



# **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

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**Date: 20<sup>th</sup> November, 2023**

To,  
**CORPORATE RELATIONSHIP DEPARTMENT**  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Scrip Code: **524592**

Subject: **Publication of Notice**

Dear Sir/Madam,

Pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have published newspaper advertisement regarding Notice of Equity Shareholders Meeting to be held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) as per the directions of Hon'ble National Company Law Tribunal, Mumbai Bench in "Business Standard" (English) Mumbai edition and "Navshakti" (Marathi) Mumbai edition on Monday, 20<sup>th</sup> November, 2023. The copies of Newspaper Advertisement are enclosed herewith for your reference and records.

Thanking you,  
For **JD ORGOCHEM LIMITED**

**Parag Sharadchandra Kothari**  
**Chairman and Managing Director**  
**DIN: 00184852**

**Encl: As above**



## JD ORGOCHEM LIMITED

CIN: L24100MH1973PLC016608  
 Registered Office: 301, Sumar Kendra, P. B. Marg, Worli, Mumbai - 400 018  
 Tel No.: 022-4938 4200/4300 • Fax No.: 022-3042 3434  
 Website: www.jdorgochem.com • E-mail id: investor.relations@jdorgochem.com

Form No. CAA-2  
 (Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016)

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH  
 COMPANY SCHEME APPLICATION No. CA(CAA)/247/MB/2023

In the matter of the Companies Act, 2013  
 AND

In the matter of Section 230 to Section 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016,  
 AND

In the matter 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 of (by way of merger) 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 ("the Scheme" or "this Scheme")

### DETAILS OF THE APPLICANT COMPANIES:

JAYSYNTH DYESTUFF (INDIA) LIMITED .....the First Applicant Company  
 JAYSYNTH IMPEX PRIVATE LIMITED .....the Second Applicant Company  
 JD ORGOCHEM LIMITED .....the Third Applicant Company

### NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF JD ORGOCHEM LIMITED

NOTICE is hereby given that by an Order dated on 08<sup>th</sup> November, 2023 in the Company Scheme Application No. CA(CAA)/247/MB/2023 ("Order"), the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") has directed inter alia that a meeting be convened and held of the Equity Shareholders of the Third Applicant Company for the purpose of considering, and if thought fit, approve the proposed Composite Scheme of Arrangement for merger of Jaysynth Dyestuff (India) Limited, Jaysynth Impex Private Limited (Formerly Known as Jaysynth Impex Limited) with and into JD Orgochem Limited and their respective Shareholders and Creditors ("the Scheme" or "this Scheme") under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act").

In pursuance of the said Order and in compliance with the applicable provisions of the Act and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and by following the operating procedures (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 38/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 08<sup>th</sup> December, 2021 and General Circular No. 03/2022 dated 05<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars"), read with Circular No. SEBI/HO/CFD/CMD/1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and Circular No. SEBI/HO/CFD/CMD/2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India ("SEBI") (referred as "SEBI Circulars"), further notice is hereby given that the Meetings of Equity Shareholders of the Third Applicant Company will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and without requiring physical presence of equity shareholders, as applicable at common venue, as under:

Sr. No.	Class of Meetings	Date of Meeting	Time (IST)
1.	Equity Shareholders	Thursday, 21 <sup>st</sup> December, 2023	2.00 p.m.

The Notice along with explanatory statement under Sections 230, 232 and 102 of the Act ("Explanatory Statement") of the aforesaid meeting have been sent by the Company to equity shareholders, who are entitled to attend and vote at the Meeting, by e-mail in case of Equity Shareholders at the e-mail IDs that are registered with the Third Applicant Company/Registrar and Share Transfer Agent (RTA)/Depository Participants and by speed post or registered post whose e-mail ids are not registered with the Third Applicant Company. In case e-mail IDs of Equity Shareholders are not registered with the Third Applicant Company/RTA/Depository Participants, the Equity Shareholders are requested to follow the instructions provided in this Notice below. Copy of the Scheme, the Notice and the documents accompanying the Notice including the Explanatory Statement as per Sections 230, 232 and 102 of the Act read with Rule 6 of the Rules alongwith the enclosures as indicated in the Index is available on the website of the Third Applicant Company at [www.jdorgochem.com](http://www.jdorgochem.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of Central Depository Services (India) Limited ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com) from where they can be downloaded.

For any queries with respect to the above Meeting, please contact at [investor.relations@jdorgochem.com](mailto:investor.relations@jdorgochem.com) or at registered office of the Third Applicant Company.

Voting at the aforementioned Meeting shall take place through remote e-voting / e-voting facility made available during the Meeting (held through VC/OAVM).

FURTHER NOTICE is hereby given that:

1. Voting period for the remote e-voting made available prior to the aforementioned meetings commences on **Monday, 18<sup>th</sup> December, 2023**, at 9:00 a.m. IST and ends on **Wednesday, 20<sup>th</sup> December, 2023** at 5:00 p.m. IST. Member can opt for only one mode of e-voting i.e., either at the VC/OAVM meeting or by remote e-voting. If you opt for remote e-voting, then you may attend the VC/OAVM meeting but cannot vote at VC/OAVM meeting. In case the member exercises their right to vote via both modes, i.e. at the VC/OAVM meeting as well as remote e-voting, then remote e-voting shall prevail over voting by the said member at the time of the meeting and votes cast at the VC/OAVM meeting by that member shall be treated as invalid.
2. Members holding shares in physical mode and whose email IDs are not registered, are requested to register their email ID with Link Intime India Private Limited, Registrar and Transfer Agent of the Third Applicant Company (RTA) at [rt.helpdesk@linkintime.co.in](mailto:rt.helpdesk@linkintime.co.in) by sending a duly signed Form ISR-1 mentioning their Name as registered with the RTA, Address, email ID, Mobile Number, self-attested copy of PAN, DPID/Client ID or Folio Number and number of shares held. Members holding shares in dematerialized mode are requested to register/ update their email address with the relevant Depository Participants.
3. The voting rights of the equity shareholders shall be in proportion to their shareholding in the Third Applicant Company as on **Friday, 16<sup>th</sup> December, 2023 ("Cut-off date")**. A Member/ entity who is not a shareholder on the Cut-off date will not be entitled to vote at the meeting and should treat this Notice for information purpose only.
4. Since the meeting is being held through VC/OAVM, in line with the said MCA Circulars and SEBI Circulars, the facility to appoint a proxy to attend and cast vote for the shareholder will not be available for the said meeting. However, in terms of the provisions of Sections 112 and 113 of the Act read with the said MCA Circulars, Corporate Shareholders are entitled to appoint their authorized representatives to attend the Meeting through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means. For details, corporate shareholders are requested to refer "General Guidelines for Equity Shareholders" provided in the Notice.
5. The notice along with all the annexures are being sent to all the equity shareholders whose names appear in the register of members/list of beneficial owners on **Friday, 10<sup>th</sup> November, 2023**.
6. In case any Equity Shareholder is interested in receiving a copy of the Scheme along with the notice & explanatory statement, a requisition in that regard may be sent to the Third Applicant Company by writing an email at [investor.relations@jdorgochem.com](mailto:investor.relations@jdorgochem.com). The Scheme along with the notice & explanatory statement can also be obtained free of charge, on any day (except Saturday, Sunday and public holidays) from the Registered Office of the Third Applicant Company at 301, Sumar Kendra, P. B. Marg, Worli, Mumbai - 400 018 between 10.00 a.m. to 4.00 p.m.

The NCLT has appointed Mr. Ujjwal Uke IAS(R), to be the Chairperson/Chairman of the Meeting. The NCLT has appointed Mr. Kaushal Dalal, Partner of M/s. KDA & Associates, Practicing Company Secretaries (Membership No. FCS 7141, COP no. 7512) as the Scrutinizer for the Meeting. Results of the votes cast with respect to aforesaid Meetings, along with the Scrutinizer's Report, shall be placed on the Third Applicant Company's website viz. [www.jdorgochem.com](http://www.jdorgochem.com) on CDSL website viz. [www.evotingindia.com](http://www.evotingindia.com) and BSE Limited website viz. [www.bseindia.com](http://www.bseindia.com) immediately after the results is declared.

In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdsindia.com](mailto:helpdesk.evoting@cdsindia.com) or contact at toll free no. 1800 22 55 33.

In case the Members have any queries or issues regarding login/e-voting during the meeting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call 022-4918 6175.

The Scheme, if approved in the aforesaid Meeting, will be subject to the subsequent approval of the NCLT and such other approvals, permissions, and sanctions of regulatory authorities, as may be necessary.

Place: Mumbai  
 Date: 20<sup>th</sup> November, 2023

Sd/-  
 Mr. Ujjwal Uke IAS (R)  
 Chairperson appointed for the meeting

