



# **JD ORGOCHEM LIMITED**

**45<sup>th</sup> Annual Report 2018-19**





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## CORPORATE INFORMATION

### EXECUTIVE DIRECTOR

Shri Suhas Balkrishna Jande  
(w.e.f. 27<sup>th</sup> March, 2019)  
Whole-Time Director  
(DIN: 08384902)

Shri Mahendra Krushnakumar Kothari  
(upto 11<sup>th</sup> February, 2019)  
Chairman and Managing Director  
(DIN: 00183613)

### NON-EXECUTIVE NON INDEPENDENT DIRECTORS

Shri Parag Sharadchandra Kothari  
(w.e.f. 11<sup>th</sup> February, 2019)  
Chairman  
(DIN: 00184852)

Shri Nikhil Sharadchandra Kothari  
(DIN: 00184152)

Shri Shrikant Krushnakumar Kothari  
(upto 11<sup>th</sup> February, 2019)  
(DIN: 00184811)

### KEY MANAGERIAL PERSONNEL

Shri Mahendra Krushnakumar Kothari  
(upto 11<sup>th</sup> February, 2019)  
Chairman and Managing Director  
(DIN: 00183613)

Shri Suhas Balkrishna Jande  
(w.e.f. 27<sup>th</sup> March, 2019)  
Whole-Time Director  
(DIN: 08384902)

Shri Narendra Ramanlal Shah  
Chief Financial Officer

Smt. Anita Ashok Pandey  
(upto 05<sup>th</sup> November, 2018)  
Company Secretary and Compliance Officer

Shri Mayur Kanjibhai Rathod  
(W.e.f. 27<sup>th</sup> March, 2019)  
Company Secretary and Compliance Officer

### PRINCIPAL BANKERS

HDFC Bank Limited  
Union Bank of India

### STOCK EXCHANGE

BSE Limited  
CIN: L67120MH2005PLC155188  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
Tel No.: 022 - 2272 1233  
Fax No.: 022 – 2272 1919

### REGISTERED OFFICE ADDRESS

JD Orgochem Limited  
CIN: L24100MH1973PLC016908  
301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018  
Tel. No.: 022-3042 3048  
Fax No.: 022-3042 3434  
E-mail Id: investor.relations@jdorgochem.com  
Website: www.jdorgochem.com

### INDEPENDENT DIRECTORS

Smt. Bharati Ravindra Chandan  
(Woman Director)  
(DIN: 07263623)

Shri Mitesh Dilip Sejpal  
(DIN: 06562026)

Shri Umesh Trikamdas Chandan  
(DIN: 00184677)

### INTERNAL AUDITOR

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

### STATUTORY AUDITOR

M/s. Hiren C. Sanghavi & Associates  
Chartered Accountant  
A-55/62, Vandana Mahalaxmi Co-op Hsg Society,  
Veera Desai Road, Andheri (West)  
Mumbai – 400 058

### SECRETARIAL AUDITOR

M/s. KDT & Associates  
Practising Company Secretary  
308, Balaji Darshan, Tilak Road,  
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  
Ground Floor, Asian Building,  
17 R. Kamani Marg, Ballard Estate  
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 45<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 45<sup>th</sup> Annual General Meeting of JD Orgochem Limited will be held on Friday, 20<sup>th</sup> September, 2019 at 10.00 a.m. at Hotel Kohinoor Park, Kohinoor Corner, Opp. Siddhivinayak Temple, Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with Board's Report and the Auditor's Report thereon.
2. To appoint a Director in place of Shri. Nikhil Sharadchandra Kothari (DIN: 00184152), who retires by rotation and being eligible offers himself for reappointment.

### SPECIAL BUSINESS:

3. Appointment of Shri. Parag Sharadchandra Kothari (DIN: 00184852) as Non-Executive and Non-Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Shri. Parag Sharadchandra Kothari (DIN: 00184852), who was appointed by the Board of Directors, as an Additional Non-Executive Director of the Company with effect from 11<sup>th</sup> February, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation; and

**RESOLVED FURTHER THAT** the Board of Directors and / or Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

4. Appointment of Shri. Suhas Balkrishna Jande (DIN: 08384902) as Executive and Non-Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Shri. Suhas Balkrishna Jande (DIN: 08384902), who was appointed by the Board of Directors, as an Additional Executive Director of the Company with effect from 27<sup>th</sup> March, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Executive and Non-Independent Director of the Company;

**RESOLVED FURTHER THAT** the Board of Directors and / or Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

5. Appointment of Shri. 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 Section 196, 197, 198 and 203 read together with Schedule V and Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), as amended from time to time, 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 Member be and is hereby accorded for appointment of Shri. Suhas Balkrishna Jande (DIN: 08384902) as Whole-Time Director of the Company, who shall not be liable to retire by rotation, for a period of 2 (Two) years with effect from 27<sup>th</sup> March, 2019 to 26<sup>th</sup> March, 2021 upon the terms and conditions 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 appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri. Suhas Balkrishna Jande;

**RESOLVED FURTHER THAT** the remuneration payable to the Whole-Time Director may or may not exceed five percentage of the Net Profit of the Company but shall in no case exceed ten percent of the Net Profits 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 requisite approval of the Central Government, if required;

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

6. Re-appointment of Shri. Umesh Trikamdas Chandan (DIN: 00184677) as Independent Director of the Company for the second term for a period of 5 (five) years.

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 Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as recommended by Nomination and Remuneration Committee of the Company, Shri. Umesh Trikamdas Chandan (DIN: 00184677), Non-Executive Independent Director of the Company who has submitted a declaration under Section 14(7) of the Act and Regulation 25(8) of the Listing Regulation that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years with effect from 24<sup>th</sup> September, 2019 upto 23<sup>rd</sup> September, 2024, who shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution."

7. Re-appointment of Shri. Mitesh Dilip Sejpal (DIN: 06562026) as Independent Director of the Company for the second term for a period of 5 (five) Years.

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 Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as recommended by the Nomination and Remuneration Committee of the Company, Shri. Mitesh Dilip Sejpal (DIN: 06562026), Non-Executive Independent Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25 (8) of the Listing Regulation that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years with effect from 24<sup>th</sup> September, 2019 upto 23<sup>rd</sup> September, 2024, who shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution."

8. Approval/ratification of material related party transactions entered into by the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as approved by Audit Committee of the Company, consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered into by the Company with related parties as set out in the explanatory statement annexed hereto;

**RESOLVED FURTHER THAT** the Board of Directors and/ or key Managerial Personnel of the Company be and is hereby, severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution.”

**By Order of the Board of Directors**

**Mayur Kanjibhai Rathod**

**Company Secretary and Compliance Officer**

**A49756**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2019**

Registered Office:

JD Orgochem Limited

CIN: L24100MH1973PLC016908

301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018

Tel No.: 022 3042 3048

Fax No.: 022 3042 3434

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

Website: www.jdorgochem.com

**Notes:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the special business under item Nos. 3 to 8 of the accompanying Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF MEETING.**  
  
**A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CAN NOT ACT AS PROXY FOR ANY OTHER MEMBERS.**
3. Corporate Members intending to send their authorised representatives to attend and vote at the 45<sup>th</sup> Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote on their behalf at the 45<sup>th</sup> Annual General Meeting.
4. In case of joint holders attending the 45<sup>th</sup> Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members/Proxies/Authorised Representatives are requested to bring the Attendance Slip, duly filled in, for attending 45<sup>th</sup> Annual General Meeting, along with their copy of Annual Report. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
7. Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 14<sup>th</sup> September, 2019 to Friday, 20<sup>th</sup> September, 2019 (both days inclusive) for the purpose of 45<sup>th</sup> Annual General Meeting.
8. Route Map to the venue of the 45<sup>th</sup> Annual General Meeting of the Company forms part of this Notice.
9. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file nomination in the prescribed **Form SH-13** with the Company's Registrar and Transfer Agent. In respect of shares held in dematerialised form, the members may please contact their respective Depository Participant. Further, **Form SH-13** for nomination forms part of this 45<sup>th</sup> Annual Report.
10. Members are requested to send all communications relating to Transfer, Transmission, Transposition of shares, issue of Duplicate Share Certificate, change of address or any other changes as the Members as may be required etc. to the Registrar and Transfer Agent at the following address:



**Link Intime India Private Limited**

(Unit: JD Orgochem Limited)

C-101, 247 Park, L. B. S. Marg,

Vikhroli (West), Mumbai – 400 083.

Tel. No.: 022- 4918 6270

Fax No.: 022- 4918 6060

E-mail id: [rnt.helpdesk@linkintime.co.in](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.

11. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1<sup>st</sup> April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

SEBI vide Press Release dated 27<sup>th</sup> March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31<sup>st</sup> March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.

12. Electronic copy of the Annual Report for FY 2018- 19 is uploaded on the Company's website [www.jdorgochem.com](http://www.jdorgochem.com) and is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Link Intime India Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form). Electronic copy of this Notice of the 45<sup>th</sup> AGM is uploaded on the Company's website [www.jdorgochem.com](http://www.jdorgochem.com) and also on the website of Central Depository Services (India) Limited viz. [www.evotingindia.com](http://www.evotingindia.com) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the same is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode.
13. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Transfer Agent the details of such folios together with the Share Certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the Share Transfer **Form SH-4** for this purpose.
14. In terms of circular issued by the Securities and Exchange Board of India (SEBI), it is mandatory to quote Permanent Account Number ("PAN") for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participants, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Transfer Agent of the Company.
15. Statutory Registers and documents referred to, in the Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all days (excluding Saturdays and Sundays) between 11:00 a.m. to 1:00 p.m. upto the date of 45<sup>th</sup> Annual General Meeting and will also be available for inspection at the meeting.
16. At the 43<sup>rd</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2017, the Members approved appointment of Hiren C. Sanghavi of M/s. Hiren C. Sanghavi & Associates (Firm Registration No. 112057W) as Statutory Auditor of the Company to hold office for a period of 5 (five) years from the conclusion of that Annual General Meeting till the conclusion of the 48<sup>th</sup> Annual General Meeting, subject to ratification of his appointment by Members at every Annual General Meeting if so required by the Companies Act 2013. Vide notification dated 7<sup>th</sup> May, 2018, Ministry of Corporate Affairs has done away with the requirement of seeking ratification of Members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory Auditor at the 45<sup>th</sup> Annual General Meeting.
17. Disclosure pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and revised Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/reappointment at the 45<sup>th</sup> Annual General Meeting is annexed to this Notice.
18. Annual Report of the Company for the financial year 2018-19, circulated to the Members of the Company, is also uploaded on the website of the Company at [www.jdorgochem.com](http://www.jdorgochem.com).
19. Members are requested to send their queries, if any on Annual Report to the Company Secretary and Compliance Officer by sending an email at [investor.relations@jdorgochem.com](mailto:investor.relations@jdorgochem.com) or to the Registrar and Transfer Agent by sending an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) not less than 7 (seven) days before the meeting, so that requisite information/explanation can be provided in time.



**20. E-voting**

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018 and pursuant to the provisions under Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the 45<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited. The Members may cast their votes using an electronic voting system from a place other than the venue of the 45<sup>th</sup> Annual General Meeting ("remote E-voting").
- ii. The facility for voting through electronic voting system or polling paper shall be made available at the 45<sup>th</sup> Annual General Meeting and the Members attending the 45<sup>th</sup> Annual General Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the 45<sup>th</sup> Annual General Meeting.
- iii. Member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through remote e-voting. If a member casts votes by all the three modes, then the vote casted through remote e-voting shall prevail and the vote casted through other means shall be treated as invalid.
- iv. Members who have cast their vote by remote e-voting can also attend the 45<sup>th</sup> Annual General Meeting but shall not be entitled to cast their vote again.
- v. The remote e-voting period commences on Monday, 16<sup>th</sup> September, 2019 (9.00 a.m. IST) and ends on Thursday, 19<sup>th</sup> September, 2019 (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. Thursday, 12<sup>th</sup> September, 2019 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.
- vi. The Company has appointed M/s. KDT & Associates, Practicing Company Secretary, to act as the Scrutiniser to scrutinise remote e-voting process and voting at the 45<sup>th</sup> Annual General Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- vii. The Consolidated Results of remote e-voting and voting at the 45<sup>th</sup> Annual General Meeting shall be declared within 48 hours after the conclusion of 45<sup>th</sup> Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.jdorgochem.com](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 equity shares of the Company are listed.
- viii. The results shall also be displayed on the Notice Board of the Company at its Registered Office of the Company.
- ix. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the notice of 45<sup>th</sup> Annual General Meeting alongwith the Annual Report as on the cut-off date i.e. Tuesday, 16<sup>th</sup> August 2019 but before e-voting cut-off date i.e., Thursday, 12<sup>th</sup> September, 2019, 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.: 1800-200-5533**.

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

- i. The remote e-voting period begins on Monday, 16<sup>th</sup> September, 2019 (9.00 a.m. IST) and ends on Thursday, 19<sup>th</sup> September, 2019 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 12<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders/Members.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.



- vii. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
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"> <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 (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of JD Orgochem Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the changed 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.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).