



NOTICE OF 49th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 49th Annual General Meeting of the Members of JD Orgochem Limited will be held on Monday, 25th 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 31st 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 31st 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 27th March, 2023 to 26th 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: 08th 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 08th April, 2020, No. 17/2020 dated 13th April, 2020, No. 20/2020 dated 05th May, 2020, No. 02/2021 dated 13th January, 2021, No. 21/2021 dated 14th December, 2021, No. 02/2022 dated 05th May, 2022 and No. 10/2022 dated 28th 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 49th AGM of the Company is being held through VC/OAVM on Monday, 25th September, 2023 at 11.00 A.M.. The deemed venue for the 49th 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 12th May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 issued by Securities and Exchange Board of India (“SEBI”) (collectively referred to as “SEBI Circulars”), the Notice of the 49th 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, website of the Stock Exchange i.e. The BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com

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 49th 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 49th 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 49th 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 with a copy marked to the Company on investor.relations@jdorgochem.com.
7. In case of joint Members attending the 49th AGM, only such joint holder who is higher in the order of names will be entitled to vote at the 49th AGM..
8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 16th September, 2023 to Monday, 25th September, 2023 (both days inclusive) for the purpose of 49th AGM.
9. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 15th 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 49th 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
Website: www.linkintime.co.in

If the shares are held in electronic form, then change of address and change in the Bank Account Mandate etc. should be furnished to their respective Depository Participants.

13. Updation of PAN and other details
SEBI vide Circular dated 03rd November, 2021, 14th December, 2021 and 16th 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 01st 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 30th May, 2022, has provided SOP effective from 1st 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 25th 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.

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 upto the date of the 49th AGM.
20. Members are requested to send their queries, if any on the Annual Report by sending an Email at investor.relations@jdorgochem.com or to the Registrar and Transfer Agent by sending an Email at rnt.helpdesk@linkintime.co.in not less than Seven (7) days before the meeting, so that requisite information/explanation can be provided in time.

21. **E-VOTING 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 49th 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 49th 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 49th AGM shall be declared within 2 (two) working days of the conclusion of the 49th AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jdorgochem.com and on the website of Central Depository Services (India) Limited www.evotingindia.com and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
- iv. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of 49th 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 or at rnt.helpdesk@linkintime.co.in.

However, if he/she is already registered with CDSL for remote e-Voting then he/she can use his/ her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at the **Toll Free No.: 1800-22-5533**.



- 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, 22nd September, 2023 (9.00 a.m. IST) and ends on Sunday, 24th 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, 15th 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 49th 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 09th 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 09th 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 CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on Login icon and New System Myeasi Tab. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on Login icon and New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.



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: https://eservices.nsdl.com 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 https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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.
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 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:

For Members holding shares in Demat Form other than individual and Physical Form	
PAN	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"> • 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.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 3.

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 and register themselves as "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login 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 and investor.relations@jdorgochem.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 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, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to 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 by Thursday, 21st 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 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 17th 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. 27th March, 2023 to 26th 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 27th March, 2023 to 26th 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:



GENERAL INFORMATION			
1) Nature of Industry	The Company is in business of manufactures and dealers in dyes, dyes intermediates, organic chemicals, textile auxiliaries, pigments, resins, plasticizers and emulsions.		
2) Date of commencement of commercial production	The Company was incorporated and commenced its commercial production in year 1973.		
3) In case of new Companies, expected date of commencement of activities as per project approval by the financial institutions appearing in the prospectus	Not Applicable		
4) Financial Performance based on given indicators	(₹ in Lakhs)		
	Particulars	FY 2022-23	FY 2021 -22
	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.		
INFORMATION ABOUT THE APPOINTEE			
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 st 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.		



OTHER INFORMATION	
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.
DISCLOSURE	Not Applicable.

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

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

**Place: Mumbai
Date: 08th 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 49th 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 th July, 1970	01 st 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 st March, 2023.	₹ 3.00 Lakhs towards remuneration for the financial year ended 31 st March, 2023.
Date of Appointment on the Board	04 th November, 2015	27 th 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*	Listed Companies • 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: 08th August, 2023

Registered Office:
JD Orgochem Limited
CIN: L24100MH1973PLC016908
301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018
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