

To,  
The Board of Directors  
JD Orgochem Limited  
301 Sumer Kendrap B Marg Worli,  
Mumbai, Maharashtra, India, 400018

Dear Sir,

**Sub: Certificate on adequacy and accuracy of disclosure of information pertaining to the JAYSYNTH IMPEX PRIVATE LIMITED in the Abridged Prospectus in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended, SEBI Master Circular– SEBI/HO/CFD/DILI/CIR/P/2020/249 dated December 22, 2020 read with SEBI Circulars SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022, Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and Master Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (“SEBI Circulars”) for the purpose of Composite Scheme of Arrangement amongst Jaysynth Dyestuff (India) Limited (“JDIL” or “Transferor Company 1” for Part D of the Scheme) and Jaysynth Impex Private Limited (Formerly Known as Jaysynth Impex Limited) (“JIPL” or “Transferor Company 2” for Part D of the Scheme) and JD Orgochem Limited (“Transferee Company” for Part D of the Scheme) and their respective shareholders under section 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”).**

We, Kunvarji Finstock Private Limited (“KFPL”, “Kunvarji”, “We” or “us”), a Category I Merchant Banker registered with SEBI, having registration no. MB/INM000012564 have been appointed by Board of Directors (the “Board”) of JAYSYNTH IMPEX PRIVATE LIMITED for the purpose of certifying the adequacy and accuracy of disclosure of information provided in its Abridged Prospectus in connection with the Composite Scheme of Arrangement amongst Jaysynth Dyestuff (India) Limited (“JDIL” or “Transferor Company 1” for Part D of the Scheme) and Jaysynth Impex Private Limited (Formerly Known as Jaysynth Impex Limited) (“JIPL” or “Transferor Company 2” for Part D of the Scheme) and JD Orgochem Limited (“Transferee Company” for Part D of the Scheme).

**Scope and Purpose of the Certificate:**

SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended, SEBI Master Circular– SEBI/HO/CFD/DILI/CIR/P/2020/249 dated December 22, 2020 read with SEBI Circular SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 4, 2022, Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and Master Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (“SEBI Circulars”) inter alia prescribed that the listed entity in the present case JD Orgochem Limited (JOL) and Jaysynth Dyestuff (India) Limited (JDIL) shall include the applicable information pertaining to the unlisted entity involved in the scheme in the present certificate, Jaysynth Impex Private Limited (Formerly Known as Jaysynth Impex Limited)

Kunvarji Finstock Pvt. Ltd.

☎ +91 79 6666 9000 ✉ mb@kunvarji.com

🏢 Registered Office : Kunvarji, B - Wing, Siddhivinayak Towers, Off. S.G. Road, Ahmedabad - 380 051.

Corporate Office : "1208-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema,

Near Western Express Highway – Metro Station, Andheri (E), Mumbai, Maharashtra - 400093.

CIN - U65910GJ1986PTC008979



www.kunvarji.com

("JIPL" or "Transferor Company 2") in the format specified for Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), in the explanatory statement or notice or proposal accompanying resolution to be passed, send to the shareholders while seeking approval of the scheme. SEBI Circular further prescribes that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above mentioned requirement under the SEBI Circular.

This certificate is a specific purpose certificate issued in terms with the SEBI Circulars and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

#### **1. Certification:**

We state and confirm as follows:

- 1) We have examined various documents and other materials made available to us by the management of JOL, JDIL and JIPL in connection with finalization of Abridged Prospectus dated November 10, 2023, pertaining to JIPL, which will be circulated to the members of JOL and JDIL at the time of seeking their consent to the Composite scheme of Arrangement in the nature of merger amongst JOL and JDIL and JIPL as a part of explanatory statement to the notice.
- 2) Based on the information, documents, confirmation, representation, undertakings and certificates provided to us by JOL, JDIL and JIPL and as well discussions with their management, Directors and officers, we confirm that, the information contained in the Abridged Prospectus of JIPL is adequate and accurate in the terms of the SEBI circular read with Part E of schedule VI of the SEBI ICDR Regulation.

#### **Disclaimer:**

Our scope of work did not include the following:-

- An audit of the financial statements of JIPL.
- Carrying out a market survey / financial feasibility for the Business of JIPL.
- Financial and Legal due diligence of JIPL.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof we assume no responsibility and make no representations



with respect to the accuracy or completeness of any information provided by the management of JOL, JDIL and JIPL.

We do not assume any obligation to update, revise or reaffirm this certificate because of events or transactions occurring subsequent to the date of this certificate.

We understand that the management of JOL, JDIL and JIPL, during our discussions with them, would have drawn our attention to all such information and matters which may have an impact on our Certificate.

The fee for our services is not contingent upon the result of the Scheme.

The management of JOL, JDIL and JIPL or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate.

Our certificate is not, nor should it be constructed as our opinion or certification of the compliance of the Scheme of Arrangement for demerger with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding companies/subsidiaries/associates etc.)

In no event, KFPL, its Directors and employees will be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

**Yours faithfully,**  
**For, Kunvarji Finstock Private Limited**

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**Satish Bhanushali**  
**Compliance Officer**  
**Date: November 10, 2023**  
**Place: Mumbai**



This is an Abridged Prospectus containing salient features in respect of the Composite Scheme of Arrangement for (i) Reduction of Capital and Re-organisation of reserves of JD Orgochem Limited ("JDOL" or "Transferee Company" for Part C of the Scheme); and (ii) Amalgamation (by way of merger) of Jaysynth Dyestuff (India) Limited ("JDIL" or "Transferor Company 1" for Part D of the Scheme) and Jaysynth Impex Private Limited (Formerly Known as Jaysynth Impex Limited) ("JIPL" or "Transferor Company 2" for Part D of the Scheme) with and into JD Orgochem Limited ("Transferee Company" for Part D of the Scheme) and their respective shareholders and creditors ('the Scheme' or 'this Scheme'). You may download the Composite Scheme of Arrangement from the website of Transferor Company 1 and Transferee Company at [www.jaysynth.com](http://www.jaysynth.com) and [www.idorgochem.com](http://www.idorgochem.com) respectively, the website of BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com), Stock Exchange where the equity shares of Transferor Company 1 and Transferee Company are listed ("Stock Exchange").

This is an abridged prospectus prepared to comply with the requirements of regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017 read with Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22<sup>nd</sup> December, 2020 read with SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June, 2023 issued by Securities and Exchange Board of India ("SEBI Circulars") and is in accordance with the disclosure required to be made in the Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; to the extent applicable pursuant to Annexure II of the Securities and Exchange Board of India ("SEBI") master circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated 21<sup>st</sup> June, 2023 (as amended from time to time) ("SEBI Master Circular").

**This Abridged Prospectus consists of 13 pages. Please ensure that you have received all the pages**

#### JAYSYNTH IMPEX PRIVATE LIMITED

(hereinafter referred to as "the Transferor Company 2") was incorporated under the Companies Act, 1956 bearing CIN- U29200MH1969PTC014266 on 25<sup>th</sup> April, 1969)

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	WEBSITE
E-16, Everest, Tardeo Road, Mumbai – 400 034	301, Sumer Kendra, P.B. Marg, Worli, Mumbai- 400 018	Pankaj Khimji Kothari- Vice President-Finance Tele No.- 022 49384200 Email id: <a href="mailto:pankaj.kothari@jaysynth.com">pankaj.kothari@jaysynth.com</a>	<a href="http://www.jaysynth.com">www.jaysynth.com</a>

#### NAMES OF PROMOTER(S) OF THE COMPANY:

##### Promoter of Jaysynth Impex Private Limited:

1. Parag Sharadchandra Kothari
2. Nikhil Sharadchandra Kothari
3. Jigna Parag Kothari Jointly with Parag Sharadchandra Kothari
4. Saloni Nikhil Kothari Jointly with Nikhil Sharadchandra Kothari
5. Deven Parag Kothari Jointly with Parag Sharadchandra Kothari
6. Urvi Parag Kothari Jointly with Parag Sharadchandra Kothari

##### Details of offer to Public

					Share Reservation		
Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	QIB	NII	RII
Not Applicable							
Shares are being issued pursuant to the Composite Scheme of Arrangement							

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (upto a maximum of 10 selling shareholders)

Name	Type	No of Shares offered/ Amount in Rs.	WACA in Rs per Equity	Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity
Not Applicable							
Shares are being issued to shareholders of Transferor Company 2 pursuant to the Composite Scheme of Arrangement							

P: Promoter; PG: Promoter Group; OSS: Other Selling shareholder; WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis

Price Band, Minimum Bid Lot & Indicative Timelines	
Price Band*	Not Applicable
Minimum Bid Lot Size	
Bid/Offer Open On	
Bid/Closes Open On	
Finalisation of Basis of Allotment	
Initiation of Refunds	
Credit of Equity Shares to Demat accounts of Allottees	
Commencement of trading of Equity Shares	

\*For details of price band and basis of offer price, please refer to price band advertisement and page xx of RHP-  
Not Applicable

**Note:** Shares are being issued to shareholders of Transferor Company 2 pursuant to the Composite Scheme of Arrangement hence above details are not applicable.

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price-Highest Price (in Rs.)
Trailing Eighteen Month from the date of RHP	Not Applicable		

WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis for the trailing eighteen months from the date of RHP.

**Note:** Shares are being issued to shareholders of Transferor Company 2 pursuant to the Composite Scheme of Arrangement hence above details are not applicable.

RISKS IN RELATION TO THE FIRST OFFER
Shares are being issued to shareholders of Transferor Company 2 pursuant to the Composite Scheme of Arrangement and not to public at large hence above details are not applicable.

## GENERAL RISKS

Investment in equity & equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved.

The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does, SEBI guarantee the accuracy or adequacy of the contents of the RHP – Not Applicable as the offer is not for public at large

Specified attention of the investors is invited to the section titled "Risk Factors" on page12 of the Abridged Prospectus.

## PROCEDURE

*You may also download the Abridge Prospectus along with the scheme and other relevant documents from the website of the Transferor Company 1 and Transferee Company [www.jaysynth.com](http://www.jaysynth.com) and [www.jdorgochem.com](http://www.jdorgochem.com) respectively and BSE [www.bseindia.com](http://www.bseindia.com)*

### Scheme Procedure

Pursuant to the Composite Scheme of Arrangement, shares of Transferee Company will be issued to the shareholders of Transferor Company 2.

For the purposes of obtaining approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated stock exchange is BSE Limited.

Shares are being issued to shareholders of Transferor Company 2 pursuant to the Composite Scheme of Arrangement and not to public at large, the requirement with respect to General Information Document (GID) are not applicable and this Abridge prospectus should be ready accordingly.

## PRICE INFORMATION OF BRLM'S\*

Issue Name	Name of Merchant Banker	+/- % change in closing price, (+/- % change in closing benchmark) – 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, (+/- % change in closing benchmark) – 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, (+/- % change in closing benchmark) – 180 <sup>th</sup> calendar days from listing
		<b>Not Applicable</b>		

\* Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each Merchant Banker with common issues disclosed once.

Name of BRLM and contact details (telephone and email id) of each BRLM	<b>Not Applicable</b>
Name of Syndicate Members	

In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included - **Not Applicable**

Name of Registrar to the Issue and contact details (telephone and email id)	<b>Not Applicable</b>
Name of Statutory Auditor	<b>Maganlal &amp; Ajay Mehta</b> <b>FRN No: 105730W</b> <b>3, Bastion Road, A. K. Naik Road</b> <b>2<sup>nd</sup> Floor, Fort, Mumbai- 400001</b>
Name of Credit Rating Agency and the rating or grading obtained, if any	<b>Not Applicable</b>
Name of Debenture trustee, if any.	
Self-Certified Syndicate Banks	
Non-Syndicate Registered Brokers	
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	

<b>PROMOTERS OF THE ISSUER COMPANY</b>			
<b>Sr. No.</b>	<b>Name</b>	<b>Individual/Corporate</b>	<b>Experience &amp; Educational Qualification</b>
1	Parag Sharadchandra Kothari	Individual	<p><b>Educational Qualification:</b></p> <p>He holds Bachelor Degree in Electrical Engineering from Moore School and Bachelor Degree in Economics from Wharton School, University of Pennsylvania</p> <p><b>Experience:</b></p> <p>He is serving as Managing Director on the Board of Jaysynth dyestuff (India) Limited, listed on Bombay Stock Exchange and Jay Instruments and Systems Private Limited, privately held Company. He is also Director on the Board of JD Orgochem Limited, Listed on Bombay Stock Exchange and Jaysynth Impex Private Limited and other Private Companies. He has wide and varied management experience of over 33 years in textile dyes, pigments, digital inks and industrial automation solutions.</p>

2	Nikhil Sharadchandra Kothari	Individual	<p><b>Educational Qualification:</b> He holds an Engineering degree in Electronics from Mumbai University, K.J. Somaiya College of Engineering.</p> <p><b>Experience:</b> He is serving as Managing Director on the Board of Jaysynth Impex Private Limited and Lester Infoservices Private Limited. He is also Director on the Board of Jaysynth Dyestuff (India) Limited and JD Orgochem Limited, Listed on Bombay Stock Exchange and other Private Companies. He is an experienced entrepreneur who began his career in 1992 in the manufacturing sector with Jaysynth Group, and founded Enlink an IT Services Company in the year 2000. After founding Enlink he successfully executed technical support contracts with leading OEMs, lead the acquisition of Lester and built the consumer internet services business at Lester.</p>
3	Jigna Parag Kothari Jointly with Parag Sharadchandra Kothari	Individual	<p><b>Educational Qualification:</b> She holds a Bachelor Degree of Architecture from JJ College of Architecture, Mumbai University.</p> <p><b>Experience:</b> She is an Executive Director on the Board of Jay Instruments and Systems Private Limited (JISL) and other Private Companies. As a Director of JISPL she plays an active role in managing and implementation of new projects of the Company. She also participates in decision process on various business affairs &amp; in investment related matters.</p>
4	Saloni Nikhil Kothari Jointly with Nikhil Sharadchandra Kothari	Individual	<p><b>Educational Qualification:</b> She holds a Bachelor Degree in Commerce from HR College, Mumbai and MBA in Finance from ITM.</p> <p><b>Experience:</b> She is President and Director of Enlink Managed Services Private Limited and is a highly accomplished professional. She is also a Director on the Board of other Private Companies. Since 2015 she has played an active role at Enlink to evolve the solutions portfolio. Being a people person, she played a critical role in building the IT Training Certification and Staff Augmentation Services at Enlink.</p>
5	Deven Parag Kothari Jointly with Parag Sharadchandra Kothari	Individual	<p><b>Educational Qualification:</b> He holds a Bachelor Degree in Commerce (Accountancy and Finance) and Master Degree in Commerce (Advance Accountancy) from Mumbai University. He has also completed his Master of Business Administration from Texas A&amp;M University, Mays Business school in December, 2021.</p>



			<b>Experience:</b> He is serving as Director on the Board of Jaysynth Impex Private Limited and other Private Companies. He is also an Executive Director on the Board of Jay Instruments and Systems Private Limited (JISL). He has also undergone various training and certification courses- Ernst & Young Associates LLP, Financial Modelling and Valuation, Hanifl Centre for Outdoor Education and Environmental Study, Outdoor Leadership Course and Wharton Online (edX) Customer CentricityX: Managing the Value of Customer Relationships.
6	Urvi Parag Kothari Jointly with Parag Sharadchandra Kothari	Individual	<b>Educational Qualification:</b> She holds a Bachelor degree in Commerce in Management studies and Finance from HR College, Mumbai University and Diploma in Marketing from ISDI WPP, Mumbai. She has also completed her Master of Business Administration from Boston University (Dean's Scholarship) in May 2022.

#### **BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY**

<b>Business Overview and Strategy</b>	
Company Overview:	<p>Jaysynth Impex Private Limited (JIPL) was incorporated on 25<sup>th</sup> April 1969 under the erstwhile provisions of the Companies Act, 1956.</p> <p>JIPL is engaged in the business of manufacturing and trading of Dyes, Pigments, Dye-Intermediates, Auxiliaries and Ink products. The Company's manufacturing activity involves blending and standardization of crude dyes &amp; auxiliaries. The manufacturing activities of the Company are carried out from the two units situated at Taloja and Patalganga.</p> <p>JIPL has corporate policy which can be summed up as customer satisfaction, quality and reliability of innovation. To achieve this the Company strive to create an environment where they can attract and retain the best people in the industry.</p>
Product/Service Offering: Revenue segmentation by product / service offering	<b>Revenue Segmentation FY 2022-23:</b> 1. Dyes- ₹ 5111.06 lakhs (96.78%) 2. Ink: ₹ 150.68 lakhs (2.85%) 3. Auxillary- ₹ 19.29 lakhs (0.37%)
Geographies Served: Revenue segmentation by geographies	<b>Revenue Segmentation FY 2022-23:</b> 1. Domestic- ₹ 5227.73 lakhs (98.99%) 2. Export- ₹ 53.30 lakhs (1.01%)
Key Performance Indicators:	<b>FY 2022-23:</b> 1. Revenue from operations (Net)- ₹ 5281.03 lakhs 2. Net Profit/(Loss) before tax and extraordinary item- ₹ 320.73 lakhs 3. Net Profit/(Loss) after tax and extraordinary item- ₹ 240.99 lakhs 4. Earnings per Share- ₹ 9.64 lakhs

Client Profile or Industries Served: Revenue segmentation in terms of top 5/10 clients or Industries:	<p>1. The Company's product in Dyes &amp; Auxiliaries group are mainly used by Textile Industry and Ink products are used by Packaging &amp; Signage industry clients for printing purposes. Major sales of JIPL is through Agents / Distributor, who are present in the domestic market in all major textile centres in India</p> <p>2. Sales to Top 5 Customers, who are Distributors, is given below.</p> <p><b>Revenue segmentation FY 2022-23</b></p> <table> <tr> <td>a. Jostars Orgochem Pvt Ltd-</td><td>₹ 612.28 lakhs</td></tr> <tr> <td>b. Ashtavinayak Traders-</td><td>₹ 493.35 lakhs</td></tr> <tr> <td>c. Surana Dychem Pvt.Ltd-</td><td>₹ 373.48 lakhs</td></tr> <tr> <td>d. Shri Harivansh Dyes &amp; Chemicals-</td><td>₹ 345.93 lakhs</td></tr> <tr> <td>e. Wadhwa Dyes &amp; Chemicals---Ludhiana-</td><td>₹ 322.32 lakhs</td></tr> </table>	a. Jostars Orgochem Pvt Ltd-	₹ 612.28 lakhs	b. Ashtavinayak Traders-	₹ 493.35 lakhs	c. Surana Dychem Pvt.Ltd-	₹ 373.48 lakhs	d. Shri Harivansh Dyes & Chemicals-	₹ 345.93 lakhs	e. Wadhwa Dyes & Chemicals---Ludhiana-	₹ 322.32 lakhs
a. Jostars Orgochem Pvt Ltd-	₹ 612.28 lakhs										
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d. Shri Harivansh Dyes & Chemicals-	₹ 345.93 lakhs										
e. Wadhwa Dyes & Chemicals---Ludhiana-	₹ 322.32 lakhs										
Intellectual Property, if any :	<p>1. Trademark No- 4822050- Vertical Jaysynth Logo</p> <p>2. Trademark No- 4822051- Horizontal Jaysynth Logo</p>										
Market Share:	Market Share of JIPL is about 2000 MT per year & the same is about 1% of total domestic market of Dyes & Pigment production in India.										
Manufacturing plant, if any:	<p>Plot No 17/34 &amp; 17/35, with land area admeasuring 2000 sq.mtr, and situated at MIDC, Taloja, Raigad, Maharashtra 410208</p> <p>Plot No A4/3, with land area admeasuring 6552 sq.mtr, and situated at Patalganga Industrial Area, Raigad, Maharashtra 410220</p>										
Employee Strength:	67 employees as on date										

#### BOARD OF DIRECTORS OF TRANSFEROR COMPANY 2

S no	Name	Designation	Experience & Educational Qualification	Other Directorship
1	Nikhil Sharadchandra Kothari	Managing Director	<p><b>Educational Qualification:</b> He holds an Engineering degree in Electronics from Mumbai University, K.J. Somaiya College of Engineering.</p> <p><b>Experience:</b> He is serving as Managing Director on the Board of Jaysynth Impex Private Limited and Lester Infoservices Private Limited. He is also Director on the Board of Jaysynth Dyestuff (India) Limited and JD Orgochem Limited, Listed on Bombay Stock Exchange and other Private Companies. He is an experienced entrepreneur who began his career in 1992 in the manufacturing sector with Jaysynth Group, and founded Enlink an IT</p>	<p><b>Indian Companies:</b></p> <ol style="list-style-type: none"> <li>1. Jaysynth Dyestuff (India) Limited</li> <li>2. JD Orgochem Limited</li> <li>3. Bharti Polytex Private Limited</li> <li>4. Bharti Twisters Private Limited</li> <li>5. Jaysynth Polychem Private Limited</li> <li>6. Jay Pesticides Private Limited</li> <li>7. Jaysynth Colour industries Private Limited</li> <li>8. JSSK Trading &amp; Investments Private Limited</li> <li>9. Lester Infoservices Private Limited</li> <li>10. Lester Technologies Private Limited</li> <li>11. Enlink Managed Services Private Limited</li> <li>12. Lester Eservices Private Limited</li> </ol> <p><b>Foreign Companies:</b> <b>Not Applicable</b></p>

			Services Company in the year 2000. After founding Enlink he successfully executed technical support contracts with leading OEMs, lead the acquisition of Lester and built the consumer internet services business at Lester.	
2	Parag Sharadchandra Kothari	Director	<p><b>Educational Qualification:</b> He holds Bachelor Degree in Electrical Engineering from Moore School and Bachelor Degree in Economics from Wharton School, University of Pennsylvania</p> <p><b>Experience:</b> He is serving as Managing Director on the Board of Jaysynth dyestuff (India) Limited, listed on Bombay Stock Exchange and Jay Instruments and Systems Private Limited, privately held Company. He is also Director on the Board of JD Orgochem Limited, Listed on Bombay Stock Exchange and Jaysynth Impex Private Limited and other Private Companies.</p> <p>He has wide and varied management experience of over 33 years in textile dyes, pigments, digital inks and industrial automation solutions.</p>	<p><b>Indian Companies:</b></p> <ol style="list-style-type: none"> <li>1. Jaysynth Dyestuff (India) Limited</li> <li>2. JD Orgochem Limited</li> <li>3. Bharti Polytex Private Limited</li> <li>4. Bharti Twisters Private Limited</li> <li>5. Jay Chemi Colour Private Limited</li> <li>6. Shoorji Colour Company Private Limited</li> <li>7. Jay Instruments and Systems Private Limited</li> <li>8. Trichromy Enterprises Private Limited</li> <li>9. Shoorji Trikamdas Investment Company Private Limited</li> <li>10. Akaroa Finvest Solutions Private Limited</li> <li>11. Jaysynth Polychem Private Limited</li> </ol> <p><b>Foreign Companies:</b> Jaysynth (Europe) Limited</p>
3	Deven Parag Kothari	Director	<p><b>Educational Qualification:</b> He holds a Bachelor Degree in Commerce (Accountancy and Finance) and Master Degree in Commerce (Advance Accountancy) from Mumbai University. He has also completed his Master of Business Administration from Texas A&amp;M University, Mays Business school in December, 2021.</p> <p><b>Experience:</b> He is serving as Director on the Board of Jaysynth Impex Private Limited and other Private Companies.</p> <p>He is also an Executive</p>	<p><b>Indian Companies:</b></p> <ol style="list-style-type: none"> <li>1. Jay Chemi colour Private Limited</li> <li>2. Shoorji Trikamdas Investment Company Private Limited</li> <li>3. Jay Instruments and Systems Private Limited</li> <li>4. Trichromy Enterprises Private Limited</li> <li>5. Shoorji Colour Company Private Limited</li> </ol> <p><b>Foreign Companies</b> <b>Not Applicable</b></p>

			<p>Director on the Board of Jay Instruments and Systems Private Limited (JISPL).</p> <p>He has also undergone various training and certification courses- Ernst &amp; Young Associates LLP, Financial Modelling and Valuation, Hanifl Centre for Outdoor Education and Environmental Study, Outdoor Leadership Course and Wharton Online (edX) Customer CentricityX: Managing the Value of Customer Relationships.</p>	
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## OBJECTS/RATIONALE OF THE SCHEME

### Rationale of the Scheme

- Rationale for Part C of the Scheme which deals with reduction of capital and re-organization of reserves of the Transferee Company in the manner set out in this Scheme can provide benefits to the shareholders / stakeholders as under:
  - a. The Transferee company had suffered substantial losses from 1999 till date, due to which the company's retained earnings had turned into negative.
  - b. In the circumstances, the scheme proposes to set off the debit balance of Retained Earnings of the Transferee company as on the Appointed date against the credit balance lying under the various reserves as specified herein.
  - c. The proposed reorganization of the reserves is in the interest of the Transferee Company, shareholders, creditors, and all concerned stakeholders. If the Scheme is approved, the books of the company would present a fair representation of the financial position of the Transferee Company.
- Rationale for Part D of the Scheme which deals with the amalgamation of the Transferor Company 1 and Transferor Company 2 with and into the Transferee Company. Integration of the business of the Transferor Company 1 and the Transferor Company 2 with and into the Transferee Company can provide benefits to the shareholders / stakeholders as under:
  - a. Providing liquidity to the public shareholders of Transferee Company through the merger of Transferor Companies, having active manufacturing operations into Transferee Company which does not carry out manufacturing operations at present;
  - b. The Transferor Companies and the Transferee Company are already engaged in the same line of business activities i.e., of manufacturing of dye and dyes intermediary products, Trader of CPC-based Pigment, and Inks for digital printing and furthermore, the manufacturing facilities of the Transferor Companies and the Transferee Company are situated adjacent to each other. The proposed merger will enable the integration of the business activities of the Transferor Companies and the Transferee Company;

- c. Economies of scale will play a bigger role as the consolidated entity's operational efficiency will increase, which will in turn allow the merged entity to compete on a larger scale in the industry, thus benefiting the merged entity and the shareholders;
- d. The combined net worth of all entities will enable the merged entity to tap into new business opportunities thereby unlocking growth opportunities for the merged entity considering the financial strength of the Transferee Company post the amalgamation;
- e. It will provide an opportunity to leverage assets and build a stronger sustainable business. It will provide an opportunity to fully leverage the combined net worth, capabilities, experience, expertise, consolidation of adjoining land parcels in MIDC, Patalganga, and infrastructure of Transferor companies and thus increase the ability for promotion of business activities as well as fundraising for business development;
- f. It would result in the consolidation of business activities and will facilitate effective management of investment and synergies in operations;
- g. Being a part of the same management, this amalgamation would facilitate reduction in the management overlaps due to operation of the multiple entities and more focused leadership;
- h. Reduction in multiplicity of legal and regulatory compliances, reduction in overheads, including administrative, managerial and other costs amongst all; and
- i. Consolidation and simplification of the group structure and reduction of administrative costs at the group level.

Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme to undertake various steps as envisaged in this Scheme pursuant to the provisions of Sections 230-232 read with Section 66 of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof).

There is no likelihood that the interests of any shareholder or creditors of any of the Transferor Companies or the Transferee Company would be prejudiced as a result of the Scheme. The Scheme does not affect the rights of the creditors of the Transferor Companies or the Transferee Company. There will not be any reduction in amounts payable to the creditors of the Transferor Companies or the Transferee Company, nor there shall be any change in terms with creditors which are adverse to their interest, pursuant to the sanctioning of this Scheme.

Details of means of finance - **Not Applicable**

The funds requirements for each of the objects of the Issue are stated as follows:

Sr no	Objects of the issue	Total Estimate Cost	Amount deployed till	Amount to be financed from Net Proceeds	Estimated Net Proceeds Utilization	
					Fiscal 2022	Fiscal 2023
1	Not Applicable					
2						
3						
4						
5	General corporate purposes	Not Applicable				

Details and reasons for non -deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years. – Not Applicable

Name of the Monitoring Agency if any : Not Applicable

Terms of Issuance of Convertible Security if any.: Not Applicable

Convertible securities being offered by the Company	Not Applicable
Face Value / Issue Price per Convertible securities	
Issue Size	
Interest on Convertible Securities	
Conversion Period of Convertible Securities	
Conversion Price for Convertible Securities	
Conversion Date for Convertible Securities	
Details of Security created for CCD	

#### SHAREHOLDING PATTERN AS ON 30<sup>TH</sup> SEPTEMBER, 2023

Sr. No.	Particulars	Pre-Scheme (number of shares)	Pre-Scheme (%age holding)	Post Scheme (number of shares) *	Post Scheme (%age holding)
1	Promoter and Promoter Group*	25,00,000	100.00	-	-
2	Public	-	-	-	-
3	Custodians / Non-Public Non promoter shareholders	-	-	-	-
	<b>Total</b>	<b>25,00,000</b>	<b>100.00</b>	<b>-</b>	<b>-</b>

Number/amount of equity shares proposed to be sold by selling shareholders, if any. **Not Applicable.**

#### STANDALONE FINANCIALS OF TRANSFEROR COMPANY 2

Particulars	30.06.2023 <sup>1</sup>	FY 2022-23 <sup>1</sup>	FY 2021-22 <sup>1</sup>	(₹ in lakhs) FY 2020-21 <sup>1</sup>
Total income from operations (Net)	1493.57	5,432.89	6,193.90	5,865.47
Net Profit/(Loss) before tax and extraordinary items	182.52	320.73	877.02	898.49
Net Profit / (Loss) after tax and extraordinary items	136.56	240.99	649.16	680.79
Equity Share Capital	25.00	25.00	25.00	25.00
Reserves and Surplus	5065.33	4,928.77	4,687.79	4,238.63
Net worth	5090.33	4,953.77	4,712.79	4,263.63
Basic earnings per share (Rs.)	5.46	9.64	25.97	27.23
Diluted earnings per share (Rs.)	5.46	9.64	25.97	27.23
Return on net worth (%)	2.68%	4.86%	13.77%	15.97%
Net asset value per share (Rs.)	203.61	198.15	188.51	170.55

**CONSOLIDATED FINANCIALS OF TRANSFEROR COMPANY 2**

(₹ in lakhs)

Particulars	30.06.2023 <sup>1</sup>	FY 2022-23 <sup>1</sup>
Total income from operations (Net)	1493.57	5,432.89
Net Profit/(Loss) before tax and extraordinary items	182.52	320.73
Net Profit / (Loss) after tax and extraordinary items	136.60	239.41
Equity Share Capital	25.00	25.00
Reserves and Surplus	5063.79	4,927.19
Net worth	5088.79	4,952.19
Basic earnings per share (₹ )	5.46	9.58
Diluted earnings per share (₹ )	5.46	9.58
Return on net worth (%)	2.68%	4.83%
Net asset value per share (₹ )	203.55	198.09

**Note 1:** Summary for the period ended 30<sup>th</sup> June, 2023 has been extracted from Provisional Financial Statements and 31<sup>st</sup> March, 2023, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2021 has been extracted from Audited Financial Statements prepared based on Generally Accepted Accounting Principles (GAAP).

**Note 2:** Total income includes revenue from operations and other income.

**Note 3:** Net Profit / (Loss) after tax is income.

**Note 4:** 'Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

**Note 5:** Net asset value per share has been derived by dividing Net Worth by the number of outstanding shares.

**Note 6:** Return on net worth (%) has been arrived at by dividing Basic Earnings per Share by Net Asset Value per Share.

**INTERNAL RISK FACTORS**

1. The Scheme is subject to the conditions / approvals as envisaged under the Scheme and any failure to receive such approvals will result in non-implementation of the Scheme and may adversely affect the shareholders.
2. The Transferor Company 1 and Transferor Company 2 will dissolve without winding up pursuant to the Scheme which may or may not adversely affect the shareholders.
3. The Transferor Company 2 is presently an Unlisted Company, and its securities are presently not available for trading on any stock exchange.
4. The approval by the requisite majorities of the respective members of the Transferor Company 1, Transferor Company 2 and the Transferee Company, as required under the Companies Act, 2013 and directed by the NCLT.
5. The Scheme being approved by a shareholders' resolution of the Transferee Company passed by way of postal ballot/General Meeting/e-voting in compliance with SEBI Master Circular No SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June, 2023 and other SEBI guidelines, as may be amended from time to time, wherein presently the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.

**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTIONS****SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

1. Total number of outstanding litigations against the company and amount involved.

Number of pending litigations against the company and amount involved.						
Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved
<b>Company</b>						
By the Company				Nil		
Against the Company						
<b>Directors</b>						
By the Directors				Nil		
Against the Directors						
<b>Promoter</b>						
By the Promoter				Nil		
Against the Promoter						
<b>Subsidiaries</b>						
By Subsidiaries				Nil		
Against Subsidiaries						

2. Brief details of top 5 material outstanding litigations against the company and amount involved – Nil  
 3. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in the last 5 financial years including outstanding action, if any (200 - 300 word limit in total) – Nil  
 4. Brief details of outstanding criminal proceedings against Promoters (200 - 300-word limit in total) – Nil

**ANY OTHER IMPORTANT INFORMATION AS PER ISSUER COMPANY: NIL**

**DECLARATION BY TRANSFEROR COMPANY 2**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For Jaysynth Impex Private Limited

**Nikhil Sharadchandra Kothari**  
**Managing Director**  
**DIN: 00184152**



Date: 10<sup>th</sup> November, 2023  
 Place: Mumbai



