



# **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

**25<sup>th</sup> December, 2023**

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

Scrip Code – **524592**

**Subject: Submission of Revised Consolidated Scrutinizer's Report**

Dear Sir/Madam,

With reference to above captioned subject matter, please find enclosed along with this letter Revised Consolidated Scrutinizer's Report received on Monday, 25<sup>th</sup> December, 2023 issued by M/s. KDA & Associates, Practicing Company Secretaries on remote e-voting and electronic voting available to the Members at the Meeting of the Equity Shareholders of the Company convened on Thursday, 21<sup>st</sup> December, 2023 at 2.00 p.m. pursuant to the directions of Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') through Video Conferencing ("VC")/ Other Audio Visual Means ("ÖAVM").

Further, the Revised Consolidated Scrutinizer's Report is also available on the Company's website at [www.jdorgochem.com](http://www.jdorgochem.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) .

We request you to take the above on record.

Thanking you,  
Yours faithfully,  
For **JD ORGOCHEM LIMITED**

**Maitri Bhayani**  
**Company Secretary and Compliance Officer**  
**Membership No. A68431**

**Enclosed as above**



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Name of the Company	JD ORGOCHEM LIMITED
Date of AGM/EGM	21-12-2023
Total Number of Shareholders as on record date	9376
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
PROMOTER AND PROMOTER GROUP	N.A.
PUBLIC	
<b>No. of shareholders who attended through video conferencing/other audio visual means</b>	
PROMOTER AND PROMOTER GROUP	7
PUBLIC	41



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Resolution Required : (Ordinary)			<b>1 - Approval for the Composite Scheme of Arrangement for:</b> i) Reduction of Capital and Re-organisation of reserves of JD Orgochem Limited ("JDOL" or "Transferee Company" for Part C of the Scheme); and ii) Amalgamation of (by way of merger) Jaysynth Dyestuff (India) Limited ("JDIL" or "Transferor Company 1" for Part D of the Scheme), Jaysynth Impex Private Limited (Formerly Known as Jaysynth Impex Limited) ("JIPL" or "Transferor Company 2" for Part D of the Scheme) with and into JD Orgochem Limited ("Transferee Company" for Part D of the Scheme) and their respective shareholders and creditors.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	Total No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	8457886	8457886	100.0000	8457886	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8457886</b>	<b>100.0000</b>	<b>8457886</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4777414	396903	8.3079	396803	100	99.9748	0.0252
	Poll		0	0.0006	0	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>396903</b>	<b>8.3079</b>	<b>396803</b>	<b>100</b>	<b>99.9748</b>	<b>0.0252</b>
<b>Total</b>		<b>13250000</b>	<b>8854789</b>	<b>66.8286</b>	<b>8854689</b>	<b>100</b>	<b>99.9989</b>	<b>0.0011</b>

**KDA & ASSOCIATES**  
**(Formerly Known as KDT & Associates)**  
**COMPANY SECRETARIES**

201, Modi Niwas CHS LTD, S V Road, Santacruz (W), Mumbai - 400 054 Email ID: team@cskda.com Phone: 022 3500 0811

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**Consolidated Report of Scrutinizer on Remote e-voting and Electronic voting (E-voting) at the Hon'ble National Company Law Tribunal ("Hon'ble NCLT") convened Meeting of Equity Shareholders of the JD Orgochem Limited (Third Applicant Company)**

**To**

**Mr. Ujjwal Uke IAS (R)**

**Chairperson appointed by the Hon'ble NCLT, Mumbai Bench**

for the Hon'ble NCLT Convened meeting of equity shareholders (**hereinafter the "Meeting"**) of JD Orgochem Limited (**hereinafter the "Company"**), held on Thursday, 21<sup>st</sup> December, 2023 at 02:00 p.m., pursuant to the Order dated 09<sup>th</sup> November, 2023 through video conferencing ("VC") /other audio-visual means (OVAM)

A. I, Mr. Kaushal Dalal, Partner of M/s. KDA & Associates, Membership No. FCS 7141, COP no. 7512, Practicing Company Secretary have been appointed by the Hon'ble NCLT, Mumbai Bench, by its Order dated 09<sup>th</sup> November, 2023, as "the Scrutinizer" to scrutinize the following:

- i. **Remote e-voting** process done by the shareholders of the Company.
- ii. **Electronic Voting (E-voting) Process** at the Meeting held on Thursday, 21<sup>st</sup> December, 2023 at 02:00 p.m.

in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under, the Hon'ble NCLT Order dated 09<sup>th</sup> November, 2023 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. Pursuant to the Order of the Hon'ble NCLT, Mumbai Bench and applicable provisions of the Companies Act, 2013, and in compliance with MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 and other such circulars issued by MCA, the

Company has confirmed that the Electronic copy of the Notice for NCLT convened meeting of Equity Shareholders of the Company along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes and by speed post/registered post to those Equity Shareholders whose e-mail ids are not registered with the Company/Depository Participant(s).

- C. The Company had appointed Link Intime India Private Limited (Registrar and Transfer Agent (RTA) for conducting the electronic voting by the shareholders of the Company at the Meeting. After the time fixed for closing of electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.
  
- D. The Company had availed the remote e-voting facility provided by CDSL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on 9:00 AM on Monday, 18<sup>th</sup> December, 2023 and concluded at 5:00 PM on Wednesday, 20<sup>th</sup> December, 2023 and the CDSL remote e-voting portal was blocked for voting thereafter.
  
- E. The notice along with all the annexure was sent to all the equity shareholders, whose names appeared in the register of members/list of beneficial owners on Friday, 10<sup>th</sup> November, 2023.
  
- F. The Cut-off date was Friday, 15<sup>th</sup> December, 2023 for the purpose of deciding the equity shareholders entitled to vote through e-voting and remote e-voting by the equity shareholders on the resolution seeking their approval.
  
- G. The votes cast by Corporate/ Institutional Members who have emailed the scanned certified true copy of the Board Resolution/Authority Letter etc. at email ID: kaushaldalalcs@gmail.com or investor.relations@jldorgochem.com respectively have been considered valid.

**KDA & ASSOCIATES**  
**(Formerly Known as KDT & Associates)**  
**COMPANY SECRETARIES**

H. The Consolidated Result for (Remote e-Voting+ e-Voting ) is as under:-

**Resolution**

Approval of the Composite Scheme of Arrangement for (i) Reduction of Capital and Re-organisation of reserves of JD Orgochem Limited (“JDOL” or “Transferee Company” for Part C of the Scheme); and (ii) Amalgamation of (by way of merger) Jaysynth Dyestuff (India) Limited (“JDIL” or “Transferor Company 1” for Part D of the Scheme), Jaysynth Impex Private Limited (Formerly Known as Jaysynth Impex Limited) (“JIPL” or “Transferor Company 2” for Part D of the Scheme) with and into JD Orgochem Limited (“Transferee Company” for Part D of the Scheme) and their respective shareholders and creditors (‘the Scheme’ or ‘this Scheme’):

Category	Mode of Voting	Total No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)] * 100
Promoter and Promoter Group	Remote E-Voting	84,57,886	84,57,886	100	84,57,886	0	100	0
	e-Voting at AGM		0	0	0	0	0	0
	Total		84,57,886	100	84,57,886	0	100	0
Public - Institutional holders	Remote E-Voting	14700	0	0	0	0	0	0
	e-Voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non-Institutional holders	Remote e-Voting	4777414	3,96,903	8.31	3,96,803	100	99.97	0.03
	e-Voting at AGM		0	0	0	0	0	0
	Total		3,96,903	8.31	3,96,803	100	99.97	0.03
<b>Total</b>		1,32,50,000	88,54,789	66.83	88,54,689	100	99.999	0.001

**Note : The vote cast does not include abstained votes and invalid votes.**

I. The under-mentioned are the Public Equity Shareholders of Third Applicant Company who were present and voted **IN FAVOUR** of the proposed Scheme of Amalgamation:

No. of Public Equity Shareholders voted (Through Remote E-voting & E-Voting at Meeting)	Number of equity shares	Value of equity shareholders (in INR)	Percent % of Total Valid Vote
37	3,96,803	Rs. 3,96,803/- (Rupees Three Lakhs Ninety Six Thousand Eight Hundred & Three only)	99.97

J. The under-mentioned are the Public Equity Shareholders of Third Applicant Company who were present and voted **AGAINST** of the proposed Scheme of Amalgamation:

No. of Public Equity Shareholders voted (Through Remote E-voting & E-Voting at Meeting)	Number of equity shares	Value of equity shareholders (in INR)	Percent % of Total Valid Vote
1	100	Rs. 100/- (Rupees One Hundred only)	0.03

**KDA & ASSOCIATES**  
**(Formerly Known as KDT & Associates)**  
**COMPANY SECRETARIES**

K. Pursuant to Hon'ble NCLT Order dated 09<sup>th</sup> November, 2023, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting(e-voting) facilitated at the meeting.

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

**Countersigned by:**  
**For JD Orgochem Limited**

**Kaushal Dalal**  
**(Partner)**  
**M. No: FCS: 7141**  
**CoP No: 7512**

**Maitri Alpesh Bhayani**  
**Company Secretary and Compliance Officer**  
**Membership No. A68431**

**Date: 25<sup>th</sup> December,2023**  
**Place: Mumbai**  
**UDIN: F007141E003028401**