Cambridge, Flat -9C, 24 Prince Anwar Shah Road, Kolkata-700033

To,
The Board of Directors

J.G. Chemicals Limited

Adventz Infinity @5, 15th Floor

1511, Plot – 5, Block BN, Salt lake Electronic Complex

Bidhan Nagar CK Market, North 24 Parganas

Sector- V, Saltlake - 700091

And

Centrum Capital Limited

Level 9, Centrum House, CST Road Vidyanagari Marg, Kalina, Santacruz (East) Mumbai – 400 098 Maharashtra, India.

Emkay Global Financial Services Limited

7th Floor, The Ruby, Senapati Bapat Marg Dadar - West Mumbai - 400 028 Maharashtra, India.

Keynote Financial Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg Dadar (West) Mumbai - 400 028 Maharashtra, India.

(individually referred to as BRLM and collectively referred to as BRLMs)

Re:

Proposed initial public offering of equity shares of face value of ₹ 10/- each (Equity Shares) by J.G.Chemicals Limited (Company) comprising a fresh issue of Equity Shares and an offer for sale of Equity Shares by Selling Shareholders (Offer).

Dear Sir(s),

1. I, Savita Agarwal (DIN: 00062183), am an Independent Director in the Company and I confirm, certify and declare the following information with respect to myself to be true, adequate and not misleading and without omission of any matter that is likely to mislead. I consent to be named as an Independent Director of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Red Herring Prospectus (RHP) and in the prospectus (Prospectus) which the Company intends to file with the Registrar of Companies, Kolkata at West Bengal (RoC) and submit to the Securities and Exchange Board of India (SEBI), the BSE Limited (BSE) and the National Stock Exchange of India Limited

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(the **NSE**, and together with the BSE, the **Stock Exchanges**) and in any other Offer related documents.

- I am eligible to be and am validly appointed as director under applicable laws and am not otherwise disqualified on the date of this certificate for acting as a director of a public limited company under the provisions of the Companies Act, 2013, including the provisions of Section 164(2) of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended. I am registered with the online databank maintained by the Indian Institute of Corporate Affairs under the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended. Enclosed as Annexure I copy of Form DIR-2, Form DIR-8, MBP-1, Board resolution for appointment, DIR-12, shareholders' resolution for regularization of appointment.
- I certify the information in respect of me, attached as Annexure I. The photocopies
 of the documents evidencing my educational qualifications, previous
 employment(s), and experience and other details included in Annexure I are also
 annexed to this certificate.
- 4. I confirm that the PAN allotted to me is ADSPG1780C.
- 5. I confirm that other than as mentioned in the Form MBP-1 dated 1 February 2024 issued by me, I do not hold a directorship in any other company / partnerships, proprietorships, or position as trustees in any other concern / firm / venture in India or overseas.
- 6. I confirm that the Director Identification Number (DIN) allotted to me is 00062183 and is active, and I do not hold multiple DIN and have not held more than one DIN in the past. I have completed KYC requirements and made filings in respect of myself in form DIR-3-KYC with the relevant Registrar of Companies.
- 7. I confirm that, I am not and have not in the past been a director of any company which has, while I was a director of such company, been suspended, during my tenure, from being traded on any of the stock exchanges in India in the 5 years preceding the date of filing of the Red Herring Prospectus (RHP) and the Prospectus of the Company with the Securities and Exchange Board of India (SEBI).

For the purpose of this undertaking, the term "suspended company" shall mean a listed company whose shares are suspended from trading by the relevant stock exchange on account of non-compliance with listing requirements.

- 8. I am not and have not been a director of any company whose securities have been delisted from any stock exchange in India while I was a director of such company.
- 9. I am not a whole-time director or promoter of any company that has been delisted in terms of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 each as amended as applicable.

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- I do not hold any Equity Shares of the Company or any warrants or other convertible instruments in the Company or its subsidiary(ies) as of the date of this certificate.
- 11. I do not hold any equity shares in any subsidiary of the Company as of the date of this certificate.
- 12. I do not hold any equity shares in any entity forming part of the promoter group of the Company as of the date of this certificate.
- 13. I confirm that there are no other factors existing as on the date of this certificate that would affect my independence in my capacity as a director of the Company, including my ability to exercise an unbiased and independent judgment in relation to the matters affecting the Company.
- 14. I undertake that I shall abide by the provisions of the "Code for Independent Directors" as provided in Schedule IV of the Companies Act, 2013, as amended.
- 15. None of my relatives or entities in which I am associated as promoter, director, partner, proprietor or trustee, hold any Equity Shares, warrants, employee stock options or other convertible instruments in the Company as of the date of this certificate:
- 16. Neither I nor my relatives, have purchased or sold any securities of the Company or its subsidiary(ies), during the 6 months immediately preceding the filing of the RHP and the Prospectus:
- 17. I confirm that, there are no financing arrangements whereby I or any of my relatives have financed the purchase by any other person, of any securities of the Company other than in the normal course of the business of the financing entity during the period of 6 months immediately preceding the date of filing the RHP and the Prospectus.
- 18. I am not interested in the appointment of any person(s) acting as underwriters, registrars, or bankers to the Offer or any such intermediary appointed in connection with the Offer.
- 19. I am not interested in the promotion or formation of the Company or its subsidiary(ies).
- 20. Further, neither I, nor any company or firm in which I am interested as a member, have been paid any consideration in cash or shares or otherwise or agreed to be paid by any person either to induce me to become, or to help me qualify as a director, or otherwise for services rendered by me or by the company or firm in which I am interested, for the promotion or formation of the Company.
- 21. There are no transactions relating to the property proposed to be purchased by the Company or its subsidiary(ies) utilising the net proceeds of the fresh issue component of the Offer, completed within the 2 preceding years, in which I have / had any interest, direct or indirect: Further, please note that indirect interest includes transactions relating to property wherein the relatives of the director and the companies, firms, trusts and other entities in which the directors is interested as a promoter, director, member, partner, trustee and, or proprietor.

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- 22. Further, neither I nor any of my relatives are interested, directly or indirectly, in any property acquired or proposed to be acquired of the Company or by the Company.
- 23. I am not related to and do not have any relationship with any of the entities from whom the Company has acquired land in the last 5 years or from whom the Company proposes to acquire land.
- 24. I am not related to and do not have any relationship with any of the entities related to the Company, its promoter or members forming part of the promoter group.
- 25. I confirm that I will not receive any portion of the proceeds of the Offer and there are no material existing or anticipated transactions in relation to utilisation of the Offer proceeds or project cost. Further, there is no arrangement between me and the Company pursuant to which the proceeds of the Offer shall be indirectly routed to me.
- I am not a director of more than 20 companies, (excluding any dormant companies) nor am I a director of more than 10 public companies, (including private companies that are either holding or subsidiary company of a public company). I am not a member in more than 10 committees or act as chairman of more than 5 committees across all listed entities in which I am a director, in terms of Regulation 26(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (SEBI Listing Regulations).
- 27. I do not serve as a director in more than 7 listed entities. Further, I do not serve as an independent director on the board of more than 7 listed companies and am not a Managing Director/Whole-time director of any listed entity.
- 28. I have no interest in the Company:
 - a. Except to the extent of (i) sitting fees of ₹ NIL million paid to me in the Fiscal 2022 and ₹ 0.19 Million paid to me in the Fiscal 2023 (including contingent or deferred compensation accrued for the year) by the Company, (ii) a profit-based commission of ₹ NIL paid to me in the Fiscal 2022, and (iii) remuneration of ₹ NIL paid to me in Fiscal 2022 and ₹ NIL paid to me in Fiscal 2023 (including contingent or deferred compensation accrued for the year) by BDJ Oxides Private Limited and BDJ Speciality Chemicals Private Limited; and normal fees payable to me for attending meetings of the board of directors or any committee thereof and normal reimbursement of any traveling and other incidental expenses;
 - b. I confirm that, I do not hold shares, warrants, employee stock options or other convertible instruments in the Company as of the date of this certificate:
 - c. I confirm that, I do not have any shareholding (including convertible securities) of that the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, do not hold any shares of the Company (including convertible securities) and to the extent of benefits arising out of such shareholding; and

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d. I confirm that, I do not have any transactions with the Company.

- 29. I confirm that the Company has not made any payment or reimbursement of expenses other than reimbursement of expenses, profit-based commission, dividend and sitting fees, as are applicable to me.
- 30. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was appointed as a director of the Company.
- 31. I have not entered into any service contracts or arrangement with the Company providing for benefits upon termination of employment.
- 32. I have not entered into any agreement, either on my own or on behalf of any other person, with any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.
- 33. I am not a party to any bonus or profit-sharing plan of the Company or its subsidiary(ies) and have not in the last financial year received any compensation (including contingent or deferred compensation accrued for the year) from any bonus or profit-sharing plan of the Company or its subsidiary(ies).
- 34. I am not directly or indirectly interested in any transaction in acquisition of land, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made:
- 35. There are no other companies, firms, trusts or other ventures in which I am involved or interested as a promoter, director, member, partner, proprietor and/or trustee that are in the same line of activity or business as the Company.
- 36. I confirm that I am not a promoter or a director of a listed company where the depositories have frozen the entire shareholding of the promoter and promoter group due to non-compliance with minimum public shareholding requirements as specified in Rule 19(2) and 19A of the Securities Contract Regulation Rules, 1957 in the manner as specified by Securities and Exchange Board of India (SEBI) from time to time.
- Neither I nor any of my relatives are a beneficiary of or interested in any outstanding loan or advance given by the Company to any person or company, nor have we granted any loan or advance to the Company.
- 38. I am not related to any other director, key managerial personnel or part of the senior management of the Company.
- 39. I have not entered, and shall not enter, into buyback arrangements directly or indirectly for purchase of the Equity Shares.
- 40. I have no intention to sell the Equity Shares allotted to me on exercise of options granted under an employee stock option scheme or allotted under an employee stock purchase scheme, within 3 months after the date of listing of the Equity Shares in the Offer. Further, I have no intention of (i) exercising any options vested

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or to be vested in me within 3 months of the listing of the Equity Shares in the Offer and (ii) selling such shares in the said 3 months.

- 41. There are no circumstances which have arisen since the date of the last financial statements as disclosed in the Offer Documents which materially and adversely affects or is likely to affect within the next 12 months: the trading or profitability of the Company; or the value of the Company's assets; or the ability of the Company to pay its liabilities.
- 42. I confirm that I am not above the age of 75 years
- 43. Litigation and other confirmations:
 - a. I am not associated with the securities market in any manner.
 - b. I am not registered with SEBI in any capacity.
 - c. Further, there is no outstanding action initiated by SEBI against me or the any entities with which I am associated (as promoter, director, partner or proprietor).
 - d. I hereby declare, confirm, clarify and undertake that no notice has been issued or no action or litigation has been initiated against me with respect to my association with any entities in any capacity.

44. I further confirm as below:

- a. I am not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI any securities market regulator in any other jurisdiction or any other authority/court and no penalty has been imposed at any time by any of the capital market regulators (including SEBI) in India or abroad;
- I am not debarred from accessing the capital market by SEBI and I am not a promoter or director of any other company which is debarred from accessing the capital market by the SEBI;
- c. I am not a director or promoter of any company which is / was exclusively listed on the dissemination board established by the SEBI. (Such exclusively listed company(ies) has / have provided exit option to its public shareholders, within the prescribed timelines, in terms of the circulars dated 10 October 2016 and 1 August 2017 issued by the SEBI);
- d. I am currently not and have not in the past been held to be in violation of any securities laws, in India or abroad;
- e. I am not registered with any other regulatory body like Reserve Bank of India (RBI)/ Insurance Regulatory and Development Authority (IRDA)/ Pension Fund and Development Authority (PFRDA), etc., in any capacity.

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- f. Neither my name nor the name of the companies in which I am or was a director appear in the intermediary caution list issued by the RBI.
- g. I have neither been, nor currently am, on the board of directors of any company that was or has been directed by any Registrar of Companies to be struck off from the rolls of such Registrar of Companies under Section 248 of the Companies Act. Further, I have not been identified as a director who has been disqualified to act as a director in terms of Section 164(2)(a) of the Companies Act (**Disqualified Director**) and neither am I a proclaimed offender under Section 82 of the Code of Criminal Procedure, 1973, as amended (**Proclaimed Offender**), and my name does not feature in the lists of Disqualified Directors or the lists of Proclaimed Offenders released by various Registrars of Companies and the Ministry of Corporate Affairs (**MCA**) and currently disclosed on the website of the MCA;
- Neither am I subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges, nor has any regulatory or legal authority (including the stock exchanges) found any probable cause for enquiry, investigation or, examination against me;
- No statutory or regulatory authority (including the stock exchanges)
 has initiated any investigation, enquiry, adjudication, prosecution,
 disgorgement, recovery or other regulatory action which is pending
 against me;
- j. No show cause notice (including specifically under sub-section (4) of section 11 or section 11B(1) of the Securities and Exchange Board of India Act, 1992) has been issued against me by SEBI or any statutory or regulatory authority (including the stock exchanges) in an adjudication proceeding or otherwise;
- k. SEBI has not initiated any recovery proceedings against me; and
- There has not been any order for disgorgement or monetary penalty been passed against me nor any directions been issued by SEBI to me.
- 45. Further, I confirm that, I neither currently nor in the past I have been a director, or promoter of any company which has been identified as a shell company by the MCA, pursuant to its circular dated 09 June 2017 (bearing reference 03/73/2017-CL-II) and no action whatsoever has been initiated by any regulatory authority in this regard.
- 46. Further, I shall not offer any incentive, direct or indirect, whether in cash or kind or services or otherwise to any person for making an application for Equity Shares in the Offer.
- 47. I have not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

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- 48. I am familiar and undertake to comply with the regulations on publicity, marketing and research restrictions given in any publicity guidelines circulated by the legal counsel in relation to the Offer and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable law.
- 49. I have not been identified as a wilful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India. I am neither on the board nor associated in any manner with any company which has been identified as the vanishing company.
- 50. I am familiar with the requirements and restrictions on public communications, as stated in the SEBI ICDR Regulations and agree to abide by the same.
- 51. There are/is no:
 - a. pending criminal proceedings involving (by or against) me (including the criminal matters which are at FIR stage);
 - pending actions taken by statutory or regulatory authorities against me;
 - c. pending claims involving taxation matters (both direct and indirect tax cases) against me
 - d. other pending litigation involving (by or against) me which are material in accordance with the materiality policy for disclosure of litigation proceedings in the Offer Documents approved by the board of directors of the Company pursuant to its resolution dated 17 November 2022.

Additional confirmation from Independent Director

- 52. I, Savita Agarwal, Non-Executive and Independent Director of the Company, hereby certify, undertake and confirm that I am an "Independent Director" of the Company in terms of the definition of that term contained in Regulation 16 of the SEBI Listing Regulations (as amended till the date of this certificate), and also in terms of the definition of that term under Section 149 of the Companies Act, 2013.
- 53. Without the prejudice to the generality of the first paragraph, I hereby certify, undertake and confirm each of the following:
 - a. Apart from receiving Director's remuneration, I do not have or had any material pecuniary relationships other than remuneration as such director or having transaction not exceeding 10 per cent of my total income or such amount as may be prescribed with the Company, its holding, subsidiary or associate companies, or their promoters or directors during the 3 immediately preceding financial years or during the current financial year;
 - I was not and I am currently not a promoter of the Company or its holding, subsidiary or associate companies or a member of the promoter group of the Company or to persons occupying management

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positions at the board level or at one level below the board in the Company:

- c. I am a person of integrity and I possess relevant expertise and experience:
- d. I am not related to any of the promoters or directors of the Company, its holding, subsidiary or associate companies:
- e. None of my relatives is indebted to the Company, its holding, subsidiary or associate companies, or their promoters or directors for an amount exceeding ₹5 million at any time during the 2 immediately preceding financial years or during the current financial year;
- f. None of my relatives hold any security of, or interest in, the Company, its holding, subsidiary or associate companies during the two immediately preceding financial years or during the current financial year exceeding ₹5 million or 2 per cent of the paid-up capital of the Company, its holding, subsidiary or associate companies;
- g. None of my relatives has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, or its holding, subsidiary or associate companies or their promoters or directors of such holding companies for an amount exceeding ₹5 million at any time during the 2 immediately preceding financial years or during the current financial year;
- h. Neither I nor any of my relatives had, or have, any pecuniary relationship or transaction with the Company, its holding company, subsidiary(ies) or associate companies or its promoters or directors, amounting to:
 - 2 per cent or more of its gross turnover or total income singly or in combination with the transactions referred to in (d), (e) and (f) above;
 - ii. 2 per cent or more of its gross turnover or total income or ₹5 million, whichever is lower,

during the current financial year and during the immediately preceding 2 financial years.

- i. Neither I, nor any of my relatives hold or has held the position of a key managerial personnel or was appointed as a senior management of the Company or is or has been an employee of the Company or its holding, subsidiary or associate companies or any company belonging to the promoter group of the Company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
- j. Neither I nor any of my relatives have been or are an employee or proprietor or a partner, in any of the 3 financial years immediately preceding the financial year in which I have been or was appointed:

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- a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate companies; or
- ii. any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to 10 per cent or more of the gross turnover of such firm.
- k. Neither I nor any of my relatives individually or cumulatively hold 2 per cent or more of the total voting power of the Company;
- Neither I nor any of my relatives is a chief executive or director, by whatever name called, of any non-profit organisation that receives 25 per cent or more of its receipts or corpus from the Company, any of its promoters, directors or its holding, subsidiary or associate companies or that holds 2 per cent or more of the total voting power of the Company;
- m. Neither I, nor any of my relatives are material suppliers, service providers or customers or a lessor or lessee, of the Company.
- n. I am above 21 years of age.
- o. I am not a non-independent director of another company on the board of which any non-independent director of the Company is an independent director.
- p. My name is included in the data bank of independent directors, established pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended for lifetime.
- q. I am exempted from passing the online proficiency self-assessment test conducted by Indian Institute of Corporate Affairs in terms of proviso to Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended
- r. I possess the required prescribed qualifications, and as such possess the appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.
- 54. The regulatory actions, as mentioned in the table below, do not involve me:

Sr. No.	Entity	Competent Authority	Regul Chai		Regulato	ry Action(s Order	s)/ Date of
1.	***	RBI	RBI File	Suit	above;	s) of Rs. 25 Borrower	Lacs and

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Entity Competent Regulatory Regulatory Action(s)/ Date of No. Authority Charges Order Agarwal. Default amount as on 30-Jun-2019 for Quarter 30-Jun-1. 2019 (Rs. in Lakhs 30.49); 2. for Quarter 31-Mar-2019 (Rs. in Lakhs -30.49); for Quarter 30-Sep-3. 2019 (Rs. in Lakhs -30.49); 4. for Quarter 31-Dec-2019 (Rs. in Lakhs -30.49); 5. for Quarter 31-Mar-2020 (Rs. in Lakhs -30.49); for Quarter 30-Jun-6. 2020 (Rs. in Lakhs -30.49); 7. for Quarter 30-Sep-2020 (Rs. in Lakhs-30.49); for Quarter 31-Dec-8. 2020 (Rs. in Lakhs -30.49): and for Quarter 30-Jun-9. 2021 (Rs. in Lakhs -30.49) RBI RBI 2. Suit-filed (Willful Suit accounts File Defaulters) of Rs. 25 Lacs and above; Borrower Name RICE MILLS. **VAISHNAVI** Default amount as on 30-Jun-2016 1. for Quarter 30-Jun-2016 (Rs. in Lakhs -94.00); for Quarter 30-Jun-2. 2019 (Rs. in Lakhs -94.00);

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Sr. No.	Entity	Competent Authority	Regulatory Charges	Regula	atory Action(s)/ Date o Order
				3.	for Quarter 31- Mai
					2019 (Rs. in Lakhs
					94.00);
				4.	for Quarter 30-Sep
					2019 (Rs. in Lakhs
				_	94.00);
				5.	for Quarter 31-Dec
					2019 (Rs. in Lakhs
					94.00);
				6.	for Quarter 31-Ma
					2020 (Rs. in Lakhs
				_	94.00);
				7.	for Quarter 30-Jur
					2020 (Rs. in Lakhs
					94.00);
				8.	for Quarter 30-Sep
					2020 (Rs. in Lakhs
					94.00); and
				9.	for Quarter 31-Ma
					2021 (Rs. in Lakhs
					94.00); 10. fo
					Quarter 30-Jur
					2021 (Rs. in Lakhs 94.00)

- 55. I confirm that the information in this certificate is true and correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.
- I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the stock exchanges where the Equity Shares are proposed to be listed the (**Stock Exchanges**). In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.
- 57. This certificate is for information and for inclusion (in part or full) in the red herring prospectus, prospectus and any other material used in connection with the Offer (together, the **Offer Documents**), and may be relied upon by the legal counsel and the BRLMs in relation to the Offer. We hereby consent to the submission of this certificate as may be necessary to SEBI, the Registrar of Companies, the relevant stock exchanges, any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

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I hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

59. Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,

Savita Agarwal

Independent Director

Date: 26.02.2024

Enclosed:

Annexure I: Directors Profile (together with all supporting documents)

Annexure II: Documents in relation to my appointment (Board resolutions for appointment and change in directorship along with the relevant ROC filings)

Annexure III: MIS of litigation (together with all supporting documents)

Cc:

BRLM Counsel

Bharucha & Partners

13th Floor, Free Press House, Free Press Journal Marg, Nariman Point, Mumbai – 400 021 Maharashtra, India.

Company Counsel

Dentons Link Legal

Aiwan-e-Ghalib Complex, Mata Sundri Lane, New Delhi – 110 002

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Annexure I

Directors Profile

Director Identification Number (DIN)	00062183
Name (in full)	Savita Agarwal
Father's Name (in full)	Shiv Dayal Gupta
Age	51 Years
Address	Flat 9C, Merlin Cambridge, 24, Prince Anwar Shah Road, Navina Cinema, Tollygunge, Kolkata, West Bengal, Pin – 700 033
E-mail id	Savita 22@hotmail.com
Mobile no.	9831634214
Income-tax PAN	ADSPG1780C
Occupation	Professional
Date of birth	22 June 1972
Nationality	Indian
Qualification and Work Experience	I am a chartered accountant by profession and hold a certificate of membership form the Institute of Chartered Accountants of India. Further, I also hold a certificate of registration from Insolvency and Bankruptcy Board of India to act as an insolvency professional. Presently, I am a partner at R. Kothari & Co. LLP, a practicing Chartered Accountants firm. I was previously associated with Knitwoth Exports Ltd., Kalpaturu Engineering Ltd., Mapple Commerce Pvt. Ltd and Manmohak Suppliers Private Limited. I have been associated with the Company since June 30, 2022.
Date of expiration of the current term of office of the director	29 June 2024
Period of Directorship	2 Years
Designation	Independent Director
Details of service contracts	Nil (appointed through appointment letter dated 30 June 2022)
Retirement benefits	N.A.

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Relationship with other key managerial personnel or senior management of the Company	Independent Director
No. of companies in which I	Keydwell Estates Private Limited – Director
am already a Director and out of such companies the	2. Ratico Agencies Private Limited – Director
names of the companies in which I am a Managing	3. K M S R Insolvency Private Limited – Whole Time Director
Director, Chief Executive Officer, Whole time Director,	4. Intrasoft Technologies Limited – Director
Secretary, Chief Financial Officer, and Manager	5. BDJ Oxides Private Limited –Director

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Annexure II

Documents in relation to my appointment

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Annexure III

MIS of Litigation involving Savita Agarwal

NIL



To Mrs. Savita Agarwal, Cambridge, Flat-9C 24, Prince Anwar Shah Road Kolkata-700033 West Bengal 30.06.2022

Dear Sir,

Sub: Appointment as an Independent Director.

We thank you for your consent for appointment as an Independent Director in our Company and confirmation that you meet all the required criteria of "Independence" as envisaged in Section 149(6) of the Companies Act, 2013 ("Companies Act") read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Board of Directors of the Company in its meeting held on 30th June, 2022 have been pleased to appoint you as an Independent Director of the Company with immediate effect i.e. 30th June, 2022, subject to the approval of shareholders in the ensuing Annual General meeting to be held within 3 months hereof..

The terms of your appointment, as set out herein below, are subject to the extant provisions of the:

- (i) applicable laws, including Companies Act, SEBI Listing Regulations (as amended from time to time) and other laws, as applicable; and
- (ii) Articles of Association of the Company ("AOA").

1. Appointment

Your appointment will be for a period of 2 (two) years with effect from 30th June 2022.

As an Independent Director you will not be liable to retire by rotation.

Re-appointment on expiry of the Terms shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. Your reappointment would be considered based on the outcome of the performance evaluation process and you continuing to meet the independence criteria.

You will be identified as an Independent Director in the Annual Report and other documentations of the Company.

You may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.



2. Role, duties and responsibilities EMICALS

- A. As member of the Board you along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:
 - Requirements under the Companies Act, 2013;
 - Responsibilities of the Board of directors as outlined in the SEBI Listing Regulations; and
 - Accountability under the Director's Responsibility Statement.
- B. You shall abide by the 'Code For Independent Directors' as outlined in Schedule IV of the Companies Act and duties of directors as provided in the Companies Act (including Section 166) and in SEBI Listing Regulations.
- C. You will provide guidance in your area of expertise.
- D. In addition to the above requirements applicable to all Directors, the role of the Independent Director has the following key elements:

Strategy - Independent Director should constructively contribute and help to develop proposals on strategy;

Performance - Independent Director should scrutinize the performance of management in meeting agreed goals and objectives;

Risk – Independent Director should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;

Reporting - Independent Director shall take responsibility for the process for accurately reporting on performance and the financial position of the Company;

Compliance - Independent Director should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company's practices to accepted norms.

3. Time Commitment

Considering the nature of the role of a director, it is difficult for our Company to lay down specific parameters on time commitment. You agree to devote such time as is prudent and necessary for the proper performance of your role, duties and responsibilities as an Independent Director.

4. Remuneration

As an Independent Director you shall be paid sitting fees for attending the meetings of the Board and the Committees of which you are a member. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.



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In addition to the sitting fees, commission that may be determined by the Board may also be payable to you. In determining the amount of this commission, the Board in consultation with the Nomination and Remuneration Committee may consider performance of the Company and your performance as evaluated by the Board.

5. Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance policy and pay the premiums for the same. It is intended to maintain such insurance cover for the Term of your appointment, subject to the terms of such policy in force from time to time. A copy of the policy document will be sent to you on request.

6. Code of Conduct

As an Independent Director of the Company, you agree to comply with the Code of Conduct for Independent Directors as may be adopted by the Board.

Unless specifically authorized by the Board, you shall not disclose information regarding company and its business to constituencies including the media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers.

Your obligation of confidentiality shall survive cessation of your directorship with the Company.

We would also like to draw your attention to the applicability of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices, prohibiting disclosure or use of unpublished price sensitive information.

Additionally, you shall not participate in any business activity which might impede the application of your independent judgment in the best interest of the Company.

7. Training and Development

The Company, shall, if required, conduct training programs, from time to time, as deemed fit for its Independent Directors which may include any or all of the following:

- Board roles and responsibilities, whilst seeking to build working relationship among the Board members;
- Company's vision, strategic direction, core values, ethics and corporate governance practices;
- Familiarization with financial matters, management team and business operations;
- Meetings with stakeholders, visits to business locations and meetings with senior and middle management.

The Company, as may be required, may support Directors to continually update their skills and knowledge and improve their familiarity with the Company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

J. G. Chemicals Limited



8. Performance Appraisal/Evaluation Process I C A L S

As a member of the Board, your performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

9. Disclosures, other directorships and business interests

During the Term, you agree to promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman and the Company Secretary of the Company. By signing this letter, you hereby confirm that as on date of this letter, you have no such conflict of interest issues with your existing directorships.

During your Term, you agree to promptly provide a declaration under Section 149(7) of the Companies Act and Regulation 25(8) of SEBI Listing Regulations confirming that you meet the criteria of independence as provided in Section 149(6) of the Companies Act and Regulation 16(1)(b) of SEBI Listing Regulations and that you are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact your ability to discharge your duties with an objective independent judgment and without any external influence. This declaration shall be submitted at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an Independent Director.

10. Changes of personal details

During the Term, you shall promptly intimate the Company and the Registrar of Companies, West Bengal in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

11. Disengagement

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

Your directorship on the Board of the Company shall cease in accordance with prevailing law. The Company may disengage Independent Directors prior to completion of term upon violation of Code of Conduct or any other reasons as applicable.

If at any stage during the Term, there is a change that may affect your status as an Independent Director as envisaged in Section 149(6) of the Companies Act read with the rules framed thereunder or Regulation 16(1)(b) of SEBI Listing Regulations, you agree to promptly submit your resignation to the Company with effect from the date of such change.



12. Miscellaneous

The terms of this letter shall be disclosed on the website of the Company.

13. Acceptance of Appointment

Please confirm your acceptance of the above terms by signing and returning the enclosed duplicate copy of this letter.

This letter is being issued to comply with the requirements of Schedule IV to the Companies Act, pertaining to the Code of Independent Directors and SEBI Listing Regulations.

We look forward your esteemed association for the overall growth of the Company.

Yours Sincerely,

For J.G. Chemicals Limited

Suresh Jhunjhunwala Executive Chairman

DIN: 00234725

I hereby acknowledge receipt of and accept the terms set out in this letter.

....

Name: Savita Agarwal

Date: 30-06-2022



AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Name: Savita Agarwal-Place: Kolkata

Date: 30-06-2022

FORM DIR-2

Consent to act as a director of a company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

J. G. Chemicals Limited 34A, Metcalfe Street Kolkata - 700013

Subject: Consent to act as a Director.

- I, Shri Sukanta Nag, hereby give my consent to act as a Director of J. G. Chemicals Limited. pursuant to sub-section (5) of section 152 of Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.
 - 1. Director Identification Number (DIN): 08696001
 - 2. Name (in full): Sukanta Nag
 - 3. Father's Name (in full): Late Shri Binod Behari Nag
 - 4. Address: Block 6, Flat 6A, Lobby 1, Avani Oxford Complex, 136, Jessore Road, Lake Town, Kolkata - 700 055
 - 5. E-mail id: sukantanag24@gmail.com
 - 6. Mobile no.: 9831170075/8291707375
 - 7. Income-tax PAN: ABSPN5980B
 - 8. Occupation: Practising Chartered Accountant
 - 9. Date of birth: 2nd December, 1959
 - 10. Nationality: Indian
 - 11. No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager. - I am a Partner in two (2) LLPs.
 - 12. Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute -

Membership no. of Institute of Chartered Accountants of India (ICAI): 052403

Certificate of Practice of ICAI: ACP No. 190467

Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Signature: \...\...

Designation: Director (Proposed)

DIN: 08696001

Date:30-06-2022 Place: Kolkata

Attachments:

- 1. Aadhar Card
- 2. PAN Card

Savita Agarwal Cambridge, Flat 9C, 24, Prince Anwar Shah Road, Kolkata - 700033

FORM DIR-8

[Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Intimation by Director

CIN of Company: U24100WB2001PLC093380

Nominal Capital: Rs. 370,000,000/-Paid-up Capital: Rs. 317,200,000/-

To, The Board of Directors, J.G. Chemicals Limited, 34A, Metcalfe Street Kolkata 700013

Dear Sir(s),

I, Savita Agarwal, Daughter of Shiv Dayala Gupta, resident of Cambridge, Flat 9C, 24, Prince Anwar Shah Road, Kolkata - 700033, hereby give notice that I am/was a Director/Designated Partner in the following companies during the last 3 years:-

Name of the Company	Date of Appointment	Date of Cessation	
R KOTHARI & CO LLP	03/06/2020	Not Applicable	
INTRASOFT TECHNOLOGIES LIMITED	30/06/2014	Not Applicable	
RATICO AGENCIES PVT LTD	20/10/2004	Not Applicable	
K M S R INSOLVENCY PRIVATE LIMITED	01/10/2018	Not Applicable	

I further confirm that I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

Signature Savita Agarwal Director

DIN: 00062183

Place: Kolkata Date: 28/4/23

FORM MBP - 1

Notice of interest by director

[Pursuant to section 184 (I) and rule 9(1)]

To

The Board of Directors

J.G. Chemicals Limited

Adventz Infinity @ 5, 15th Floor, Unit 1511, Plot 5Block - BN, Sector - V, Salt lake Electronics Complex, Bidhan Nagar CK Market, North 24 Parganas, Saltlake, 700091

Dear Sir(s)

I, Savita Agarwal, daughter of Shri Shiv Dayal Gupta, resident of Cambridge Flat-9C 24 Prince Anwar Shah Road Kolkata 700033 being a director in the company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:-

SI No.	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	Shareholding (%)	Date on which interest or concern arose / changed
1.	Keydwell Estates Private Limited	Director	50	22/01/2024
2.	BDJ Oxides Private Limited	Director		29/09/2023
3.	Ratico Agencies Pvt Ltd	Director	28.92	20/10/2004
4.	K M S R Insolvency Private Limited	Wholetime Director	30.48	01/12/2019
6.	Intrasoft Technologies Limited	Director	entra servicio di di di distributi e spisici di distributi di servici di di di servici di di di servici di servic	29/08/2014
7.	R Kothari & Co LLP	Individual Partner	08	03/06/2020

Place: Kolkata Date: 01.02.2024

(DIN 00062183).

FORM NO. DIR-12
[Pursuant to sections 7(1) (c), 168 & 170 (2) of The Companies Act, 2013 and rule 17 of the Companies (Incorporation) Rules 2014 and 8, 15 & 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014]

5. Details of the Managing Director, directors of the company



Particulars of appointment of directors and the key managerial personnel changes among them

Form Language	sh 🔘 Hindi		
Refer the instruction kit for fi	ling the form.		
1. *This form is for O New	company	ompany	
2. (a) * Corporate Identity Nu	ımber (CIN) of company	U24100WB2001PLC093380	
(b)Global location number (GLN) of company		Pre-fill
3. (a) Name of the company	J.G.CHEMICALS LIMITED	D	
(b) Address of the registered office of the company	34A METCALFE STREET KOLKATA West Bengal 700013 India		
(c) E-mail ID of the compan	y INFO@JGCHEM.COM		
4 Number of Managing direct	tor or director(s) for which th	ne form is being filed	3

1 Details	of the Managing Dire	ctor or Direc	ctor of the comp	pany		
i Director I	dentification Numbe	r (DIN)	08696001		Pre-fill	
ⁱⁱ Name		SUKANTA	NAG			
iii Father's r	name	BINOD BE	HARI NAG			
iv Present r	esidential address				ase1,136 ir Avenue,North 24	
v Nationalit	y IN	vi Da	ate of birth	02/1	2/1959 vii Gender	Male
viii 💿 App	ointment Ces	ssation (Change in c	designation	x Date of Appointment or	30/06/2022
ix Designat	ion Additional d	rector			change in designation	(DD/MM/YYYY)
xi Category	Independer	it				,
xii Whether	Chairman, Executive	Director, N	on-Executive D	irector	•	
Cha	irman 🗌 Executi	ve director	Non Exe	cutive Dire	ctor	
xiii DIN of s	uch director to whom	ı appointee i	is alternate		P	re-fill
	the director to whom e is alternate	such				
XV Name of appointed	the company or insti e is	tution whose	e nominee the			
xvi E-mail ID	of director sukanta	anag24@gm	nail.com			
xvii In case o	f cessation					
			_	_	ing director xviii is not asso	ciated with the company
with effec	et from	(DD/MI	M/YYYY) xix	due to		
xx Interest	in other entities					
xxi Number o	of such entities	2				
xxii * CIN/LLPI	N/FCRN/Registration	n number [AAS-7228			Pre-fill
xxiii* Name	RISKMAN CONSU	LTING LLP				
xxiv *Address	Block A, Flat 1A,847 Madurdaha Kolkata Kolkata West Bengal 700099 India					
	Nature of interes	t				
xxvi	*Designation	artner		· · · · · · · · · · · · · · · · · · ·		
xxv	ii Percentage of Sh	areholding	xxviii A	Amount		
xxi	x Others (specify)					

1 Details o	of the Managing Dire	ector or Dire	ctor of the com	pany		· ·	
i Director le	dentification Numbe	r (DIN)	00012210		Pre-fill		
ii Name		ASHOK BI	HANDARI				
iii Father's n	name	GULAB BI	HANDARI SING	SH .			
iv Present r	esidential address		YGUNGE, PS (VILLE GARDEN		
v Nationality	y IN	vi D	ate of birth	02/0	2/1953 vii Ge	ender	Male
viii 💿 Appo	ointment Ces	ssation (Change in	designation	x Date of Appoint	ment or	30/06/2022
ix Designati	on Additional d	irector			change in desig		(DD/MM/YYYY)
xi Category	Independer	nt					(DD/MINITY)
xii Whether (Chairman, Executive	e Director, N	lon-Executive D	Director			
Chai	rman 🔲 Executi	ive director	X Non Exe	ecutive Dire	ctor		
xiii DIN of su	uch director to whom	n appointee	is alternate			Pre	e-fill
	he director to whom is alternate	such		L		L	
XV Name of t appointee	the company or insti	tution whos	e nominee the				A MARIAN MANAGEMENT CONTROL
xvi E-mail ID	of director ashokb	handari225	3@gmail.com				
xvii In case of	cessation						
Hereby confi	irmed that the above	e mentioned	Director	Manag	ing director xviii is i	not associ	ated with the company
with effec	et from	(DD/M	M/YYYY) xix	due to			
xx Interest i	in other entities						
xxi Number o	of such entities	12					
xxii * CIN/LLPI	N/FCRN/Registration	n number	L17299WB198	35PLC0385	17		Pre-fill
xxiii* Name	RUPA & COMPAN	IY LTD					
xxiv *Address	1 HO CHI MINH SA KOLKATA West Bengal 700071 India	ARANI MET	ROPLAZA 8TH	H FLOOR			
	Nature of interes	st					
	L	irector					
xxvi	ii Percentage of Sh	areholding	xxviii /	Amount			
xix	Cothers (specify)						

1 Details o	of the Managing Dire	ector or Dire	ctor of the comp	pany		
i Director lo	dentification Numbe	r (DIN)	00062183		Pre-fill	
ii Name		SAVITA A	GARWAL			
iii Father's n	ame	SHIV DAY	AL GUPTA			
iv Present r	esidential address			IH ROAD		
v Nationality	y IN	vi D	ate of birth	22/0	06/1972 vii Gende	r Female
viii 💿 Appo	ointment Ce	ssation (Change in o	designatio	n _ x Date of Appointmen	t or 30/06/2022
ix Designati	on Additional d	irector	· · · · · · · · · · · · · · · · · · ·	-	change in designation	
xi Category	Independer	nt				(DD/MIM/1111)
xii Whether (Chairman, Executive	e Director, N	Ion-Executive D	Director		
Chai	rman	ive director	Non Exe	cutive Dire	ector	
xiii DIN of su	uch director to whom	n appointee	is alternate			Pre-fill
	he director to whom is alternate	such			J Gen	
XV Name of t appointee	he company or inst is	itution whos	e nominee the			
xvi E-mail ID	of director savita_	_22@hotmai	il.com			
xvii In case of	cessation					
Hereby conf	irmed that the abov	e mentioned	Director (◯ Mana	ging director xviii is not a	ssociated with the company
with effec	t from	(DD/M	IM/YYYY) xix	due to		
xx Interest i	n other entities					
xxi Number o	f such entities	4				
xxii * CIN/LLPII	N/FCRN/Registratio	n number	U51909WB199	95PTC075	787	Pre-fill
xxiii* Name	RATICO AGENCII	ES PVT LTE)			
xxiv *Address	SQ 3, 9th Floor, M 24 Prince Anwar S Kolkata Kolkata West Bengal 700033		ige,			
	Nature of interes	st				
xxvi	*Designation D	irector				
xxvi	Percentage of Sh	nareholding	xxviii A	Amount		
xxix	c Others (specify))				

b	Number of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer for which the form is being filed						
7. 0	7. Details of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer of the company						
ii l	i Director Identification Number (DIN), if any ii Income Tax permanent account number (PAN) iii Appointment Cessation						
iv N	Membership	numbe	er of the secretary				
_V F	First Name						
vi N	Middle Name						
vii L	Last Name						
viii F	Father's nan	ne					
ix F	First Name						
x /\	Middle Name						
xi L	Last Name						
xii F	Present resid	ential a	address xiii Line I				
			xiv Line II				
XV (City						
xvi ^S	State [xvii Pin Code				
	ISO Country	Code					
xix (Country						
	Phone		xxi Fax				
	Date of birth		(DD/MM/YYYY)				
	Designation						
		intmer	nt or cessation (DD/MM/YYYY)				
xxv I	E-mail ID						

Attachments

List of attachments

(1) Declaration by first director	Attach	DIR 8-F.pdf
2) Declaration of the appointee director	Attach	Board resolution for Appt of ID.pdf DIR 2-F.pdf
in Form No. DIR-2; 3) Notice of resignation;	Attach	Declaration of Independence-F.pdf
4) Evidence of cessation;	Attach	
5) Interest in other entities;	Attach	
6) Optional attachment(s) - if any.	Attach	
of optional attaormonitor in any.	l	Remove attachment
	Declaration	
1 * ANIRUDH JHUNJHUNWALA		
A person named in the articles as a		of the company
(in case if a new company) or	T	
X authorized by the Board of Directors number dated 30/06/2022	of the Company vide NIL	
00/00/2022	l requirements of Companies A	Act, 2013 and the rules made thereunder in
respect of the subject matter of this form	and matters incidental there	to have been complied with. I also declare e including the attachments to this form and
nothing material has been suppressed.	·	g .
* To be digitally signed by	RCOH WANNWALIA E-2022/E7-19 654 4-6532	
* Designation Director		
 Director identification number of the director manager or CEO or CFO; or Membership 		00234879
Certi	ficate by practicing profess	ional
	, 2013 and Rules thereunder to ve particulars (including attact is subject matter of this form a	and found them to be true, correct and
 The said records have been properly present the relevant provisions of the Comp All the required attachments have been 	anies Act, 2013 and were fou	
	e for action under Section	448 of The Companies Act, 2013 for wrong
* T SANTOSH DOWN	pared by	
KUMAR TRANSPORTED KUMAR TRANSPORTED TRANSPORTED	man apostod	ant (in whole-time practice) or
Company secretary (in whole-time practice)	,	(
*Whether Associate or fellow O Associate	Fellow	
Membership number	3811	
Certificate of Practice Number 3982		
Modify	sk Form	Prescrutiny Submit
This eForm has been taken on file maintain basis of statement of correctness given by		panies through electronic mode and on the



EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD AT THE REGISTERED OFFICE OF THE COMPANY ON THURSDAY, THE 30TH DAY OF JUNE, 2022.

APPOINTMENT OF MRS. SAVITA AGARWAL AS AN INDEPENDENT DIRECTOR (ADDITIONAL)

The Chairman appraised the Directors present that post allotment of Bonus Shares and in view of the proposed initial public offering and in compliance with various provisions of the Companies Act, 2013 and rules made thereunder and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company need to appoint an Women Independent Director in the Board of Directors of the Company and in the various committees of Board framed. He then proposed to appoint Mrs. Savita Agarwal as an Independent Women Director (Additional). The consent of Mrs. Agarwal in prescribed form DIR 2, declaration of her independency u/s 149(6) of the Companies Act, declaration in form DIR 8 and declaration of other Directorship of the Board and membership of the Committees in form MBP 1 were placed before the meeting for perusal of the Directors. After due discussion, the Board decided to appoint Mrs. Agarwal as an Independent Women Director of the Company and it was -

"RESOLVED THAT subject to approval of the members of the Company in a general meeting and pursuant to the provisions of Sections 149, 152, 160, 161 Schedule IV and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended ("Companies Act"), Regulation 16 (1)(b) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable laws thereof, if any, and pursuant to the provisions of the Articles of Association of the Company, Mrs. Savita Agarwal (DIN: 00062183), who has submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act and the SEBI Listing Regulations, and is eligible for appointment, be and is hereby appointed as an Independent Women Director (Additional) on the Board of the Company, who shall hold office for a term of 2 (Two) years commencing from 30th June, 2022, and shall not be liable to retire by rotation. Mrs. Agarwal shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as may be determined by the Board from time to time.

FURTHER RESOLVED THAT the Board hereby notes the consent letter in the Form DIR-2 received from Mrs. Savita Agarwal providing her consent to act as an Independent Director of the Company.

FURTHER RESOLVED THAT the Board hereby notes the declaration in writing from Mrs. Agarwal in Form No. DIR-8 confirming that she is not disqualified under Section 164 of the Companies Act from acting as an Independent Director of the Company.

J. G. Chemicals Limited



FURTHER RESOLVED THAT the Board hereby also notes the declaration in writing from Mrs. Agarwal confirming that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 (1)(b) of SEBI Listing Regulations.

FURTHER RESOLVED THAT the terms of appointment of the Independent Director in terms of the provisions of the Companies Act, 2013, a draft of which was circulated to the Board, be and is hereby noted and approved.

FURTHER RESOLVED THAT Mr. Suresh Jhunjhunwala, Executive Chairman, Mr. Aniruddh Jhunjhunwala, Mg. Director & CEO, Mr. Anuj Jhunjhunwala, Whole Time Director & CFO and Ms. Swati Poddar, Company Secretary of the Company be and are hereby severally authorized to issue appointment letter to Mrs. Agarwal and do all the acts, deeds and things which are necessary for the appointment of Mrs. Agarwal as an Independent Director of the Company, including filing of the necessary e-forms with the Registrar of Companies, West Bengal under their digital signatures."

CERTIFIED TO BE TRUE COPY

For J. G. Chemicals Limited

Suresh Jhunjhunwala Executive Chairman

DIN: 00234725

Declaration of Independence

To,
The Board of Directors,
J. G. Chemicals Limited
34A, Metcalfe Street,
3rd Floor, Kolkata – 700 013

Sub: Declaration under sub-section (6) of section 149 of the Companies Act 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015:

I, Smt Savita Agarwal, daughter of Shri Shiv Dayal Gupta, resident of Cambridge, Flat-9C, Prince Anwar Shah, Kolkata-700033 hereby certify that I propose to be an Independent Director of M/s J. G. Chemicals Limited and comply with all the criteria of independent director envisaged under Section 149(6) of the Companies Act, 2013 and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as & when it may be notified. I hereby certify that:

- 1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
- 2. I am/was not related to promoters or directors in the company, its holding, subsidiary or associate company;
- 3. I have/had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent of total income with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.
- 4. None of my relatives—
- (i) is holding any security of or interest in the company, its holding, subsidiary or associate company of face value exceeding fifty lakh rupees or two per cent of the paid-up capital of the company during the two immediately preceding financial years or during the current financial year:
- (ii) is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors in excess of 50 lakhs rupees at any time during the two immediately preceding financial years or during the current financial year;
- (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company in excess of 50 lacs rupees at any time during the two immediately preceding financial years or during the current financial year; or

- (iv) has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in Point (i), (ii) or (iii);
- 5. Neither me nor any of my relatives holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year.
- 6. Neither me nor any of my relatives is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the current financial year of—a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10 per cent or more of the gross turnover of such firm;
- 7. Neither me nor any of my relatives holds together with his relatives 2 per cent or more of the total voting power of the company;
- 8. Neither me nor any of my relatives is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25 per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2 per cent or more of the total voting power of the company;
- 9. I possess appropriate skills, experience and knowledge in one or more fields of finance, management, research and corporate governance.

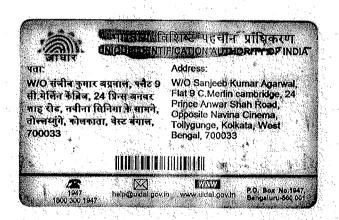
Thanking you,

Yours faithfully,

[Savita Agarwal] Director [DIN 00062183]

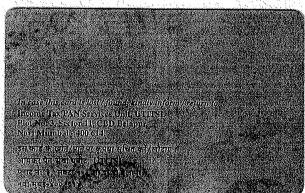
Date: 03.07.2023 Place: Kolkata





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SAVITA AGARWAL ~

e-File Y Dashboard Help Authorised Partners > Services ~ AIS Grievances ~ Session Time 1 4:51 Pending Actions ~ Dashboard > Pending Actions > Response to Outstanding Demand **Response to Outstanding Demand** Search By Demand Communication History Select Q Records are as per the data available at Income Tax Department Date of last refresh: 03-Feb-2024 No records of outstanding demand found Go to Dashboard

Ministry Of Corporate Affairs

Date: 23-11-2023 11:54:54 am

Company Information

CIN	U24100WB2001PLC093380
Company Name	J.G.CHEMICALS LIMITED
ROC Name	ROC Kolkata
Registration Number	093380
Date of Incorporation	28/06/2001
Email Id	INFO@JGCHEM.COM
Registered Address	Adventz Infinity @ 5, 15th Floor, Unit 1511, Plot 5Block - BN, Sector - V, Salt lake Electronics Complex, Bidhan Nagar CK Market, North 24 Parganas, Saltlake, West Bengal, India, 700091
Address at which the books of account are to be maintained	-
Listed in Stock Exchange(s) (Y/N)	No
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Public
ACTIVE compliance	ACTIVE Compliant
Authorised Capital (Rs)	37,00,00,000
Paid up Capital (Rs)	31,72,00,000
Date of last AGM	29/09/2023
Date of Balance Sheet	31/03/2023
Company Status	Active

Jurisdiction

ROC (name and office)

ROC Kolkata

RD (name and Region)

RD, Eastern Region

Index of Charges

Sr. No	SRN	Charge Id	Charge Holder Name	Date of Creation	Date of Modification	Date of Satisfaction	Amount	Address	Whether charge registered by other entity	Asset Holder Name
1-1	AA3401704	100270811	CITI BANK N.A.	11/05/2019	05/07/2023	-	20,00,00,000	Kanak Building, 41,Chowringhee Road,Kolkata, Kolkata, West Bengal, India, 700071	No	-
2	T93177384	100228368	Bank of Baroda	04/01/2019	23/03/2022	-	35,81,00,000	SME Branch, Kolkata,Illaco	No	- '.
								House, 1 BTM Sarani,Kolkata,		

Ministry Of Corporate Affairs - MCA Services

. /											
Sr. No	SRN	Charge Id	Charge Holder Name	Date of Creation	Date of Modification	Date of Satisfaction	Amount	Address	Whether charge registered by other entity	Asset Holder Name	
								West Bengal, India, 700001			
3	T98661853	90244932	BANK OF BARODA	18/05/2005	20/12/2011	26/04/2022	24,50,00,000	INDIA EXCAHNGE BRANCH,4, INDIA ECHANGE PLACE,KOLKATA, West Bengal, India, 700001	No	-	
4	F01878388	90246611	Bank of Baroda	10/05/2005	17/05/2022	-	35,75,00,000	SME Branch, ILLACO House,1, B T M Sarani,Kolkata, West Bengal, India, 700001	No	-	

Director/Signatory Details

Sr. No	DIN/PAN	Name	Designation	Date of Appointment	Cessation Date	Signatory
1	00234725	SURESH JHUNJHUNWALA	Whole-time director	28/06/2001	-	Yes
2	00234926	ANUJ JHUNJHUNWALA	Whole-time director	07/03/2022	-	Yes
3	АЕСРЈ9100Ј	ANUJ JHUNJHUNWALA	CFO	16/05/2022	-	Yes
4	ACSPJ7372A	ANIRUDH JHUNJHUNWALA	CEO	16/05/2022	-	Yes
5	00234879	ANIRUDH JHUNJHUNWALA	Managing Director	28/06/2001	-	Yes
6	00012210	ASHOK BHANDARI	Director	30/06/2022	-	Yes
7	00062183	SAVITA AGARWAL	Director	30/06/2022	-	Yes
8	08696001	SUKANTA NAG	Director	30/06/2022	-	Yes
9	DAZPP2577K	SWATI PODDAR	Company Secretary	01/06/2022	-	Yes



14/POM/Ver-03

MATERIALITY POLICY

Introduction

This document has been formulated to define the materiality policy for identification of (i) outstanding material litigation involving J.G. Chemicals Limited (the "Company"), its subsidiaries, its directors and promoters (collectively, the "Relevant Parties") (excluding disciplinary actions against the promoters, criminal proceedings, statutory/regulatory actions and taxation matters); (ii) its group companies (such group companies identified in accordance with this Policy (as defined below)) and (iii) the material creditors of the Company (collectively, the "Policy"), in terms of the disclosure requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

This Policy shall be effective from the date of its approval by the Board of Directors.

In this Policy, the term "Offer Documents" shall mean the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus (along with any addenda or corrigenda thereto), as applicable, to be filed with the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, West Bengal at Kolkata or the stock exchanges where the equity shares of the Company are proposed to be listed, and any other regulatory authorities, as applicable; and the term "Restated Consolidated Financial Statements" shall mean the restated consolidated financial statements of the Company, as disclosed in the Offer Documents, comprising of the restated consolidated statement of assets and liabilities as at six months period ended September 30, 2022 and as at March 31, 2022, March 31, 2021 and March 31, 2020, the restated consolidated statement of profit and loss, the restated consolidated statement of cash flows and the restated consolidated statement of changes in equity for the six months period ended September 30, 2022 and for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 and the notes to restated consolidated financial statements as approved by the board of directors and the significant accounting policies and other explanatory information thereon derived from the relevant audited consolidated financial statements, prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 (read with the Companies (Indian Accounting Standards) Rules, 2015, as amended) and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time.

I. Materiality policy for litigation

In terms of SEBI ICDR Regulations, the Company is required to disclose the following litigation involving the Relevant Parties:

- (i) All outstanding criminal litigations
- (ii) All actions by statutory and / or regulatory authorities (including any judicial, quasi-judicial, administrative authorities)
- (iii) Tax litigations: Separate disclosures regarding claims related to direct and indirect tax liabilities, in a consolidated manner giving total number of claims and total amounts involved; and
- (iv) Other pending litigations/arbitration proceedings: As per the policy of materiality approved by the Board of Directors and disclosed in the Offer Documents.



14/POM/Ver-03

Additionally, in terms of the SEBI ICDR Regulations, the Company is required to disclose: (a) any disciplinary action (including a penalty) imposed by SEBI or any of the stock exchanges against any of the promoters of the Company in the five financial years preceding the relevant Offer Document, including any outstanding action; and (b) outstanding litigation involving the group companies (if any), the outcome of which may have a material impact on the Company, as applicable.

For the purposes of determining material litigations /arbitration proceedings as mentioned in point (iv) above, the following criteria shall apply:

Any outstanding litigation / arbitration proceedings (other than those covered in points (i) to (iii) above) involving our Company, its Directors, its Subsidiaries and Promoters shall be considered "material" for the purposes of disclosure in the Offer Documents, if:

- a. the aggregate monetary amount of claim made by or against the entity or person in any such pending litigation exceeds 5% of the profit after tax of our Company (on a consolidated basis), as per the latest fiscal covered in the Restated Consolidated Financial Statements included in the Offer Documents; or
- b. the outcome of such litigation, irrespective of any amount involved in such litigation or wherein a monetary liability is not quantifiable, could have a material adverse effect on the financial position, business, operations, performance, prospects or reputation of our Company or its subsidiaries, as applicable; or
- c. the decision in such litigation is likely to affect the decision in similar litigations, and the aggregate monetary claim amount in all such litigation / arbitration proceedings is equal to or in excess of threshold set forth above even though the amount involved in an individual litigation may not exceed the threshold set forth in (I) (a) above.

For the purposes of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by statutory/regulatory/ governmental/ tax authorities) will not be, unless otherwise decided by the Board of Directors, considered as an outstanding litigation for the purposes of point (I)(iv) above, until such time such party is impleaded as a defendant or respondent in litigations before any legal/arbitral forum.

II. Materiality policy for Identification of Group Companies

In terms of the SEBI ICDR Regulations, the term 'group companies' includes (i) such companies (other than promoters and subsidiaries) with which the issuer company had related party transactions during the period for which financial information is disclosed in the Offer Documents, as covered under the applicable accounting standards, and (ii) any other companies as considered material by the Board of Directors of the issuer.

Accordingly, for (II) (i) above, all such companies (other than Promoters and Subsidiaries) with which there were related party transactions during the period covered in the Restated Consolidated Financial Statements, as covered under the applicable accounting standards, shall be considered as group companies in terms of the SEBI ICDR Regulations.

In addition, for the purposes of (II) (ii) above, a company (other than the companies covered under



14/POM/Ver-03

In addition, for the purposes of (II) (ii) above, a company (other than the companies covered under the schedule of related party transactions as per the Restated Consolidated Financial Statements) shall be considered "material" and will be disclosed as a 'Group Company' in the Offer Documents if it is a member of the promoter group of the Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and has entered into one or more transactions with the Company as per the latest fiscal covered in the Restated Consolidated Financial Statements, that individually or cumulatively exceed 10.00% of the total income of our Company for the latest fiscal covered in the Restated Consolidated Financial Statements.

Information about Group Companies identified based on the above approach shall be disclosed in the Offer Documents in accordance with SEBI ICDR Regulations.

III. Materiality policy for identification of material creditors

In terms of SEBI ICDR Regulations, the Company shall make the following disclosures in the Offer Documents for outstanding dues to creditors (except banks and financial institutions from whom the Company has availed financing facilities):

- based on the policy on materiality adopted by the Board of Directors and as disclosed in the Offer Documents, details of the Company's creditors, including the consolidated number of creditors and the aggregate amount involved; and
- (ii) consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved.

For the purposes of identification of material creditors, in terms of point (i) above, creditors to whom the amount due is equal to or in excess of 10% of the trade payables (on a consolidated basis) of our Company as of the end of the latest period covered in the Restated Consolidated Financial Statements.

General

It is clarified that this Policy is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer Documents and is not meant to be applied for any other purpose.

This Policy shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and/ or such other regulatory or statutory authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI including through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints.

This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.

All other capitalised terms not specifically defined in this Policy shall have the same meanings ascribed to such terms in the Offer Documents.

> For & on behalf the Board J.G.Chemicals Limited

Suresh Jhunjhunwala **Executive Chairman** DIN-00234725

Place: Kolkata

Dated: 22nd November 2022



Final Examination Certificate

This is to certify that SAVITA GUPTA

of ******

has passed

(xxxxxxxxxxxxxxxxxx)

the Final Examination

held by

The Institute of Chartered Accountants of India

in the month of HAY 1995

Given under the Common Seal of

The Institute of Chartered Accountants of India

this FOURTEENTH

day of JULY 1995

Senior Deputy Secretary (Examinations)



भारतीय दिवाला और शोधन अक्षमता बोर्ड Insolvency and Bankruptcy Board of India

limited Insolvency Examination

This is to certify that

Ms. Savita Agarwal

has passed the
Limited Insolvency Examination
on 10th March, 2017

Examination Centre: Kolkata

Enrolment Number: 1700043217

Date: 23rd March, 2017

(Ritesh Kavdia) Chief General Manager



Certificate of Membership

This is to certify that

Ms. Agarwal Savita

Daughter of Shiv Dayal Gupta

Membership No. 057239 of Kolkata

was admitted as a Fellow of the Institute
on the Twenty fourth day of April, 2001.

Given by the Council

under the Common Seal of the

Institute of Chartered Accountants of India,
this Thirty first day of May, 2001.

(ASHOK HALDIA) Secretary (N D GUPTA)

President



Certificate of Practice

This is to certify that

Ms. Gupta Savita, ACA

Membership No. 057239 of Calcutta
is entitled to practise as Chartered Accountant.

This Certificate is issued subject to the provisions of
the Chartered Accountants Regulations, 1988,
or modifications and/or amendments thereof.

The Certificate shall be effective from
Second day of August, 1995.

Given under the Common Seal of the
Institute of Chartered Accountants of India,
this Thirty first day of August, 1995.

A. K. Majumdar. (A. K. MAJUMDAR) Secretary

(Y M KALE) President



Certificate of Practice

This is to certify that

Ms. Agarwal Savita, FCA

Daughter of Shiv Dayal Gupta

Membership No. 057239 of Kolkata
is entitled to practise as Chartened Accountant.

This Certificate is issued subject to the provisions of the Chartered Accountants Regulations, 1988, or modifications and/or amendments thereof.

The Certificate shall be effective from

Twenty fourth day of April, 2001.

Given under the Common Seal of the

Institute of Chartered Accountants of India, this Thirty first day of May, 2001.

(ASHOK HALDIA)
Secretary

(N D GUPTA)
President



भारतीय दिवाला और शोधन अक्षयन कोई Insolvency and Bankruptcy Board of India

CERTIFICATE OF REGISTRATION

IP REGISTRATION No. IBBI/IPA-001/IP-P00101/2017-18/10201

[Under Regulation 7 of the Insolvency and Bankruptcy Board of India (Insolvency Professionals) Regulations, 2016]

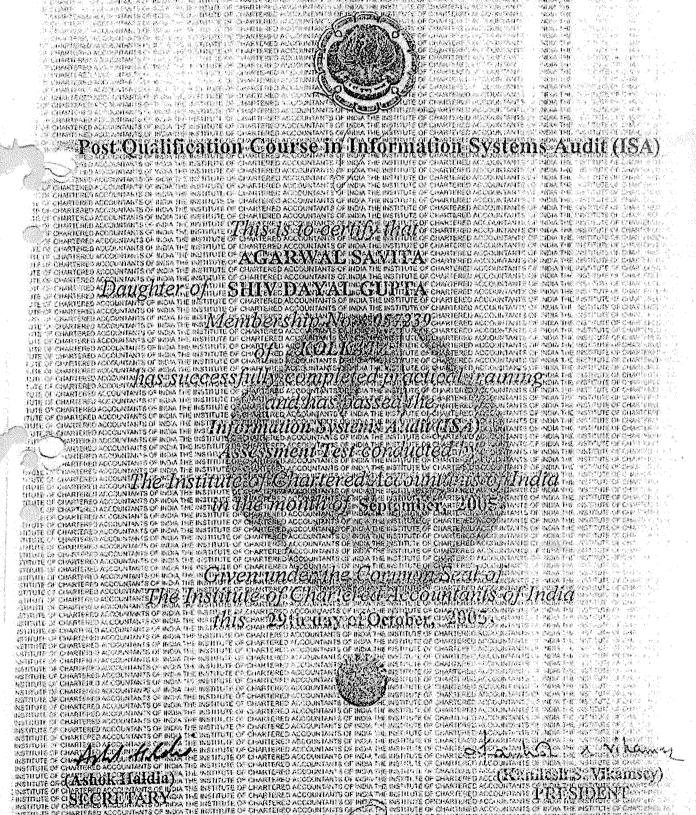
- 1. In exercise of the powers conferred by Regulation 7 of the Insolvency and Bankruptcy Board of India (Insolvency Professionals) Regulations, 2016, the Board hereby grants a certificate of registration to Mrs. Savita Agarwal to act as an insolvency professional in accordance with these Regulations.
- 2. *This certificate is valid from 17th May, 2017.

(I Sreekara Rao)

Deputy General Manager For and on behalf of Insolvency and Bankruptcy Board of India

Place: New Delhi Date: 17th May, 2017

*Registration No IBBI/IPA-001/IP-00015/2016-17/1433 granted under Regulation 9 of afore said regulations stands cancelled with effect from 17th May, 2017.



Independent Director's



Registration Certificate

Independent Director's Databank registration certificate is issued to

Savita Agarwa

Valid from 12 Dec 2019 till Lifetime

Registration No.: IDDB-DI-201912-001993

Mr. Praveen Kumar (IAS)

DG & CEO IICA

This certificate is digitally generated by IICA, hence no signature is required.