



NOTICE OF 46th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 46th Annual General Meeting of the Members of JD Orgochem Limited will be held on Monday, 28th September, 2020 at 11.00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") 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, 2020, together with Board's Report and the Auditor's Report thereon.
2. To appoint a Director in place of Parag Sharadchandra Kothari (DIN: 00184852), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s), the following resolutions:

As an Ordinary Resolution:

3. **To approve the appointment of Statutory Auditor appointed by the Board of Directors to fill the casual vacancy.**

"RESOLVED THAT pursuant to the provisions of Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment, modification, variation or re-enactment thereof, for the time being in force, approval of the members be and is hereby accorded for the appointment of M/s. Chhogmal & Co., Chartered Accountants (FRN : 101826W), as the Statutory Auditor of the Company, w.e.f. 26th August, 2020, to fill the casual vacancy arising on account of resignation of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants (FRN: 112057W), and to hold office till the conclusion of this Annual General Meeting, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditor and duly approved by the Board of Directors."

As an Ordinary Resolution:

4. **To approve the appointment of Statutory Auditor and fix their remuneration.**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment, modification, variation or re-enactment thereof, for the time being in force, and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. Chhogmal & Co., Chartered Accountants (FRN : 101826W), be and are hereby appointed as the Statutory Auditor of the Company to conduct audit for the Financial Year 2020-21, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditor and duly approved by the Board of Directors;

RESOLVED FURTHER THAT M/s. Chhogmal & Co., Chartered Accountants shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 47th Annual General Meeting of the Company;

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to take such necessary steps pertaining to the appointment of Auditor, subject to compliance with the applicable provisions and rules and on such remuneration as the Board of Directors may deem fit during the tenure of their appointment."

As an Special Resolution:

5. **Re-appointment of Bharati Ravindra Chandan (DIN: 07263623) as Independent Director of the Company for the second term for a period of 5 (five) years.**

"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, Bharati Ravindra Chandan (DIN: 07263623), 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 she 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 29th September, 2020 upto 28th September, 2025, 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."

**As an Special Resolution:****6. Approval of Sale/Dispose of Part of undertaking of the Company to Related Party pursuant to the provisions of Section 180(1)(a) and Section 188 of the Companies Act, 2013**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company’s Policy on Related Party transaction(s) and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Jaysynth Dyestuff (India) Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, by way of sale/disposal of part of Undertaking being Unit No. A-4/1 comprising of Land and Building (Leasehold Land) situated at Patalganga Industries Area, MIDC –Patalganga, District - Raigad, Maharashtra – 410220 on the terms and conditions as set out in the explanatory statement annexed hereto;

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, deeds, things, matters and take all such steps as may be deemed necessary, proper or expedient or desirable in the interest of the Company to give effect to this resolution, including without limitation, finalizing the manner and method of sale/dispose and executing all necessary agreements, deeds and documents, and subsequent modification thereto, and to appoint consultants, legal advisors and all such agencies as may be required for the purposes of effecting the sale/dispose as aforesaid;

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to delegate any or all of the aforesaid powers to any committee or employee or person by way of executing necessary power of attorney or authority letter;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT certified true copy of this resolution be provided to all concerned as and when required under the signatures of any Director or Chief Financial Officer or Company Secretary of the Company.”

By Order of the Board of Directors

Place: Mumbai
Date: 26th August, 2020

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

Mayur Kanjibhai Rathod
Company Secretary and Compliance Officer
A49756

Notes:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its General Circular dated 05th May, 2020 read with General Circulars dated 08th April, 2020 and 13th April, 2020 (collectively referred to as ‘MCA Circulars’) permitted the holding of the Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’) facility or Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (‘SEBI’) vide its Circular dated 12th May, 2020 (‘SEBI Circular’) has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and MCA Circulars, the 46th AGM of the Company is being held through VC/OAVM on Monday, 28th September, 2020 at 11.00 a.m. (IST). The deemed venue for the 46th AGM will be 301, Sumer Kendra, P.B. Marg, Worli, Mumbai- 400 018.



2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
5. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorising their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Scrutinizer by e-mail through their registered e-mail address to Team@cskda.com with a copy marked to the Company on investor.relations@jdorgochem.com.
6. In case of joint shareholders attending the 46th Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 22nd September, 2020 to Monday, 28th September, 2020 (both days inclusive) for the purpose of 46th Annual General Meeting.
8. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 21st September, 2020 ("Cut-off Date"), are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
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 participants. Further, **Form SH-13** for nomination is annexed to the 46th Annual Report.
10. Members are requested to send all communications relating to 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.
11. In view of SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated 08th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are being processed only in the dematerialized form with effect from 01st April, 2019. Therefore, the Members are requested to take prompt action to dematerialize the Equity Shares of the Company. The Members may contact the Company or the Company's Registrar & Share Transfer Agent Link Intime India Private Limited for assistance in this regard.
12. 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.



13. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the 46th AGM along with the Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories"). A copy of this Notice along with the Annual Report for Financial Year 2019-20 is uploaded on the Company's website www.jdorgochem.com, website of the Stock Exchange i.e. The BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com
14. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
15. In case the Member holding shares in physical mode has not registered his/her e-mail address with the Company/Link Intime India Private Limited/Depositories, he/she may do so by sending a duly signed request letter to Link Intime India Private Limited by providing Folio No. and Name of shareholder at (UNIT: JD Orgochem Limited), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel: 022 4918 6270, e-mail: rnt.helpdesk@linkintime.co.in.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Company's Registrar & Share Transfer Agent i.e. Link Intime India Private Limited.
17. 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 the 46th Annual General Meeting.
18. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/re-appointment at the 46th Annual General Meeting is annexed to this Notice.
19. At the 43rd Annual General Meeting of the Company held on 27th September, 2017, 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 five (5) years from the conclusion of that Annual General Meeting till the conclusion of the 48th Annual General Meeting.

The Board of Directors of the Company appointed M/s. Chhogmal & Co., Chartered Accountants (FRN : 101826W) as Statutory auditor of the Company to fill the casual vacancy arising on account of resignation of M/s. Hiren C. Sanghavi & Associates, Chartered Accountants w.e.f. 26th August, 2020 and to hold office till the conclusion of this Annual General Meeting.

Further, the Board of Directors of the Company appointed M/s. Chhogmal & Co., Chartered Accountants as the Statutory Auditor of the Company to conduct audit for the Financial Year 2020-21 and to hold office till the conclusion of 47th Annual General Meeting.
20. Members are requested to send their queries, if any on the 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 Email 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.

21. E-VOTING:

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 05th May, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- iii. Members who have cast their vote by remote e-voting may also attend the 46th Annual General Meeting but shall not be entitled to cast their vote again.



- iv. The remote E-voting period commences on Thursday, 24th September, 2020 (9.00 a.m. IST) and ends on Sunday, 27th September, 2020 (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. Monday, 21st September, 2020, 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.
- v. The Company has appointed M/s. KDT & Associates, Practicing Company Secretaries, to act as a Scrutiniser to scrutinise remote e-voting process and voting at the 46th 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.
- vi. The Consolidated Results of remote e-voting and voting at the 46th Annual General Meeting shall be declared within 48 hours after the conclusion of 46th 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.
- vii. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of 46th Annual General Meeting along with Annual Report as on the Cut-off 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.: 1800-22-5533**.
- viii. The results shall also be displayed on the Notice Board of Company at the Registered Office of the Company.

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

- i. The voting period begins on Thursday, 24th September, 2020 (9.00 a.m. IST) and ends on Sunday, 27th September, 2020 (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. Monday, 21st September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders/Members.
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. 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. Please send a request to investor.relations@jdorgochem.com to get sequence number.
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 (v).



- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for JD Orgochem Limited.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The **m-Voting** app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xx. 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" module.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Team@cskda.com and investor.relations@jdorgochem.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xxi. 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 or call **1800225533**.

B. Instruction for Members to attend the Annual General Meeting through InstaMeet:

Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, Scrutinizer etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.



Members will be provided with InstaMeet facility wherein Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID/Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
2. Click "Go to Meeting"

C. Instruction for Members to register themselves as Speakers during the Annual General Meeting:

1. Members who would like to express their views/ask questions during the meeting must register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, PAN, email id, mobile number at investor.relations@jdorgochem.com by 24th September, 2020 (5.00 pm IST).
2. Members will get confirmation on first cum first basis depending upon the provision made by the client.
3. Members will receive "speaking serial number" once they mark attendance for the meeting.
4. Other Members may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

D. Instruction for Members to vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, Members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Members VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Members who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the Members have any queries or issues regarding login/e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175).



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 AND 4

The Company at its 43rd Annual General Meeting of the Company held on 27th September, 2017 appointed M/s. Hiren C. Sanghavi & Associates, Chartered Accountants (FRN: 112057W) as the Statutory Auditor of the Company for a term of Five (5) financial years commenced from financial year 2017-2018 and to hold office from the conclusion of 43rd Annual General Meeting till the conclusion of the 48th Annual General Meeting.

M/s. Hiren C. Sanghavi & Associates, Chartered Accountants (FRN: 112057W), vide letter dated 18th August, 2020 conveyed to the Company that, due to prevailing COVID-19 pandemic situation resulting in pressure on work resources and health related responsibilities he is unable to continue as Statutory Auditor and have therefore resigned.

Pursuant to the provisions of Section 139(8)(i) of the Companies Act, 2013 any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, subject to the approval of the members of the Company within three months of the recommendation of the Board and said auditor shall hold office till the conclusion of the next Annual General Meeting. Accordingly, the Board of Directors at their meeting held on 26th August, 2020 appointed M/s. Chhogmal & Co., Chartered Accountants (FRN : 101826W), as Statutory Auditor to fill the casual vacancy. The Board is mandated by law to seek approval of members at the general meeting to be held within three months from the date of recommendation for appointment of auditor to fill the casual vacancy. As the Company is liable to convene its Annual General Meeting for the financial year 2019-20, the resolution for approving the casual vacancy to the office of the auditor is placed herewith.

M/s. Chhogmal & Co., Chartered Accountants (FRN : 101826W) who were appointed to fill the casual vacancy are also eligible to act as the Statutory Auditor for the financial year 2020-21 and to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company. The Board of Directors have obtained necessary certificates, confirmations pursuant to provisions of Section 139 (1) and the rules made thereto from M/s. Chhogmal & Co., Chartered Accountants (FRN : 101826W) and recommends to the members their appointment.

The members may further delegate authority to the Board to determine in consultation with the auditors, remuneration payable to them alongwith the applicable taxes, levies and reimbursement of travelling and other out-of-pocket expenses after taking into consideration the volume of work involved.

The Board of Directors recommends an Ordinary Resolution set out in item nos. 3 and 4 under Special Business of the Notice for approval of the Members.

None of the Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

ITEM NO.5

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 Bharati Ravindra Chandan (DIN: 07263623), Non-Executive Independent Director at its 41st Annual General Meeting held on 29th September, 2015. As Bharati Ravindra Chandan (DIN: 07263623), shall completing her 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 Bharati Ravindra Chandan (DIN:07263623), that she do not suffer from any disqualification for her re-appointment as Independent Director.

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 Bharati Ravindra Chandan (DIN: 07263623) as Independent Director for a second term of 5 (five) consecutive years commencing from 29th September, 2020 upto 28th September, 2025. During her tenure of appointment, she 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 Bharati Ravindra Chandan (DIN: 07263623) confirming that she 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, she fulfills the conditions for re-appointment as Independent Director and is independent of the Management.

Relevant details relating to re-appointment of Bharati Ravindra Chandan (DIN: 07263623) 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 of the draft letter of appointment of Director as Independent Director 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, her continuance on the Board of the Company will be in the interest of the Company. Therefore, The Board of Directors recommends an Special Resolution set out in item no. 5 under Special Business of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Bharati Ravindra Chandan (DIN: 07263623) is in anyway deemed to be concerned or interested in the Resolutions as set out in Item No. 5 of the Notice.

ITEM NO. 6

Members of the Company are requested to note that pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the relevant Rules made there under, approval of the Members of the Company is required by way of Special resolution for sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

Members of the Company are further requested to note that Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there under requires any transaction to be entered into between related parties for 'selling or otherwise disposing of, or buying, property of any kind' where the amount involved exceeds ten percent or more of the net worth of the company, to be approved by the members of the Company.

The Company had appointed Kakode Associates Consulting Private Limited, a Registered Valuer to undertake valuation of the part of Undertaking being Unit No. A-4/1 comprising of Land and Building (Leasehold Land) situated at Patalganga Industries Area, MIDC –Patalganga, District - Raigad, Maharashtra – 410220

Since the aggregate value of this transaction is likely to exceed ten percent or more of the net worth of the Company as per the last audited financial statements of the Company, will thus require approval of the members of the Company.

The Audit Committee and Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval.

The following disclosures for proposed transaction with Related Party are made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rule, 2014.

Sr. No.	Particular	Description
1	Name of the related party	Jaysynth Dyestuff (India) Limited
2	Name of the Director or Key Managerial Personnel who is related and Nature of its Relationship	Parag Sharadchandra Kothari, Chairman and Non Executive Director and Nikhil Sharadchandra Kothari, Non Executive Director of the Company are also Director and Promoter of the Related Party.
3	Nature, material terms, monetary value and particulars of contract or arrangement	The Company shall enter into Contract/ MOU/ Agreement for sale/disposal of part of Undertaking being Unit No. A-4/1 comprising of Land and Building (Leasehold Land) situated at Patalganga Industries Area, MIDC –Patalganga, District - Raigad, Maharashtra – 410220 admeasuring 7512 Sq Mtrs and Building structure having ground plus four floors, admeasuring 6609.78 Sq Mtrs or thereabout. The transaction with Related party is at Arm’s length Basis. Total Consideration of ₹ 8,20,00,000/- (Rupees Eight Crore Twenty Lakh only), payable by Transferee to the Transferor, as under: a) 10% of the consideration i.e. ₹ 82,00,000/- (Rupees Eighty Two Lakhs only), upon execution of the Definitive Agreement to be executed within 30 days of approval of Members. b) 90% of the Consideration i.e. ₹ 7,38,00,000/- (Rupees Seven Crore Thirty Eight Lakh only), within 60 days of execution of the Definitive Agreement and subject to approval of secured creditor and MIDC or such other date as may be mutually agreed to by the Parties in writing.
4	Any other information relevant or important for the members to take a decision on the proposed resolution	None



Except Parag Sharadchandra Kothari, Chairman and Non Executive Director and Nikhil Sharadchandra Kothari, Non Executive Director and their relatives (to the extent of their shareholding in the Company), no other Directors or the relatives of the Directors or Key Managerial Personnel are concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends an Special Resolution set out in item no. 6 under Special Business of the Notice for approval of the Members.

By Order of the Board of Directors

Place: Mumbai
Date: 26th August, 2020

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

Mayur Kanjibhai Rathod
Company Secretary and Compliance Officer
A49756

**ANNEXURE - 1**

Particulars of the Directors seeking appointment or reappointment at the ensuing 46th 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	Bharati Ravindra Chandan	Parag Sharadchandra Kothari
Directors Identification Number (DIN)	07263623	00184852
Date of Birth	19 th May, 1950	31 st January, 1967
Age	70 years	53 years
Qualifications	Graduate in Home Science	Bachelor in Electrical Engineering
Nature of Expertise	Expertise in Industry, Commerce and Trade.	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	₹ 58,000 towards sitting fees for the financial year ended 31 st March, 2020.	₹ 34,500 towards sitting fees for the financial year ended 31 st March, 2020.
Date of Appointment on the Board	14 th August, 2015	11 th February, 2019
No. of shares held	Nil	4680248 Equity Shares
Relationship with other Directors and Key Managerial Personnel	None	Brother of Nikhil Sharadchandra Kothari who is Non-Executive Director of the Company
No. of Board Meeting attended during the financial year 2019-20	4 (Four)	4 (Four)
Name of other Companies in which he holds directorships*	Nil	Listed Companies • Jaysynth Dyestuff (India) Limited Unlisted Companies • Jaysynth Impex Limited
Membership/Chairmanship of Committees in other Companies**	Nil	1. Jaysynth Impex Limited – Corporate Social Responsibility Committee (Chairman) 2. Jaysynth Dyestuff (India) Limited – 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.

By Order of the Board of Directors

Place: Mumbai
Date: 26th August, 2020

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

Mayur Kanjibhai Rathod
Company Secretary and Compliance Officer
A49756