



## JD ORGOCHEM LTD.

(Formerly : Jaysynth Dyechem Ltd.)

CIN No. L24100MH1973PLC016908 • PAN No. AAACJ0902B

Regd. Office : 301, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai - 400 018. INDIA.

Tel. : 91-22-3042 3048, Fax : 91-22-3042 3434. email : jsec@jaysynth.com

JDOL/20160823/23

August 23, 2016

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001.

Dear Sir(s)/Madam,

**Sub:- Intimation of 42<sup>nd</sup> Annual General Meeting , Remote e-voting and Notice of Book Closure of the Company**

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This is to inform you that the 42<sup>nd</sup> Annual General Meeting (AGM) of the Company for the financial year ended March 31, 2016, is scheduled to be held on Monday, September 19, 2016 at 10:00 a.m. at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the e-voting facility to its Members, to exercise their right to vote on resolutions proposed to be passed at the 42<sup>nd</sup> AGM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility.

Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is also offering the facility to its Members attending the AGM, who are entitled to vote but have not cast their vote by Remote e-voting, to cast their vote by way of Tab Voting/Ballot Paper at the AGM.

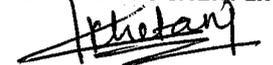
The Company has fixed Monday, September 12, 2016 as Cut-off date for determining the eligibility of the Members to vote either through remote e-voting as well as voting at the ensuing AGM.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and the Share Transfer books of the Company shall remain closed from Tuesday, September 13, 2016 to Monday, September 19, 2016 (both days inclusive) for AGM Purpose.

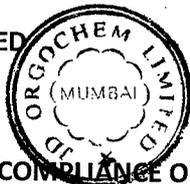
Thanking you,

Yours faithfully,

For JD ORGOCHEM LIMITED

  
[KARISHMA KHETANI]

COMPANY SECRETARY & COMPLIANCE OFFICER  
MEMBERSHIP NO. A40384



**CALENDAR OF EVENTS FOR E-VOTING ON THE RESOLUTIONS TO BE PLACED AT THE 42<sup>nd</sup> ANNUAL GENERAL MEETING SCHEDULE TO BE HELD ON MONDAY, SEPTEMBER 19, 2016**

Sr. No	Particulars	Event Dates
1.	Cut- off date for indentifying the eligibility of members holding shares (physical/demat form), for Remote e-voting.	Monday September 12, 2016
2.	Date of completion of dispatch of Annual Report for the financial year 2015-16 along with the Notice (Physical and through e-mail).	On or after Monday September 22, 2016
3.	Remote e-voting period will commence on	Friday, September 16, 2016 (9:00 a.m)
4.	Remote e-voting period will end on	Sunday, September 18, 2016 (5:00 p.m)
5.	Date of Annual General Meeting	Monday, September 19, 2016
6.	Announcement of Results of Remote e-voting together with voting done at the AGM	Not later than Wednesday, September 21, 2016
7.	Book Closure commences on	Tuesday, September 13, 2016
8.	Book Closure ends on	Monday, September 19, 2016



**ID ORGOCHEM LIMITED**

*[Handwritten Signature]*

**[KARISHMA KHETANI]**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

**MEMBERSHIP NO. A40384**



## NOTICE

**Notice** is hereby given that 42<sup>nd</sup> Annual General Meeting of the members of JD Orgochem Limited will be held on Monday, September 19, 2016 at 10.00 a.m at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, along-with the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Mahendra. K. Kothari (**DIN: 00183613**) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, M/s. Maganlal & Ajay Mehta, Chartered Accountants (ICAI Firm Registration No.105730W) be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors of the Company in consultation with the said Auditors.”

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152,161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and pursuant to Articles of Association of the Company Mr. Nikhil S. Kothari (**DIN: 00184152**), whose term of office as an Additional Director of the Company expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his/her intention to propose his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof or Ms. Karishma Khetani, Company Secretary and Compliance Officer or Mr. Narendra R. Shah, Chief Financial Officer be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to above resolution and matters related thereto.”

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 108 of Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for re-designating Mr. Mahendra. K. Kothari (**DIN: 00183613**) as Chairman and Managing Director of the Company for the period of 1 (one) year with effect from November 04, 2015 to November 03, 2016, as well as the payment of salary and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-designation and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mahendra. K. Kothari.

**RESOLVED FURTHER THAT,** the remuneration payable to Mr. Mahendra. K. Kothari, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.



**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof, or Ms. Karishma Khetani, Company Secretary and Compliance Officer or Mr. Narendra R. Shah, Chief Financial Officer be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to above resolution and matters related thereto.”

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

“**RESOLVED THAT** pursuant to provisions of Sections 88 and 94 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Management and Administration) Rules, 2014 and any other applicable Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for keeping the Register of Members of the Company, maintained under Section 88 of the Act together with the Index of Members and copies of Annual Returns of the Company filed under Section 92 of the Act w.e.f June 01, 2016, at the office of the Registrar and Transfer Agent of the Company, viz., Link Intime India Private Limited having its registered office located at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Ms. Karishma Khetani, Company Secretary and Compliance Officer or Mr. Narendra R. Shah, Chief Financial Officer be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

**Date : August 08, 2016**

**By Order of the Board  
For JD ORGOCHEM LIMITED**

**Registered Office :  
301, Sumer Kendra,  
P. B. Marg, Worli,  
Mumbai - 400 018.**

**Karishma Khetani  
Company Secretary and Compliance Officer  
Membership No.: A40384**

**NOTES: -**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for other shareholder. The instrument in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

2. A statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
3. Corporate members intending to send their authorised representatives to attend and vote at the meeting are requested to send a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 13, 2016 to Monday, September 19, 2016 (both days inclusive).
5. All the correspondences relating to transfer of shares, change of address etc quoting their folio should be sent to the Registrar & Transfer Agent (R&T) only at their following address:

**LINK INTIME INDIA PRIVATE LIMITED**

C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West),  
Mumbai - 400 078.

Tel. No.: 022 2594 6970

Fax No.: 022 2594 6969

E-mail Id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

6. Members who hold shares in Physical Form:
  - a) are requested to inform R&T Agents of the Company, their email address, Income Tax Permanent Account Number (PAN), if any, allotted to them by the Income Tax Authorities.
  - b) can avail the facility of nomination in the prescribed form. The nominee shall be the person in whom all rights of transfer shall vest in the event of the death of the shareholder(s). A minor can be a nominee provided the name of the guardian is mentioned in the nomination form. The facility of nomination is not available to non-individual shareholders such as Societies, Trusts, Bodies Corporates, Partnership Firms, Kartas of Hindu Undivided Families and holders of Powers of Attorney. For further details members may please contact the Company's Secretarial Department at the Registered Office or the R&T Agents of the Company.
  - c) are requested to notify to the R&T Agents of the Company, any change in their addresses, quoting their folio numbers.
  - d) under multiple folios are requested to submit their application to R&T Agents for consolidation of folios into a single folio.
7. Members holding shares in dematerialised form:
  - a) may contact their Depository Participant(s) for recording nomination in respect of their shares.
  - b) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
8. Members are requested to bring their copies of the Annual Report and attendance slip to the Annual General Meeting.
9. Route Map showing directions to reach to the venue of the 42<sup>nd</sup> Annual General Meeting is given at the end of this Notice.
10. All Documents referred to in this Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays upto and including the date of 42<sup>nd</sup> AGM.
11. 42<sup>nd</sup> Annual Report for FY 2015 - 16 of the Company circulated to the Members of the Company, will be made available on the Company's website **www.jdorgochem.com** and also on the website of BSE Limited at **www.bseindia.com**

In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, all businesses to be transacted at the Annual General Meeting can be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) platform to provide e-voting facilities and enabling the members to cast their vote in a secure manner. The procedure to be followed by the members for e-voting is as follows:

- A. The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on September 16, 2016 i.e. Friday (9.00 a.m.) and ends on September 18, 2016. i.e. Sunday (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 12, 2016 i.e. Monday, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:



<b>FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour

of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

In case of members receives physical copy of the notice of annual general meeting (for members whose email address are not registered with the Company/ depositories or requesting physical copy).

(xxi) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- B. The voting period begins on September 16, 2016 i.e. Friday (9.00 a.m.) and ends on September 18, 2016 i.e. Sunday (5.00 p.m.)
- C. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 12, 2016 i.e. Monday, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.
- D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- E. General Information on e-voting:
  - 1) Any person, who acquires shares of the Company and becomes member of the Company on or after August 22, 2016 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date but before September 12, 2016 i.e. Monday the cut-off date for e-voting, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or (Company/ RTA email id).
  - 2) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper / Polling Paper/Tab Voting” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility / ballot form. The Facility for Voting at meeting venue shall be decided by the Company i.e. “remote e-voting” or “Ballot Paper / Polling Paper/Tab Voting”.
  - 3) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - 4) The “remote e-voting” end time shall be 5:00 p.m. on the date preceding the date of AGM and the cut-off date shall not be earlier than 7 days before the date of AGM.
  - 5) The Company has appointed Mr. Kaushal Dalal, of M/s Kaushal Dalal & Associates, Practising Company Secretary (Membership Number: F7141 Certificate of Practice Number: 7512) as Scrutinizer to scrutinize the remote e-voting process and the voting at the AGM in a fair and transparent manner.
  - 6) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
  - 7) The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
  - 8) The consolidated results of remote e-voting and voting at the meeting declared along with the Scrutinizers Report shall be placed on the Company’s website [www.jdorgochem.com](http://www.jdorgochem.com) and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.
  - 9) The result shall also be displayed on the notice board at the registered office of the Company.

**STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

Mr. Nikhil S. Kothari (**DIN : 00184152**) was appointed as an Additional Director of the Company in the category of Non Executive Director on the Board of the Company on November 04, 2015. In terms of Section 152 and 161 of the Companies Act, 2013 (the Act) read with the relevant Rules, he holds office as an Additional Director up to the date of ensuing Annual General Meeting. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Nikhil S. Kothari for the office of Non Executive Director, to be appointed as such under the provisions of Section 152 and 161 of the Companies Act, 2013. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his guidance and expertise to the Company. Accordingly, the Board recommends the resolution to the shareholders in relation to the approval of Mr. Nikhil S. Kothari as Non Executive Director of the Company.

Except Mr. Nikhil S. Kothari, being the appointee, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the passing of the Resolution set out at **item no. 4**.

**ITEM NO. 5**

Mr. Mahendra K. Kothari (**DIN : 00183613**) ("**Mr. Kothari**") was appointed as a Non Executive Director on October 05, 1973 on the Board of the Company. Due to sad demise of Late Mr. Sharadchandra S. Kothari on October 11, 2015, the position of Chairman and Managing Director on the Board of the Company became vacant. With such vacant position, Company needed a good leader to lead and guide the organisation, hence Board proposed re-designation of Mr. Mahendra K. Kothari from Non Executive Director to Chairman and Managing Director at its meeting held on November 04, 2015.

Board believes his experience and expertise will help the Company to steer growth and progress.

He shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board of Directors and will devote such time and attention to the business of the Company as required by the Board and follow directions and instructions of the Board in performance of duties.

**1. Term of Office:**

Mr. Kothari shall hold office and act as a Managing Director of the Company for the period of One(1) Year commencing from November 04, 2015 to November 03, 2016.

**2. Nature of Duties:**

- a) Mr. Kothari will be in overall charge of business and administration of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and any other executive body or any committee of the Company.
- b) Mr. Kothari will employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- c) Mr. Kothari will devote such time and attention to the business of the Company as required by the Board and follow directions and instructions of the Board in performance of duties.

**3. Remuneration:**

- a) Salary:  
The Company shall pay ₹. 22,500/- on a monthly basis.
- b) Provident Fund and Superannuation Fund, etc:  
No Provident Fund and Superannuation Fund shall be paid.
- c) Mr. Kothari will not be entitled to receive any buying or selling commission and shall not become interested directly or through his wife and/or children in any selling agency of the Company without the prior approval of the Central Government, if any.
- d) Mr. Kothari shall be entitled to retain all fees and commission which may be received as a Director of any other Company or as a Trustee of any Fund or any association or as a Trustee for the holders of debentures or debenture stocks issued by any other Company.
- e) Mr. Kothari shall not be entitled to sitting fees for attending meetings of the Board or Committee thereof. Mr. Kothari however, be reimbursed with the actual traveling expenses incurred for attending Meetings of the Board of Directors and/or Committee thereof.
- f) Mr. Kothari shall be entitled to the reimbursement of expenses actually and properly incurred for the business of the Company.

**4. Other Terms:**

- a) All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to Mr. Kothari, unless specifically provided otherwise.
  - b) The terms and conditions of appointment of Mr. Kothari include clauses pertaining to adherence with the Company's Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
  - c) Mr. Kothari shall be liable to retire by rotation as a Director subject to the provisions of Section 152 of the Companies Act, 2013. Such a retirement shall not be deemed to be a break in his appointment.
  - d) The terms and conditions of appointment of Mr. Kothari may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Kothari, subject to such approvals as may be required.
  - e) In the event Mr. Kothari is not in a position to discharge official duties due to any physical or mental incapacity, the Board shall be entitled to terminate the contract on such terms as the Board may consider appropriate in the circumstances.
5. Upon the termination by whatever means of Mr. Kothari's employment:
- a) He may continue as a Director of the Company and from such other offices held by him in any subsidiaries and associated companies and other entitles without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorized to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associated companies of which he is at the material time a Director or other officer;
  - b) He shall not without the consent of the Company at any time thereafter represent yourself as connected with the Company or any of the subsidiaries and associated companies.
6. If and when his appointment expires or is terminated for any reason whatsoever, he will cease to be the Managing Director and he shall not cease to be a Director. If at any time he ceased to be a Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director and the Agreement shall forthwith terminate.

Mr. Kothari, being the appointee and Mr. Shrikant K. Kothari brother of Mr. Kothari are concerned and interested, financially or otherwise, in the passing of the Resolution.

**ITEM NO. 6.**

As per provisions of the Section 94 the Companies Act, 2013, read along with the Companies (Management and Administration) Rules, 2014, there under certain documents such as the Register of Members/Debenture holders, Index thereof and certain other registers, certificates, documents etc., as provided under Section 88 of the Companies Act, 2013 are required to be kept at the registered office of the Company.

Register/Index of Members were maintained at the office of the Company's erstwhile Registrars & Transfer Agents ("RTA"), Sharepro Services (India) Private Limited ("Sharepro") having its office at 13AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 till May 31, 2016.

Members are informed that SEBI vide its Order dated March 22, 2016 has directed all client Companies to carry out/switch over their share related activities/RTA, either In-house or to through another RTA, registered with SEBI.

In view of such an order, Board of Directors at its meeting held on May 24, 2016 approved the appointment of M/s. Link Intime India Private Limited having their registered office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 as their Registrar and Transfer Agent and changed the place of keeping/maintaining the aforesaid Registers/returns with effect from June 01, 2016.

The Board recommends the Special Resolution at Item No. 6 of the Notice for approval of the members of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

**Place : Mumbai**  
**Date : August 08, 2016**

**By Order of the Board**  
**For JD ORGOCHEM LIMITED**

**Registered Office :**  
**301, Sumer Kendra,**  
**P. B. Marg, Worli,**  
**Mumbai - 400 018.**

**Karishma Khetani**  
**Company Secretary and Compliance Officer**  
**Membership No.: A40384**



**ANNEXURE**

Details of Directors seeking appointment/re-appointment/re-designation as required under Regulation 36 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>Name of Directors</b>	<b>Mr. Mahendra K. Kothari</b>	<b>Mr. Nikhil S. Kothari</b>
Director Identification Number (DIN)	00183613	00184152
Date of Birth	01/05/1947	15/07/1970
Age	69 Years	46 Years
Date of Appointment	05/10/1973	04/11/2015
Expertise in Specified Field	He has wide and varied experience in manufacturing of dyes, dyes intermediates and chemicals for over 35 years. He is well versed in project management and has successfully implemented various projects of the group. He is well conversant with the industry, commerce and trade	He is experienced and has expertise in business and administration related matters.
Qualifications	Diploma in Mechanical Engineering	B.E.in Electronics
Remuneration drawn in the Financial Year 2015-16.**	₹ 1,42,250/-	₹ 4,000/-
Directorship held in other companies as on March 31, 2016 *	NIL	1. Jaysynth Dyestuff (India) Limited 2. Jaysynth Impex Limited
Name of other Companies in which he holds Chairmanship/Membership of Committees of Board ***	0	1
No. of Shares held in JD Orgochem Limited ****	NIL	33,97,748/-
Relationship with other Directors	Brother of Mr. Shrikant K. Kothari	None
No. of Board Meetings attended during Financial Year 2015-16.	4/4	1/4

\* excludes directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies and Companies under Section 8 of Companies Act, 2013

\*\* Remuneration of Mr. Mahendra K. Kothari includes sitting fees, for attending Board Meetings; and Remuneration in capacity of Executive Director. Whereas remuneration of Mr. Nikhil S. Kothari being a Non – Executive Director is entitled for sitting fees only to attend Board Meeting.

\*\*\* includes Chairmanship/ membership of the Audit Committee and the Stakeholders' Relationship Committee including that of limited companies, whether listed or not.

\*\*\*\*Shares held by them individually and held in joint name being first holder are considered.

**Place : Mumbai**  
**Date : August 08, 2016**

**By Order of the Board**  
**For JD ORGOCHEM LIMITED**

**Registered Office :**  
**301, Sumer Kendra,**  
**P. B. Marg, Worli,**  
**Mumbai - 400 018.**

**Karishma Khetani**  
**Company Secretary and Compliance Officer**  
**Membership No.: A40384**

### **ROUTE MAP FOR THE AGM VENUE**

Address: Hotel Kohinoor Park, Kohinoor Corner, Veer Savarkar Marg,  
Prabhadevi, Mumbai - 400 025

Landmark: Opp. Siddhivinayak Temple

