

NOTICE OF 44th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 44th Annual General Meeting of JD Orgochem Limited will be held on Thursday, 27th September, 2018 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, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with Board's Report and the Auditor's Report thereon.
2. To appoint a Director in place of Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. To ratify the reappointment of Mahendra Krushnakumar Kothari (DIN: 00183613) as Managing Director of the Company for a period of two (2) 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 the recommendation of the Nomination and Remuneration Committee and approval of the Board at their meeting held on 30th October 2017 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, consent of Members of the Company be and is hereby accorded to ratify the reappointment of Mahendra Krushnakumar Kothari (DIN: 00183613) as Managing Director for a period of two (2) years with effect from 04th November, 2017 to 03rd November, 2019, as well as the payment of salary, commission 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 reappointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mahendra Krushnakumar Kothari.

RESOLVED FURTHER THAT, the remuneration payable to Mahendra Krushnakumar 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 notwithstanding anything herein above stated where in any financial year closing on or after 31st March, 2018, during the tenure of Mahendra Krushnakumar Kothari as Chairman and Managing Director of the Company, the Company incurs any loss or its profits are inadequate in any financial year, the Company shall pay to Mahendra Krushnakumar Kothari, the remuneration as mentioned in the Agreement stated above by way of basic salary, perquisites and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, or any Key Managerial Personnel 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 sub - delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to above resolution and matters related thereto."

By Order of the Board of Directors

Anita Ashok Pandey
Company Secretary and Compliance Officer
A38637

Place: Mumbai
Date: 8th August, 2018

Registered Office:
JD Orgochem Limited
301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018
CIN: L24100MH1973PLC016908
Tel No.: 022 3042 3048
Fax No.: 022 3042 3434
E-mail id: investor.relations@jdorgochem.com
Website: www.jdorgochem.com



Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect with the special business to be transacted at the meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF MEETING.**
A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
3. Corporate Members intending to send their authorised representatives to attend and vote at the 44th Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote on their behalf at the 44th Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorised Representatives are requested to bring the Attendance Slip, duly filled in, for attending 44th Annual General Meeting.
6. Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive) for the purpose of 44th Annual General Meeting. alongwith their copy of Annual Report. Members are also requested to bring their Client ID and DP ID numbers for easy identification for attendance at the meeting.
7. Route Map to the venue of the 44th Annual General Meeting of the Company forms part of this Notice.
8. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in dematerialised form, the members may please contact their respective Depository Participant. Further, Form SH-13 for nomination is annexed to the Annual Report.
9. Members are requested to send all communications relating to Transfer, Transmission, Transposition of shares, issue of Duplicate Share Certificate, change of address or any other changes as the Members as may be required etc. to the Registrar and Transfer Agent at the following address:
Link Intime India Private Limited
(Unit: JD Orgochem Limited)
C-101, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai – 400 083.
Tel. No.: 022- 4918 6270
Fax No.: 022- 4918 6060
E-mail id: rnt.helpdesk@linkintime.co.in
Website – www.linkintime.co.in
If the shares are held in electronic form, then change of address and change in the Bank Account Mandate etc. should be furnished to their respective Depository Participants.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participants. Members holding shares in physical mode are requested to register their E-mail address with the Company or its Registrar and Transfer Agent. If there is any change in the E-mail address already registered with the Company, Members are requested to immediately notify such change to the Company or its Registrar and Transfer Agent in respect of shares held in physical form and to Depository Participants in respect of shares held in electronic form.
11. In terms of circular issued by the Securities and Exchange Board of India (SEBI), it is mandatory to quote Permanent Account Number ("PAN") for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participants, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Transfer Agent of the Company.
12. Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all days (excluding Saturdays and Sundays) between 11:00 a.m. to 1:00 p.m. upto the date of 44th Annual General Meeting and will also be available for inspection at the meeting.
13. At the 43rd Annual General Meeting of the Company held on 27th September, 2017, the Members approved appointment of Hireen C. Sanghavi of M/s Hireen C. Sanghavi & Associates (Firm Registration No. 112057W) as Statutory Auditor of the Company

to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 48th Annual General Meeting, subject to ratification of his appointment by Members at every Annual General Meeting if so required by the Companies Act 2013. Vide notification dated 7th May, 2018, Ministry of Corporate Affairs has done away with the requirement of seeking ratification of Members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory Auditor at the 44th Annual General Meeting.

14. Disclosure pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and revised Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/reappointment at the 44th Annual General Meeting is annexed to this Notice.
15. Annual Report of the Company for the financial year 2017-18, circulated to the Members of the Company, is also uploaded on the website of the Company at www.jdorgochem.com.
16. Members are requested to send their queries, if any on Annual Report to the Company Secretary and Compliance Officer by sending an email at investor.relations@jdorgochem.com or to the Registered and Transfer Agent by sending an e-mail at rnt.helpdesk@linkintime.co.in not less than seven (7) days before the meeting, so that requisite information/explanation can be provided in time.
17. E-voting
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions under Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the 44th Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited. The Members may cast their votes using an electronic voting system from a place other than the venue of the 44th Annual General Meeting ("remote E-voting").
 - ii. The facility for voting through electronic voting system or polling paper shall be made available at the 44th Annual General Meeting and the Members attending the 44th Annual General Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the 44th Annual General Meeting.
 - iii. Member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through remote e-voting. If a member casts votes by all the three modes, then the vote casted through remote e-voting shall prevail and the vote casted through other means shall be treated as invalid.
 - iv. Members who have cast their vote by remote e-voting may also attend the 44th Annual General Meeting but shall not be entitled to cast their vote again.
 - v. The remote e-voting period commences on Monday, 24th September, 2018 (9.00 a.m. IST) and ends on Wednesday, 26th September, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Thursday, 20th September, 2018 may cast their vote by remote E-voting. The remote E-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - vi. The Company has appointed Shilpa Mishra of M/s. KDT & Associates (Membership Number: A30141, Certificate of Practice Number: 15443), Practising Company Secretary, to act as the Scrutiniser to scrutinise remote e-voting process and voting at the 44th Annual General Meeting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same purpose.
 - vii. The Consolidated Results of remote e-voting and voting at the 44th Annual General Meeting shall be declared within 48 hours after the conclusion of 44th Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.jdorgochem.com and on the website of Central Depository Services (India) Limited www.evotingindia.com and the same shall also be communicated to BSE Limited where the equity shares of the Company are listed.
 - viii. The results shall also be displayed on the notice board of the Company at its Registered Office.
 - ix. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the notice of 44th Annual General Meeting alongwith the Annual Report as on the cut-off Date i.e. Friday, 24th August, 2018 but before e-voting cut-off date i.e., Thursday, 20th September, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or at rnt.helpdesk@linkintime.co.in. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at the **Toll Free No.: 1800-200-5533**.



A. The instructions for shareholders voting electronically are as under:

- i. The remote e-voting period begins on Monday, 24th September, 2018 (9.00 a.m. IST) and ends on Wednesday, 26th September, 2018 (5.00 p.m. IST). 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. Thursday, 20th September, 2018 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/Members.
- 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.

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.

- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • 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.
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"> • 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).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of JD Orgochem Limited on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii. 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.
- xix. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO.3**

Reappointment of Mahendra Krushnakumar Kothari was recommended by the Nomination and Remuneration Committee to the Board of Directors at its meeting held on 30th October, 2017 subject to approval of the Members in the ensuing General Meeting for a period of two (2) years commencing from 04th November, 2017 to 03rd November, 2019.

Mahendra Krushnakumar Kothari has vast and varied experience in manufacturing of dyes, dyes intermediates and chemicals for more than 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.

Members are informed that his reappointment is passed by special resolution as he has attained the age of 70 years. As per the provisions of sub-section (3) of section 196 of Companies Act, 2013, Mahendra Krushnakumar Kothari:

- is an undischarged insolvent and has not been adjudged as insolvent at any time;
- has not suspended the payment of his creditors and has not made at any time, composition with them;
- has not been convicted by the court at any time for any offence.

As per Section – II of Schedule V (Part II), in case of the Company which has no profit or inadequate profit, where the effective capital is negative or less than ₹ 5 crores the Managing Director is eligible for a remuneration of ₹ 30 Lakhs which can be doubled subject to the approval from the Members by way of special resolution.

However, the Company is paying a remuneration of ₹ 2.70 Lakhs per annum to Mahendra Krushnakumar Kothari which is in accordance with the limits provided in Schedule V.

Therefore, the Board recommends the resolution as set out in Item No. 3 of Notice as a Special Resolution, for approval of the Members.

The terms of appointment as approved by the Nomination and Remuneration Committee of the Board and the Board of Directors at their meeting held on Monday, 30th October, 2017 are as under:

Mahendra Krushnakumar Kothari shall hold office and act as Managing Director of the Company for the period of two (2) years commencing from 04th November, 2017 to 03rd November, 2019.

He 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.

He will not be entitled to receive any buying or selling commission and shall not become interested directly or through your wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government, if any.

Except Shrikant Krushnakumar Kothari being the brother of Mahendra Krushnakumar Kothari, none of the Directors and the Key Managerial Personnel of the Company is concerned or interested financially or otherwise in the said resolution.



JD ORGOCHEM LIMITED

The information to be furnished as per para (iv) of clause B of section II of part II of Schedule V of Companies Act, 2013 in relation to the resolution of Item no. 3 of the Notice:

GENERAL INFORMATION			
1) Nature of Industry	The Company specializes in providing products and services to the Textiles, Plastics, Printing and Ink industry.		
2) Date of commencement of commercial production	The Company commenced its commercial production in year 1973.		
3) In case of new Companies, expected date of commencement of activities as per project approval by the financial institutions appearing in the prospectus	Not Applicable		
4) Financial Performance based on given indicators	Particulars	FY 2017-18	FY 2016 -17
	Share Capital	1,32,50,000	1,32,50,000
	Reserves and Surplus	(19,54,52,621)	(19,39,81,238)
	Total Revenue from operation	1,19,98,750	53,68,630
	Total expenses	2,58,19,533	1,89,55,776
	Profit/Loss before tax	(4,16,960)	16,11,54,410
	Profit / Loss after tax	(4,20,820)	16,11,54,253
5) Foreign investments or collaborations	There are no foreign investments or collaborations in the Company.		
INFORMATION ABOUT THE APPOINTEE			
1) Background details	Mahendra Krushnakumar Kothari aged 71 years has pursued two years of Diploma in Mechanical Engineering and has vast and varied experience in manufacturing of dyes, dyes intermediates and chemicals for more than 35 years. He is well conversant with the industry, commerce and trade.		
2) Past Remuneration	Mahendra Krushnakumar Kothari was paid ₹ 2,70,000/- per annum as remuneration.		
3) Recognition of Awards	None		
4) Job Profile	Mahendra Krushnakumar Kothari will have the overall charge of business and administration of the Company and carry out such duties as may be entrusted on 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. He 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.		
5) Remuneration proposed	Remuneration proposed to be paid to Mahendra Krushnakumar Kothari is set out in the resolution and explanatory statement forming part of resolution Item No.3 accompanying the notice.		
6) Comparative Remuneration	Remuneration proposed to be paid to Mahendra Krushnakumar Kothari, as recommended by the Nomination and Remuneration Committee has been approved by the Board considering the position, industry standards, past remuneration, responsibilities, etc.		
7) Pecuniary Relationships	Shrikant Krushnakumar Kothari being brother of Mahendra Krushnakumar Kothari is interested in the said resolution. Apart from receiving remuneration as Managing Director of the Company, Mahendra Krushnakumar Kothari does not hold any pecuniary relationship with the Company.		
OTHER INFORMATION			
1) Reason for loss	The Company is facing difficulties to restart its manufacturing activities due to financial constraints and was unable to achieve the desired level of sales revenue.		
2) Steps taken or proposed to be taken for improvement	The Company is making efforts to arrange funds for restarting the manufacturing activities.		
3) Expected increase in productivity and its profits in measurable terms	As there was no manufacturing activity undertaken by the Company due to financial constraints, the expected increase in productivity or profit cannot be estimated.		

DISCLOSURES:**1. Term of Office:**

- a) Mahendra Krushnakumar Kothari shall hold office and act as Managing Director of the Company for the period of two (2) years commencing from 04th November, 2017 to 03rd November, 2019.

2. Nature of Duties:

- a) Mahendra Krushnakumar 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) Mahendra Krushnakumar Kothari will employ the best of his skill and ability to make his utmost endeavours 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) Mahendra Krushnakumar 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) Mahendra Krushnakumar Kothari will not be entitled to receive any buying or selling commission and shall not become interested directly or through your wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government, if any.
- d) Mahendra Krushnakumar 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) Mahendra Krushnakumar Kothari shall not be entitled to sitting fees for attending meetings of the Board or Committee thereof. However, he will be reimbursed with the actual travelling expenses incurred for attending Meetings of the Board of Directors and/or Committee thereof.
- f) Mahendra Krushnakumar 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 Mahendra Krushnakumar Kothari, unless specifically provided otherwise.
- b) The terms and conditions of appointment of Mahendra Krushnakumar 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) Mahendra Krushnakumar 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 will not be deemed to be a break in his appointment.
- d) The terms and conditions of appointment of Mahendra Krushnakumar 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 Mahendra Krushnakumar Kothari, subject to such approvals as may be required.
- e) In the event Mahendra Krushnakumar 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.



JD ORGOCHEM LIMITED

- f) Upon the termination by whatever means of Mahendra Krushnakumar Kothari's employment:
- i) 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 your 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;
 - ii) 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.

By Order of the Board of Directors

Place: Mumbai

Date: 8th August, 2018

Registered Office:

JD Orgochem Limited

301, Sumer Kendra, P.B Marg, Worli, Mumbai – 400 018

CIN: L24100MH1973PLC016908

Tel No.: 022 3042 3048

Fax No.: 022 3042 3434

E-mail id: investor.relations@jdorgochem.com

Website: www.jdorgochem.com

Anita Ashok Pandey
Company Secretary and Compliance Officer
A38637

ANNEXURE TO THE NOTICE

Particulars of the Directors seeking appointment or reappointment at the ensuing 44th Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

Name of Director	Nikhil Sharadchandra Kothari	Mahendra Krushnakumar Kothari
Directors Identification Number (DIN)	00184152	00183613
Date of Birth	15 th July, 1970	01 st May, 1947
Age	48 years	71 years
Qualifications	B.E in Electronics	Two years of Diploma in Mechanical Engineering.
Nature of Expertise	Expertise in business and administration related matters.	Expertise in project management and manufacturing of dyes, dyes intermediates
Experience	Vast experience in the field of management and administration	Vast experience in manufacturing of dyes, dyes intermediates and chemicals
Terms and conditions of reappointment along with details of remuneration sought to be paid	Not Applicable	The terms and conditions for reappointment are the same as per the appointment letter. The remuneration sought to be paid is ₹22,500/- per month
Remuneration last drawn	₹30,000/- towards sitting fees for the financial year ended 31 st March, 2018	₹2,70,000/- per annum for the financial year ended 31 st March, 2018
Date of Appointment on the Board	04 th November, 2015	05 th October, 1973 as a Director Appointed as Managing Director for a period of two years with effect from 4 th November, 2017 upto 03 rd November, 2019 subject to ratification by members in this 44 th Annual General Meeting
No. of shares held	3397748 Equity Shares	Nil
Relationship with other Directors and Key Managerial Personnel	None	Brother of Shrikant K. Kothari who is Non-Executive Director of the Company
No. of Board Meeting attended during the financial year 2017-18	4	5
Name of other Companies in which he holds directorships*	1. Jaysynth Dyestuff (India) Limited 2. Jaysynth Impex Limited	Nil
Membership/Chairmanship of Committees in other Companies**	1. Jaysynth Impex Limited – Corporate Social Responsibility Committee (Member) 2. Jaysynth Dyestuff (India) Limited - Stakeholders Relationship Committee (Member)	None

*Excludes directorship in Private Companies.

**Excludes Membership/Chairmanship of Committees in Private Companies.

By Order of the Board of Directors

Place: Mumbai
Date: 8th August, 2018

Anita Ashok Pandey
Company Secretary and Compliance Officer
A38637

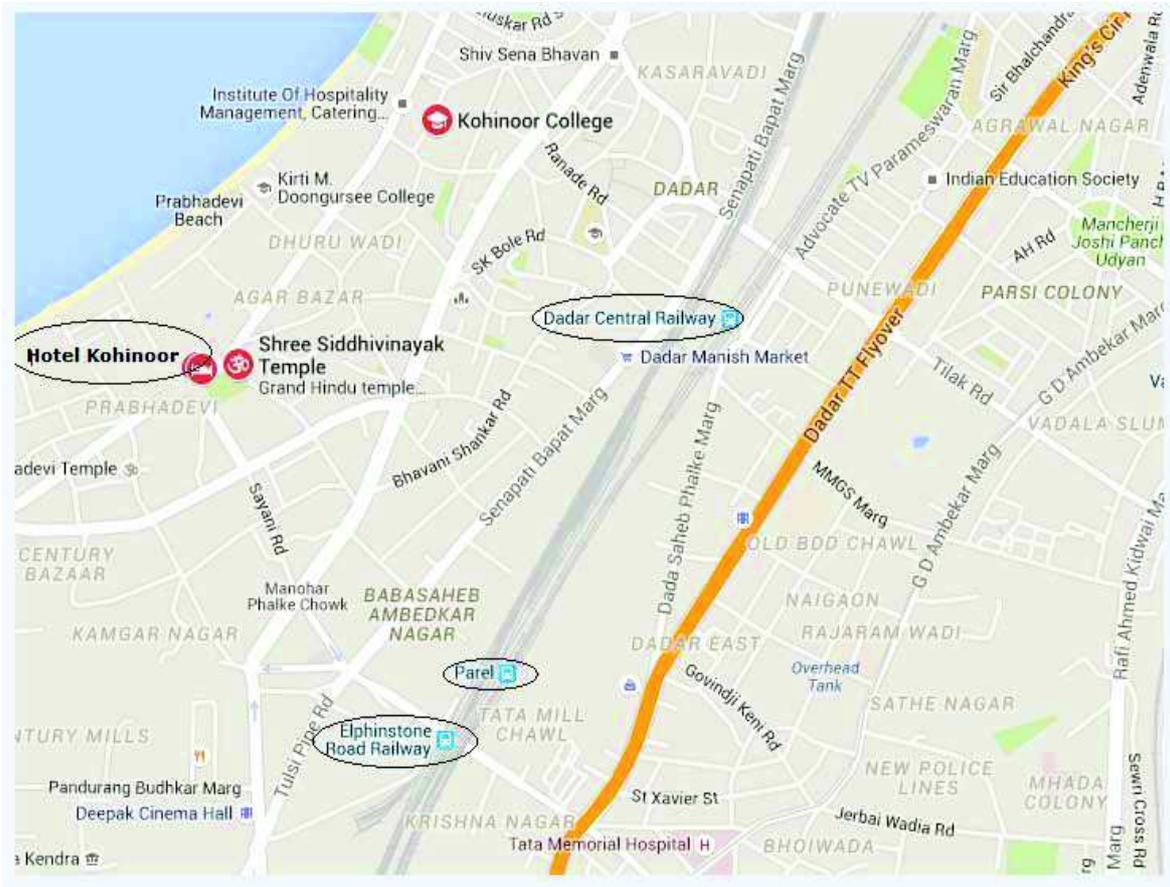
Registered Office:
JD Orgochem Limited
301, Sumer Kendra, P.B Marg, Worli, Mumbai – 400 018
CIN: L24100MH1973PLC016908
Tel No.: 022 3042 3048
Fax No.: 022 3042 3434
E-mail id: investor.relations@jdorgochem.com
Website: www.jdorgochem.com



ROUTE MAP FOR THE 44th ANNUAL GENERAL MEETING VENUE

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

Landmark: Opp Siddhivinayak Temple





JD ORGOCHEM LIMITED

CIN: L24100MH1973PLC016908
 Registered Address: 301, Sumer Kendra, P.B. Marg, Worli, Mumbai - 400 018
 Tel No.: 022 - 3042 3048 Fax No.: 022 - 3042 3434
 E-mail Id: investor.relations@jdorgochem.com Website: www.jdorgochem.com

ATTENDANCE SLIP

44th Annual General Meeting being held on Thursday, 27th September, 2018

Folio No./DP ID/Client ID No.	
Name and Address of the Registered Shareholder	
Name of the Proxy/Authorised Representative and their Address	
Name of First Joint Holder	
Name of Second Joint Holder	
No. of Shares held	

I/ We certify that I/ We am/are member(s)/Proxy/Authorised Representative for the member(s).

I/ We hereby record my/our presence at the 44th Annual General Meeting being held on Thursday, 27th September, 2018, at 10.00 a.m at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025.

Signature of First Named Member/ Proxy/Authorised Representative	
Signature of First Joint Holder	
Signature of Second Joint Holder	

Note(s):

1. Please sign this attendance slip and hand it over the attendance verification counter at the meeting venue.
2. Only shareholders of the Company and/or their proxy/Authorised Representative will be allowed to attend the meeting.



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JD ORGOCHEM LIMITED

CIN: L24100MH1973PLC016908

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

Tel No.: 022 - 3042 3048 Fax No.: 022 - 3042 3434

E-mail Id: investor.relations@jdorgochem.com Website: www.jdorgochem.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L24100MH1973PLC016908
Name of the Company:	JD Orgochem Limited
Registered Address:	301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018
Name of the Member(s):	
Address of Member:	
E-mail ID:	
Folio No./ Client ID:	
DP ID:	

I/We, being the member(s) of _____, holding _____ shares of the above named Company, hereby appoint

Name: _____ Address: _____

E-mail ID: _____ Signature: _____ or failing him / her

Name: _____ Address: _____

E-mail ID: _____ Signature: _____ or failing him / her

Name: _____ Address: _____

E-mail ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll/tab) for me/us and on my/our behalf at the 44th Annual General Meeting being held on Thursday, 27th September, 2018 at 10.00 a.m. at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No:	Resolutions	For*	Against*
Ordinary Business:			
1	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2018, together with Board's Report and the Auditors' Report thereon.		
2	To appoint a Director in place of Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for reappointment.		
Special Business			
3	To ratify the reappointment of Mahendra Krushnakumar Kothari (DIN: 00183613) as Managing Director of the Company for a period of two (2) years.		

Signed this on _____ day of _____, 2018

Signature of Member(s)

Signature of the Proxy Holder(s)

Affix
₹ 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Proxy need not be Member of the Company.



E-VOTING INSTRUCTIONS

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions under Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the 44th Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited. The Members may cast their votes using an electronic voting system from a place other than the venue of the 44th Annual General Meeting (“remote E-voting”).
- ii. The remote e-voting period commences on Monday, 24th September, 2018 (9.00 a.m. IST) and ends on Wednesday, 26th September, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Thursday, 20th September, 2018 may cast their vote by remote E-voting. The remote E-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. The Company has appointed Shilpa Mishra of M/s. KDT & Associates (Membership Number: A30141, Certificate of Practice Number: 15443), Practising Company Secretary, to act as the Scrutiniser to scrutinise remote e-voting process and voting at the 44th Annual General Meeting in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same purpose.
- iv. The consolidated Results of remote e-voting and voting at the 44th Annual General Meeting shall be declared within 48 hours after the conclusion of 44th Annual General Meeting of the Company. The results declared along with the Scrutiniser’s Report shall be placed on the Company’s website www.jdorgochem.com and on the website of Central Depository Services (India) Limited www.evotingindia.com and the same shall also be communicated to BSE Limited where the shares of the Company are listed.

A. The instructions for shareholders voting electronically are as under:

- i. The remote e-voting period begins on Monday, 24th September, 2018 (9.00 a.m. IST) and ends on Wednesday, 26th September, 2018 (5.00 p.m. IST). 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. Thursday, 20th September, 2018 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/Members.
- 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.

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.

- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • 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.
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"> • 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).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of JD Orgochem Limited on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. 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.
- xix. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.