Intertek
UKAS MANAGEMENT SYSTEMS 014

JAYSYNTH
Right Quality - Right Price
JAYSYNTH DYESTUFF (INDIA) LTD.
301, Sumer Kendra, Pandurang Budhkar Marg,
Worli, Mumbai - 400 018. India
Tel. : +91-22-4938 4200 / 4300
Fax : +91-22-3042 3434
E-mail : jsec@jaysynth.com
Web : www.jaysynthdyestuff.com
CIN No. L24114MH1985PLC035564

Date: 24th January, 2023

BSE Limited
Department of Corporate Services
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort,
Mumbai 400001

Security Code: **506910**
Symbol: **JAYSYN**

Dear Sirs,

Sub: **Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of Jaysynth Dyestuff (India) Limited ("JDIL" or "**Company**") at its meeting held today, has accorded its approval to the Draft Composite Scheme of Arrangement, the details of which are provided in the Annexure I hereto.

The draft Composite Scheme of Arrangement as above will be subject to the regulatory and other approvals, if any and to the extent required.

We request you to disseminate the above information on your website.

Thanking You,

Yours faithfully,
For **Jaysynth Dyestuff (India) Limited**

RIDDHI MANOJ PATEL
Digitally signed by RIDDHI MANOJ PATEL
Date: 2023.01.24 15:32:37 +05'30'

Riddhi Manoj Patel
Company Secretary and Compliance Officer
Membership No. A50707

Encl: As above

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Annexure I

Brief details of the Composite Scheme of Arrangement

<table>
<tr><td>a)</td><td>Name of the Entities forming part of the Scheme, details in brief such as size, turnover, etc.</td><td>The draft Composite Scheme of Arrangement provides for the merger of Jaysynth Dyestuff (India) Limited (“JDIL” or “Transferor Company 1”), Jaysynth Impex Private Limited (Formerly Known as Jaysynth Impex Limited) (“JIPL” or “Transferor Company 2” into JD Orgochem Limited (“JDOL” or “Transferee Company”) (“Scheme”)

Brief Details of the Net Worth, total assets, and total income as on 31st March, 2022 are set out below:
Amount (Rs. in crore)
<table><tr><td>Particulars</td><td>Net worth</td><td>Total Income</td><td>Total Assets</td></tr><tr><td>JDIL</td><td>86.67</td><td>163.61</td><td>116.12</td></tr><tr><td>JIPL</td><td>47.13</td><td>61.94</td><td>64.82</td></tr><tr><td>JDOL</td><td>(19.72)</td><td>1.74</td><td>4.85</td></tr></table></td></tr>
<tr><td>b)</td><td>Whether the transaction would fall under Related Party Transaction? If yes, whether the same is done at arms’ length?</td><td>In terms of General Circular No. 30/2014 dated 17th July 2014 issued by Ministry of Corporate Affairs (the “MCA Circular”), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (the “Act”), will not attract the requirements of Section 188 of the Act.</td></tr>
<tr><td>c)</td><td>Areas of business of the entities</td><td>JDIL – engaged in the manufacturing and trading of CPC based Pigments, Inks for digital printing & Dyes.

JIPL – engaged in the manufacturing and trading of dyes and auxiliaries.

JDOL- was engaged in manufacturing of several dyes, and dyes Intermediates products in India, but has not been actively engaged into manufacturing activity since number of years, but has been engaged in certain trading activities in the same segment.</td></tr>
</table>

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<table>
<tr><td>d)</td><td>Rationale for the Scheme</td><td>Rationale for Part C of the Scheme which deals with the reduction of capital and re-organisation of reserves of the Transferee Company.

• The Transferee Company had suffered substantial losses from 1999 till date, due to which the Company's retained earnings had turned into negative;
• In the circumstances, the scheme proposes to set off the debit balance of Retained Earnings of the Transferee Company as on the Appointed date against the credit balance lying under the various reserves as specified herein;
• The proposed reorganization of the reserves is in the interest of the Transferee Company, shareholders, creditors, and all concerned stakeholders. If the Scheme is approved, the books of the Company would present a fair representation of the financial position of the Transferee Company.

Rationale for Part D of the Scheme which deals with the amalgamation of (by way of merger of Transferor Companies with and into Transferee Company

• Providing liquidity to the public shareholders of Transferee Company through the merger of Transferor Companies, having active manufacturing operations into Transferee Company which does not carry out any operations at present;
• The Transferor Companies and the Transferee Company are already engaged in the same line of business activities i.e., of manufacturing of dye and dyes intermediary products, Trader of CPC-based Pigment, and Inks for digital printing and furthermore, the manufacturing facilities of the Transferor Companies and the Transferee Company are situated adjacent to each other. The proposed merger will enable the integration of the business activities of the Transferor Companies and the Transferee Company
• Economies of scale will play a bigger role as the consolidated entity's operational efficiency will increase, which will in turn allow the merged entity to compete on a larger scale in the industry, thus benefiting the merged entity and the shareholders;</td></tr>
</table>

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		• The combined net worth of all entities will enable the merged entity to tap into new business opportunities thereby unlocking growth opportunities for the merged entity considering the financial strength of the Transferee Company post the amalgamation; • It will provide an opportunity to leverage assets and build a stronger sustainable business. It will provide an opportunity to fully leverage the combined net worth, capabilities, experience, expertise, consolidation of adjoining land parcels in MIDC, Patalganga, and infrastructure of Transferor Companies and thus increase the ability for promotion of business activities as well as fundraising for business development; • It would result in the consolidation of business activities and will facilitate effective management of investment and synergies in operations; • Being a part of the same management, this amalgamation would facilitate reduction in the management overlaps due to operation of the multiple entities and more focused leadership; • Reduction in multiplicity of legal and regulatory compliances, reduction in overheads, including administrative, managerial and other costs amongst all; and • Consolidation and simplification of the group structure and reduction of administrative costs at the group level There is no likelihood that the interests of any shareholder or creditors of any of the Transferor Companies or the Transferee Company would be prejudiced as a result of the Scheme. The Scheme does not affect the rights of the creditors of the Transferor Companies or the Transferee Company. There will not be any reduction in amounts payable to the creditors of the Transferor Companies or the Transferee Company, nor there shall be any change in terms with creditors which is adverse to their interest, pursuant to the sanctioning of this Scheme.
e)	Brief details of the division to be demerged	Not Applicable

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f)	Turnover of the demerged division and as a percentage to the total turnover of the listed entity in the immediately preceding financial year/ based on financials of the last financial year.	Not Applicable
g)	In case of cash consideration amount or otherwise share exchange ratio	14 fully paid-up equity shares of INR 1/- each of JDOL to be issued and allotted for every 1 share having face value of INR 1/- each held by the Equity Shareholders of JDIL. 252 fully paid-up 2% Redeemable Non-convertible Non-Cumulative Non-Participating Preference Shares of INR 1/- each of JDOL to be issued and allotted for every 1 share having face value of INR 1/- each held by the Equity Shareholders of JIPL.
h)	Brief details of change in shareholding listed entity	Refer “Annexure A”

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Annexure A

<table>
<tr><th rowspan="2">Shareholding pattern</th><th colspan="2">Pre</th><th colspan="2">Post</th></tr>
<tr><th>No. of Equity Shares</th><th>% of holding</th><th>No. of Equity Shares</th><th>% of holding</th></tr>
<tr><td>Promoter</td><td>64,95,888</td><td>74.75%</td><td colspan="2" rowspan="3">Merged into JDOL - Ceases to Exist</td></tr>
<tr><td>Public</td><td>21.93,812</td><td>25.25%</td></tr>
<tr><td>TOTAL</td><td>86,89,700</td><td>100%</td></tr>
</table>