
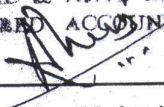
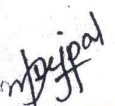
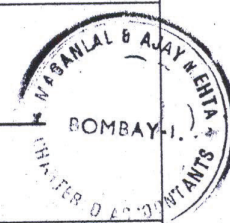


# FORM A

Format of covering letter of the annual audit report to be filed with the Stock exchanges

1.	Name of the Company	JD ORGOCHEM LIMITED
2.	Annual Financial statements for the year ended	March 31, 2015
3.	Type of Audit qualification	Un-qualified
4.	Frequency of qualification	Not Applicable
5.	To be signed by –	For JD ORGOCHEM LTD
	• Managing Director	 MANAGING DIRECTOR _____ (Sharadchandra S. Kothari)
	• CFO	The Company Does Not have CFO
	• Auditor of the Company	MAGANLAL & AJAY MEHTA CHARTERED ACCOUNTANTS  _____ (Ajay Mehta) PARTNER
	• Audit Committee Chairman	 _____ (Mitesh D. Sejpal)





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# **JD ORGOCHEM LIMITED**

**Annual Report 2014-15**

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**BOARD OF DIRECTORS**

Shri. Sharadchandra S. Kothari  
(Managing Director)

Shri. Mahendra K. Kothari  
(Non-Executive Director)

Shri. Shrikant K. Kothari  
(Non-Executive Director)

Shri. Lalit K. Chaudhari  
(Independent Director-resigned  
w.e.f. 28/05/2014)

Shri. Dinkar M. Naik  
(Independent Director-resigned  
w.e.f. 28/05/2014)

Shri. Jay K. Manek  
(Independent Director-resigned  
w.e.f. 26/03/2015)

Shri. Mitesh D. Sejpal  
(Independent Director)

Shri. Umesh T. Chandan  
(Independent Director)

Smt. Falguni K. Manek  
(Appointed on 31/03/2015 as an  
Additional Independent Director and  
resigned w.e.f. 10/08/2015)

Smt. Bharati R. Chandan  
(Appointed as an Additional  
Independent Director w.e.f. 14/08/2015)

**COMPLIANCE OFFICER**

Shri Sharadchandra S. Kothari

**AUDITORS**

M/s. Maganlal & Ajay Mehta  
Chartered Accountants

**REGISTERED OFFICE**

CIN: L24100MH1973PLC016908

301, Sumer Kendra,

P. B. Marg,

Worli, Mumbai - 400 018

Tel. No.: 022-30423048

Fax No.: 022-30423433

E-mail: jsec@jaysynth.com

Website: www.jdorgochem.com

**REGISTRAR & TRANSFER AGENTS**

Sharepro Services (India) Pvt. Ltd.

13AB, Samhita Warehousing Complex,

Second Floor, Sakinaka Telephone

Exchange Lane, Off. Andheri Kurla Rd,

Sakinaka, Andheri (East),

Mumbai - 400 072

912, Raheja Centre,

Free Press Journal Marg,

Nariman Point, Mumbai - 400 021.

**PATALGANGA PLANT**

Plot No.A-4/2

MIDC Industrial Area, Patalganga,

Taluka-Khalapur,

Dist.Raigad,

Maharashtra - 410 220

**PRINCIPAL BANKERS**

HDFC Bank Limited

Union Bank of India

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**NOTICE OF THE ANNUAL GENERAL MEETING**

**Notice** is hereby given that 41<sup>st</sup> Annual General Meeting ('the Meeting') of the members of JD Orgochem Limited will be held on Tuesday, September 29, 2015 at 10.00 a.m at the registered office of the Company at 301, Sumer Kendra, P. B Marg, Worli, Mumbai - 400 018 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 March 31, 2015, along-with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shrikant K. Kothari (DIN: **00184811**) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditor and fix their remuneration and in this regard to consider and if though fit, to pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, M/s. Maganlal & Ajay Mehta, Chartered Accountants (ICAI Firm Registration No.105730W) be and is hereby re-appointed as Statutory Auditor of the Company, to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company in consultation with the said Auditor".

**SPECIAL BUSINESS:**

4. **TO APPOINT SMT. BHARATI R. CHANDAN (DIN: 07263623) AS A 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 Sections 149, 152, 161 and such other applicable provisions read with Schedule IV of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into with BSE Ltd. Smt. Bharati R. Chandan (DIN 07263623), who was appointed as an Additional Director of the Company in the category of an Independent and Woman Director with effect from August 14, 2015 in terms of Section 161 of the Act, and who holds office as such up to the date of this Annual General Meeting and having submitted declaration for her eligibility for appointment and meeting the criteria of independence as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from September 29, 2015 upto September 28, 2020."

5. **TO APPROVE BORROWING LIMITS OF THE COMPANY**

To consider and, if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the resolution passed under Section 293(1) (d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on July 24, 1996 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 300 crore i.e Rs. 3 billion (Rupees Three Hundred Crore only)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

6. **CREATION OF CHARGES ON THE ASSETS OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of the resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the Annual General Meeting of the Company held on July 24, 1996 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 300 crore i.e Rs. 3 billion (Rupees Three Hundred Crore only ) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

**Place : Mumbai**  
**Date : August 14, 2015**

By Order of the Board  
For **JD ORGOCHEM LIMITED**

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

**Sharadchandra S. Kothari**  
Chairman and Managing Director  
DIN: 00184421

**NOTES: -**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holder attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice are open for inspection for the Members at the registered office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
6. Brief resume of all Directors those proposed to be appointed and re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/chairmanships of Board Committees, shareholding and relationships between directors inter - se as stipulated under Clause 49 of the Listing

Agreement with BSE Limited is provided in the Report on Directors' Report forming part of the Annual Report as well as is annexed as details accompanying the Notice.

7. Shareholders can register their complaints, if any, on e-mail id [jsec@jaysynth.com](mailto:jsec@jaysynth.com) which has been designated for the said purpose.
8. The shareholders are expected to send their queries on Annual Report to the Compliance Officer, at least 7 days before the date of meeting, so that the requisite information/explanations can be provided in time.
9. The Register of members and share transfer Books will remain closed from September 23, 2015 (Wednesday) to September 29, 2015 (Tuesday) (both days inclusive).
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrars and Transfer Agents, M/s. Sharepro Services (India) Private Limited.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
12. Annual Report of the Company will also be made available on the Company's website at [www.jdorgochem.com](http://www.jdorgochem.com) and also on the website of BSE Limited.
13. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
14. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
15. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report.
16. **VOTING THROUGH ELECTRONIC MEANS**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rule, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at 41<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on Saturday, September 26, 2015 (9:00 a.m) and ends on Monday, September 28, 2015 (5:00 p.m). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 22, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "JD Orgochem Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [keyulmdedhia@gmail.com](mailto:keyulmdedhia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  

<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>
---	-----------------------	----------------------------
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 22, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [jsec@jaysynth.com](mailto:jsec@jaysynth.com).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poll paper.
- XIII. Mr. Keyul M. Dedhia, Practicing Company Secretary (FCS 7756) (CP No. 8618) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting by Poll and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jdorgochem.com](http://www.jdorgochem.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**Place : Mumbai**  
**Date : August 14, 2015**

By Order of the Board  
For **JD ORGOCHEM LIMITED**

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

**Sharadchandra S. Kothari**  
Chairman and Managing Director  
DIN: 00184421



**STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. 4****TO APPOINT SMT. BHARATI R. CHANDAN (DIN: 07263623) AS A DIRECTOR OF THE COMPANY.**

Smt. Bharati R. Chandan (DIN NO: 07263623) was appointed as an Additional Woman Director of the Company in the category of an Independent Director on the Board of the Company on August 14, 2015. In terms of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) read with the relevant Rules, she holds office as an Additional Director up to the date of ensuing Annual General Meeting. Smt. Bharati R. Chandan will be appointed as an Independent Director on the Board of the Company pursuant to the provision of Section 149 of the Act read with the relevant Rules and Clause 49 of the Listing Agreement. The Company has received declaration from Smt. Bharati R. Chandan that, she meets the criteria of independence as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement(s) entered with the BSE Ltd. The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Smt. Bharati R. Chandan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her guidance and expertise to the Company. Accordingly, the Board recommends the resolution to the shareholders in relation to the approval of Smt. Bharati R. Chandan to continue to hold office as an Independent Director for a term of five years commencing from September 29, 2015 up to September 28, 2020 pursuant to provisions of Section 149 read with Schedule IV to the Act. In terms of provisions of Section 149(13) of the Act, Smt. Bharati R. Chandan shall not be liable to retire by rotation.

Smt. Bharati R. Chandan and her relatives may be deemed to be concerned or interested in the resolution relating to her appointment.

Except Smt. Bharati R. Chandan, being the appointee, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the passing of the Resolution.

**ITEM NO.5 & 6**

At the Annual General Meeting of the Company held on July 24, 1996, the Members had, by way of Ordinary Resolutions and in pursuance of the provisions of Section 293(1)(a) and (d) of the Companies Act, 1956, approved of: (i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 300 crore i.e Rs. 3 billion (Rupees Three Hundred Crore only) at any point of time; and (ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage / hypothecation on the Company's assets in favour of lending agencies and trustees for the amounts borrowed i.e. upto Rs. 300 crore i.e Rs. 3 billion (Rupees Three Hundred Crore only) including interest, charges, etc. payable thereon, as the documents for the said purpose could contain the power to take over the management of the Company, in certain events. Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution.

The provisions of Section 180(1)(c) of the Companies Act 2013, provides that the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company exceeding aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business be done only with the consent of the company by way of special resolution. It is, therefore, proposed to seek the approval of the shareholders for the borrowing limits of Rs. 300 crore i.e Rs. 3 billion (Rupees Three Hundred Crore only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for both domestic and foreign currency borrowings. Similarly the approval of shareholders is also required to be obtained by way of special resolution to create security or charge on the assets of the Company for the purposes of the borrowings. The mortgage and/or charge by the Company on its moveable and/or immoveable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the Lender(s), may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act 2013 which requires for approval of shareholders by a Special Resolution. Hence, approval of the shareholders is solicited vide Resolution No. 6. The Board of Directors of your Company recommends the Special Resolutions as set out in Item No. 5 & 6 in the accompanied notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

**Place : Mumbai**  
**Date : August 14, 2015**

By Order of the Board  
For **JD ORGOCHEM LIMITED**

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

**Sharadchandra S. Kothari**  
Chairman and Managing Director  
DIN: 00184421

**41<sup>st</sup> Annual Report 2014-2015****ANNEXURE TO THE NOTICE**

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting in pursuance of Clause 49 of the Listing Agreement.

<b>Name</b>	<b>Shri. Shrikant K. Kothari</b>	<b>Smt. Bharati R. Chandan</b>
DIN	00184811	07263623
Date of Birth	12/06/1954	19/05/1950
Date of Appointment	09/11/1985	14/08/2015
Experience / Nature of expertise	He has 40 years of wide and varied experience in manufacturing of dyes, dye intermediates and Chemicals. He is well conversant with the industry, commerce and trade.	She is Graduate in Home Science having keen interest in various aspects of business and commerce.
Directorship held in other companies as on March 31, 2015	NIL	NIL
Member/Chairmanship of Committees across Public Companies as on March 31, 2015 (except foreign companies, private companies and companies under Section 8 of the Companies Act, 2013)	NIL	NIL
No. of Shares held in the Company as on March 31, 2015	NIL	NIL

**Place : Mumbai**  
**Date : August 14, 2015**

By Order of the Board  
For **JD ORGOCHEM LIMITED**

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

**Sharadchandra S. Kothari**  
Chairman and Managing Director  
DIN: 00184421

## DIRECTORS' REPORT

**To,  
The Members,**

Your Directors are pleased to present the 41<sup>st</sup> Annual Report of the Company together with its audited financial statements for the year ended March 31, 2015.

### A. FINANCIAL RESULTS:

(₹ In lacs)

Paticulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Revenue from Operation	82.96	-
Other Income	37.71	98.08
<b>Total Income</b>	<b>120.67</b>	<b>98.08</b>
<b>Profit/Loss before depreciation, taxes and extraordinary item</b>	<b>(36.81)</b>	<b>(208.03)</b>
Depreciation	(70.74)	(82.07)
<b>Loss before Extraordinary Income</b>	<b>(107.55)</b>	<b>(290.10)</b>
Exceptional Item	-	(320.11)
Tax expenses related to prior year	0.58	0.01
Loss for the year	(108.13)	(610.22)

### B. REVIEW OF PERFORMANCE

Your Directors wish to inform that during the financial year ended March 31, 2015 the revenues from operations and other income aggregated to ₹ 120.67 lacs as against ₹ 98.08 lacs during the previous year. During the year under the review, the Company has incurred loss amounting to ₹ 108.13 lacs against ₹ 610.22 over the previous year. Company has managed to curtail loss to certain extent, however it could not start the manufacturing operations during the Financial Year 2014 -15.

### C. STATE OF COMPANY AFFAIRS

In view of financial constraint being faced by the Company, resumption of manufacturing activity at Patalganga unit is getting delayed. The Company is making efforts to arrange long term funds for capital expenditure to be incurred at Patalganga unit and restart the manufacturing operations.

During the year under review, the Company has not incurred any capital expenditure.

There was no change in business activity of the Company during the Financial Year 2014-15.

### D. INDUSTRIAL RELATIONS:

As reported earlier, possession of the erstwhile Turbhe Unit of the Company was taken over by majority of Secured Creditors under Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act) in December, 2006. As regards to the legal matters pertaining to the some of the workmen of the said Turbhe Unit, pending before various courts, there is no significant change during the year and status remains same as mentioned in the previous annual report.

Dues of the workers at Patalganga unit, as already informed, were settled pursuant to the consent order passed by the High Court. However, some of the workers filed appeal against the consent order before the division bench, which was dismissed. Appeal filed before Hon'ble Supreme Court of India by some of the workmen was withdrawn by the concerned employees. Thereafter, the workers union took up the same in conciliation before Asst. Commissioner of Labour. On failure of the conciliation, the Asst. Commissioner of Labour referred the matter to Industrial Tribunal, Thane, for adjudication. Company has challenged the order of adjudication passed by Asst. Commissioner of Labour before the Division Bench of Hon'ble High Court, Bombay and as per the interim order of the Hon'ble High Court, the said adjudication before the Industrial Tribunal has been stayed and the matter is pending for hearing.

### E. CHANGES IN THE SHARE CAPITAL

There was no change in share capital of the Company during the Financial Year 2014-15.

**F. HUMAN RESOURCE MANAGEMENT**

A detailed section on Human Resource of the Company is provided in the Management Discussion and Analysis Report, which forms a part of this Annual Report (**Annexure - 3**).

**G. DELISTING OF EQUITY SHARES FROM NSE LIMITED**

During the financial year under the review the Company delisted its Equity Shares from NSE Limited.

**H. DIVIDEND**

In view of accumulated losses incurred during the financial year 2014-15, the Company does not propose any dividend.

**I. PARTICULARS OF EMPLOYEES**

As the Company had only one employee the provisions relating to disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with the Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

The Company did not have any employee who was employed throughout the Financial Year 2014-15 and was in receipt of remuneration not less than Sixty Lacs.

The Company also did not have any employee who was employed for the part of the Financial Year 2014-15 and was in receipt of remuneration for any part of that year which in aggregate was not less than Five Lacs per month.

No employee of the Company who was employed throughout the Financial Year 2014-15 or a part thereof was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in aggregate, is more than the remuneration of the Managing Director and holds by himself or along with his/her spouse and dependent children not less than two percent of equity shares in the Company.

**J. CORPORATE SOCIAL RESPONSIBILITY**

The Company had constituted a Corporate Social Responsibility Committee (CSR) comprising of following three directors:

Shri Mitesh D. Sejpal	Chairman
Shri Sharadchandra S. Kothari	Member
Shri Umesh T. Chandan	Member

However, since the Company does not fall under the ambit of Section 135 of the Companies Act, 2013 and also the Company has incurred losses during the financial year 2014-15 it has not made any expenditure on CSR activities.

**K. CORPORATE GOVERNANCE**

The Company aims and constantly strives in maintaining the highest standards of Corporate Governance practices. The report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the annual report. A certificate from the Practising Chartered Accountant regarding compliance of conditions of Corporate Governance is also annexed to the report on Corporate Governance (**Annexure - 2**).

**Board Meetings**

The Board of Directors met Four (4) times during the Financial Year 2014-15. The details of which are given in the Corporate Governance Report which forms part of this Annual Report.

**Nomination and Remuneration Policy**

The Board has on the recommendation of the Nomination and Remuneration Committee adopted the following policies:

1. Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees.
2. Policy for Determining Qualifications, Positive Attributes, Independence of an Independent Director and Criteria for Evaluation is annexed to Directors' Report (**Annexure - 4 & 4.1**).

**Familiarisation Programme for Independent Directors'**

Every Independent Director is issued a Letter of Appointment setting out in detail terms of appointment, duties and responsibilities of an Independent Director. In compliance with the provisions of the Clause 49 of the Listing Agreement, the Company had issued formal letters of appointment to the Independent Directors'. The terms and conditions of appointment of Independent Director is available on the Company's website and can be accessed at <http://www.idorgochem.com/corporate.aspx/appointmentletter.pdf>.

The Independent Directors are informed regarding all the updates in matters of Companies Act, 2013 and other applicable laws as and when required.

#### **Annual Performance Evaluation of Board, Committees of Board and Individual Directors**

In accordance with the provisions of Section 178 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement, the performance evaluation was carried out as under:

##### **Board:**

In accordance with the criteria recommended by the Nomination and Remuneration Committee, the Board evaluated its own performance, having regard to various criteria such as composition of the Board, Board process, decision making process at the Board meeting, information shared at the Board, frequency of the Board Meeting and updation of knowledge relating to the business and laws at the Board meeting. Independent Directors at their separate meeting, reviewed the performance of the Board, Chairman of the Board. The Board and the Independent Directors were of the view that performance of the Board of Directors as a whole was satisfactory.

##### **Committees of the Board:**

The performance of the Audit Committee, the Corporate Social Responsibility Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as composition of the Committee, Committee process, decision making process at the Committee meeting, information shared at the Committee meeting, frequency of the Committee Meeting and updation of knowledge relating to the business and laws at the Committee meeting etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed thereunder and the Listing Agreement.

##### **Individual Directors:**

- a) **Independent Directors:** In accordance with criteria recommended by the Nomination and Remuneration Committee which was approved by the Board, the performance of each independent director was evaluated by entire Board of Directors (excluding the Director being evaluated) on various parameters like educational and professional background, industry experience standing in the profession. The Board expressed its satisfaction on performance of the Independent Directors. The Board also acknowledged and appreciated the inputs and expertise provided by all the Independent Directors on matters relating to business of the Company.
- b) **Non Independent Directors:** In accordance with the criteria recommended by the Nomination and Remuneration Committee which was later approved by the Board, the performance of each non independent director was evaluated by the Board of Directors (excluding the Director being evaluated) the various criteria considered for the purpose of evaluation included educational and professional background, industry experience standing in the profession. Further Independent Directors at its separate meeting also evaluated the performance of non independent directors. The Board and Independent Director expressed their satisfaction on performance of the Non Independent Director.

Detail regarding criteria for evaluation is annexed to the Directors' Report (**Annexure – 4 & 4.1**).

#### **MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors of the Company had met during the financial year 2014-15 to-

1. Review the performance of non-independent Directors and the Board as a whole;
2. Review the performance of the Chairperson of the Company, taking into account the views of the Executive Director and Non-Executive Directors;
3. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

##### **Declaration from Independent Director**

The Company had received the necessary declaration from each independent director for the financial year 2014-15 and at the time of their appointment, in accordance with Section 149 (7) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, stating that he/she meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**Risk Management**

Since the Company was not in operation no risk management policy was implemented or developed by the Company. However the Company does make necessary checks on the regular basis to identify the risks associated with the business and takes necessary steps to mitigate the same.

**Directors and Key Managerial Personnel**

During the Financial year 2014-15, the Company had appointed Shri. Sharadchandra S. Kothari (DIN: 00184421) as a Managing Director for a period of 3 (Three) years commencing from October 01, 2014 to September 30, 2017 by passing a Special Resolution at the Annual General Meeting held on September 24, 2014.

Further the Company had appointed Shri. Jay K. Manek (DIN: 00184770), Shri. Mitesh D. Sejpal (DIN: 06562026), and Shri. Umesh T. Chandan (DIN: 00184677) as an Independent Directors for a period of 5 (Five) years commencing from September 24, 2014 to September 23, 2019 by passing an Ordinary Resolution at the Annual General Meeting held on September 24, 2014.

During the financial year 2014-15, Company had appointed Smt. Falguni K. Manek (DIN:07162562), as an Additional Director under Woman and Non Executive category w.e.f. March 31, 2015, and who consequently resigned with effect from August 10, 2015.

Further Shri Jay K. Manek (DIN: 00184770) also resigned from the position of the Independent Director of the Company w.e.f. March 26, 2015.

Shri. Shrikant K. Kothari (DIN: 00184811), Director of the Company, will retire by rotation at the ensuing Annual General Meeting in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for reappointment. The Board of Directors of the Company recommend his re-appointment. Shri. Shrikant K. Kothari after being reappointed as a director immediately on retirement by rotation shall continue to hold his office of Director.

The Company had appointed Smt. Bharati R. Chandan as an Additional Director under Independent Woman Director Category who holds office upto ensuing Annual General Meeting.

**Directors' Responsibility Statement**

In compliance of Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Directors hereby confirm:

- a. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. that we have selected such accounting policies and applied them consistently and made judgments and estimates, that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. that the annual accounts have been prepared on a going concern basis;
- e. that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively;
- f. that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

**Audit Committee**

The Company in compliance with Section 177 of the Companies Act, 2013, read with applicable provisions thereof and Clause 49 of the Listing Agreement reconstituted Audit Committee. It comprises of three Non-Executive Directors, viz; Shri. Jay K. Manek, Shri. Mahendra K. Kothari and Shri. Umesh T Chandan.

The Chairman of the Committee is Shri. Jay Manek.

The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement pertaining to Corporate Governance Norms. In the meeting of the Board of Directors of the Company held on May 28, 2014, the Board of Directors aligned the terms of reference and scope and functioning of the Audit Committee with the new requirements of the Companies Act, 2013 and Listing Agreement norms.



**Adequacy of Internal Financial Controls**

The Company has adequate system of internal controls to ensure that all the assets of the Company are safeguarded and are productive. Necessary checks and balances are in place to ensure that transactions are adequately authorized and reported correctly.

**Related Party Transactions**

The Company had entered into any related party transaction during the Financial Year 2014-15, however the same were on arm's length basis and in ordinary course of business and the Audit Committee and Board have taken the note of the same and approved the same on timely basis in compliance with the provisions of Section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**Vigil Mechanism/Whistle Blower Policy**

In compliance with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Company has formulated and adopted a whistle blower policy which will enable all the employees, directors and other stakeholder to raise and report their genuine concerns.

**Prevention of Sexual Harassment at Workplace**

Provisions relating to Sexual Harassment at Workplace are not applicable to the Company as there was only one employee during the Financial Year 2014 -15.

**Subsidiaries, Joint Ventures or Associate Companies**

No company became or ceased to be a subsidiary, joint venture or associate company during the Financial Year 2014-15.

**Statutory Auditors**

The Auditors, M/s. Maganlal & Ajay Mehta, Chartered Accountants, Mumbai having Firm Registration No.105730W shall retire at the ensuing Annual General Meeting and, being eligible, offers themselves for reappointment for a period of one year from the conclusion of this Annual General Meeting [AGM] till the conclusion of next AGM.

As per the requirement of Section 139 of the Companies Act, 2013, the Company has already obtained consent and a written certificate from them to the effect that their appointment, if made, would be in accordance with the conditions prescribed.

The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remark.

**Cost Audit**

For the year under review the cost audit is not applicable pursuant to the amendment in Companies (Cost Records and Audit) Rules, 2014.

**Secretarial Audit**

Section 204 of the Companies Act, 2013 inter-alia requires every listed company to conduct Secretarial Audit and annexe with its Directors' report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form.

The Board of Directors had appointed M/s. Kaushal Dalal & Associates, Practicing Company Secretaries to conduct Secretarial Audit of the Company for the Financial Year 2014-15 and their report is annexed to this Directors' report. **(Annexure-5).**

Secretarial Auditor has made and mentioned the following observations in its report,

1. As per the Section 203 (Appointment of Key Managerial personnel) of the Companies Act, 2013 and the rules made thereunder, the Company is required to appoint Chief Financial Officer (CFO) and a Company Secretary (CS) from the date of notification of Section 203 i.e 01st April, 2014 as the said Section is in effect from this date, however the Company has not yet appointed CFO and a CS as on 31st March, 2015 under the Section 203. The Board clarified that since the Company is incurring losses and there are no significant business operations conducted by the Company during the financial year 2014-15. On event of such circumstances, it had not appointed any Key Managerial Personnel.

2. The Company was required to pass a Special Resolution in its General Meeting to increase its borrowing limits as per Section 180 (1)(c) of the Companies Act, 2013 and the rules made thereunder, however has failed to pass such resolution and have borrowed money during the period under Audit.

The Board clarified that the lapse in compliance was made inadvertently and the Company is placing the resolution for approval in the ensuing Annual General Meeting.

3. The Board of Directors vide Circular Resolution passed on March 31, 2015 approved the appointment of Ms. Falguni Manek as an Additional Director under the capacity of women Non executive Director Independent Director w.e.f March 31, 2015 however, the DIN of Ms. Falguni Manek was generated on April 18, 2014

The Board clarified that the appointment of the Director was made inadvertently and the said Director has resigned from the position of Additional Director.

**Extract of Annual Return**

Extract of Annual Return of the Company in Form MGT-9 is annexed to this Report. **(Annexure-1).**

**Significant and Material Orders passed by the Regulators or Courts.**

During the Financial Year 2014-15 there were no significant or material orders passed by any Court or Regulators involving the Company.

**Particulars of Loans, Guarantees or Investments**

There have been no loans, guarantee or investments made by Company under Section 186 of the Companies Act, 2013 during the Financial Year 2014-15.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

The information regarding conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014 is annexed to this Report. **(Annexure-6).**

**Deposits covered under Chapter V of the Companies Act, 2013**

Your Company has not accepted any public deposits under Chapter V of Companies Act, 2013, during the Financial Year 2014-15.

**L. GREEN INITIATIVES**

Ministry of Corporate Affairs encourages and supports green initiatives in Corporate Governance by allowing paperless compliances by companies through electronic mode. Your Company supports the Green Initiative and has accordingly decided to send all communications to its shareholders to their respective registered E-mail addresses. Your Company appeals to its shareholders, who are yet to register their E-mail addresses to take necessary steps for registering the same so that they can also become a part of the green initiative and contribute towards a greener environment.

**M. ACKNOWLEDGEMENT AND APPRECIATION**

Board acknowledges and places on record their appreciation to Customers, Vendors, Dealers, Investors, Business Associates, Bankers, Government and Regulatory Authority and BSE Limited for their continued support.

**Place : Mumbai**

**Date : August 14, 2015**

**For JD ORGOCHEM LIMITED**

**Registered Office :**

301, "Sumer Kendra"

P. B. Marg, Worli,

Mumbai - 400 018.

**Sharadchandra S. Kothari**

Chairman and Managing Director

DIN: 00184421

**Annexure 1**  
**Extract of Annual Return**  
**As on the Financial Year Ended on March 31, 2015**  
**Form No. MGT-9**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS :**

1	Corporate Identification Number	L24100MH1973PLC016908
2	Registration Date	October 05, 1973
3	Name of the Company	JD Orgochem Limited
4	Category	Company Limited by Shares
5	Sub Category of the Company	Indian Non-Government Company
6	Whether Listed Company (Yes/No)	Yes with BSE Limited
7	Address of the Registered Office and Contact Details	301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018
8	Name, Address and Contact details of Registrar and Transfer Agent	Sharepro Services (India) Private Limited 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 Tele.: 022-67720300/67720334 Fax No. 022-28375646 E-mail : sharepro@shareproservices.com

**II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY :**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr No.	Name and Description of Main Product / Services	NIC of the Product/Service	% of total turnover of the Company
1	Dyes and Dyes Intermediates	20114	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : NIL**

**IV. SHAREHOLDING PATTERN (Equity Capital Breakup as percentage of Total Equity)**

**i Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year (April 01, 2014)				No. of Shares held at the end of the year (March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) PROMOTERS									
(1) Indian									
a. Individual/HUF	4553729	-	4553729	34.37	4553729	-	4553729	34.37	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt. (s)	-	-	-	-	-	-	-	-	-
d. Bodies Corporate	3542895	-	3542895	26.74	3904157	-	3904157	29.46	2.72
e. Bank / FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub Total =(A) (1)	8096624	-	8096624	61.11	8457886	-	8457886	63.83	2.72

**41<sup>st</sup> Annual Report 2014-2015**

Category of Shareholders	No. of Shares held at the beginning of the year (April 01, 2014)				No. of Shares held at the end of the year (March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a.NRI - Individuals	-	-	-	-	-	-	-	-	-
b.Other Individuals	-	-	-	-	-	-	-	-	-
c.Body Corporate	-	-	-	-	-	-	-	-	-
d.Bank / FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
<b>Sub Total = (A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters</b>									
<b>A = (A)(1)+(A)(2)</b>	<b>8096624</b>	<b>-</b>	<b>8096624</b>	<b>61.11</b>	<b>8457886</b>	<b>-</b>	<b>8457886</b>	<b>63.83</b>	<b>2.72</b>
<b>(B) PUBLIC SHAREHOLDING</b>									
<b>(1) Institution</b>	-	-	-	-	-	-	-	-	-
a.Mutual Funds	-	5300	5300	0.04	-	5300	5300	0.04	-
b.Banks/FI	42357	-	42357	0.32	42357	-	42357	0.32	-
c.Central Govt	-	-	-	-	-	-	-	-	-
d.State Govt (s)	-	-	-	-	-	-	-	-	-
e.Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Co.	-	-	-	-	-	-	-	-	-
g.FIIs	100	8400	8500	0.06	100	8400	8500	0.06	-
h.Foreign venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others(specify) Foreign Financial Bank	800	-	800	0.01	800	-	800	0.01	-
<b>Sub - Total= (B) (1)</b>	<b>43257</b>	<b>13700</b>	<b>56957</b>	<b>0.43</b>	<b>43257</b>	<b>13700</b>	<b>56957</b>	<b>0.43</b>	<b>-</b>
<b>(2) Non – Institutions</b>	-	-	-	-	-	-	-	-	-
a.Bodies Corporate									
(I) Indian	289480	47300	336780	2.54	458193	47300	505493	3.82	1.28
(II) Overseas	-	-	-	-	-	-	-	-	-
b.Individual									
i. Individual Shareholders holding nominal share capital upto ₹. 1,00,000	3004003	721170	3725173	28.11	2745267	711870	3457137	26.09	(2.02)
ii. Individual shareholders holding nominal share capital in excess of ₹. 1,00,000	642493	-	642493	4.85	383878	-	383878	2.90	(1.95)
c.Others (specify)									-
i. Non-Promoters-Directors/ Relatives of Director	-	2100	2100	0.02	1400	1800	3200	0.02	-
ii. NRI (Rep)	2200	100	2300	0.02	1200	100	1300	0.01	(0.01)
iii. NRI (Non - Rep)	4724	53800	58524	0.44	1600	53800	55400	0.42	(0.02)
iv. Family Trust	300	-	300	-	-	-	-	-	-
v. Government Sponsord Trust	328749	-	328749	2.48	328749	-	328749	2.48	-
vi. In Transit	-	-	-	-	-	-	-	-	-
<b>Sub - Total= (B) (2)</b>	<b>4271949</b>	<b>824470</b>	<b>5096419</b>	<b>38.46</b>	<b>3920287</b>	<b>814870</b>	<b>4735157</b>	<b>35.74</b>	<b>(2.72)</b>
<b>Total Public Shareholding B = (B)(1) + (B) (2)</b>	<b>4315206</b>	<b>838170</b>	<b>5153376</b>	<b>38.89</b>	<b>3963544</b>	<b>828570</b>	<b>4792114</b>	<b>36.17</b>	<b>(2.72)</b>
<b>(C) Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand total (A+B+C)</b>	<b>12411830</b>	<b>838170</b>	<b>13250000</b>	<b>100.00</b>	<b>12421430</b>	<b>828570</b>	<b>13250000</b>	<b>100.00</b>	<b>0.00</b>

**ii. Shareholding of Promoters (including Promoter Group):**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (April 01, 2014)			Shareholding at the end of the year (March 31, 2015)			% change in during the year
		No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1	Shoorji Trikamdas Investment Company Pvt. Ltd.	3163005	23.87	-	3163005	23.87	-	-
2	Sharadchandra S. Kothari	443049	3.34	-	1726509	13.02	-	9.68
3	Parag S. Kothari	1709399	12.90	-	1483899	11.20	-	(1.70)
4	Jayshree S. Kothari	794821	6.00	-	1141921	8.62	-	2.62
5	Jay Chemi Colour Pvt. Ltd.	379890	2.87	-	379890	2.87	-	-
6	Jaysynth Impex Ltd.	-	-	-	361262	2.73	-	2.73
7	Nikhil S. Kothari	1606460	12.12	-	201400	1.51	-	(10.61)
	<b>Total</b>	<b>8096624</b>	<b>61.11</b>	<b>-</b>	<b>8457886</b>	<b>63.83</b>	<b>-</b>	<b>2.72</b>

**iii. Change in Promoters Shareholding (including Promoter Group Shareholding) :**

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Jaysynth Impex Ltd.				
	At the beginning of the year	-	-	-	-
	Date Wise Increase/Decrease with reasons				
	Add: Market purchase on November 17, 2014	150000	1.13	150000	1.13
	Add: Market purchase on December 05, 2014	211262	1.60	361262	2.73
	At the end of the year	-	-	361262	2.73
2	Jayshree S. Kothari				
	At the beginning of the year	794821	6.00	794821	6.00
	Date Wise Increase/Decrease with reasons				
	Add: Market purchase on November 03, 2014 (Inter-Se Transfer)	347100	2.62	1141921	8.62
	At the end of the year	-	-	1141921	8.62
3	Sharadchandra S. Kothari				
	At the beginning of the year	443049	3.34	443049	3.34
	Date Wise Increase/Decrease with reasons				
	Add: Market purchase on November 03, 2014 (Inter-Se Transfer)	1283460	9.68	1726509	13.02
	At the end of the year	-	-	1726509	13.02
4	Parag S. Kothari				
	At the beginning of the year	1709399	12.90	1709399	12.90
	Date Wise Increase/Decrease with reasons				
	Less: Market sale on November 03, 2014 (Inter-Se Transfer)	225500	1.70	1483899	11.20
	At the end of the year	-	-	1483899	11.20
5	Nikhil S. Kothari				
	At the beginning of the year	1606460	12.12	1606460	12.12
	Date Wise Increase/Decrease with reasons				
	Less: Market sale on November 03, 2014 (Inter-Se Transfer)	1405060	10.61	201400	1.51
	At the end of the year	-	-	201400	1.51

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### iv. Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholder's Name	Shareholdings at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	STRESSED ASSETS STABILIZATION FUND				
	At the beginning of the year	328749	2.48	328749	2.48
	Date wise Increase/Decrease with reasons	No Change during the year			
	At the end of the year			328749	2.48
2	CHHOTALAL RAMJIBHAI BHANDERI				
	At the beginning of the year	205568	1.55	205568	1.55
	Date wise Increase/Decrease with reasons	No Change during the year			
	At the end of the year			205568	1.55
3	KUNDAN CHHOTALAL BHANDERI				
	At the beginning of the year	178310	1.35	178310	1.35
	Date wise Increase/Decrease with reasons	No Change during the year			
	At the end of the year			178310	1.35
4	NEETA SANJAY SHAH				
	At the beginning of the year	146841	1.11	146841	1.11
	Date wise Increase/Decrease with reasons				
	Less: Market Sale -05/12/2014	200	-	146641	1.11
	Less: Market Sale -12/12/2014	146641	1.11	-	-
	At the end of the year			-	-
5.	SNIGDHA ANJAN ASHER	111774	0.84	111774	0.84
	Date wise Increase/Decrease with reasons				
	Less: Market Sale -30/09/2014	25	-	111749	0.84
	Less: Market Sale -03/10/2014	1000	0.01	110749	0.83
	Less: Market Sale -10/10/2014	3400	0.03	107349	0.81
	Less: Market Sale -24/10/2014	500	-	106849	0.81
	Less: Market Sale -31/10/2014	1000	0.01	105849	0.80
	Less: Market Sale -07/11/2014	2500	0.02	103349	0.78
	Less: Market Sale -14/11/2014	595	-	102754	0.78
	Less: Market Sale -21/11/2014	102754	0.78	-	-
	At the end of the year			-	-
6	MANGAL BHANSHALI				
	At the beginning of the year	100000	0.75	100000	0.75
	Date wise Increase/Decrease with reasons	No Change during the year			
	At the end of the year			100000	0.75
7	VSL SECURITIES PRIVATE LIMITED				
	At the beginning of the year	93101	0.70	93101	0.70
	Date wise Increase/Decrease with reasons				
	Less: Market Sale -30/06/2014	43101	0.32	50000	0.38
	At the end of the year			50000	0.38



Sr. No.	Shareholder's Name	Shareholdings at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8	PARESH KRISHNAKANT SHAH				
	At the beginning of the year	64030	0.48	64030	0.48
	Date wise Increase/Decrease with reasons				
	Less: Market Sale -05/12/2014	64030	0.48	-	-
	At the end of the year			-	-
9	LSE SECURITIES LTD.				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease with reasons				
	Add: Market Purchase -20/06/2014	6467	0.05	6467	0.05
	Add: Market Purchase -30/06/2014	68807	0.52	75274	0.57
	Add: Market Purchase -11/07/2014	26261	0.20	101535	0.77
	Add: Market Purchase -18/07/2014	10000	0.07	111535	0.84
	Add: Market Purchase -25/07/2014	7645	0.06	119180	0.90
	Add: Market Purchase -01/08/2014	7433	0.06	126613	0.96
	Add: Market Purchase -15/08/2014	50	-	126663	0.96
	Add: Market Purchase -22/08/2014	1500	0.01	128163	0.97
	Add: Market Purchase -29/08/2014	6535	0.05	134698	1.02
	Add: Market Purchase -05/09/2014	300	-	134998	1.02
	Add: Market Purchase -12/09/2014	18949	0.14	153947	1.16
	Add: Market Purchase -19/09/2014	38816	0.29	192763	1.45
	Add: Market Purchase -30/09/2014	22766	0.17	215529	1.63
	Add: Market Purchase -31/10/2014	25750	0.19	241279	1.82
	Add: Market Purchase -31/12/2014	7087	0.05	248366	1.87
	Add: Market Purchase -20/03/2014	151	-	248517	1.87
	Add: Market Purchase -27/03/2014	1276	0.01	249793	1.88
	At the end of the year			249793	1.88
10	BHANDERI SAKARBEN R.				
	At the beginning of the year	59175	0.45	59175	0.45
	Date wise Increase/Decrease with reasons				
	Less: Market Sale -20/06/2014	6175	0.05	53000	0.40
	Less: Market Sale -30/06/2014	6200	0.05	46800	0.35
	Less: Market Sale -25/07/2014	800	-	46000	0.35
	Less: Market Sale -29/08/2014	1500	0.01	44500	0.34
	Less: Market Sale -05/09/2014	1000	0.01	43500	0.33
	Less: Market Sale -12/09/2014	4000	0.03	39500	0.30
	Less: Market Sale -19/09/2014	2500	0.02	37000	0.28
	Less: Market Sale -06/03/2015	200	-	36800	0.28
	At the end of the year			36800	0.28

**v. Shareholding of Director and Key Managerial Personnel**

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	SHARADCHANDRA S. KOTHARI				
	At the beginning of the year	443049	3.34	443049	3.34
	Date Wise Increase/Decrease with reasons				
	Add: Market purchase on November 03, 2014 (Inter-Se Transfer)	1283460	9.68	1726509	13.02
	At the end of the year	-	-	1726509	13.02

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding /accrued but not due for payment.

(₹. in Lacs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	<b>2463.50</b>	<b>916.80</b>	<b>-</b>	<b>3380.30</b>
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not paid	-	-	-	-
<b>Total of (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Change in the Indebtedness during the financial year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
. Additions	-	23.50	-	23.50
. Reduction	-	-	-	-
<b>Net Change</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Indebtedness at the end of the financial year</b>	<b>2463.50</b>	<b>940.30</b>	<b>-</b>	<b>3403.80</b>
iv. Principal Amount	-	-	-	-
v. Interest due but not paid	-	-	-	-
vi. Interest accrued but not due	-	-	-	-
<b>Total of (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**VI. REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole Time Directors and/or Manager

(₹. in Lacs)

Sr. No.	Particulars of Remuneration	Name of the Managing Director	Total Amount in Lacs
		Shri Sharadchandra S. Kothari	
1.	<b>Gross Salary</b>	0	0
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	0	0
	(b) value of perquisites u/s 17(2) Income Tax Act, 1961	0	0
	(c) Profits in lieu of Salary under Section 17(3) Income Tax Act, 1961	0	0
2	Stock Options	0	0
3	Sweat Equity	0	0
4	Commission - As 1% of Profit - Others, specify	0	0
5	Others, please specify Provident Fund and other Funds	0	0
	Performance Bonus	0	0
	Total (A)	0	0
	Ceilings as per Act	0	

**B. Remuneration to Other Directors**

(₹. in Lacs)

Sr No.	Particulars of Remuneration	Name of Directors			Total Amount in Lacs
1.	<b>INDEPENDENT DIRECTORS</b>	<b>Shri L. K. Chaudhari</b>	<b>Shri D. M. Naik</b>	<b>Shri M. D. Sejpal</b>	
	Fee for attending Board/Committee Meetings	0.04	0.02	0.08	0.14
	<b>Total (1)(A)</b>	<b>0.04</b>	<b>0.02</b>	<b>0.08</b>	<b>0.14</b>
	<b>INDEPENDENT DIRECTORS</b>	<b>Shri J. K. Manek</b>	<b>Shri U. T. Chandan</b>	<b>Smt. Falguni K. Manek</b>	
	Fee for attending Board/Committee Meetings	0.18	0.14	0	0.32
	<b>Total (1)(B)</b>	<b>0.18</b>	<b>0.14</b>	<b>0</b>	<b>0.32</b>
	<b>TOTAL 1 (A) + (B)</b>				<b>0.46</b>
2.	<b>OTHER NON-EXECUTIVE DIRECTORS</b>	<b>Shri Mahendra K. Kothari</b>		<b>Shri Shrikant K. Kothari</b>	
	Fee for attending Board/Committee Meetings	0.16		0.08	0.24
	<b>Total (2)</b>	<b>0.16</b>		<b>0.08</b>	<b>0.24</b>
	<b>Total (B)=(1+2)</b>				<b>0.70</b>
	<b>Total Managerial Remuneration</b>				<b>0.70</b>
	<b>Over Ceiling as per the Act</b>				

\* Please note that the amount mentioned above represents sitting fees payable to the Non – Executive and Independent Director

C. Remuneration to Key Managerial Personnel other than Managing Director / Manager / WTD - **NIL**

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NIL**

For **JD ORGOCHEM LIMITED**

Place : Mumbai  
Date : August 14, 2015

**Sharadchandra S. Kothari**  
Chairman and Managing Director  
DIN: 00184421

## ANNEXURE 2 CORPORATE GOVERNANCE

### THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

JD Orgochem Limited strives for attainment of good performance in terms of all its stakeholders' value creation. Corporate governance is considered as an important tool for shareholders protection and maximization of their long term values.

The Company aims towards attainment of high level of transparency, integrity, accountability and fairness in all facets of its operations. The Company believes that good Corporate Governance contributes to a sustainable economic development of corporations by enhancing their performance and increasing shareholders' value. Your Company has complied with the requirements of Corporate Governance as laid down under Clause 49 of the Listing Agreement with the Stock Exchange.

#### A. BOARD OF DIRECTORS

As on March 31, 2015, your Company's Board of Directors consist of 6 (Six) Directors having varied experience in different areas and are leading professionals in respective fields.

The Composition of Board of the Company is in compliance with Clause 49 of the Listing Agreement. The Composition of Board comprises of 50% i.e half of the Board as Independent Directors along with one woman director since the Chairman of the Company is an Executive Director.

The Board comprises of 1 (one) Executive Promoter Director, 2 (two) Non - Executive Promoter Directors 2 (two) Independent Directors and 1(one) Additional Woman Director under Independent Category.

Sr. No.	Name of the Director	Category (Executive/ Non-Executive)	DIN	Number of Board Meetings attended	Whether attended last AGM held on September 24, 2014	Other Directorships held (including in private companies at the year end)	Number of Committee Membership/ Chairmanship in other domestic Companies as at the year end
1	Shri Sharadchandra S. Kothari	Promoter Executive Director	00184421	4	YES	3*	-
2	Shri Mahendra K. Kothari	Promoter Non-Executive Director	00183613	4	YES	5**	-
3	Shri Shrikant K. Kothari	Promoter Non-Executive Director	00184811	4	YES	-	-
4	Shri Jay K. Manek (resigned w.e.f. March 26, 2015)	Independent Director	00184770	4	YES	1***	-
5	Shri Lalit K. Chaudhari (resigned w.e.f. May 28, 2014)	Independent Director	02172746	1	#	-	-
6	Shri Dinkar M. Naik (resigned w.e.f. May 28, 2014)	Independent Director	02601369	1	#	1	-
7	Shri Mitesh D. Sejpal	Independent Director	06562026	3	YES	5****	-
8	Shri Umesh T. Chandan	Independent Director	00184677	3	YES	-	-
9	Smt. Falguni K. Manek (appointed w.e.f. March 31, 2015)	Independent Director	07162562	#	#	-	-

\* In 2 Private Companies and 1 Public company

\*\*In 3 Private Companies and 1 Non Profit Organisation company

\*\*\*In 1 Public Company

\*\*\*\* in 5 Private Companies

# Shri Lalit K. Chaudhari and Shri Dinkar M. Naik resigned on May 28, 2014. Smt. Falguni K. Manek being appointed on March 31, 2015, her attendance in Annual General Meeting is not applicable.

None of the directors except Shri. Mahendra K. Kothari and Shri. Shrikant K. Kothari are related to each other in terms of provisions of the Companies Act, 2013.

During the Financial Year 2014-15, there were 4 (four) meetings of the Board of Directors and the gap between the two meetings did not exceed 120 days as per the requirements of the Companies Act, 2013. The meetings were held on May 28, 2014, August 08, 2014, November 14, 2014 and January 30, 2015 respectively.

#### **Audit Committee**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with the provisions of Clause 49 of the Listing Agreement, the Board had constituted an Audit Committee. Shri Jay K. Manek (Independent Director) is the Chairman of the Committee. Shri Mahendra K. Kothari (Non Executive Director) and Shri Umesh T. Chandan (Independent Director) are the other members. Shri Lalit K. Chaudhari had resigned as Director of the Company on May 28, 2014, therefore, the Committee had been reconstituted for the financial year 2014-15. During the financial year 2014 -15, 4 (four) meetings of the Audit Committee were held on May 28, 2014, August 08, 2014, November 14, 2014 and January 30, 2015 respectively.

Sr. No.	Dates on which the Audit Committee Meetings were held	Attendance of Directors			
		Shri Lalit K. Chaudhari*	Shri Jay K. Manek	Shri Mahendra K. Kothari	Shri Umesh T. Chandan
1.	May 28, 2014	Attended	Attended	Attended	-
2.	August 08, 2014	N.A.	Attended	Attended	Attended
3.	November 14, 2014	N.A.	Attended	Attended	Attended
4.	January 30, 2015	N.A.	Attended	Attended	Attended

The terms of reference of the Audit Committee is as set out in Clause 49 of the Listing Agreement with BSE Limited read with Section 177 of the Companies Act, 2013 and applicable rules thereof.

\* Shri Lalit K. Chaudhari resigned on May 28, 2014, hence his attendance in subsequent Audit Committee is not applicable.

#### **Nomination and Remuneration Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013 read with the provisions of Clause 49 of the Listing Agreement, the Board has constituted the Nomination and Remuneration Committee. Shri Jay K. Manek (Independent Director) is the Chairman of the Committee. Shri Mitesh D. Sejjal (Independent Director) and Shri Umesh T. Chandan (Independent Director) are the other members of the Committee. Shri Lalit K. Chaudhari resigned as Director of the Company on May 28, 2014, the Committee was reconstituted for the financial year 2014-15.

During the Financial Year 2014-15, 1 (one) meeting of the Nomination and Remuneration Committee was held on January 30, 2015

Sr. No.	Dates on which the Nomination and Remuneration Committee Meeting were held	Attendance of Directors			
		Shri Lalit K. Chaudhari*	Shri Jay K. Manek	Shri Mitesh D. Sejjal	Shri Umesh T. Chandan
1	January 30, 2015	N.A.	Attended	Attended	Attended

\* Shri Lalit K. Chaudhari resigned on May 28, 2014, hence his attendance in subsequent Nomination and Remuneration Committee is not applicable.

The Chairman of the Nomination and Remuneration Committee was present at the 40th Annual General Meeting held on September 24, 2014. The terms of reference of the Nomination and Remuneration Committee is as set out in Clause 49 of the Listing Agreement with BSE Limited read with Section 178 of the Companies Act, 2013 and applicable rules and schedules thereof. The committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The committee is governed by the same rules regarding meetings as are applicable to the Board

### Nomination and Remuneration Policy

The Board has on the recommendation of the Nomination and Remuneration Committee adopted the following policies:

1. Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees.
2. Policy For Determining Qualifications, Positive Attributes, Independence of an Independent Director and Criteria For Evaluation is annexed to Directors' Report (**Annexure - 4 & 4.1**)

Details of remuneration to all the directors are as follows:

Sr. No.	Name of Director	Category	Salary and Perquisites	Commission	Sitting Fees
1	Shri Sharadchandra S.Kothari	Promoter Executive Director	-	-	-
2	Shri Mahendra K. Kothari	Promoter Non-Executive Director	-	-	16,000
3	Shri Shrikant K. Kothari	Promoter Non-Executive Director	-	-	8,000
4	Shri Jay K. Manek (resigned w.e.f. March 26, 2015)	Independent Director	-	-	18,000
5	Shri Lalit K. Chaudhari (resigned w.e.f. May 28, 2014)	Independent Director	-	-	4,000
6	Shri Dinkar M. Naik (resigned w.e.f. May 28, 2014)	Independent Director	-	-	2,000
7	Shri Mitesh D. Sejal	Independent Director	-	-	8,000
8	Shri Umesh T. Chandan	Independent Director	-	-	14,000
9	Smt. Falguni K. Manek (appointed w.e.f. March 31, 2015)	Independent Director	-	-	-

Apart from the above remuneration, there were no material pecuniary relationship or transactions by the Company with Non Executive Directors as well as Independent Directors, during the Financial Year 2014-15.

### Stakeholders Relationship Committee

In compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement the Company had changed the nomenclature of Share Transfer/Investors Grievances Committee to Stakeholders Relationship Committee at its Board meeting held on May 28, 2014. Shri. Umesh T. Chandan is the Chairman of the Committee, Shri. Sharadchandra S. Kothari and Shri. Mahendra K. Kothari are the members of the Committee. Shri Lalit K. Chaudhari who was a Member, resigned as Director of the Company on May 28, 2014.

During the Financial Year 2014-15, 16 (Sixteen) meetings of the Committee were held on April 30, 2014, May 21, 2014, June 11, 2014, July 02, 2014, July 30, 2014, August 20, 2014, August 27, 2014, September 13, 2014, November 12, 2014, November 19, 2014, December 24, 2014, January 07, 2015, January 21, 2015, February 11, 2015, February 25, 2015 and March 18, 2015 which were attended by the members as under:-

Sr. No.	Dates on which the Stakeholder Relationship Committee Meetings were held	Attendance of Directors			
		Shri Lalit K. Chaudhari*	Shri Umesh T. Chandan	Shri Sharadchandra S. Kothari	Shri Mahendra K. Kothari
1	April 30, 2014	Attended	Attended	-	-
2	May 21, 2014	Attended	Attended	-	-
3	June 11, 2014	N.A.	Attended	Attended	Attended
4	July 02, 2014	N.A.	Attended	Attended	Attended
5	July 30, 2014	N.A.	Attended	Attended	Attended
6	August 20, 2014	N.A.	Attended	Attended	Attended
7	August 27, 2014	N.A.	Attended	Attended	Attended
8	September 13, 2014	N.A.	Attended	Attended	Attended
9	November 12, 2014	N.A.	Attended	Attended	Attended
10	November 19, 2014	N.A.	Attended	Attended	Attended
11	December 24, 2014	N.A.	Attended	Attended	Attended
12	January 07, 2015	N.A.	Attended	Attended	Attended
13	January 21, 2015	N.A.	Attended	Attended	Attended
14	February 11, 2015	N.A.	Attended	Attended	Attended
15	February 25, 2015	N.A.	Attended	Attended	Attended
16	March 18, 2015	N.A.	Attended	Attended	Attended



\* Shri Lalit K. Chaudhari resigned on May 28, 2014, hence his attendance in subsequent Stakeholder Relationship Committee is not applicable.

During the year under review, No complaints were received from shareholders.

All valid share transfers received during the year under review have been acted upon and no such transfer is pending.

**Corporate Social Responsibility Committee:**

In compliance with the Section 135 of the Companies Act, 2013 the Board had constituted Corporate Social Responsibility Committee. Shri Mitesh D. Sejpal is the Chairman of the Committee. Shri Sharadchandra S. Kothari and Shri Umesh T. Chandan are the other members of the Committee.

Terms of Reference of this Committee are as follows:

1. To ensure an increased commitment at all levels in the organisation, to operate its business in an economically, socially and environmentally sustainable manner, while recognising the interests of all its stakeholders.
2. To directly or indirectly take up programmes that benefit the communities in and around its work centres and results, over a period of time, in enhancing the quality of life and economic well-being of the local populace.
3. To generate, through its CSR initiatives, a community goodwill for the Company and help reinforce a positive and socially responsible image of the Company as a corporate entity.

Since the Company is a loss making entity, it has not undertaken any CSR activity.

**B. GENERAL BODY MEETINGS**

Details of Previous three Annual General Meeting (AGM) is as follows:

AGM	YEAR	VENUE	DATE	TIME	NO. OF SPECIAL RESOLUTION PASSED
38 <sup>th</sup>	2011-12	301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018.	September 28, 2012	10.00 am	NIL
39 <sup>th</sup>	2012-13	301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018.	September 24, 2013	10.00 am	NIL
40 <sup>th</sup>	2013-14	301, Sumer Kendra, P. B. Marg, Worli, Mumbai – 400 018.	September 24, 2014	10.00 am	<ul style="list-style-type: none"> <li>• Appointment of Shri. Sharadchandra S. Kothari as the Managing Director of the Company.</li> <li>• Adoption of new set of Articles of Association.</li> </ul>

During the Financial Year 2014-15, the Company had not passed any special resolution through Postal Ballot.

**C. CODE OF CONDUCT**

The Board of Directors has revised and adopted the revised Code of Conduct for Directors and Senior Management Personnel. The said Code has been communicated to the Directors and the Members of the Senior Management.

**D. MATERIAL RELATED PARTY TRANSACTIONS**

There were related party transactions entered by the Company during the financial year 2014 -15, which were on arm's length basis and in ordinary course of business, as per Section 188 of the Companies Act, 2013 and applicable Rules thereof. However, Company did not enter into any material related party transactions under Clause 49 of the Listing Agreement.

**E. NON-COMPLIANCES BY COMPANIES, PENALTIES, STRICTURES IMPOSED BY STOCK EXCHANGES/SEBI OR ANY STATUTORY AUTHORITY ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS.**

There were no penalties and strictures imposed by Stock Exchanges/SEBI or any Statutory Authority on matter related to capital markets during the last three years.

**F. DISCLOSURE OF ACCOUNTING TREATMENT**

The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable in preparation of the financial statements.

**G. MATERIAL SUBSIDIARY COMPANY**

The Company does not have any material subsidiary as defined under Clause 49 of the Listing Agreement.

**H. WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The details regarding Whistle Blower Policy/Vigil Mechanism is provided in the Directors' Report.

**I. MANDATORY COMPLIANCES UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

The Company had complied with all the mandatory requirements under Clause 49 of the Listing Agreement in respect of Corporate Governance.

**J. ADOPTION OF THE NON MANDATORY REQUIREMENTS UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

1. The Company has Executive Chairman hence the norms regarding payment of expenses incurred by a Non executive Chairman in execution of his duties is Not applicable.
2. Company does not provide a half yearly declaration of financial performance including summary of the significant events in last six months each household of shareholders.
3. Company is moving towards a regime of unqualified financial statements
4. The Company has not appointed separate persons for the post of Chairman and Managing Director/CEO

**K. MEANS OF COMMUNICATION**

The financial results of the Company during the year are reported as mentioned below:

Quarterly results normally published/proposed to be published in Newspapers	In English – Free Press Journal In Marathi - Navshakti
Details of Company Website where results are displayed	www.jdorgochem.com
Whether it displays official news release and the presentations, if any made to institutional investors or to the analysts	Yes

**L. GENERAL SHAREHOLDERS INFORMATION:**

**1 41<sup>st</sup> Annual General Meeting:**

Date and Time : Tuesday, September 29, 2015 at 10.00 a.m.

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

**2 Financial Calendar :**

First Quarterly results on or before August 14, 2015

Second Quarterly results on or before November 15, 2015

Third Quarterly Results on or before February 15, 2016

Audited Yearly Results on or before May 30, 2016

**3 Date of Book Closure: September 23, 2015 to September 29, 2015 (both days inclusive)**

**4 Delisted : NSE Ltd.**

**5 Listing : BSE Ltd.**

**6 Stock Code : 524592**

**7 ISIN Code : INE263B01022**

**8 CIN : L24100MH1973PLC016908**

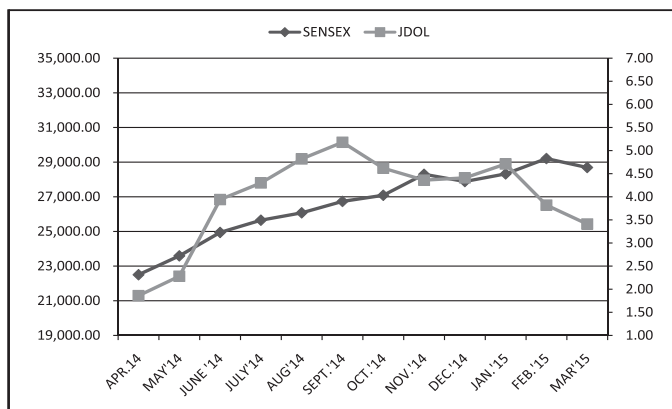
**M. DEMATERIALISATION OF SHARES**

As on March 31, 2015, 1,24,21,430 Equity Shares of the Company are dematerialized form constituting 93.75% of total paid up share capital of the Company.

**N. OUTSTANDING GDR/ADR – Not Applicable**

**O. MONTHLY HIGH AND LOW DURING EACH MONTH OF THE FINANCIAL YEAR 2014-15 AND SENSEX COMPARISON BSE LIMITED**

MONTH	BSE (₹)	
	HIGH	LOW
April 2014	2.07	1.55
May 2014	2.69	1.94
June 2014	5.62	2.62
July 2014	4.77	3.45
August 2014	5.30	4.30
September 2014	6.25	4.47
October 2014	5.07	4.19
November 2014	5.19	3.42
December 2014	4.80	3.74
January 2015	5.55	4.13
February 2015	4.33	3.41
March 2015	4.12	3.10



**P. SHARE TRANSFER SYSTEM**

All the share related work is undertaken by our Registrar and Share Transfer Agent, M/s. Sharepro Services (India) Private Limited, Mumbai. Stakeholder Relationship Committee approves the share transfer, transmission, split and consolidation, amongst others of the Shares. The Shareholders'/Investors' Grievances are also addressed by the Company's Registrars and Transfer Agent.

**Q. RECONCILIATION OF SHARE CAPITAL:**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out reconciliation of share capital to reconcile the total admitted, issued and listed capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**R. SHAREHOLDING PATTERN AS ON MARCH 31, 2015:**

Sr. No.	Particulars	No. of Shares Held	% of Shares Held
1.	Promoters	84,57,886	63.83
2.	Mutual Funds & UTI	5,300	0.04
3.	Banks/ Financial Institutions	42,357	0.32
4.	Foreign Financial Institutions	8,500	0.06
5.	Foreign Financial Bank	800	0.01
6.	Private Corporate Bodies	5,05,493	3.82
7.	Indian Public	38,41,015	28.99
8.	NRIs/OCBs	56,700	0.43
9.	Any Other-(Non-promoter Director and Relatives of Directors)	3,200	0.02
10.	Trust	3,28,749	2.48
	<b>Total</b>	<b>1,32,50,000</b>	<b>100.00</b>

**S. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2015:**

No. of Shares	No. of Shareholders	% of Total Shareholders	Total No. of Shares	% of Total Shares
Upto - 500	8,695	89.70	12,09,529	9.13
501 - 1,000	497	5.13	4,22,539	3.19
1,001 - 2,000	231	2.38	3,60,298	2.72
2 001 - 3,000	82	0.85	2,08,472	1.57
3,001 - 4,000	34	0.35	1,19,440	0.90
4,001 - 5000	53	0.55	2,51,500	1.90
5,001 - 10,000	39	0.40	2,87,965	2.17
10,001- above	62	0.64	1,03,90,257	78.42
<b>TOTAL</b>	<b>9693</b>	<b>100.00</b>	<b>86,89,700</b>	<b>100.00</b>

**T. FOLLOWING NON-EXECUTIVE DIRECTORS HELD SHARES OF THE COMPANY AS UNDER:**

Sr. No.	Name of the Directors	No. of Shares
1	Shri Mahendra K. Kothari	NIL
2	Shri Shrikant K. Kothari	NIL
3	Shri Jay K. Manek (resigned w.e.f. March 26, 2015)	NIL
4	Shri Lalit K. Chaudhari (resigned w.e.f. May 28, 2014)	300
5	Shri Dinkar M. Naik (resigned w.e.f. May 28, 2014)	NIL
6	Shri Mitesh D. Sejjpal	NIL
7	Shri Umesh T. Chandan	300
8	Smt. Falguni K. Manek (resigned w.e f August 10, 2015)	NIL

**U. PLANTS / FACTORIES:**

Sr. No.	Plant/Factories	Address
1	<b>Patalganga Unit</b>	Plot No. A-4/2, MIDC Industrial Area, Patalganga, Taluka - Khalapur, District - Raigad, Pin Code - 410 220, Maharashtra

**V. ADDRESS FOR INVESTOR CORRESPONDENCE**

Sr. No.	Particulars	Address
1	REGISTRAR AND SHARE TRANSFER AGENTS	Ms. Indira Karkera - Vice President M/s. Sharepro Services (India) Private Limited Unit: JD Orgochem Limited 13 AB, Samhita Warehousing Complex, Second Floor, Saki Naka Telephone Exchange Off. Andheri - Kurla Road, Saki naka, Andheri (East), Mumbai – 400 072 Telephone - +91 22 6772 0300 +91 22 6772 0334 Fax: +91 22 2837 5646 E-mail Id : Sharepro@shareproservices.com Website : www.shareproservices.com
2	INVESTOR RELATIONS CENTER AND ADDRESS FOR CORRESPONDENCE	M/s. Sharepro Services (India) Private Limited 912 , Raheja Centre, Free Press Journal Road, Nariman point, Mumbai – 400 021
3	INVESTOR RELATIONS CENTER AND ADDRESS FOR CORRESPONDENCE	The Chairman and Managing Director JD Orgochem Limited 301, Sumer Kendra, P. B Marg, Worli, Mumbai – 400 018 Telephone +91 22 3042 3048/49 Fax +91 22 3042 3434/33 E-mail id : info@jaysynth.com Investor's Complaint : jsec@jaysynth.com

**W. PROHIBITION OF INSIDER TRADING**

The Company has adopted and put in place the Policy on the prohibition of Insider Trading based on SEBI regulation of Insider Trading Regulations 1992("the Regulations"). The Company also has in place the code of conduct for regulating and reporting trading by insider and for fair disclosure, 2015 based on SEBI (Prohibition of Insider Trading) Regulations, 2015. Further the Company takes annually as well as event based disclosures as required under the aforesaid Regulations.

**X. ANNUAL LISTING FEES**

The Annual listing fee for the financial year 2015-16 has been paid to BSE Limited. The Equity Shares of the Company has been delisted from National Stock Exchange (India) Limited (NSE) w.e.f. from July 18, 2014

**Y. CEO CERTIFICATION**

Shri. Sharadchandra S. Kothari, Chairman and Managing Director of the Company has provided annual certification on financial reporting and internal controls to the Board in term of Clause 49 of the Listing Agreement. Further Shri. Sharadchandra S. Kothari, Chairman and Managing Director of the Company also provides quarterly certification on financial results to the Board in terms of Clause 41 of the Listing Agreement.

**Auditors' Certificate On Corporate Governance**

**TO THE MEMBERS OF JD ORGOCHEM LIMITED**

The Board of Directors  
JD Orgochem Limited

We have examined the compliance of the conditions of Corporate Governance by JD Orgochem Limited for the year ended on March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the condition of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For MAGANLAL & AJAY MEHTA**  
Chartered Accountants

**(MAGANLAL THACKER)**  
Partner

**Place : Mumbai**  
**Date : August 14, 2015**

**Membership No.4549**  
**Firm Registration No. 105730W**

**DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To,  
The Members,  
JD Orgochem Limited,

I hereby confirm that as required under Clause 49 of the Listing Agreement with the BSE Limited (BSE), all the Directors and Senior Management Personnel have affirmed their compliance with Company's Code of Conduct for Directors and Senior Management Personnel for the year ended March 31, 2015.

**For JD ORGOCHEM LIMITED**

**Sharadchandra S. Kothari**  
Chairman and Managing Director  
DIN: 00184421

**Place : Mumbai**  
**Date : August 14, 2015**



**CEO AND CFO CERTIFICATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To the Board of Directors  
JD Orgochem Limited  
Mumbai - 400018

I, Sharadchandra S. Kothari, Chairman and Managing Director of JD Orgochem Limited, to the best of my knowledge and belief certify that:

1. I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. I also state that to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. I accept the responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
4. I have indicated to the auditors and the Audit Committee on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
  - a) Significant changes, if any, in internal control over financial reporting during the year;
  - b) Significant changes, if any, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and Mangesh N. Patil Chief Financial Officer
  - c) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**Place: Mumbai**  
**Date: August 14, 2015**

**Sharadchandra S. Kothari**  
**Chairman and Managing Director**  
**DIN:00184421**

## Annexure 3

**Management Discussion and Analysis Report****INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Dyes industry in India is one of the most important segments in the chemical industry which has forward and backward linkages with a variety of sectors like textiles, printing inks and foodstuffs. Dyes are colouring pigments that find application in a variety of industries. The origin of the Indian dyestuff industry can be traced to the fifties when most dyes and intermediaries were totally imported in the country. Thereafter, gradually manufacturing of dyestuffs picked up in the country and in the early eighties this industry started export in good quantity. Indian dyestuff industry is today totally self-sufficient with majority of inputs manufactured locally. India is currently producing all varieties of synthetic dyestuffs and also backward integrated with intermediates. India has emerged as a global supplier of dyestuffs and dye intermediates, particularly for reactive, acid, base, vat and direct dyes. India accounts for approximately 6% of the world production of the sector of the industry. Further India accounts for approximately 16% of the world production of dyestuff and dye intermediates. India's low per capita chemical consumption coupled with rising income levels offers significant growth opportunities for the industry. However, for capitalizing on these opportunities, the industry needs to address the challenges of appropriate skilling of the workforce, bridging technology gaps, securing access to raw material, ensuring compliance to global standards and creating industry specific infrastructure.

**OPPORTUNITIES AND THREATS**

Like every industry, dyestuff Industry has its own share of opportunities and threats to face to survive in the market. Industry has a potential for technology up-gradation to provide value added products. Further developed countries are looking at outsourcing dyes production to developing countries, as production facilities shift base to Asian countries like India and China. However the industry faces infrastructure challenges as there is a lack of ideal, dedicated and adequate availability of land at suitable locations. There is a shortage of skilled manpower for the dyestuff and pigment industry. On environment front, though there are other industries, which are equally or more polluting, dyes industry is considered to be the most polluting due to visibility of color. Poor image due to wrong public perception is affecting the industry. There is also the challenge of several small and medium sized units with outdated technology

**OUTLOOK**

The markets look positive and encouraging for the dyes and intermediates segment. There is an expected growth of 6% per year. There are various contributory factors for such growth like expansion of the middle class, particularly in the Asia Pacific and Africa-Mideast regions, which is accelerating global consumer spending, which is beneficial to textiles sector. It is also estimated that dyes consumption will remain concentrated in the Asia Pacific region, where the majority of world textile and consumer plastic product production occurs. While China still remains the dominant global consumer of dyes, rapid growth will also be experienced in smaller Asian markets such as Bangladesh, India, and Vietnam as textile producers continue to move production to countries with the lowest labour costs. Rising consumer spending will drive increased demand for organic colorants in textiles and plastics, while strong growth in global construction activity will boost demand in paints and coatings.

**RISKS AND CONCERNS**

Since the Company operates in the chemical sector the most important risk is of the Environmental Laws. Any change in the environmental laws of the state or country of export would damage the current business position. Major raw materials to the company are always under inflationary pressure this is usually due to supply and demand of the raw materials coupled with the fact that 90% of the competition is locally confined to just two states in India i.e Gujarat and Maharashtra. There is a lot of volatility in prices of the raw material in the Dyestuff Industry, further they are directly linked with the crude oil prices which is a major cause of concern to the business. Further there are numerous other factors affecting the business; stringent controls in running the manufacturing units being one of them. The development in technology in this industry is very slow compared to other industries. Further the margins in the business being meagre, companies avoid spending on innovations. Further the business operations of the Company are also exposed to a variety of financial risks such as market risk (foreign exchange risk, interest rate risk and price risk), credit risk, liquidity risk etc.

The borrowings of the Company as on March 31, 2015 were ₹. 3403.80 lacs.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate system of internal controls to ensure that all the assets are safeguarded and are productive. Necessary checks and balances are in place to ensure that transactions are adequately authorized and reported correctly. The Audit Committee of the Board reviews these and the Company, when needed, takes corrective actions.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Company could not restart the manufacturing operations during the financial year due to financial constraints. Resumption of production facilities of Patalganga unit will require heavy capital expenditure and the Company currently is not in the position to incur the same. During the year the Company had undertaken trading activity and sold some old machinery. Net sales of the Company for the year under review were ₹. 82.96 lacs. Total revenue for the year aggregated to ₹. 120.67 lacs as against ₹. 98.08 lacs for the previous year. Net loss before exceptional items and taxes for the year were ₹. 107.55 lacs as against Rs 290.10lacs.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES**

The Company had only 1 employee during the Financial Year 2014-15. Further as the Company did not conduct any operations, there was no material development in human resource aspect of the Company.

The Company had only 1 employee as on March 31, 2015, as the Company had not undertaken any operation.

**CAUTIONARY STATEMENT**

Management Discussion and Analysis Report contain forward looking statements describing the Company's projections and estimates. These are based on certain assumptions and expectations of future events. The Company cannot guarantee the realisation of projections as the actual results may differ due to factors like prices of raw materials, demand-supply conditions, changes in government regulations, tax structures, etc., which are beyond the control of the management.

## Annexure 4

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

**1. INTRODUCTION**

The primary objective of the remuneration policy is to provide a framework and set standards for paying remuneration to the Directors, Key Managerial Personnel and Other Employees. The Company has therefore formulated the remuneration policy keeping in view the following objectives:

- 1.1. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, Key Managerial Personnel and Other Employees, to run the company successfully;
- 1.2. Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks;
- 1.3. Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals;
- 1.4. Ensuring that remuneration packages for Directors, Key Managerial Personnel and Other Employees of the Company are fixed taking into account factors including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines; and
- 1.5. Ensuring that the Nomination and Remuneration Committee consults with the Chairman and Managing Director of the Company and Human Resource Department as it deems appropriate, whenever required.

**2. SCOPE OF REMUNERATION POLICY:**

- 2.1 This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and Other Senior Management Personnel of the Company.

**3. TERMS AND REFERENCES:**

In this Policy, the following terms shall have the following meanings:

- 3.1 "Director" means a director appointed to the Board of the Company.
- 3.2 "Key Managerial Personnel" means
  - (i) the Chief Executive Officer or the managing director or the manager;
  - (ii) the company secretary;
  - (iii) the whole-time director;
  - (iv) the Chief Financial Officer; and
  - (v) such other officer as may be prescribed under the Companies Act, 2013
- 3.3 "Nomination and Remuneration Committee" means the committee constituted by Board of JD Orgochem Limited in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the BSE Limited.

**4. POLICY****4.1 Remuneration to Executive Directors and Key Managerial Personnel**

- 4.1.1 The Board, on the recommendation of the Nomination and Remuneration ('NR') Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
- 4.1.2 The Board, on the recommendation of the NR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- 4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

- (i) Basic Pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual Performance Bonus

4.1.4 The Annual Plan and Objectives for Executive Directors and Key Managerial Personnel shall be reviewed by the NR Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.

#### **4.2 Remuneration to Non-Executive Directors**

4.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

4.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees subject to the approval of the Board.

4.2.3 The sitting fees to the Independent Directors shall not be less than the sitting fee payable to other directors.

#### **4.3 Remuneration to Other Employees**

4.3.1 Other Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs. The remuneration of the other employees will be finalised by the Chairman of the Board in consultation with the Human Resource Department.

**Annexure 4.1****POLICY FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF AN INDEPENDENT DIRECTOR AND CRITERIA FOR EVALUATION****1. INTRODUCTION**

- 1.1 The primary objective of this policy is to provide a framework and set standards for identifying qualifications and positive attributes for the Directors and Senior Management Personnel.
- 1.2 The policy aims at providing framework for evaluating the performance of all directors.
- 1.3 The policy aims to determine the criteria for independence of the independent director.
- 1.4 The policy also aims to achieve a balance of merit, experience and skills amongst its Directors and Senior Management Personnel.

**2. SCOPE OF THE POLICY**

- 2.1. This policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and Senior Management Personnel and to determine the independence in case of Independent Directors of the Company.

**3. TERMS AND REFERENCES**

In this Policy, the following terms shall have the following meanings:

- 3.1. "Director" means a director appointed to the Board of a company.
- 3.2. "Nomination and Remuneration Committee" means the committee constituted by Board of JD Orgochem Limited in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement of the BSE Limited.
- 3.3. "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II) (B) of the Listing Agreement of the BSE Limited.
- 3.4 The term "Senior Management Personnel" shall have the same meaning as given under the explanation under Section 178 of the Companies Act, 2013.

**4. POLICY**

- 4.1. Role and responsibilities of the Nomination and Remuneration ('NR') Committee:

- 4.1.1 Reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to Complement the Company's corporate strategy, with the objective to diversify the Board;
- 4.1.2 Identifying individuals suitably qualified to be appointed as Directors and Senior Management Personnel of the Company;
- 4.1.3 Assessing the independence of Independent Directors;
- 4.1.4 Such other key issues/matters as may be referred by the Board or as may be necessary in view of the Listing Agreement and provision of the Companies Act 2013 and Rules made thereunder.

- 4.2 Qualifications, Positive Attributes and Criteria for Appointment of Director and Senior Management Personnel:

- 4.2.1 General understanding of the Company's business dynamics, global business;
- 4.2.2 Educational and professional background;
- 4.2.3 Expertise in specific function;
- 4.2.4 Industry experience;
- 4.2.5 Demonstrable leadership skills;
- 4.2.6 Standing in the profession;
- 4.2.7 Personal and professional ethics, integrity and values;
- 4.2.8 Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- 4.2.9 Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively; and
- 4.2.10 Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel.

**4.3. Qualifications, Positive Attributes and Criteria for Appointment of Director in specific:**

- 4.3.1. Shall possess a Director Identification Number;
- 4.3.2. Shall not be disqualified under the Companies Act, 2013;
- 4.3.3. Shall give his written consent to act as a Director;
- 4.3.4. Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee member, the Committee Meetings;
- 4.3.5. Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every Financial Year and thereafter whenever there is a change in the disclosures already made;
- 4.3.6. Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Listing Agreements and other relevant laws.

**4.4 Criteria for evaluation of Directors including Independent Directors:**

- 4.4.1. Anticipated contribution / value addition to the growth of the organisation;
- 4.4.2. Non- Compliance with applicable statutory provisions and other aspects/functions as may be applicable from time to time;
- 4.4.3. Attendance, complete participation and significant contribution to the matters referred in the meetings of Board and Committees of Board;
- 4.4.4. Raising of concerns to the Board;
- 4.4.5. Safeguard of confidential information
- 4.4.6. Rendering independent, unbiased opinion on the resolutions at the meetings;
- 4.4.7. Being updated of the events in the industry;
- 4.4.8. Knowledge and being updated of the day to day affairs of the Company;
- 4.4.9. Appropriate consideration of internal audit reports, management responses and steps towards improvement;
- 4.4.10. Initiative in terms of new ideas and planning for the Company;
- 4.4.11. Safeguarding interest of whistle-blowers under vigil mechanism;
- 4.4.12. Professional skills, problem solving, and decision-making;
- 4.4.13. Compliance with policies of the Company, ethics, code of conduct, etc.;
- 4.4.14. Reporting of frauds, violation etc.;
- 4.4.15. Sharing information in planning the future and other business and operational strategies; and
- 4.4.16. Any other parameter/s, as may be considered fit and necessary.

**4.5. Criteria for Independence of Independent Director**

- 4.5.1. The NR Committee shall assess the independence of Directors at the time of appointment / reappointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by the Director.
- 4.5.2. The criteria of independence of directors shall be the same as laid down under the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the BSE Limited.
- 4.5.3. The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

**4.6. Criteria for evaluating the performance of the Board and Committees of the Board**

- 4.6.1. Composition of Board / Committees of the Board viz; Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee as per the requirement of the Companies Act, 2013.
- 4.6.2. Board / Committee process
- 4.6.3. Decision Making process at the Board / Committee Meeting
- 4.6.4. Information shared at the Board / Committee Meeting by the members
- 4.6.5. Frequency of the Board/Committee Meeting
- 4.6.6. Updation of Knowledge relating to the Business and Laws at the Board / Committee Meeting by the members.

**Annexure 5**  
**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 2014-2015**

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

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s JD ORGOCHEM LIMITED** (hereinafter called "the Company"), incorporated on **5<sup>th</sup> October, 1973** having **CIN:L24100MH1973PLC016908** and Registered office at 301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400018. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and the Bye-Laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- (v) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (vi) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
- (vii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **NOT APPLICABLE**
- (viii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **NOT APPLICABLE**
- (ix) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-**NOT APPLICABLE**
- (x) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (xi) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

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

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India: - **Not Notified**
- (ii) The Listing Agreement entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except for the following observations:



**I. COMPANIES ACT AND THE RULES MADE THEREUNDER**

1. As per Section 203 (Appointment of Key Managerial Personnel) of the Companies Act, 2013 and the rules made thereunder, the Company is required to appoint a Chief Financial Officer (CFO) and a Company Secretary (CS) from the date of notification of the Section 203 i.e 01<sup>st</sup> April, 2014 as the said Section is been effect from this date, however, the Company has not yet appointed a CFO and a CS as on 31<sup>st</sup> March, 2015 under the Section 203.
2. The Company was required pass a Special Resolution in its General Meeting to increase its borrowing limits as per Section 180(1)(c) of the Companies Act, 2013 and the rules made thereunder, however, has failed to pass such resolution and have borrowed money during the period under audit.
3. The Board of Directors vide Circular Resolution passed on 31<sup>st</sup> March, 2015 approved the appointment of Ms. Falguni Manek as an Additional Director under the capacity of women Non Executive Independent Director w.e.f 31<sup>st</sup> March, 2015, however, the DIN of Ms. Falguni Manek was generated on 18<sup>th</sup> April, 2015.

We further report that

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

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

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

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

We further report that during the audit period the company has:

1. The Company has voluntarily delisted its Equity Shares from the National Stock Exchange of India Limited (NSE) w.e.f 18<sup>th</sup> July, 2014.
2. The members of the Company vide Special Resolution passed in Annual General Meeting held on 24<sup>th</sup> September, 2014 have adopted a New Set of Articles of Associations of the Company.

**For Kaushal Dalal & Associates  
Company Secretaries**

**Date : 29<sup>th</sup> July, 2015  
Place : Mumbai**

**Kaushal Dalal  
Proprietor  
M. No: 7141 CP No: 7512**

**ANNEXURE-I**

<b>Sr. No.</b>	<b>Name of the Other Acts</b>
1	Hazardous Waste (Management and Handling) Rules, 1989 amended 2000 and 2003
2	Manufacture, Storage and Import of Hazardous Chemical Rules, 1989 amended 2000
3	Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996
4	Public Liability Insurance Act, 1991 amended 1992 and Rules
5	The Gas Cylinder Rules, 2004
6	The Static and Mobile Pressure Vessels (Unfired) Rules, 1981
7	Factories Act, 1948
8	The Merchant Shipping Act, 1958 and amendments
9	Labour Laws and other incidental Laws related to the employees appointed by the Company either on its payroll or on the contractual basis as related to the wages, provident fund, Gratuity, ESIC, Compensation etc
10	Foreign Contribution Regulation Act, 2010
11	Foreign Exchange Management Act, 1999/ Foreign Direct Investment Policy
12	Information Technology Act, 2000
13	Consumer Protection Act, 1986
14	Acts Specified under the Direct and the Indirect tax
15	Acts prescribe under the Environmental Protection
15	Acts prescribe under the prevention and control of the pollution.
16	General Clauses Act, 1897

**For Kaushal Dalal & Associates  
Company Secretaries**

**Date : 29<sup>th</sup> July, 2015  
Place : Mumbai**

**Kaushal Dalal  
Proprietor  
M. No: 7141 CP No: 7512**

**TO,  
THE MEMBERS,  
JD OGOCHEM LIMITED**

- Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis (by verifying records made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- Wherever required, we have obtained Management representation about the compliance of laws, rules and regulations and occurrence of events.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance.
- The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Kaushal Dalal & Associates  
Company Secretaries**

**Date : 29<sup>th</sup> July, 2015  
Place : Mumbai**

**Kaushal Dalal  
Proprietor  
M. No: 7141 CP No: 7512**

### Annexure 6

#### **Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rule, 2014**

Information in accordance with the provisions of Section 134(m) of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014.

**a. Conservation of Energy**

Your Company adopts following steps towards conservation of energy

The Company was not in operation during Financial Year 2014-15.

**b. Technology Absorption**

Efforts, in brief, made towards technology absorption.

**The Company has not undertaken any efforts towards technology absorption**

In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished: **Not Applicable**

**c. Expenditure incurred on Research and Development**

Company has not incurred any expenditure on research and development during the Financial Year 2014 -15.

**d. Foreign exchange earnings and Outgo.**

Details relating to Conservation of Energy, Technology, Absorption and Foreign Exchange Earnings and Outgo as required pursuant to the provisions of Section 134 of the Companies Act, 2013 are as follows.

(₹. in Lacs)

Sr. No	Particulars	2014-15	2013-14
1	Foreign Exchange Earned	-	-
2	Foreign Exchange Used	-	-

For JD ORGOCHEM LIMITED

Place : Mumbai  
Date : August 14, 2015

**Sharadchandra S. Kothari**  
Chairman and Managing Director  
DIN: 00184421

## Annexure 7

**Form AOC-2 (Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - <b>NIL</b>	
2. Details of material contracts or arrangement or transactions at arm's length basis	
(a) Name(s) of the related party and nature of relationship	a) Jaysynth Dyestuff (India) Limited b) Jay Instruments and Systems Private Limited
(b) Nature of contracts/arrangements/ transactions	a) Jaysynth Dyestuff (India) Limited - Company has given on lease its Patalganga Unit for a period of three years b) Jay Instruments and Systems Private Limited - Company has given on lease its Patalganga Unit for a period of three years
(c) Duration of the contracts / arrangements/ transactions	Company has entered into Leave and License Agreement with Jaysynth Dyestuff (India) Limited for Patalganga unit for a period of three years starting from 01/08/2013 to 31/07/2016. Company has entered into Leave and License Agreement with Jay Instruments and Systems Private Limited for Patalganga unit for a period of three years starting from 01/08/2013 to 31/07/2016.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Further there are no special clauses regarding the Leave and License Agreement entered with Jaysynth Dyestuff (India) Limited and Jay Instruments and Systems Private Limited.
(e) Date(s) of approval by the Board, if any:	a) May 28, 2014 , b) August 08, 2014 , c) November 14, 2014 d) January 30, 2015
(f) Amount paid as advances, if any:	NIL

For **JD ORGOCHEM LIMITED**

Place : Mumbai  
Date : August 14, 2015

**Sharadchandra S. Kothari**  
Chairman and Managing Director  
DIN: 00184421

## **Independent Auditors' Report**

**To the members of**

**JD ORGOCHEM LIMITED.**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of JD ORGOCHEM LIMITED ('the Company'), which comprise the Balance Sheet as at March 31, 2015, the Statement of profit and loss and the cash flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation and presentation of the financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and from preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015 and its loss and its cash flows for the year ended on that date.

### **Emphasis of Matters**

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

- Note 2 in the financial statements which indicates that the financial statements of the Company have been prepared on a going concern basis. However, the Company has accumulated losses and its net worth has been fully eroded, the Company has incurred a net loss / net cash loss during the current and previous year(s) and, the Company's liabilities exceeded its assets as at the balance sheet date. These conditions, along with other matters set forth in notes, indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

**Report on the other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the Balance Sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) on the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) with the respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the information given to us:
    - i. The impact of the pending litigation with regards to employee liabilities on its financial position is not ascertainable. However, in the opinion of management of the Company the provision made in the accounts in this regards in earlier year is adequate as referred to in note 7 & 8 to the financial statements.
    - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There are no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For MAGANLAL & AJAY MEHTA**  
Chartered Accountants  
Firm Registration No. 105730W

**(MAGANLAL THACKER)**  
Partner  
Membership No. 4549

Place : Mumbai  
Date : May 25, 2015

### Annexure to Independent Auditor's Report

#### The Annexure referred to in paragraph of the Our Report of even date to the members of JD ORGOCHEM LIMITED on the accounts of the company for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.
- (b) As informed to us, the company had verified part of its fixed assets in regular programme of periodical verification during the year. According to the information and explanations given to us, no material discrepancies have been noticed on such verification.
2. (a) As explained to us, inventories have been physically verified during the year by the management.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. The company has granted interest-free unsecured loan of ₹ 178 lakhs in earlier years to a party listed in the register maintained under Section 189 of the Companies Act, 2013, for which, as informed to us, no terms of repayment has been stipulated and hence overdue amount cannot be ascertained. The said amount due is considered doubtful of recovery for which provision has been made in the accounts in earlier year as referred to in Note No.14.1 of the Notes to Financial Statement.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets & for sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. In our opinion and according to the information and explanations given to us, the company has not accepted deposits from the public except from an agent. Therefore, the provisions of Section 73 to 76 of the Companies Act, 2013 and Rules there under are not applicable to the company.
6. The Central Government of India has not specified the maintenance of cost record under sub-section (1) of Section 148 of the Act for any of the products of the Company.
7. (a) According to the information and explanation given to us and as per the records of the Company examined by us, undisputed statutory dues of Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Cess and other statutory dues other than mentioned in (b) below have generally been regularly deposited with the appropriate authorities.
- (b) As per records of the Company, the following undisputed statutory dues were outstanding as at the last day of the financial year concerned for a period of more than six months from the date they became payable.

Nature of Dues	Period to which the amount relates	(₹ in lacs)
Power (Electricity)	01.05.2001 to 28.02.2002	111.69
Sales Tax	01.06.2001 to 31.03.2004	86.59
Gram Panchayat Tax	01.04.2000 to 31.03.2011	105.76

- (c) As per records of the company, the following disputed dues have not been deposited.

Nature of Dues	Forum where dispute is Pending	(₹ in lacs)
Custom Duty (Shown as contingent liability)	Commissioner of Customs – Mumbai	510.99
Custom Duty	Central Excise & Gold Appellate Tribunal (CEGAT) - Mumbai	53.99
Gram Panchayat Tax (Shown as contingent Liability)	Gram Panchayat , Vadgaon, Taluka Khalapur, Dist. Raigad	25.82

- (d) No amount was required to be transferred to Investor Education and Protection Fund (IEPF) in accordance with the Provision of Companies Act 1956 and the rules made thereunder.
- 8 As per the accounts of the company, the company has accumulated losses of ₹ 8909.26 lakhs at the end of the financial year and the accumulated losses of the company are not less than fifty percent of its net worth.
- As per the accounts of the company, the company has incurred cash loss of ₹ 37.39 lakhs during the financial year under reference and cash loss of ₹ 30.03 lakhs was incurred in the immediately preceding financial year.
- 9 Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, or bank or debenture holders.
- 10 According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
- 11 In our opinion, the term loans have been applied for the purpose for which they were raised.
- 12 Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

**For MAGANLAL & AJAY MEHTA**  
Chartered Accountants  
**Firm Registration No. 105730W**

**(MAGANLAL THACKER)**  
Partner  
**Membership No. 4549**

**Place : Mumbai**  
**Date : May 25, 2015**



**BALANCE SHEET AS AT MARCH 31, 2015**

		(₹ in lacs)	
	<u>Note</u>	<u>As at</u> <u>March 31, 2015</u>	<u>As at</u> <u>March 31, 2014</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	4	132.50	132.50
Reserves and Surplus	5	(3,461.16)	(3,353.03)
<b>Non-Current Liabilities</b>			
Long Term borrowings	6	3,403.80	3,380.30
Other Long Term Liabilities	7	944.87	950.50
Long Term Provisions	8	37.67	40.57
<b>Current Liabilities</b>			
Trade Payables	9	95.09	14.65
Other Current Liabilities	10	7.04	3.07
Short-Term Provisions	11	35.51	31.12
<b>TOTAL</b>		<b><u>1,195.32</u></b>	<b><u>1,199.68</u></b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	12	861.14	931.92
Non-current investments	13	-	-
Long term loans and advances	14	79.79	86.84
<b>Current Assets</b>			
Inventories	15	52.76	52.76
Trade receivables	16	92.24	3.31
Cash and cash equivalents	17	85.76	105.77
Short-term loans and advances	18	13.09	13.80
Other current assets	19	10.54	5.28
<b>TOTAL</b>		<b><u>1,195.32</u></b>	<b><u>1,199.68</u></b>
<b>Notes on Financial Statements</b>	1 to 35		

As per our report of even date

**FOR MAGANLAL & AJAY MEHTA**  
Chartered Accountants  
Firm Registration No. 105730W

**S. S. KOTHARI**  
Chairman & Managing Director

**MAGANLAL THACKER**  
Partner  
Membership No. 4549  
Place : Mumbai  
Date : May 25, 2015

**S. K. KOTHARI**  
Director

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2015**

(₹ in lacs)

<b>Particulars</b>	<b>Note</b>	<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
<b>INCOME</b>			
Revenue from operations	20	82.96	-
Other Income	21	37.71	98.08
<b>Total Revenue</b>		<b>120.67</b>	<b>98.08</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	22	-	-
Purchase of Stock-in-Trade		79.84	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	-	-
Employee benefit expense	24	4.95	17.84
Finance costs	25	1.04	7.56
Depreciation and amortization expense	13	70.74	82.07
Other expenses	26	71.65	280.71
<b>Total expenses</b>		<b>228.22</b>	<b>388.18</b>
<b>Loss before exceptional items</b>		<b>(107.55)</b>	<b>(290.10)</b>
Exceptional items	26	-	(320.11)
<b>Loss before tax</b>		<b>(107.55)</b>	<b>(610.21)</b>
<b>Tax expenses</b>			
Tax expenses related to prior year		0.58	0.01
<b>Loss for the year</b>		<b>(108.13)</b>	<b>(610.22)</b>
Basic & Diluted Earning per equity share of face value of ₹1/- each (in ₹)	27	(0.82)	(4.61)

**Notes on Financial Statements** 1 to 35

As per our report of even date

**FOR MAGANLAL & AJAY MEHTA**  
Chartered Accountants  
Firm Registration No. 105730W

**S. S. KOTHARI**  
Chairman & Managing Director

**MAGANLAL THACKER**  
Partner  
Membership No. 4549  
Place : Mumbai  
Date : May 25, 2015

**S. K. KOTHARI**  
Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015**

(₹ in lacs)

	<b><u>Year ended</u></b> <b><u>March 31, 2015</u></b>	<b><u>Year ended</u></b> <b><u>March 31, 2014</u></b>
<b>A. Cash flow from operating activities:</b>		
Net profit before tax and extraordinary items	(107.55)	(610.21)
<b>Adjustments for :</b>		
Depreciation	70.74	82.07
Diminution & Amount written off in the value of Investment	-	0.01
Loss on Sale of Investments	-	320.12
Profit on sale of fixed assets	(3.45)	(85.41)
Interest & Finance Charges	1.04	7.56
<b>Operating profit before working capital changes</b>	<b>(39.22)</b>	<b>(285.86)</b>
Trade and other receivables	(85.24)	239.31
Trade payables	80.26	(80.07)
<b>Cash generated from operations</b>	<b>(44.20)</b>	<b>(126.62)</b>
Interest & Finance Charges	(1.04)	(7.56)
Direct taxes (Net)	(1.77)	(0.49)
<b>Net cash from operating activities</b>	<b>(47.01)</b>	<b>(134.67)</b>
<b>B. Cash flow from investing activities :</b>		
Sale of fixed assets	3.50	88.00
Sale of investments	-	593.28
<b>Net cash From investing activity</b>	<b>3.50</b>	<b>681.28</b>
<b>C. Cash flow from financing activities :</b>		
Refund of Share application money	-	(500.00)
Receipt/(Repayment) of Long Term Borrowings (Net)	23.50	(18.54)
<b>Net cash used in financing activities</b>	<b>23.50</b>	<b>(518.54)</b>
<b>Increase in cash and cash equivalents</b>	<b>(20.01)</b>	<b>28.07</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>105.77</b>	<b>77.70</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>85.76</b>	<b>105.77</b>

As per our report of even date

**FOR MAGANLAL & AJAY MEHTA**  
Chartered Accountants  
Firm Registration No. 105730W

**S. S. KOTHARI**  
Chairman & Managing Director

**MAGANLAL THACKER**  
Partner  
Membership No. 4549  
Place : Mumbai  
Date : May 25, 2015

**S. K. KOTHARI**  
Director

**Notes to the Financial Statements for the year ended March 31, 2015****Note : 1 General Information**

JD Orgochem Limited (the company) is headquartered at Mumbai, Maharashtra, India carries on the business of Manufacturing and trading of dyes & dye intermediates.

Note : 2 The Company continues to prepare financial statements on going concern basis even though the Company has accumulated losses and its net worth has been fully eroded, as the management is confident of reviving the Company and is making possible efforts to resume the production/operations and also taking necessary steps for reducing the cost.

**Note : 3 Significant accounting policies****A) Method of accounting :**

i) The Financial Statement are prepared under the historical cost convention or on the basis of going concern and as per applicable Indian Accounting Standards. The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis except certain items of income such as insurance claims, overdue interest from debtors etc., have been considered to the extent the amount is ascertainable / accepted by the parties. All assets & Liabilities have been classified as current & non current as per company's normal cycle and other criteria set out in Schedule III of the Companies Act 2013.

ii) Use of Estimates : The preparation of the financial statement in conformity with Generally Accepted Accounting Principles (GAAP) requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provision of doubtful debts, future obligations under employees retirement benefit plans, income taxes and useful lives & impairment of fixed assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

iii) Inflation : Assets and Liabilities are recorded at historic cost as a going concern basis. These costs are not adjusted to reflect the changes in the purchasing power of money.

**B) Fixed assets :**

Fixed Assets are stated at cost (net of modvat availed) which includes all expenses for commissioning / putting the assets into use. Financing cost relating to borrowed funds, adjustment arising consequent to fluctuation in foreign exchange rate & other expenses attributable to acquisition of fixed assets are capitalised and included in the gross book value of fixed assets to which they relate. Impairment loss, if any, are reduced from the gross block of the assets.

**C) Depreciation :**

i) Lease hold Land is amortised over the period of lease.

ii) The company has estimated the useful life of the factory building on the basis of technical advice & has provided depreciation for the current year on carrying amount as on 01.04.14 of that asset so that the said asset gets depreciated over its remaining useful life.

iii) As regards other assets since the useful life is over they are carried at residual value at year end which is not more than 5% of the original cost of the assets by writing off the difference amount as depreciation.

**D) Impairment of assets :**

An asset is treated as impaired, if the carrying amount of fixed assets exceeds the recoverable amount on the reporting date and in such case the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by present value of estimated future cash flows.

**E) Investment :**

i) Investments are stated at cost inclusive of all expenses incidental to their acquisition.

ii) Investments in shares of companies registered outside India are stated at cost by converting the rate of exchange prevalent at the time of acquisitions thereof.

iii) Appropriate provision has been made in the accounts for diminution in the value of investments in accordance with AS-13 issued by the Institute of Chartered Accountants of India.

**F) Inventories :**

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence and deterioration, if any. Cost of semi finished goods and finished goods comprises of chemical cost (weighted average) plus overheads wherever applicable and that of trading finished goods comprises of

cost of purchase. Excise duty on manufactured finished goods lying in the inventory is included as a part of valuation of finished goods as per Accounting standard - 2 (Revised). Cost Formulae used are 'first in first out', 'average cost' or 'specific identification', as applicable.

**G) Recognition of income and expenditure :**

- i) Sales turnover includes sale value of goods, excise duties and other recoveries, such as insurance, transport and packing charges excluding VAT / CST.
- ii) Scrap sale is accounted for on sale basis. No inventory is taken as the amount is not material.
- iii) Revenue is recognised and expenditure is accounted for on their accrual.
- iv) Income from interest on deposits, loan and interest bearing securities is recognized on the time proportion basis.

**H) Excise duty :**

- i) Excise duties recovered are included in the sale of products. Excise duty paid on dispatches is shown separately as an item of manufacturing expenses.
- ii) The Modvat Credit is accounted by crediting the amount to cost of purchases on receipt of goods and is used on dispatch by debiting Excise Duty Account.

**I) Employee benefits :**

- i) Short term employee benefits are recognised as an expense at the undiscounted amount in the Profit & Loss account in the year in which the related services are rendered.
- ii) Contribution to Provident Fund & Employee Pension Scheme are accounted on accrual basis.
- iii) Provision for gratuity liability is made based on actuarial valuation as at the balance sheet date which is in accordance with Accounting Standard No. 15 issued by the Institute of Chartered Accountants of India.
- iv) Company's liabilities towards compensated absences to employees are determined on the basis of valuations as at balance sheet date carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains & losses comprise experience adjustments and the effect of changes in actuarial assumptions are recognised immediately in the profit and loss Account.

**J) Foreign currency transactions :**

- i) Transaction denominated in foreign currency are converted into Indian rupees at the exchange rate prevailing on the date of transaction.
- ii) Gains and losses on settlement of the transaction are recognised in profit and loss account.
- iii) Monetary assets or liabilities in foreign currencies at the year end are restated in Indian currency at the exchange rate prevailing on the date of balance sheet and the resultant gain or loss is recognised in profit and loss account.
- iv) Investments in shares of companies registered outside India are stated at cost by converting the rate of exchange prevalent at the time of acquisitions thereof.

**K) Provisions and contingent liabilities :**

Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if :

- a) the Company has a present obligation as a result of a past event.
- b) a probable outflow of resources is expected to settle the obligation.
- c) the amount of the obligation can be reliably estimated.

Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of :

- a) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
  - b) a present obligation when no reliable estimate is possible.
  - c) a possible obligation arising from past events where the probability of outflow of resources is not remote
- Contingent Assets are neither recognised, nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each balance sheet date.

**L) Taxation :**

- i) Current Taxation : Provision for current tax is made on the basis of estimated tax liability as per applicable provisions of the Income Tax Act, 1961. No provision for taxation is made in view of the losses.
- ii) Deferred Taxation : Deferred Tax Assets are recognised to the extent there is reasonable certainty that these assets can be realised in future. In absence of virtual certainty of sufficient future taxable income, deferred tax has not been recognised as a matter of prudence.

**M) Earnings per share :**

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

**Notes to the Financial Statements for the year ended March 31, 2015**

**Note : 4 Share Capital**

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	(₹ in lacs)	Number of Shares	(₹ in lacs)
<b>AUTHORIZED CAPITAL</b>				
Equity shares of ₹ 1/- each	3,00,000,000	3,000.00	3,00,000,000	3,000.00
<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>				
Equity shares of ₹ 1/- each, fully paid up	13,250,000	132.50	13,250,000	132.50

**A) Reconciliation of the number of shares and the amount outstanding at the beginning and at the end of March 31, 2015**

Particulars	Opening Balance	Redemption	Closing Balance
Equity shares of ₹ 1/- each			
<b>Year ended March 31, 2015</b>			
Number of shares	13,250,000	-	13,250,000
Amount (₹ in lacs)	132.50		132.50
<b>Year ended March 31, 2014</b>			
Number of shares	13,250,000	-	13,250,000
Amount (₹ in lacs)	132.50		132.50

**B) Rights, Preferences and restrictions attached to shares**

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

- C) The scheme of compromise & arrangement approved on June 20, 2008, by Honorable High Court of Bombay envisage issue of fresh equity shares by way of right issues of new 377 equity shares of ₹ 1/- each for every 100 existing equity shares held by the Equity Shareholders, which is pending.

**D) Details of Shares held by each shareholder holding more than 5% of the aggregate shares in the company:**

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	% Holding	Number of Shares	% Holding
Shoorji Trikamdas Investment Company Pvt. Ltd.	3,163,005	23.87	3,163,005	23.87
Sharadchandra S. Kothari	1,726,509	13.03	443,049	3.34
Parag S. Kothari	1,483,899	11.20	1,709,399	12.90
Jayshree S. Kothari	1,141,921	8.62	794,821	6.00
Nikhil S. Kothari	201,400	1.52	1,606,460	12.12

(₹ in lacs)

**As at March 31, 2015 As at March 31, 2014**

**Note : 5 Reserves & Surplus**

Capital Reserve		
Balance brought forward from previous year	1,192.50	1,192.50
Securities Premium Reserve		
Balance brought forward from previous year	3,855.61	3,855.61
Debenture Redemption reserve		
Balance brought forward from previous year	400.00	400.00
Surplus in Statement of Profit & Loss		
Balance brought forward from previous year	(8,801.13)	(8,190.92)
Add: Loss for the year	(108.13)	(610.22)
	(8,909.26)	(8,801.13)
<b>Total</b>	<b>(3,461.16)</b>	<b>(3,353.03)</b>

(₹ in lacs)

As at March 31, 2015 As at March 31, 2014

**Note : 6 Long Term Borrowings**
**Debentures - Secured**

Zero Coupon Non Convertible Debentures(ZCD)  
1,604,000 Debentures of ₹ 100/- each

1,604.00 1,604.00

**Term Loans - Secured**

From Other Parties  
Zero Coupon Loan (ZCL)

859.50 859.50

**Loans & Advances From a Director (Unsecured)**

23.50 -

**Others Loans (Unsecured)**

916.80 916.80

**Total**
**3,403.80 3,380.30**

- 6.1 a) The Zero Coupon Non Convertible Debentures (ZCD) shall be redeemable at a premium of 50% in ten equal quarterly installment commencing from June 30,2015 and ending on September 30, 2017.
- b) The Zero Coupon Debentures (ZCD) has been secured by first paripassu charge on all the existing asset of the company situated at Patalganga, MIDC industrial area.
- 6.2 a) The Zero Coupon Loan (ZCL) is to be repaid in fifteen equal quarterly installments commencing from June 30,2015 and ending on December 31, 2018, in view of the revised terms for repayment agreed upon.
- b) The Zero Coupon loan (ZCL) shall be secured by first paripassu charge on all the existing asset of the company situated at Patalganga, MIDC industrial area and upon creation of such security, the existing security/securities/existing personal guarantees of directors and charges shall stand satisfied and released without any further act on part of secured creditors.
- c) All the guarantors of the company shall jointly and severally, provide an irrevocable and unconditional guarantee cum shortfall undertaking in favour of the Secured creditors for Zero Coupon Loan (ZCL) to make good the shortfall, if any, in the event realisation to Zero Coupon Loan(ZCL) from the sale of Patalganga factory is less than the amount outstanding as payable.
- 6.3 Other Loan (Unsecured ) of ₹ 916.80 Lacs shall be converted into 91,680,000 Equity shares of ₹ 1/- each at par within 60 days of issue of new shares under rights issue (which is pending) as per scheme of compromise & restructuring sanctioned by High Court of Bombay and after obtaining necessary approvals.

**Note : 7 Other Long Term Liabilities**

Advance From Customers

239.85 228.38

Outstanding Expenses

358.05 359.89

Employee Liabilities Payable

312.96 328.23

Deposit

34.01 34.01

**Total**
**944.87 950.50**

- 7.1 Employee Liabilities Payable includes dues payable to the workers on account of retrenchment & retirements which were provided in the accounts in earlier years on estimated basis. The litigation in the matter is going on in the court. Therefore, final liability on this account cannot be ascertained at this stage. Hence, adequacy of the provision made in this regard in earlier years cannot be ascertained at this stage.

**7.2 Deposit**

Deposit From agents

6.01 6.01

Deposit - Leave &amp; License from related party

28.00 28.00

**34.01 34.01**
**Note : 8 Long Term Provisions**
**Provision For Employee Benefits**

Provision for leave encashment

7.79 8.30

Provision for gratuity

29.88 32.27

**Total**
**37.67 40.57**

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8.1 Dues payable to the workers on account of retrenchment & retirements were provided in the accounts in earlier years on estimated basis. The litigation in the matter is going on in the court. Therefore, final liability on this account cannot be ascertained at this stage. Hence, adequacy of the provision made in this regard in earlier years cannot be ascertained at this stage.

(₹ in lacs)

**As at March 31, 2015    As at March 31, 2014**

### Note : 9 Trade Payables

Trade Payables	95.09	14.65
<b>Total</b>	<b>95.09</b>	<b>14.65</b>

9.1 The Company is in the process of identifying suppliers falling under the Micro, Small and Medium Enterprises Development Act, 2006. However, no confirmation as regards to the status has been received by the Company.

In the absence of information as regard to the status/ classification of the relevant enterprises into Micro, Small and Medium Enterprises, information as required under Notification No. G.S.R. 719 (E) dated November 16, 2007 issued by the Department of Company Affairs in respect of the total amount payable and amount of interest thereon paid during the year and payable at the end of the year to the Sundry Creditors could not be disclosed.

### Note : 10 Other Current Liabilities

Statutory Remittances	6.25	2.24
Outstanding Expenses	0.34	0.40
Employee Liabilities Payable	0.45	0.42
<b>Total</b>	<b>7.04</b>	<b>3.07</b>

### Note : 11 Short Term Provisions

#### Provision For Employee Benefits

Provision for leave encashment	-	-
Provision for gratuity	35.50	31.12
<b>Total</b>	<b>35.51</b>	<b>31.12</b>

### Note : 12 Fixed Asset

Particulars	Gross Block			Depreciation				Net Block	
	As at April 1, 2014	Deductions	As at March 31, 2015	As at April 1, 2014	For the Year	Deductions	Upto March 31, 2015	As at March 31, 2015	As at March 31, 2014
<b>Tangible Assets</b>									
Leasehold land	7.02	-	7.02	2.33	0.08	-	2.41	4.61	4.69
Factory Building	2,226.21	-	2,226.21	1,507.65	70.19	-	1,577.84	648.37	718.56
Plant & machinery	5,578.35	1.85	5,576.50	5,382.74	-	1.80	5,380.94	195.56	195.61
Elec. Installation	13.55	-	13.55	13.48	-	-	13.48	0.07	0.07
Furniture & fixtures	61.79	-	61.79	58.55	0.15	-	58.70	3.09	3.24
Equipments	146.05	-	146.05	138.75	-	-	138.75	7.30	7.30
Computers	28.67	-	28.67	26.91	0.33	-	27.24	1.43	1.76
Vehicles	7.41	-	7.41	7.06	-	-	7.06	0.35	0.35
Books	11.75	-	11.75	11.42	-	-	11.42	0.34	0.34
<b>SUB TOTAL (A)</b>	<b>8,080.80</b>	<b>1.85</b>	<b>8,078.95</b>	<b>7,148.88</b>	<b>70.74</b>	<b>1.80</b>	<b>7,217.82</b>	<b>861.14</b>	<b>931.92</b>
<b>Intangible Assets</b>	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)</b>	-	-	-	-	-	-	-	-	-
<b>Total [A + B]</b>	<b>8,080.80</b>	<b>1.85</b>	<b>8,078.95</b>	<b>7,148.88</b>	<b>70.74</b>	<b>1.80</b>	<b>7,217.82</b>	<b>861.14</b>	<b>931.92</b>
<b>Previous Year</b>	<b>8,163.68</b>	<b>82.88</b>	<b>8,080.80</b>	<b>7,147.10</b>	<b>82.07</b>	<b>80.29</b>	<b>7,148.87</b>	<b>931.92</b>	<b>1,016.58</b>



(₹ in lacs)

**As at March 31, 2015 As at March 31, 2014**
**Note : 13 Non Current Investments**
**Trade**
**Investment in equity instruments of associates**

224,250 equity shares of ₹ 100/- each of Jaysynth Polychem Pvt Ltd. 224.25 224.25

**Other Investments**
**Investment in quoted equity instruments of other entities**

2,100 equity shares of ₹ 10/- each of Galore Prints Ltd. 0.21 0.21

32,400 equity shares of ₹ 10/- each of Ocean Knit Ltd.. 3.24 3.24

1,100 equity shares of ₹ 10/- each of Mafatlal Finance Ltd. 0.56 0.56

228.26 228.26

Less: Provision for diminution in value of investment 228.26 228.26

**Total** - -

Aggregate Amount of Quoted Investment 4.01 4.01

Market Value of Quoted Investment - -

Aggregate Amount of Unquoted Investment 224.25 224.25

**Note : 14 Long Term Loans and Advances**

Loans &amp; Advances to related parties (unsecured)

Jaysynth Polychem Pvt. Ltd. (considered doubtful) 178.00 178.00

Loans &amp; Advances to employees(Unsecured, considered good) 0.25 4.80

Other Loans &amp; Advances 75.83 78.33

Excise Duty Refund Receivable 3.71 3.71

257.79 264.84

Less Provision for doubtful debts (178.00) (178.00)

**Total** 79.79 86.84

14.1 Advances of ₹17,800,000/- recoverable from Jaysynth Polychem Pvt. Ltd. has been considered doubtful of recovery for which provision is made in the accounts during the year ended March 31, 2014.

**Note : 15 Inventories**

(At lower of cost and net realisable value)

Raw Material 11.46 11.46

Work-in-Progress 14.75 14.75

Finished Goods 14.12 14.12

Stores &amp; Spares 12.43 12.43

**Total** 52.76 52.76

**Note : 16 Trade Receivables**

Unsecured, Considered Good (outstanding for more than six months) 0.21 3.23

Other 92.03 0.08

**Total** 92.24 3.32

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(₹ in lacs)

**As at March 31, 2014    As at March 31, 2013**

### Note : 17 Cash and cash equivalents

Cash-in-Hand	0.29	0.92
Balances with Banks		
in current account	3.90	4.07
in Deposit account	6.93	27.33
in Margin (Maturity of more than 12 months )	74.64	73.44
<b>Total</b>	<b>85.76</b>	<b>105.77</b>

### Note : 18 Short Terms Loans and Advances

(Unsecured, Considered Good)

Prepaid Expenses	1.08	1.68
Balances with government authorities		
Deposit with Excise & Cenvat credit receivable	1.34	2.79
Others		
Advance Recoverable in cash or in kind or for value to be received	0.31	0.16
Advance Income Tax/Refund Receivable	10.36	9.17
<b>Total</b>	<b>13.09</b>	<b>13.80</b>

### Note : 19 Other Current Assets

Interest accrued on bank deposit	10.54	5.28
<b>Total</b>	<b>10.54</b>	<b>5.28</b>

**Year ended                      Year ended**  
**March 31, 2015              March 31, 2014**

### Note : 20 Revenue from Operations

Sale of products	82.96	-
	<b>82.96</b>	<b>-</b>

### Note : 21 Other Income

Interest earned ( TDS ₹ 0.87 lacs (PY. ₹ 0.66 lacs))	19.26	6.67
Rent Received ( TDS ₹ 1.50 lacs (PY. ₹ 0.44))	15.00	6.00
Profit on sale of assets	3.45	85.42
<b>Total</b>	<b>37.71</b>	<b>98.08</b>

### Note : 22 Cost of Materials Consumed

Opening stock	11.46	11.46
Add : Purchases	-	-
	<b>11.46</b>	<b>11.46</b>
Less : Closing Stock	(11.46)	(11.46)
<b>Total</b>	<b>-</b>	<b>-</b>

	Year ended March 31, 2015	Year ended March 31, 2014
<b>Note : 23 Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
Inventories at the end of the year		
Finished Goods	14.12	14.12
Work In Progress	14.75	14.75
	<u>28.87</u>	<u>28.87</u>
Inventories at the beginning of the year		
Finished Goods	14.12	14.12
Work In Progress	14.75	14.75
	<u>28.87</u>	<u>28.87</u>
<b>Net (increase) / decrease</b>	<u>-</u>	<u>-</u>
<b>Note : 24 Employee Benefit Expenses</b>		
Salaries & wages	4.68	17.22
Contribution to provident & other funds	0.16	0.45
Staff welfare expenses	0.11	0.18
<b>Total</b>	<u>4.95</u>	<u>17.84</u>

#### 24.1 Defined Benefit Plans

The summarized position of post-employment benefits & long term employee benefits recognized in the Profit & Loss Account and Balance Sheet ( as per Accounting Standard 15) are as under :-

	(₹ in lacs)			
	Gratuity (Funded)	Leave Encashment (Unfunded)	March 31, 2015	March 31, 2014
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
<b>Expenses recognised in the statement of Profit &amp; Loss</b>				
Current service cost	4.74	4.56	0.02	0.02
Interest cost	4.85	4.63	0.03	0.05
Expected return on plan assets	(0.17)	(0.33)	-	-
Net actuarial gain (loss) recognised in the year	0.27	(4.08)	(0.07)	0.45
Past service cost	-	-	-	-
Expenses recognised in the statement of Profit & Loss	9.69	4.78	(0.02)	0.52
<b>Actual return on plan assets</b>				
Expected return on plan assets	0.17	0.33	-	-
Actuarial gain (loss) plan assets	(5.07)	(0.01)	-	-
Actual return on plan assets	(4.90)	0.32	-	-
<b>Balance Sheet Recognition</b>				
Present value of obligation	63.39	62.73	0.05	0.76
Fair value of plan assets	-	(4.90)	-	-
Liability (assets)	63.39	57.83	0.05	0.76
Unrecognised past service cost	-	-	-	-
Liability (asset) recognised in the Balance Sheet	63.39	57.83	0.05	0.76
<b>Changes in the present value of the obligation</b>				
Present value of obligation at the beginning of the period	62.73	58.21	0.76	1.11
Interest cost	4.85	4.63	(0.03)	0.05

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(₹ in lacs)

	<b>Gratuity (Funded)</b>	<b>Leave Encashment (Unfunded)</b>		
	<b>March 31, 2015</b>	<b>March 31, 2014</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
Current service cost	4.74	4.56	0.02	0.02
Past service cost	-	-	-	-
Benefits paid	(4.13)	(0.59)	(0.68)	(0.87)
Actuarial (gain) loss on obligation	(4.80)	(4.09)	(0.07)	0.45
Present value of obligation at the end of the period	63.39	62.73	0.05	0.76
<b>Changes in the Fair Value of the Assets</b>				
Fair value of plan Assets at the beginning of the period	4.90	4.57	-	-
Expected Return on plan assets	0.17	0.33	-	-
Contributions	-	-	-	-
Benefits paid	-	-	-	-
Actuarial gain (loss) plan assets	(5.07)	(0.01)	-	-
Fair value of plan assets at the end of the period	-	4.90	-	-
Total actuarial gain (loss) recognised during the year	(0.27)	4.08	0.07	(0.45)
<b>Actuarial Assumptions</b>				
Discount rate	8% p.a.	8% p.a.	8% p.a.	8% p.a.
Expected return on plan assets	7% p.a.	7% p.a.	N/A	N/A
Future salary increases	5% p.a.	5% p.a.	5% p.a.	5% p.a.
Attrition	5% p.a.	5% p.a.	5% p.a.	5% p.a.
Retirement	58 yrs	58 yrs	58 yrs	58 yrs
Mortality	IALM 2006 08 Ultimate	L.I.C.1994 - 96 Ultimate	IALM 2006 08 Ultimate	L.I.C.1994 - 96 Ultimate

(₹ in lacs)

	<b>Year ended March 31, 2015</b>	<b>Year ended March 31, 2014</b>
<b>Note : 25 Financial cost</b>		
Interest Expense	0.47	7.11
Bank Charges	0.57	0.45
<b>Total</b>	<b>1.04</b>	<b>7.56</b>

### Note : 26 Other Expenses

Auditors Remuneration	2.02	2.02
Custom Duty	-	5.46
Directors Sitting Fees	0.70	0.86
Discount & Amount written off	1.37	1.35
Insurance Expenses	1.35	1.45
Net Loss on Foreign Currency transactions & translation	9.47	21.70

(₹ in lacs)

	Year ended March 31, 2014	Year ended March 31, 2013
Professional Charges	30.08	16.57
Provision for irrecoverable Loans & Advances	-	178.00
Repair & Maintenance - Building	-	28.54
Repair & Maintenance - Plant & Machinery	-	1.32
Repair & Maintenance - Others	1.28	4.45
Rates & Taxes	5.54	4.43
Miscellaneous expenses	19.84	14.57
<b>Total</b>	<b>71.65</b>	<b>280.71</b>

**26.1 Auditors' Remuneration**

Audit fees	1.50	1.50
Income Tax matters	0.30	0.30
Service Tax	0.22	0.22
	<b>2.02</b>	<b>2.02</b>

**Note : 27 Exceptional items**

Profit/(Loss) on sale of shares & investments (Net)	-	<b>(320.11)</b>
---	---	-----------------

**Note : 28 Earning Per Share (EPS)**

Profit attributable to the Shareholder (₹ in Lacs)	(108.13)	(610.22)
No. of Equity Shares	13,250,000	13,250,000
Nominal Value of Equity Shares (₹)	1	1
Basic & Diluted Earning Per Share (₹)	(0.82)	(4.61)

**Note : 29 Segment Information**

## a) Primary Segments :

The operation of the Company relates to one business segment i.e. trading of Dyes and Pigments.

## b) Secondary Segment :

Entire business operations relates to domestic market.

**Note : 30 Related Parties Disclosure under Accounting Standard - 18**

## i) The list of related parties as identified by the management are as under:

Associates / Companies / Firms : -

- i) Jaysynth Dyestuff (India) Ltd.
- ii) Jaysynth (Europe) Ltd.
- iii) Jaysynth Impex Ltd.
- iv) Jaysynth Polychem Pvt. Ltd.
- v) Shoorji Trikamdas Investment Company Pvt. Ltd.
- vi) Jay Pesticides Pvt. Ltd.
- vii) R P Trading Co.
- viii) Shoorji Trikamdas Colour Co.
- ix) Jay Instruments and Systems Pvt. Ltd.

Key Management Personnel

- i) Shri Sharadchandra S.Kothari

ii) The following transactions were carried out with the related parties:

(₹ in Lacs)

Particulars	Associates		Key Management Personnel	
	2014-15	2013-14	2014-15	2013-14
1 Balance Outstanding (Net)	Dr 241.96	Dr 150	-	-
2 Sale of Goods/Services/Assets	102.11	6.00	-	-
3 Receipt / Payment (Net)	(10.15)	415.09	-	18.54
4 Exchange Diff	-	-	-	-
5 Sitting Fees	-	-	0.26	0.30
	As at March 31, 2015		As at March 31, 2014	
	₹		₹	

**Note : 31 Contingent Liabilities not provided for**

a) Inland Guarantee	45.22 lacs	45.31 lacs
b) Claims against the Company not acknowledged as debts	511.00 lacs	511.00 lacs
c) Liability on account of Gram Panchayat Tax.	25.82 lacs	25.82 lacs
d) Employee Liability on account of various litigation pending with courts	Not ascertainable	Not ascertainable

**Note : 32**

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

**Note : 33**

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

**Note : 34**

Bank certificates are obtained for bank balances in respect of operative bank accounts. However, in respect of non-operative & dormant bank accounts, neither bank certificate nor bank statements are available.

**Note : 35**

Previous year's figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

**As per our report of even date**

**FOR MAGANLAL & AJAY MEHTA**  
Chartered Accountants  
Firm Registration No. 105730W

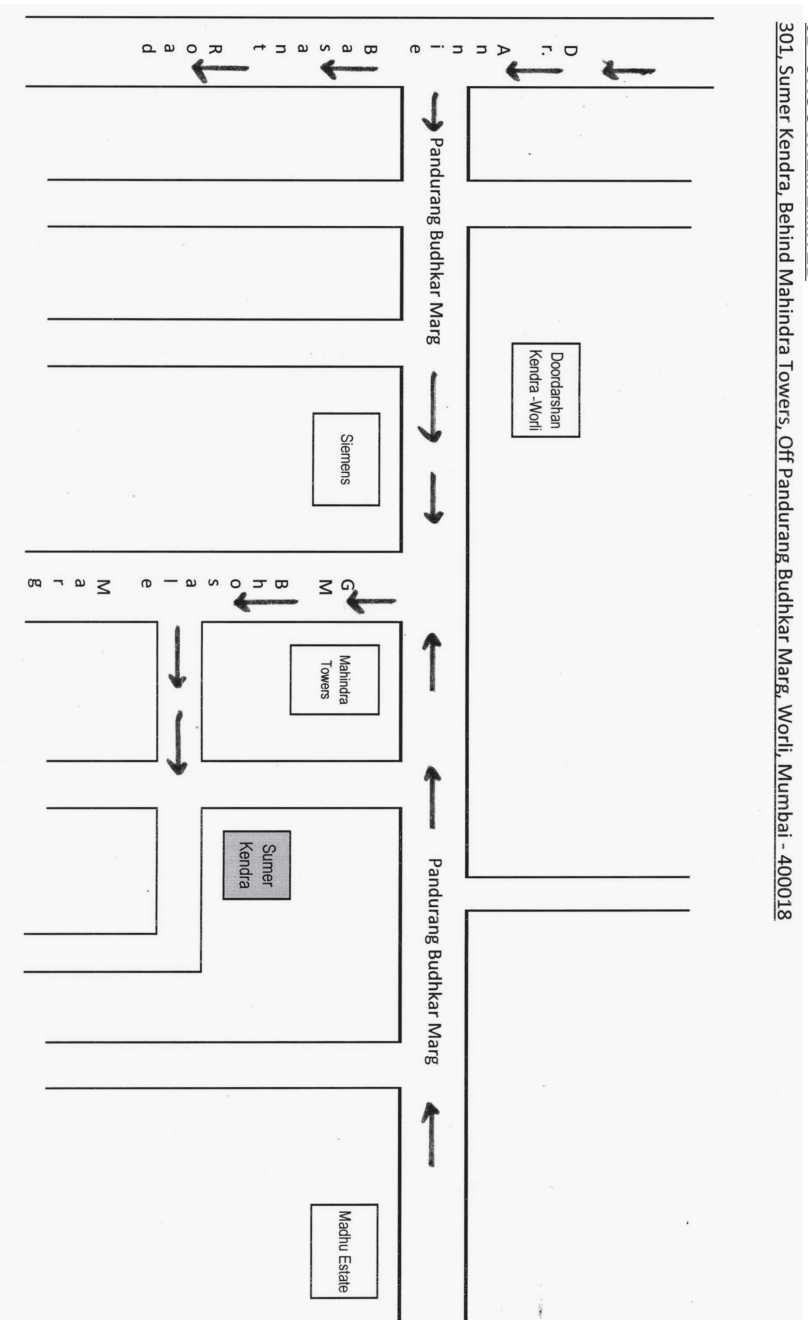
**S. S. KOTHARI**  
Chairman & Managing Director

**MAGANLAL THACKER**  
Partner  
Membership No. 4549  
Place : Mumbai  
Date : May 25, 2015

**S. K. KOTHARI**  
Director

**JD ORGOCHEM LIMITED**

301, Sumer Kendra, Behind Mahindra Towers, Off Pandurang Budhkar Marg, Worli, Mumbai - 400018



**ATTENDANCE SLIP**



**JD ORGOCHEM LIMITED**

Regd. Office : 301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018.  
CIN: L24100MH1973PLC016908 Tel. No.: 022-30423048 Fax No.: 022-30423433  
E-mail: jsec@jaysynth.com Website: www.jdorgochem.com

Folio No.:	DP ID :
Client ID No.:	No. of shares held

I/We record my/our presence at the 41<sup>st</sup> Annual General Meeting of the Company to be held on September 29, 2015 at 10:00 a.m at the Registered office of the Company at 301, Sumer Kendra, P. B. Marg, Worli, Mumbai 400 018.

\_\_\_\_\_  
Name of the Shareholder / Proxy (In Block Letters)

\_\_\_\_\_  
Signature of the Shareholder / Proxy

**NOTE :**

- (1) Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
- (2) Shareholders are requested to advise, indicating their Folio Nos, DP ID\*, Client ID\*, the change in their address, if any, to the Registrars & Share Transfer Agents, at Sharepro Services (India) Pvt. Ltd., 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.

\*Applicable for investors holding shares in Electronic (Demat) Form.



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**PROXY FORM****JD ORGOCHEM LIMITED**

Regd. Office : 301, Sumer Kendra, P. B. Marg, Worli, Mumbai - 400 018.  
 CIN: L24100MH1973PLC016908 Tel. No.: 022-30423048 Fax No.: 022-30423433  
 E-mail: jsec@jaysynth.com Website: www.jdorgochem.com

**Form No. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Regd. Address	
E-mail ID	
Folio No./ Client ID	
DP ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

or failing him / her

Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

or failing him / her

Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41<sup>st</sup> Annual General Meeting to be held on September 29, 2015 at 10:00 a.m at the Registered office of the Company at 301, Sumer Kendra, P. B. Marg, Worli, Mumbai 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Resolutions	Optional*	
	Ordinary Business	For	Against
1	Ordinary Resolution for Adoption of Audited Financial Statements of the Company for the year ended March 31, 2015, and the reports of the Board of Directors' and Auditors thereon.		
2	Ordinary Resolution for appointment of a Director in place of Shri. Shrikant K. Kothari ( DIN: 00184811) who retires by rotation and being eligible, offers himself for re-appointment.		
3	Ordinary Resolution for appointment of M/s. Maganlal & Ajay Mehta, Chartered Accountants. (Firm Regn.No.105730W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.		
	Special Business		
4	Ordinary Resolution for Appointment of Smt. Bharati R. Chandan (DIN:07263623) as a Director of the Company.		
5	Special Resolution for Approval of the borrowing limits of the Company.		
6	Special Resolution for Creation of charges on the Assets of the Company.		

\*It is optional to put (v) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix  
₹ 1/-  
Revenue  
Stamp

**Note:**

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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*If undelivered, please return to :*

**SHAREPRO SERVICES (INDIA) PVT.LTD.**

**UNIT : JD ORGOCHEM LTD.**

**13 AB, Samhita Warehousing Complex,  
Second Floor, Sakinaka Telephone Exchange Lane,  
Off. Andheri Kurla Road, Sakinaka,  
Andheri (East), Mumbai – 400 072.**

Empire Sales Corporation - 22665334 / 66352976  
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