



# **JD ORGOCHEM LTD.**

(Formerly : Jaysynth Dyechem Ltd.)

CIN No. L24100MH1973PLC016908 ● PAN No. AAACJ0902B

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

Tel. : 91-22-4938 4200/4300, Fax : 91-22-3042 3434. email : investor.relations@jdorgochem.com website : www.jdorgochem.com

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**Date: 29<sup>th</sup> May, 2024**

To,  
**CORPORATE RELATIONSHIP DEPARTMENT**  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Scrip Code: 524592**

**Subject: Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2024**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019, we submit herewith the Annual Secretarial Compliance Report of the Company for the Financial year ended 31<sup>st</sup> March, 2024, issued by KDA & Associates (Formerly Known as KDT & Associates), Practicing Company Secretaries.

Kindly take the above on record.

Thanking you,

Yours faithfully,  
For **JD Orgochem Limited**

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

**Encl: As above**

**KDA & ASSOCIATES**  
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**COMPANY SECRETARIES**

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.  
**Email id:** team@cskda.com. **Mobile No:** 9820636169

**ANNUAL SECRETARIAL COMPLIANCE REPORT**  
**OF**  
**JD ORGOCHEM LIMITED**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

I, Kaushal Dalal partner of M/s KDA & Associates have examined:

- a) All the documents and records made available to us and explanation provided by **JD ORGOCHEM LIMITED** (hereinafter referred as 'the listed entity'),
- b) the filings/submission made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended **31<sup>st</sup> March, 2024** ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder and regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable during the period under review;**
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable during the period under review;**

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- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **Not Applicable during the period under review;**
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not Applicable during the period under review;**
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- i. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- I a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations / circulars/ guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations /Remarks of the Practicing Company Secretary (PCS) | Management Response | Remarks |
|---------|--|---------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| NA      | NA   | NA                        | NA         | NA              | NA             | NA                   | NA          | NA  | NA                  | NA      |

- I b. The listed entity has taken the following actions to comply with the observations made in previous reports:

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| Sr. No. | Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS) | Observations made in the secretarial compliance report for the year ended | Compliance Requirement (Regulations / circulars/ guidelines including specific clause) | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|---|---|--|---|--|---|
| NA      | NA  | NA  | NA   | NA  | NA   | NA  |

II. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr.no | Particulars  | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS* |
|-------|--|-------------------------------|-------------------------------|
| 1.    | <p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by The Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p> | YES                           | -                             |
| 2.    | <p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All the applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity</li> </ul>                                       | YES                           | -                             |

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|    |  |                                  |   |
|----|--|----------------------------------|---|
|    | with the SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars /guidelines issued by SEBI.  | YES                              | -   |
| 3. | <p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul> | <p>YES</p> <p>YES</p> <p>N.A</p> | <p>-</p> <p>-</p> <p>Corporate Governance regulations of SEBI (LODR) are not applicable to company as on 31<sup>st</sup> March,2024.Further as per order passed by NCLT,Mumbai Bench dated 17<sup>th</sup> April,2024 approved Merger of Jaysynth Dyestuff(India) Limited and Jaysynth Impex Private Limited with JD Orgochem Limited.Therefore company will comply with Corporate Governance</p> |

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|    |   |                      | requirements for<br>F.Y 2024-25.                                      |
|----|---|----------------------|---|
| 4. | <p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>   | YES                  | -   |
| 5. | <p><b><u>To examine details related to Subsidiaries of listed entities:</u></b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>   | <p>NA</p> <p>YES</p> | <p>N.A.<br/>(There are no material subsidiary companies)</p> <p>-</p> |
| 6. | <p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records is as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | YES                  | -   |
| 7. | <p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.</p>  | YES                  | -   |
| 8. | <p><b><u>Related Party Transactions:</u></b></p>  |                      |   |



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|     |  |    |   |
|-----|--|----|---|
|     |  |    |   |
| 12. | <p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular No SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July,2023 on compliance with the provisions of the SEBI LODR Regulations by listed entities.</p> | NA | <b>No such event during the review period</b> |
| 13. | <p><b><u>Additional non-compliances, if any:</u></b></p> <p>No additional non-compliance observed for all SEBI regulations/ circulars/ guidances etc.</p>  | NA | <b>No such event during the review period</b> |

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the

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efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

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

**Date:** 29<sup>th</sup> May,2024  
**Place:** Mumbai

**Kaushal Dalal**  
**Partner**  
**M. No:** 7141 **CP No:** 7512  
**Peer Review No :** 2154/2022  
**UDIN:** F007141F000487280