

NOTICE OF 45th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 45th Annual General Meeting of JD Orgochem Limited will be held on Friday, 20th September, 2019 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, 2019, together with Board's Report and the Auditor's Report thereon.
2. To appoint a Director in place of Shri. Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. Appointment of Shri. Parag Sharadchandra Kothari (DIN: 00184852) as Non-Executive and Non-Independent Director of the Company.

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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Shri. Parag Sharadchandra Kothari (DIN: 00184852), who was appointed by the Board of Directors, as an Additional Non-Executive Director of the Company with effect from 11th February, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation; and

RESOLVED FURTHER THAT the Board of Directors and / or Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

4. Appointment of Shri. Suhas Balkrishna Jande (DIN: 08384902) as Executive and Non-Independent Director of the Company.

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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Shri. Suhas Balkrishna Jande (DIN: 08384902), who was appointed by the Board of Directors, as an Additional Executive Director of the Company with effect from 27th March, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Executive and Non-Independent Director of the Company;

RESOLVED FURTHER THAT the Board of Directors and / or Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

5. Appointment of Shri. Suhas Balkrishna Jande (DIN: 08384902) as Whole-Time Director of the Company.

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 provisions of Section 196, 197, 198 and 203 read together with Schedule V and Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), as amended from time to time, and Articles of Association of the Company and as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company, consent of the Member be and is hereby accorded for appointment of Shri. Suhas Balkrishna Jande (DIN: 08384902) as Whole-Time Director of the Company, who shall not be liable to retire by rotation, for a period of 2 (Two) years with effect from 27th March, 2019 to 26th March, 2021 upon the terms and conditions as set out in the Explanatory Statement annexed hereto, which is approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri. Suhas Balkrishna Jande;

RESOLVED FURTHER THAT the remuneration payable to the Whole-Time Director may or may not exceed five percentage of the Net Profit of the Company but shall in no case exceed ten percent of the Net Profits of the Company to all Whole-Time Directors taken together, if applicable;



RESOLVED FURTHER THAT in the events of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Whole-Time Director for a period not exceeding 2 (Two) years subject to the requisite approval of the Central Government , if required;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary and/ or revise the remuneration of Shri. Suhas Balkrishna Jande as Whole-Time Director within the overall limits under the Act and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual, or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all such acts, deeds matters and things as may be necessary, proper, expedient or incidental for giving effect to aforesaid resolution;

RESOLVED FURTHER THAT the Board of the Director and/or key Managerial Personnel of the Company be and is hereby authorised severally to file necessary e-forms with Registrar of Companies, Mumbai, take necessary steps to make entries in Register of Directors and Key Managerial Personnel and their shareholding and to do all such acts, deeds or things which are necessary to give effect to the aforesaid appointment."

6. Re-appointment of Shri. Umesh Trikamdas Chandan (DIN: 00184677) as Independent Director of the Company for the second term for a period of 5 (five) 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 provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as recommended by Nomination and Remuneration Committee of the Company, Shri. Umesh Trikamdas Chandan (DIN: 00184677), Non-Executive Independent Director of the Company who has submitted a declaration under Section 14(7) of the Act and Regulation 25(8) of the Listing Regulation that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years with effect from 24th September, 2019 upto 23rd September, 2024, who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution."

7. Re-appointment of Shri. Mitesh Dilip Sejpal (DIN: 06562026) as Independent Director of the Company for the second term for a period of 5 (five) 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 provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as recommended by the Nomination and Remuneration Committee of the Company , Shri. Mitesh Dilip Sejpal (DIN: 06562026), Non-Executive Independent Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25 (8) of the Listing Regulation that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years with effect from 24th September, 2019 upto 23rd September, 2024, who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution."

8. Approval/ratification of material related party transactions entered into by the Company.

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 Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as approved by Audit Committee of the Company, consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered into by the Company with related parties as set out in the explanatory statement annexed hereto;

RESOLVED FURTHER THAT the Board of Directors and/ or key Managerial Personnel of the Company be and is hereby, severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution."

By Order of the Board of Directors

Mayur Kanjibhai Rathod
Company Secretary and Compliance Officer
A49756

Place: Mumbai
Date: 13th August, 2019

Registered Office:
JD Orgochem Limited
CIN: L24100MH1973PLC016908
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

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the special business under item Nos. 3 to 8 of the accompanying Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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 ON BEHALF OF THE MEMBERS NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CAN NOT ACT AS PROXY FOR ANY OTHER MEMBERS.
3. Corporate Members intending to send their authorised representatives to attend and vote at the 45th 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 45th Annual General Meeting.
4. In case of joint holders attending the 45th Annual General 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 45th Annual General Meeting, along with their copy of Annual Report. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
7. Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 14th September, 2019 to Friday, 20th September, 2019 (both days inclusive) for the purpose of 45th Annual General Meeting.
8. Route Map to the venue of the 45th Annual General Meeting of the Company forms part of this Notice.
9. 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 forms part of this 45th Annual Report.
10. 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.

- SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

SEBI vide Press Release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.

- Electronic copy of the Annual Report for FY 2018- 19 is uploaded on the Company's website www.jdorgochem.com and is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Link Intime India Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form). Electronic copy of this Notice of the 45th AGM is uploaded on the Company's website www.jdorgochem.com and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the same is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode.
- Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Transfer Agent the details of such folios together with the Share Certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the Share Transfer **Form SH-4** for this purpose.
- 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.
- 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 45th Annual General Meeting and will also be available for inspection at the meeting.
- At the 43rd Annual General Meeting of the Company held on 27th September, 2017, the Members approved appointment of Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates (Firm Registration No. 112057W) as Statutory Auditor of the Company to hold office for a period of 5 (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 45th Annual General Meeting.
- 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 45th Annual General Meeting is annexed to this Notice.
- Annual Report of the Company for the financial year 2018-19, circulated to the Members of the Company, is also uploaded on the website of the Company at www.jdorgochem.com.
- 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 Registrar and Transfer Agent by sending an e-mail at rnt.helpdesk@linkintime.co.in not less than 7 (seven) days before the meeting, so that requisite information/explanation can be provided in time.

20. 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 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018 and pursuant to the 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 45th 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 45th Annual General Meeting ("remote E-voting").
- ii. The facility for voting through electronic voting system or polling paper shall be made available at the 45th Annual General Meeting and the Members attending the 45th Annual General Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the 45th 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 can also attend the 45th Annual General Meeting but shall not be entitled to cast their vote again.
- v. The remote e-voting period commences on Monday, 16th September, 2019 (9.00 a.m. IST) and ends on Thursday, 19th September, 2019 (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, 12th September, 2019 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 M/s. KDT & Associates, Practicing Company Secretary, to act as the Scrutiniser to scrutinise remote e-voting process and voting at the 45th Annual General Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- vii. The Consolidated Results of remote e-voting and voting at the 45th Annual General Meeting shall be declared within 48 hours after the conclusion of 45th 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 of the Company.
- ix. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the notice of 45th Annual General Meeting alongwith the Annual Report as on the cut-off date i.e. Tuesday, 16th August 2019 but before e-voting cut-off date i.e., Thursday, 12th September, 2019, 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, 16th September, 2019 (9.00 a.m. IST) and ends on Thursday, 19th September, 2019 (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, 12th September, 2019 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.
- 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:

	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).

- 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 of JD Orgochem Limited 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 changed 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. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO.3

The Board of Directors on recommendation of the Nomination and Remuneration Committee meeting held on 11th February, 2019 appointed Shri. Parag Sharadchandra Kothari (DIN: 00184852) as an Additional Non-Executive Director of the Company with effect from 11th February, 2019. In accordance with Section 161(1) of the Companies Act, 2013, Shri. Parag Sharadchandra Kothari holds office upto the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying its intention to propose the candidature of Shri. Parag Sharadchandra Kothari as a Director of the Company.

Shri. Parag Sharadchandra Kothari is Bachelor in Electrical Engineering from Moore School and Bachelor in Economics from Wharton School, University of Pennsylvania, USA. He has wide and varied experience in manufacturing of dyes, dyes intermediates, textile dyes, chemicals Industries and digital inks business. He is well conversant with the industry, commerce and trade.

Relevant details relating to appointment of Shri. Parag Sharadchandra Kothari as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an "Annexure 1" to this Notice.

Shri. Parag Sharadchandra Kothari is hold directorship and membership in various committees of the other public limited company. Details regarding the same are provided in "Annexure 1" to this Notice.

Shri. Parag Sharadchandra Kothari except holding 4680248 equity shares and being the brother of Shri. Nikhil Sharadchandra Kothari, None of the other Directors or Key Managerial Personnel of the Company are in any way concerned or interested financially or otherwise in the Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM NO. 4 AND 5

The Board of Directors on recommendation of the Nomination and Remuneration Committee meeting held on 27th March, 2019, appointed Shri. Suhas Balkrishna Jande (DIN: 08384902) as an Additional Executive Director of the Company with effect from 27th March, 2019. In accordance with Section 161(1) of the Companies Act, 2013, Shri. Suhas Balkrishna Jande holds office upto the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying its intention to propose the candidature of Shri. Suhas Balkrishna Jande as an Executive Director of the Company. He was also appointed as the Whole-Time Director of the Company, subject to approval of the Members of the Company and such other approvals as may be necessary, for a period of 2 (Two) years Commencing from 27th March, 2019 to 26th March, 2021 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Broad particulars of the terms of appointment and of remuneration payable to Shri. Suhas Balkrishna Jande are as under:

1. Term of Office:

- a) Shri. Suhas Balkrishna Jande shall hold office and act as Whole-Time Director of the Company for the period of 2 (Two) years commencing from 27th March, 2019 to 26th March, 2021.

2. Nature of Duties:

- a) Shri. Suhas Balkrishna Jande 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) Shri. Suhas Balkrishna Jande 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) Shri. Suhas Balkrishna Jande 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 ₹. 25,000/- on a monthly basis



- b) Provident Fund and Superannuation Fund, Etc:
No Provident Fund and Superannuation Fund shall be paid.
- c) Shri. Suhas Balkrishna Jande 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.
- d) Shri. Suhas Balkrishna Jande shall not be entitled to sitting fees for attending meetings of the Board or Committee thereof. He however, be reimbursed with the actual traveling expenses incurred for attending Meetings of the Board of Directors and/or Committee thereof.
- e) Shri. Suhas Balkrishna Jande shall be entitled to the reimbursement of expenses actually and properly incurred for the business of the Company.

4. Other Terms:

- 1) All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to him, unless specifically provided otherwise.
- 2) The terms and conditions of appointment of Shri. Suhas Balkrishna Jande 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.
- 3) The terms and conditions of appointment of Shri. Suhas Balkrishna Jande 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 Shri. Suhas Balkrishna Jande, subject to such approvals as may be required.
- 4) In the event Shri. Suhas Balkrishna Jande 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 Shri. Suhas Balkrishna Jande 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 himself as connected with the Company or any of the subsidiaries and associate companies.
- 6) If and when Shri. Suhas Balkrishna Jande appointment expires or is terminated for any reason whatsoever, he will cease to be the Whole-Time 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 Whole-Time Director and the Agreement shall forthwith terminate.

Subject as aforesaid, Shri. Suhas Balkrishna Jande will be governed by such other existing services Rules of Company as may be in force from time to time.

In the events of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Whole-Time Director for a period not exceeding 2 (Two) years subject to the requisite approval of the Central Government , if required;

A copy of the Agreement entered into between the Company and Shri. Suhas Balkrishna Jande is open for inspection by the Members 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 the Annual General Meeting.

Relevant details relating to appointment of Shri. Suhas Balkrishna Jande as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an "Annexure 1" to this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives except, Shri. Suhas Balkrishna Jande, are in any way concerned or interested financially or otherwise in the Resolution.

The Board recommends the passing of these resolutions as an Ordinary and Special Resolutions respectively at Item Nos. 4 and 5 of this Notice for approval of Members.

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. 5 of the Notice:

GENERAL INFORMATION			
1) Nature of Industry	The Company is in business of manufactures and dealers in dyes, dyes intermediates, organic chemicals, textile auxiliaries, pigments, resins, plasticizers and emulsions.		
2) Date of commencement of commercial production	The Company was incorporated and 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	(Amount in ₹)		
	Particulars	FY 2018-19	FY 2017 -18
	Share Capital	1,32,50,000	1,32,50,000
	Reserves and Surplus	(17,84,66,989)	(19,54,52,621)
	Total Revenue from operation	1,78,80,000	1,19,98,750
	Total expenses	2,94,36,646	2,58,19,533
	Profit/Loss before tax	1,72,03,754	(7,16,960)
	Profit / Loss after tax	1,72,02,146	(4,20,820)
5) Foreign investments or collaborations	There are no foreign investments or collaborations in the Company.		
INFORMATION ABOUT THE APPOINTEE			
1) Background details	Shri. Suhas Balkrishna Jande has Completed his post graduation (M.Com) from Pune University. He has vast and varied experience of over 25 years in Accounting and Audit. He is well conversant with the industry, commerce and trade.		
2) Past Remuneration	None		
3) Recognition of Awards	None		
4) Job Profile	Shri. Suhas Balkrishna Jande 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 Shri. Suhas Balkrishna Jande is set out in the resolution and explanatory statement forming part of resolution Item No. 5 accompanying the notice.		
6) Comparative Remuneration	Remuneration proposed to be paid to Shri. Suhas Balkrishna Jande, 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	Apart from holding 30 (Thirty) Equity Shares and receiving remuneration as Whole-Time Director of the Company, Shri. Suhas Balkrishna Jande 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.		
DISCLOSURE	The disclosures in respect of remuneration package and other details of all the Directors shall be made in the Corporate Governance Report which shall be attached to the Board of Directors' Report.		



ITEM NO. 6 AND 7

As per the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder, the Company had appointed Shri. Umesh Trikamdas Chandan and Shri. Mitesh Dilip Sejpal as Independent Directors at its 40th Annual General Meeting held on 24th September, 2014. As Shri. Umesh Trikamdas Chandan and Shri. Mitesh Dilip Sejpal shall be completing their first term of appointment upon completion of 5 (five) years from their appointment during the current year, they are eligible for re-appointment for another term of 5 (five) consecutive years subject to approval of the Members by Special Resolution.

The Company has received written consent from Shri. Umesh Trikamdas Chandan and Shri. Mitesh Dilip Sejpal that they do not suffer from any disqualification for their re-appointment as Independent Directors.

The performance evaluation of the Independent Directors was conducted by the entire Board of Directors (excluding the Director being evaluated) on the basis of structured parameters. Based on the performance evaluation of the Independent Directors, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment of the aforesaid persons as Independent Directors for a second term of 5 (five) consecutive years commencing from 24th September, 2019 to 23rd September, 2024. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declarations from Shri. Umesh Trikamdas Chandan and Shri. Mitesh Dilip Sejpal confirming that they meet the criteria of independence as prescribed under Section 149 of the Act and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and they are independent of the Management.

Relevant details relating to re-appointment of Shri. Umesh Trikamdas Chandan and Shri. Mitesh Dilip Sejpal as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an "Annexure 1" to this Notice.

The Company has received notices from members under Section 160 of the Companies Act, 2013 proposing their re-appointment as Independent Directors. Copy each of the draft letter of appointment of these Directors as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Having regard to the qualifications, knowledge and experience of the Directors, their continuance on the Board of the Company will be in the interest of the Company. Therefore, the Board recommends the passing of these resolutions as Special Resolutions respectively at Item Nos. 6 and 7 of this Notice for approval of Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the respective Independent Directors are in anyway deemed to be concerned or interested in the Resolutions as set out in Item Nos. 6 and 7 of the Notice.

ITEM NO. 8

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribed certain procedure for approval of Related Party Transactions. The Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions. Proviso to Section 188 provides that nothing contained in sub section (1) of Section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length basis. Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following contracts/ arrangements/ transactions are material in nature and require the approval of unrelated shareholders of the Company by an ordinary resolution.

Sr. No.	Name of the Related Party	Relationship	Maximum value of transactions per annum (₹ in Lacs)	Nature and Material Terms/ particulars of the Contract or arrangements or transactions
1	Jaysynth Impex Limited	Entity in which Directors have a Significant influence/control.	500.00	Inter-corporate Borrowing from Jaysynth Impex Limited.
2	Jaysynth Polychem Private Limited	Entity in which Directors have a Significant influence/control.	25.00	Re-payment of part of Loan/ advances by Jaysynth Polychem Private Limited.
3	Jaysynth Dyestuff (India) Limited	Entity in which Directors have a Significant influence/control.	45.00	Repayment of Deposits to Jaysynth Dyestuff (India) Limited.
4	Suchi Technologies INC (Formerly : Dyfarben (USA) Inc)	Entity in which Directors have a Significant influence/control.	247.12	Write back of old advances received from Suchi Technologies INC as Discount & Amount written back.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amended thereto, and the Company's Related Party Transactions Policy are furnished hereunder:

Name of the Related Party	As per table above
Name of the Directors or Key Managerial Personnel who is related, if any.	Shri. Parag Sharadchandra Kothari and Shri. Nikhil Sharadchandra Kothari
Nature of Relationship	As per table above
The nature, material terms, monetary value and particular of the contract or arrangement	As per table above
Any other information relevant or important for the members to take a decision on the proposed resolution	None

The above contracts / arrangements/ transactions were approved by the Audit Committee and recommended by the Board of directors to the unrelated shareholders of the Company for their approval.

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related party shall abstain from voting on such resolution whether the entity is related party to the particular transaction or not. Further as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during the discussion on the subject matter of the resolution relating to such contract or arrangement, Accordingly, all related parties of the Company shall not participate or vote on this resolution.

Shri Parag Sharadchandra Kothari and Shri Nikhil Sharadchandra Kothari are interested in the said resolution. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors

Mayur Kanjibhai Rathod
Company Secretary and Compliance Officer
A49756

Place: Mumbai

Date: 13th August, 2019

Registered Office:

JD Orgochem Limited

CIN: L24100MH1973PLC016908

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



ANNEXURE - 1

Particulars of the Directors seeking appointment or reappointment at the ensuing 45th 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	Parag Sharadchandra Kothari
Directors Identification Number (DIN)	00184152	00184852
Date of Birth	15 th July, 1970	31 st January, 1967
Age	49 years	52 years
Qualifications	B.E in Electronics	Bachelor in Electrical Engineering
Nature of Expertise	Expertise in business and administration related matters.	Expertise in project management and manufacturing of dyes and digital ink business.
Experience	Vast experience in the field of management and administration	Vast experience in manufacturing of dyes, dyes intermediates, chemicals and digital ink.
Terms and conditions of appointment/ reappointment along with details of remuneration sought to be paid	Not Applicable	Not Applicable
Remuneration last drawn	₹ 31,500 towards sitting fees for the financial year ended 31 st March, 2019.	₹ 9,000 towards sitting fees for the financial year ended 31 st March, 2019.
Date of Appointment on the Board	04 th November, 2015	11 th February, 2019
No. of shares held	3397748 Equity Shares	4680248 Equity Shares
Relationship with other Directors and Key Managerial Personnel	Brother of Parag Sharadchandra Kothari who is Non-Executive Director of the Company	Brother of Nikhil Sharadchandra Kothari who is Non-Executive Director of the Company
No. of Board Meeting attended during the financial year 2018-19	4 (Four)	1 (One)
Name of other Companies in which he holds directorships*	Listed Companies <ul style="list-style-type: none"> • Jaysynth Dyestuff (India) Limited Unlisted Companies <ul style="list-style-type: none"> • Jaysynth Impex Limited 	Listed Companies <ul style="list-style-type: none"> • Jaysynth Dyestuff (India) Limited Unlisted Companies <ul style="list-style-type: none"> • Jaysynth Impex Limited
Membership/Chairmanship of Committees in other Companies**	<ol style="list-style-type: none"> 1. Jaysynth Impex Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Member) 2. Jaysynth Dyestuff (India) Limited <ul style="list-style-type: none"> - Stakeholders Relationship Committee (Member) 	<ol style="list-style-type: none"> 1. Jaysynth Impex Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Chairman) 2. Jaysynth Dyestuff (India) Limited <ul style="list-style-type: none"> - Stakeholders Relationship Committee (Member) - Audit Committee (Member) - Corporate Social Responsibility Committee (Member)

*Excludes directorship in Private Companies.

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

Name of Director	Suhas Balkrishna Jande	Umesh Trikamdas Chandan	Mitesh Dilip Sejpal
Directors Identification Number (DIN)	08384902	00184677	06562026
Date of Birth	01 st June 1952	02 nd September, 1961	10 th May, 1973
Age	67 years	58 years	46 years
Qualifications	M.Com	HSC	B.E.
Nature of Expertise	Expertise in area of Accounting and Audit.	Expertise in area of finance, Management, Marketing etc.	Expertise in Finance and Project Management Services (PMS).
Experience	More than 25 years of experience in the field of Accounting and Audit.	He is having more than 30 years of wide and rich experience in the chemicals industry etc., He is well conversant with trade and Industry.	More than 20 years of experience in trade, finance, Management, marketing of dyes and chemical.
Terms and conditions of appointment/reappointment along with details of remuneration sought to be paid	As per Explanatory Statement attached herewith Notice.	Not Applicable	Not Applicable
Remuneration last drawn	None	₹ 80,000 towards sitting fees for the financial year ended 31 st March, 2019.	₹ 69,500 towards sitting fees for the financial year ended 31 st March, 2019.
Date of Appointment on the Board	27 th March, 2019	29 th May, 2014	29 th May, 2014
No. of shares held	30 Equity Shares	300 Equity Shares	Nil
Relationship with other Directors and Key Managerial Personnel	None	None	None
No. of Board Meeting attended during the financial year 2018-19	None	5(Five)	5(Five)
Name of other Companies in which he holds directorships*	Nil	Nil	Nil
Membership/Chairmanship of Committees in other Companies**	Nil	Nil	Nil

*Excludes directorship in Private Companies.

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

By Order of the Board of Directors

Mayur Kanjibhai Rathod
Company Secretary and Compliance Officer
A49756

Place: Mumbai
Date: 13th August, 2019

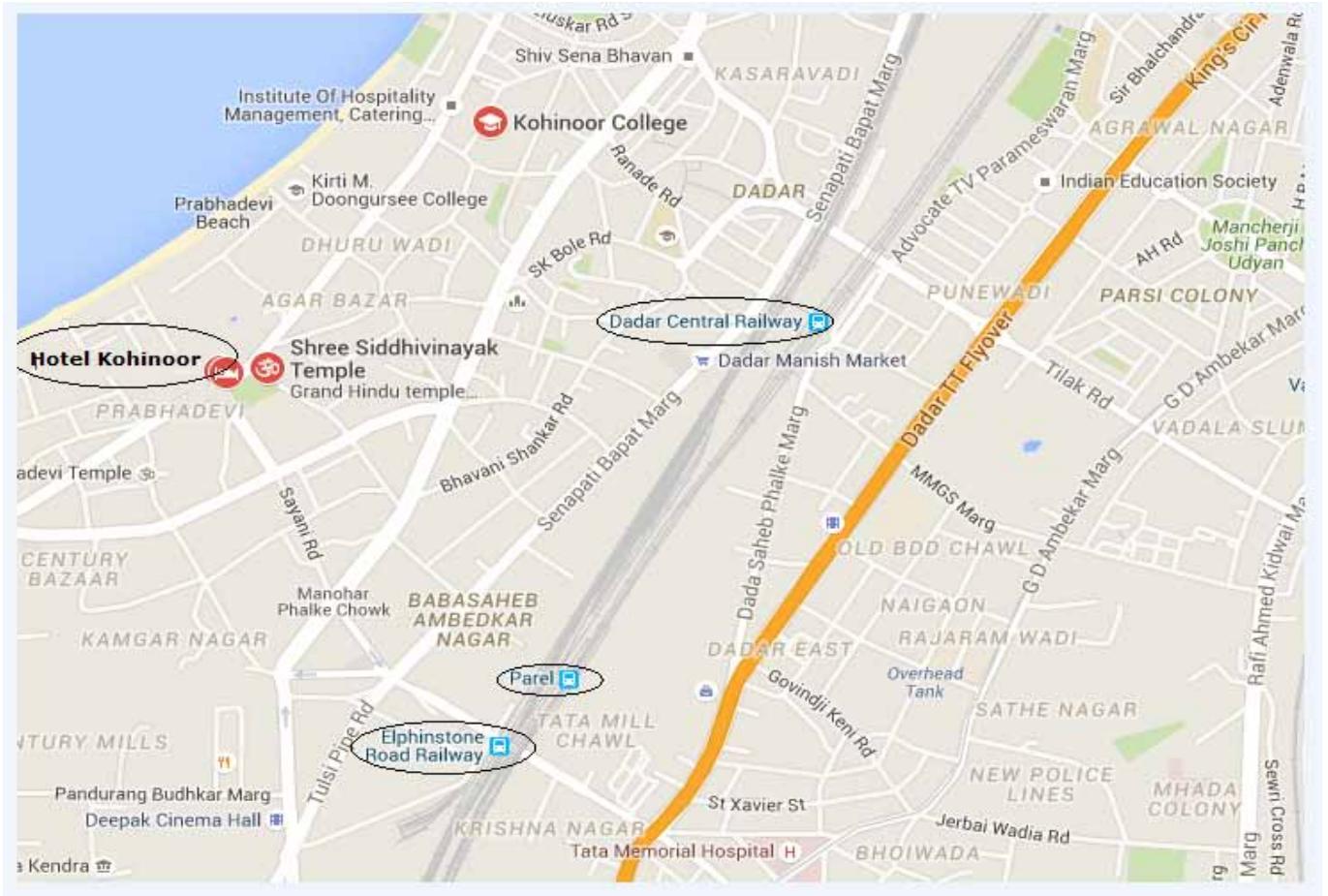
Registered Office:
 JD Orgochem Limited
 CIN: L24100MH1973PLC016908
 301, Sumer Kendra, P.B. Marg, Worli, Mumbai – 400 018
 Tel No.: 022 3042 3048
 Fax No.: 022 3042 3434
 E-mail id: investor.relations@jdorgochem.com
 Website: www.jdorgochem.com



ROUTE MAP FOR THE 45TH ANNUAL GENERAL MEETING VENUE

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

Landmark : Opp Siddivinayak 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

45th Annual General Meeting being held on Friday, 20th September, 2019

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 45th Annual General Meeting being held on Friday, 20th September, 2019, 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 45th Annual General Meeting being held on Friday, 20th September, 2019 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, 2019, together with Board's Report and the Auditor's Report thereon.		
2	To appoint a Director in place of Shri. Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for reappointment.		
Special Business:			
3	Appointment of Shri. Parag Sharadchandra Kothari (DIN: 00184852) as Non-Executive and Non-Independent Director of the Company.		
4.	Appointment of Shri. Suhas Balkrishna Jande (DIN: 08384902) as Executive and Non-Independent Director of the Company.		
5.	Appointment of Shri. Suhas Balkrishna Jande (DIN: 08384902) as Whole-Time Director of the Company.		
6.	Re-appointment of Shri. Umesh Trikamdass Chandan (DIN: 00184677) as Independent Director of the Company for the second term for a period of 5 (five) years.		
7.	Re-appointment of Shri. Mitesh Dilip Sejpal (DIN: 06562026) as Independent Director of the Company for the second term for a period of 5 (five) years.		
8.	Approval/ratification of material related party transactions entered into by the Company		

Signed this on _____ day of _____, 2019

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 the 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 45th 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 45th Annual General Meeting (“remote E-voting”).
- ii. The remote e-voting period commences on Monday, 16th September, 2019 (9.00 a.m. IST) and ends on Thursday, 19th September, 2019 (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, 12th September, 2019 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 M/s. KDT & Associates, Practicing Company Secretary, to act as the Scrutiniser to scrutinise remote e-voting process and voting at the 45th Annual General Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- iv. The consolidated Results of remote e-voting and voting at the 45th Annual General Meeting shall be declared within 48 hours after the conclusion of 45th 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, 16th September, 2019 (9.00 a.m. IST) and ends on Thursday, 19th September, 2019 (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, 12th September, 2019 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.
- 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:

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).

- 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 of JD Orgochem Limited 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. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.