

Notice of the 24th Annual General Meeting

Notice is hereby given that the **Twenty-Fourth (24th)** Annual General Meeting (AGM) of the Members of **M/s. J.G.Chemicals Limited** ("the Company") will be held on Tuesday, the 12th day of August, 2025, at 2.30 p.m. Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Auditors thereon.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

3. To declare a Final Dividend of ₹1/- per Equity Share for the financial year ended March 31, 2025.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, the final dividend 10% @ ₹1 per equity share of ₹10/- each as recommended by the Board of Directors be and is hereby declared out of the profits of the Company for the financial year 2024-25."

4. To appoint a Director in place of Mr. Suresh Jhunjhunwala (DIN: 00234725), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors, Non-Executive and Non-Independent Chairman are subject to retirement by rotation. Suresh Jhunjhunwala, Executive Chairman and Whole-time Director, who was reappointed on

May 15, 2025 and will serve as a Executive Chairman and Whole-time Director up to May 16, 2030 and whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. Based on performance evaluation and recommendation of the Nomination and Remuneration Committee, The Board recommends his reappointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Suresh Jhunjhunwala (DIN: 00234725) as a director up to May 16, 2030, who is liable to retire by rotation.

SPECIAL BUSINESS

5. Appointment of Secretarial Auditors

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. K Arun & Co., Company Secretaries (FRN: P1995WB046000) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts,

deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

6. Ratification of Cost Auditor’s Remuneration

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company be and hereby ratifies the remuneration as decided by the Committee in consultation with the board & Auditor which has to be incurred in connection with the audit, as approved by the Board of Directors, payable to M/s D. Banerjee & Associates, Cost Accountants, (Firm Registration Number: 003850) who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026.”

7. To Consider and ratify reappointment of Mr. Anuj Jhunjunwala as Whole-time Director of the Company

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, in pursuance of the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and as approved by the Board of Directors in their meeting held on 10th May, 2025 and such other approvals consents, permissions, sanctions as may be necessary, consent of the members of the Company be and is hereby accorded for the ratification for reappointment of Mr. Anuj Jhunjunwala (DIN: 00234926) as a Whole-time Director and Key Managerial Personnel of the Company for a period of five years effective from 16th May, 2025 on such terms and conditions of appointment as may be decided by the Management.

RESOLVED FURTHER THAT, any of the Directors of the Company or Company Secretary, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings, applications and returns as, in its absolute discretion, it may be considered necessary, expedient or desirable, along with filing of necessary E-forms with the Registrar of Companies, including power to sub-delegate, in order to give effect to the foregoing resolutions or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit.”

8. To Consider and ratify reappointment of Mr. Suresh Jhunjunwala as Whole-time Director and Executive Chairman of the Company

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, in pursuance of the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company and as approved by the Board of Directors in their meeting held on 10th May, 2025 and such other approvals consents, permissions, sanctions as may be necessary, consent of the members of the Company be and is hereby accorded for the ratification for reappointment of Mr. Suresh Jhunjunwala (DIN: 00234725) as a Whole-time Director and Executive Chairman of the Company for a period of five years effective from 16th May, 2025 on such terms and conditions of appointment as may be decided by the Management.

RESOLVED FURTHER THAT, any of the Directors of the Company or Company Secretary, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings, applications and returns as, in its absolute discretion, it may be considered necessary, expedient or desirable, along with filing of necessary E-forms with the Registrar of Companies, including power to sub-delegate, in order to give effect to the foregoing resolutions or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit.”

9. Continuation of Mr. Suresh Jhunjunwala as Whole-time Director and Executive Chairman of the Company on attaining the age of seventy years.

To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to Section 196, 196(3) 197, 198 and 203 and other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as approved by the Board of Directors of the Company at its meeting held on May 10, 2025, the approval of members of the Company be and is hereby accorded, for the continuation of tenure of Mr. Suresh Jhunjunwala (DIN: 00234725) as a Whole-time Director & Executive Chairman of the Company, who has attained the age of 70 years.

RESOLVED FURTHER THAT, that the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

10. Approval for Material Related Party Transactions

To consider, and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution** for approval of related party transactions:

"RESOLVED THAT pursuant to the provisions of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as

applicable and any amendments thereto, and also pursuant to the omnibus approval of the Audit Committee, the Related Party Transactions entered into by the Company with Related Parties in the ordinary course of business at arm's length basis during the Financial Year 2025-2026 as detailed in the explanatory statement annexed to this notice, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY 2024-25 be and are hereby ratified and approved.

RESOLVED FURTHER THAT, any of the Directors of the Company or Company Secretary, be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings, applications and returns as, in its absolute discretion, it may be considered necessary, expedient or desirable, along with filing of necessary E-forms with the Registrar of Companies."

J.G.CHEMICALS LIMITED
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Kolkata -700091
Ph: 033 4415 0100
cs@jgchem.com
www.jgchem.com
June 27, 2025

By Order of the Board of Directors
For **J.G.Chemicals Limited**

Sd/-
Swati Poddar
CS & Compliance Officer
Membership No. ACS 49212

NOTES:

1. Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ("MCA Circular") and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to karun@cskarun.com with a copy marked to evoting@nsdl.com.
5. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. August 12, 2025. Members seeking to inspect such documents can send an email to cs@jgchem.com.
6. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the SEBI Circulars from time to time. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 16 for the process to be followed for updating bank account details.
7. Members may note that the Board, at its meeting held on June 27, 2025, has recommended a final dividend of ₹1 per equity share for the financial year ended March 31, 2025. The record date

for the purpose of final dividend is August 05, 2025. The final dividend, once approved by the members in the ensuing AGM, will be paid on September 12, 2025, through various modes. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

8. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

| | |
|---|--|
| Members having valid Permanent Account Number (PAN) | 10%* or as notified by the Government of India (GOI) |
| Members not having PAN / valid PAN | 20% or as notified by the GOI |

* As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as provided in section 206AA of the IT Act, 1961 i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-2026 does not exceed ₹10,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by

the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI), between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

The aforementioned documents are required to be uploaded on the shareholder portal at <https://www.jgchem.com/investors/shareholder-services/dividend-tax.html> on or before July 19, 2025. Members are requested to visit <https://www.jgchem.com/investors/shareholder-services/dividend-tax.html> for more instructions and information on this subject. No communication would be accepted from members after July 19, 2025, regarding tax-withholding matters. Shareholders may write to cs@jgchem.com for any clarifications on this subject.

Shareholders can check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

9. Members are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Limited, Unit: J.G.Chemicals Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 and e-mail at inward.ris@kfintech.com.

10. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at cs@jgchem.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
11. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed M/s. K Arun & Co., (Membership No. FCS 3529) (CP No. 2270) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
12. Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. August 05, 2025, may cast their votes electronically. The e-voting period commences on Friday, August 8, 2025 (9:00 a.m. IST) and ends on Monday, August 11, 2025 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. August 5, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
13. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
14. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. August 5, 2025, may obtain the login ID and password by sending a request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
15. In compliance with the Circulars, the Annual Report for 2024-25, the Notice of the 24th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP). A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company.
16. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com, to receive copies of the Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update bank account details for the receipt of dividend.

| Type of holder | Process to be followed | |
|----------------|---|------------|
| Physical | For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: J.G.Chemicals Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 | |
| | Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode | Form ISR-1 |
| | Update of signature of securities holder | Form ISR-2 |
| | For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 | Form SH-13 |
| | Declaration to opt out | Form ISR-3 |
| | Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee | Form SH-14 |
| | Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode | Form ISR-4 |
| Demat | Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP. | |

► Notice

17. Members may also note that the Notice of the 24th AGM and the Annual Report 2024-25 will also be available on the Company's website at, <https://www.jgchem.com/investors/reports-filings.html>, websites of the stock exchanges, i.e. BSE and NSE, at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL, <https://www.evoting.nsdl.com>.
18. An Explanatory Statement pursuant to Section 102 of the Act in respect of the business under item nos. 5 to 10 set out above and additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
19. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com. The forms for updating the same are available at <https://jgchem.com/shareholders-informations/>.
20. As per Section 72 of the Act, members holding shares in physical mode may submit their nomination by submitting SH-13 which can be downloaded from the Company's website at <https://jgchem.com/shareholders-informations/>. Members holding shares in demat mode may contact their respective DPs to update the nomination.
21. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, www.jgchem.com.
22. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Instructions for participation through VC

Please follow the below steps for registration and participation

| | |
|--|--|
| Step 1: Access the VC portal by clicking this link: https://jgchem.com or you could also join the AGM by visiting the investor page on our Company's website, www.jgchem.com | System requirements for best VC experience Internet connection: Broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more |
| Step 2: Log in to join the VC session by using your DP ID and Client ID / Folio Number together with your PAN a) Members with NSDL account: 8-character DP ID followed by 8-digit Client ID (For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****) b) Members with CDSL account: 16-digit Beneficiary ID (For example, if your Beneficiary ID is 12*****), then your user ID is 12***** c) Members with physical folio: ITL + Folio Number registered with the Company (For example, if your Folio Number is 0*****, then your user ID is ITL0*****) | Microphone and speakers: Built-in or USB plug-in or wireless Bluetooth Browser: Google Chrome: Version 90 or latest Microsoft Edge Chromium: Version 90 or latest |
| Note: Institutional / corporate shareholders are required to upload the Board Resolution / Authorization Letter authorizing its representatives to attend the AGM through VC. | |
| Step 3: Click 'Enter' to join the virtual AGM. | |
| Step 4: Members can post questions either through chat or the video feature available in the VC. Members can exercise these options once the floor is open for shareholder queries | |
| Step 5: Members who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM by following the 'Instructions for e-voting'. | |

General guidelines for VC participation

- i. Members may note that the 24th AGM of the Company will be convened through VC in compliance with the applicable provisions of the Act, read with the Circulars. The facility to attend the meeting through VC will be provided by the Company.
- ii. The facility of joining the AGM through VC will be opened 60 minutes before the scheduled start time of the AGM and will be available for members on a first-come-first-served basis.
- iii. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.

- iv. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
- v. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot, may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

Instructions for e-voting

The process to vote electronically on NSDL e-voting system consists of two steps:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. 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 4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on :</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div> |

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 user your existing my easi username & password. 2. 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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. 3. If the user is not registered for Easi/Easiest, 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. 4. Alternatively, the user can directly access 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, 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. |

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders (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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” options available on the above-mentioned website.

Helpdesk for individual shareholders holding securities in demat mode 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.com or call at 022 - 4886 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. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL option available on www.evoting.nsdl.com).
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

► Notice

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to karun@cskarun.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/ Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@jgchem.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors
J.G.Chemicals Limited

Sd/-

Swati Poddar

CS & Compliance Officer

Date: 27th June, 2025
Place: Kolkata

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “Companies Act”), the following explanatory statements sets out all material facts relating to the business mentioned under Item no. 5-10 of the accompanying Notice.

Item No. 5

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders' approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 17, 2025, has approved the appointment of M/s K Arun & Co., Company Secretaries, (FRN No.-P1995WB046000) as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030 subject to approval of the Members at the Annual General Meeting.

Furthermore, in terms of the amended regulations, M/s K Arun & Co. has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s K Arun & Co. has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s K Arun & Co. has further furnished a declaration that they have not taken up any prohibited non secretarial audit assignments for the Company, its holding and subsidiary companies.

While recommending M/s K Arun & Co. for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s K Arun & Co. was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s K Arun & Co. is a peer reviewed and a well established firm of Practicing Company Secretaries, registered with the Institute

of Company Secretaries of India, New Delhi. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence, and commitment.

M/s K Arun & Co. specializes in compliance audit and assurance services, advisory and representation services, and transactional services. The terms and conditions of the appointment of M/s K Arun & Co. include a tenure of five (5) consecutive years, commencing from April 1, 2025 upto March 31, 2030 at a remuneration for FY26 as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s K Arun & Co., and will be subject to approval by the Board of Directors and/or the Audit Committee. M/s K Arun & Co. has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Accordingly, approval of the shareholders is sought for appointment of M/s K Arun & Co. as the Secretarial Auditors of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. D. Banerjee & Associates, the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 at remuneration as may be fixed by the board.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company in the general meeting. Accordingly, consent of the members is sought for passing the Resolution of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors of the Company or any Key Managerial Personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

Item No. 7

Mr. Anuj Jhunjunwala was appointed by the Board of Directors of the Company ("the Board") as a Promoter Director of the Company in the year 2022. In the Board Meeting held on 10th May 2025, Mr. Anuj Jhunjunwala was re-designated as Wholetime Director and Key Managerial Personnel of the Company from his existing term till 15th May, 2025. Accordingly, in the Board Meeting held on 10th May, 2025, based on the recommendation made by the Nomination and Remuneration Committee, Mr. Anuj Jhunjunwala was reappointed as the Wholetime Director and Key Managerial Personnel of the Company for a period of five years, i.e., from 16th May, 2025 till 15th May, 2030 subject to the approval of the members in the ensuing Annual General Meeting as required under Section 196 and 197 of the Companies Act, 2013.

The Board, based on working experience of Mr. Anuj Jhunjunwala, considers that his association would be of immense benefit to the Company and it is desirable to avail services of him as the Wholetime Director and accordingly recommends the resolution as set forth in Item no. 5 for the approval of the shareholders of the Company.

The approval of the Members is being sought to the terms and conditions of reappointment of Mr. Anuj Jhunjunwala as the Wholetime Director and Chairman of the Company. The terms and conditions proposed are in line with what is necessary to continue to encourage efficient management. The proposed appointment and the terms and conditions of appointment are in accordance with the conditions specified in Schedule V to the Companies Act, 2013.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 7 of the Notice in relation to ratification of reappointment of Mr. Anuj Jhunjunwala as the Wholetime Director and Key Managerial Personnel of the Company, for the approval by the shareholders of the Company.

Except Mr. Anuj Jhunjunwala, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and the SS-2 on the General Meetings.

Item No. 8

Mr. Suresh Jhunjunwala was appointed by the Board of Directors of the Company ("the Board") as a Promoter Director of the Company in the year 2001. In the Board Meeting held on 10th May, 2025, Mr. Suresh Jhunjunwala was re-designated as Wholetime Director and Chairman of the Company from his existing term till 15th May, 2025. Accordingly, in the Board Meeting held on 10th May, 2025, based

on the recommendation made by the Nomination and Remuneration Committee, Mr. Suresh Jhunjunwala was reappointed as the Wholetime Director and Chairman of the Company for a period of five years, i.e., from 16th May, 2025 till 15th May, 2030 subject to the approval of the members in the ensuing Annual General Meeting as required under Section 196 and 197 of the Companies Act, 2013.

The Board, based on working experience of Mr. Suresh Jhunjunwala, considers that his association would be of immense benefit to the Company and it is desirable to avail services of him as the Wholetime Director and accordingly recommends the resolution as set forth in Item no. 8 for the approval of the shareholders of the Company.

The approval of the Members is being sought to the terms and conditions of reappointment of Mr. Suresh Jhunjunwala as the Wholetime Director and Chairman of the Company. The terms and conditions proposed are in line with what is necessary to continue to encourage efficient management. The proposed appointment and the terms and conditions of appointment are in accordance with the conditions specified in Schedule V to the Companies Act, 2013.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 8 of the Notice in relation to ratification of reappointment of Mr. Suresh Jhunjunwala as the Wholetime Director and Chairman of the Company, for the approval by the shareholders of the Company.

Except Mr. Suresh Jhunjunwala, being an appointee and his relatives, none of the Directors and Chairman of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and the SS-2 on the General Meetings.

Item No. 9

Mr. Suresh Jhunjunwala was appointed as the Executive Chairman and Whole-time Director of the Company for a term of five years with effect from May 16, 2022 whose office was not liable to retire by rotation pursuant to board resolution dated September 08, 2020 and shareholder's resolution dated December 24, 2020. During the continuation of his tenure of appointment as Chairman and Managing Director, he has attained the age of 70 years.

In order to be compliant with the provisions of the SEBI (Listing and Obligation Regulations and the Companies Act, 2013 including amendments, if any, the Company hereby proposes to retain him as Chairman and Managing Director of the Company on attaining age of 70 years in light of his vast immense knowledge and enrich experience which he has been contributing immensely in the growth of the Company since its incorporation and as approved by Board of Directors of the Company at its meeting held on May 10, 2025. Hence, approval of the members is sought for the continuation of Mr. Suresh Jhunjunwala as Chairman and Whole-time Director of the Company on attaining the age of 70 years. All other terms and conditions of

his appointment including perquisites and benefits etc. shall remain same to the extent approved by the members of the Company. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-1**. The Board recommends the passing of the Resolution at Item No. 9 as a Special Resolution.

Except Mr. Suresh Jhunjhunwala and his relatives, none of the Directors or Key Managerial Personnels or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 10

Pursuant to the applicable provision of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with

Related Party Transactions of the Company ("the Policy"), all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

The omnibus approval of the related party transactions with M/s. BDJ Oxides Pvt Ltd, Subsidiary Company, that has already been granted by the Audit Committee in its Meeting dated 17th May, 2025 may exceed ten percent of the annual consolidated turnover as per the last audited financial statements of the Company if considered individually or taken together with Previous transactions of the Financial Year. An Ordinary Resolution is required to be passed by the Shareholders in the Annual General Meeting as per Regulation 23 of SEBI Listing Regulations to give effect to the same.

J.G.CHEMICALS LIMITED
CIN: L24100WB2001PLC093380
Adventz Infinity@5,
Unit No. 1511, Street No. 18
BN Block, 15th Floor, Sector V, Salt Lake
Kolkata -700091
Ph: 033 4415 0100
cs@jgchem.com
www.jgchem.com
June 27, 2025

By Order of the Board of Directors
For **J.G.Chemicals Limited**

Sd/-
Swati Poddar
CS & Compliance Officer
Membership No. ACS 49212

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

| Name of Director | Mr. Suresh Jhunjhunwala | Mr. Anuj Jhunjhunwala |
|--|--|---|
| Director Identification Number (DIN) | 00234725 | 00234926 |
| Designation / Category of Director | Chairman & Whole-time Director | CFO & Whole-time Director |
| Age | 72 | 42 |
| Date of first Appointment | June 28, 2001 | March 3, 2022 |
| Qualifications | He has passed Bachelor's of Commerce (Part-1) Honours Examination from St. Xavier's College, University of Kolkata. | He holds a bachelor's degree of Commerce from Calcutta University and a masters' degree of science in finance from the ICFAI University. He has completed a course on options, futures and other financial derivatives from the London School of Economics and Political Science. Further, he holds a master's degree in business administration from Said Business School, University of Oxford. |
| Expertise in Specific functional Areas | He is responsible for strategy formulation and identifying new growth areas. He is the Founder of the Company and has been associated with it since almost four decades and also has very rich experience in various Industries. Suresh is an Ex-President of Merchants' Chamber of Commerce & Industry and Rotary Club. He is also an Advisor of several Industry Associations and Government Bodies. | He has been associated with the Company and its subsidiaries since 2010 as Director. His other previous roles include his work as an Investment professional at Greater Pacific Capital in London and strategy consultant at SEB AG in Frankfurt. His role includes overseeing all the financial operations of the Organisation and also treasury functions. |
| Directorships held in other companies including equity listed companies and excluding foreign companies | <ul style="list-style-type: none"> - Vision Projects & Finvest Private Limited - Crystal Towers Private Limited - Lachhmangarh Fort Private Limited - Shreeji Merchants Private Limited - Sree Khemisati Constructions Private Limited | <ul style="list-style-type: none"> - Abhinandan Towers Private Limited - Afford Tie-Up Private Limited - BDJ Impex Private Limited - Shreeji Merchants Private Limited - Goodnews Media Private Limited - BDJ Oxides Private Limited - Vision Projects & Finvest Private Limited - Crystal Towers Private Limited |
| Memberships/ Chairmanships of committees of other companies (excluding foreign companies) | NIL | NIL |
| No. of Shares held in the Company | 39,00,000 | 39,00,000 |
| Name of listed entities from which the person has resigned in the past three years | Nil | Nil |
| Relationship with other Directors and KMPs of the Company | Mr. Suresh Jhunjhunwala is a father of Mr. Anirudh Jhunjhunwala who is a CEO & Managing Director of the Company and Mr. Anuj Jhunjhunwala who is Whole-time Director & Chief Financial Officer of the Company. | Mr. Anuj Jhunjhunwala is a son of Mr. Suresh Jhunjhunwala, Executive Chairman & Whole-time Director and brother of Mr. Anirudh Jhunjhunwala, CEO & Managing Director of the Company. |

| | | |
|--|---|---|
| Terms and conditions of appointment or re-appointment | Continue to act as a Wholetime Director for 5 years of the Company. | Continue to act as a Wholetime Director for 5 years of the Company. |
| Details of Remuneration sought to be paid | Remuneration Last Drawn: ₹1.28 Million Per Month (Exclusive of Perquisites) Remuneration proposed to be paid: Remuneration will remain same as approved by the members at AGM held on September 08,2022 | Remuneration Last Drawn: ₹1.15 Million Per Month (Exclusive of Perquisites) Remuneration proposed to be paid: Remuneration will remain same as approved by the members at AGM held on September 08,2022 |

For other details such as the number of meetings of the Board attended during FY25, remuneration last drawn in FY25 by the above Directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

By Order of the Board of Directors
J.G.Chemicals Limited

Date: 27th June, 2025
Place: Kolkata

Sd/-
Swati Poddar
CS & Compliance Officer