

**NOTICE OF 37<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of Jaysynth Dyestuff (India) Limited will be held on Friday, 26<sup>th</sup> August, 2022 at 11.00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

- 1) **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, together with the Reports of Board of Directors and Auditors thereon.**

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

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 along with the Reports of Board of Directors and the Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

- 2) **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, together with the Report of the Auditors thereon.**

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

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 along with the Report of the Auditors thereon be and are hereby received, considered and adopted."

- 3) **To declare dividend @30% i.e. ₹ 0.30 (Thirty Paise Only) per Equity Share having face value of ₹ 1/- (One Rupee Only) each for the financial year ended 31<sup>st</sup> March, 2022.**

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

**"RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, dividend @30% i.e. ₹ 0.30/- (Thirty Paise Only) per equity share having face value of ₹ 1/- (One Rupee Only) each be and is hereby declared out of the profits of the Company for the Financial year ended 31<sup>st</sup> March, 2022."

- 4) **To appoint a Director in place of Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for re-appointment.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of the Company, Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

- 5) **Re-appointment of Parag Sharadchandra Kothari (DIN: 00184852) as Managing Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 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), Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Parag Sharadchandra Kothari (DIN: 00184852), as Managing Director of the Company for a period of 3 (three) years w.e.f. 01<sup>st</sup> June, 2022 upto 31<sup>st</sup> May, 2025, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) be and is hereby authorized to alter and/or vary the terms and conditions of the said re-appointment in accordance with the provisions of the Act including remuneration within 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 Parag Sharadchandra Kothari as Managing Director, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to 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** the Board of 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) Approval for continuation of directorship of Prakash Mahadeo Kale (DIN: 00151379) as a Non-Executive Independent Director of the Company in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").**

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

**"RESOLVED THAT** pursuant to applicable provisions of the Act and rules made thereunder including any statutory modification(s) or re-enactment thereof, and Regulation 17(1A) of the SEBI Listing Regulations as amended and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded to continue directorship of Prakash Mahadeo Kale (DIN: 00151379) as a Non-Executive Independent Director of the Company on attainment of age of 75 (seventy five) years during his second term of office, who shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board  
For Jaysynth Dyestuff (India) Limited**

**Place: Mumbai  
Date: 30<sup>th</sup> May, 2022**

**Riddhi Manoj Patel  
Company Secretary and Compliance Officer  
ACS-50707**

**Registered Office:  
301, Sumer Kendra,  
P.B. Marg, Worli,  
Mumbai – 400 018  
CIN: L24114MH1985PLC035564  
Website: www.jaysynth.com  
E-mail: jsec@jaysynth.com  
Tel No. : 022-4938 4200/4300  
Fax No.: 022-3042 3434**

**Notes:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 21/2021 dated 14<sup>th</sup> December, 2021 and Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 (collectively "SEBI Circulars"), have permitted companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of the Companies Act, 2013 ("the Act") and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 37<sup>th</sup> AGM of the Company is being held through VC/OAVM on Friday, 26<sup>th</sup> August, 2022 at 11.00 a.m.. The deemed venue for the 37<sup>th</sup> AGM will be registered office of the Company i.e. 301, Sumer Kendra, P.B. Marg, Worli, Mumbai- 400 018.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The attendance of the Members attending the 37<sup>th</sup> AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The relevant Explanatory Statement pursuant to Section 102 of the Act is annexed hereto.
5. Disclosure pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/re-appointment at the 37<sup>th</sup> AGM is annexed hereto.
6. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorising their representatives to attend and vote on their behalf at the 37<sup>th</sup> AGM through VC/OAVM. The said Resolution/Authorisation shall be sent to the Scrutinizer by e-mail through their registered e-mail address to **Team@cskda.com** with a copy marked to the Company on **jsec@jaysynth.com**.
7. In case of joint shareholders attending the 37<sup>th</sup> AGM, only such joint holder who is higher in the order of names will be entitled to vote at the 37<sup>th</sup> AGM.
8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 20<sup>th</sup> August, 2022 to Friday, 26<sup>th</sup> August, 2022 (both days inclusive) for the purpose of 37<sup>th</sup> AGM.
9. (i) The Company has fixed Friday, 19<sup>th</sup> August, 2022 as the 'Record date' for the purpose of determining the Members who are entitled to dividend for the financial year ended 31<sup>st</sup> March, 2022.  
(ii) The dividend on equity shares, as recommended by the Board of Directors of the Company, if approved at the 37<sup>th</sup> AGM will be paid on or before Saturday, 24<sup>th</sup> September, 2022 in respect of equity shares held in dematerialized form, the dividend will be paid to those Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on the Record Date and to those Members who hold equity shares in physical form and whose names appear on the Register of Members of the Company as on that Date.
10. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of Members with effect from 01<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof.
11. Pursuant to the provisions of Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed **Form SH-13** with the Company's Registrar and Transfer agent. In respect of shares held in dematerialised form, the Members may please contact their respective depository participants. Further, **Form SH-13** for nomination is annexed to the 37<sup>th</sup> Annual Report.
12. Members are requested to send all communications relating to Transmission, Transposition of shares, issue of Duplicate Share Certificate, change of address or any other changes as the Members may be required etc. to the Registrar and Transfer Agent at the following address:

Link Intime India Private Limited  
(Unit: Jaysynth Dyestuff (India) Limited)  
C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai – 400 083.  
Tel. No.: 022- 4918 6270  
Fax No.: 022- 4918 6060  
E-mail id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

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

13. Updation of PAN and other details

SEBI vide Circular dated 03<sup>rd</sup> November, 2021 and 14<sup>th</sup> December, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at <http://www.jaysynth.com/StatutoryInformation.html>. PAN details are to be compulsorily linked to Aadhaar by 31<sup>st</sup> March, 2023 or any other date specified by Central Board of Direct Taxes. Folios wherein any of the above cited documents/details are not available, on or after 01<sup>st</sup> April, 2023, shall be frozen as per the aforesaid circular.

Effective from 01<sup>st</sup> January, 2022, any service requests/complaints received from a member holding physical securities will not be processed by the Registrar till the aforesaid details/documents are provided to the Registrar.

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

14. In view of SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are being processed only in the dematerialized form with effect from 01<sup>st</sup> April, 2019. Therefore, the Members are requested to take prompt action to dematerialize the Equity Shares of the Company. The Members may contact the Company or the Company's Registrar & Share Transfer Agent Link Intime India Private Limited for assistance in this regard.

15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/ splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition.

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

16. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Transfer Agent the details of such folios together with the Share Certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the Share Transfer **Form SH-4** for this purpose.

In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, Notice of the 37<sup>th</sup> AGM along with the Annual Report for Financial Year 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories"). A copy of this Notice along with the Annual Report for Financial Year 2021-22 is uploaded on the Company's website [www.jaysynth.com](http://www.jaysynth.com), at website of the Stock Exchange i.e. The BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website at of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com)

17. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.

In case the Member holding shares in physical mode has not registered his/her e-mail address with the Company/Link Intime India Private Limited/Depositories, he/she may do so by sending a duly signed request letter to Link Intime India Private Limited by providing Folio No. and Name of Shareholder at (Unit: Jaysynth Dyestuff (India) Limited), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel: 022 4918 6270, e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

18. Members who wish to inspect the statutory documents or relevant documents referred to in the notice can send an email to [jsec@jaysynth.com](mailto:jsec@jaysynth.com) upto the date of the 37<sup>th</sup> AGM.

19. Members are requested to note that pursuant to the provision of Section 124 of the Act, the dividend remaining unclaimed/unpaid for a period of 7 (Seven) consecutive years from the date of its transfer to the unclaimed/unpaid dividend account of the Company shall be credited to the Investor Education and Protection Fund (IEPF) Authority set up by the Central Government. Members who have so far not claimed their dividends are requested to make claim with the Company immediately as no claim shall lie against the Company in respect of individual amounts once credited to the said IEPF Authority.

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

The Company has transferred the unclaimed/unpaid dividends and the corresponding shares up to the financial year 2013-2014 to the IEPF Authority set up by the Central Government.

Due dates for transferring the unclaimed and unpaid dividends and the corresponding shares of the Company to the Investor Education and Protection Fund (IEPF) Authority set up by the Central Government are as under:

| Financial Year | Date of Declaration of Dividend  | Due date of Transfer of unclaimed and unpaid dividend to IEPF |
|----------------|----------------------------------|---|
| 2014-15        | 14 <sup>th</sup> September, 2015 | 19 <sup>th</sup> October, 2022                                |
| 2015-16        | 31 <sup>st</sup> August, 2016    | 06 <sup>th</sup> October, 2023                                |
| 2016-17        | 29 <sup>th</sup> August, 2017    | 04 <sup>th</sup> October, 2024                                |
| 2017-18        | 11 <sup>th</sup> September, 2018 | 16 <sup>th</sup> October, 2025                                |
| 2018-19        | 18 <sup>th</sup> September, 2019 | 23 <sup>rd</sup> October, 2026                                |
| 2019-20        | 29 <sup>th</sup> September, 2020 | 03 <sup>rd</sup> November, 2027                               |
| 2020-21        | 17 <sup>th</sup> September, 2021 | 22 <sup>nd</sup> October, 2028                                |

20. Members are requested to send their queries, if any on the Annual Report to the Company Secretary and Compliance Officer by sending an Email at [jsec@jaysynth.com](mailto:jsec@jaysynth.com) or to the Registrar and Transfer Agent by sending an Email at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) not less than 7 (Seven) days before the meeting, so that requisite information/explanation can be provided in time.
21. Members holding shares in dematerialized form may note that the Bank Account Mandate registered against their respective Depository Participants will be used by the Company for payment of Dividend. Members who wish to change their Bank Account Mandate may advise their Depository Participants about such change. The Company or Registrar and Transfer Agent cannot act on any direct request from such Members for change/deletion of such Bank particulars.

Members holding shares in physical form are requested to intimate the Company under the signature of the sole/first joint holder, the following information which will be used by the Company for dividend payments:

- i. Name of Sole / First joint holder and Folio No.
- ii. Particulars of Bank account viz:
  - Name of the Bank
  - Name of the Branch
  - Bank Account number allotted by the Bank
  - Nine Digits MICR code of Bank
  - Account Type, whether Savings Bank (SB) or Current Account (CA)
  - Complete address of the Bank with Pin Code Number
  - Cancelled cheque leaf of the aforesaid Bank Account

## 22. E-VOTING AND JOINING THE AGM:

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 37<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL and the e-voting system on the date of the 37<sup>th</sup> AGM will be provided by Link Intime India Private Limited (RTA).
- ii. The Company has appointed M/s. KDA & Associates (formerly known as M/s. KDT & Associates), Practicing Company Secretaries, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 37<sup>th</sup> AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- iii. The Consolidated Results of remote e-voting and voting at the 37<sup>th</sup> AGM shall be declared within 2 (two) working days of the conclusion of 37<sup>th</sup> AGM of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website at [www.jaysynth.com](http://www.jaysynth.com) and on the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com) and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
- iv. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of 37<sup>th</sup> AGM along with Annual Report as on the cut-off date may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

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

- v. The results shall also be displayed on the Notice Board of 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 Monday, 22<sup>nd</sup> August, 2022 (9.00 a.m. IST) and ends on Thursday, 25<sup>th</sup> August, 2022 (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, 19<sup>th</sup> August, 2022 may cast their vote by remote E-voting. The remote E-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- ii. Members who have cast their vote by remote e-voting may also attend the 37<sup>th</sup> AGM but shall not be entitled to cast their 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 CDSL | <p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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> |



| Type of Members   | Login Method   |
|---|--|
| Individual Members holding securities in demat mode with NSDL                                     | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| Individual Members (holding securities in demat mode) login through their Depository Participants | <p>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.</p>   |

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

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

| Login type  | Helpdesk details  |
|---|---|
| Individual Members holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 2305 8738</b> and <b>22-2305 8542-43</b> . |
| Individual Members holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b> .                |

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

1. The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders/Members.
3. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

- 6 If you are a first time user follow the steps given below:

|   | <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> |

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for Jaysynth Dyestuff (India) 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 changed 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. Note for Non – Individual Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - 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 **jsec@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**

- 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**.
- For Demat Members - Please update your email id & mobile no. with your respective Depository Participant (DP).
- 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 **022- 2305 8738** and **022-2305 8542/43**.

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 on **022-2305 8542/43**.

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

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

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

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

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

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

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

1. Members who would like to express their views/ask questions during the meeting must register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, PAN, email id, mobile number at **jsec@jaysynth.com** by Monday, 22<sup>nd</sup> August, 2022 (5.00 p.m. IST).
2. Members will get confirmation on first cum first basis depending upon the provision made by the client.
3. Members will receive “speaking serial number” once they mark attendance for the meeting.
4. Other Members may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

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

**Note:**

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

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

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

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

In case the Members have any queries or issues regarding login/e-voting, you can write an email to **instameet@linkintime.co.in** or Call us: - Tel : **(022-4918 6175)**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 5**

The Board of Directors of the Company ("the Board"), at its meeting held on 30<sup>th</sup> May, 2022 has, subject to approval of Members, re-appointed Parag Sharadchandra Kothari (DIN: 00184852) as Managing Director of the Company, for a period of 3 (Three) years with effect from 01<sup>st</sup> June, 2022, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and subject to approval of the members.

While re-appointing Parag Sharadchandra Kothari as Managing Director of the Company, the Board considered his contribution to the overall progress of the Company. His knowledge, expertise and wide experience in dyestuff, pigment industry and digital inks have helped the Company immensely. He has been a pioneer and a driving force behind growth of the Company.

The Board is of the opinion that his services should continue to be available to the Company to achieve more greater heights, by re-appointing him as Managing Director of the Company.

Taking into consideration the duties and responsibilities of the Chairman and Managing Director, it is proposed to seek Members' approval for the re-appointment of and remuneration payable to Parag Sharadchandra Kothari, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Broad particulars of the terms of re-appointment and remuneration payable to Parag Sharadchandra Kothari are as under:

- 1) **Basic Salary:** ₹2,00,000/- 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.
- 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 as per the rules of the Company but subject to maximum 50% of the Basic Salary

**Gas, Electricity, Water and Furniture:**

The expenses on Gas, Electricity, Water and Furnishing shall be reimbursed subject to maximum 10% of Basic Salary.

**Medical Reimbursement:**

Expenses incurred shall be reimbursed for self and family subject to ceiling of one month's salary in a year or three month's salary over a period of three years.

**Leave Travel Concession:**

For self and family once in a year incurred in accordance with any rules specified by the Company.

**Club Fees:**

Fees/Expenses of club 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 and Superannuation Fund:**

Contribution to Provident Fund, Superannuation fund or annuity fund shall be as per the rules of the Company.

**Gratuity:**

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

**Leave Encashment:**

Leave encashment 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 car 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.

**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, pigments and digital inks.  |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| 2.                                  | Date or expected date of commencement of commercial production  | Commercial operations commenced in the year 1985.   |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| 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 2021-22</th><th>FY 2020-21</th></tr><tr><td>Share Capital</td><td>86.90</td><td>86.90</td></tr><tr><td>Reserves and Surplus</td><td>8,580.71</td><td>7,843.55</td></tr><tr><td>Total Revenue from Operations</td><td>16,257.74</td><td>12,436.85</td></tr><tr><td>Total Expenses</td><td>15,335.54</td><td>11,939.31</td></tr><tr><td>Profit before Tax</td><td>1,025.00</td><td>533.81</td></tr><tr><td>Profit after Tax</td><td>722.43</td><td>375.91</td></tr></table> |  | Particulars | FY 2021-22 | FY 2020-21 | Share Capital | 86.90 | 86.90 | Reserves and Surplus | 8,580.71 | 7,843.55 | Total Revenue from Operations | 16,257.74 | 12,436.85 | Total Expenses | 15,335.54 | 11,939.31 | Profit before Tax | 1,025.00 | 533.81 | Profit after Tax | 722.43 | 375.91 |
| Particulars                         | FY 2021-22  | FY 2020-21  |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| Share Capital                       | 86.90   | 86.90   |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| Reserves and Surplus                | 8,580.71  | 7,843.55  |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| Total Revenue from Operations       | 16,257.74   | 12,436.85   |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| Total Expenses                      | 15,335.54   | 11,939.31   |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| Profit before Tax                   | 1,025.00  | 533.81  |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| Profit after Tax                    | 722.43  | 375.91  |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| 5.                                  | Foreign investments or collaborators, if any  | The Company has made 100% investment in foreign Company which has become its Wholly Owned Subsidiary named Jaysynth (Europe) Limited. Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company on account of past issuance/secondary market purchase.   |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| II. INFORMATION ABOUT THE APPOINTEE |   |   |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |
| 1.                                  | Background details  | Parag Sharadchandra Kothari, aged 55 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   | Parag Sharadchandra Kothari was paid ₹ 54.74 Lakhs as remuneration for the financial year ended 31 <sup>st</sup> March, 2022. Detailed break-up of Remuneration is provided in Corporate Governance Report.   |  |             |            |            |               |       |       |                      |          |          |                               |           |           |                |           |           |                   |          |        |                  |        |        |

|    |   |   |
|----|---|---|
| 4. | Job profile and his suitability   | <p>Parag Sharadchandra Kothari devotes his full 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>Parag Sharadchandra Kothari has invaluable 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 Corporate Social Responsibility 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 Parag Sharadchandra Kothari, Managing Director 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 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, Parag Sharadchandra Kothari also holds 32,56,915 Equity Shares in the Company. Nikhil Sharadchandra Kothari being relative may be deemed to be interested in the resolution relating to the remuneration of Parag Sharadchandra Kothari.   |

### III. OTHER INFORMATION

|    |  |   |
|----|--|---|
| 1. | Reasons of loss or inadequate profits                          | <p>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.</p> <p>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.</p> |
| 2. | Steps taken or proposed to be taken for improvement            | <p>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.</p> <p>Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.</p>                |
| 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 information as required, is provided under Corporate Governance Report ( <b>ANNEXURE-V</b> ) of the Annual Report. |
|----|--|

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

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 re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

A copy of the Agreement entered into between the Company and 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 upto and including the date of the 37<sup>th</sup> AGM.

Parag Sharadchandra Kothari and his relative Nikhil Sharadchandra Kothari are interested in the Resolution set out at Item No. 5 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. 5 of the Notice before the Members for their approval by way of Ordinary Resolution.

**Item No. 6**

As per Regulation 17(1A) of the SEBI Listing Regulations, with effect from 01<sup>st</sup> April, 2019, 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.

The Members of the Company, at their 34<sup>th</sup> Annual General Meeting held on 18<sup>th</sup> September, 2019, had granted approval for appointment of Prakash Mahadeo Kale (DIN: 00151379) as a Non-Executive Independent Director of the Company for a second term of 5 (five) years, w.e.f. 19<sup>th</sup> September, 2019 up to 18<sup>th</sup> September, 2024, not liable to retire by rotation.

Prakash Mahadeo Kale 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 SEBI Listing Regulations, Company is seeking approval of the Members through Special Resolution.

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

Prakash Mahadeo Kale is B. Tech (Chemical Engineer) from UDCT Madras. 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.

Considering the vast experience, expertise and valuable contribution of Prakash Mahadeo Kale, the Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on 30<sup>th</sup> May, 2022 have recommended the continuation of directorship of Prakash Mahadeo Kale as a Non-Executive Independent Director of the Company.

Prakash Mahadeo Kale fulfils all conditions specified under the applicable laws for the position of Non-Executive Independent Director of the Company. The Company has also received necessary declarations from him that he meets the criteria of independence as prescribed under the applicable laws including but not limited to SEBI Listing Regulations. He is not disqualified to act as Director in terms of Section 164 of the Act. He is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

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

Prakash Mahadeo Kale is interested in resolution set out of Item No. 6 of the Notice with regard to his appointment. The relatives of Prakash Mahadeo Kale may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Prakash Mahadeo Kale is not related to any Director of the Company.

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 resolution.

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

**By Order of the Board  
For Jaysynth Dyestuff (India) Limited**

**Riddhi Manoj Patel  
Company Secretary and Compliance Officer  
ACS-50707**

**Place: Mumbai  
Date: 30<sup>th</sup> May, 2022**

**Registered Office:  
301, Sumer Kendra,  
P.B. Marg, Worli,  
Mumbai – 400 018  
CIN: L24114MH1985PLC035564  
Website: [www.jaysynth.com](http://www.jaysynth.com)  
E-mail: [jsec@jaysynth.com](mailto:jsec@jaysynth.com)  
Tel No. : 022-4938 4200/4300  
Fax No.: 022-3042 3434**



**ANNEXURE TO THE NOTICE**

Particulars of the Director seeking appointment or re-appointment:

| Name of the Director  | Nikhil Sharadchandra Kothari  | Parag Sharadchandra Kothari  |
|---|---|--|
| Directors Identification Number (DIN)   | 00184152  | 00184852   |
| Date of Birth   | 15 <sup>th</sup> July, 1970   | 31 <sup>st</sup> January, 1967   |
| Age   | 51 Years  | 55 Years   |
| Qualifications  | B.E in Electronics  | Bachelor in Electrical Engineering from Moore School and Bachelor in Economics from Wharton School, University of Pennsylvania, USA. |
| Expertise in specific functional areas  | Expertise in business and administration related matters                                      | Wide and rich experience in Textile dyes and Digital inks Business.  |
| Terms and conditions of re-appointment along with details of remuneration sought to be paid | Not applicable  | As detailed in the Explanatory Statement of Item No. 5   |
| Remuneration last drawn   | ₹ 0.78 Lakhs towards Sitting Fees for the Financial Year ended 31 <sup>st</sup> March, 2022.  | ₹ 54.74 Lakhs  |
| Date of Appointment on the Board  | 26 <sup>th</sup> April, 2006  | 26 <sup>th</sup> April, 2006   |
| Shareholding in the Company as on 31 <sup>st</sup> March, 2022                              | 23,97,582 Equity Shares   | 32,56,915 Equity Shares  |
| Relationship with other Directors/ Key Managerial Personnel                                 | Brother of Parag Sharadchandra Kothari, who is Chairman and Managing Director of the Company. | Brother of Nikhil Sharadchandra Kothari, who is Non-Executive Director of the Company.   |
| Number of meetings of the Board attended during the financial year 2021-22                  | 4   | 4  |
| Directorship in other Companies as on 31 <sup>st</sup> March, 2022*                         | <b>Listed Company</b><br>JD Orgochem Limited  | <b>Listed Company</b><br>JD Orgochem Limited   |
| Name of the Listed Entities from which he has resigned in the past three years              | Nil   | Nil  |
| Membership/Chairmanship of Committees of other Boards as on 31 <sup>st</sup> March, 2022**  | <b>Stakeholder's Relationship Committee</b><br>JD Orgochem Limited- Member                    | <b>Stakeholder's Relationship Committee</b><br>JD Orgochem Limited- Member   |

\*Excludes directorship in Private Companies.

\*\*Excludes Membership/Chairmanship of Committees in Private Companies.

| Name of the Director  | Prakash Mahadeo Kale   |
|---|--|
| Directors Identification Number (DIN)   | 00151379   |
| Date of Birth   | 08 <sup>th</sup> December, 1948  |
| Age   | 74 Years   |
| Qualifications  | B.Tech (Chemical Engineer)   |
| Expertise in specific functional areas  | He has a wide and varied experience in the field of Corporate Finance and Management. He is a Business Consultant and Advisor. |
| Terms and conditions of re-appointment along with details of remuneration sought to be paid | Not applicable   |
| Remuneration last drawn   | ₹1.56 Lakhs towards Sitting Fees for the Financial Year ended 31 <sup>st</sup> March, 2022.                                    |
| Date of Appointment on the Board  | 28 <sup>th</sup> January, 2006   |
| Shareholding in the Company as on 31 <sup>st</sup> March, 2022                              | Nil  |

|  |      |
|--|------|
| <b>Relationship with other Directors/ Key Managerial Personnel</b>                               | None |
| <b>Number of meetings of the Board attended during the financial year 2021-22</b>                | 4    |
| <b>Directorship in other Companies as on 31<sup>st</sup> March, 2022*</b>                        | None |
| <b>Name of the Listed Entities from which he has resigned in the past three years</b>            | Nil  |
| <b>Membership/Chairmanship of Committees of other Boards as on 31<sup>st</sup> March, 2022**</b> | None |

\*Excludes directorship in Private Companies.

\*\*Excludes Membership/Chairmanship of Committees in Private Companies.

**By Order of the Board**  
**For Jaysynth Dyestuff (India) Limited**

**Riddhi Manoj Patel**  
**Company Secretary and Compliance Officer**  
**ACS-50707**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2022**

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