



# JD ORGOCHEM LTD.

(Formerly : Jaysynth Dyechem Ltd.)

CIN No. L24100MH1973PLC016908 • PAN No. AAACJ0902B

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

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Date: 20<sup>th</sup> September, 2019

To  
Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

Scrip Code - 524592

**Subject: Submission of proceedings of 45<sup>th</sup> Annual General Meeting of the Company.**

Dear Sir/Madam,

In compliance with Regulation 30 read with Para (A) (13) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of 45<sup>th</sup> Annual General Meeting of the Company held on Friday, 20<sup>th</sup> September, 2019 at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 at 10.00 a.m.

We request you to take the above on record.

Thanking you,

Yours faithfully,  
For JD Orgochem Limited

*m.k. Rathod*

Mayur Kanjibhai Rathod  
Company Secretary and Compliance Officer  
Membership No.: A49756



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

**PROCEEDINGS OF THE 45<sup>th</sup> ANNUAL GENERAL MEETING OF JD ORGOCHEM LIMITED PURSUANT TO REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

- **Meeting Day, Date and Time:** Friday, 20<sup>th</sup> September, 2019 at 10.00 a.m.
- **Venue:** Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025
- **Chairman of the Meeting:** Parag Sharadchandra Kothari, Chairman of the Board, took the chair in terms of Articles 55 of the Articles of Association of the Company.
- **Members attending the meeting:** 38 Members were present in person and no proxy was received by the Company.
- **Quorum:** The requisite quorum as required under Secretarial Standards on General Meeting (SS-2) read with Section 103 of the Companies Act, 2013 was present.
- As the requisite quorum being present, the Chairman called the meeting in order.
- The meeting was attended by all the Directors except Bharati Ravindra Chandan, Non-executive and Independent Women Director of the Company. The Chief Financial Officer and Company Secretary and Compliance Officer were also present at the meeting.
- Further, Chairman informed that the Statutory Auditor, Secretarial Auditor and Internal Auditor of the Company were also present at the meeting.
- The Chairman also informed that Umesh Trikamdas Chandan (DIN: 00184677) Chairman of the Audit Committee and Stakeholder's Relationship Committee and Mitesh Dilip Sejpal (DIN: 06562026), Chairman of the Nomination and Remuneration Committee were also present to answer queries of the shareholders.
- With consent of the Members, Notice of the 45<sup>th</sup> Annual General Meeting was taken as read. He further informed that Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection in terms of the Companies Act, 2013 and the Rules thereunder.
- With consent of the Members, Independent Auditor's Report and Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2019 were taken as read. It was also informed that these reports did not contain any adverse comments/qualifications.
- The following items of business transacted as stated in the Notice of the 45<sup>th</sup> Annual General Meeting were then taken up for consideration:

ITEM NO.	PARTICULARS OF THE AGENDA	RESOLUTION REQUIRED (ORDINARY/SPECIAL)	MODES OF VOTING
1)	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019, together with Board's Report and the Auditor's Report thereon.	Ordinary	Remote E-Voting and Electronic Voting through Tab at the venue of the 45 <sup>th</sup> Annual General Meeting.



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.	Ordinary	Remote E-Voting and Electronic Voting through Tab at the venue of the 45 <sup>th</sup> Annual General Meeting.
3)	Appointment of Shri. Parag Sharadchandra Kothari (DIN: 00184852) as Non-Executive and Non-Independent Director of the Company.	Ordinary	Remote E-Voting and Electronic Voting through Tab at the venue of the 45 <sup>th</sup> Annual General Meeting.
4)	Appointment of Shri. Suhas Balkrishna Jande (DIN: 08384902) as Executive and Non-Independent Director of the Company.	Ordinary	Remote E-Voting and Electronic Voting through Tab at the venue of the 45 <sup>th</sup> Annual General Meeting.
5)	Appointment of Shri. Suhas Balkrishna Jande (DIN: 08384902) as Whole-Time Director of the Company.	Special	Remote E-Voting and Electronic Voting through Tab at the venue of the 45 <sup>th</sup> Annual General Meeting.
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.	Special	Remote E-Voting and Electronic Voting through Tab at the venue of the 45 <sup>th</sup> Annual General Meeting.
7)	Re-appointment of Shri. Mitesh Dilip Sejjal (DIN: 06562026) as Independent Director of the Company for the second term for a period of 5 (five) years.	Special	Remote E-Voting and Electronic Voting through Tab at the venue of the 45 <sup>th</sup> Annual General Meeting.
8)	Approval/ratification of material related party transaction entered into by the Company.	Ordinary	Remote E-Voting and Electronic Voting through Tab at the venue of the 45 <sup>th</sup> Annual General Meeting.

- The Chairman invited the Members to express their views, ask questions and seek clarifications on various matters pertaining to the Company. The Chairman duly responded to all the queries posed at the meeting.
- The Chairman informed the Members that 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) Regulations, 2015 and pursuant to provisions under Secretarial Standards on General Meetings (SS-2), the Company has provided the facility to exercise their right to vote at 45<sup>th</sup> Annual General Meeting by remote e-voting through Central Depository Services (India) Limited platform. Further, he also informed that electronic voting through Tab is made available to its Members at the venue of the 45<sup>th</sup> Annual General Meeting on the proposed resolutions contained in the Notice of 45<sup>th</sup> Annual General Meeting for the benefit of the Members who are present at the meeting and have not cast their votes through remote e-voting facility made available by the Company.





- The Chairman informed that M/s. KDT and Associates, Practicing Company Secretaries was appointed as a Scrutinizer by the Board to supervise remote e-voting and electronic voting through Tab at the venue of 45<sup>th</sup> Annual General Meeting.
- The Chairman thanked the Members for attending and participating in the 45<sup>th</sup> Annual General Meeting of the Company.
- The Chairman informed the Members that the consolidated results of remote e-voting and electronic voting through Tab conducted at the venue of 45<sup>th</sup> Annual General Meeting would be declared on or before Sunday, 22<sup>nd</sup> September, 2019 and also be posted on the website of the Company at [www.jdorgochem.com](http://www.jdorgochem.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- The said meeting concluded at 10.45 a.m. with a vote of thanks.

Thanking you,

Yours faithfully,  
For JD Orgochem Limited

*m.k. Rathod*



**Mayur Kanjibhai Rathod**  
**Company Secretary and Compliance Officer**

**Membership No.: A49756**

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

