



JD ORGOCHEM LTD.

(Formerly : Jaysynth Dyechem Ltd.)

CIN No. L24100MH1973PLC016908 ● PAN No. AAACJ0902B

Regd. Office : 301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai - 400 018. INDIA.

Tel. : 91-22-4938 4200/4300, Fax : 91-22-3042 3434. email : investor.relations@jdorgochem.com website : www.jdorgochem.com

Date: 21st December, 2023

To
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Scrip Code – **524592**

Subject: Summary of Proceedings of the meeting of the Equity Shareholders of JD Orgochem Limited ('the Company') convened on Thursday, 21st December, 2023 pursuant to the directions of Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT')

Dear Sir/Madam,

In compliance with Regulation 30 of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of the NCLT Convened Meeting of Equity Shareholders of the Company held on Thursday, 21st December, 2023 at 2.00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

We request you to take the above on record.

Thanking you,

Yours faithfully,
For: **JD Orgochem Limited**

Maitri Bhayani
Company Secretary and Compliance Officer
Membership No. A68431

Enclosed as above



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SUMMARY OF PROCEEDINGS OF THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY

Mr. Ujjwal Uke, appointed as Chairperson of the Meeting by the Hon'ble NCLT pursuant to its Order dated 09th November, 2023 to conduct the proceedings of the Meeting, chaired the Meeting. He welcomed the equity shareholders and informed them that the meeting was being held through video conferencing pursuant to the order passed by Hon'ble NCLT and in accordance with the circulars and guidelines issued by MCA and SEBI. He introduced the members of the Board and other officials present at the meeting.

After ascertaining that the requisite quorum was present through VC/OAVM the Chairman called the meeting in order. The meeting was attended by all the Directors of the Company. The Chief Financial Officer and Company Secretary and Compliance Officer were also present at the meeting.

Further, Chairman informed that the Representatives of Statutory Auditor, Secretarial Auditor and Internal Auditor of the Company were also present at the meeting.

The Chairman thereafter requested the Company Secretary to brief the Members regarding the arrangements made for the meeting. The Company Secretary informed that the Company had enabled the Members to participate at the meeting through the video conferencing facility provided by Link Intime India Private Limited, Registrar and Transfer Agent of the Company. It was further informed that the Members had been provided with the facility to exercise their right to vote by electronic means, both through remote e-voting and e-voting at the meeting. Mr. Kaushal Dalal, Partner of M/s KDA & Associates, Practicing Company Secretaries had been appointed as the Scrutinizer to report on the combined voting results of remote e-voting and e-voting during the Meeting.

The Chairman briefed about the proposed Composite Scheme of Arrangement between Jaysynth Dyestuff (India) Limited and Jaysynth Impex Private Limited (Transferor Companies) with and into JD Orgochem Limited and their respective shareholders and creditors under sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013.

Thereafter, the Chairman declared that the notice, statement under Section 102 read with Section 230 to 232 of the Companies Act, 2013, the rules framed thereunder, SEBI Listing Regulations, Secretarial Standards and other applicable SEBI Circulars, the Composite Scheme of Arrangement and other relevant documents in connection with the said Scheme had been sent through electronic mode to those equity shareholders whose email addresses were registered with the Company/Depositories and by registered post or speed post to those equity shareholders of the Company whose email addresses were not registered. It was also informed that the documents referred to in the Notice were available for inspection to the Members. Members seeking to inspect such documents can send an email on the Company's email id i.e. **investors.relations@jdorgochem.com**



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The following item of business, as per the Notice of the meeting, was transacted:

Special Business:

Approval for the Composite Scheme of Arrangement for:

1. Reduction of Capital and Re-organisation of reserves of JD Orgochem Limited ("JDOL" or "Transferee Company" for Part C of the Scheme); and
2. Amalgamation of Jaysynth Dyestuff (India) Limited ("JDIL" or "Transferor Company 1" for Part D of the Scheme), 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.

Then, the Chairman invited the members to ask questions/ queries or clarifications, share their comments and also offer suggestions. Mr. Parag Sharadchandra Kothari, Chairman and Director of the Company responded to the queries raised by the respective shareholders.

The Chairperson thanked the Equity Shareholders for joining the meeting.

The said meeting concluded at 2.33 p.m. The e-voting facility at the Meeting remained open for 15 minutes thereafter.

Thanking you,

Yours faithfully,

For **JD Orgochem Limited**

Maitri Bhayani

Company Secretary and Compliance Officer

Membership No. A68431