THE APPOINTEE

1.	Background details	Mr. Nikhil Sharadchandra Kothari, aged 54 is one of the Promoter of the Company. His expertise and experience has been very valuable and has been a guiding force for the Company. He is also on Board of various other group Companies.
2.	Recognition or awards	Nil
3.	Past Remuneration	Nil. However, he was drawing remuneration from Transferor Company 2.
4.	Job profile and his suitability	Mr. Nikhil Sharadchandra Kothari devotes his valuable time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board.  Mr. Nikhil Sharadchandra Kothari has vast experience and expertise in the line of the business of the Company which is compatible with the organizational requirements and the Company would definitely benefit under his leadership and valuable guidance.  He is also Member of your Company's Stakeholders' Relationship Committee.
5.	Remuneration proposed	As mentioned above
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration paid to Mr. Nikhil Sharadchandra Kothari is purely based on merit.  Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other Companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Nikhil Sharadchandra Kothari before recommending the remuneration as proposed hereinabove.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides remuneration proposed, Mr. Nikhil Sharadchandra Kothari also holds 3,69,63,896 Equity Shares in the Company. Mr. Parag Sharadchandra Kothari being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Nikhil Sharadchandra Kothari.

## III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. However changes in the challenging business environment may affect the profitability of the Company in future.  The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.
2.	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the Company.  Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
3.	Expected increase in productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is difficult to predict profit in measurable terms due to present industry situation, competitive market environment/scenario and changes in the economy.

## IV. DISCLOSURE

1.	The disclosure in respect of remuneration and other details forms part of explanatory statement of this Notice.
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Details as required pursuant to Regulation 36(3) of the Listing Regulations and the SS-2 on General Meetings, as applicable are provided as an Annexure to the Notice.

Mr. Nikhil Sharadchandra Kothari satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. He is not disqualified in terms of Section 164 of the Act.

A copy of the Agreement entered into between the Company and Mr. Nikhil Sharadchandra Kothari is open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays.

Mr. Nikhil Sharadchandra Kothari and his relative Mr. Parag Sharadchandra Kothari are interested in the Resolution set out at Item No. 2 of the Notice. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No. 2 of the Notice before the Members for their approval by way of Special Resolution.

### **Item No. 3**

The Board of Directors of the Company ("the Board"), at its meeting held on 21<sup>st</sup> May, 2024, upon recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, appointed Mr. Deven Parag Kothari (DIN: 06588059) as an Additional Director, in the capacity of an Executive Director for a period of 3 (Three) consecutive years with effect from 21<sup>st</sup> May, 2024 upto 20<sup>th</sup> May, 2027, on the following terms and conditions:

- 1) **Basic Salary:** ₹52,000/- per month. The annual increments which shall be effective 1<sup>st</sup> April each year, will be decided by the Board and will be merit-based and taking into account the Company's performance as well.
- 2) **Perquisites:** In addition to Salary and Commission, the following perquisites shall be allowed to him.

### **CATEGORY A:**

#### **Housing:**

The House Rent Allowance shall be paid subject to maximum 75% of the Basic Salary.

#### **Leave Travel Allowance:**

Leave Travel Allowance shall be paid equal to one month basic salary for self and family.

#### **Club Fees:**

Fees/Expenses of club including Annual membership fees shall be reimbursed subject to a maximum of two clubs. This will not include Admission and life membership fees.

#### **Personal Accident Insurance:**

Personal Accident Insurance Premium for self shall be borne by the Company.

#### **Medical Insurance Premium:**

Medical Insurance Premium for self, spouse and children in a year shall be borne by the Company, Premium not to exceed ₹25,000/- per annum.

### **CATEGORY B:**

#### **Contribution to Provident Fund:**

Contribution to Provident Fund shall be as per the rules of the Company.

#### **Gratuity:**

Payment of Gratuity shall be as per the rules of the Company.

### **CATEGORY C:**

#### **Conveyance facilities:**

He shall be entitled to use the Company's car. All the expenses towards fuel charges and repairs & maintenance of the same including salary of the driver shall be borne/reimbursed by the Company.

**Communication facilities:**

All the expenses and charges incurred towards telephone, cellular phone, telefax, internet and other communication facilities shall be borne by the Company.

In terms of Regulation 17 of the Listing Regulations, listed entity shall ensure that approval of members for appointment/reappointment of a person is taken at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought for appointment of Mr. Deven Parag Kothari as an Executive Director of the Company. The Company has received the requisite consent, declarations, etc. from Mr. Deven Parag Kothari in relation to his appointment.

**STATEMENT CONTAINING THE INFORMATION AS REQUIRED UNDER SECTION-II OF PART-II OF SCHEDULE V TO THE COMPANIES ACT, 2013**

I. GENERAL INFORMATION																								
1.	Nature of industry	The Company is in the business of manufacturing dyes, dyes intermediates, organic chemicals, textile auxiliaries, resins, pigments, plastisizers, emulsions, as the Company from time to time determine and the selling and disposing of the same.																						
2.	Date or expected date of commencement of commercial production	Upon the Composite Scheme of Arrangement by and between Jaysynth Dyestuff (India) Limited (Transferor Company 1) and Jaysynth Impex Private Limited (Transferor Company 2) with and into the Company (Transferee Company) becoming effective w.e.f. 03 <sup>rd</sup> May, 2024, the commercial production of the Company commenced with effective date.																						
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable.																						
4.	Financial performance based on given indicators	<div>(₹ in Lakhs)</div> <table><tr><th>Particulars</th><th>FY 2023-24</th><th>FY 2022-23</th></tr><tr><td>Share Capital</td><td>1349.06</td><td>1349.06</td></tr><tr><td>Reserves and Surplus</td><td>9229.70</td><td>7677.97</td></tr><tr><td>Total Revenue from Operations</td><td>20574.44</td><td>19315.56</td></tr><tr><td>Total Expenses</td><td>19098.29</td><td>19286.18</td></tr><tr><td>Profit before Tax</td><td>1760.98</td><td>405.85</td></tr><tr><td>Profit after Tax</td><td>1243.43</td><td>157.29</td></tr></table>		Particulars	FY 2023-24	FY 2022-23	Share Capital	1349.06	1349.06	Reserves and Surplus	9229.70	7677.97	Total Revenue from Operations	20574.44	19315.56	Total Expenses	19098.29	19286.18	Profit before Tax	1760.98	405.85	Profit after Tax	1243.43	157.29
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Profit before Tax	1760.98	405.85																						
Profit after Tax	1243.43	157.29																						
5.	Foreign investments or collaborators, if any	Pursuant to the Scheme becoming effective w.e.f. 03 <sup>rd</sup> May, 2024 the wholly owned foreign subsidiary named Jaysynth (Europe) Limited of Transferor Company 1 now stands transferred to the Company. Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company.																						
II. INFORMATION ABOUT THE APPOINTEE																								
1.	Background details	Mr. Deven Parag Kothari, aged 30 is a member of the promoter family. His expertise and experience has been very valuable and has been a guiding force for the Company. He is also on Board of various other group Companies.																						
2.	Recognition or awards	Nil																						
3.	Past Remuneration	Nil																						
4.	Job profile and his suitability	<p>Mr. Deven Parag Kothari devotes his valuable time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board.</p> <p>Mr. Deven Parag Kothari has vast experience and expertise in the line of the business of the Company which is compatible with the organizational requirements and the Company would definitely benefit under his leadership and valuable guidance.</p>																						
5.	Remuneration proposed	As mentioned above																						

6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration paid to Mr. Deven Parag Kothari is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other Companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Deven Parag Kothari before recommending the remuneration as proposed hereinabove.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Parag Sharadchandra Kothari being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Deven Parag Kothari.

### III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. However changes in the challenging business environment may affect the profitability of the Company in future.  The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.
2.	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the Company.  Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
3.	Expected increase in productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is difficult to predict profit in measurable terms due to present industry situation, competitive market environment/scenario and changes in the economy.

### IV. DISCLOSURE

1.	The disclosure in respect of remuneration and other details forms part of explanatory statement of this Notice.
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Details as required pursuant to Regulation 36(3) of the Listing Regulations and the SS-2 on General Meetings, as applicable are provided as an Annexure to the Notice.

Mr. Deven Parag Kothari satisfies all the conditions set out in Part-I of Schedule V to the Act for being eligible for appointment. He is not disqualified in terms of Section 164 of the Act.

A copy of the Agreement entered into between the Company and Mr. Deven Parag Kothari is open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays.

Mr. Deven Parag Kothari and his relative Mr. Parag Sharadchandra Kothari are interested in the Resolution set out at Item No. 3 of the Notice. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No. 3 of the Notice before the Members for their approval by way of Special Resolution.

#### Item No. 4

The Board of Directors of the Company ("the Board"), at its meeting held on 21<sup>st</sup> May, 2024, upon recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, appointed Mrs. Jyoti Nirav Kothari (DIN: 07143429) as an Additional Director, in the capacity of a Non-Executive Director of the Company.

In terms of Regulation 17 of the Listing Regulations, listed entity shall ensure that approval of members for appointment/reappointment of a person is taken at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought for appointment of Mrs. Jyoti Nirav Kothari as a Non-Executive Director of the Company. The Company has received the requisite consent, declarations, etc. from Mrs. Jyoti Nirav Kothari in relation to her appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details as required pursuant to Regulation 36(3) of the Listing Regulations and the SS-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 Mrs. Jyoti Nirav Kothari, in any way, concerned with or interested, financially or otherwise, in the respective resolutions set out at Item No. 4 of the Notice.

The Board recommends the resolution set out at Item No. 4 of the Notice before the Members for their approval by way of Ordinary Resolution.

**Item No. 5 to 7**

The Board of Directors of the Company at its meeting held on 21<sup>st</sup> May, 2024, inter alia, upon the recommendation of the Nomination and Remuneration Committee and subject to approval of the members of the Company, appointed Bhavesh Virsen Panjuani (DIN: 03188032), Prakash Mahadeo Kale (DIN: 00151379) and Rajendra Maganlal Desai (00403784) 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 21<sup>st</sup> May, 2024 upto 20<sup>th</sup> May, 2029.

In terms of Regulation 17 of the 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. 21<sup>st</sup> May, 2024, whichever is earlier. In view of the above, approval of Members is sought for appointment of Bhavesh Virsen Panjuani, Prakash Mahadeo Kale and Rajendra Maganlal Desai as an Non-Executive Independent Director.

The Company has received the consents from aforementioned directors and also their declaration confirming that they are not disqualified from being appointed as a Director in terms of Section 164 of the Act and meet the criteria of independence as prescribed under Section 149(6) of the Act as well as Regulation 16 of the Listing Regulations.

Copies of the draft letters of appointment of Independent Directors setting out the terms and conditions of their appointments are 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 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.

Mr. Prakash Mahadeo Kale has attained the age of 75 (Seventy Five) years and Mr. Rajendra Maganlal Desai shall attain the age of 75 (Seventy Five) years during his tenure of appointment. Accordingly, to comply with the provisions of Regulation 17(1A) of the Listing Regulations, Company is seeking approval of the Members through Special Resolution.

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

Mr. Prakash Mahadeo Kale is B. Tech (Chemical Engineer) and he has served at various Management Levels at ICICI Bank Limited. He has wide and varied experience in the field of Corporate Finance and Management. He is a Business Consultant and Advisor.

Mr. Rajendra Maganlal Desai is a Commerce Graduate from the University of Bombay and a Chartered Accountant and he has served at various Management levels at ICICI Bank Limited. He has wide and varied experience in the field of financial management and is a Finance Consultant.

Considering the vast experience, expertise and valuable contribution of Mr. Prakash Mahadeo Kale and Mr. Rajendra Maganlal Desai, the Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on 21<sup>st</sup> May, 2024 have recommended the continuation of directorship of Mr. Prakash Mahadeo Kale who has attained age of 75 (Seventy Five) years and Mr. Rajendra Maganlal Desai who shall attain age of 75 (Seventy Five) years during his tenure as a Non-Executive Independent Director of the Company.

The Board of Directors is of the opinion that the above-mentioned Non-Executive Independent Directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have their association with the Company as an Non-Executive Independent Directors.

In the opinion of the Board, the aforesaid Directors fulfill the conditions specified in the Act read with the Rules made thereunder and the Listing Regulations for being appointed as Independent Directors of the Company and are independent of the management.

Details as required pursuant to Regulation 36(3) of the Listing Regulations and the SS-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 Bhavesh Virsen Panjuani, Prakash Mahadeo Kale and Rajendra Maganlal Desai is, in any way, concerned with or interested, financially or otherwise, in the respective resolutions set out at Item No. 5 to Item No. 7 of the Notice.

The Board recommends the resolution set out at Item No. 5 to Item No. 7 of the Notice before the Members for their approval by way of Special Resolution.

**Item No. 8**

In order to make the main object clause and other incidental object clause of the Memorandum of Association ("MOA") comprehensive and to include activities to be undertaken by the Company from time to time, it is proposed to modify these object clauses of the MOA. Also, there is no change in the nature of Business, the Company is engaged in.

The Board of Directors of the Company at its meeting held on 15<sup>th</sup> July, 2024 has approved alteration of the MOA of the Company and the Board of Directors now seek Members approval for the same.

The proposed change of main object clause and other incidental object requires the approval of the Members through Special Resolution pursuant to the provisions of Section 13 of the Act.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays.

None of the Directors, Key Managerial Personnel of the Company or their relatives, in any way, concerned with or interested, financially or otherwise, in the respective resolutions set out at Item No. 8 of the Notice.

The Board recommends the resolution set out at Item No. 8 of the Notice before the Members for their approval by way of Special Resolution.

**By Order of the Board  
For Jaysynth Orgochem Limited**

**Place:** Mumbai  
**Date:** 15<sup>th</sup> July, 2024

**Riddhi Kunal Saraiya  
Company Secretary and Compliance Officer**

**Registered Office:** 301, Sumer Kendra, P.B. Marg,  
Worli, Mumbai – 400 018  
**CIN:** L24100MH1973PLC016908  
**Website:** www.jaysynth.com  
**E-mail:** Investor.relations@jaysynth.com  
**Tel No. :** 022-4938 4200/4300  
**Fax No.:** 022-3042 3434

## ANNEXURE - 1 TO THE NOTICE OF POSTAL BALLOT

Details of Directors seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India.

<b>Name of the Director</b>	Parag Sharadchandra Kothari	Nikhil Sharadchandra Kothari	Deven Parag Kothari
<b>Directors Identification Number (DIN)</b>	00184852	00184152	06588059
<b>Date of Birth</b>	31 <sup>st</sup> January, 1967	15 <sup>th</sup> July, 1970	28 <sup>th</sup> October, 1993
<b>Age</b>	57 Years	54 Years	30 Years
<b>Qualifications</b>	Bachelor of Electrical Engineering from Moore School of Engineering and Bachelors of Science in Economics from Wharton School of Business, University of Pennsylvania, USA	Bachelor of Electronics Engineering from Mumbai University, K.J. Somaiya College of Engineering	Bachelor Degree of Commerce (Accounting and Finance) and Master Degree in Commerce (Advanced Accountancy) from Mumbai University. Master of Business Administration from Texas A&M University, Mays Business School, USA
<b>Experience and nature of expertise in specific functional area (Brief Resume)</b>	He has wide and varied management experience of over 33 years in textile dyes, pigments, digital inks and industrial automation solutions	He is an experienced entrepreneur who began his career in 1992 in the manufacturing sector with Jaysynth Group, and founded IT Services Company in the year 2000. He successfully executed technical support contracts with leading OEMs and built the consumer internet services business.	He has relevant experience in marketing of digital inkjet printers and his experience will be very valuable for the digital ink division.
<b>Terms and conditions of appointment</b>	As detailed in the Explanatory Statement of Item No. 1	As detailed in the Explanatory Statement of Item No. 2	As detailed in the Explanatory Statement of Item No. 3
<b>Remuneration last drawn</b>	NIL	NIL	Nil
<b>Date of First Appointment on the Board</b>	11 <sup>th</sup> February, 2019	04 <sup>th</sup> November, 2015	21 <sup>st</sup> May, 2024
<b>Shareholding in the Company as on date of Postal Ballot Notice</b>	5,02,77,058 Equity Shares	3,69,63,896 Equity Shares	Nil
<b>Relationship with other Directors/ Key Managerial Personnel</b>	Brother of Nikhil Sharadchandra Kothari	Brother of Parag Sharadchandra Kothari	Son of Parag Sharadchandra Kothari
<b>Number of meetings of the Board attended till the date of Postal Ballot Notice</b>	4	4	2
<b>Directorship in other Public Companies as on date of Postal Ballot Notice *</b>	None	None	None
<b>Name of the Listed Entities from which He/She has resigned in the past three years</b>	None	None	None
<b>Membership/Chairmanship of Committees of other Boards as on date of Postal Ballot Notice **</b>	None	None	None

\*Excludes directorship in Private Companies.

\*\* Includes membership/chairmanship of Audit Committee and Stakeholders' Relationship Committee only.

<b>Name of the Director</b>	Jyoti Nirav Kothari	Bhaves Virsen Panjuani
<b>Directors Identification Number (DIN)</b>	07143429	03188032
<b>Date of Birth</b>	03 <sup>rd</sup> February, 1973	06 <sup>th</sup> February, 1967
<b>Age</b>	51 Years	57 Years
<b>Qualifications</b>	Graduate in Computer Science Engineering from the University of Mumbai and Post Graduate Diploma in Financial Management	He has been conferred the Bachelor of Commerce (B.Com) and the Bachelor of Laws (L.L.B) degrees by the University of Bombay (now Mumbai). He is an Advocate enrolled with the Bar Council of Maharashtra & Goa since 1992; a Solicitor admitted as member of the Bombay Incorporated Law Society in 1994; and an Advocate on Record ('AOR') registered with the Supreme Court of India.
<b>Experience and nature of expertise in specific functional area (Brief Resume)</b>	She has considerable experience in the field of Training and General Administration.	He has wide experience in various areas of legal practice which includes commercial law, litigation (in courts/tribunals), arbitrations (domestic/international, and ad hoc/institutional), dispute resolution, reviewing agreements and contract documentation, negotiations and claims besides other general civil practice. He has extensively worked on matters of construction and infrastructural projects; petroleum, electricity, power and energy industries; and acquisition/transfer of business, machinery/equipment and technology transfers.
<b>Terms and conditions of appointment</b>	Not Applicable	Not Applicable
<b>Remuneration last drawn</b>	Nil	Nil
<b>Date of First Appointment on the Board</b>	21 <sup>st</sup> May, 2024	21 <sup>st</sup> May, 2024
<b>Shareholding in the Company as on date of Postal Ballot Notice</b>	Nil	5600 Equity Shares
<b>Relationship with other Directors/ Key Managerial Personnel</b>	None	None
<b>Number of meetings of the Board attended till the date of Postal Ballot Notice</b>	2	2
<b>Directorship in other Public Companies as on date of Postal Ballot Notice *</b>	None	Hindoostan Mills Limited
<b>Name of the Listed Entities from which He/She has resigned in the past three years</b>	None	None
<b>Membership/Chairmanship of Committees of other Boards as on date of Postal Ballot Notice **</b>	None	<b>Audit Committee</b> Hindoostan Mills Limited-Member

\*Excludes directorship in Private Companies.

\*\* Includes membership/chairmanship of Audit Committee and Stakeholders' Relationship Committee only.

<b>Name of the Director</b>	Prakash Mahadeo Kale	Rajendra Maganlal Desai
<b>Directors Identification Number (DIN)</b>	00151379	00403784
<b>Date of Birth</b>	08 <sup>th</sup> December, 1948	16 <sup>th</sup> February, 1952
<b>Age</b>	75 Years	72 Years
<b>Qualifications</b>	B.Tech (Chemical Engineer)	B. Com and CA
<b>Experience and nature of expertise in specific functional area (Brief Resume)</b>	He has served at various Management Levels at ICICI Bank Limited. He has wide and varied experience in the field of Corporate Finance and Management. He is a Business Consultant and Advisor.	He has served at various Management levels at ICICI Bank Limited. He has wide and varied experience in the field of financial management and is a Finance Consultant.
<b>Terms and conditions of appointment</b>	Not Applicable	Not Applicable
<b>Remuneration last drawn</b>	Nil	Nil
<b>Date of First Appointment on the Board</b>	21 <sup>st</sup> May, 2024	21 <sup>st</sup> May, 2024
<b>Shareholding in the Company as on date of Postal Ballot Notice</b>	Nil	Nil
<b>Relationship with other Directors/ Key Managerial Personnel</b>	None	None
<b>Number of meetings of the Board attended till the date of Postal Ballot Notice</b>	2	2
<b>Directorship in other Public Companies as on date of Postal Ballot Notice *</b>	None	Urjankur Shree Datta Power Company Limited
<b>Name of the Listed Entities from which He/She has resigned in the past three years</b>	None	None
<b>Membership/Chairmanship of Committees of other Boards as on date of Postal Ballot Notice **</b>	None	<b>Audit Committee</b> Urjankur Shree Datta Power Company Limited- Member

\*Excludes directorship in Private Companies.

\*\* Includes membership/chairmanship of Audit Committee and Stakeholders' Relationship Committee only.

**By Order of the Board**  
**For Jaysynth Orgochem Limited**

**Place:** Mumbai

**Date:** 15<sup>th</sup> July, 2024

**Registered Office:** 301, Sumer Kendra, P.B. Marg,  
Worli, Mumbai – 400 018

**CIN:** L24100MH1973PLC016908

**Website:** www.jaysynth.com

**E-mail:** Investor.relations@jaysynth.com

**Tel No. :** 022-4938 4200/4300

**Fax No.:** 022-3042 3434

**Riddhi Kunal Saraiya**  
**Company Secretary and Compliance Officer**