

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

February 27, 2023

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

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice dated February 24, 2023 along with explanatory statement ('Notice') being sent to the Members.

The Notice seeks approval of members of Jayant Agro-Organics Limited ('the Company') through Postal Ballot only by way of electronic voting ('remote e-voting/e-voting') in respect of the following Ordinary Resolution, as set out in the Notice:

Item No.	Description of Ordinary Resolution
1.	Approval of Material Related Party Transaction proposed to be entered into between the Company and Ihsedu Agrochem Private Limited for 3 (three) financial years commencing from FY 2023-24 to FY 2025-26

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/ Registrar and Share Transfer Agent or Depository/ Depository Participants 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, February 24, 2023.

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 remote e-voting facility to the members. The remote e-voting shall commence from 9:00 a.m. (IST) on Tuesday, February 28, 2023 and ends at 5:00 p.m. (IST) on Wednesday, March 29, 2023. The remote e-voting module shall be disabled by Link Intime thereafter.

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, within 2 ('two') working days from conclusion of the e-voting period. 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.

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

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 **Fax:** - +91-22-40271399 **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 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 and 11/2022 dated 28th December, 2022 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, an Ordinary Resolution as set out hereunder for Material Related Party Transaction proposed to be entered into between the Jayant Agro-Organics Limited ('the Company') and Ihsedu Agrochem Private Limited ('IAPL') for 3 (three) financial years commencing from FY 2023-24 to FY 2025-26 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 and Section 110 of the Act, pertaining to the aforesaid Resolution setting out the material facts concerning the item and the reasons thereof is 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 Regulation 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 February 24, 2023, has appointed Mr. Dhruvil M. Shah of M/s Dhruvil M. Shah & Co., 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 Wednesday, March 29, 2023, 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 Members 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 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. Wednesday, March 29, 2023.

To consider and, if thought fit, to approve Material Related Party Transaction proposed to be entered into between the Company and Ihsedu Agrochem Private Limited for 3 (three) financial years commencing from FY 2023-24 to FY 2025-26 and to pass, the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, Jayant Agro-Organics Limited (the Company) Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Ihsedu Agrochem Private Limited (IAPL), a material subsidiary of the Company and being a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the management of the Company and IAPL, for an aggregate value not exceeding ₹1,500 Crores (Rupees One Thousand Five Hundred Crores) for each financial year for the 3 (three) financial years commencing from FY 2023-24 to FY 2025-26, and that such transaction(s) / contract(s) / arrangement(s) / agreement(s) are being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

Place: Mumbai
Date: February 24, 2023

Registered Office:
701, Tower A,
Peninsula Business Park
Senapati Bapat Marg,
Lower Parel (W),
Mumbai :- 400013

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

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

Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder concerning an Ordinary Resolution as set out above is annexed hereto and forms part of this Notice.
2. 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 February 24, 2023 (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.
3. 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.
4. 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.

5. In light of the MCA Circulars and as required under the provisions of the Act, Members who have not registered/ updated their email address are requested to register/ update the same (i) in case of shares held in demat mode, as per the process advised by concerned Depository Participant's; and (ii) in case of shares held in physical mode, by emailing to the RTA in the prescribed form ISR-1 along with requisite forms at enotices@linkintime.co.in
6. 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.
7. 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.
8. Once the vote is cast, the member shall not be allowed to change it subsequently or cast the vote again.
9. Postal Ballot/remote e-voting commences from 9:00 a.m. (IST) on Tuesday, February 28, 2023 and ends at 5:00 p.m. (IST) on Wednesday, March 29, 2023. 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.
10. 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 Wednesday, March 29, 2023. 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.
11. 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>.
12. 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: February 24, 2023

Registered Office:
701, Tower A,
Peninsula Business Park
Senapati Bapat Marg,
Lower Parel (W),
Mumbai :- 400013

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 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:	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 i.e. LINK INTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholder holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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

Type of Shareholder	Login Method
	<p>i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the 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
Individual Shareholder (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINK INTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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 as on the cut-off date for e-voting may register for e-Voting facility of Link Intime:	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <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>

Type of Shareholder	Login Method
	<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 shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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
Individual Shareholders holding securities in Physical mode has forgotten the password	<p>If an Individual Shareholders holding securities in Physical 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>Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’ 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 minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter</i></p> <p><u>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):</u></p> <p>Your User ID is Event No + Folio Number registered with the Company</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> <p>➤ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>➤ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</p> <p>During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.</p>

EXPLANATORY STATEMENT

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

The Members are hereby informed that Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions provides that entering into material transactions with a related party which, either individually or taken together with previous transaction(s) during a financial year, exceed ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company, even if such transaction(s) are in the ordinary course of business and at an arm's length basis.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

To ensure uninterrupted supply of raw material, the Company incorporated Ihsedu Agrochem Private Limited ("IAPL") as a backward integration company for extraction of oil out of castor seed. The Company enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with Ihsedu Agrochem Private Limited (IAPL) a related party in terms of Regulation 2(1)(zb) of the Listing Regulations, for 3 (three) financial years commencing from FY 2023-24 to FY 2025-26 may exceed the materiality threshold as stated above.

Accordingly, the Board of Directors of the Company ('the Board') vide resolution dated February 24, 2023, on the recommendation of the Audit Committee, recommended for the approval of the Members, entering into material related party contracts / arrangements / transactions with IAPL for 3 (three) financial years commencing from FY 2023-24 to FY 2025-26, as set out in the Resolution. These transactions will be entered in the ordinary course of business and on arm's length basis.

Disclosure of information pertaining to proposed Material RPT in terms of SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given hereunder:

Sr. No.	Description	Details of proposed RPTs between the Company and IAPL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a)	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Ihsedu Agrochem Private Limited ("IAPL") IAPL is a subsidiary of the Company. IAPL is also a Joint Venture between the Company and Arkema Asie SAS. IAPL is also a material subsidiary company.

b)	Type, material terms and particulars of the proposed RPTs.	<u>Nature & Material Term:</u> In terms of the Contract, the Company would enter into transactions with IAPL for procurement of raw material and other services with the Company. <u>Particulars of the contract:</u> Purchase / Sale of Castor Oil and other raw materials, Job Work, other logistics, administrative, corporate services and such other transactions including any advances thereof which may be undertaken in the Ordinary Course of Business.
c)	Tenure of the proposed transaction	3 (three) financial years commencing FY 2023-24 and upto FY 2025-26
d)	Value of the proposed transaction	up to ₹1,500 Crores (Rupees One Thousand and Five Hundred Crores) for each financial year
e)	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	58%
f)	Percentage of the IAPL's standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	70%
g)	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of the source of funds in connection with the proposed transaction; ii) Details of financial indebtedness incurred, cost of fund and tenure; iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	The Company may provide advance to IAPL as part of aforementioned transactions. The Company may obtain / avail the borrowing facilities from multiple sources for the advances. Cost and Tenure of the borrowing facilities will depend upon the terms of borrowing facilities. Funds which may be given as advance will be utilised for the aforesaid purpose.

h)	In case the relevant Related Party is a company, the extent of shareholding interest in such Related Party of every promoter, director, manager if any, and of every other Key Managerial Personnel of the Company, if the extent of such shareholding is more than 2% of the paid-up share capital of the Related Party	The Company is holding company of IAPL and holds 75.10% equity shares capital of IAPL
i)	Justification for the proposed RPTs.	To ensure uninterrupted supply of raw material
3.	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
4.	Name of the director or key managerial personnel who is related	Mr. Abhay V. Udeshi, Mr. Hemant V. Udeshi, Dr. Subhash V. Udeshi, Mr. Varun A. Udeshi, & Mr. Vikram V. Udeshi.
5.	Nature of relationship	Mr. Abhay V. Udeshi, is common director in both the companies & Mr. Vikram V Udeshi holds position of KMP in both the companies. Mr. Hemant V. Udeshi, Dr. Subhash V. Udeshi and Mr. Varun A. Udeshi, are relatives of Mr. Abhay V. Udeshi & Mr. Sudhir V. Udeshi is relative of Mr. Vikram V. Udeshi

6.	Any other information that may be relevant.	NIL
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None of the Directors / key managerial personnel's (KMP's) and or their relatives except Mr. Abhay V. Udeshi, being common director and Mr. Hemant V. Udeshi, Dr. Subhash V. Udeshi, Mr. Varun A. Udeshi, relative above of director and Mr. Vikram V. Udeshi being Key Managerial Personnel are deemed to be concerned or interested financially otherwise in the above mentioned resolutions.

Members may note that pursuant to the provisions of the Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transaction or not) shall not vote to approve this Resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution as set forth in the notice for approval of Members.

Place: Mumbai

Date: February 24, 2023

Registered Office:
701, Tower A,
Peninsula Business Park
Senapati Bapat Marg,
Lower Parel (W),
Mumbai :- 400013

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

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