

JAYANT AGRO-ORGANICS LIMITED

MANUFACTURERS & EXPORTERS OF CASTOR OIL & ITS PRODUCTS

CIN. L24100MH1992PLC066691



REGD. OFFICE : 701, TOWER 'A' PENINSULA BUSINESS PARK, SENAPATI BAPAT MARG, LOWER PAREL(W) MUMBAI 400 013 INDIA
TEL.: +91 22 4027 1300 FAX: +91 22 4027 1399 EMAIL: info@jayantagro.com Website: www.jayantagro.com

August 02, 2024

Corporate Relations Department
BSE Limited
1st Floor, New Trading Wing
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai 400 001
Fax Nos : 22723121 / 22722041
Code No. 524330

The Market Operations Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No C/1,
G Block, Bandra-Kurla Complex
Bandra (E), Mumbai 400 051
Fax Nos : 26598237 / 38
Code :- JAYAGROGN

Dear Sir / Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

In continuation to the disclosure made by the Company on July 24, 2024, please find enclosed herewith copy of the postal ballot seeking approval of the shareholders on the following Special Resolution:

Item No.	Description of Ordinary Resolution
1.	Change in designation of Dr. Subhash V. Udeshi (DIN: 00355658) from Whole-Time Director to Joint Managing Director

In accordance with the relevant circulars issued by Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to all the members of the Company who have registered their email addresses with the Company/ Depositories and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on as on the Cut-off date i.e. Friday, July 26, 2024.

The Company has engaged the services of Link Intime India Private Limited, its Registrar and Share Transfer Agent ('Link Intime'), for the purpose of providing e-voting facility to the members. The remote e-voting shall commence from 9:00 a.m. (IST) on Monday, August 5, 2024 and ends at 5:00 p.m. (IST) on Tuesday, September 3, 2024. The remote e-voting module shall be disabled by Link Intime thereafter.

In accordance with the applicable laws, the results of the Postal Ballot along with the scrutinizers report will be announced within 2 ('two') working days from conclusion of the e-voting period.

Notice will also be available on the website of the Company at www.jayantagro.com and on the website of Link Intime i.e. <https://instavote.linkintime.co.in>.

We request you to kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For Jayant Agro-Organics Limited

Dinesh M. Kapadia
Company Secretary & Compliance Officer

Encl.: As above



JAYANT AGRO-ORGANICS LTD.

Leadership through Innovation

Registered. Office: 701, Tower 'A', Peninsula Business Park, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.

Website: - www.jayantagro.com **Tel:-** +91-22-40271300 **Email:** investors@jayantagro.com

CIN: L24100MH1992PLC066691

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars') and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), as amended from time to time, a Special Resolution as set out hereunder for change in designation of Dr. Subhash V. Udeshi (DIN: 00355658) from Whole-Time Director to Joint Managing Director is proposed to be passed through Postal Ballot by voting through electronic means ('remote e-voting/e-voting').

The Explanatory Statement pursuant to Section 102, Section 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also annexed hereto for your consideration. The said notice is placed on the website of the Company at www.jayantagro.com.

In compliance with the Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with Rules framed thereunder and MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Board of Directors vide resolution dated July 24, 2024, has appointed Mr. Dhruvil M. Shah of M/s Dhruvil M. Shah & Co., LLP, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head '**Information and Instructions for e-voting**' in this Notice and record their assent ('FOR') or dissent ('AGAINST') on the proposed resolutions through the remote e-voting process not later than 5:00 p.m. (IST) on Tuesday, September 3, 2024, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Link Intime India Private Limited ('Link Intime') for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with Link Intime India Private Limited, Registrar and Share Transfer Agent ('RTA') to enable the Member to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notice. The postal ballot/e-voting results will be submitted within 2 ('two') working days from conclusion of the e-voting period to the stock exchanges in accordance with the provisions of the Act and Listing Regulations.

The Scrutinizer will submit his report to the Chairman or in his absence to the Managing Director or to the Whole-time Directors or to the Company Secretary of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.jayantagro.com, on the website of RTA at <https://instavote.linkintime.co.in> and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Tuesday, September 3, 2024.

ITEM No. 1

To consider and, if thought fit, to approve the change in designation of Dr. Subhash V. Udeshi, DIN: 00355658 from Whole-Time Director to Joint Managing Director and to pass, the following resolution, as a Special Resolution:

"RESOLVED THAT in partial modification to the earlier resolution passed by the members at their 29th Annual General Meeting held on September 13, 2021 and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, approval of the members of the Company be and is hereby accorded for the change in designation of Dr. Subhash V. Udeshi (00355658) from Whole-Time Director to Joint Managing Director of the Company with effect from July 24, 2024 for the remaining tenure of his appointment i.e. till March 31, 2027."

"RESOLVED FURTHER THAT except for the change in designation as mentioned above, all other terms and conditions of his appointment as approved by the members shall remain unchanged."

"RESOLVED FURTHER THAT any one of the Executive Directors, Chief Financial Officer, Company Secretary of the Company be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient or incidental for giving effect to the said resolution."

Place: Mumbai
Date: July 24, 2024

Registered Office:
701, Tower A,
Peninsula Business Park
Senapati Bapat Marg,
Lower Parel (W),
Mumbai :- 400013
CIN: L24100MH1992PLC066691
Email: investors@jayantagro.com
Tel: +91-22-40271300

By Order of the Board of Directors
For Jayant Agro-Organics Limited

Dinesh M. Kapadia
**Company Secretary &
Compliance Officer**

Notes:

- The relevant Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 and other applicable provisions of the Companies Act, 2013 (including SS-2) read with the rules framed thereunder and additional information as required under the Listing Regulations concerning Special Resolution as set out above is annexed hereto and forms part of this Notice.
- In accordance with the MCA Circulars and the Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the 'NSDL') and Central Depository Services (India) Limited (the 'CDSL') as on July 26, 2024 (the 'Cut-Off Date') and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Private Limited (the 'RTA'), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.
- In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
- In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India on General Meeting, the Company providing the e-voting facility to enable the Members to cast their votes electronically and have engaged the services of Link Intime India Private Limited ('Link Intime') for e-voting facility. The instructions for e-voting are provided as part of this Notice.
- Members who have not registered/updated their email addresses are requested to do so. Additionally, members who have not updated their e-mail address, PAN, contact details, bank account details, and specimen signature are requested to update the same: (i) In case of shares held in dematerialized mode, as per the process advised by the concerned Depository Participant; and (ii) In case of shares held in physical mode, by submitting a duly filled and signed Form ISR-1, ISR-2, ISR-3, or SH-13, as applicable, along with the requisite documents to Link Intime India Pvt. Ltd., C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, or by emailing it to rt.helpdesk@linkintime.co.in.
- The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
- A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email at dhrumil@dmsah.in.

- Once the vote is cast, the member shall not be allowed to change it subsequently or cast the vote again.
- Postal Ballot/remote e-voting commences from 9:00 a.m. (IST) on Monday, August 05, 2024 and ends at 5:00 p.m. (IST) on Tuesday, September 03, 2024. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
- The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Tuesday, September 3, 2024. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
- This Notice shall also be available on the website of the Company at www.jayantagro.com, websites of the stock exchanges where the equity share of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of Link Intime at <https://instavote.linkintime.co.in>.
- All the documents referred to in the Notice & Explanatory Statement will be available for inspection in electronic mode. Members can inspect the same by sending an email to investors@jayantagro.com.

Place: Mumbai
Date: July 24, 2024

Registered Office:
701, Tower A,
Peninsula Business Park
Senapati Bapat Marg,
Lower Parel (W),
Mumbai :- 400013
CIN: L24100MH1992PLC066691
Email: investors@jayantagro.com
Tel: +91-22-40271300

By Order of the Board of Directors
For Jayant Agro-Organics Limited

Dinesh M. Kapadia
**Company Secretary &
Compliance Officer**

Information and Instructions for e-voting

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various E-voting Service Providers (ESP) portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholder	Login Method
Individual Shareholders holding securities in demat mode with NSDL:	<p>METHOD 1 : If registered with NSDL IDeAS facility</p> <p>Users who have registered for NSDL IDeAS facility:</p> <p>a) Visit URL: https://eservices.nsd.com and click on "Beneficial Owner" icon under "Login".</p> <p>b) Enter user id and password. Post successful authentication, click on "Access to e-voting".</p> <p>c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;">or</p> <p>User who have not registered for NSDL IDeAS facility:</p> <p>a) To register, visit URL: https://eservices.nsd.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp "</p>

Type of Shareholder	Login Method
	<p>b) Proceed with updating the required fields.</p> <p>c) Post registration, user will be provided with Login ID and password.</p> <p>d) After successful login, click on “Access to e-voting”.</p> <p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p>METHOD 2 - By directly visiting the e-voting website of NSDL:</p> <p>a) Visit URL: https://www.evoting.nsdl.com/</p> <p>b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</p> <p>c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>d) Post successful authentication, you will be redirected to NSDL depository website wherein you can see “Access to e-voting”.</p> <p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
Individual Shareholder holding securities in demat mode with CDSL	<p>METHOD 1 – From Easi/Easiest</p> <p>Users who have registered for CDSL Easi/Easiest facility.</p> <p>a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com.</p> <p>b) Click on New System Myeasi</p> <p>c) Login with user id and password</p> <p>d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.</p> <p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;">OR</p> <p>Users not registered for Easi/Easiest</p> <p>a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>b) Proceed with updating the required fields.</p> <p>c) Post registration, user will be provided Login ID and password.</p> <p>d) After successful login, user able to see e-voting menu.</p> <p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <p>a) Visit URL: https://www.cdslindia.com/</p> <p>b) Go to e-voting tab.</p> <p>c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p>

Type of Shareholder	Login Method
	<p>e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
Individual Shareholder (holding securities in demat mode) login through their depository participants	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <p>a) Login to DP website</p> <p>b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.</p> <p>c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.</p> <p>d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Type of Shareholder	Login Method
Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime:	<p>1. Visit URL: https://instavote.linkintime.co.in</p> <p>2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <p><i>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</i></p> <p>► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>► Click “confirm” (Your password is now generated).</p> <p>3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p>

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholder (“Corporate Body/ Custodian/Mutual Fund”):

Type of Shareholder	Login Method
Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):	<p>STEP 1 – Registration</p> <ol style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund” c) Fill up your entity details and submit the form. d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID. f) While first login, entity will be directed to change the password and login process is completed <p>STEP 2 –Investor Mapping</p> <ol style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. b) Click on “Investor Mapping” tab under the Menu Section c) Map the Investor with the following details: <ol style="list-style-type: none"> a. ‘Investor ID’ - <ol style="list-style-type: none"> i. <i>Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678</i> ii. <i>Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</i> b. Investor’s Name - Enter full name of the entity. c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department. d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

<p>Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):</p>	<p>STEP 3 – Voting through remote e-voting. The corporate shareholder can vote by two methods, once remote e-voting is activated:</p> <p>METHOD 1 - VOTES ENTRY</p> <ol style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. b) Click on ‘Votes Entry’ tab under the Menu section. c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting. d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote. e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). f) After selecting the desired option i.e., Favour / Against, click on 'Submit'. g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently). <p style="text-align: center;">OR</p> <p>VOTES UPLOAD:</p> <ol style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. b) You will be able to see the notification for e-voting in inbox. c) Select 'View' icon for 'Company’s Name / Event number '. E-voting page will appear. d) Download sample vote file from ‘Download Sample Vote File’ option. e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under ‘Upload Vote File’ option. f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).
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Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Login type	Forgot Password
Individual shareholders holding securities in physical form has forgotten the password:	<p>If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <p>o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'</p> <p>o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".</p> <p><i>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.</i></p> <p>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company</p> <p>User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID</p> <p>User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.</p>

Login type	Forgot Password
Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:	<p>If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <p>o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'</p> <p>o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".</p> <p><i>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.</i></p>
Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:	<p>Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.</p> <ul style="list-style-type: none"> It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Link Intime (Instavote) Helpdesk:

Login type	Helpdesk details
In case of any queries or issues or grievance regarding remote e-voting facility	<p>In case of any queries or issues regarding remote e-voting facility, members may refer the</p> <p>a) Instavote e-voting manual, available under help section at https://instavote.linkintime.co.in, or</p> <p>b) Contact Mr. Rajiv Ranjan, AVP, e-voting, Link Intime, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India or</p> <p>c) Call at :- Tel : 022 - 49186000 ; or</p> <p>d) Write an email to enotices@linkintime.co.in.</p>

EXPLANATORY STATEMENT

{Pursuant to Section 102 of Companies Act, 2013
and Section 110 of the Companies Act, 2013}

The Members of the Company are requested to note that, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the members at their 29th Annual General Meeting held on September 13, 2021 vide special resolution appointed Dr. Subhash V. Udeshi as Whole-time Director of the Company for a period of five years, commencing from April 1, 2022, to March 31, 2027.

Considering Dr. Subhash V. Udeshi's rich experience and contributions to the growth of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved the change in designation of Dr. Subhash V. Udeshi from Whole-time Director to Joint Managing Director, effective from July 24, 2024, until the end of his current tenure upto March 31, 2027.

Except for the change in designation as mentioned above, all other terms and conditions of his appointment, as approved by the members at their 29th Annual General Meeting held on September 13, 2021, shall remain unchanged. For the records of the members the detailed terms and conditions including the remuneration of Dr. Subhash V. Udeshi is reiterated as follows:

PART A

a) Salary :

Name	Period	Salary
Dr. Subhash V. Udeshi Joint Managing Director	From July 24, 2024, until the end of his current tenure on March 31, 2027 (Original tenure is 5 Years from 1 st April, 2022 to 31 st March, 2027)	Rs. 775,000/- per month in the grade of Rs. 450,000/- to Rs. 10,00,000/- with Annual increment as may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

b) Special Allowance/Performance Bonus: linked to the achievement of Targets, as may be decided by Board/ Chairman of the Board of Directors.

c) Commission: As may be recommended and approved by the Board of Directors but not exceeding 1% of the net profit of the Company.

PART B

Perquisites

Housing I: The expenditure by the Company on hiring furnished accommodation for the Joint Managing Director will be subject to a ceiling of sixty percent of his salary, over and above ten percent payable by him.

Housing II: In case no accommodation is provided by the Company, the Joint Managing Director shall be entitled to house rent allowance of sixty percent of his salary, over and above ten percent payable by him.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of ten percent of the salary of the Joint Managing Director.

Medical Reimbursement: Reimbursement of all Medical Expenses actually incurred for self and family.

Leave Travel Concession: For the Joint Managing Director and his family once in a year incurred in accordance with the Rules specified by the Company.

Club Fees: Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

Personal Accident Insurance: As may be approved the Board from time to time.

"Family" means the spouse / dependent children and dependent parents of the Joint Managing Director.

- (i) Contribution to the Provident, Superannuation or Annuity Fund in accordance with the schemes of the Company. Such contributions will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- (ii) Gratuity not exceeding half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of tenure.
- (iv) Provision of car for the use of the Company's business, mobile, telephone at residence will not be considered as perquisites. Personal long-distance calls and use of car for private purpose shall be billed by the Company to the Joint Managing Director.

General Conditions:

1. The Company shall reimburse actual entertainment and travelling expenses incurred by the Joint Managing Director in the course of the Company's business.
2. He will not receive sitting fees for attending the Meetings of the Board or Committee thereof.
3. The Joint Managing Director will be liable to retire by rotation during his tenure up to 31st March, 2027.
4. He shall not divulge the secrets of the Company.
5. The appointment may be terminated by either party by giving six months' notice or by mutual consent.
6. Subject as aforesaid, the Joint Managing Director shall be governed by such other Rules as to payment or otherwise as are applicable to the Senior Executives of the Company from time to time

7. The Joint Managing Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling commission. He shall not also become interested or otherwise concerned directly or through his wife and/or children in any selling agency of the Company without the prior approval of statutory bodies as may be prescribed under the provisions of the Companies Act, 2013.

Dr. Subhash V. Udeshi is B. Tech (Chemical Engineering), IIT, Mumbai, Ph.D.(Chem. Engg.) Rutgers University, New Jersey, USA and is involved in Research and Development of new products and process for Castor based Oleo chemicals and Develops QC methods for various products.

The Members are also informed that the Company has received consent from Dr. Subhash V. Udeshi in Form DIR-2 to act as Joint Managing Director, and an intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director in the Company.

Pursuant to the provisions of Sections 196 and 197, read with the rules made thereunder, approval of members is required for the change in the terms and conditions of the appointment of a whole-time director/Managing Director. Accordingly, it is proposed to seek the approval from the members for the change in designation of Dr. Subhash V. Udeshi from Whole-time Director to Joint Managing Director.

Details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, recommends Resolution No. 1 of the Notice & Explanatory Statement for approval by the Members of the Company by way of a Special Resolution.

Apart from Dr. Subhash V. Udeshi and his relatives, Mr. Abhay V. Udeshi and Mr. Hemant V. Udeshi, none of the other Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, either financially or otherwise, in the resolution set out at item no. 1 of the Notice & Explanatory Statement.

Place: Mumbai
Date: July 24, 2024

Registered Office:
701, Tower A,
Peninsula Business Park
Senapati Bapat Marg,
Lower Parel (W),
Mumbai :- 400013
CIN: L24100MH1992PLC066691
Email: investors@jayantagro.com
Tel: +91-22-40271300

By Order of the Board of Directors
For Jayant Agro-Organics Limited

Dinesh M. Kapadia
**Company Secretary &
Compliance Officer**

ANNEXURE TO NOTICE

DETAILS REQUIRED UNDER REGULATION 36 (3) OF LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS -2:

Name of Director	Dr. Subhash V. Udeshi (DIN: 00355658)
Date of Birth/Age	13.12.1961 (62 years)
Date of original appointment on the Board	01.06.2002
Expertise in specific functional areas (Skills and Capabilities)	Research and Development of new products and process for Castor based Oleo chemicals and Develops QC methods for various products
Qualifications	B. Tech (Chemical Engineering), I.I.T., Mumbai, Ph. D. (Chem. Engg.) Rutgers University, New Jersey, USA.
Terms and conditions of appointment	As per terms and conditions of his appointment duly approved by the members of the Company
Remuneration last drawn (FY 2023-24)	Rs. 110.55 Lakhs
Remuneration proposed to be paid	As per terms and conditions of appointment mutually agreed between the Board and Dr. Subhash V. Udeshi
Directorship in other Companies	<ul style="list-style-type: none"> • Ihsedu Itoh Green Chemicals Marketing Private Limited • Jayant Speciality Products Private Limited
Memberships / Chairmanships of Committees of other Companies	Nil
Shareholding in the Company	85000*
Relationship with other Directors	Relative of Mr. Hemant V. Udeshi and Mr. Abhay V. Udeshi
Name of listed entities from which the person has resigned in the past three years	Nil
No. of meetings of the Board attended during the year (FY 2023-24)	4 out of 4 Meetings

*Includes shares held by his HUF