



# **JD ORGOCHEM LIMITED**

**49<sup>th</sup> Annual Report  
2022-23**



# Contents

1	Notice of 49 <sup>th</sup> Annual General Meeting
15	Board's Report
30	Management Discussion and Analysis Report
32	Independent Auditor's Report on Financial Statements
40	Balance Sheet
41	Statement of Profit and Loss
44	Cash Flow Statement
45	Notes to the Financial Statements
62	Form SH-13 for Nomination

## CORPORATE INFORMATION

### EXECUTIVE DIRECTOR

Suhas Balkrishna Jande  
Whole-Time Director  
DIN: 08384902

### NON-EXECUTIVE NON INDEPENDENT DIRECTORS

Parag Sharadchandra Kothari  
Chairman  
DIN: 00184852

Nikhil Sharadchandra Kothari  
DIN: 00184152

### KEY MANAGERIAL PERSONNEL

Suhas Balkrishna Jande  
Whole-Time Director  
DIN: 08384902

Kantibhai Maganbhai Darji  
Chief Financial Officer

Shivani Shailesh Kawle  
Company Secretary and Compliance Officer  
(upto 31<sup>st</sup> March, 2023)

### PRINCIPAL BANKERS

HDFC Bank Limited  
Union Bank of India

### STOCK EXCHANGE

BSE Limited  
CIN: L67120MH2005PLC155188  
25th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
Tel No.: 022 - 22721233  
Fax No.: 022 - 22721919

### REGISTERED OFFICE ADDRESS

JD Orgochem Limited  
CIN: L24100MH1973PLC016908  
301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018  
Tel. No.: 022-4938 4200 / 4300  
Fax No.: 022-3042 3434  
E-mail Id: investor.relations@jdorgochem.com  
Website: www.jdorgochem.com

### INDEPENDENT DIRECTORS

Bharati Ravindra Chandan  
Woman Director  
DIN: 07263623

Mitesh Dilip Sejpal  
DIN: 06562026

Umesh Trikamdas Chandan  
DIN: 00184677

### STATUTORY AUDITOR

M/s. A H J & Associates  
Chartered Accountants  
Office No. 25, 160 D. N. Road,  
Above Burger King,  
Chhatrapati Shivaji Maharaj Terminus  
Mumbai - 400 001

### INTERNAL AUDITOR

M/s. Nisha Mody & Associates  
Chartered Accountants  
52-C, Chottani Building,  
Proctor Road,  
Grant Road (East),  
Mumbai - 400 007

### SECRETARIAL AUDITOR

M/s. KDA & Associates  
Practising Company Secretaries  
Flat No.1, Nishant Building, Poddar Street,  
Opposite SVC Bank, Santacruz (West),  
Mumbai- 400 054

### REGISTRAR AND TRANSFER AGENT

Link Intime India Private 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

### DEBENTURE TRUSTEE

IDBI Trusteeship Services Limited  
Gr flr, Universal Insurance Bldg,  
Sir Phirozshah Mehta Road,  
Fort, Bazargate,  
Mumbai - 400 001

### FACTORY ADDRESS/PLANT LOCATIONS

#### PATALGANGA PLANT

Plot No.A-4/2, MIDC Industrial Area,  
Patalganga, Taluka-Khalapur,  
Dist. Raigad, Maharashtra - 410 220



## NOTICE OF 49<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 49<sup>th</sup> Annual General Meeting of the Members of JD Orgochem Limited will be held on Monday, 25<sup>th</sup> September, 2023 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 and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with Board's Report and the Auditor's Report thereon.**

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

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with Board's Report and the Auditor's Report thereon as circulated to the Members, be and are hereby received, considered and adopted."

- 2. To appoint a Director in place of Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for re-appointment.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS:

- 3. To approve re-appointment of 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 Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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 Members be and is hereby accorded for re-appointment of Suhas Balkrishna Jande (DIN: 08384902) who has attained the age of 70 years, as Whole-Time Director of the Company, who shall not be liable to retire by rotation, for a tenure of 2 (Two) consecutive years with effect from 27<sup>th</sup> March, 2023 to 26<sup>th</sup> March, 2025 on the terms and conditions including remuneration 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 re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Suhas Balkrishna Jande;

**RESOLVED FURTHER THAT** the remuneration payable to the Whole-Time Director may or may not exceed five percent of the Net Profit of the Company but shall in no case exceed ten percent of the Net Profit 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 limits and conditions specified in Schedule V of the Act and rules made thereunder as amended from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to vary and/ or revise the remuneration of 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 Directors and/or Key Managerial Personnel of the Company be and is hereby severally authorised 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.”

**By Order of the Board  
For JD Orgochem Limited**

**Parag Sharadchandra Kothari  
Chairman and Director  
DIN: 00184852**

**Place: Mumbai  
Date: 08<sup>th</sup> August, 2023**

**Registered Office:  
JD Orgochem Limited  
CIN: L24100MH1973PLC016908  
301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018  
Tel No.: 022 4938 4200/4300  
Fax No.: 022 3042 3434  
E-mail id: investor.relations@jdorgochem.com  
Website: www.jdorgochem.com**

**Notes:**

1. Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 20/2020 dated 05<sup>th</sup> May, 2020, No. 02/2021 dated 13<sup>th</sup> January, 2021, No. 21/2021 dated 14<sup>th</sup> December, 2021, No. 02/2022 dated 05<sup>th</sup> May, 2022 and No. 10/2022 dated 28<sup>th</sup> December, 2022 (collectively referred to as “MCA Circulars”) have permitted companies to conduct Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars the 49<sup>th</sup> AGM of the Company is being held through VC/OAVM on Monday, 25<sup>th</sup> September, 2023 at 11.00 A.M.. The deemed venue for the 49<sup>th</sup> AGM will be the registered office of the Company i.e. 301, Sumer Kendra, P.B. Marg, Worli, Mumbai- 400 018.

In accordance with the aforesaid MCA Circulars and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 issued by Securities and Exchange Board of India (“SEBI”) (collectively referred to as “SEBI Circulars”), the Notice of the 49<sup>th</sup> AGM along with the Annual Report for financial year 2022-2023 is being sent by electronic mode to those Members whose email address are registered with the Company/Depositories. A copy of this Notice along with the Annual Report for Financial Year 2022-23 is uploaded on the Company’s website at [www.jdorgochem.com](http://www.jdorgochem.com), website of the Stock Exchange i.e. The BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com)

Members are requested to keep their email address updated with the Company/Depositories.

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 49<sup>th</sup> 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 Act is annexed hereto.
5. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings (SS-2), with respect to Director seeking re-appointment at the 49<sup>th</sup> AGM is annexed hereto.



6. 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 49<sup>th</sup> AGM through VC/OAVM. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to [Team@cskda.com](mailto:Team@cskda.com) with a copy marked to the Company on [investor.relations@jdorgochem.com](mailto:investor.relations@jdorgochem.com).
7. In case of joint Members attending the 49<sup>th</sup> AGM, only such joint holder who is higher in the order of names will be entitled to vote at the 49<sup>th</sup> AGM..
8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 16<sup>th</sup> September, 2023 to Monday, 25<sup>th</sup> September, 2023 (both days inclusive) for the purpose of 49<sup>th</sup> AGM.
9. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 15<sup>th</sup> September, 2023 ("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.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. **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 49<sup>th</sup> Annual Report.
11. Pursuant to the provisions of Regulation 39(4) of the SEBI Listing Regulations, the Company has 1200 shares lying in an Unclaimed Suspense Account of the Company in demat form on behalf of the beneficial owners of the said shares. The voting rights on these shares shall remain frozen till rightful owner of such shares claims the shares.
12. 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 may be required to the Registrar and Transfer Agent at the following address:

Link Intime India Private Limited  
(Unit: JD Orgochem Limited)  
C-101, 248 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](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://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.

13. Updation of PAN and other details  
SEBI vide Circular dated 03<sup>rd</sup> November, 2021, 14<sup>th</sup> December, 2021 and 16<sup>th</sup> March, 2023 has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at <http://www.jdorgochem.com/StatutoryInformation.html>. Folios wherein any of the above cited documents/details are not available, on or after 01<sup>st</sup> October, 2023, shall be frozen as per the aforesaid circular.  
The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination.
14. SEBI vide its circular dated 30<sup>th</sup> May, 2022, has provided SOP effective from 1<sup>st</sup> June, 2022, for resolving disputes between the Company and its all shareholders through the stock exchange arbitration mechanism. In furtherance to this, SEBI directed listed companies to inform its members holding shares in physical form availability of said dispute resolution mechanism through emails or SMS on their mobile. Company has accordingly informed to its members holding shares in physical form whose email ID or mobile no. registered with the Company regarding availability of said dispute resolution mechanism.
15. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.



16. Members may please note that SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/ splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available at <http://www.jdorgochem.com/StatutoryInformation.html>

17. 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 along with the requisite KYC documents for consolidating their holding in one folio. The request for consolidation of share certificates shall be processed in dematerialized form.
18. 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.

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, 248 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel: 022 4918 6270, e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

19. Members who wish to inspect the statutory documents or relevant documents referred to in the Notice can send an email to [investor.relations@jdorgochem.com](mailto:investor.relations@jdorgochem.com) upto the date of the 49<sup>th</sup> AGM.
20. Members are requested to send their queries, if any on the Annual Report by sending an Email at [investor.relations@jdorgochem.com](mailto:investor.relations@jdorgochem.com) or to the Registrar and Transfer Agent by sending an Email at [rnt.helpdesk@linkintime.co.in](mailto: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 AND JOINING THE AGM:**

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 49<sup>th</sup> 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 will be provided by CDSL and the e-voting system on the date of the AGM will be provided by Link Intime India Private Limited (RTA).
- ii. The Company has appointed M/s. KDA & Associates, Practicing Company Secretaries, to act as a Scrutinizer to scrutinize remote e-voting process and voting at the 49<sup>th</sup> AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- iii. The Consolidated Results of remote e-voting and voting at the 49<sup>th</sup> AGM shall be declared within 2 (two) working days of the conclusion of the 49<sup>th</sup> AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jdorgochem.com](http://www.jdorgochem.com) and on the website of Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com) and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
- iv. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of 49<sup>th</sup> AGM 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](mailto:helpdesk.evoting@cdslindia.com) or at [rnt.helpdesk@linkintime.co.in](mailto: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](http://www.evotingindia.com) or contact CDSL at the **Toll Free No.: 1800-22-5533**.



v. The results shall also be displayed on the Notice Board of the Company at the Registered Office of the Company.

**A. The instructions for Members voting electronically are as under:**

- i. The remote E-voting period commences on Friday, 22<sup>nd</sup> September, 2023 (9.00 a.m. IST) and ends on Sunday, 24<sup>th</sup> September, 2023 (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. Friday, 15<sup>th</sup> September, 2023, 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.
- ii. Members who have cast their vote by remote e-voting may also attend the 49<sup>th</sup> AGM but shall not be entitled to cast their vote again.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020, under Regulation 44 of the SEBI Listing Regulations, the Company is providing remote e-voting facility to its Members, in respect of all Members resolutions. However, it has been observed that the participation by the public non-institutional members/retail members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for e-Voting for Individual Members holding securities in Demat mode is given below:**

Type of Members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 22 55 33</b>
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>

v. **Login method for e-Voting for Members other than individual Members holding in Demat form & Physical Members.**

1. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders/Members.
3. 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.



4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form other than individual and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or Contact Company/RTA.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 3.</li> </ul>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for JD Orgochem Limited.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. 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.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18. Note for Non – Individual Members and Custodians
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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 Members 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](mailto:Team@cskda.com) and [investor.relations@jdorgochem.com](mailto: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.

**B. Process for those Members whose E-mail/Mobile No. are not registered with the Company/Depositories.**

1. For Physical Members- please provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat Members - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. **1800 22 55 33**.

All grievances connected with the facility for voting by electronic means may be addressed to Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, MarathonFuturex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. **1800 22 55 33**.

**C. Instruction for Members to attend the AGM through InstaMeet:**

Members are entitled to attend the AGM through VC/OAVM provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM 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 AGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons 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 AGM 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. **Demat Account No. or Folio No:** Enter your 16 digit DEMAT Account No. or Folio No
    - Members holding shares in **CDSL DEMAT account shall provide 16 Digit Beneficiary ID**
    - Members holding shares in **NSDL DEMAT account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Members holding shares in **physical form shall provide Folio Number registered with the Company**
  - b. **PAN:** Enter your 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
  - c. **Mobile No.:** Enter your mobile Number.



- d. **Email ID.:** Enter your Email Id as recorded with your DP/Company.
2. Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Note:** Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMeet website.

**D. Instruction for Members to register themselves as Speakers during the AGM:**

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](mailto:investor.relations@jdorgochem.com) by Thursday, 21<sup>st</sup> September, 2023 (5.00 pm IST).

1. Members will get confirmation on first cum first basis depending upon the provision made by the client.
2. Members will receive "speaking serial number" once they mark attendance for the meeting.
3. Other Members may ask questions to the panellist, via active chat-board during the meeting.
4. 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.

**E. Instruction for Members to vote during the AGM 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 AGM 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 AGM will be eligible to attend/ participate in the AGM 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](mailto:instameet@linkintime.co.in) or Call us: - Tel: ( 022-49186175 ).

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

The Board of Directors of the Company ("the Board"), at its meeting held on 17<sup>th</sup> March, 2023 has, subject to approval of Members, re-appointed Suhas Balkrishna Jande (DIN: 08384902) as Whole-Time Director of the Company, who has attained the age of 70 years, for a period of 2 (Two) years w.e.f. 27<sup>th</sup> March, 2023 to 26<sup>th</sup> March, 2025, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

While re-appointing Suhas Balkrishna Jande (DIN: 08384902) as Whole-Time Director of the Company, the Board considered his contribution to the overall progress of the Company. His knowledge, expertise and wide experience in dyestuff, pigment industry and digital inks have helped the Company immensely.

The Board is of the opinion that his services should continue to be available to the Company to achieve more greater heights, by re-appointing him as Whole-Time Director of the Company.

Taking into consideration the duties and responsibilities of the Whole-Time Director, it is proposed to seek Members' approval for the re-appointment of and remuneration payable to Suhas Balkrishna Jande (DIN: 08384902), in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment and remuneration payable to Suhas Balkrishna Jande (DIN: 08384902) are as under:

**1. Term of Office:**

- a) Suhas Balkrishna Jande shall hold office and act as Whole-Time Director of the Company for the period of 2 (two) years commencing from 27<sup>th</sup> March, 2023 to 26<sup>th</sup> March, 2025.

**2. Nature of Duties:**

- a) 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) 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) 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) Basic 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) 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) 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) He 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 re-appointment of 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 his re-appointment 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 he, subject to such approvals as may be required.
- 4) In the event he 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 his employment:
  - a) He may continue as a Director of the Company and from such other offices held by him in any subsidiaries and associate companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorized to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associate companies of which he is at the material time a Director or other officer;
  - b) He shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associate companies.
- 6) If and when his appointment/re-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, 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;

Suhas Balkrishna Jande (DIN: 08384902) satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

A copy of the Agreement entered into between the Company and Suhas Balkrishna Jande (DIN: 08384902) 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 AGM.

Pursuant to Section 196 of the Act and as duly recommended by the Nomination and Remuneration Committee, re-appointment of Suhas Balkrishna Jande (DIN: 08384902), who has attained the age of 70 (Seventy) years, is proposed by the Board of Directors seeking Members' approval by way of Special Resolution for his continuation as a Whole-Time Director.

Relevant details relating to appointment of Suhas Balkrishna Jande (DIN: 08384902) as required by the Act, SEBI Listing Regulations 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, Suhas Balkrishna Jande (DIN: 08384902), are in any way concerned or interested financially or otherwise in the Resolution.

The Board recommends the special resolution set out at Item No. 3 of the Notice before the Members for their approval by way of Special Resolution.

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



<b>GENERAL INFORMATION</b>			
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	<b>(₹ in Lakhs )</b>		
	<b>Particulars</b>	<b>FY 2022-23</b>	<b>FY 2021 -22</b>
	Share Capital	132.50	132.50
	Reserves and Surplus	(2,754.69)	(2,104.98)
	Total Revenue from operation	98.40	146.20
	Total expenses	917.67	288.05
	Profit/(Loss) before tax	(649.06)	(114.50)
	Profit / (Loss) after tax	(649.06)	(114.52)
5) Foreign investments or collaborations	There are no foreign investments or collaborations in the Company.		
<b>INFORMATION ABOUT THE APPOINTEE</b>			
1) Background details	Suhas Balkrishna Jande has Completed his post graduation (M.Com) from Pune University. He has vast and varied experience of over 29 years in Accounting and Audit. He is well conversant with the industry, commerce and trade.		
2) Past Remuneration	Suhas Balkrishna Jande was paid ₹ 3.00 Lakhs as remuneration for the financial year ended 31 <sup>st</sup> March, 2023.		
3) Recognition of Awards	None		
4) Job Profile	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 Suhas Balkrishna Jande is set out in the resolution and explanatory statement forming part of resolution Item No. 3 accompanying the notice.		
6) Comparative Remuneration	Remuneration proposed to be paid to 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, Suhas Balkrishna Jande does not hold any pecuniary relationship with the Company.		



<b>OTHER INFORMATION</b>	
1) Reason for loss	The Company has not been able 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	In view of the scheme approved by the Board of Directors, the Company expects to restart manufacturing activities and also the Company is making efforts to increase the trading business volumes.
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.
<b>DISCLOSURE</b>	Not Applicable.

**By Order of the Board  
For JD Orgochem Limited**

**Parag Sharadchandra Kothari  
Chairman and Director  
DIN:00184852**

**Place: Mumbai  
Date: 08<sup>th</sup> August, 2023**

**Registered Office:  
JD Orgochem Limited  
CIN: L24100MH1973PLC016908  
301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018  
Tel No.: 022 4938 4200/4300  
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 re-appointment at the ensuing 49<sup>th</sup> AGM 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	Suhas Balkrishna Jande
Directors Identification Number (DIN)	00184152	08384902
Date of Birth	15 <sup>th</sup> July, 1970	01 <sup>st</sup> June, 1952
Age	53 years	70 years
Qualifications	B.E in Electronics	M.Com
Nature of Expertise	Expertise in business and administration related matters.	Expertise in area of Accounting and Audit.
Experience	Vast experience in the field of management and administration	More than 29 years of experience in the field of Accounting and Audit.
Terms and conditions of appointment/re-appointment along with details of remuneration sought to be paid	Not Applicable	As per Explanatory Statement attached herewith Notice.
Remuneration last drawn	₹ 0.46 Lakhs towards sitting fees for the financial year ended 31 <sup>st</sup> March, 2023.	₹ 3.00 Lakhs towards remuneration for the financial year ended 31 <sup>st</sup> March, 2023.
Date of Appointment on the Board	04 <sup>th</sup> November, 2015	27 <sup>th</sup> March, 2019
No. of shares held	33,97,748 Equity Shares	30 Equity Shares
Relationship with other Directors and Key Managerial Personnel	Brother of Parag Sharadchandra Kothari who is Chairman and Non-Executive Director of the Company	None
No. of Board Meeting attended during the financial year 2022-23	5 (Five)	6 (Six)
Name of other Companies in which he holds directorships*	<b>Listed Companies</b> • Jaysynth Dyestuff (India) Limited	Nil
Membership/Chairmanship of Committees in other Companies**	• Jaysynth Dyestuff (India) Limited - Stakeholders Relationship Committee (Member)	Nil

\*Excludes directorship in Private Companies.

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

**By Order of the Board  
For JD Orgochem Limited**

**Parag Sharadchandra Kothari  
Chairman and Director  
DIN:00184852**

Place: Mumbai  
Date: 08<sup>th</sup> August, 2023

Registered Office:  
JD Orgochem Limited  
CIN: L24100MH1973PLC016908  
301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018  
Tel No.: 022 4938 4200/4300  
Fax No.: 022 3042 3434  
E-mail id: investor.relations@jdorgochem.com  
Website: www.jdorgochem.com

**BOARD'S REPORT**

To,  
The Members

Your Directors are pleased to present the 49<sup>th</sup> (Forty Nineth) Annual Report together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2023.

**1. FINANCIAL SUMMARY**

The Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2023, forming part of this 49<sup>th</sup> Annual Report, have been prepared in accordance with the Indian Accounting Standards (IND AS) as notified by the Ministry of Corporate Affairs.

Comparative key figures pertaining to financial performance of your Company is provided herein below:

	(₹ in Lakhs)	
<b>PARTICULARS</b>	<b>FY 2022-2023</b>	<b>FY 2021-2022</b>
Revenue from Operations	98.40	146.20
Other Income	57.86	27.35
<b>Total Income</b>	<b>156.26</b>	<b>173.55</b>
Profit/(Loss) before exceptional item and depreciation	(742.89)	(44.23)
Depreciation	(18.52)	(70.27)
<b>Profit/(Loss) before Exceptional Item and Tax</b>	<b>(761.41)</b>	<b>(114.50)</b>
Exceptional Item	112.35	-
<b>Profit/(Loss) before Tax</b>	<b>(649.06)</b>	<b>(114.50)</b>
Tax expenses - prior year	-	0.02
<b>Profit/(Loss) for the year</b>	<b>(649.06)</b>	<b>(114.52)</b>
Other comprehensive income/(loss) net of tax	<b>(0.65)</b>	<b>(3.39)</b>
<b>Total comprehensive income/(loss) for the year</b>	<b>(649.71)</b>	<b>(117.91)</b>

**2. DIVIDEND**

In view of the loss incurred, the Directors have not recommended any dividend on the equity shares for the Financial Year ended 31<sup>st</sup> March, 2023.

**3. TRANSFER TO RESERVES**

In view of the loss incurred for the Financial Year ended 31<sup>st</sup> March, 2023, no amount is proposed to be transferred to any reserves.

**4. REVIEW OF PERFORMANCE**

During the financial year under review the revenue from operations aggregated to ₹ 98.40 Lakhs as against ₹ 146.20 Lakhs during the previous financial year. The Company incurred Net loss of ₹ 649.06 Lakhs during the year under review as against ₹ 114.52 Lakhs during the previous financial year. The increase in loss during the year was due to additional employee benefit expenses aggregating to ₹ 648.73 lakhs on account of full and final settlement of dues and all pending disputes and litigation of the workmen of the erstwhile Turbhe unit.

**5. SHARE CAPITAL**

The issued, subscribed and paid-up Equity Share Capital of your Company as on 31<sup>st</sup> March, 2023 was ₹132.50 Lakh divided into 1,32,50,000 Equity Shares of face value of ₹ 1/- each. Your Company has not issued any Equity Shares during the Financial Year 2022-2023. There was no change in Share Capital during the year under review.

**6. COMPOSITE SCHEME OF ARRANGEMENT**

The Board of Directors of the Company has approved the Composite Scheme of Arrangement amongst the three companies being Jaysynth Dyestuff (India) Limited ("Transferor Company 1"), Jaysynth Impex Private Limited ("Transferor Company 2") and the Company ("Transferee Company") and their respective shareholders and creditors, under Section 230 and 232 and other applicable provisions of the Act. The Scheme provides for absorption of Transferor Companies with and into Transferee Company (with effect from Appointed date 01<sup>st</sup> April, 2023) and in consideration thereof, the Transferee Company shall issue equity shares and preference shares to the shareholders of Transferor Company 1 and Transferor Company 2 respectively. Upon sanction and implementation of the Scheme, the merged entity will be able to tap into new business opportunities thereby unlocking growth opportunities and achieve economies of scale for better operational efficiency. Upon sanction of the said scheme, the Company will be able to undertake manufacturing operations at its Patalganga plant.

**7. STATE OF COMPANY'S AFFAIR**

The long-term growth prospects of the Indian economy being positive, the textile industry is also expected to grow. Increasing global population and rising disposable income of consumers in developed and developing countries is expected to lead the demand for high quality clothing, ultimately boosting demand for the Company's products being Dyes and Dye-intermediates. During the year under review, the Company has made full and final settlement of the dues workmen of the erstwhile Turbhe unit, who were in litigation with the Company before various courts and /or legal forums. Also the Company will now be in position to restart the manufacturing operations once the composite scheme of arrangement referred hereinabove is sanctioned by the appropriate regulatory authorities.

During the year under review, the Company achieved sales turnover of ₹ 98.40 Lakhs as compared to ₹ 146.20 Lakhs during the previous year and Loss before tax was ₹ 649.06 Lakhs as against ₹ 114.50 Lakhs during previous year.

**8. CHANGE IN THE NATURE OF BUSINESS**

During the financial year under review, there has been no change in the nature of business of your Company.

**9. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

Pursuant to the provision of Section 134(3)(q) of the Companies Act, 2013 ("the Act") read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, it is confirmed that during the financial year under review, there are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**10. ADEQUACY OF INTERNAL FINANCIAL CONTROL**

The Company follows appropriate policies, procedures and systems to ensure orderly and efficient conduct of its business including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information in the compliance of Company's objective efficiently.

Your Company has an adequate internal financial control system in accordance to the size of the Company and nature of business. Further an Independent Internal Auditor, who is a qualified Chartered Accountant, reviews the internal control systems on a regular basis for its effectiveness and necessary changes and suggestions which are duly incorporated into the system. Internal Auditor submits its Internal Audit Report on a periodical basis and the same is placed before the Audit Committee at its meeting and at Board meeting for their review and noting.

**11. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN END OF THE FINANCIAL YEAR OF THE COMPANY AND DATE OF THIS REPORT**

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

**12. ANNUAL EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND THE INDIVIDUAL DIRECTORS**

Pursuant to the provisions of Section 134(3)(p) of the Act read with Rule 8(4) of Companies (Accounts) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board has carried out an annual evaluation of its own performance, performance of the individual Directors as well as the evaluation of the working of its Committees. The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the performance evaluation process for the Board, its Committees and of Individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated. Nomination and Remuneration Committee also carried out evaluation of every Director's performance, the performance of the Board, its Committees. Evaluation parameters of the Board and Committees were mainly based on Policy adopted by the Board and also considered Disclosure of Information, key functions of the Board and Committees, responsibilities of the Board and Committees, Corporate Governance Norms etc. The Board/ Committee structure and composition, frequency of board meetings, participation of Directors in the meeting, execution and performance of specific duties of the Board of Directors, review of board's competency, experience, contribution etc. as additional Parameters.

The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole at its Separate Independent Director Meeting. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

**13. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Pursuant to the provision of Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the relevant data pertaining to the conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed as **ANNEXURE - I** which forms part of this Report.

**14. DETAILS OF SUBSIDIARY COMPANY/ASSOCIATE COMPANIES/JOINT VENTURE**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

**15. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES**

All transactions that were entered into with the related parties during the financial year ended 31<sup>st</sup> March, 2023 were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the SEBI Listing Regulations. All Related Party Transactions are placed before the Audit Committee for review and approval of the Committee on a quarterly basis. Also the Company has obtained prior omnibus approval for Related Party Transactions occurred during the year for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at arm's length.

Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Act in Form AOC 2 is not applicable.

Further there are no materially significant related party transactions made by the Company with the Promoters, Directors and Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large except as stated in the Financial Statements. The Company has adopted a material related party transactions Policy approved by the Board and is displayed on the Company's website and the weblink of the same is <http://www.jdorgochem.com/Disclosureofregulations.html>

**16. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Nikhil Sharadchandra Kothari (DIN: 00184152), Non-Executive Director of the Company retires by rotation at the ensuing 49<sup>th</sup> Annual General Meeting of the Company and being eligible offers himself for re-appointment.

The Board of Directors at their meeting held on 17<sup>th</sup> March, 2023, upon the recommendation of Nomination and Remuneration Committee, approved re-appointment of Suhas Balkrishna Jande (DIN: 08384902) as an Whole-time Director of the Company, who has attained the age of 70 years for further period of 2 (two) years with effect from 27<sup>th</sup> March, 2023 to 26<sup>th</sup> March, 2025, who shall not be liable to retire by rotation including payment of remuneration, subject to approval by Members at ensuing 49<sup>th</sup> Annual General Meeting. A resolution seeking Members' approval for his re-appointment along with other required details forms part of the Notice.

During the year under review, Shivani Shailesh Kawle (Membership no. A63914) as Company Secretary & Compliance Officer of the Company resigned from her office with effect from 31<sup>st</sup> March, 2023. The Board places on record their deep appreciation for the services rendered by Shivani Shailesh Kawle during her tenure as Company Secretary and Compliance Officer of the Company.

Pursuant to the provisions of Section 149 of the Act Independent Directors of the Company have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, the Independent Directors are independent of the management; possess the requisite integrity, experience, expertise, proficiency and qualifications. The details of remuneration paid to the members of the Board of Directors and its Committees have been disclosed in the financial statements forming part of this annual report.

Pursuant to the provisions of Section 203 of the Act, Suhas Balkrishna Jande (DIN: 08384902), Whole-Time Director and Kantibhai Maganbhai Darji, Chief Financial Officer are the Key Managerial Personnel of the Company.



**17. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

The Company has in place appropriate policy on Directors' appointment and remuneration as required under Section 178(3) of the Act, which has been uploaded on the Company's website and weblink of the same is <http://www.jdorgochem.com/Policies.html>

**18. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF AN INDEPENDENT DIRECTOR AND CRITERIA FOR EVALUATION**

The Company has in place appropriate policy for determining qualifications, positive attributes, independence of an Independent Director, which has been uploaded on the Company's website and weblink of the same is <http://www.jdorgochem.com/Policies.html>

**19. DETAILS OF DEPOSITS COVERED UNDER CHAPTER V OF THE ACT**

Your Company has not accepted deposits from public within the meaning of Section 73 of the Act and rules framed thereunder. Further there are no deposits outstanding hence there were no instances inviting non compliance of the requirements of Chapter V of the Act.

**20. DEBENTURES AND DEBENTURE TRUSTEE**

As on 31<sup>st</sup> March, 2023, there were 16,04,000 Zero Coupon Non-Convertible Debentures outstanding having face value of ₹ 100/- each. IDBI Trusteeship Services Limited acts as Debenture Trustee of the Company having their registered office at Gr flr, Universal Insurance Bldg, Sir Phirozshah Mehta Road, Fort, Bazargate, Mumbai - 400 001.

The Company had requested the debenture holder for extension of moratorium period for repayment of Zero Coupon Non-Convertible Debentures by two year. The debenture holder had accepted the same and agreed on revised repayment schedule for redemption of Zero Coupon Non-Convertible Debentures, which are now falling due in ten quarterly installments along with premium of 50% commencing from 30<sup>th</sup> June, 2025 to 30<sup>th</sup> September, 2027.

**21. UNCLAIMED SUSPENSE ACCOUNT**

As on 31<sup>st</sup> March, 2023 the Company has 1200 equity shares lying in the Unclaimed Suspense Account.

**22. TRANSFER OF SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

During the year under review the Company has not transferred any shares to the Investor Education and Protection Fund (IEPF) Authority.

**23. ANNUAL RETURN**

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014, the Annual Return of the Company in Form MGT-7 has been placed on the Company's website <http://www.jdorgochem.com/Disclosureofregulations.html>

**24. MEETINGS OF THE BOARD AND THEIR COMMITTEES**

a) **Board-** The composition of your Board is in compliance with the provisions of the Act and the SEBI Listing Regulations. Company's Board comprises of 6 (Six) Directors which includes Parag Sharadchandra Kothari, Chairman and Non-Executive Director, Nikhil Sharadchandra Kothari – Non-Executive Director, Bharati Ravindra Chandan – Independent Woman Director, Mitesh Dilip Sejpal - Independent Director, Umesh Trikamdas Chandan – Independent Director and Suhas Balkrishna Jande – Whole-Time Director. During the financial year under review, 6 (Six) Board Meetings were held. The details of the Board Meetings with regard to their dates and attendance of each of the Directors are mentioned herein below:

Sr No.	Name of Directors	Date of the Board meeting and Attendance of Directors					
		30-05-2022	08-08-2022	10-11-2022	24-01-2023	10-02-2023	17-03-2023
1	Parag Sharadchandra Kothari	Attended	Attended	Attended	Attended	Attended	Attended
2	Nikhil Sharadchandra Kothari	Absent	Attended	Attended	Attended	Attended	Attended
3	Suhas Balkrishna Jande	Attended	Attended	Attended	Attended	Attended	Attended
4	Umesh Trikamdas Chandan	Attended	Attended	Attended	Attended	Attended	Attended
5	Mitesh Dilip Sejpal	Attended	Attended	Attended	Attended	Attended	Attended
6	Bharati Ravindra Chandan	Absent	Absent	Attended	Attended	Attended	Attended



- b) **Audit Committee** – A duly constituted Audit Committee consists of majority of Independent Directors with Umesh Trikamdas Chandan, Independent Director as the Chairman of the Committee. The other members include Mitesh Dilip Sejpal - Independent Director, Bharati Ravindra Chandan - Independent Woman Director and Suhas Balkrishna Jande, Whole-Time Director. The details of the Audit Committee Meetings with regard to their dates and attendance of each of the Members are mentioned herein below:

Sr No.	Name of Directors	Date of the Audit Committee meeting and attendance of Members				
		30-05-2022	08-08-2022	10-11-2022	24-01-2023	10-02-2023
1	Umesh Trikamdas Chandan	Attended	Attended	Attended	Attended	Attended
2	Mitesh Dilip Sejpal	Attended	Attended	Attended	Attended	Attended
3	Bharati Ravindra Chandan	Absent	Absent	Attended	Attended	Attended
4	Suhas Balkrishna Jande	Attended	Attended	Attended	Attended	Attended

- c) **Nomination and Remuneration Committee** – The Nomination and Remuneration Committee consists entirely of Independent Directors with Mitesh Dilip Sejpal as Chairman of the Committee. The other members include Umesh Trikamdas Chandan - Independent Director and Bharati Ravindra Chandan - Independent Woman Director. The details of the Nomination and Remuneration Committee Meetings with regard to their dates and attendance of each of the Members are mentioned herein below:

Sr No.	Name of Directors	Date of the Nomination and Remuneration Committee meeting and attendance of Members		
		30-05-2022	10-02-2023	17-03-2023
1	Umesh Trikamdas Chandan	Attended	Attended	Attended
2	Mitesh Dilip Sejpal	Attended	Attended	Attended
3	Bharati Ravindra Chandan	Absent	Attended	Attended

- d) **Stakeholders Relationship Committee** – The Stakeholders Relationship Committee consists of Umesh Trikamdas Chandan as Chairman of the Committee. The other members include Parag Sharadchandra Kothari - Chairman and Non-Executive Director and Nikhil Sharadchandra Kothari - Non-Executive Director. The details of the Stakeholders Relationship Committee Meetings with regard to their dates and attendance of each of the Members are mentioned herein below:

Sr No.	Name of Directors	Date of the Stakeholders Relationship Committee meeting and attendance of Members		
		30-05-2022	10-11-2022	02-01-2023
1	Umesh Trikamdas Chandan	Attended	Attended	Attended
2	Parag Sharadchandra Kothari	Attended	Attended	Attended
3	Nikhil Sharadchandra Kothari	Absent	Attended	Attended

## 25. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Act, the Board of Directors of your Company, to the best of their knowledge and ability, confirm that:

- in the preparation of the Annual Financial Statements for the year ended 31<sup>st</sup> March, 2023, the Indian Accounting Standards (Ind AS), the provisions of the Act as applicable and guidelines issued by the SEBI Listing Regulations have been followed along with proper explanations relating to material departures if any;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2023 and of the profit and loss of the Company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Annual Financial Statements have been prepared on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



**26. REPORTING OF FRAUD BY AUDITORS**

There were no instances of fraud reported by the Auditors for the financial year ended 31<sup>st</sup> March, 2023.

**27. SEPARATE MEETING OF INDEPENDENT DIRECTORS**

In compliance with the provisions of Secretarial Standards, the Act and the SEBI Listing Regulations, separate meeting of Independent Directors was held on 24<sup>th</sup> January, 2023 and considered inter-alia the following agenda at the meeting:

- a) Review the performance of Non – Independent Directors and the Board of Directors as a whole;
- b) Review performance of the Chairman, taking into account the views of the Executive Directors and Non – Executive Directors;
- c) Assess the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- d) The details of the separate meeting of Independent Directors with regard to their date and attendance of each of the members is mentioned herein below:

Sr No.	Name of Directors	Date of the Independent Directors meeting and attendance of Members
		24-01-2023
1	Umesh Trikamdas Chandan	Attended
2	Bharati Ravindra Chandan	Attended
3	Mitesh Dilip Sejpal	Attended

**28. EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE**

- a) **Statutory Auditor’s report** - The observations made in the Auditor’s Report of M/s. AHJ & Associates, Chartered Accountants, read together with relevant notes thereon, are self-explanatory and hence do not call for any comments. There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditor’s in his Report during the year under review.
- b) **Secretarial Auditor’s Report** – The Secretarial Auditor’s Report issued by M/s. KDA & Associates, Practicing Company Secretaries, for the financial year ended 31<sup>st</sup> March, 2023 does not contain any qualification, reservation, adverse remark or disclaimer in their Report. The Secretarial Audit Report in Form MR-3 forms part of this report and is attached as **ANNEXURE – II**.
- c) **Cost Audit Report** -The Company is not required to conduct a Cost Audit hence there was no Cost Audit Report placed before the Board.

**29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT**

During the year under review, the Company has not made any investments, provided any guarantees or security or granted any loans or advances pursuant to Section 186 of the Act.

**30. PREVENTION OF SEXUAL HARASSMENT**

The Prevention of Sexual Harassment (POSH) at workplace Act is applicable to every workplace, establishment, company or organization employing 10 or more employees (full time, part time, interns or consultants included) irrespective of its location or nature of industry.

Since the number of total employees in the Company does not exceed 10 the prevention of sexual harassment policy is not Applicable to the Company

**31. SAFETY, HEALTH AND ENVIRONMENT**

Health and safety of the employees are considered one of the most important and integral aspects of the work. All the requisites steps towards fulfilling safety requirements and norms are adopted by the Company and its employees. Company ensures that the workmen are well aware of the safety procedures required to be followed while doing any activity of production. The Company ensures compliances of regulatory requirements under environmental laws.



### 32. RISK MANAGEMENT

The Company is not required to comply with Regulation 21 of the SEBI Listing Regulations. However, the Company makes constant effort to identify, assess, report and monitor the risk associated with the business of the Company. The policy for risk management is updated in the website of the Company and the weblink of the same is <http://www.jdorgochem.com/Policies.html>

### 33. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Act, relating to CSR is not applicable to the Company as the Company is incurring losses since previous financial years.

### 34. PARTICULARS OF EMPLOYEES

The Disclosure required under Section 197(12) of the Act read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, is annexed as **ANNEXURE -III** which forms part of this Report.

### 35. CORPORATE GOVERNANCE

Pursuant to Chapter IV of the SEBI Listing Regulations, the provision with regard to Corporate Governance is not applicable to the Company as the paid up equity capital does not exceed ₹ 10 crores and net worth does not exceed ₹ 25 crores as on the last day of the previous financial year. Further Your Company aims and constantly strives in maintaining the highest standards of Corporate Governance practices.

### 36. AUDITORS

- a) **Internal Auditor** - Your Company had appointed Nisha Mody of M/s. Nisha Mody & Associates, Chartered Accountant as an Internal Auditor for the financial year 2022-2023. She has conducted the Internal Audit of the Company on periodical intervals and reports of the same were placed before the Audit Committee Meeting and Board of the Directors meeting for their noting and appropriate actions.
- b) **Secretarial Auditor** – Your Company had appointed M/s KDA & Associates, Practicing Company Secretaries as Secretarial Auditor for the financial year 2022-2023 to carry out secretarial audit of the Company.
- c) **Statutory Auditor** – Your Company had appointed M/s. AHJ & Associates, Chartered Accountants (FRN : 151685W) as Statutory Auditor of the Company to hold office for a term of 5 (Five) years commencing from conclusion of 47<sup>th</sup> Annual General Meeting till the conclusion 52<sup>nd</sup> Annual General Meeting of the Company.

As per the provisions of the Act, the Auditors Report on Financial Statements for the year ended 31<sup>st</sup> March, 2023 as issued by the Statutory Auditor M/s. AHJ & Associates, Chartered Accountants forms part of this Annual Report.

- d) **Cost auditor** – Your Company is not statutorily required to conduct Cost Audit hence Report of the same for the financial year ended 31<sup>st</sup> March, 2023 pursuant to provisions of the Companies (Cost Records and Audit) Rules, 2014 is not required to be placed before the Board for noting.

### 37. INSURANCE

All the assets of the Company are adequately insured.

### 38. VIGIL MECHANISM

In accordance with the provisions of Section 177(9) of the Act and requirements of Regulation 22 of the SEBI Listing Regulations, your Company has a vigil mechanism which has been incorporated in the Whistle Blower Policy for Directors and employees to report genuine concerns. The Whistle Blower Policy also provides for adequate safeguards against victimization of persons who use vigil mechanism and for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Whistle Blower Policy is uploaded on the website of your Company and the weblink of the same is <http://www.jdorgochem.com/Policies.html>

### 39. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2) read with the Schedule V of the SEBI Listing Regulations, it is required to annex Management Discussion and Analysis Report of the Company to the Annual Report. In compliance of the above mentioned provisions, said report for the financial year ended 31<sup>st</sup> March, 2023 is annexed as **ANNEXURE – IV**, which forms part of this report.

**40. BOARD DIVERSITY**

Your Company strongly believes having a diverse Board enhances the quality of decisions. Directors from varied background, experience and expertise will assist Company to view larger picture and analyse all aspects of business thereby resulting in better decision making and enhancing the business prospects. In view of the same, your Company has adopted a Board Diversity Policy and it has been displayed on the website of the Company and the weblink of the same is <http://www.jdorgochem.com/Policies.html>

**41. GREEN INITIATIVES**

Your Directors would like to draw your attention that as per Section 20 of the Act read with the Companies (Management and Administration) Rules, 2014 as may be amended from time to time, permits paperless compliances and also service of notice/ documents (including Annual Report) through electronic mode to its Members. Your Company requests and has consistently encouraged Members to take necessary steps for registering their e-mail ids so they can be a part and contributes towards greener environment.

**42. DISCLOSURE OF ACCOUNTING TREATMENT**

Your Company has followed requisite Indian Accounting Standards (Ind AS) issued by the Institute of Chartered Accountants of India to the extent applicable in preparation of financial statements.

**43. HUMAN RESOURCES**

Employees are considered to be one of the most important assets and one of the most critical resources in the business which maximize the effectiveness of the organization. Human resources build the enterprise and create the sense of belonging that would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Policies and Systems.

As reported earlier, the certain workmen of the erstwhile Turbhe Unit were in dispute with the Company and the legal matters connected with them were pending before various courts and legal forums. During the year under review, the Company entered into Memorandum of Settlement with workmen of the said Turbhe unit, through Dyes and Chemical Workers Union, for full and final settlement of dues and all pending disputes and litigation between them before any courts and /or legal forums. As per the settlement, the company made payment ₹ 1021.00 Lakhs in full & final settlement of dues of the said workmen, whose dues were pending. Both the Workmen and the Company have agreed and undertaken to withdraw all the legal cases and proceedings filed by them against each other before any courts and /or legal forums. The company had already made provision ₹ 372.27 Lakhs towards liability payable to these workmen in earlier years. The balance of ₹ 648.73 Lakhs is accounted during the quarter as Employee benefit expenses in the Profit & Loss A/c.

Dues of the workers at Patalganga unit, as already informed, were settled and paid pursuant to the consent order passed by the Hon'ble High Court of Bombay in October, 2003. However, certain workers filed an appeal against the consent order before the Division bench of the Hon'ble High Court, Bombay, which was dismissed in July, 2005. Thereafter an appeal filed before Hon'ble Supreme Court of India by the aforesaid workmen was subsequently withdrawn by the concerned workers. Thereafter, the workers union took up the same in conciliation before Asst. Commissioner Labour, Panvel, Dist. Raigad. On failure of the conciliation proceedings, the Labour Commissioner referred the matter to Industrial Tribunal, Thane, for adjudication. The Company challenged the order of adjudication passed by Labour Commissioner, before the Division Bench of Hon'ble High Court, Bombay and as per the directions given by the Hon'ble High Court, Bombay the said adjudication before the Industrial Court has been stayed and the matter is pending. As such there is no change in status of matter during the year.

**44. SECRETARIAL STANDARDS**

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by the Company.

**45. OTHER DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year under review:

- a) Issue of shares with differential rights as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.



- b) Issued any sweat equity shares as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.
- c) Issued any equity shares under Employees Stock Option Scheme as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.
- d) Non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.
- e) Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- f) The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

**46. ACKNOWLEDGEMENT AND APPRECIATION**

Your Board expresses their gratitude towards all the employees of the Company for their sincere, consistent and dedicated efforts towards the Company. They would also like to thank all other stakeholders of Company viz; Bankers, Suppliers, Customers and Financial Institution for their continued cooperation and support received by the Company.

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Date: 08<sup>th</sup> August, 2023**

**Parag Sharadchandra Kothari**  
**Chairman and Director**  
**DIN: 00184852**

**ANNEXURE – I****PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014**

Information in accordance with the provision of Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

**A. Conservation of Energy -****i. Your Company adopts the following steps towards conservation of energy**

1. Switching off equipments whenever not in use.
2. Printing only important documents.
3. Creating awareness amongst the employees for energy saving.

**ii. The steps taken by the Company for utilizing alternate sources of energy**

There are no specific steps taken by the Company for utilising alternate sources of energy.

**iii. The capital investment on energy conservation equipments**

The Company has not made any capital investment on energy conservation equipments during the financial year 2022-2023.

**B. Technology absorption****i. The efforts made towards technology absorption**

The Company had not made any major or path breaking efforts towards technology absorption.

**ii. The benefits derived like product improvement, cost reduction, product development or import substitution**

As there were no efforts towards technology absorption there were no benefits derived as such.

**iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

The Company did not import any technology.

**iv. Research and Development**

The Company has not incurred any expenditure on Research and Development during the financial year 2022-2023.

**C. Foreign exchange Earnings and Outgo**

The Company did not have any foreign exchange earnings and outgo as required under the provisions of Section 134 of the Act.

**For and on behalf of the Board of Directors**

**Parag Sharadchandra Kothari**  
**Chairman and Director**  
**DIN: 00184852**

**Place: Mumbai**  
**Date: 08<sup>th</sup> August, 2023**



**ANNEXURE- II**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**To,**  
**The Members,**  
**JD ORGOCHEM LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JD ORGOCHEM LIMITED** (hereinafter called "the Company"), incorporated on **05<sup>th</sup> October, 1973** having **CIN: L24100MH1973PLC016908** and Registered Office at **301, Sumer Kendra, P. B. Marg, Worli, Mumbai- 400034**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on **31<sup>st</sup> March, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on **31<sup>st</sup> March, 2023** as made available to us, according to the following provisions of (including any statutory modifications, amendments or re-enactment thereof for the time being in force):

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and the Bye-Laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Provisions of Overseas Direct Investment and External Commercial Borrowings are not applicable to the Company.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable**
  - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable**
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not Applicable**
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable**
  - i. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

We have relied on the representation made by the Company and its officers for the systems and the mechanism formed by the Company for the Compliances under the applicable Acts, Laws and the regulations to the Company. The List of major head/groups of Acts/laws and regulations applicable to the Company is enclosed and marked as **Annexure –I**.



We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. mentioned above.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent as per the provisions of the Companies Act, 2013 and the rules made thereunder, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision is carried through the unanimous consent of all the Board of Directors and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report during the audit period the Company has following specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

The Board of Directors of the Company has approved the Composite Scheme of Arrangement amongst the three companies being the Jaysynth Dyestuff (India) Limited ("Transferor Company 1"), Jaysynth Impex Private Limited ("Transferor Company 2") and JD Orgochem Limited ("Transferee Company") and their respective shareholders and creditors, under Section 230 and 232 and other applicable provisions of the Act. The Scheme provides for absorption of Transferor Companies with and into Transferee Company (with effect from Appointed date 01<sup>st</sup> April, 2023) and in consideration thereof, the Transferee Company shall issue equity shares and preference shares to the shareholders of Transferor Company 1 and Transferor Company 2 respectively. Upon sanction and implementation of the Scheme, the merged entity will be able to tap into new business opportunities thereby unlocking growth opportunities and achieve economies of scale for better operational efficiency. Upon sanction of the said scheme, the Company will be able to undertake manufacturing operations at its Patalganga plant.

**For KDA & Associates**  
**(Formerly known as KDT & Associates)**  
**Company Secretaries**

**Date: 08<sup>th</sup> August, 2023**  
**Place: Mumbai**

**Ratish Tagde**  
**Partner**  
**M. No: 6162 CP No: 22018**  
**UDIN: F006162E000764425**

**ANNEXURE-I**

<b>Sr. No.</b>	<b>Name of the Other Acts</b>
1	Hazardous Waste (Management and Handling) Rules, 1989 amended 2000 and 2003
2	Manufacture, Storage and Import of Hazardous Chemical Rules, 1989 amended 2000
3	Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996
4	Environment Protection Act, 1986 read with Environment (Protection) Rules, 1986
5	Air (Prevention and Control of Pollution) Act, 1981
6	Water (Prevention and Control of Pollution) Act, 1974
7	The Contract Labour (Regulation & Abolition) Act, 1970
8	Industrial Disputes, 1947
9	Workmen Compensation Act, 1923
10	Labour Welfare Funds Act, 1965
11	Employees Provident Funds and Miscellaneous Provisions Act, 1952
12	Minimum Wages Act, 1948
13	Payment of Wages Act, 1936
14	Payment of Bonus Act, 1965
15	Payment of Gratuity Act, 1972 and Rules Made thereunder
16	Trade Marks Act, 1999
17	Public Liability Insurance Act, 1991 amended 1992 and Rules
18	Factories Act, 1948
19	Information Technology Act, 2000
20	Consumer Protection Act, 1986
21	Acts Specified under the Direct and the Indirect tax
22	General Clauses Act, 1897

**For KDA & Associates**  
**(Formerly known as KDT & Associates)**  
**Company Secretaries**

**Date: 08<sup>th</sup> August, 2023**  
**Place: Mumbai**

**Ratish Tagde**  
**Partner**  
**M. No: 6162 CP No: 22018**  
**UDIN: F006162E000764425**



**To,  
The Members,  
JD ORGOCHEM LIMITED**

Our report of event date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained Management Representation about the compliance of laws, rules and regulations and occurrence of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For KDA & Associates  
(Formerly known as KDT & Associates)  
Company Secretaries**

**Date: 08<sup>th</sup> August, 2023  
Place: Mumbai**

**Ratish Tagde  
Partner  
M. No: 6162 CP No: 22018  
UDIN: F006162E000764425**

**ANNEXURE - III****STATEMENT OF DISCLOSURE OF REMUNERATION**

Pursuant to Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

1. The ratio of the remuneration of each Director to the median remuneration of all the employees of the Company for the financial year ended 31<sup>st</sup> March, 2023.

Sr No.	Name of Directors	Remuneration (₹ in Lakhs)	Ratio of Remuneration of Director to the Median remuneration
1	Parag Sharadchandra Kothari	0.57	0.13
2	Nikhil Sharadchandra Kothari	0.46	0.10
3	Bharati Ravindra Chandan	0.54	0.12
4	Mitesh Dilip Sejpal	0.81	0.19
5	Umesh Trikamdas Chandan	0.93	0.21
6	Suhas Balkrishna Jande	3.00	0.69

**Note:**

- a. Median remuneration for the financial year 2022-23 is ₹ 4.34 Lakhs.
- b. The aforesaid details are calculated on the basis of remuneration for the financial year 2022-2023 and included sitting fees paid to Directors during the financial year.
- c. Figures have been rounded off wherever necessary.
2. The percentage increase/ (Decrease) in remuneration of each Director, Chief Financial Officer and Company Secretary for the financial year ended 31<sup>st</sup> March, 2023.

Sr No.	Name of Directors/KMP	% Increase/ (Decrease) in remuneration
1	Parag Sharadchandra Kothari	137.50
2	Nikhil Sharadchandra Kothari	44.44
3	Bharati Ravindra Chandan	(6.90)
4	Mitesh Dilip Sejpal	110.39
5	Umesh Trikamdas Chandan	56.30
6	Suhas Balkrishna Jande	-
7	Kantibhai Maganbhai Darji - CFO	10.66
8	Shivani Shailesh Kawle - CS	% increase/(decrease) cannot be ascertained as Company Secretary and Compliance Officer resigned w.e.f. 31 <sup>st</sup> March, 2023

3. The percentage increase in the median remuneration of employees in the financial year. : 20.61%.
4. The number of permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2023. : 4 (Four)
5. The Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :  
During the year under review there was no employee other than Managerial Personnel. Average increase in remuneration is 3.43% for Managerial Personnel.
6. It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

**For and on behalf of the Board of Directors**

**Parag Sharadchandra Kothari**

**Chairman and Director**

**DIN: 00184852**

**Place: Mumbai**

**Date: 08<sup>th</sup> August, 2023**



## ANNEXURE - IV MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry Structure and Developments

Dyestuff and dye intermediate industry constitute one of the major components of chemical industry having vital role in the growing Indian economy. India produces nearly 16% of all dyestuff and dye intermediates in the world. The Indian Dyestuff Industry has transformed from being import dependent to an export driven industry. The Indian colourants sector is major player in global market with estimated share of 15%. Inorganic & organic chemicals, dye & pigments, plastics, synthetic rubber, filaments, and other products are exported in large quantities from India. The Company operates into single segment with products comprising from Dyes and Dyes Intermediates which are colouring materials having its customer base in several industries such as Textile, Plastic, Paper, Ink etc.

### Opportunities and Performance

Dyes predominately find application in textiles with almost 80% of its production being used by textile sector. The other end applications involves paper, adhesives, art supplies, food and beverages, ceramics, construction, cosmetics, glass, paints, plastics and soap. With the consistent shift in the manufacturing base for Dyes and Dye-intermediates from the western countries to the Asian countries, there will be more opportunities for Dyes manufacturers. The textile industry is expected to grow due to several factors such as growing population, increasing disposable income, and changing consumer trends. Low-cost of manufacturing in Asia-Pacific region and high demand for textile dyes in the region are driving the global textile dyes market.

During financial Year 2022-23 the Company achieved sales revenue of ₹ 98.40 Lakhs as compared to ₹ 146.20 Lakhs in financial Year 2021-22. During the year the sales of Dyes was 50 MT as compared to 80 MT in previous year. The Company has not been able to achieve significant growth in revenues and operating profits due to its inability to restart manufacturing activity.

### Outlook and Strategy

The long-term growth prospects of the Indian economy being positive, the textile industry is also expected to grow in view of growing population, increasing disposable income, and changing consumer trends. The growing demand for textile dyes for various fiber types, such as cotton, polyester, and viscose, is expected to fuel the growth of the textile dyes market. The industry is likely to see new dyeing technologies coming into the market with the help of good technical expertise and R&D achievements.

The Board of Directors of the Company has approved the Composite Scheme of Arrangement amongst the three companies being Jaysynth Dyestuff (India) Limited ("Transferor Company 1"), Jaysynth Impex Private Limited ("Transferor Company 2") and the Company ("Transferee Company") and their respective shareholders and creditors, under Section 230 and 232 and other applicable provisions of the Act. The Scheme provides for absorption of Transferor Companies with and into Transferee Company (with effect from Appointed date 01<sup>st</sup> April, 2023) and in consideration thereof, the Transferee Company shall issue equity shares and preference shares to the shareholders of Transferor Company 1 and Transferor Company 2 respectively. Upon sanction and implementation of the Scheme, the merged entity will be able to tap into new business opportunities thereby unlocking growth opportunities and achieve economies of scale for better operational efficiency. Upon sanction of the said scheme, the Company will be able to undertake manufacturing operations at its Patalganga plant.

### Risks, Concerns and Threats

Stringent environmental regulations may hamper the growth of the dyes & pigment industry. Most of the advanced countries are imposing new and more stringent ecological norms which can restricts the exporter's capability to grow, as complying with ecological norms is too expensive. Also the regulations are having an adverse effect on the availability of raw material and intermediate input products for the industry. Exchange-rate fluctuations, increase in prices of Crude Oil and down-stream petrochemicals, etc are all areas of concern which company may face from time to time.

### Internal Control Systems and their adequacy

The Company has a proper and adequate internal control systems ensure there is efficient use and protection of resources and compliance with policies, procedures and statutory requirements. There are well-documented guidelines, procedures and processes, integral to the overall governance, laws and regulations. An independent firm of chartered accountants carries out the internal audit across the organization. The internal auditors review the adequacy, integrity and reliability of control systems and suggest improvements. The internal auditor conducts extensive reviews and process improvements identified during the reviews, are communicated to the management on an on-going basis. Significant observations made by the internal auditors and the follow up actions thereon are reported periodically to the Audit Committee of the Board of Directors. The Audit Committee monitors the implementation of the audit recommendations.

**Discussion on Financial Performance with respect to Operational Performance**

(₹ in Lakhs)

Particulars	FY 2022-23	FY 2021-22	Variance	Reason
Net Sales	98.40	146.20	(32.69%)	Sale were lower due increased competition faced by the company having limited customers & price pressures.
Earnings before Other Income, Interest, Depreciation and Tax (Operating Net Profit)	(611.71)	(44.68)	(1269.09%)	Due to lower sales and major one time expense for full and final settlement of dues of Turbhe unit workmen.
Earnings before Interest, Depreciation and Tax	(553.85)	(17.23)	(3114.45%)	
Profit/(Loss) before Tax	(649.06)	(114.50)	(466.86%)	
Profit/(Loss) after Tax	(649.06)	(114.52)	(466.77%)	
Total Comprehensive Income/(Loss)	(649.71)	(117.91)	(451.02%)	
<b>Key Ratios</b>				
Debtors Turnover (Days)	38.95	58.44	33.35%	Faster recovery from debtor
Interest Coverage Ratio (Times)	(7.46)	(3.26)	(128.83%)	Due to lower sales and major one time expense for full and final settlement of dues of Turbhe unit workmen.
Debt Equity Ratio (Times)	(1.12)	(0.99)	(13.13%)	
Current Ratio (Times)	0.04	0.10	(60.00%)	Decrease in current asset due to Faster recovery from debtor
Operating Profit Margin (%)	(735.83)	(30.56)	(2307.82%)	Due to lower sales and major one time expense for full and final settlement of dues of Turbhe unit workmen.
Return on Net Worth (%)	(24.75)	(5.81)	(325.99%)	

**Material Developments in Human Resources/ Industrial Relations Front**

The Company believes that growth of the Company largely depends on the contribution and efforts of the employees and understands the importance of the workforce. It always lays an emphasis on creating an environment which is favorable for the employees. During the year under review, the Company entered into Memorandum of Settlement with workmen of the said Turbhe unit, through Dyes and Chemical Workers Union, for full and final settlement of dues and all pending disputes and litigation between them before any courts and /or legal forums. Further details on same are provided in Board's Report. Company has only four employees on the pay roll as on 31<sup>st</sup> March, 2023.

**Cautionary Statement:**

Certain statements made in this Report relating to the Company's outlook, estimates, predictions etc. may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from such estimates, whether express or implied. Several factors that could make a difference to Company's operations include climatic conditions and economic conditions affecting demand and supply, changes in Government regulation tax regimes, natural calamities, etc. over which the Company does not have any direct control.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: 08<sup>th</sup> August, 2023

**Parag Sharadchandra Kothari**  
Chairman and Director  
DIN: 00184852



## INDEPENDENT AUDITOR’S REPORT

To,  
The Members,  
JD Orgochem Limited

### Opinion

We have audited the accompanying financial statements of JD Orgochem Limited (“the Company”), which comprises of the Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31<sup>st</sup> March, 2023, and its Loss (financial performance including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

### Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How the matter was addressed in our audit
<p>1) The Company had issued 16,04,000 Zero Coupon Non-Convertible Debentures (ZCD) of ₹ 100/- each totaling to ₹1,604.00 Lakhs</p> <p>As per the terms of repayment they were redeemable at a premium of 50% in ten equal quarterly installment commencing from 30<sup>th</sup> June 2023 and ending on 30<sup>th</sup> September, 2025.</p> <p>In April 2023, due to non availability of funds, the Company negotiated with the holder of ZCD and revised the terms of repayment for redemption in ten equal quarterly installment commencing from 30<sup>th</sup> June, 2025 and ending on 30<sup>th</sup> September, 2027.</p>	<p>i) Read and analysed the correspondence with Debenture holder and Debenture trustees including the letter of approval given by Debenture holder and Board Resolution passed by the company in respect of revision of terms of repayment of ZCD.</p> <p>ii) Review of Disclosures made by the company in the financial statements in this regard.</p> <p>iii) Obtained Representation letter from the management in this matter.</p>

### Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements without qualifying our opinion-

The Board of Directors of the Company at its meeting held on Tuesday, 24<sup>th</sup> January, 2023 had considered and approved the Composite Scheme of Arrangement amongst Jaysynth Dyestuff (India) Limited (“Transferor Company 1”), Jaysynth Impex Private Limited (“Transferor Company 2”) and JD Orgochem Limited (“Transferee Company”) and their respective shareholders and creditors, under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”). The Scheme, inter alia, provides for amalgamation by absorption of Transferor Companies with and into Transferee Company (with effect from Appointed date 01<sup>st</sup> April, 2023) and in consideration thereof, the Transferee Company shall issue equity shares and preference shares to the shareholders of Transferor Company 1 and Transferor Company 2 respectively.

### Information other than the Financial Statements and Auditor’s Report thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Board’s Report including Annexures to the Board Report, Corporate Governance Report and Shareholder’s information, but does not include the financial statements and our auditor’s report thereon.



Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of the Management and those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibility for the audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Our opinion is not modified in respect of this matter.

**Report on Other Legal and Regulatory Requirements**

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
  - e) On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a Director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) In our opinion, the managerial remuneration for the year ended 31<sup>st</sup> March, 2023 has been paid/provided by the Company to its Directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations as at 31<sup>st</sup> March, 2023 on its financial position in its financial statements- Refer Notes to the financial statements;
    - ii. The Company has made provisions, as required under the applicable law or accounting standards for material foreseeable losses, if any, on long-term contracts including derivatives contracts;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company during the year ended 31<sup>st</sup> March, 2023;
    - iv.
      - a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
      - b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
      - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement.
    - v. No dividend was proposed or paid by the company and hence section 123 of the Act is not applicable to the company.

**For A H J & Associates  
Chartered Accountants**

Firm Registration No: 151685W

**Jay D. Shah  
Partner**

M.No. 108928

UDIN: 23108928BGWDTB2420

Date: 12<sup>th</sup> May, 2023  
Place: Mumbai

**ANNEXURE "A" REFERRED TO IN "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" SECTION OF OUR REPORT TO THE MEMBERS OF JD ORGOCHEM LIMITED OF EVEN DATE:**

- i. a. In respect of Company's Property, Plant and Equipment and Intangible Assets:
  - i. The Company has maintained proper records, showing full particulars including quantitative details and situation of property, plant & equipment and relevant details of right-to-use assets.
  - ii. The Company has maintained proper records of intangible assets.
- b. As explained to us, the Company has a phased program for physical verification of the property, plant & equipment for all locations. In our opinion the frequency of verification is reasonable, considering the size of the Company and nature of its property, plant and equipment. Pursuant to the program of the physical verification of property, plant and equipment, physical verification of the assets has been carried out during the year and no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements included under property, plant and equipment, other than properties where the company is lessee and lease agreements are duly executed in favour of the Company, are held in the name of the Company.
- d. The Company has not revalued any of its Property, Plant and equipment and intangible assets during the year. Accordingly, the provisions of clause 3(i)(d) of the Order are not applicable to the Company.
- e. In our opinion and according to the information and explanations given to us, no proceedings have been initiated during the year or are pending as at 31<sup>st</sup> March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable to the Company.
- ii. (a) There is no inventory at the year end. As informed to us, the inventories have been physically verified by the management at reasonable intervals during the year, except for goods in transit and those lying with third parties. The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business. As per the information and explanations given to us, no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification of inventories as compared to book records.
- (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions [on the basis of security of current assets] and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- iii. a) On the basis of information and explanation given to us, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year.
- b) However, the company had granted unsecured loans to another associate company Jaysynth Polychem Private Limited in earlier year and the balance outstanding was ₹112.35 lakhs at the balance sheet date as on 31<sup>st</sup> March, 2022.
- c) Further in respect of said outstanding loan of ₹112.35 lakhs as on 31<sup>st</sup> March, 2022.
  - i) The entire said outstanding loan was considered doubtful of recovery in earlier year and provision for doubtful debt was already made in the earlier year.
  - ii) The terms and conditions of the grant of said loan were prejudicial to the interest of the company.
  - iii) The Schedule of repayment of principal amount and payment of interest has been stipulated but repayments were not regular.
  - iv) The entire amount of loan was recovered during the year and income on account of reversal of the provision has been disclosed as exceptional item in profit and loss account .
- d) No loans/advances in nature of loans were granted during the year, including to promoters/related parties under Section 2(76), which are repayable on demand or where no schedule for repayment of principal and payment of interest has been stipulated by the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, to the extent applicable with respect to the investments made. The Company has not provided any loans, guarantee and security during the year.
- v. In our opinion and according to the information and explanations given to us, no deposits or amounts which are deemed to be deposits have been accepted by the Company within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order is not applicable to the Company.



- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income tax, sales tax, custom duty, duty of excise, value added tax, cess and other statutory dues during the year with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues mentioned in clause (vii) (a) which have been not deposited on account of any dispute except the following:

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Amount (₹ Lakhs)</b>	<b>Forum where dispute is pending</b>
Gram Panchayat Tax	Gram Panchayat Tax (01 <sup>st</sup> April, 2011 to 31 <sup>st</sup> March, 2023 -Shown as an Contingent liability)	109.05	Gram Panchayat , Vadgaon, Taluka Khalapur, Dist. Raigad
Gram Panchayat Tax	Gram Panchayat Tax (01 <sup>st</sup> April, 2000 to 31 <sup>st</sup> March, 2011)	105.76	Gram Panchayat , Vadgaon, Taluka Khalapur, Dist. Raigad

- viii. According to the information and explanations given to us, there were no transactions not recorded in the books of accounts have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the order is not applicable to the Company.
- ix. (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. However in respect of zero coupon non convertible debentures (ZCD) amounting to Rs.16.04 crores issued in earlier year, due to non availability of funds the company negotiated with the holders of zero coupon bonds and had revised the terms of repayment in 10 equal quarterly installments commencing from 30<sup>th</sup> June, 2025 and ending 30<sup>th</sup> September, 2027.
- (b) On the basis of information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or other lender subject to (ix)(a).
- (c) In our opinion and according to the information and explanations given to us, the Company has not taken any term loan during the year. Accordingly, the provisions of clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, the Company has not raised funds on short term basis.
- (e) Based on our audit procedures and on the basis of information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint venture subject to (ix)(a). Accordingly, the provisions of clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) Based on our audit procedures and on the basis of information and explanations given to us, during the year the Company has not raised any funds on the pledge of securities held in its subsidiaries, joint venture and associates. Accordingly, the provisions of clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of Initial public offer or further public offer (including debt instrument) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year or in the recent past. Therefore, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) Based on our audit procedure performed and according to the information and explanation given to us, no whistle blower complaints received during the year by the Company. Accordingly, the provisions of clause 3(xi)(c) of the Order is not applicable to the Company.



- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with section 177 and 188 of the Act and all the details have been disclosed in the financial statements as required by the applicable Accounting Standard.
- xiv. (a) In our opinion and according to the information and explanations given to us, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company and presented to the Audit Committee during the year and till date, in determining nature, timing and extent of our audit procedure.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.
- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses during the financial year covered by our audit and immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. However, earlier auditor retired on completion of their terms of appointment and we have taken into consideration the issues, objections or concerns raised by the outgoing auditor.
- xix. Note 1 (II) in the financial statements indicates that the financial statements of the Company have been prepared on a going concern basis. The Company has accumulated losses and its net worth has been fully eroded, the Company has incurred a net loss / net cash loss during earlier previous year and, the Company's current liabilities exceeded its current assets as at the balance sheet date. However, The Board of Directors of the Company at its meeting held on Tuesday, 24<sup>th</sup> January, 2023 had considered and approved the Composite Scheme of Arrangement amongst Jaysynth Dyestuff (India) Limited ("Transferor Company 1"), Jaysynth Impex Private Limited ("Transferor Company 2") and JD Orgochem Limited ("Transferee Company") and their respective shareholders and creditors, under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme, inter alia, provides for amalgamation by absorption of Transferor Companies with and into Transferee Company (with effect from Appointed date 01<sup>st</sup> April, 2023) and in consideration thereof, the Transferee Company shall issue equity shares and preference shares to the shareholders of Transferor Company 1 and Transferor Company 2 respectively. On the basis of the above fact ,the going concern assumption of management is accepted.
- xx. The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report

**For A H J & Associates**  
**Chartered Accountants**  
Firm Registration No: 151685W

**Jay D. Shah**  
**Partner**

M.No. 108928

UDIN: 23108928BGWDTB2420

Date: 12<sup>th</sup> May, 2023  
Place: Mumbai



**ANNEXURE “B” REFERRED TO IN “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” SECTION OF OUR REPORT TO THE MEMBERS OF JD ORGOCHEM LIMITED OF EVEN DATE:**

**Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of JD Orgochem Limited (“the Company”) as of 31st March, 2023 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

**1. Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

**2. Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by Institute of Chartered accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**3. Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding their reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

**4. Inherent limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



**5. Opinion**

In our opinion, the best of our information and according to the explanations given to us, the Company has, broadly, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential Component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For A H J & Associates**  
**Chartered Accountants**  
Firm Registration No: 151685W

Date: 12<sup>th</sup> May, 2023  
Place: Mumbai

**Jay D. Shah**  
**Partner**  
M.No. 108928  
UDIN: 23108928BGWDTB2420

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023**

(₹ in Lakhs)

Particulars	Note	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>A ASSETS</b>			
<b>1) Non-current asset</b>			
a) Property, plant & equipment	2	338.71	357.04
b) Intangible Asset	3	0.41	0.55
c) Financial Assets			
i) Loans	4	-	-
ii) Others	5	81.02	84.55
Total non-current assets		420.14	442.14
<b>2) Current assets</b>			
a) Financial assets			
i) Trade receivables	6	21.00	-
ii) Cash and cash equivalents	7	23.81	32.59
iii) Loans	8	-	0.60
iv) Others	9	11.14	6.67
b) Current tax assets	10	2.26	2.70
Total current assets		58.21	42.56
<b>Total assets</b>		<b>478.35</b>	<b>484.70</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	11	132.50	132.50
b) Other Equity	12	(2,754.69)	(2,104.98)
Total equity		(2,622.19)	(1,972.48)
<b>Liabilities</b>			
<b>1) Non-current Liabilities</b>			
a) Financial liabilities			
i) Borrowings	13	1,604.00	1,604.00
ii) Trade payable	14	11.01	11.01
iii) Other Financial Liabilities	15	115.62	402.98
b) Provisions	16	1.72	14.90
Total non-current liabilities		1,732.35	2,032.89
<b>2) Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	17	1,339.92	341.30
ii) Trade payable	18	20.20	-
b) Other current liabilities	19	7.96	6.07
c) Provisions	20	0.11	76.92
Total current liabilities		1,368.19	424.29
<b>Total liabilities</b>		<b>3,100.54</b>	<b>2,457.18</b>
<b>Total equity and liabilities</b>		<b>478.35</b>	<b>484.70</b>
<b>Significant Accounting Policies</b>	1		

The accompanying Notes form an integral part of the Financial Statements

As per our Report of even date

For and on behalf of the Board of Directors

For A H J &amp; ASSOCIATES

Chartered Accountants

**(Jay D. Shah)**

Partner

Membership No. 108928

Firm Registration No.151685W

**Parag Sharadchandra Kothari**

Chairman and Director

DIN: 00184852

**Umesh Trikamdas Chandan**

Independent Director

DIN: 00184677

Place: Mumbai

Date: 12<sup>th</sup> May, 2023**Kantibhai Maganbhai Darji**

Chief Financial Officer

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

(₹ in Lakhs)

Particulars	Note	Year ended 31 <sup>st</sup> March, 2023	Year ended 31 <sup>st</sup> March, 2022
<b>Income</b>			
Revenue from operations	21	98.40	146.20
Other income	22	57.86	27.35
<b>Total income</b>		<b>156.26</b>	<b>173.55</b>
<b>Expenses</b>			
Purchase of stock-in-trade		94.00	140.00
Employee benefit expenses	23	664.88	17.08
Finance costs	24	76.76	26.97
Depreciation and amortisation expenses	2 & 3	18.52	70.27
Other expenses	25	63.51	33.73
<b>Total expenses</b>		<b>917.67</b>	<b>288.05</b>
<b>Profit / (Loss) before exceptional items and tax</b>		<b>(761.41)</b>	<b>(114.50)</b>
Exceptional items	26	112.35	-
<b>Profit/(Loss) before tax</b>		<b>(649.06)</b>	<b>(114.50)</b>
<b>Tax expenses</b>			
Tax Expenses related to prior year		-	0.02
<b>Profit / (Loss) after tax</b>		<b>(649.06)</b>	<b>(114.52)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit and loss			
i) Remeasurement of defined employee benefit plans		(0.65)	(3.39)
Other Comprehensive Income / (Loss), net of tax		(0.65)	(3.39)
<b>Total Comprehensive Income / (Loss) for the year</b>		<b>(649.71)</b>	<b>(117.91)</b>
Basic and diluted earnings ₹ per Equity share of ₹ 1 each	27	(4.90)	(0.86)
<b>Significant Accounting Policies</b>	1		

**The accompanying Notes form an integral part of the Financial Statements**

**As per our Report of even date**  
**For A H J & ASSOCIATES**  
Chartered Accountants

**For and on behalf of the Board of Directors**

**(Jay D. Shah)**  
Partner  
Membership No. 108928  
Firm Registration No.151685W

**Parag Sharadchandra Kothari**  
Chairman and Director  
DIN: 00184852

**Umesh Trikamdas Chandan**  
Independent Director  
DIN: 00184677

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**Kantibhai Maganbhai Darji**  
Chief Financial Officer

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023****Nature of the Company****A. Equity Share Capital**

1) For the period from 01/04/2022 to 31/03/2023

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current period	Balance at the end of the current reporting period
132.50	-	-	-	132.50

2) For the period from 01/04/2021 to 31/03/2022

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current period	Balance at the end of the current reporting period
132.50	-	-	-	132.50

**B. Other Equity**

1) For the period from 01/04/2022 to 31/03/2023

	Share application money pending allotment	Equity component of compound financial instruments	Reserves & Surplus					Debt instruments through Other Comprehensive Income	Equity instruments through other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against Share warrants	Total
			Capital Reserve	Securities Premium	Debenture Redemption Reserve	Capital Redemption Reserve	Retained Earnings								
Balance at the beginning of the current reporting period	-	-	-	3,855.61	400.00	1,192.50	(7,535.87)	-	-	-	-	-	(17.22)	-	(2,104.98)
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	3,855.61	400.00	1,192.50	(7,535.87)	-	-	-	-	-	(17.22)	-	(2,104.98)
Total Comprehensive Income for the current year	-	-	-	-	-	-	(649.06)	-	-	-	-	-	(0.65)	-	(649.71)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	-	3,855.61	400.00	1,192.50	(8,184.93)	-	-	-	-	-	(17.87)	-	(2,754.69)



2) For the period from 01/04/2021 to 31/03/2022

(₹ in Lakhs)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves & Surplus					Debt instruments through Other Comprehensive Income	Equity instruments through other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against Share warrants	Total
			Capital Reserve	Securities Premium	Debenture Redemption Reserve	Capital Redemption Reserve	Retained Earnings								
Balance at the beginning of the previous reporting period	-	-	-	3,855.61	400.00	1,192.50	7,421.36	-	-	-	-	-	(13.83)	-	(1,987.07)
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	3,855.61	400.00	1,192.50	(7,421.36)	-	-	-	-	-	(13.83)	-	(1,987.07)
Total Comprehensive Income for the previous year	-	-	-	-	-	-	(114.52)	-	-	-	-	-	(3.39)	-	(117.91)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the previous reporting period	-	-	-	3,855.61	400.00	1,192.50	(7,535.87)	-	-	-	-	-	(17.22)	-	(2,104.98)

Note: Remeasurement of the defined benefit plans and fair value changes relating to own credit risk of financial liabilities designated at fair value through profit or loss should be recognised as a part of retained earnings with separate disclosure of such items alongwith the relevant amounts in the Notes or shall be shown as a separate column under Reserves and Surplus

**The accompanying Notes form an integral part of the Financial Statements**

**As per our Report of even date**

**For and on behalf of the Board of Directors**

**For A H J & ASSOCIATES**

Chartered Accountants

**(Jay D. Shah)**

Partner

Membership No. 108928

Firm Registration No.151685W

**Parag Sharadchandra Kothari**

Chairman and Director

DIN: 00184852

**Umesh Trikamdass Chandan**

Independent Director

DIN: 00184677

Place: Mumbai

Date: 12<sup>th</sup> May, 2023

**Kantibhai Maganbhai Darji**

Chief Financial Officer

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

(₹ in Lakhs)

	Year ended 31 <sup>st</sup> March, 2023	Year ended 31 <sup>st</sup> March, 2022
<b>A Cash flow from operating activities:</b>		
Profit / (Loss) before exceptional items and tax	(649.06)	(114.50)
<b>Adjustments for :</b>		
Other Comprehensive Income	(0.65)	(3.39)
Depreciation	18.52	70.27
Interest paid	76.76	26.97
Interest Received	(5.34)	(14.39)
<b>Operating profit before working capital changes</b>	<b>(559.77)</b>	<b>(35.04)</b>
Inventories		
Trade and other receivables	(21.34)	43.90
Trade and other payables	(355.26)	(53.55)
<b>Cash generated from operations</b>	<b>(936.37)</b>	<b>(44.69)</b>
Direct taxes - (including short provision for taxation of earlier years)	0.44	2.49
<b>Net cash from operating activities</b>	<b>(935.93)</b>	<b>(42.20)</b>
<b>B Cash flow from investing activities :</b>		
Interest Received	5.34	14.39
Purchase of Intangible Asset	(0.05)	(0.55)
<b>Net cash used in investing activity</b>	<b>5.29</b>	<b>13.84</b>
<b>C Cash flow from financing activities :</b>		
Interest Paid	(76.76)	(26.97)
Loan received /repaid ( Net)	998.62	73.81
<b>Net cash used in financing activities</b>	<b>921.86</b>	<b>46.84</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(8.78)</b>	<b>18.48</b>
<b>Opening Cash and cash equivalents</b>	<b>32.59</b>	<b>14.11</b>
<b>Closing Cash and cash equivalents</b>	<b>23.81</b>	<b>32.59</b>

The accompanying Notes form an integral part of the Financial Statements

As per our Report of even date

For and on behalf of the Board of Directors

For A H J &amp; ASSOCIATES

Chartered Accountants

**(Jay D. Shah)**

Partner

Membership No. 108928

Firm Registration No.151685W

**Parag Sharadchandra Kothari**

Chairman and Director

DIN: 00184852

**Umesh Trikamdass Chandan**

Independent Director

DIN: 00184677

Place: Mumbai

Date: 12<sup>th</sup> May, 2023**Kantibhai Maganbhai Darji**

Chief Financial Officer



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023

### Note 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### I. GENERAL INFORMATION

JD Orgochem Limited (the Company) is headquartered at Mumbai, Maharashtra, India engaged into the business of manufacturing and trading of dyes and dyes intermediates. During the year the Company carried on trading of dyes and dyes intermediates. The Company is listed on BSE Limited.

- II. The Company continues to prepare financial statements on going concern basis even though the Company has accumulated losses and its net worth has been fully eroded, as the management is confident of reviving the Company and is making possible efforts to resume the production / operations and also taking necessary steps for optimising the cost.

#### III. BASIS OF PREPARATION

##### A. Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements, unless otherwise stated.

##### B. Historical Cost convention

The financial statements have been prepared on a historical cost basis considering the applicable provisions of Companies Act, 2013 except the following material items that have been measured at fair value as required by relevant Ind As.

- certain financial assets and liabilities that are measured at fair value
- defined benefit plans - plan assets measured at fair value
- Any other item as specifically stated in accounting policy.

##### C. Current and Non-current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### IV. USE OF ESTIMATES AND JUDGMENTS

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognized in the period in which the results are known/ materialized. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

#### V. PROPERTY, PLANT AND EQUIPMENTS

The Company has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognized as of transition date measured as per the Previous IGAAP and use that carrying value as its deemed cost of the PPE as on the transition date.

All items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

##### A. Depreciation methods, estimated useful lives and residual value

- i) Lease hold Land is amortised over the lease period of 92 years.
- ii) The Company has estimated the useful life of the factory building as for 18 years on the basis of technical advice & has provided depreciation for the current year on straight line method on carrying amount as on 01.04.15 of that asset so that the said asset gets depreciated over its remaining useful life.



- iii) As regards other assets since the useful life is over they are carried at residual value at year end which is not more than 5% of the original cost of the assets.
- iv) Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of Profit and Loss.

## VI. INVESTMENT PROPERTIES

The Company has elected to continue with the carrying value of all of its investment property recognized as of transition date measured as per IGAAP as the deemed cost of investment property.

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

## VII. INTANGIBLE ASSETS

There are no intangible assets held by the Company.

## VIII. CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## IX. INVENTORIES

There are no inventories at the year end.

## X. REVENUE RECOGNITION

The Company derives revenues primarily from sale of goods comprising of dyes and dyes intermediates.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for turnover discounts to customer as specified in the contract with the customers.

Use of significant judgements in revenue recognition

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as turnover discounts. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period.

Sale of scrap is accounted for as and when the sale is completed and its collection is reasonably certain.

Dividend Income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Interest Income on financial assets measured at amortised cost is recognised on a time-proportion basis using the effective interest method.

## XI. EMPLOYEE BENEFITS

### 1) Short term obligation

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.



## 2) Post-employment obligations

The Company provides the following post-employment benefits:

### (a) Defined Benefits Plans

The cost of providing defined benefit plans such as gratuity is determined on the basis of present value of defined benefits obligation which is computed using the projected unit credit method with independent actuarial valuation made at the end of each annual reporting period, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measuring each unit separately to build up the final obligation.

The net interest cost is calculated by applying the discount rate to the net balance of define benefit obligation and the fair value of plan asset. This cost is included in employee benefit expenses in the statement of Profit and Loss except those included in the cost of asset as permitted.

Re-measurements comprising of actuarial gain and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on the plan asset (excluding net interest define above) are recognized in Other Comprehensive Income (OCI) except those included in cost of asset as permitted in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlement) is recognizes in the Statement of Profit and Loss except those included in cost of asset as permitted in the period in which they occur.

### (b) Defined Contribution Plans

Payments to defined contribution retirement benefit plans, viz. Provident Fund and National Pension Fund for eligible employees are recognized as an expense when employees have rendered the service entitling them to the contribution.

## XII. FOREIGN CURRENCY TRANSLATION

### a) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

### b) Transactions and Balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in Other Comprehensive Income.

## XIII. PROVISIONS AND CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent liabilities are disclosed on the basis of judgment of management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent Assets are not recognized, however, disclosed in financial statement when inflow of economic benefits is probable.

## XIV. INCOME TAX

Income Tax expenses represent the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current Tax includes provision for Income Tax computed under Special provision (i.e. Minimum alternate tax) or normal provision of Income Tax Act. Tax on Income for the Current year is determine on the basis of the estimated taxable income and tax credit computed in accordance with the provisions of the relevant tax laws and based on expected outcome of assessment/apples.

Deferred tax assets and liabilities are not recognised, in view of the uncertainty about their recovery in future.

**XV. FAIR VALUE MEASUREMENT**

The Company measures financial instruments such as derivatives and equity instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumptions that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

**XVI. EARNING PER SHARE**

The basic and diluted earnings per share is computed by dividing the net profit after taxes attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

**XVII. STATEMENT OF CASH FLOW AND CASH AND CASH EQUIVALENTS**

Statement of cash flow is prepared in accordance with the indirect method prescribed in the relevant Ind AS. For the purpose of presentation in the Statement of the Cash Flow, Cash and Cash Equivalents includes cash on hand, cheques and drafts on hand, deposit held with banks, other short term, highly liquid investments with the original maturities of three month or less.

**XVIII. PROPOSED DIVIDEND**

The Board of Directors do not recommend any dividend in view of current year financial performance and carry forward losses of previous years.

**XVIX. RECENT INDIAN ACCOUNTING STANDARDS (Ind AS)**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31<sup>st</sup> March, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

**Ind AS 1 - Presentation of financial statements**

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01<sup>st</sup> April, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

**Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors**

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 01<sup>st</sup> April, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

**Ind AS 12 - Income Taxes**

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01<sup>st</sup> April, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023**

(₹ in lakhs)

**Note 2: Property, plant and equipment**

Particulars	Leasehold Land	Factory Building	Plant & Equipment	Furnitures & Fixtures	Vehicles	Electrical Installation	Computers	Books	Total
<b>Gross carrying amount</b>									
Deemed cost as at 1 <sup>st</sup> April, 2021	4.55	578.18	202.87	3.09	0.35	0.07	1.43	0.34	790.87
<b>Balance at 31<sup>st</sup> March, 2022</b>	<b>4.55</b>	<b>578.18</b>	<b>202.87</b>	<b>3.09</b>	<b>0.35</b>	<b>0.07</b>	<b>1.43</b>	<b>0.34</b>	<b>790.87</b>
<b>Balance at 31<sup>st</sup> March, 2023</b>	<b>4.55</b>	<b>578.18</b>	<b>202.87</b>	<b>3.09</b>	<b>0.35</b>	<b>0.07</b>	<b>1.43</b>	<b>0.34</b>	<b>790.87</b>
<b>Accumulated depreciation</b>	0.38	350.95	7.30	3.09	-	0.07	1.43	0.34	363.56
Depreciation for the year	0.08	70.19	-	-	-	-	-	-	70.27
<b>Balance at 31<sup>st</sup> March, 2022</b>	<b>0.46</b>	<b>421.14</b>	<b>7.30</b>	<b>3.09</b>	<b>-</b>	<b>0.07</b>	<b>1.43</b>	<b>0.34</b>	<b>433.83</b>
Depreciation for the year	0.07	18.26	-	-	-	-	-	-	18.33
<b>Balance at 31<sup>st</sup> March, 2023</b>	<b>0.53</b>	<b>439.40</b>	<b>7.30</b>	<b>3.09</b>	<b>-</b>	<b>0.07</b>	<b>1.43</b>	<b>0.34</b>	<b>452.16</b>
<b>Net Carrying Amount</b>									
As at 31 <sup>st</sup> March, 2022	4.09	157.04	195.56	-	0.35	-	-	-	357.04
<b>As at 31<sup>st</sup> March, 2023</b>	<b>4.02</b>	<b>138.78</b>	<b>195.56</b>	<b>-</b>	<b>0.35</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>338.71</b>

**Note 3: Intangible Asset**

Particulars	Computer Software
<b>Gross carrying amount</b>	
Deemed cost as at 01 <sup>st</sup> April, 2021	-
Additions	0.55
Depreciation for the year	-
<b>Balance at 31<sup>st</sup> March, 2022</b>	<b>0.55</b>
Additions	0.05
Depreciation for the year	0.19
<b>Balance at 31<sup>st</sup> March, 2023</b>	<b>0.41</b>
<b>Net Carrying Amount</b>	
As at 31 <sup>st</sup> March, 2022	0.55
<b>As at 31<sup>st</sup> March, 2023</b>	<b>0.41</b>

**Note 4: Loans**

	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Unsecured, Considered Good unless otherwise stated</b>		
Loan to Jaysynth Polychem Private Limited - Related Party (Considered Doubtful)	-	112.35
Less : Provision for above Doubtful Loan	-	(112.35)
	-	-

4.1 Loan outstanding to be recovered from Jaysynth Polychem Private Limited of ₹ 112.35 lakhs has been received during the year. Since the said loan was considered doubtful of recovery, in earlier years, provision for the same was made in earlier years. Since the said doubtful loan is recovered during the year, the provision made of ₹ 112.35 lakhs has been reversed and shown as Exceptional Items in the Profit & Loss statement of the year.

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023**

(₹ in lakhs)

**Note 5: Other Financial Assets**

	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Unsecured, Considered Good unless otherwise stated</b>		
Prepaid Expenses	6.41	0.11
Balances with government authorities		
Deposit with various Courts	13.61	13.61
Deposit with Semi Govt. Authorities	1.22	1.22
Bank Deposits with more than 12 months maturity	58.48	62.54
Interest accrued on deposit	1.30	7.07
	<b>81.02</b>	<b>84.55</b>

**Note 6: Trade receivables**

<b>Considered good - Unsecured</b>		
Less than 6 months	21.00	-
	<b>21.00</b>	<b>-</b>

**6.1 Trade Receivable Ageing Schedule  
As at 31<sup>st</sup> March, 2023**

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	21.00	-	-	-	-	-	21.00
(ii) Undisputed Trade Receivables – which have significant increase in credit Risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit Risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	21.00	-	-	-	-	-	21.00
Less : Provision for doubtful trade receivables	-	-	-	-	-	-	-
<b>Total</b>	<b>21.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>21.00</b>

**As at 31<sup>st</sup> March, 2022**

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-	-	-	-	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit Risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit Risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Less : Provision for doubtful trade receivables	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023**

(₹ in lakhs)

**Note 7: Cash and cash equivalents**

	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
i) Balances with banks		
- in current account	2.27	1.58
ii) Cash on hand	0.07	0.05
iii in Deposit account	21.47	30.96
	<b>23.81</b>	<b>32.59</b>

**Note 8: Loans**

Staff Loan	-	0.60
	-	<b>0.60</b>

**Note 9: Other Financial Assets**

Balances with GST	9.70	5.70
Interest accrued on deposit	0.60	-
Prepaid Expenses	0.84	0.97
	<b>11.14</b>	<b>6.67</b>

**Note 10: Current tax assets**

Tax Deducted at Source / TCS	2.26	2.70
	<b>2.26</b>	<b>2.70</b>

**Note : 11 Equity share capital**

Particulars	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	Number of Shares	₹	Number of Shares	₹
<b>AUTHORIZED CAPITAL</b>				
Equity shares of ₹ 1/- each	3,000.00	3,000.00	3,000.00	3,000.00
		<b>3,000.00</b>		<b>3,000.00</b>
<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>				
Equity shares of ₹ 1/- each, fully paid up	1,32,50,000	132.50	1,32,50,000	132.50
<b>Total</b>		<b>132.50</b>		<b>132.50</b>

**A) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of 31<sup>st</sup> March, 2023**

Particulars	Opening balance	Redemption	Closing Balance
Equity shares of ₹ 1/- each			
<b>Year ended 31<sup>st</sup> March, 2023</b>			
Number of shares	1,32,50,000	-	1,32,50,000
<b>Amount (₹)</b>	<b>132.50</b>	-	<b>132.50</b>
<b>As at 1<sup>st</sup> April, 2022</b>			
Number of shares	1,32,50,000	-	1,32,50,000
<b>Amount (₹)</b>	<b>132.50</b>	-	<b>132.50</b>

**B) Rights, Preferences and restrictions attached to Equity Shares**

The Company has one class of equity shares having a par value of ₹ 1/- per share. Each shareholder is eligible for one vote per share held. The Dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the assets of the Company remaining after distribution of all preferential amounts in proportion of their shareholding.

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023****C) Details of Shares held by each shareholder holding more than 5% Share**

Particulars	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	Number of Shares	% Holding	Number of Shares	% Holding
Parag Sharadchandra Kothari	46,80,248	35.32	46,80,248	35.32
Nikhil Sharadchandra Kothari	33,97,748	25.64	33,97,748	25.64

**D) The details of Shares held by Promoters at the end of the year**

Promoter Name	As at 31 <sup>st</sup> March, 2023			As at 31 <sup>st</sup> March, 2022		
	Number of Shares	% of Holding	% change during the year	Number of Shares	% of Holding	% change during the year
Parag Sharadchandra Kothari	46,80,248	35.32	-	46,80,248	35.32	-
Nikhil Sharadchandra Kothari	33,97,748	25.64	-	33,97,748	25.64	-
Jay Chemi Colour Pvt. Ltd.	3,79,890	2.87	-	3,79,890	2.87	-
<b>Total</b>	<b>84,57,886</b>	<b>63.83</b>	<b>-</b>	<b>84,57,886</b>	<b>63.83</b>	<b>-</b>

**Note 12: Other equity**

(₹ in lakhs)

	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
a) Capital Redemption Reserve Opening balance	1,192.50	1,192.50
b) Securities Premium Reserve Opening balance	3,855.61	3,855.61
c) Debenture Redemption Reserve Opening balance	400.00	400.00
d) Retained Earning Opening balance	(7,553.09)	(7,435.18)
Add : (Loss) for the year (Including Comprehensive Income)	(649.71)	(117.91)
	<b>(8,206.80)</b>	<b>(7,553.09)</b>
	<b>(2,754.69)</b>	<b>(2,104.98)</b>

**Note 13: Borrowings**

<b>Debentures - Secured</b>		
Zero Coupon Non Convertible Debentures(ZCD) 1,604,000 Debentures of ₹ 100/- each	1,604.00	1,604.00
<b>Total</b>	<b>1,604.00</b>	<b>1,604.00</b>

- 13.1 a) The Zero Coupon Non Convertible Debentures (ZCD) shall be redeemable at a premium of 50% in ten equal quarterly installment commencing from 30<sup>th</sup> June, 2025 and ending on 30<sup>th</sup> September, 2027, as per revised terms for repayment agreed upon on 2<sup>nd</sup> May, 2023.
- b) The Zero Coupon Debentures (ZCD) has been secured by first paripassu charge on all the existing asset of the Company situated at Patalganga, MIDC industrial area.

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023**

(₹ in lakhs)

**Note 14: Trade Payable**

	<b>As at 31<sup>st</sup> March, 2023</b>	<b>As at 31<sup>st</sup> March, 2022</b>
Total outstanding dues of creditors other than Micro Enterprises & Small Enterprises	11.01	11.01
	<b>11.01</b>	<b>11.01</b>

14.1 Disclosure Under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2022-23, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year	-	-
(ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

## 14.2 Trade Payables Ageing Schedule:

<b>As at 31<sup>st</sup> March, 2023</b>						
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>					<b>Total</b>
	<b>Not Due</b>	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	11.01	11.01
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

<b>As at 31<sup>st</sup> March, 2022</b>						
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>					<b>Total</b>
	<b>Not Due</b>	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	11.01	11.01
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

**Note 15: Other Financial Liabilities**

	<b>As at 31<sup>st</sup> March, 2023</b>	<b>As at 31<sup>st</sup> March, 2022</b>
Outstanding Expenses	105.76	105.76
Employee Liabilities Payable	-	287.37
Deposits	9.86	9.85
	<b>115.62</b>	<b>402.98</b>

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023**

(₹ in lakhs)

**Note 16: Provisions**

	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<u>Provision For Employee Benefits</u>		
Provision for gratuity	1.42	14.57
Provision for leave encashment	0.30	0.33
	<b>1.72</b>	<b>14.90</b>

**Note 17: Borrowings**

ICD from Jaysynth Impex Private Limited Related Party - Unsecured		
Principal Amount	1,235.00	305.00
Interest Amount	104.92	36.30
	<b>1,339.92</b>	<b>341.30</b>

**Note 18: Trade payable**

<u>Trade Payables</u>		
(A) Total outstanding dues of Micro Enterprises & Small Enterprises	20.20	-
	<b>20.20</b>	<b>-</b>

18.1 Disclosure Under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

(i)	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year	20.20	-
(ii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iii)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

18.2 Trade Payables Ageing Schedule:

<b>As at 31<sup>st</sup> March, 2023</b>						
Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	20.20	-	-	-	-	20.20
(ii) Others	-	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

  

<b>As at 31<sup>st</sup> March, 2022</b>						
Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023**

(₹ in lakhs)

**Note 19: Other current liabilities**

	<b>As at 31<sup>st</sup> March, 2023</b>	<b>As at 31<sup>st</sup> March, 2022</b>
Statutory Dues	3.50	1.46
Employee Liabilities Payable	1.81	1.52
Other Liabilities	2.65	3.09
	<b>7.96</b>	<b>6.07</b>

**Note 20: Provisions**

Provision For Employee Benefits		
Provision for gratuity	0.09	76.90
Provision for Leave Encashment	0.02	0.02
	<b>0.11</b>	<b>76.92</b>

**Note 21: Revenue from Operation**

	<b>Year ended 31<sup>st</sup> March, 2023</b>	<b>Year ended 31<sup>st</sup> March, 2022</b>
Sale of products	98.40	146.20
	<b>98.40</b>	<b>146.20</b>

**Note 22: Other income**

Interest Income	5.34	14.39
Rent Received	16.76	12.96
Differential Premium Claim received	35.76	-
	<b>57.86</b>	<b>27.35</b>

**Note 23: Employee Benefit Expenses**

Salaries & wages	664.14	16.20
Contribution to provident & other funds	0.54	0.53
Staff welfare expenses	0.20	0.35
	<b>664.88</b>	<b>17.08</b>

**Note 23.1** During the quarter ended 30<sup>th</sup> September, 2022 the Company has entered into Memorandum of Settlement with workmen of erstwhile Turbhe unit, through Dyes Chemical Workers Union, for full and final settlement of dues and all pending disputes and litigation between them before any courts and /or legal forums. As per the settlement, the Company has paid ₹ 1021.00 lakhs in full & final settlement of dues of workmen and both the Workmen and the Company have agreed and undertaken to withdraw all the legal cases and proceedings filed by them against each other before any courts and /or legal forums. The Company had already made provision ₹ 372.27 lakhs as liability payable to the employees in earlier years. The balance expenditure of ₹ 648.73 lakhs is accounted during the year.

**Note 23.2 Defined Benefit Plans - as per actuarial valuation (Unfunded)**

	<b>Gratuity</b>		<b>Leave Encashment</b>	
	<b>31<sup>st</sup> March, 2023</b>	<b>31<sup>st</sup> March, 2022</b>	<b>31<sup>st</sup> March, 2023</b>	<b>31<sup>st</sup> March, 2022</b>
<b>Expenses recognised in the statement of Profit &amp; Loss</b>				
Current service cost	0.09	2.50	0.02	0.02
Interest cost	5.72	5.52	0.02	0.03
Expected return on plan assets	-	-	-	-
Net actuarial (gain)/loss recognised in the year	0.65	(4.88)	(0.07)	0.20
Past service cost	-	-	-	-
Expenses recognised in the statement of Profit & Loss	6.45	3.14	0.03	0.25

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023**

(₹ in lakhs)

	Gratuity		Leave Encashment	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
<b>Actual return on plan assets</b>				
Expected return on plan assets	-	-	-	-
Actuarial gain / (loss) plan assets	-	-	-	-
Actual return on plan assets	-	-	-	-
<b>Balance Sheet Recognition</b>				
Present value of obligation	1.53	91.47	0.32	0.35
Fair value of plan assets	-	-	-	-
Liability / (Asset)	1.53	91.47	0.32	0.35
Unrecognised past service cost	-	-	-	-
Liability (asset) recognised in the Balance Sheet	1.53	91.47	0.32	0.35
<b>Changes in the present value of the obligation</b>				
Present value of obligation as on 1 <sup>st</sup> April, 2022	91.47	88.33	0.35	0.47
Interest cost	5.72	5.52	0.02	0.03
Current service cost	0.09	2.50	0.02	0.02
Past service cost	-	-	-	-
Benefits paid	(96.40)	-	-	(0.37)
Actuarial (gain) loss on obligation	0.65	(4.88)	(0.07)	0.20
Present value of obligation as on 31 <sup>st</sup> March 2023	1.53	91.47	0.32	0.35
<b>Changes in the Fair Value of the Assets</b>				
Total actuarial gain (loss) recognised during the year	0.65	(4.88)	-	0.20
<b>Actuarial Assumptions</b>				
Discount rate	7.25% p.a.	6.25% p.a.	7.25% p.a.	6.25% p.a.
Future salary increases	5.00% p.a.	5.00% p.a.	5.00% p.a.	5.00% p.a.
Attrition	5.00% p.a.	5.00% p.a.	5.00% p.a.	5.00% p.a.
Retirement	58 yrs	58 yrs	58 yrs	58 yrs
Mortality	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate

**Note 24: Finance Costs**

	Year ended 31 <sup>st</sup> March, 2023	Year ended 31 <sup>st</sup> March, 2022
Interest Expense	76.69	26.90
Bank Charges	0.07	0.07
	<b>76.76</b>	<b>26.97</b>

**Note 25: Other expenses**

Auditors Remuneration - as Auditors	1.80	2.00
Directors Sitting Fees	3.30	2.12
Insurance Expenses	3.41	3.71
Professional Charges	30.44	8.30
Rates & Taxes	0.03	0.03
Contract labour	5.15	5.75
Advertisement Expenses	2.32	2.19
Security Charges	1.87	1.69
Printing & Stationery Expenses	0.36	0.28
Subletting Charges	5.07	2.54
Miscellaneous expenses	9.76	5.12
	<b>63.51</b>	<b>33.73</b>

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023****Note 26: Exceptional Items**

Exceptional Items represents income of ₹ 112.35 lakhs on account of reversal of provision of doubtful debts made in earlier years for the advances given to Jaysynth Polychem Private Limited. (a group Company). Since the advance is recovered during the year, provision made in earlier years has been reversed.

**Note 27: Earnings Per Share (EPS)**

Profit attributable to the Shareholder	(649.06)	(114.52)
No. of Equity Shares	1,32,50,000	1,32,50,000
Nominal Value of Equity Shares (₹)	1	1
Earnings per share - Basic & Diluted (₹)	(4.90)	(0.86)

**Earning Per Share (EPS):** The basic and diluted earnings per share is computed by dividing Profit / (Loss) after tax by the weighted average number of equity shares outstanding during the year.

**Note 28: Segment Information**

## (a) Primary Segments

The operation of the Company relates to one business segment i.e. trading & manufacturing of dyes and dyes intermediates.

## (b) Secondary Segment

Entire business operations relates to domestic market.

**Note 29: Corporate Social Responsibility**

The Company is not required to spend on Corporate Social Responsibility (CSR) activities as it is not meeting the applicable threshold as provided under section 135 of the Companies Act, 2013

**Note 30: Related Parties Disclosure for the Company for the year ended 31<sup>st</sup> March, 2023****i) List of Related Parties with whom transaction have taken place and relationship****Sr No. Name of the Related Party & Relationship****1 Entities Controlled/ Significantly influenced by Directors / Relatives of Directors**

Jaysynth Dyestuff (India) Limited

Jay Instruments and Systems Private Limited

Jaysynth Impex Private Limited

Jaysynth Polychem Private Limited

**2 Key Managerial Personnel/Directors of the Company**

Parag Sharadchandra Kothari - Chairman & Non-Executive Director

Nikhil Sharadchandra Kothari- Non-Executive Director

Umesh Trikamdas Chandan - Non Executive Independent Director

Bharati Ravindra Chandan - Non Executive Independent Director

Mitesh Dilip Sejpal - Non Executive Independent Director

Suhas Balkrishna Jande - Whole Time Director

Kantibhai Maganbhai Darji - Chief Financial Officer

Mayur Kanjibhai Rathod - Company Secretary and Compliance Officer (Upto 18<sup>th</sup> December, 2021)

Shivani Shailesh Kawle - Company Secretary & Compliance Officer (Upto 31<sup>st</sup> March, 2023)

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023****ii) Transaction during year ended 31<sup>st</sup> March, 2023 with related parties:**

(₹ in lakhs)

Sr. No.	Nature of Transaction	Entities Controlled/ Significantly influenced by Directors / Relatives of Directors		Key Managerial Personnel/ Directors	
		2022-23	2021-22	2022-23	2021-22
1	Income - Rent	16.76	15.68	-	-
2	Loan received back	(112.35)	-	-	-
3	Managerial remuneration	-	-	11.68	10.56
4	Sitting Fees	-	-	3.31	2.12
5	Interest on ICD	76.25	26.45	-	-
6	Net Loan & Advances - Given/(Received)	(930.00)	(50.00)	-	-
7	Reimbursement of Expenses	-	0.03	-	-

**iii) Closing Balance**

Jaysynth Dyestuff (India) Limited	(0.88)	(0.88)	-	-
Jay Instruments and Systems Private Limited	(3.00)	(3.00)	-	-
Jaysynth Impex Private Limited	(1,339.92)	(341.30)	-	-
Jaysynth Polychem Private Limited	-	112.35	-	-

**iv) Terms and Condition of Transaction with Related Party**

The Transaction with related parties are made on terms equivalents to those that prevail in arm's length transactions. Outstanding balance at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31<sup>st</sup> March, 2023, the Company has not recorded any impairment of receivables related to amount owned by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**Note 31:** In the opinion of the Board and to the best of their knowledge and belief, the realisable value of current assets, loans and advances in the ordinary course of business would not be less than the amount, at which they are stated in the Balance Sheet unless otherwise stated, and the provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.

**Note 32:** Balance of loans & advances, sundry debtors, sundry creditors & deposits are subject to adjustments, reconciliation and confirmation by the parties.

**Note 33:** Bank certificates are obtained for bank balances, but wherever bank certificates could not be obtained we have relied on bank statements.

**Note 34: Contingent liabilities not provided for**

- Liability on account of Gram Panchayat Tax ₹ 109.05 lakhs (Previous Year ₹ 100.34 lakhs).
- Liability on account of Water charges ₹ 132.48 lakhs (Previous year ₹ 126.09 lakhs).

**Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023****Note 35: Ratios**

(₹ in lakhs)

Particulars	Measure	Current year Numerator	Current year Denominator	2022-23	2021-22	% of Variance	Reason for Change
<b>Current Ratio</b> (Current Assets / Current Liabilities)	Times	58.21	1,368.19	0.04	0.10	(57.58)	Due to increase in current liabilities during the year
<b>Debt-Equity Ratio</b> (Total Debt(includes lease liabilities)/Shareholder's Equity)	-	2,943.92	(2,622.19)	(1.12)	(0.99)	13.84	-
<b>Debt-Service Coverage Ratio</b> Earnings available for debt service/Debt Services)	-	(554.50)	76.69	(0.14)	(0.77)	(82.04)	Due to settlement of dues of workmen, resulting into increase in loss
<b>Return on Equity Ratio</b> Net Profits after taxes/Average Shareholder's Equity)*100	Percentage	(649.06)	(2,297.33)	-	-	-	-
<b>Inventory Turnover Ratio</b> (Net Sales/ Average Inventory)	Times	-	-	-	-	-	The Company doesnot have inventory
<b>Trade Receivable Turnover ratio</b> Net Sales/ Average Trade Receivables)	Times	98.40	10.50	9.37	6.25	49.91	Due to decrease in average debtors
<b>Trade Payables turnover ratio</b> (Net Credit Purchase/Average Trade Payable)	Times	94.00	21.11	4.45	3.68	21.02	-
<b>Net Capital Turnover Ratio</b> Net Sales/Average Working Capital)	Times	98.40	(845.85)	(0.12)	(0.41)	(71.63)	Due to increase in current liabilities during the year
<b>Net Profit Ratio</b> Profit After Tax/Net Sales	Percentage	(649.06)	98.40	(659.61%)	(78.33%)	(742.09)	Due to settlement of dues of workmen, resulting into increase in loss
<b>Return on Capital Employed</b> (EBIT/Average Capital Employed)	Percentage	(572.37)	147.28	(388.64%)	17.07%	(2,376.73)	Due to settlement of dues of workmen, resulting into increase in loss
<b>Return on investment</b> (PAT/Total Equity)*100	Percentage	(649.06)	(2,622.19)	(24.75%)	(5.81%)	(326.03)	Due to settlement of dues of workmen, resulting into increase in loss



## Notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2023

### Note 36: Additional disclosure under the regulatory requirements

a) In the opinion of the Board and to the best of their knowledge and belief, the realisable value of current assets, loans and advances in the ordinary course of business would not be less than the amount, at which they are stated in the Balance Sheet unless otherwise stated, and the provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.

b) **Guarantees**

	<b>As at 31<sup>st</sup> March, 2023</b>	<b>As at 31<sup>st</sup> March, 2022</b>
Guarantees given by banks on behalf of the Company for contractual obligations of the Company	45.22 lakhs	45.22 lakhs

c) **Transaction with Struck off Companies**

The Company has reviewed transactions to identify if there are any transactions with struck off companies. To the extent information is available on struck off companies, there are no transactions with struck off companies.

d) **Title deeds of leased assets held in the name of the Company**

The title deeds, comprising the immovable properties of land and buildings, are held in the name of the Company as at balance sheet date.

e) The Company has used funds borrowed for the specific purposes only for the purposes which it has been borrowed.

f) With reference to Note 13 & 17 – Borrowings of financial statements for the year ended 31<sup>st</sup> March, 2023, we confirm that all charges created / satisfied during FY 2022-23 have been registered with the Ministry of Corporate Affairs.

g) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

h) No proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder.

i) The Company has not advanced or loaned to or invested in funds to any other person(s) or entity(s), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

j) The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall

(i) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

k) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rule, 2017



- l) The Board of Directors of the Company at its meeting held on Tuesday, 24<sup>th</sup> January, 2023 had considered and approved the Composite Scheme of Arrangement amongst Jaysynth Dyestuff (India) Limited (“Transferor Company 1”), Jaysynth Impex Private Limited (“Transferor Company 2”) and JD Orgochem Limited (“Transferee Company”) and their respective shareholders and creditors, under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”). The Scheme, inter alia, provides for amalgamation by absorption of Transferor Companies with and into Transferee Company (with effect from Appointed date 1<sup>st</sup> April, 2023) and in consideration thereof, the Transferee Company shall issue equity shares and preference shares to the shareholders of Transferor Company 1 and Transferor Company 2 respectively. The equity shares shall be listed on Bombay Stock Exchange Limited. The scheme is, inter alia, subject to receipt of the statutory and regulatory approvals, including approvals from stock exchange, National Company Law Tribunal, Mumbai Bench and the shareholders and creditors of the Companies involved in the Scheme and the Company is in the process of seeking the same.
- m) Previous year’s figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation

**The accompanying Notes form an integral part of the Financial Statements**

**As per our Report of even date  
For A H J & ASSOCIATES**  
Chartered Accountants

**For and on behalf of the Board of Directors**

**(Jay D. Shah)**  
Partner  
Membership No. 108928  
Firm Registration No.151685W

**Parag Sharadchandra Kothari**  
Chairman and Director  
DIN: 00184852

**Umesh Trikamdass Chandan**  
Independent Director  
DIN: 00184677

Place: Mumbai  
Date: 12<sup>th</sup> May, 2023

**Kantibhai Maganbhai Darji**  
Chief Financial Officer

This page intentionally left blank



**JD ORGOCHEM LIMITED**

CIN: L24100MH1973PLC016908

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

Tel No.: 022 – 4938 4200/4300 Fax No.: 022 - 3042 3434

E-mail Id: [investor.relations@jdorgochem.com](mailto:investor.relations@jdorgochem.com) Website: [www.jdorgochem.com](http://www.jdorgochem.com)

**FORM NO. SH-13  
Nomination Form**

*[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]*

To  
JD Orgochem Limited  
301, Sumer Kendra, P.B. Marg, Worli, Mumbai – 400 018.  
I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect if such securities in the event of my/our death.

**PARTICULARS OS SECURITES** (in respect of which nomination is being made)

Name of Securities	Folio No.	No .of Securities	Certificate No.	Distinctive No.

**PARTICULARS OF NOMINEE(S)**

a. Name	
b. Date of Birth	
c. Father’s/ Mother’s/ spouse’s Name	
d. Occupation	
e. Nationality	
f. Address	
g. Email Id	
h. Relationship with the security holder	

**IN CASE NOMINEE IS A MINOR**

a. Date of Birth	
b. Date of attaining majority	
c. Name of guardian	
d. Address of guardian	

**Name:** \_\_\_\_\_  
**Address:** \_\_\_\_\_

NAME OF SECURITY HOLDER(S)	SIGNATURE
1.	
2.	
<b>Witness with Name and Address</b>	<b>Signature of Witness with Date</b>
Address: _____ _____	
Pin Code: _____	
Place: _____ Date: __/__/__	



**Please fill this Nomination form in Duplicate after carefully reading the instructions given below:**

1. The Nomination can be made by individuals only holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family (HUF) and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of HUF and power of attorney holder.
3. The shareholder[s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders. The nomination form filled in "duplicate" should be lodged with the Registrar and Transfer Agent of the Company, i.e., **M/s. Link Intime India Private Limited, Unit: JD Orgochem Limited, C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai – 400 083.** The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished to the surviving shareholders. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).
6. Nomination stands cancelled whenever the shares in the given folio are transferred/dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
7. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the Company before the death of the security holder[s] of the shares.
8. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
9. A copy of photo identity proof (like PAN/Passport) of nominee is required.

FOR OFFICE USE ONLY		
Nomination Registration No.	Date of Registration	Signature of Employee with Code No.

\*\*\*\*









*If undelivered, please return to :*

**JD ORGOCHEM LIMITED**

CIN: L24100MH1973PLC016908

301, Sumer Kendra, P.B. Marg, Worli

Mumbai - 400 018

Tel. No.: 022 4938 4200/4300, Fax No.: 022 - 3042 3434

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

Website: www.jdorgochem.com